Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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
AMERICAN BAKERY COMPANY 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1982

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

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

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

2b Employer Identification Number (EIN)
95-3641353

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

2d Business code (see instructions)
311800

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2014	STEVEN FREUND
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	411
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**	402
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	10
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	412
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	412
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	392
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2J 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [X] **G** (Financial Transaction Schedules)

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

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan	**B** Three-digit plan number (PN) ▶	
AMERICAN BAKERY COMPANY 401(K) PROFIT SHARING PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
OAKHURST INDUSTRIES, INC. DBA AMERICAN BAKERY COMPANY	95-3641353	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

EDELMAN FINANCIAL SERVICES LLC

4000 LEGATO ROAD
9TH FLOOR
FAIRFAX, VA 22033

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19	NONE	38347	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PDM LLP

3460 TORRANCE BLVD
SUITE 200
TORRANCE, CA 90503

33-0783700

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	10000	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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE G (Form 5500)

Department of Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Financial Transaction Schedules

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
AMERICAN BAKERY COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-3641353

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Schedule of Leases in Default or Classified as Uncollectible

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Nonexempt Transactions

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
AMERICAN BAKERY COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-3641353

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	200000	65683
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	100000	0
(2) Participant contributions	1b(2)	1882	3718
(3) Other	1b(3)	7649	6352
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	269692	539952
(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)	0	0
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)	0	417500
(8) Participant loans	1c(8)	60000	0
(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)	4357602	5532203
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	4996825	6565408
	Liabilities			
g	Benefit claims payable	1g	0	4837
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	4837
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4996825	6560571

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)		
	(B) Participants	2a(1)(B)	104290	
	(C) Others (including rollovers)	2a(1)(C)	408044	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		512334
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	34	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)	6352	
	(E) Participant loans	2b(1)(E)	1988	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		8374
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	52161	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	59722	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		111883
	(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)		748812
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		1381403
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	180117	
(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)		180117
f Corrective distributions (see instructions)	2f		3493
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	13200	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	38347	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		51547
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		235157
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1146246
l Transfers of assets:			
(1) To this plan	2l(1)		417500
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d	X		423852
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)

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

Part V Trust Information (optional)

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

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
AMERICAN BAKERY COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
95-3641353

Part I Distributions

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

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

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

EIN(s): 91-1973415

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

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

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

AMERICAN BAKERY COMPANY 401(k) PROFIT SHARING PLAN

AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

As of December 31, 2013 and 2012

with

INDEPENDENT AUDITORS' REPORT THEREON

P D M

CERTIFIED PUBLIC ACCOUNTANTS

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

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PDM
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

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

Report on the Financial Statements

We have audited the accompanying financial statements of American Bakery Company 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of American Bakery Company 401(k) Profit Sharing Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended 2012 in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 5 to the financial statements, the Plan has identified certain non-exempt party-in-interest transactions for the years ended December 31, 2013 and 2012. The Sponsor has represented that these transactions have been, or are in the process of being, substantially corrected through return of the funds; however, the Plan may be subject to examination by regulatory or taxing authorities, and the Trustee and Plan Sponsor may be liable for any resulting liabilities. Our opinion is not modified with respect to this matter.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the basic financial statements as a whole. The supplemental schedules appearing on pages 15 through 17 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but is supplementary information required by the Department of Labor ("DOL")'s Rule and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act ("ERISA") of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation the financial statements taken as a whole.

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

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

PBM, LLP

Torrance, CA
September 26, 2014

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

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

	2013	2012
ASSETS		
INVESTMENTS, at fair value		
Interest-bearing cash	$ 539,952	$ 269,692
Registered investment companies	5,532,203	4,357,602
	6,072,155	4,627,294
RECEIVABLES		
Sponsor contributions	-	100,000
Employee contributions	3,718	1,882
Notes receivable from participants	-	60,000
Interest on notes receivable from participants	-	195
Interest and profit on earnings from Sponsor	-	7,454
Loan receivable from Sponsor	417,500	-
Interest receivable from Sponsor	6,352	-
	427,570	169,531
CASH, non interest-bearing	65,683	200,000
TOTAL ASSETS	6,565,408	4,996,825
LIABILITIES		
BENEFIT CLAIMS PAYABLE	4,837	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 6,560,571	$ 4,996,825

The accompanying notes are an integral part of these financial statements

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2013

ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:		
INVESTMENT INCOME		
Net appreciation in fair value of investments	$	748,812
Dividends, common stock		52,161
Dividends, mututal funds		59,722
Interest earned on interest bearing cash		34
		860,729
CONTRIBUTIONS		
Participant		104,290
Participant rollovers		408,044
		512,334
INTEREST on notes receivable from participants		1,988
		1,988
TOTAL ADDITIONS		1,375,051
DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO:		
Benefits paid to participants		180,117
Administrative expenses		51,547
Corrective distributions		3,493
TOTAL DEDUCTIONS		235,157
NET CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS		1,139,894
TRANSFER OF LOAN RECEIVABLE FROM PENSION PLAN (Note 5)		417,500
TRANSFER OF INTEREST ON LOAN RECEIVABLE FROM PENSION PLAN (Note 5)		6,352
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year		4,996,825
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$	6,560,571

The accompanying notes are an integral part of these financial statements

NOTE 1 - DESCRIPTION OF PLAN

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

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

Plan Administration - The Company and certain members of management are collectively the Plan's trustee ("Trustee") and the Plan's administrator ("Administrator"), and are responsible for monitoring investments and maintaining the individual participant account balances. Charles Schwab and Co., Inc., and TD Ameritrade were the custodians ("Custodians") of the Plan's assets during 2013.

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

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

Sponsor Contributions - The Plan document permits the Company to make discretionary contributions to participants' accounts on an annual basis, as defined by the Plan. The Company makes a lump-sum contribution per recommendation made by the Third Party Administrator. The Company's discretionary contribution to the Plan was $100,000 for the year ended December 31, 2012. The Company did not contribute to the Plan for the year ended December 31, 2013.

NOTE 1 - DESCRIPTION OF PLAN, continued

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

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

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

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

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

Hardship Withdrawals - A withdrawal from a participants' account may be permitted if the participant has a financial hardship for certain specific reasons as defined in the Plan document, subject to limitations in the IRC. There were no hardship withdrawals for the year ended December 31, 2013.

NOTE 1 - DESCRIPTION OF PLAN, continued

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

Forfeited Amounts - Forfeited amounts from terminating participant's non-vested accounts are used to reduce employer contributions or pay for Plan expenses. Forfeitures of $2,365 were reallocated to Plan participants for the year ended December 31, 2013.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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

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

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

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

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

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

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

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

Level 2: Inputs to the valuation methodology include:

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

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

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

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

When the Plan changes its valuation inputs for measuring financial assets and liabilities at fair value, either due to changes in current market conditions or other factors, it may need to transfer those assets or liabilities to another level in the hierarchy based on the new inputs used. The Plan recognizes these transfers at the end of the reporting period that the transfers occur. For the years ended December 31, 2013 and 2012, there were no significant transfers of financial assets or liabilities between the hierarchy levels.

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

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document. The Plan had $60,000 of notes receivable outstanding, earning interest at 6%, as of the year ended December 31, 2012. The Plan had no notes receivable outstanding from participants as of the year ended December 31, 2013. Generally, notes must be repaid within 5 years unless the note is for the purchase of a principal residence.

Participant Distributions - Benefits paid to participants are recorded when paid. There were no participant distribution requests outstanding at December 31, 2013 and 2012.

Corrective Distributions - Overpayments contributed by participants are repaid to the participants. Corrective distributions of $3,493 were made during the year ended December 31, 2013. There were no corrective distributions outstanding at December 31, 2013 and 2012.

Operating Expenses - During the year ended December 31, 2013, the Plan paid $51,547 in administrative expenses and fees to the Custodians, third party administrator, and auditor.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

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

Subsequent Events - Subsequent events have been evaluated by the Company through September 26, 2014, which is the date these financial statements were issued, and no subsequent events have arisen other than those described herein that would require disclosure in these financial statements.

NOTE 3 - FAIR VALUE OF FINANCIAL INSTRUMENTS

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

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

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

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

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

NOTE 3 - FAIR VALUE MEASUREMENTS, continued

	2013	2012
Interest-bearing cash	$ 539,952	$ 269,692
Registered investment companies		
Exchange traded funds		
Bonds		
Corporate	219,812	-
Short-term bond	-	124,044
Short government bond	-	172,723
Intermediate government bond	218,215	172,384
Long-term bond	-	170,596
Natural resources	-	216,705
Blend	321,336	135,043
Value	1,258,430	702,580
Growth	931,252	653,429
Real estate	-	131,864
	2,949,045	2,479,368
Mutual Funds		
Bonds		
World bond	379,667	297,536
Fixed income bond	-	172,699
Short-term bond	164,335	-
Short government bond	219,510	-
Intermediate government bond	217,230	-
Value	1,329,735	1,023,522
Blend	272,681	220,416
Growth	-	164,061
	2,583,158	1,878,234
Registered investment companies	5,532,203	4,357,602
	$ 6,072,155	$ 4,627,294

NOTE 4 - INVESTMENTS

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

	2013	2012
DFA US Large Cap Value Portfolio Fund	$ 706,450	$ 552,111
Ishares Russell 1000 Value Fund	$ 696,199	$ 483,817
Vanguard Growth ETF MSCI US Prime Market Fund	*	$ 352,555
Schwab US Treasury Money Market Fund	$ 386,439	*
Vanguard, Growth Vipers	$ 527,408	*

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

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $748,812 during the year ended December 31, 2013.

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

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

Custodians - The Plan invests in investments managed by the Custodians. Custodian transactions qualify as party-in-interest transactions for which a statutory exemption exists. For the year ended December 31, 2013, all expenses of maintaining the Plan were paid for by the Sponsor, a party-in-interest.

LLC - On March 11, 2010, the Company formed American 2050 Tubeway, LLC (the "LLC"), a California limited liability company, of which the Plan became the sole member. The LLC was organized for the purpose of holding commercial real estate investments. As of December 31, 2013 and 2012, the LLC had no assets or liabilities, and the Plan's investment in the LLC was zero. The LLC was dissolved on September 10, 2014.

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

Late Sponsor Contributions - Sponsor contributions for the year ended December 31, 2012, were actually made to the Plan later than the time proscribed under Internal Revenue Code section 404(a)(6) for such contributions to be deductible for such year. The Company is consulting with its legal counsel as to whether the late contributions necessitate the filing of an amended Form 5500 and/or Form 1120 for such year.

Loan to the Sponsor - The Freund Baking Company Retirement Plan (the "Pension Plan") was affiliated to the Plan through common Sponsor. The Pension Plan was terminated on December 31, 2013.

On July 7, 2011 the Pension Plan entered into an unsecured $855,000 note receivable from the Plan's Sponsor. The note matures on December 31, 2016 and accrues interest at an annual rate of 3.25%. During 2012, the Pension Plan received $20,000 and $30,105 of principal and interest payments, respectively, on this note. Principal and interest receivable by the Pension Plan on the note was $836,858 as of December 31, 2012. In 2013, principal and interest payments of $417,500 and $13,102 respectively were received by the Pension Plan. On September 13, 2013, the remaining principal balance of $417,500 and interest receivable thereon of $6,352 were assigned to Plan in connection with the Pension Plan termination. These amounts are reflected in the accompanying Statement of Net Assets Available for Befits as of December 31, 2013.

As of September 26, 2014, the DOL continues to monitor the repayment of the loan following assignment to the Plan. This prohibited party-in-interest transaction remains subject to examination by taxing authorities or other regulatory agencies, or further investigation by the DOL. As a result, the Plan Sponsor may be liable for any resulting liabilities. The Plan Sponsor has engaged legal counsel on behalf of the Plan to address the potential outcomes of these transactions.

NOTE 6 - RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL SCHEDULES

SCHEDULE OF NON EXEMPT TRANSACTIONS
SCHEDULE G, PART III
EIN: 95-3641353, PLAN NO. 001
DECEMBER 31, 2013

(a) Identity of Party Involved	(b) Relationship to Plan, employer or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase Price	(e) Selling Price	(f) Lease Rental	(g) Expense Incurred With Transaction	(h) Cost of Asset	(i) Current Value of Asset on Transaction Date	(j) Net Gain (Loss)
* Oakhurst Industries, Inc. and Freund Baking Co. Retirement Plan	Plan Sponsor and plan related by common Sponsor	Loan from affiliated plan, through common Sponsor, to Sponsor (Note 5). Transferred to Plan.	$ -	$ -	$ -	$ -	$ 417,500	$ 417,500	$ 417,500
* Oakhurst Industries, Inc. and Freund Baking Co. Retirement Plan	Plan Sponsor and plan related by common Sponsor	Interest on loan from affiliated plan, through common Sponsor, to Sponsor (Note 5). Transferred to Plan.	$ -	$ -	$ -	$ -	$ 6,352	$ 6,352	$ 6,352

* Represents a party-in-interest

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
SCHEDULE H, PART IV, LINE 4(I)
EIN: 95-3641353, PLAN NO. 001
DECEMBER 31, 2013

	(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
		Interest-bearing cash			
		TDAM US Government Portfolio	Money market sweep account	$ 153,513	$ 153,513
*		Schwab US Treasury Money Market Fund	Interest earning cash account	386,439	386,439
		Total interest-bearing cash		539,952	539,952
		Investments in registered investment companies			
		Exchange traded funds			
		Ishares, Iboxx $ Investment Grade Corp BD ETF	1,925 shares of exchange traded funds	224,549	219,812
		Ishares, North America Natural Resource ETF	3,803 shares of exchange traded funds	152,741	165,012
		Ishares, MSCI EAFE ETF	2,504 shares of exchange traded funds	132,327	168,006
		Ishares, Russell 1000 Value ETF	7,393 shares of exchange traded funds	514,209	696,199
		Ishares, S&P Mid-cap 400 Growth ETF	1,534 shares of exchange traded funds	169,902	230,391
		Ishares, Russell 2000 Growth ETF	1,280 shares of exchange traded funds	116,774	173,453
		Ishares, S&P Mid-cap 400 Value ETF	2,456 shares of exchange traded funds	206,941	285,461
		Ishares, 3-7 years Treasury Bond ETF	1,818 shares of exchange traded funds	222,636	218,215
		Ishares, Global Materials ETF	1,793 shares of exchange traded funds	106,624	111,758
		Vanguard, REIT ETF Index	2375 shares of exchange traded funds	146,721	153,330
		Vanguard, Growth Vipers	5,668 shares of exchange traded funds	389,099	527,408
				2,382,523	2,949,045
		Mutual funds			
		DFA International Real Estate Securities Fund I	3,042 shares of mutual funds	112,579	113,688
		DFA US Micro Cap Fund I	19,374 shares of mutual funds	117,790	166,873
		DFA Two-Year Global Fixed-Income Fund I	13,264 shares of mutual funds	110,782	109,939
		DFA International Small Cap Value Fund I	16,623 shares of mutual funds	88,351	116,413
		DFA Emerging Markets Fund I	5,363 shares of mutual funds	108,750	105,808
		DFA US Small Cap Value Fund I	7,668 shares of mutual funds	162,197	225,789
		DFA US Large Cap Value Portfolio Fund I	8,119 shares of mutual funds	462,931	706,450
		DFA Intermediate Govt Fixed-Income Fund I	24,110 shares of mutual funds	229,197	217,230
		DFA Five-Year Global Fixed-Income Fund I	9,211 shares of mutual funds	275,043	269,728
		DFA Short-Term Extended Quality Fund I	6,664 shares of mutual funds	165,250	164,335
		DFA International Value Fund I	12,171 shares of mutual funds	136,824	167,397
		Vanguard Short-Term Treasury Admiral Fund	12,171 shares of mutual funds	220,333	219,508
				2,190,027	2,583,158
		Total registered investment companies		2,602,856	5,532,203
		Investments, at fair value		$ 3,142,808	$ 6,072,155

* Represents a party-in-interest

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Plan participants:	Direct rollover from a pension plan affiliated through coommon Sponsor.							
* James Freund								
* Linda Freund		$ -	$ -	$ -	$ -	$ 350,095	$ 350,095	$ 350,095
* Charles Schwab	Purchase of 349,595 shares of the Schwab Money Market Fund.	$ 349,595	$ -	$ -	$ -	$ 349,595	$ 349,595	$ -
* American Bakery Company 401(k) Profit Sharing Plan and Plan participants:	Transfer of $417,500 of loan principal receivable and $6,352 of loan interest receivable to the Plan from a pension plan affiliated through common Sponsor (Note 5).							
* James Freund								
* Linda Freund		$ -	$ -	$ -	$ -	$ 423,852	$ 423,852	$ -

* Represents a party-in-interest

AMERICAN BAKERY COMPANY 401(k) PROFIT SHARING PLAN

AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

As of December 31, 2013 and 2012

with

INDEPENDENT AUDITORS' REPORT THEREON

P D M

CERTIFIED PUBLIC ACCOUNTANTS

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

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PDM
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

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

Report on the Financial Statements

We have audited the accompanying financial statements of American Bakery Company 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of American Bakery Company 401(k) Profit Sharing Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended 2012 in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 5 to the financial statements, the Plan has identified certain non-exempt party-in-interest transactions for the years ended December 31, 2013 and 2012. The Sponsor has represented that these transactions have been, or are in the process of being, substantially corrected through return of the funds; however, the Plan may be subject to examination by regulatory or taxing authorities, and the Trustee and Plan Sponsor may be liable for any resulting liabilities. Our opinion is not modified with respect to this matter.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the basic financial statements as a whole. The supplemental schedules appearing on pages 15 through 17 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but is supplementary information required by the Department of Labor ("DOL")'s Rule and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act ("ERISA") of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation the financial statements taken as a whole.

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

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

PBM, LLP

Torrance, CA
September 26, 2014

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

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

	2013	2012
ASSETS		
INVESTMENTS, at fair value		
Interest-bearing cash	$ 539,952	$ 269,692
Registered investment companies	5,532,203	4,357,602
	6,072,155	4,627,294
RECEIVABLES		
Sponsor contributions	-	100,000
Employee contributions	3,718	1,882
Notes receivable from participants	-	60,000
Interest on notes receivable from participants	-	195
Interest and profit on earnings from Sponsor	-	7,454
Loan receivable from Sponsor	417,500	-
Interest receivable from Sponsor	6,352	-
	427,570	169,531
CASH, non interest-bearing	65,683	200,000
TOTAL ASSETS	6,565,408	4,996,825
LIABILITIES		
BENEFIT CLAIMS PAYABLE	4,837	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 6,560,571	$ 4,996,825

The accompanying notes are an integral part of these financial statements

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2013

ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:		
INVESTMENT INCOME		
Net appreciation in fair value of investments	$	748,812
Dividends, common stock		52,161
Dividends, mututal funds		59,722
Interest earned on interest bearing cash		34
		860,729
CONTRIBUTIONS		
Participant		104,290
Participant rollovers		408,044
		512,334
INTEREST on notes receivable from participants		1,988
		1,988
TOTAL ADDITIONS		1,375,051
DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO:		
Benefits paid to participants		180,117
Administrative expenses		51,547
Corrective distributions		3,493
TOTAL DEDUCTIONS		235,157
NET CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS		1,139,894
TRANSFER OF LOAN RECEIVABLE FROM PENSION PLAN (Note 5)		417,500
TRANSFER OF INTEREST ON LOAN RECEIVABLE FROM PENSION PLAN (Note 5)		6,352
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year		4,996,825
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$	6,560,571

The accompanying notes are an integral part of these financial statements

NOTE 1 - DESCRIPTION OF PLAN

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

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

Plan Administration - The Company and certain members of management are collectively the Plan's trustee ("Trustee") and the Plan's administrator ("Administrator"), and are responsible for monitoring investments and maintaining the individual participant account balances. Charles Schwab and Co., Inc., and TD Ameritrade were the custodians ("Custodians") of the Plan's assets during 2013.

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

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

Sponsor Contributions - The Plan document permits the Company to make discretionary contributions to participants' accounts on an annual basis, as defined by the Plan. The Company makes a lump-sum contribution per recommendation made by the Third Party Administrator. The Company's discretionary contribution to the Plan was $100,000 for the year ended December 31, 2012. The Company did not contribute to the Plan for the year ended December 31, 2013.

NOTE 1 - DESCRIPTION OF PLAN, continued

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

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

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

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

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

Hardship Withdrawals - A withdrawal from a participants' account may be permitted if the participant has a financial hardship for certain specific reasons as defined in the Plan document, subject to limitations in the IRC. There were no hardship withdrawals for the year ended December 31, 2013.

NOTE 1 - DESCRIPTION OF PLAN, continued

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

Forfeited Amounts - Forfeited amounts from terminating participant's non-vested accounts are used to reduce employer contributions or pay for Plan expenses. Forfeitures of $2,365 were reallocated to Plan participants for the year ended December 31, 2013.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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

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

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

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

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

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

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

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

Level 2: Inputs to the valuation methodology include:

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

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

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

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

When the Plan changes its valuation inputs for measuring financial assets and liabilities at fair value, either due to changes in current market conditions or other factors, it may need to transfer those assets or liabilities to another level in the hierarchy based on the new inputs used. The Plan recognizes these transfers at the end of the reporting period that the transfers occur. For the years ended December 31, 2013 and 2012, there were no significant transfers of financial assets or liabilities between the hierarchy levels.

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

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document. The Plan had $60,000 of notes receivable outstanding, earning interest at 6%, as of the year ended December 31, 2012. The Plan had no notes receivable outstanding from participants as of the year ended December 31, 2013. Generally, notes must be repaid within 5 years unless the note is for the purchase of a principal residence.

Participant Distributions - Benefits paid to participants are recorded when paid. There were no participant distribution requests outstanding at December 31, 2013 and 2012.

Corrective Distributions - Overpayments contributed by participants are repaid to the participants. Corrective distributions of $3,493 were made during the year ended December 31, 2013. There were no corrective distributions outstanding at December 31, 2013 and 2012.

Operating Expenses - During the year ended December 31, 2013, the Plan paid $51,547 in administrative expenses and fees to the Custodians, third party administrator, and auditor.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

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

Subsequent Events - Subsequent events have been evaluated by the Company through September 26, 2014, which is the date these financial statements were issued, and no subsequent events have arisen other than those described herein that would require disclosure in these financial statements.

NOTE 3 - FAIR VALUE OF FINANCIAL INSTRUMENTS

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

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

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

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

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

NOTE 3 - FAIR VALUE MEASUREMENTS, continued

	2013	2012
Interest-bearing cash	$ 539,952	$ 269,692
Registered investment companies		
Exchange traded funds		
Bonds		
Corporate	219,812	-
Short-term bond	-	124,044
Short government bond	-	172,723
Intermediate government bond	218,215	172,384
Long-term bond	-	170,596
Natural resources	-	216,705
Blend	321,336	135,043
Value	1,258,430	702,580
Growth	931,252	653,429
Real estate	-	131,864
	2,949,045	2,479,368
Mutual Funds		
Bonds		
World bond	379,667	297,536
Fixed income bond	-	172,699
Short-term bond	164,335	-
Short government bond	219,510	-
Intermediate government bond	217,230	-
Value	1,329,735	1,023,522
Blend	272,681	220,416
Growth	-	164,061
	2,583,158	1,878,234
Registered investment companies	5,532,203	4,357,602
	$ 6,072,155	$ 4,627,294

NOTE 4 - INVESTMENTS

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

	2013	2012
DFA US Large Cap Value Portfolio Fund	$ 706,450	$ 552,111
Ishares Russell 1000 Value Fund	$ 696,199	$ 483,817
Vanguard Growth ETF MSCI US Prime Market Fund	*	$ 352,555
Schwab US Treasury Money Market Fund	$ 386,439	*
Vanguard, Growth Vipers	$ 527,408	*

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

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $748,812 during the year ended December 31, 2013.

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

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

Custodians - The Plan invests in investments managed by the Custodians. Custodian transactions qualify as party-in-interest transactions for which a statutory exemption exists. For the year ended December 31, 2013, all expenses of maintaining the Plan were paid for by the Sponsor, a party-in-interest.

LLC - On March 11, 2010, the Company formed American 2050 Tubeway, LLC (the "LLC"), a California limited liability company, of which the Plan became the sole member. The LLC was organized for the purpose of holding commercial real estate investments. As of December 31, 2013 and 2012, the LLC had no assets or liabilities, and the Plan's investment in the LLC was zero. The LLC was dissolved on September 10, 2014.

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

Late Sponsor Contributions - Sponsor contributions for the year ended December 31, 2012, were actually made to the Plan later than the time proscribed under Internal Revenue Code section 404(a)(6) for such contributions to be deductible for such year. The Company is consulting with its legal counsel as to whether the late contributions necessitate the filing of an amended Form 5500 and/or Form 1120 for such year.

Loan to the Sponsor - The Freund Baking Company Retirement Plan (the "Pension Plan") was affiliated to the Plan through common Sponsor. The Pension Plan was terminated on December 31, 2013.

On July 7, 2011 the Pension Plan entered into an unsecured $855,000 note receivable from the Plan's Sponsor. The note matures on December 31, 2016 and accrues interest at an annual rate of 3.25%. During 2012, the Pension Plan received $20,000 and $30,105 of principal and interest payments, respectively, on this note. Principal and interest receivable by the Pension Plan on the note was $836,858 as of December 31, 2012. In 2013, principal and interest payments of $417,500 and $13,102 respectively were received by the Pension Plan. On September 13, 2013, the remaining principal balance of $417,500 and interest receivable thereon of $6,352 were assigned to Plan in connection with the Pension Plan termination. These amounts are reflected in the accompanying Statement of Net Assets Available for Befits as of December 31, 2013.

As of September 26, 2014, the DOL continues to monitor the repayment of the loan following assignment to the Plan. This prohibited party-in-interest transaction remains subject to examination by taxing authorities or other regulatory agencies, or further investigation by the DOL. As a result, the Plan Sponsor may be liable for any resulting liabilities. The Plan Sponsor has engaged legal counsel on behalf of the Plan to address the potential outcomes of these transactions.

NOTE 6 - RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL SCHEDULES

SCHEDULE OF NON EXEMPT TRANSACTIONS
SCHEDULE G, PART III
EIN: 95-3641353, PLAN NO. 001
DECEMBER 31, 2013

(a) Identity of Party Involved	(b) Relationship to Plan, employer or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase Price	(e) Selling Price	(f) Lease Rental	(g) Expense Incurred With Transaction	(h) Cost of Asset	(i) Current Value of Asset on Transaction Date	(j) Net Gain (Loss)
* Oakhurst Industries, Inc. and Freund Baking Co. Retirement Plan	Plan Sponsor and plan related by common Sponsor	Loan from affiliated plan, through common Sponsor, to Sponsor (Note 5). Transferred to Plan.	$ -	$ -	$ -	$ -	$ 417,500	$ 417,500	$ 417,500
* Oakhurst Industries, Inc. and Freund Baking Co. Retirement Plan	Plan Sponsor and plan related by common Sponsor	Interest on loan from affiliated plan, through common Sponsor, to Sponsor (Note 5). Transferred to Plan.	$ -	$ -	$ -	$ -	$ 6,352	$ 6,352	$ 6,352

* Represents a party-in-interest

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
SCHEDULE H, PART IV, LINE 4(I)
EIN: 95-3641353, PLAN NO. 001
DECEMBER 31, 2013

	(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
		Interest-bearing cash			
		TDAM US Government Portfolio	Money market sweep account	$ 153,513	$ 153,513
*		Schwab US Treasury Money Market Fund	Interest earning cash account	386,439	386,439
		Total interest-bearing cash		539,952	539,952
		Investments in registered investment companies			
		Exchange traded funds			
		Ishares, Iboxx $ Investment Grade Corp BD ETF	1,925 shares of exchange traded funds	224,549	219,812
		Ishares, North America Natural Resource ETF	3,803 shares of exchange traded funds	152,741	165,012
		Ishares, MSCI EAFE ETF	2,504 shares of exchange traded funds	132,327	168,006
		Ishares, Russell 1000 Value ETF	7,393 shares of exchange traded funds	514,209	696,199
		Ishares, S&P Mid-cap 400 Growth ETF	1,534 shares of exchange traded funds	169,902	230,391
		Ishares, Russell 2000 Growth ETF	1,280 shares of exchange traded funds	116,774	173,453
		Ishares, S&P Mid-cap 400 Value ETF	2,456 shares of exchange traded funds	206,941	285,461
		Ishares, 3-7 years Treasury Bond ETF	1,818 shares of exchange traded funds	222,636	218,215
		Ishares, Global Materials ETF	1,793 shares of exchange traded funds	106,624	111,758
		Vanguard, REIT ETF Index	2375 shares of exchange traded funds	146,721	153,330
		Vanguard, Growth Vipers	5,668 shares of exchange traded funds	389,099	527,408
				2,382,523	2,949,045
		Mutual funds			
		DFA International Real Estate Securities Fund I	3,042 shares of mutual funds	112,579	113,688
		DFA US Micro Cap Fund I	19,374 shares of mutual funds	117,790	166,873
		DFA Two-Year Global Fixed-Income Fund I	13,264 shares of mutual funds	110,782	109,939
		DFA International Small Cap Value Fund I	16,623 shares of mutual funds	88,351	116,413
		DFA Emerging Markets Fund I	5,363 shares of mutual funds	108,750	105,808
		DFA US Small Cap Value Fund I	7,668 shares of mutual funds	162,197	225,789
		DFA US Large Cap Value Portfolio Fund I	8,119 shares of mutual funds	462,931	706,450
		DFA Intermediate Govt Fixed-Income Fund I	24,110 shares of mutual funds	229,197	217,230
		DFA Five-Year Global Fixed-Income Fund I	9,211 shares of mutual funds	275,043	269,728
		DFA Short-Term Extended Quality Fund I	6,664 shares of mutual funds	165,250	164,335
		DFA International Value Fund I	12,171 shares of mutual funds	136,824	167,397
		Vanguard Short-Term Treasury Admiral Fund	12,171 shares of mutual funds	220,333	219,508
				2,190,027	2,583,158
		Total registered investment companies		2,602,856	5,532,203
		Investments, at fair value		$ 3,142,808	$ 6,072,155

* Represents a party-in-interest

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Plan participants:	Direct rollover from a pension plan affiliated through coommon Sponsor.							
* James Freund								
* Linda Freund		$ -	$ -	$ -	$ -	$ 350,095	$ 350,095	$ 350,095
* Charles Schwab	Purchase of 349,595 shares of the Schwab Money Market Fund.	$ 349,595	$ -	$ -	$ -	$ 349,595	$ 349,595	$ -
* American Bakery Company 401(k) Profit Sharing Plan and Plan participants:	Transfer of $417,500 of loan principal receivable and $6,352 of loan interest receivable to the Plan from a pension plan affiliated through common Sponsor (Note 5).							
* James Freund								
* Linda Freund		$ -	$ -	$ -	$ -	$ 423,852	$ 423,852	$ -

* Represents a party-in-interest

AMERICAN BAKERY COMPANY 401(k) PROFIT SHARING PLAN

AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

As of December 31, 2013 and 2012

with

INDEPENDENT AUDITORS' REPORT THEREON

P D M

CERTIFIED PUBLIC ACCOUNTANTS

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

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PDM
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

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

Report on the Financial Statements

We have audited the accompanying financial statements of American Bakery Company 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of American Bakery Company 401(k) Profit Sharing Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended 2012 in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 5 to the financial statements, the Plan has identified certain non-exempt party-in-interest transactions for the years ended December 31, 2013 and 2012. The Sponsor has represented that these transactions have been, or are in the process of being, substantially corrected through return of the funds; however, the Plan may be subject to examination by regulatory or taxing authorities, and the Trustee and Plan Sponsor may be liable for any resulting liabilities. Our opinion is not modified with respect to this matter.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the basic financial statements as a whole. The supplemental schedules appearing on pages 15 through 17 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but is supplementary information required by the Department of Labor ("DOL")'s Rule and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act ("ERISA") of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation the financial statements taken as a whole.

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

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

PBM, LLP

Torrance, CA
September 26, 2014

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

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

	2013	2012
ASSETS		
INVESTMENTS, at fair value		
Interest-bearing cash	$ 539,952	$ 269,692
Registered investment companies	5,532,203	4,357,602
	6,072,155	4,627,294
RECEIVABLES		
Sponsor contributions	-	100,000
Employee contributions	3,718	1,882
Notes receivable from participants	-	60,000
Interest on notes receivable from participants	-	195
Interest and profit on earnings from Sponsor	-	7,454
Loan receivable from Sponsor	417,500	-
Interest receivable from Sponsor	6,352	-
	427,570	169,531
CASH, non interest-bearing	65,683	200,000
TOTAL ASSETS	6,565,408	4,996,825
LIABILITIES		
BENEFIT CLAIMS PAYABLE	4,837	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 6,560,571	$ 4,996,825

The accompanying notes are an integral part of these financial statements

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2013

ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:		
INVESTMENT INCOME		
Net appreciation in fair value of investments	$	748,812
Dividends, common stock		52,161
Dividends, mututal funds		59,722
Interest earned on interest bearing cash		34
		860,729
CONTRIBUTIONS		
Participant		104,290
Participant rollovers		408,044
		512,334
INTEREST on notes receivable from participants		1,988
		1,988
TOTAL ADDITIONS		1,375,051
DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO:		
Benefits paid to participants		180,117
Administrative expenses		51,547
Corrective distributions		3,493
TOTAL DEDUCTIONS		235,157
NET CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS		1,139,894
TRANSFER OF LOAN RECEIVABLE FROM PENSION PLAN (Note 5)		417,500
TRANSFER OF INTEREST ON LOAN RECEIVABLE FROM PENSION PLAN (Note 5)		6,352
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year		4,996,825
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$	6,560,571

The accompanying notes are an integral part of these financial statements

NOTE 1 - DESCRIPTION OF PLAN

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

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

Plan Administration - The Company and certain members of management are collectively the Plan's trustee ("Trustee") and the Plan's administrator ("Administrator"), and are responsible for monitoring investments and maintaining the individual participant account balances. Charles Schwab and Co., Inc., and TD Ameritrade were the custodians ("Custodians") of the Plan's assets during 2013.

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

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

Sponsor Contributions - The Plan document permits the Company to make discretionary contributions to participants' accounts on an annual basis, as defined by the Plan. The Company makes a lump-sum contribution per recommendation made by the Third Party Administrator. The Company's discretionary contribution to the Plan was $100,000 for the year ended December 31, 2012. The Company did not contribute to the Plan for the year ended December 31, 2013.

NOTE 1 - DESCRIPTION OF PLAN, continued

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

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

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

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

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

Hardship Withdrawals - A withdrawal from a participants' account may be permitted if the participant has a financial hardship for certain specific reasons as defined in the Plan document, subject to limitations in the IRC. There were no hardship withdrawals for the year ended December 31, 2013.

NOTE 1 - DESCRIPTION OF PLAN, continued

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

Forfeited Amounts - Forfeited amounts from terminating participant's non-vested accounts are used to reduce employer contributions or pay for Plan expenses. Forfeitures of $2,365 were reallocated to Plan participants for the year ended December 31, 2013.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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

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

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

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

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

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

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

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

Level 2: Inputs to the valuation methodology include:

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

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

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

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

When the Plan changes its valuation inputs for measuring financial assets and liabilities at fair value, either due to changes in current market conditions or other factors, it may need to transfer those assets or liabilities to another level in the hierarchy based on the new inputs used. The Plan recognizes these transfers at the end of the reporting period that the transfers occur. For the years ended December 31, 2013 and 2012, there were no significant transfers of financial assets or liabilities between the hierarchy levels.

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

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document. The Plan had $60,000 of notes receivable outstanding, earning interest at 6%, as of the year ended December 31, 2012. The Plan had no notes receivable outstanding from participants as of the year ended December 31, 2013. Generally, notes must be repaid within 5 years unless the note is for the purchase of a principal residence.

Participant Distributions - Benefits paid to participants are recorded when paid. There were no participant distribution requests outstanding at December 31, 2013 and 2012.

Corrective Distributions - Overpayments contributed by participants are repaid to the participants. Corrective distributions of $3,493 were made during the year ended December 31, 2013. There were no corrective distributions outstanding at December 31, 2013 and 2012.

Operating Expenses - During the year ended December 31, 2013, the Plan paid $51,547 in administrative expenses and fees to the Custodians, third party administrator, and auditor.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

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

Subsequent Events - Subsequent events have been evaluated by the Company through September 26, 2014, which is the date these financial statements were issued, and no subsequent events have arisen other than those described herein that would require disclosure in these financial statements.

NOTE 3 - FAIR VALUE OF FINANCIAL INSTRUMENTS

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

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

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

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

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

NOTE 3 - FAIR VALUE MEASUREMENTS, continued

	2013	2012
Interest-bearing cash	$ 539,952	$ 269,692
Registered investment companies		
Exchange traded funds		
Bonds		
Corporate	219,812	-
Short-term bond	-	124,044
Short government bond	-	172,723
Intermediate government bond	218,215	172,384
Long-term bond	-	170,596
Natural resources	-	216,705
Blend	321,336	135,043
Value	1,258,430	702,580
Growth	931,252	653,429
Real estate	-	131,864
	2,949,045	2,479,368
Mutual Funds		
Bonds		
World bond	379,667	297,536
Fixed income bond	-	172,699
Short-term bond	164,335	-
Short government bond	219,510	-
Intermediate government bond	217,230	-
Value	1,329,735	1,023,522
Blend	272,681	220,416
Growth	-	164,061
	2,583,158	1,878,234
Registered investment companies	5,532,203	4,357,602
	$ 6,072,155	$ 4,627,294

NOTE 4 - INVESTMENTS

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

	2013	2012
DFA US Large Cap Value Portfolio Fund	$ 706,450	$ 552,111
Ishares Russell 1000 Value Fund	$ 696,199	$ 483,817
Vanguard Growth ETF MSCI US Prime Market Fund	*	$ 352,555
Schwab US Treasury Money Market Fund	$ 386,439	*
Vanguard, Growth Vipers	$ 527,408	*

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

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $748,812 during the year ended December 31, 2013.

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

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

Custodians - The Plan invests in investments managed by the Custodians. Custodian transactions qualify as party-in-interest transactions for which a statutory exemption exists. For the year ended December 31, 2013, all expenses of maintaining the Plan were paid for by the Sponsor, a party-in-interest.

LLC - On March 11, 2010, the Company formed American 2050 Tubeway, LLC (the "LLC"), a California limited liability company, of which the Plan became the sole member. The LLC was organized for the purpose of holding commercial real estate investments. As of December 31, 2013 and 2012, the LLC had no assets or liabilities, and the Plan's investment in the LLC was zero. The LLC was dissolved on September 10, 2014.

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

Late Sponsor Contributions - Sponsor contributions for the year ended December 31, 2012, were actually made to the Plan later than the time proscribed under Internal Revenue Code section 404(a)(6) for such contributions to be deductible for such year. The Company is consulting with its legal counsel as to whether the late contributions necessitate the filing of an amended Form 5500 and/or Form 1120 for such year.

Loan to the Sponsor - The Freund Baking Company Retirement Plan (the "Pension Plan") was affiliated to the Plan through common Sponsor. The Pension Plan was terminated on December 31, 2013.

On July 7, 2011 the Pension Plan entered into an unsecured $855,000 note receivable from the Plan's Sponsor. The note matures on December 31, 2016 and accrues interest at an annual rate of 3.25%. During 2012, the Pension Plan received $20,000 and $30,105 of principal and interest payments, respectively, on this note. Principal and interest receivable by the Pension Plan on the note was $836,858 as of December 31, 2012. In 2013, principal and interest payments of $417,500 and $13,102 respectively were received by the Pension Plan. On September 13, 2013, the remaining principal balance of $417,500 and interest receivable thereon of $6,352 were assigned to Plan in connection with the Pension Plan termination. These amounts are reflected in the accompanying Statement of Net Assets Available for Befits as of December 31, 2013.

As of September 26, 2014, the DOL continues to monitor the repayment of the loan following assignment to the Plan. This prohibited party-in-interest transaction remains subject to examination by taxing authorities or other regulatory agencies, or further investigation by the DOL. As a result, the Plan Sponsor may be liable for any resulting liabilities. The Plan Sponsor has engaged legal counsel on behalf of the Plan to address the potential outcomes of these transactions.

NOTE 6 - RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL SCHEDULES

SCHEDULE OF NON EXEMPT TRANSACTIONS
SCHEDULE G, PART III
EIN: 95-3641353, PLAN NO. 001
DECEMBER 31, 2013

(a) Identity of Party Involved	(b) Relationship to Plan, employer or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase Price	(e) Selling Price	(f) Lease Rental	(g) Expense Incurred With Transaction	(h) Cost of Asset	(i) Current Value of Asset on Transaction Date	(j) Net Gain (Loss)
* Oakhurst Industries, Inc. and Freund Baking Co. Retirement Plan	Plan Sponsor and plan related by common Sponsor	Loan from affiliated plan, through common Sponsor, to Sponsor (Note 5). Transferred to Plan.	$ -	$ -	$ -	$ -	$ 417,500	$ 417,500	$ 417,500
* Oakhurst Industries, Inc. and Freund Baking Co. Retirement Plan	Plan Sponsor and plan related by common Sponsor	Interest on loan from affiliated plan, through common Sponsor, to Sponsor (Note 5). Transferred to Plan.	$ -	$ -	$ -	$ -	$ 6,352	$ 6,352	$ 6,352

* Represents a party-in-interest

AMERICAN BAKERY COMPANY 401(k)
PROFIT SHARING PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
SCHEDULE H, PART IV, LINE 4(I)
EIN: 95-3641353, PLAN NO. 001
DECEMBER 31, 2013

	(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, and par or maturity value	(d) Cost	(e) Current value
		Interest-bearing cash			
		TDAM US Government Portfolio	Money market sweep account	$ 153,513	$ 153,513
*		Schwab US Treasury Money Market Fund	Interest earning cash account	386,439	386,439
		Total interest-bearing cash		539,952	539,952
		Investments in registered investment companies			
		Exchange traded funds			
		Ishares, Iboxx $ Investment Grade Corp BD ETF	1,925 shares of exchange traded funds	224,549	219,812
		Ishares, North America Natural Resource ETF	3,803 shares of exchange traded funds	152,741	165,012
		Ishares, MSCI EAFE ETF	2,504 shares of exchange traded funds	132,327	168,006
		Ishares, Russell 1000 Value ETF	7,393 shares of exchange traded funds	514,209	696,199
		Ishares, S&P Mid-cap 400 Growth ETF	1,534 shares of exchange traded funds	169,902	230,391
		Ishares, Russell 2000 Growth ETF	1,280 shares of exchange traded funds	116,774	173,453
		Ishares, S&P Mid-cap 400 Value ETF	2,456 shares of exchange traded funds	206,941	285,461
		Ishares, 3-7 years Treasury Bond ETF	1,818 shares of exchange traded funds	222,636	218,215
		Ishares, Global Materials ETF	1,793 shares of exchange traded funds	106,624	111,758
		Vanguard, REIT ETF Index	2375 shares of exchange traded funds	146,721	153,330
		Vanguard, Growth Vipers	5,668 shares of exchange traded funds	389,099	527,408
				2,382,523	2,949,045
		Mutual funds			
		DFA International Real Estate Securities Fund I	3,042 shares of mutual funds	112,579	113,688
		DFA US Micro Cap Fund I	19,374 shares of mutual funds	117,790	166,873
		DFA Two-Year Global Fixed-Income Fund I	13,264 shares of mutual funds	110,782	109,939
		DFA International Small Cap Value Fund I	16,623 shares of mutual funds	88,351	116,413
		DFA Emerging Markets Fund I	5,363 shares of mutual funds	108,750	105,808
		DFA US Small Cap Value Fund I	7,668 shares of mutual funds	162,197	225,789
		DFA US Large Cap Value Portfolio Fund I	8,119 shares of mutual funds	462,931	706,450
		DFA Intermediate Govt Fixed-Income Fund I	24,110 shares of mutual funds	229,197	217,230
		DFA Five-Year Global Fixed-Income Fund I	9,211 shares of mutual funds	275,043	269,728
		DFA Short-Term Extended Quality Fund I	6,664 shares of mutual funds	165,250	164,335
		DFA International Value Fund I	12,171 shares of mutual funds	136,824	167,397
		Vanguard Short-Term Treasury Admiral Fund	12,171 shares of mutual funds	220,333	219,508
				2,190,027	2,583,158
		Total registered investment companies		2,602,856	5,532,203
		Investments, at fair value		$ 3,142,808	$ 6,072,155

* Represents a party-in-interest

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Plan participants:	Direct rollover from a pension plan affiliated through coommon Sponsor.							
* James Freund								
* Linda Freund		$ -	$ -	$ -	$ -	$ 350,095	$ 350,095	$ 350,095
* Charles Schwab	Purchase of 349,595 shares of the Schwab Money Market Fund.	$ 349,595	$ -	$ -	$ -	$ 349,595	$ 349,595	$ -
* American Bakery Company 401(k) Profit Sharing Plan and Plan participants:	Transfer of $417,500 of loan principal receivable and $6,352 of loan interest receivable to the Plan from a pension plan affiliated through common Sponsor (Note 5).							
* James Freund								
* Linda Freund		$ -	$ -	$ -	$ -	$ 423,852	$ 423,852	$ -

* Represents a party-in-interest