

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 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2008</u> and ending <u>12/31/2008</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan PIERRE FOODS, INC. 401(K) RETIREMENT PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 07/01/1998</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 07/01/1998	
1b Three-digit plan number (PN) ▶	001				
1c Effective date of plan 07/01/1998					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) PIERRE FOODS, INC. 9990 PRINCETON ROAD CINCINNATI, OH 45246	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) 56-0945643</td> </tr> <tr> <td>2c Sponsor's telephone number</td> </tr> <tr> <td>2d Business code (see instructions) 311900</td> </tr> </table>	2b Employer Identification Number (EIN) 56-0945643	2c Sponsor's telephone number	2d Business code (see instructions) 311900	
2b Employer Identification Number (EIN) 56-0945643					
2c Sponsor's telephone number					
2d Business code (see instructions) 311900					

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.	05/16/2014	JANET COPLEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	05/16/2014	JANET COPLEN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	1763
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	2063
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits		6c	186
d Subtotal. Add lines 6a , 6b , and 6c		6d	2249
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	2249
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	1211
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3E 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008		
A Name of plan PIERRE FOODS, INC. 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 PIERRE FOODS, INC.	D Employer Identification Number (EIN) 56-0945643	

Part I	Service Provider Information (see instructions)
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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)

WACHOVIA BANK, N.A.

22-1147033

(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?
26	TRUSTEE	26639	Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☐

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

INVESTMENT RESEARCH & ADVISORY GROU

58-1989031

(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?
20	INVESTMENT ADVISORY	7007	Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☐

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

MFS RETIREMENT SERVICES, INC.

04-3253929

(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?
24	RECORDKEEPER	5550	Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008		
A Name of plan PIERRE FOODS, INC. 401(K) RETIREMENT PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 PIERRE FOODS, INC.		D Employer Identification Number (EIN) 56-0945643

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	645
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	4567	0
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	1195625	1432651
(9) Value of interest in common/collective trusts	1c(9)	7318689	0
(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)	18269444	11819399
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	9838683

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	26788325	23091378

Liabilities

g Benefit claims payable	1g	8924	0
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	8924	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	26779401	23091378
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	722490	
(B) Participants	2a(1)(B)	2031720	
(C) Others (including rollovers)	2a(1)(C)	5999	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2760209

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	107613	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		107613

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

(3) Rents	2b(3)		
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(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)		110450
(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)		-6949312
c Other income.....	2c		183745
d Total income. Add all income amounts in column (b) and enter total.....	2d		-3787295

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	4474618	
(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)		4474618
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	7007	
(4) Other.....	2i(4)	32278	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		39285
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4513903

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-8301198
l Transfers of assets:			
(1) To this plan.....	2l(1)		4613175
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

☒ Yes ☐ No

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

(1) Name: **BATTELLE & BATTELLE, LLP.**

(2) EIN: **31-0210560**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

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

	Yes	No	Amount
4a	X		1537079
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
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.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		500000
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?		X	
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?		X	
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?		X	
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.)	X		
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.)		X	
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?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

**PIERRE FOODS, INC. 401(k)
RETIREMENT PLAN**

FINANCIAL STATEMENTS

DECEMBER 31, 2008

PIERRE FOODS, INC. 401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2008

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INDEPENDENT AUDITORS' REPORT

Plan Administrator
Pierre Foods, Inc. 401(k) Retirement Plan

We were engaged to audit the accompanying statement of net assets available for benefits of the Pierre Foods, Inc. 401(k) Retirement Plan as of December 31, 2008 and 2007, the related statement of changes in net assets available for benefits for the year ended December 31, 2008, the supplemental schedule of assets held for investment purposes as of December 31, 2008 and the supplemental schedule of nonexempt transactions for the year ended December 31, 2008. These financial statements and the supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2510.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Wachovia Bank, NA, the current trustee of the Plan and by MFS Heritage Trust, the former trustee of the Plan, except for comparing such information with the related information included in the financial statements and the supplemental schedules. We have been informed by the Plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from the current trustee as of December 31, 2008 and for the period from June 12, 2008 to December 31, 2008, and the former trustee as of December 31, 2007 and for the period from January 1, 2008 to June 12, 2008, that the information provided to the Plan administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As discussed in Note 10 to the financial statements, the Plan adopted the provisions of Statement of Financial Accounting Standards No. 157, *Fair Value Measurements*, as of January 1, 2008.

Battelle & Battelle LLP

October 13, 2009

PIERRE FOODS, INC. 401(k) RETIREMENT PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	<i>December 31</i>	
	<u>2008</u>	<u>2007</u>
ASSETS		
Investments - at fair value		
Mutual funds	\$ 11,819,399	\$ 18,269,444
Common/collective trust funds	9,259,326	7,247,250
Participant loans	1,432,651	1,195,625
Total participant directed investments	<u>22,511,376</u>	<u>26,712,319</u>
Contributions receivable:		
Employee contributions	82,404	-
Employer contributions	31,022	4,567
Total contributions receivable	<u>113,426</u>	<u>4,567</u>
Cash	<u>645</u>	<u>-</u>
TOTAL ASSETS	<u>22,625,447</u>	<u>26,716,886</u>
LIABILITIES		
Excess contribution payable	-	50,443
Other liabilities	-	8,924
Total liabilities	<u>-</u>	<u>59,367</u>
NET ASSETS AVAILABLE FOR BENEFITS, at fair value	22,625,447	26,657,519
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	<u>579,357</u>	<u>71,439</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 23,204,804</u></u>	<u><u>\$ 26,728,958</u></u>

The accompanying notes are an integral part of the financial statements.

PIERRE FOODS, INC. 401(k) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2008

Investment (loss) income:	
Interest and dividends	\$ 480,931
Net depreciation in fair value of investments	<u>(7,028,435)</u>
	<u>(6,547,504)</u>
Contributions:	
Participants	2,120,123
Employer	<u>753,512</u>
	<u>2,873,635</u>
Transfer from other plan	<u>4,613,175</u>
Total additions	939,306
Decrease in net assets attributable to:	
Benefit payments	4,424,175
Administrative fees	<u>39,285</u>
Total deductions	<u>4,463,460</u>
Net decrease	(3,524,154)
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	<u>26,728,958</u>
End of year	<u><u>\$ 23,204,804</u></u>

The accompanying notes are an integral part of the financial statements.

PIERRE FOODS, INC. 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31 2008

NOTE 1 – PLAN DESCRIPTION

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

General

The Plan is a defined contribution plan covering all full-time employees of Pierre Foods, Inc. (referred to as the Company, Plan Sponsor and Employer), who are at least eighteen years old and have completed six months of service (one year of service required for employer matching and profit sharing contributions), other than employees who are covered by a collective bargaining agreement. The Plan also covers eligible employees of Pierre Foods, Inc.'s affiliated companies, including Chefs Pantry, Inc., Clovervale Farms, Inc., Zartic LLC, and Zartran, LLC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective June 16, 2008, Zartic, LLC became an adopting employer of the Plan. Net assets of \$4,613,175 were transferred during June 2008, resulting in no change to the options or benefits available to the participants. See Note 12 for a summary of the net assets transferred.

Contributions

Participants may elect to defer a portion of their compensation, subject to the maximum amount allowed by the Internal Revenue Code, and make a contribution to the Plan. Participants are also eligible, effective June 2, 2008, to designate some or all of their deferral contributions as after-tax contributions (Roth Elective Deferrals). Catch-up contributions are also allowed by the Plan. Participants may also contribute amounts representing distributions from other qualified plans.

Company matching and profit sharing contributions are determined at the discretion of the Company and may vary from year to year. The Plan Sponsor makes a matching contribution which cannot exceed 50% of the first 5% of a participant's compensation deferred. Participants are fully vested in all accounts at all times.

Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, allocations of the Company's profit sharing and matching contributions and actual earnings, and charged with withdrawals and loan initiation fees, as applicable. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participant Loans

Participants may borrow a minimum of \$500 up to a maximum of the lesser of \$50,000 or 50% of the vested portion of their account balance. Loans must be repaid within five years and are collateralized by the balance in the participant's account. Repayments of loans are made by regular payroll deduction and are deposited back to the current investment contribution source from which withdrawn.

NOTE 1 – PLAN DESCRIPTION (CONTINUED)

Payment of Benefits

Upon retirement or termination of service, a participant may elect to receive either a single lump-sum payment or installment payments equal to the value of the participant's vested interest in his or her account. Vested balances of \$5,000 or less will automatically be paid in a lump sum payment. Certain in-service withdrawals and hardship distributions are also permitted, as defined by the Plan.

Vesting

All contributions to the Plan are 100% vested.

Investment Options

The participant directs the investment of contributions into various investment options offered by the Plan. Participants may change their investment options daily. All investments are 100% directed by the participants.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the amounts and disclosures reported in the financial statements and accompanying notes. Actual amounts could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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 date. Net depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year. Capital gain distributions are included in interest and dividends.

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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Payment of Benefits

Benefits are recorded when paid.

Plan Expenses

A significant portion of the Plan's administrative expenses are paid by the Plan Sponsor.

NOTE 3 – INVESTMENTS

During the year ended December 31, 2008, the Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value as follows:

Mutual funds	\$ (7,222,494)
Common/collective trust funds	194,059
Total	<u>\$ (7,028,435)</u>

The fair values of individual investments that represent 5% or more of the Plan's net assets at December 31 are as follows:

	2008	2007
Davis New York Venture Fund	\$ 3,576,573	**
PIMCO Total Return Fund	2,908,258	**
Van Kampen Mid Cap Growth Fund Class A	1,342,000	**
Stable Value Fund	9,259,326	**
Participant loans	1,432,651	**
MFS Fixed Fund	**	\$ 7,247,250
American Funds Europacific Fund	**	1,735,320
MFS Core Equity Fund	**	1,892,347
Thornburg Core Growth Fund	**	2,987,711
MFS Lifetime 2010 Fund	**	2,916,864
MFS Lifetime 2020 Fund	**	2,505,604
MFS Lifetime 2030 Fund	**	1,561,682

** Fair value did not exceed 5% or more of the Plan's net assets

NOTE 4 – PLAN TERMINATION

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

NOTE 5 – INCOME TAX STATUS

The Plan has adopted a "prototype" plan designed by the trustee, Wachovia Bank, NA. The prototype plan has received an opinion letter from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. The Plan administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code.

NOTE 6 – RISKS AND UNCERTAINTIES

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

NOTE 7 – INFORMATION PREPARED AND CERTIFIED BY THE PLAN'S TRUSTEE

All investment information disclosed in the accompanying financial statements and the supplemental schedules including the fair value of investments held at December 31, 2008 and 2007, and the net depreciation in fair value of investments and interest and dividends for the year ended December 31, 2008 were obtained or derived from the information supplied to the Plan administrator and certified as complete and accurate by the current trustee, Wachovia Bank, NA as of December 31, 2008 and for the period from June 12, 2008 to December 31, 2008, and by the former trustee, MFS Heritage Trust as of December 31, 2007 and for the period from January 1, 2008 to June 12, 2008.

NOTE 8 – RELATED-PARTY TRANSACTIONS

Fees paid by the Plan to parties-in-interest for trustee and recordkeeping services amounted to \$32,189 for the year ended December 31, 2008.

NOTE 9 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	<u>2008</u>	<u>2007</u>
Net assets available for benefits per financial statements	\$ 23,204,804	\$ 26,728,958
Contributions receivable	113,426	-
Refundable excess contributions	-	50,443
Net assets available for benefits per Form 5500	<u>\$ 23,091,378</u>	<u>\$ 26,779,401</u>

The following is a reconciliation of contributions per the financial statements to the Form 5500 for the year ended December 31, 2008:

Contributions per financial statements	\$ 2,873,635
End of year contributions receivable	113,426
Contributions per Form 5500	<u>\$ 2,760,209</u>

The following is a reconciliation of benefit payments per the financial statements to the Form 5500 for the year ended December 31, 2008:

Benefit payments per financial statements	\$ 4,424,175
Beginning of the year refundable excess contributions	50,443
Benefit payments per Form 5500	<u>\$ 4,474,618</u>

NOTE 10 - FAIR VALUE MEASUREMENTS

Effective January 1, 2008, the Plan adopted Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (SFAS No. 157), which provides a framework for measuring fair value under generally accepted accounting principles. SFAS No. 157 applies to all financial instruments that are being measured and reported on a fair value basis.

SFAS No. 157 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. SFAS No. 157 requires the use of valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. Inputs to valuation techniques refer to the assumptions that market participants would use in pricing the asset or liability. Inputs may be observable, meaning those that reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from independent sources, or unobservable, meaning those that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability based on the best information available in the circumstances. In that regard, SFAS No. 157 establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity has the ability to access as of the measurement date.

Level 2 – Significant other observable inputs other than the Level 1 prices, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

Level 3 – Significant unobservable inputs that reflect an entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2008 and 2007.

Mutual funds and common/collective trust funds: Valued at the net asset value of shares held by the Plan at year end.

Participant loans: Valued at amortized cost, which approximates fair value.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008.

	<i>Fair Value Measurements at December 31, 2008</i>		
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>
Mutual funds	\$ 11,819,399		
Common/collective trust funds	6,554,631	\$ 2,704,695	
Participant loans			\$ 1,432,651
Total assets at fair value	<u>\$ 18,374,030</u>	<u>\$ 2,704,695</u>	<u>\$ 1,432,651</u>

NOTE 10 - FAIR VALUE MEASUREMENTS (CONTINUED)

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2008.

	<i>Participant Loans</i>
Balance, beginning of year	\$ 1,195,625
Purchases, sales, issuances and settlements (net)	237,026
Balance, end of year	<u>\$ 1,432,651</u>

NOTE 11 - NONEXEMPT TRANSACTIONS

Contributions related to January 2008 through April 2008 participant deferrals were not deposited until April 2008. These deposits are considered to be made later than required under the Department of Labor (DOL) Regulation 2510.3-102. The amounts have been reported on Form 5500. In addition to the employee deferrals, the participant accounts have been credited with the amount of investment income that would have been earned had the contributions been remitted on a timely basis.

NOTE 12 - RECENT ACCOUNTING PRONOUNCEMENT

In July 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement 109*. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB Statement No. 109, *Accounting for Income Taxes*. FIN 48 prescribes a comprehensive model for recognizing, measuring, presenting, and disclosing in the financial statements tax positions taken or expected to be taken on a tax return. In December 2008, the FASB delayed the effective date of FIN 48 for certain nonpublic enterprises to annual financial statements for fiscal years beginning after December 15, 2008. The Plan has elected this deferral and accordingly will be required to adopt FIN 48 in its 2009 annual financial statements. Prior to adoption of FIN 48, the Plan will continue to evaluate its uncertain tax positions and related income tax contingencies under Statement No. 5, *Accounting for Contingencies*. SFAS No. 5 requires the Plan to accrue for losses it believes are probable and can be reasonably estimated. The Plan administrator is currently evaluating the impact, if any, the adoption of FIN 48 will have on the Plan's financial statements.

NOTE 13 - PLAN TRANSFER

As discussed in Note 1, the net assets of the Zartic, Inc. Savings Investment Plan were merged into the Plan effective June 16, 2008. The following is a summary of the net assets transferred:

ASSETS

Cash	\$ 3,566,901
Investments at fair value:	
Mutual funds	871,807
Participant loans	174,467
Total investments	<u>1,046,274</u>
NET ASSETS TRANSFERRED	<u>\$ 4,613,175</u>

PIERRE FOODS, INC. 401(k) RETIREMENT PLAN
 EMPLOYER IDENTIFICATION NUMBER 56-0945643
 PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

DECEMBER 31, 2008

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Fair Value
	MUTUAL FUNDS			
	Allianz NFJ Large Cap Value Fund	45,502 shares	**	\$ 510,535
	Artisan International Investors Fund	37,899 shares	**	566,962
	Baron Small Cap Fund	38,765 shares	**	552,015
	Columbia Small Cap Value Fund II Z	55,612 shares	**	491,611
	Davis New York Venture Fund	151,421 shares	**	3,576,573
	Dodge & Cox International Stock Fund	24,684 shares	**	540,589
	Evergreen Treasury Money Market Fund	2,375 shares	**	29,412
	PIMCO Total Return Fund	181,110 shares	**	2,908,258
	Riversource Mid Cap Value Fund Class R4	86,083 shares	**	404,589
	The Growth Fund of America	44,137 shares	**	896,855
	Van Kampen Mid Cap Growth Fund Class A	91,479 shares	**	1,342,000
	Total mutual funds		**	<u>\$ 11,819,399</u>
	COMMON/COLLECTIVE TRUST FUNDS			
	Evergreen Treasury Money Market Fund	2,228,203 units	**	\$ 2,228,203
*	MFS Fixed Fund	963,396 units	**	7,610,480
	Adjustment from contract value to fair value for fully benefit-responsive investment contract			(579,357)
	Total common/collective trust funds		**	<u>\$ 9,259,326</u>
*	PARTICIPANT LOANS			
		Interest rates ranging from 4.00% % to 10.25% maturing at various dates through 2013.	**	<u>\$ 1,432,651</u>

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

A (**) in column (d) identifies cost information omitted for participant directed investments.

PIERRE FOODS, INC. 401(k) RETIREMENT PLAN

EMPLOYER IDENTIFICATION NUMBER 56-0945643

PLAN NUMBER 001

SCHEDULE G, PART III
SCHEDULE OF NONEXEMPT TRANSACTIONS

YEAR ENDED DECEMBER 31, 2008

(a) Identity of Party Involved	(b) Relationship of 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) Cost of Asset	(g) Current Value of Asset at Date of Transaction	(h) Net Gain or (Loss) on Each Transaction
Pierre Foods, Inc.	Plan Sponsor	Loans to employer in the form of late deposits of employee 401(k) deferrals *	\$ 28,888			\$ 28,888	

* Contributions to the Plan were made between 1 week to 3 months after the applicable deadline. The Company intends to compensate participants for any lost interest resulting from the delay in the contributions.

There were no lease rental activities or expenses incurred with the above transactions. Therefore, columns (f) and (g) were eliminated for presentation purposes.

**SCHEDULE R
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Retirement Plan InformationThis schedule is required to be filed under sections 104 and 4085 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.

Official Use Only

OMB No. 1210-0110

2008This Form is Open to
Public Inspection.

For calendar year 2008 or fiscal plan year beginning

and ending

A Name of plan

PIERRE FOODS, INC. 401(K) RETIREMENT PLAN

B Three-digit

plan number ►

001

C Plan sponsor's name as shown on line 2a of Form 5500

PIERRE FOODS, INC.

D Employer Identification Number

56-0945643

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 plan year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of
benefits). 56-1354495 04-3253929

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during
the plan year.

3

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue
Code or ERISA section 302, skip this Part)**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A
If the plan is a defined benefit plan, go to line 7.**5** If a waiver of the minimum funding standard for a prior plan year is being amortized in this

plan year, see instructions, and enter the date of the ruling letter granting the waiver

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.

6a Enter the minimum required contribution for this plan year

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 7 and 8 and complete line 9.

7 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure 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**8** 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(es). If no, check the
"No" box. (See instructions). ☐ Increase ☐ Decrease ☐ No**Part IV** Coverage (See instructions.)**9** Check the box for the test this plan used to satisfy the coverage requirements

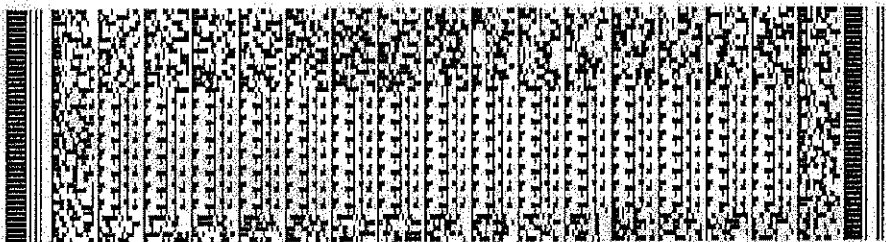
ratio percentage test

average benefit test

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

v11.3

Schedule R (Form 5500) 2008



Please see pages 2 through 9 of Accountant's Opinion.

Please see page 10 of the accountant's opinion.

ADVANCEPIERRE FOODS, INC. 401(k) RETIREMENT PLAN

EMPLOYER IDENTIFICATION NUMBER 56-0945643

PLAN NUMBER 001

SCHEDULE H, PART IV, LINE 4a

SCHEDULE OF DELIQUENT PARTICIPANT CONTRIBUTIONS

YEAR ENDED DECEMBER 31, 2008

***Total that Constitute Nonexempt
Prohibited Transactions***

<i>Participant Contributions Transferred Late to Plan</i>	<i>Contributions Not Corrected</i>	<i>Contributions Corrected Outside VFCP</i>	<i>Contributions Pending Correction in VFCP</i>	<i>Total Fully Corrected under VFCP and PTE 2002-51</i>
\$ 1,537,079	\$ 1,508,191	\$ 28,888	\$ -	\$ -