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 10/01/2012 and ending 09/30/2013

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
WORLD VARIETY PRODUCE, INC. EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/08/1983

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

WORLD VARIETY PRODUCE, INC.

5325 SOUTH SOTO STREET
VERNON, CA 90058-3624

2b Employer Identification Number (EIN) 95-3888000

2c Sponsor's telephone number 323-588-0151

2d Business code (see instructions) 424400

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.	07/14/2014	LEE ZELLER
	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 ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

WORLD VARIETY PRODUCE, INC. ADMINISTRATIVE COMMITTEE
C/O LEE ZELLER
5325 SOUTH SOTO STREET
VERNON, CA 90058-3624

3b Administrator's EIN: 95-3938284

3c Administrator's telephone number: 323-588-0151

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	433
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**	320
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	47
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	367
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	368
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	366
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
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:
2I 2O

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)	☐	0	**A** (Insurance Information)
(4)	☐		**C** (Service Provider Information)
(5)	☐		**D** (DFE/Participating Plan Information)
(6)	☐		**G** (Financial Transaction Schedules)

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 10/01/2012 and ending 09/30/2013

A Name of plan
WORLD VARIETY PRODUCE, INC. EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WORLD VARIETY PRODUCE, INC.

D Employer Identification Number (EIN)
95-3888000

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	368	153
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1473	1180
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1019845	1210230
(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)	576232	674574
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	39585	41336
(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)	5216253	5805185
(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	6853756	7732658
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	6853756	7732658

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)	199997	
(B) Participants	2a(1)(B)		
(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)		199997
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	303	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		303
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	18456	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2391	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		20847
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	17165	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	14785	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		2380
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	867796	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		867796

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1091323
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	211664	
(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)		211664
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)	567	
(4) Other	2i(4)	190	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		757
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		212421
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		878902
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: AHLSTROM & BAKER, CPAS **(2)** EIN: 33-0138137

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		800000
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 10/01/2012 and ending 09/30/2013

A Name of plan
WORLD VARIETY PRODUCE, INC. EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WORLD VARIETY PRODUCE, INC.

D Employer Identification Number (EIN)
95-3888000

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** 183697

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): 95-3938284

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):

WORLD VARIETY PRODUCE, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

Financial Statements
and Supplemental Schedules

September 30, 2013

With Independent Auditor's Report

WORLD VARIETY PRODUCE, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

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Supplemental Schedules:	
Schedule of Assets (Held at End of Year) as of September 30, 2013	12
Schedule of Reportable Transactions for the Year Ended September 30, 2013	13
Other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

Ahlstrom & Baker

CERTIFIED PUBLIC ACCOUNTANTS

10621 Calle Lee, Suite 153
Los Alamitos, CA 90720

Telephone: (714) 527-7272
Fax: (714) 828-2209

Independent Auditor's Report

To the Trustee and Committee of World Variety Produce, Inc. Employee Stock Ownership Plan

Report on the Financial Statements

We have audited the accompanying financial statements of World Variety Produce, Inc. Employee Stock Ownership Plan, which comprise the statements of net assets available for benefits as of September 30, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended September 30, 2013, 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 auditor's 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 entity'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 entity'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 the Plan as of September 30, 2013 and 2012, and the changes in net assets available for benefits for the year ended September 30, 2013, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of September 30, 2013 and schedule of reportable transactions for the year ended September 30, 2013 are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules 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 accounting 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 to the financial statements as a whole.

Ahlstrom & Baker

July 9, 2014

WORLD VARIETY PRODUCE, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Net Assets Available for Benefits

September 30, 2013 and 2012

	2013	2012
Investments, at fair value:		
World Variety Produce, Inc. common stock	$5,805,185	$5,216,253
Common stocks	674,574	576,232
Mutual fund	41,336	39,585
Money market funds	818,524	16,960
Cash (interest-bearing)	391,706	1,002,885
Total investments	7,731,325	6,851,915
Receivables:		
Accrued dividends	1,180	1,470
Other	-	3
Total receivables	1,180	1,473
Cash	153	368
Net assets available for benefits	$7,732,658	$6,853,756

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

WORLD VARIETY PRODUCE, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

Statement of Changes in Net Assets Available for Benefits

Year Ended September 30, 2013

Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 870,176
Interest and dividends	21,150
Total investment income	891,326
Employer contributions	199,997
Total additions	1,091,323
Deductions from net assets attributed to:	
Benefits paid to participants	211,664
Broker fees	567
Administrative fees	190
Total deductions	212,421
Net increase in net assets	878,902
Net assets available for benefits:	
Beginning of year	6,853,756
End of year	$7,732,658

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

WORLD VARIETY PRODUCE, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
Notes to Financial Statements

1. Description of Plan

World Variety Produce, Inc. ("Company") established an Employee Stock Ownership Plan ("Plan") effective as of October 1, 1987, amended and restated as of October 1, 2010. The Plan operates as an employee stock ownership plan ("ESOP"), and is a stock bonus plan under Section 401(a) designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, as amended ("Code") and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan is a continuation of World Variety Produce, Inc. Profit Sharing Plan, which was replaced by the Plan. The Plan is administered by an administrative committee ("Committee") as appointed by the Company's Board of Directors. Joe V. Hernandez, the Company's president, is the Plan's Trustee.

The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

Eligibility

Employees of the Company are eligible to participate in the Plan on October 1 after completion of six months of employment and attaining age 21. Participants who do not have at least 1,000 hours of service during a Plan year or are not employed on the last working day of a Plan year are generally not eligible for an allocation of Company contributions for such year.

Employer Contributions

Each year, the amount of the employer contribution, if any, shall be paid in cash, shares of Company stock or other property as determined by the Board of Directors of the Company. The employer contribution was $200,000 for the year ended September 30, 2013, of which $3 was used to pay a prior year other receivable.

Participant Accounts

Separate accounts are maintained for each participant for shares of Company stock and other investments. In addition, participants who were in the Company's Profit Sharing Plan have a profit sharing account, reflecting the transfer of such assets to the Plan. Each participant's account is credited as of the last day of each Plan year with an allocation of the employer's contribution, dividends on Company stock, if any, Plan earnings, and forfeitures of terminated participants' nonvested accounts, and charged with an allocation of administrative expenses. Only those participants who are eligible employees of the Company as of the last day of the Plan year will receive an allocation of employer's contribution and forfeitures. Employer contributions and Plan forfeitures are allocated to each participant's account based upon the relation of the participant's

1. Description of Plan (continued)

Participant Accounts (continued)

compensation to total compensation for the Plan year. Forfeitures of terminated nonvested account balances allocated to remaining participants at September 30, 2013 and 2012 totaled $52,168 and $2,180, respectively. Plan earnings and expenses are allocated to each participant's account based on the ratio of the participant's beginning of the year account balance to all participants' beginning of the year account balances after adjustment for the payment of benefits.

Vesting

Participants are fully vested in their accounts if employed by the Company on or after age 65, or become disabled or die while employed by the Company. Otherwise, participants begin vesting at 20 percent after two years of service, increasing 20 percent each year, becoming fully vested after six years of service. Forfeitures are reallocated among the remaining participant's accounts on the first day of the Plan year after the earlier of a one-year break in service when zero percent vested or after five consecutive one-year breaks in service.

Payment of Benefits

Distributions from the Plan are available only after a participant retires, dies, becomes disabled, or otherwise terminates employment with the Company. Distributions in a participant's Company stock and other investments account are made in cash or in Company stock, or in any combination thereof, as determined by the Committee. Shares of Company stock distributed are subject to certain restrictions and also include a put option which gives the right to a participant to have the Company repurchase the stock. During the year ended September 30, 2013, the Company repurchased from participants 1,864 shares at the price determined by an independent appraisal. Distributions from a participant's profit sharing account are made in a single lump sum cash payment.

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25 percent of the number of shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50 percent. Participants who elect to diversify receive a cash distribution.

1. Description of Plan (continued)

Put Option

Under Federal income tax regulations, the Company stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The Company can pay for the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Voting Rights

The Trustee, as directed by the Committee, usually decides how shares of Company stock held by the ESOP will be voted. However, in certain important corporate matters presented to Company shareholders for a vote, such as any corporate merger or consolidation, recapitalization, reclassification, liquidation, dissolution, or sale of substantially all assets of a trade or business, the participant will have the right to decide how shares of Company stock allocated to his or her Company stock account will be voted.

Expenses

Costs in administering the Plan and expenses of the Trust are normally paid by the Company, at its option. Investment expenses (primarily broker fees related to the purchase and sale of stocks) are paid by the Plan.

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 provisions of ERISA. In event of Plan termination, participants would become 100 percent vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

2. Summary of Significant Accounting Policies (continued)

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. See Note 4 for discussion of fair value measurements. Dividend income is accrued on the ex-dividend date. Purchases and sales of securities are recorded on a trade-date basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid or upon distribution of shares.

Subsequent Events

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through July 9, 2014, which is the date the financial statements were available to be issued.

3. Investments

The following presents investments that represent 5 percent or more of the Plan's net assets.

	September 30, 2013	2012
World Variety Produce, Inc. common stock	$5,805,185	$5,216,253
UBS Retirement money market fund	800,145	-
Wells Fargo Bank interest-bearing cash	391,706	-
Citibank N.A. interest-bearing cash	-	783,389

During the year ended September 30, 2013, the Plan's investments (including gains and losses in investments bought, sold and held during the year) appreciated in value by $870,176 as follows:

Net Appreciation (Depreciation)	
Investments at fair value as determined by quoted market prices:	
Common stocks	$ 98,187
Mutual fund	(640)
	97,547
Investments at estimated fair value:	
World Variety Produce, Inc. common stock	772,629
Net appreciation in fair value of investments	$870,176

4. Fair Value Measurements

Financial Accounting Standards Board ("FASB") *Accounting Standards Codification* ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value and defines fair value as the price that would be received to sell an asset (i.e. exit price) in an orderly transaction between market participants as of the valuation date. That framework 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 (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 with the related inputs to the valuation methodology are described as follows:

Level 1	Quoted prices (unadjusted) in active markets for identical assets that the Plan has the ability to access.
Level 2	Significant other observable (directly or indirectly) inputs, including quoted prices for similar assets in active markets or in inactive markets and other market observable inputs such as interest rate, credit risks, etc.
Level 3	Significant unobservable inputs, including the Plan's own assumptions in determining the fair value of investments.

The investment asset 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.

The following are the descriptions of the valuation methodologies used for assets measured at fair value. Common stocks are valued at the closing price reported on the active market on which the individual securities are traded, while mutual and money market funds are valued at the daily closing price as reported by the fund, based on net asset value. The fair value of the Company common stock held by the Plan is valued at estimated fair value based upon an independent appraisal performed by an outside firm who specializes in such valuations. The appraisal was based upon a combination of the market and income valuation techniques consistent with prior years. The appraiser took into account historical and projected cash flow and net income, return on assets, return on equity, market comparables, among other things. There have been no changes in the methodologies used at September 30, 2013 and 2012.

The valuation process involves plan management's selection of an independent appraiser. Plan management accumulates the data for the appraiser from the financial statements of the Company, which have been reviewed by an independent certified public accountant. The appraiser prepares a preliminary report which plan management, along with the ESOP trustee, reviews,

4. Fair Value Measurements (continued)

discusses and approves. The results of this process are documented in minutes of the Plan fiduciary.

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.

The following table sets forth by level, within the fair value hierarchy, as well as by major investment category taking into consideration the attributes, including the nature and risk of such investments, the Plan's investment assets at fair value as of September 30, 2013 and 2012:

	Level 1	Level 2	Level 3	Total
At September 30, 2013:				
World Produce, Inc. common stock	$ -	$ -	$5,805,185	$5,805,185
Common stocks-				
Financials	144,813	-	-	144,813
Information Technology	223,539	-	-	223,539
Telecommunications	151,979	-	-	151,979
Other	154,243	-	-	154,243
Total common stocks	674,574	-	-	674,574
Bond mutual fund	41,336	-	-	41,336
Money market funds	818,524	-	-	818,524
Cash (interest bearing)	391,706	-	-	391,706
Total investments at fair value	$1,926,140	$ -	$5,805,185	$7,731,325
At September 30, 2012:				
World Produce, Inc. common stock	$ -	$ -	$5,216,253	$5,216,253
Common stocks-				
Financials	102,530	-	-	102,530
Information Technology	174,548	-	-	174,548
Telecommunications	159,980	-	-	159,980
Other	139,174	-	-	139,174
Total common stocks	576,232	-	-	576,232
Bond mutual fund	39,585	-	-	39,585
Money market fund	16,960	-	-	16,960
Cash (interest bearing)	1,002,885	-	-	1,002,885
Total investments at fair value	$1,635,662	$ -	$5,216,253	$6,851,915

4. Fair Value Measurements (continued)

The following sets forth a summary of changes in the fair value of the Plan's Level 3 assets, consisting of its investment in the Company common stock, for the year ended September 30, 2013:

Balance at beginning of year	$5,216,253
Unrealized gain	772,629
1,864 shares distributed to participants	(183,697)
Balance at end of year	$5,805,185

The unrealized gain above is included in net appreciation in fair value of investments in the statement of changes in net assets available for benefits.

5. Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated September 13, 2013, that the Plan is qualified and the trust established under the Plan is tax-exempt, under the applicable sections of the Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the Code. Therefore, they believe that the Plan is qualified and the related trust is tax-exempt as of the financial statement date.

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 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 no longer subject to income tax examinations for years prior to 2010.

6. Risks and Uncertainties

The Plan invests in various investment securities, including a significant investment in the Company common stock. Investment securities are exposed to various risks such as interest rate, market and credit risks. In addition, the Plan's investment in Company common stock is also exposed to risks surrounding valuation assumptions based on earnings, cash flows, and/or other such items. Due to the level of risk associated with investment securities, including uncertainties inherent in the estimations and assumptions process related to the Plan's investment in Company common stock, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

7. Related Party Transactions

Besides the related party transactions with the Company already reflected in the accompanying financial statements and above footnotes, the Plan has certain investments in money market funds and had certain investments in a common stock and bank interest-bearing cash accounts which are and were affiliated to the investment advisor. These investments qualify as party-in-interest transactions.

SUPPLEMENTAL SCHEDULES

WORLD VARIETY PRODUCE, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
(EIN 95-3888000 Plan 001)
Schedule of Assets (Held at End of Year)
(Schedule H, Part IV, Item 4i - Form 5500)

September 30, 2013

(a)	(b) Identity of issue or similar party	(c) Description of investment	Shares	(d) Cost	(e) Current value
*	World Variety Produce, Inc.	Common stock	51,066	$1,110,430	$5,805,185
	Applied Materials Inc.	Common stock	600	14,250	10,519
	AT&T Inc.	Common stock	2,300	64,986	77,786
	Bank of America	Common stock	5,300	105,071	73,140
	Cisco Systems Inc.	Common stock	800	21,450	18,745
	Citigroup, Inc.	Common stock	732	197,514	35,509
	Facebook Inc.	Common stock	600	17,320	30,138
	Ford Motor Co.	Common stock	2,500	31,433	42,175
	Frontier Communications	Common stock	1,000	6,818	4,180
	General Electric Co.	Common stock	2,900	87,387	69,281
	General Motors Co.	Common stock	303	15,995	8,463
	Hudson City Bancorp, Inc.	Common stock	4,000	56,152	36,164
	Intel Corp.	Common stock	3,000	83,077	68,763
	LSI Logic Corp.	Common stock	750	27,422	5,869
	Merck & Co.	Common stock	500	19,500	23,805
	Microsoft Corp.	Common stock	600	23,700	19,968
	Motorola Solutions Inc.	Common stock	1,335	110,294	79,272
	Safeguard Scientific Inc.	Common stock	50	13,800	784
	Verizon Communications Inc.	Common stock	1,500	41,623	70,013
	Vanguard High-Yield Corporate Fund Investor Shares	Mutual fund	6,971	45,464	41,336
*	UBS Retirement Money Fund	Money market fund	800,145	800,145	800,145
	SunAmerica Funds	Money market fund	18,379	18,379	18,379
	Wells Fargo Bank	Interest-bearing cash	-	391,706	391,706
					$7,731,325

* Represents a party-in-interest.

See accompanying independent auditor's report.

WORLD VARIETY PRODUCE, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
(EIN 95-3888000 Plan 001)
Schedule of Reportable Transactions*
(Schedule H, Part IV, Item 4j - Form 5500)

Year Ended September 30, 2013

(a) Identity of party	(b) Description of asset	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Citibank, N.A.	Cash (interest-bearing)-	$ 13,258	$ -	$ -	$ -	$ 13,258	$ 13,258	$ -
	Bank Deposit Program	-	796,647	-	-	796,647	796,647	-
UBS	Retirement Money Market Fund	800,145	-	-	-	800,145	800,145	-

* Transactions or series of transactions in excess of 5 percent of the current value of the Plan's assets as of September 30, 2012 as defined in Section 2520.103-6 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

See accompanying independent auditor's report.

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 10/01/2012 and ending 09/30/2013

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
WORLD VARIETY PRODUCE, INC. EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/08/1983

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

5325 SOUTH SOTO STREET

VERNON CA 90058-3624

2b Employer Identification Number (EIN) 95-3888000

2c Sponsor's telephone number 323-588-0151

2d Business code (see instructions) 424400

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	Lee A. Zeller, C.F.O.	07-08-14	LEE ZELLER
	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 ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

WORLD VARIETY PRODUCE, INC. ADMINISTRATIVE COMMITTEE
C/O LEE ZELLER
5325 SOUTH SOTO STREET

VERNON CA 90058-3624

3b Administrator's EIN: 95-3938284

3c Administrator's telephone number: 323-588-0151

4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		
a	Sponsor's name	**4b** EIN	
		4c PN	
5	Total number of participants at the beginning of the plan year	**5**	433
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**	320
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	47
d	Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	367
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	368
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	366
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
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:
2I 2O

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)		**9b** Plan benefit arrangement (check all that apply)	
(1) ☐	Insurance	(1) ☐	Insurance
(2) ☐	Code section 412(e)(3) insurance contracts	(2) ☐	Code section 412(e)(3) insurance contracts
(3) ☒	Trust	(3) ☒	Trust
(4) ☐	General assets of the sponsor	(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)

WORLD VARIETY PRODUCE, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
(EIN 95-3888000 Plan 001)
Schedule of Reportable Transactions*
(Schedule H, Part IV, Item 4j - Form 5500)

Year Ended September 30, 2013

(a) Identity of party	(b) Description of asset	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Citibank, N.A.	Cash (interest-bearing)-	$ 13,258	$ -	$ -	$ -	$ 13,258	$ 13,258	$ -
	Bank Deposit Program	-	796,647	-	-	796,647	796,647	-
UBS	Retirement Money Market Fund	800,145	-	-	-	800,145	800,145	-

* Transactions or series of transactions in excess of 5 percent of the current value of the Plan's assets as of September 30, 2012 as defined in Section 2520.103-6 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

See accompanying independent auditor's report.

WORLD VARIETY PRODUCE, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
(EIN 95-3888000 Plan 001)
Schedule of Assets (Held at End of Year)
(Schedule H, Part IV, Item 4i - Form 5500)

September 30, 2013

(a)	(b) Identity of issue or similar party	(c) Description of investment	Shares	(d) Cost	(e) Current value
*	World Variety Produce, Inc.	Common stock	51,066	$1,110,430	$5,805,185
	Applied Materials Inc.	Common stock	600	14,250	10,519
	AT&T Inc.	Common stock	2,300	64,986	77,786
	Bank of America	Common stock	5,300	105,071	73,140
	Cisco Systems Inc.	Common stock	800	21,450	18,745
	Citigroup, Inc.	Common stock	732	197,514	35,509
	Facebook Inc.	Common stock	600	17,320	30,138
	Ford Motor Co.	Common stock	2,500	31,433	42,175
	Frontier Communications	Common stock	1,000	6,818	4,180
	General Electric Co.	Common stock	2,900	87,387	69,281
	General Motors Co.	Common stock	303	15,995	8,463
	Hudson City Bancorp, Inc.	Common stock	4,000	56,152	36,164
	Intel Corp.	Common stock	3,000	83,077	68,763
	LSI Logic Corp.	Common stock	750	27,422	5,869
	Merck & Co.	Common stock	500	19,500	23,805
	Microsoft Corp.	Common stock	600	23,700	19,968
	Motorola Solutions Inc.	Common stock	1,335	110,294	79,272
	Safeguard Scientific Inc.	Common stock	50	13,800	784
	Verizon Communications Inc.	Common stock	1,500	41,623	70,013
	Vanguard High-Yield Corporate Fund Investor Shares	Mutual fund	6,971	45,464	41,336
*	UBS Retirement Money Fund	Money market fund	800,145	800,145	800,145
	SunAmerica Funds	Money market fund	18,379	18,379	18,379
	Wells Fargo Bank	Interest-bearing cash	-	391,706	391,706
					$7,731,325

* Represents a party-in-interest.

See accompanying independent auditor's report.