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 11/01/2012 and ending 10/31/2013

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
CHICO PRODUCE, INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1989

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

CHICO PRODUCE, INC.

70 PEPSI WAY
DURHAM, CA 95938-9798

2b Employer Identification Number (EIN)
68-0001752

2c Sponsor's telephone number
530-892-1295

2d Business code (see instructions)
424500

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.	08/05/2014	DANIEL HICKS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	08/05/2014	DANIEL HICKS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	127
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**	114
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	11
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	125
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	125
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	84
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
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 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 11/01/2012 and ending 10/31/2013

A Name of plan
CHICO PRODUCE, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
68-0001752

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

1 Coverage Information:

(a) Name of insurance carrier

PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	441462	125	11/01/2012	10/31/2013

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
12218	4124

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

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

MORGAN STANLEY DW INC
ATTN ANTHONY BANJANY HARBORSIDE
FINCL CNT 201 PLAZA 2 3RD FL
JERSEY CITY, NJ 07311

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
9340	3259	REFERRAL/SERVICE FEE AND PRORATED INCENTIVE, NOT DEDUCTED FROM PLAN	3

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

MORGAN STANLEY INS SERVICES INC
201 PLAZA TWO 7TH FLOOR
JERSEY CITY, NJ 07311

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
2878	865	REFERRAL/SERVICE FEE	3

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ CUSTODIAL GUARANTEED FUND CONTRACT

b	Balance at the end of the previous year			7b	97091
c	Additions: (1) Contributions deposited during the year	7c(1)	7461		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	2274		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	1219		
	▶ LOAN PAYMENT				
	(6) Total additions			7c(6)	10954
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	108045
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	7552		
	(2) Administration charge made by carrier	7e(2)	133		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	2172		
	▶ LOAN WITHDRAWAL				
	(5) Total deductions			7e(5)	9857
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	98188

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C
(Form 5500)

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 11/01/2012 and ending 10/31/2013

A Name of plan
CHICO PRODUCE, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
68-0001752

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

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

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

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

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(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?
13 37 50 64	CONTRACT ADMINISTRATOR	2464	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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 11/01/2012 and ending 10/31/2013

A Name of plan
CHICO PRODUCE, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
68-0001752

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	5500	0
(3) Other	1b(3)	0	0
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)	182031	235018
(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)	2863604	3443367
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	97091	98188
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3148226	3776573
Liabilities			
g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
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	3148226	3776573

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)	48538	
(B) Participants	2a(1)(B)	196485	
(C) Others (including rollovers)	2a(1)(C)	3886	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		248909
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	11342	
(F) Other	2b(1)(F)	2274	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		13616
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	23303	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		23303
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		654322
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		940150
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	309339	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		309339
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	2464	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2464
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		311803
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		628347
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MATSON AND ISOM **(2)** EIN: 94-2222122

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	0
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	0

			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	0
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	0
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 11/01/2012 and ending 10/31/2013

A Name of plan
CHICO PRODUCE, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
68-0001752

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 42-0127290

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):



MATSON
& ISOM

CHICO PRODUCE, INC.
401(K) PROFIT SHARING PLAN

Durham, California

FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION WITH
INDEPENDENT AUDITORS' REPORT

October 31, 2012 and 2011

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October 31, 2012 and 2011

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401(k) Profit Sharing Plan

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INDEPENDENT AUDITORS' REPORT

MATSON & ISOM

To the Plan Trustees
Chico Produce, Inc.
401(k) Profit Sharing Plan
Durham, California

We were engaged to audit the accompanying statements of net assets available for benefits of Chico Produce, Inc., 401(k) Profit Sharing Plan (the Plan), as of October 31, 2012 and 2011; the related statements of changes in net assets available for benefits for the years then ended; and the supplemental schedules of assets held at end of year as of October 31, 2012, and the schedule of delinquent participant contribution. The financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 3, which was certified by Principal Trust Company (Principal), the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that Principal holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from Principal as of and for the years ended October 31, 2012 and 2011, that the information provided to the plan administrator by Principal 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 these accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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 trustee or custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America; and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Matson and Isom

April 10, 2013
Chico, California

FINANCIAL SECTION

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

Chico Produce, Inc.
401(k) Profit Sharing Plan

October 31	2012	2011
ASSETS		
INVESTMENTS AT FAIR VALUE		
Registered investment companies	$ 2,863,604	$ 2,827,161
Group annuity contract	92,237	91,337
Total Investments	2,955,841	2,918,498
RECEIVABLES		
Participant contributions	5,500	-
Notes receivable from participants	182,031	207,178
Total Receivables	187,531	207,178
Net Assets Available for Benefits at Fair Value	3,143,372	3,125,676
Adjustment From Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	4,854	4,807
Net Assets Available for Benefits	$ 3,148,226	$ 3,130,483

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

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Chico Produce, Inc.
401(k) Profit Sharing Plan

Years Ended October 31	2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
INVESTMENT INCOME		
Net appreciation in fair value of investments	$ 231,060	$ 122,712
Interest on group annuity contract	2,297	2,481
Dividends	23,715	17,500
Other	1	-
Total Investment Income	257,073	142,693
OTHER INCOME		
Interest on notes receivable from participants	10,391	10,943
CONTRIBUTIONS		
Employer contributions	49,443	45,431
Participant contributions	200,152	203,485
Rollover	-	38,165
Total Contributions	249,595	287,081
Total Additions	517,059	440,717
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits paid to participants	497,480	408,000
Administrative expenses	1,836	2,100
Total Deductions	499,316	410,100
Net Increase	17,743	30,617
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	3,130,483	3,058,247
Transfers From Another Qualified Plan	-	41,619
End of Year	$ 3,148,226	$ 3,130,483

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

1. DESCRIPTION OF PLAN

The following description of Chico Produce, Inc., 401(k) Profit Sharing Plan (the Plan), provides only general information. Participants should refer to the Plan agreement for a complete description of the Plan's provisions.

General The Plan is a defined contribution plan covering substantially all employees of Chico Produce, Inc (the Company). The Plan was originally established as of November 1, 1989, and has been subsequently amended. The Company, a party-in-interest, is a fresh food distributor operating in California, Oregon, and Nevada. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility Employees are eligible to participate in the Plan upon completing one year of service and meeting the minimum age requirement of 21. One year of service is a year in which the employee worked at least 1,000 hours.

Contributions Participants may elect to contribute to the Plan, in the form of employee 401(k) salary deferral contributions, up to the lesser of 100% of eligible annual compensation or the maximum annual deferral allowable by law. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The employer makes matching contributions of 50% of the employee's salary deferral contribution up to a maximum of 3% of eligible compensation. Salary deferrals and matching contributions are funded bi-weekly. Profit sharing contributions are made at the discretion of the Company's Board of Directors. Total employer matching contributions of $49,443 and $45,431 were made for the years ended October 31, 2012 and 2011, respectively. The Company made no discretionary profit sharing contributions for the years ended October 31, 2012 and 2011.

Participant Accounts Each participant's account is credited with the participant's salary deferral contribution, the Company's matching contribution, and an allocation of plan earnings and administrative expenses. Allocations of Plan earnings and administrative expenses are based on the participant's account balances. The Company's profit sharing contribution is allocated in the same ratio that each participant's compensation for the plan year bears to the total compensation of all participants for the year. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting Participants are immediately vested in their voluntary salary deferral contributions plus the actual earnings thereon. Vesting in the Company's matching and profit sharing contributions is based on a vesting schedule whereby a participant vests at 20% after two years of service and continues vesting 20% per year until a participant is 100% vested after six years of credited service.

Notes Receivable From Participants Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 5.25% to 9.50%, which are commensurate with local prevailing rates as determined quarterly by the Plan administrator. The term of the loan may not exceed five years unless the loan is used to purchase a principal residence. Principal and interest are paid ratably through semi-monthly payroll deductions.

Investment Options Upon enrollment in the Plan, a participant may direct salary deferral and employer contributions into various investment options with Principal Trust Company (Principal). Participants may change their investment options at any time.

Payment of Benefits Upon termination of service, a participant may elect to receive payment in the form of a lump-sum amount equal to the value of the participant's vested interest in his or her account, or any other form of payment that may be permitted under the Plan. Benefit payments are recorded when paid.

Forfeited Accounts Forfeitures of employer matching and profit sharing contributions may be first used to pay for Plan expenses. Any forfeitures left after paying for Plan expenses are used to reduce the employer contributions to the Plan. For the years ended October 31, 2012 and 2011, forfeitures totaling $2,235 and $4,519, respectively, were used to reduce the employer matching contribution. No forfeitures were available to offset future employer matching and profit sharing contributions and Plan expenses at October 31, 2012 and 2011, respectively.

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 employer contributions.

Administrative Expenses Certain expenses of maintaining the Plan are paid by the Company. Administration fees are charged directly to the participant's account and are included in administrative expenses.

Subsequent Events The Plan has evaluated the need for disclosures or adjustments resulting from subsequent events through April 10, 2013, the date the financial statements were available to be issued. Based on this evaluation, no disclosures or adjustments were required to be made to the financial statements as of October 31, 2012.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting The financial statements of the Plan are prepared under the accrual method of accounting. 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 appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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

Notes Receivable From Participants Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the Plan document.

Investment Valuation and Income Recognition Investments are reported at fair value and are participant directed. 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. See discussion of fair value measurements below.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on the contract value basis.

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. 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 or liabilities (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 are described below:

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

Level 2: Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

The asset or liability 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.

Following is a description of the valuation methodologies used for assets measured at fair value. There were no changes in the methodologies used during the years ended October 31, 2012 and 2011.

Registered Investment Companies (Mutual Funds): Valued at the net asset value (NAV) of shares held by the Plan at year end.

Group Annuity Contract: This stable value contract is backed by the assets of Principal Life Insurance Company's general account. Investments in the general account include corporate bonds, treasuries, commercial real estate mortgages, mortgage-backed securities, and short term cash equivalents. The assets have an average duration of three years or less. The contract pays a stated rate of return, which is reset semi-annually. Average yields earned by the Plan and credited to the participants' accounts for the years ended October 31, 2012 and 2011, were 2.52% and 2.78%, respectively. Contract value represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses. Fair value is calculated at 95% of contract value because a surrender charge will be assessed if the contract is cancelled without 12 months' advance notice.

See note 3 for the classification of these assets within the fair value hierarchy.

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 trustees believe the 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.

3. INVESTMENTS

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such an election, the total investments, notes receivable from participants, the adjustment from fair value to contract value for fully benefit–responsive investment contracts as shown in the accompanying statements of net assets available for benefits, and the net appreciation in the fair value of investments, interest on group annuity contract, dividends, other investment income, and interest on notes receivable from participants showing in the accompanying statements of changes in net assets available for benefits, as of and for the years ended October 31, 2012 and 2011, were not subjected to any auditing procedures and have been certified by Principal Trust Company.

Investments that represent 5% or more of the Plan's net assets are as follows:

October 31	2012	2011
REGISTERED INVESTMENT COMPANIES		
Principal Core Plus Bond I R2 Fund	$ 280,488	$ 296,660
Principal Largecap Growth I R2 Fund	333,364	382,922
Principal Midcap Value I R2 Fund	224,052	214,957
Principal Midcap Growth III R2 Fund	201,717	265,812
Principal Smallcap S&P 600 Index R2 Fund	175,003	135,716
Principal Real Estate Securities R2 Fund	225,644	136,062
Principal Equity Income R2 Fund	179,242	177,205
MFS New Discovery R1 Fund	183,356	187,904
Oppenheimer Developing Markets C Fund	176,762	194,515
Oppenheimer International Diversified C Fund	142,580	156,808
All other investments with balances of less than 5% of the Plan's net assets	833,633	769,937
Total	$ 2,955,841	$ 2,918,498

The tables below set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of October 31, 2012 and 2011:

October 31, 2012	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Large cap value funds	$ 179,242	$ -	$ -	$ 179,242
Large cap blend funds	583,710	-	-	583,710
Large cap growth funds	333,364	-	-	333,364
Mid cap value funds	224,052	-	-	224,052
Mid cap blend funds	113,483	-	-	113,483
Mid cap growth funds	267,977	-	-	267,977
Small cap value funds	117,867	-	-	117,867
Small cap blend funds	175,003	-	-	175,003
Small cap growth funds	183,356	-	-	183,356
Real estate funds	225,644	-	-	225,644
Diversified emerging markets funds	176,762	-	-	176,762
Commodities broad basket funds	945	-	-	945
Fixed income funds	282,199	-	-	282,199
Total Mutual Funds	2,863,604	-	-	2,863,604
Group annuity contract	-	-	92,237	92,237
Total Assets at Fair Value	$ 2,863,604	$ -	$ 92,237	$ 2,955,841

October 31, 2011	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Large cap value funds	$ 177,205	$ -	$ -	$ 177,205
Large cap blend funds	550,038	-	-	550,038
Large cap growth funds	382,922	-	-	382,922
Mid cap value funds	214,957	-	-	214,957
Mid cap blend funds	105,527	-	-	105,527
Mid cap growth funds	265,812	-	-	265,812
Small cap value funds	116,766	-	-	116,766
Small cap blend funds	135,716	-	-	135,716
Small cap growth funds	187,904	-	-	187,904
Real estate funds	136,062	-	-	136,062
Diversified emerging markets funds	194,515	-	-	194,515
Commodities broad basket funds	29,575	-	-	29,575
Fixed income funds	330,162	-	-	330,162
Total Mutual Funds	2,827,161	-	-	2,827,161
Group annuity contract	-	-	91,337	91,337
Total Assets at Fair Value	$ 2,827,161	$ -	$ 91,337	$ 2,918,498

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended October 31, 2012 and 2011:

	Group Annuity Contract
Balance at October 31, 2010	$ 114,380
Unrealized gains	1,213
Interest	2,481
Purchases	36,996
Sales	(63,733)
Balance at October 31, 2011	91,337
Unrealized losses	(47)
Interest	2,297
Purchases	44,031
Sales	(45,381)
Balance at October 31, 2012	$ 92,237

Unrealized gains and losses included in the table above relate to assets still held at October 31, 2012 and 2011, and are included in the adjustment from fair value to contract value for fully benefit-responsive investment contracts in the statements of net assets available for benefits. Interest income is included in interest on group annuity contract in the statements of changes in net assets available for benefits for the years ended October 31, 2012 and 2011.

4. TAX STATUS

The Plan is a qualified defined contribution Section 401(k) plan subject to the provisions of ERISA. Participants in the Plan are not subject to income taxes until benefits are distributed.

The Plan is a prototype plan of Principal Life Insurance Company, which received its latest determination letter dated September 16, 2003. The Internal Revenue Service letter stated that the form of the Plan, as then designed, was in compliance with the applicable requirements of the *Internal Revenue Code*. Although, the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe the Plan is designed and is currently being operated in compliance with the applicable requirements of the *Internal Revenue Code* and has no income subject to unrelated business income tax. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

5. 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 such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

6. RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Principal Trust Company (Principal). Principal is the trustee as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions. However, the transactions are exempt from the prohibited transaction rules under ERISA. Fees paid by the Plan for the investment management services are netted against net appreciation in fair value of investments and amounted to $14,887 and $14,516 for the years ended October 31, 2012 and 2011, respectively. Administration fees are reflected in the statements of changes in net assets available for benefits.

SUPPLEMENTAL INFORMATION SECTION

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES – FORM 5500, SCHEDULE H, LINE 4i
October 31, 2012

Chico Produce, Inc.
401(k) Profit Sharing Plan
EIN: 68-0001752
Plan No.: 001

Identity of Issue, Borrower, Lessor, or Similar	Description of Investment	Current Value
Goldman Sachs*	Goldman Sachs Growth Opportunities C Fund	$ 66,260
MFS Investment Management*	MFS New Discovery R1 Fund	183,356
Oppenheimer*	Oppenheimer Developing Markets C Fund	176,762
Oppenheimer*	Oppenheimer Global Strategic Income C Fund	1,078
Oppenheimer*	Oppenheimer International Diversified C Fund	142,580
Pimco Funds*	Pimco Commodity Real Return Strategy C Fund	945
Principal Funds Inc.*	Principal Core Plus Bond I R2 Fund	280,488
Principal Funds Inc.*	Principal Equity Income R2 Fund	179,242
Principal Funds Inc.*	Principal Largecap Growth I R2 Fund	333,364
Principal Funds Inc.*	Principal Largecap S&P 500 Index R2 Fund	133,495
Principal Funds Inc.*	Principal Lifetime 2010 R2 Fund	32,747
Principal Funds Inc.*	Principal Lifetime 2020 R2 Fund	105,200
Principal Funds Inc.*	Principal Lifetime 2030 R2 Fund	86,821
Principal Funds Inc.*	Principal Lifetime 2040 R2 Fund	79,222
Principal Funds Inc.*	Principal Lifetime 2050 R2 Fund	2,147
Principal Funds Inc.*	Principal Lifetime Strategic Inc R2 Fund	1,498
Principal Funds Inc.*	Principal Midcap Growth III R2 Fund	201,717
Principal Funds Inc.*	Principal Midcap S&P 400 Index R2 Fund	113,483
Principal Funds Inc.*	Principal Midcap Value I R2 Fund	224,052
Principal Funds Inc.*	Principal Real Estate Securities R2 Fund	225,644
Principal Funds Inc.*	Principal Short-Term Income R2 Fund	633
Principal Funds Inc.*	Principal Smallcap S&P 600 Index R2 Fund	175,003
Principal Life Insurance Company*	Group Annuity Contract - Fixed Income Option 401(a)/(k)	97,091
Van Kampen Investor Services*	Invesco Smallcap Value C Fund	117,867
Participant notes receivable	Interest rate 5.25% - 9.50%	182,031
Total		$ 3,142,726

* Party-in-interest

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTION –
FORM 5500, LINE 4a
October 31, 2012

Chico Produce, Inc.
401(k) Profit Sharing Plan
EIN: 68-0001752
Plan No.: 001

Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions
$600	$600

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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CHICO PRODUCE, INC. 401(K) PROFIT SHARING PLA

EIN 68 0001752
PLAN NUMBER 001
PLAN YEAR 11/01/2012 TO 10/31/2013

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	Goldman Sachs	Registered Investment Company Goldman Sachs Gr Opp C Fund	$ 0.00	$ 131,377.72
	Van Kampen Investor Services	Registered Investment Company Invesco Small Cap Value C Fund	$ 0.00	$ 147,131.75
	MFS Investment Management	Registered Investment Company MFS New Discovery R1 Fund	$ 0.00	$ 301,800.69
	Oppenheimer	Registered Investment Company Oppen Developing Mkts C Fund	$ 0.00	$ 170,072.85
	Oppenheimer	Registered Investment Company Oppenheimer Glob Str Inc C Fd	$ 0.00	$ 3,722.90
	Oppenheimer	Registered Investment Company Oppenheimer Int'l Div C Fund	$ 0.00	$ 169,532.18
*	Principal Funds Inc	Registered Investment Company Prin Equity Income R2 Fund	$ 0.00	$ 218,865.33
*	Principal Life Insurance Company	Insurance Company General Prin Fixed Income 401(a)/(k)	$ 0.00	$ 98,187.99
*	Principal Funds Inc	Registered Investment Company Prin LargeCap Growth I R2 Fund	$ 0.00	$ 409,581.17
*	Principal Funds Inc	Registered Investment Company Prin LgCap S&P 500 Idx R2 Fund	$ 0.00	$ 137,097.12
*	Principal Funds Inc	Registered Investment Company Prin LifeTime Str Inc R2 Fund	$ 0.00	$ 2,342.23
*	Principal Funds Inc	Registered Investment Company Prin LifeTime 2010 R2 Fund	$ 0.00	$ 40,880.84
*	Principal Funds Inc	Registered Investment Company Prin LifeTime 2020 R2 Fund	$ 0.00	$ 122,671.39
*	Principal Funds Inc	Registered Investment Company Prin LifeTime 2030 R2 Fund	$ 0.00	$ 114,853.27
*	Principal Funds Inc	Registered Investment Company Prin LifeTime 2040 R2 Fund	$ 0.00	$ 84,744.24

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CHICO PRODUCE, INC. 401(K) PROFIT SHARING PLA

EIN 68 0001752
PLAN NUMBER 001
PLAN YEAR 11/01/2012 TO 10/31/2013

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
*	Principal Funds Inc	Registered Investment Company Prin LifeTime 2050 R2 Fund	$ 0.00	$ 4,036.44
*	Principal Funds Inc	Registered Investment Company Prin MidCap Growth III R2 Fund	$ 0.00	$ 262,088.94
*	Principal Funds Inc	Registered Investment Company Prin MidCap S&P 400 Idx R2 Fd	$ 0.00	$ 183,730.64
*	Principal Funds Inc	Registered Investment Company Prin MidCap Value I R2 Fund	$ 0.00	$ 260,395.70
*	Principal Funds Inc	Registered Investment Company Prin Real Estate Secs R2 Fund	$ 0.00	$ 86,663.18
*	Principal Funds Inc	Registered Investment Company Prin Short-Term Income R2 Fund	$ 0.00	$ 76,682.21
*	Principal Funds Inc	Registered Investment Company Prin SmCap S&P 600 Idx R2 Fund	$ 0.00	$ 228,262.08
*	Principal Life Insurance Company	Registered Investment Company Principal Core Plus Bd I R2 Fd	$ 0.00	$ 286,795.44
	PIMCO Funds	Registered Investment Company PIM Comm Real Ret Strat C Fund	$ 0.00	$ 38.97
	Participant Loans	Range of Interest Rates Rates Range From 5.25% To 9.50%	$ 0.00	$ 235,018.00

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)