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
EMPLOYEES' PROFIT-SHARING PLAN OF LEPRINO FOODS COMPANY

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1968

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

LEPRINO FOODS COMPANY

1830 WEST 38TH AVENUE
DENVER, CO 80211-2200

2b Employer Identification Number (EIN)
84-0500292

2c Sponsor's telephone number
303-480-2662

2d Business code (see instructions)
311500

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	PAUL ADAMS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	08/05/2014	PAUL ADAMS
	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)
RONALD ARCULEO

DELOITTE TAX LLP

1700 MARKET STREET
PHILADELPHIA, PA 19103

Preparer's telephone number (optional)
215-246-2300

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address

THE COMMITTEE

3b Administrator's EIN
84-0500292

3c Administrator's telephone number
303-480-2662

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**	3918
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**	3599
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	458
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	4059
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	11
f	Total. Add lines **6d** and **6e**	**6f**	4070
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3037
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	160
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 2R

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

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

A Name of plan
EMPLOYEES' PROFIT-SHARING PLAN OF LEPRINO FOODS COMPANY

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
84-0500292

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

ARTISAN
875 EAST WISCONSIN AVE
SUITE 800
MILWAUKEE, WI 53202

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

PIMCO FUNDS DIST. INST
P.O. BOX 55060
BOSTON, MA 02205

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

VANGUARD MARKETING CORP
100 VANGUARD BLVD
MALVERN, PA 19355

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

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

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

T. ROWE PRICE RPS, INC.

100 EAST PRATT STREET
BALTIMORE, MD 21202

(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?
15 21 25 28 37 38 49 50 52 57 59 62 64 65	NONE	36681	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

COOK STREET CONSULTING, INC.

5299 DTC BLVD
SUITE 1150
GREENWOOD VILLAGE, CO 80111

(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?
16 50	NONE	30000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BROCK AND COMPANY

26 WEST DRY CREEK CIRCLE
SUITE 710
LITTLETON, CO 80120

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	11310	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

HOLLAND AND HART, LLP

P.O. BOX 17283
DENVER, CO 80217

(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?
29 50	NONE	8769	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

HARBOR FUNDS

111 SOUTH WACKER DRIVE
34TH FLOOR
CHICAGO, IL 60606

(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?
28 59	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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
T. ROWE PRICE RPS, INC.	15 21 25 28 37 38 49 50 52 57 59 62 64 65	0

(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.
HARBOR INTERNATIONAL FUND 100 EAST PRATT STREET BALTIMORE, MD 21202	FEE FOR SHAREHOLDER SERVICECS BASED UPON 0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
EMPLOYEES' PROFIT-SHARING PLAN OF LEPRINO FOODS COMPANY

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
84-0500292

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)	21510867	15758722
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	8701695	10736944
(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)	138548274	180426251
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	5772907	6915235

		(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	174533743	213837152
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	17850	18750
k Total liabilities (add all amounts in lines 1g through1j)	1k	17850	18750
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	174515893	213818402

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)	15766124	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)	1104858	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		16870982
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	321021	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		321021
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4425351	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		4425351
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		28330458
c Other income	2c		1659118
d Total income. Add all **income** amounts in column (b) and enter total	2d		51606930
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12215390	
(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)		12215390
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		171
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	51279	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	37581	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		88860
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		12304421
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		39302509
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BROCK AND COMPANY CPAS P.C. **(2)** EIN: 84-0930288

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		10000000
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
EMPLOYEES' PROFIT-SHARING PLAN OF LEPRINO FOODS COMPANY

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
84-0500292

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): 52-1481931

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):



Employees' Profit Sharing Plan of Leprino Foods Company

Independent Auditor's Report and Financial Statements

October 31, 2013 and 2012

Employees' Profit-Sharing Plan of Leprino Foods Company

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BROCK AND COMPANY
Certified Public Accountants
Business Advisors
A PROFESSIONAL CORPORATION

2516 West Main Street Littleton CO 80120
(303) 794-5661 (303) 794-4501 Fax
www.brockcpas.com
AGN Accountants Global Network

Independent Auditor's Report

To the Plan Sponsor of the
Employees' Profit-Sharing Plan of
Leprino Foods Company:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Employees' Profit-Sharing Plan of Leprino Foods Company (the "Plan"), which comprise the Statements of Net Assets Available for Benefits as of October 31, 2013 and 2012, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") 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 5, which was certified by T. Rowe Price Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of October 31, 2013 and 2012, and for the years then ended, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule, Schedule H, Line 4i: Schedule of Assets (Held at End of Year) as of October 31, 2013, is required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Brock and Company CPAs P.C.

Certified Public Accountants

Littleton, Colorado
June 20, 2014

Employees' Profit-Sharing Plan of Leprino Foods Company

Statements of Net Assets Available for Benefits

October 31	**2013**	2012
ASSETS		
Investments, at fair value (Notes 2, 3, and 4)		
Mutual funds	**$ 180,426,251**	$ 138,548,274
Tradelink investments	**6,915,235**	5,772,907
Total investments	**187,341,486**	144,321,181
Receivables		
Employer contributions	**15,758,722**	21,510,867
Notes receivable from participants	**10,736,944**	8,701,695
Total receivables	**26,495,666**	30,212,562
Total assets	**$ 213,837,152**	$ 174,533,743
LIABILITIES		
Admininstrative expenses payable	**18,750**	17,850
Net assets available for benefits	**$ 213,818,402**	$ 174,515,893

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

Employees' Profit-Sharing Plan of Leprino Foods Company

Statements of Changes in Net Assets Available for Benefits

Years ended October 31	**2013**	2012
Additions to (deductions from) net assets attributed to:		
Investment income (Notes 2 and 3):		
Net appreciation in fair value of investments	**$ 29,491,078**	$ 11,587,428
Interest and dividends	**4,727,983**	3,477,877
Total investment income	**34,219,061**	15,065,305
Interest income on notes receivable from participants	**321,021**	275,076
Other income	**195,866**	150,933
Contributions:		
Employer	**15,766,124**	21,557,556
Rollovers	**1,104,858**	46,111
Total contributions	**16,870,982**	21,603,667
Payments:		
Benefits paid to participants	**(12,215,561)**	(11,079,759)
Administrative expenses	**(88,860)**	(81,049)
Total payments	**(12,304,421)**	(11,160,808)
Net increase in net assets available for benefits	**39,302,509**	25,934,173
Net assets available for benefits, beginning of year	**174,515,893**	148,581,720
Net assets available for benefits, end of year	**$ 213,818,402**	$174,515,893

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

Employees' Profit-Sharing Plan of Leprino Foods Company

Notes to Financial Statements

October 31, 2013 and 2012

Note 1 – Description of the Plan

The Employees' Profit-Sharing Plan of Leprino Foods Company (the "Plan"), as amended, was established in 1968 for qualifying employees and their beneficiaries. The following is a brief general description of the Plan. Participants and all others should refer to the Plan agreement for a more complete description of the Plan's provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Benefits of the Plan are not guaranteed by the Pension Benefit Guaranty Corporation.

Plan Administration. Leprino Foods Company (the "Company" or "Employer") has appointed an Employee Benefits Committee consisting of certain individuals of the Company to supervise the administration of the Plan.

Eligibility. All non-union employees of the Company are eligible to participate in the Plan on the first day of the month coincident with or immediately following the date they have completed one year of service (as defined by the Plan) and attained age twenty-one. Through a collective bargaining agreement, union employees at the Company's Remus, Michigan facility became eligible to participate effective November 1, 1990.

Contributions and Participants' Accounts. Employer contributions are discretionary and determined by the Company's Board of Directors. Although participant contributions are no longer allowed under the Plan, after-tax participant contributions were allowed prior to November 1, 1993 and pre-tax participant contributions were allowed prior to November 1, 1988.

The allocation of Employer contributions to the Employer contribution accounts of individual participants is made after the Plan's year end and are allocated to each eligible participant in the ratio that the eligible participant's compensation plus excess compensation, as defined, for the Plan year bears to the sum of the compensation plus excess compensation of all eligible participants. For each participant, this allocation shall not exceed 5.7% (or such greater percent as may be permitted pursuant to Code § 401(l)) of their compensation plus excess compensation. Any remaining Employer contributions are then allocated to each eligible participant in the ratio that their compensation for the Plan year bears to the sum of the compensation of all eligible participants.

No Company contribution is made for participants who failed to perform at least 1,000 hours of service during the Plan year or whose employment with the Company terminates prior to the end of the Plan year. However, if a participant dies, becomes disabled, or retires during the Plan year and performed at least 1,000 hours of service prior to the event, a Company contribution will be made despite the participant's termination of employment prior to the end of the Plan year.

Participant accounts are valued daily with Plan net income/(loss) allocated to participant's accounts based upon the performance of the investments selected by the participant.

Investments. The Company has appointed a Benefit Plan Investment Committee consisting of certain individuals of the Company to oversee and implement the Company's Investment Policy Statement for the Plan.

Employees' Profit-Sharing Plan of Leprino Foods Company

Notes to Financial Statements

October 31, 2013 and 2012

Note 1 – Description of the Plan (continued)

Investments **(continued)**. The Plan currently offers participants the ability to invest all or a portion of their accounts in various mutual funds. In addition, Plan participants can invest their accounts in Tradelink Investments. Tradelink Investments offers participants the ability to invest in other qualified mutual funds in the market, including other T. Rowe Price funds, other than the Plan's core investments.

Vesting. Participants are 100% vested in their participant contributions account and rollover contributions account and they become vested in their Employer contributions account according to the following schedules:

	Vested Percentage	
Years of Service	Employer Contributions Prior to November 1, 2007	Employer Contributions After November 1, 2007
0 - 2	0%	0%
2	0%	20%
3	20%	40%
4	40%	60%
5	60%	80%
6	80%	100%
7	100%	

Furthermore, participants become 100% vested in their Employer contribution accounts upon the following events:

- Participant's death;
- Participant becomes disabled as defined under the Plan;
- Participant's attainment of normal retirement age; or
- Termination or partial termination of the Plan.

Forfeitures. When certain terminations of Plan participation occur, the nonvested portion of a participant's account represents a forfeiture. Forfeitures are used for restoration purposes, as defined, to pay Plan administrative expenses, or used to reduce Employer contributions. The balance in the forfeitures account was $813,081 and $604,475 at October 31, 2013 and 2012, respectively.

Administrative Expense Budget Account. The Plan maintains an unallocated administrative expense budget account ("AEBA") that is funded through revenue sharing arrangements with the Plan's investments. The AEBA is used to pay administrative expenses of the Plan and/or is reallocated to eligible participants' accounts. During the years ended October 31, 2013 and 2012, the AEBA received $195,866 and $149,809, respectively, of revenue sharing from the Plan's investments and paid $44,587 and $30,000, respectively, of administrative expenses. Additionally, during the year ended October 31, 2013, $200,000 of the AEBA was reallocated to eligible participants' accounts. The AEBA had a balance of $174,633 and $223,334 as of October 31, 2013 and 2012, respectively.

Employees' Profit-Sharing Plan of Leprino Foods Company

Notes to Financial Statements

October 31, 2013 and 2012

Note 1 – Description of the Plan (continued)

Payment of Benefits. Following a participant's retirement, permanent disability, death or other termination, all vested benefits can be distributed either in a lump sum, rollover, or in installments over a certain period not to exceed the joint life expectancy of the participant and his/her beneficiary.

Participants can request an in-service withdrawal of their participant contributions account or rollover contributions account at any time. Participants can also request an in-service withdrawal of their Employer contributions account subject to certain restrictions, as defined in the Plan agreement. Withdrawals are eligible for rollover to another qualified plan or an individual retirement account ("IRA"). Withdrawals are subject to income tax withholding if not rolled over.

Notes Receivable from Participants. Participants may borrow from their accounts a minimum of $1,000. The maximum loan is the lesser of (i.) $50,000 minus the highest loan balance (including loans from the Matched Retirement Savings Plan), in the previous 12-month period or (ii.) 50 percent of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at the prime rate as published by the Wall Street Journal at the date the loan is granted. The maximum term for a loan is five years, unless the proceeds of such loan are used to acquire the participant's principal residence, in which case the maximum term for the loan is 20 years. Principal and interest are paid ratably through payroll deductions.

Plan Amendments. Effective November 1, 2012, the Plan Document was amended and restated. Also, during 2012, the Plan's provisions regarding Required Minimum Distributions ("RMDs") was amended, effective November 1, 2011, for 2009 RMDs, as defined.

Note 2 – Summary of Significant Accounting Policies

Basis of Accounting. The financial statements of the Plan were prepared using the accrual method of accounting.

Use of Estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from those estimates.

Investment Valuation and Income Recognition. The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Benefit Plan Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and trustee. See Note 4 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded when earned. Dividends are recorded on the ex-dividend date. Net realized and unrealized gains and losses are reflected as net appreciation in fair value of investments in the accompanying financial statements and are determined as the difference between fair value at the beginning of the year or date purchased during the year and selling price or year-end fair value.

Benefits Paid to Participants. Benefits are recorded when paid.

Employees' Profit-Sharing Plan of Leprino Foods Company

Notes to Financial Statements

October 31, 2013 and 2012

Note 2 – Summary of Significant Accounting Policies (continued)

Notes Receivable from Participants. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of October 31, 2013 and 2012. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Administrative Expenses. Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Administrative expenses paid by the Plan also include fees paid for consulting, accounting, legal, and redemption fees. Investment related expenses are included in net appreciation (depreciation) in fair value of investments.

Reclassifications. Certain amounts in the 2012 financial statements have been reclassified in order to conform with the current year presentation.

Note 3– Investments

Individual investments that represent 5% or more of the Plan's net assets as of October 31, 2013 and 2012 are as follows:

	2013		2012	
	Shares / Units	Fair Value	Shares / Units	Fair Value
Mutual Funds:				
Retirement 2020 Fund	**1,220,838**	**$ 25,088,217**	1,164,936	$ 20,794,116
Retirement 2030 Fund	**1,450,663**	**32,639,918**	1,334,146	25,028,587
Retirement 2040 Fund	**1,341,818**	**31,036,257**	1,216,372	22,928,607
Retirement 2045 Fund	**745,292**	**11,470,042**	*	*
PIMCO Total Rtrn Instl	*****	*****	888,794	10,301,121

* *Does not exceed 5% of net assets available for benefits as of the respective date.*

During the years ended October 31, 2013 and 2012, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $29,491,078 and $11,587,428, respectively.

Employees' Profit-Sharing Plan of Leprino Foods Company

Notes to Financial Statements

October 31, 2013 and 2012

Note 4 – Fair Value Measurements

The 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; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

There have been no changes in the methodologies used at October 31, 2013 and 2012. The following is a description of the valuation methodologies used for assets measured at fair value:

- Mutual funds (including Tradelink mutual fund investments) are valued at the quoted net asset value (“NAV”) of shares held by the Plan at year end.

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

Employees' Profit-Sharing Plan of Leprino Foods Company

Notes to Financial Statements

October 31, 2013 and 2012

Note 4 – Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of October 31, 2013:

	Fair Value Measurements at October 31, 2013			
	Quoted Prices in Active Markets for Identical Assets Level 1	**Significant Other Observable Inputs Level 2**	**Significant Unobservable Inputs Level 3**	**Total**
Mutual Funds: *				
Money Market	**$ 7,734,602**	**$ -**	**$ -**	**$ 7,734,602**
Target Date Funds	**115,738,032**	**-**	**-**	**115,738,032**
Growth Funds	**28,037,494**	**-**	**-**	**28,037,494**
Value Funds	**13,249,059**	**-**	**-**	**13,249,059**
Bond Funds	**9,569,691**	**-**	**-**	**9,569,691**
Blend Funds	**7,383,152**	**-**	**-**	**7,383,152**
Real Estate	**2,763,011**	**-**	**-**	**2,763,011**
Index	**2,840,566**	**-**	**-**	**2,840,566**
Specialty	**25,879**			**25,879**
Total Assets at Fair Value	**$ 187,341,486**	**$ -**	**$ -**	**$ 187,341,486**

***** Includes mutual funds held in self-directed individual brokerage accounts.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of October 31, 2012:

	Fair Value Measurements at October 31, 2012			
	Quoted Prices in Active Markets for Identical Assets Level 1	**Significant Other Observable Inputs Level 2**	**Significant Unobservable Inputs Level 3**	**Total**
Mutual Funds: *				
Money Market	$ 5,682,289	$ -	$ -	$ 5,682,289
Target Date Funds	85,958,808	-	-	85,958,808
Growth Funds	20,446,509	-	-	20,446,509
Value Funds	10,021,091	-	-	10,021,091
Bond Funds	11,229,396	-	-	11,229,396
Blend Funds	5,805,525	-	-	5,805,525
Real Estate	2,879,975	-	-	2,879,975
Index	2,297,588	-	-	2,297,588
Total Assets at Fair Value	$ 144,321,181	**$ -**	**$ -**	$ 144,321,181

***** Includes mutual funds held in self-directed individual brokerage accounts.

Employees' Profit-Sharing Plan of Leprino Foods Company

Notes to Financial Statements

October 31, 2013 and 2012

Note 4 – Fair Value Measurements (continued)

Changes in Fair Value Levels. The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

The Company evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended October 31, 2012 and 2011, there were no significant transfers in or out of levels 1, 2 or 3.

Note 5 – Information Certified by the Trustee

The Plan administrator has elected the method of annual reporting and compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee of the Plan has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, as shown in the Statements of Net Assets Available for Benefits as of October 31, 2013 and 2012, and Note 3;
- Notes receivable from participants, as shown in the Statements of Net Assets Available for Benefits as of October 31, 2013 and 2012;
- Investment amounts within the fair value tables as shown in Note 4;
- Interest income on notes receivable from participants, as shown in the Statements of Changes in Net Assets Available for Benefits for the years ended October 31, 2013 and 2012;
- Investment income for the years ended October 31, 2013 and 2012, as presented in the Statements of Changes in Net Assets Available for Benefits, and Note 3; and
- The investment information in the Schedule of Assets (Held at End of Year) as of October 31, 2013, as shown in the supplemental schedule.

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

Note 6 – Tax Status

The Plan received a favorable determination letter from the Internal Revenue Service ("IRS") on May 5, 2014, which stated that the Plan is qualified under the applicable sections of the Internal Revenue Code. Although the Plan has been amended since receiving the IRS determination letter, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). Therefore, the Plan administrator believes the Plan is qualified under Section 401(a) of the IRC and the related Trust is tax-exempt as of October 31, 2013 and 2012. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Employees' Profit-Sharing Plan of Leprino Foods Company

Notes to Financial Statements

October 31, 2013 and 2012

Note 6 – Tax Status (continued)

On December 13, 2011, Plan management was notified by T. Rowe Price Retirement Plan Services, Inc. ("TRP"), the Plan's record keeper, that TRP had filed a Group Voluntary Correction Program ("Group VCP") with the IRS on September 1, 2011, to request relief for certain of their client's participant loans that were subject to loan delinquency reporting failures and/or loan conversion issue failures prior to August 15, 2011. On April 1, 2014, TRP notified Plan management that the IRS had approved their proposed correction methods in the Group VCP. Plan management had previously decided to participate in the Group VCP and they have corrected the Plan's loan processing issues.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of October 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to October 31, 2010.

Note 7 – 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 or partial termination, affected participants will become 100% vested in their accounts.

Note 8 – Risks and Uncertainties

The Plan provides for various investment options in mutual funds. Investment securities, in general, are exposed to various risks, such as significant world events, interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts presented in the statements of net assets available for benefits.

Note 9 – Party-In-Interest Transactions

Certain Plan investments are shares of mutual funds offered by T. Rowe Price. As T. Rowe Price is the trustee of the Plan, these transactions qualify as party-in-interest transactions. Additionally, the Plan maintains notes receivable from participants. Fees paid for services rendered by parties-in-interest were based on customary and reasonable rates for such services.

Employees' Profit-Sharing Plan of Leprino Foods Company

Notes to Financial Statements

October 31, 2013 and 2012

Note 10 – 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 June 20, 2014, which is the date the financial statements were available to be issued.

On June 5, 2014, the Plan was amended to provided that any excess annual additions are to be corrected only through the Employee Plans Compliance Resolution System ("EPCRS") effective November 1, 2008.

Employees' Profit-Sharing Plan of Leprino Foods Company

Schedule H, Line 4i: Schedule of Assets (Held at End of Year) EIN: 84-0500292 PN: 001

October 31 **2013**

	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Units/ Shares	Current Value
*	T. Rowe Price Trust Company	**Mutual Funds:**		
		PIMCO Total Return Instl	**799,489**	**$ 8,714,430**
		Artisan Mid Cap Value Inst	**171,362**	**4,655,909**
		Balanced Fund	**38,787**	**913,830**
		Equity Income Fund	**142,555**	**4,630,178**
		Growth Stock Fund	**128,918**	**6,359,512**
		Harbor International Fund	**75,876**	**5,371,246**
		Mid-Cap Growth Fund	**112,732**	**8,265,494**
		New Horizons Fund	**147,499**	**6,799,723**
		Real Estate Fund	**124,661**	**2,759,997**
		Retirement Income Fund	**73,619**	**1,094,711**
		Retirement 2005 Fund	**47,720**	**627,036**
		Retirement 2010 Fund	**111,564**	**2,021,540**
		Retirement 2015 Fund	**236,292**	**3,428,596**
		Retirement 2020 Fund	**1,220,838**	**25,088,217**
		Retirement 2025 Fund	**236,986**	**3,640,105**
		Retirement 2030 Fund	**1,450,663**	**32,639,918**
		Retirement 2035 Fund	**357,573**	**5,756,933**
		Retirement 2040 Fund	**1,341,818**	**31,036,257**
		Retirement 2045 Fund	**745,292**	**11,470,042**
		Retirement 2050 Fund	**26**	**332**
		Retirement 2055 Fund	**2,277**	**29,056**
		Small-Cap Value Fund	**78,289**	**3,853,378**
		Summit Cash Reserves Fund	**7,624,583**	**7,624,583**
		Vanguard Inst Index	**17,455**	**2,811,667**
		Vanguard Inflation Protected Sec	**2,502**	**65,999**
		PIMCO High Yield Instl	**79,705**	**767,562**
		Total Mutual Funds		**180,426,251**
		Self-directed Individual Brokerage Account:		
		Tradelink Investments	**6,915,235**	**6,915,235**
*		**Loans to Participants** (interest rates ranging from 3.25% to 8.25%, various maturity dates)		**10,736,944**
		Total Assets (Held at End of Year)		**$ 198,078,430**

* Represents a party-in-interest.

Plan Name	**Employees' Profit-Sharing Plan of Leprino Foods Company**
Plan Sponsor EIN	**84-0500292**
ERISA Plan #	**001**
Plan Year Ending	**October 31, 2013**

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Plan Name	**Employees' Profit-Sharing Plan of Leprino Foods Company**
Plan Sponsor EIN	**84-0500292**
ERISA Plan #	**001**
Plan Year Ending	**October 31, 2013**

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Form / Schedule	Line #	Description	Attachment
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5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	