Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
HARRIS FARMS SAVINGS AND INVESTMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/21/1973

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

HARRIS FARMS, INC.

ROUTE 1, BOX 400
29475 FRESNO-COALINGA ROAD
COALINGA, CA 93210-9222

29475 FRESNO-COALINGA ROAD
COALINGA, CA 93210

2b Employer Identification Number (EIN)
94-1272509

2c Sponsor's telephone number
559-884-2435

2d Business code (see instructions)
112111

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.	10/13/2014	JAMES KELLY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2014	JAMES KELLY
	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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	1040
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**	954
b Retired or separated participants receiving benefits	**6b**	100
c Other retired or separated participants entitled to future benefits	**6c**	
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1054
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f Total. Add lines **6d** and **6e**	**6f**	1054
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	672
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	72
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[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)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

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

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HARRIS FARMS SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-1272509

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

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

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

SCHWAB RETIREMENT PLAN SERVICES

320 SPRINGSIDE, SUITE 350
AKRON, OH 44333-4536

34-1479833

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	NONE	55092	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HARRIS FARMS SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
HARRIS FARMS, INC.

D Employer Identification Number (EIN)
94-1272509

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: GALLIARD RETIREMENT INC FUND CL 60

b Name of sponsor of entity listed in (a): WILMINGTON TRUST RETIREMENT AND INSTITUTIONAL SERVICES COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
20-5886387-082	C	3528903

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB STABLE VALUE FUND

b Name of sponsor of entity listed in (a): CHARLES SCHWAB & CO., INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
81-0162518-000	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HARRIS FARMS SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-1272509

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	602	3147
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	6290	6858
(2) Participant contributions	1b(2)	16260	17488
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	240160	47641
(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)	476377	613509
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1158039	1086035
(9) Value of interest in common/collective trusts	1c(9)	3205498	3528903
(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)	22740294	27221045
(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	27843520	32524626
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	27843520	32524626

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)	556420	
(B) Participants	2a(1)(B)	1568471	
(C) Others (including rollovers)	2a(1)(C)	28363	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2153254
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	190	
(B) U.S. Government securities	2b(1)(B)	20829	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	54726	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		75745
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	12714	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	869777	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		882491
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	173633	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	159591	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		14042
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	111011	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		111011

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		67770
(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)		2252818
c Other income	2c		-467
d Total income. Add all **income** amounts in column (b) and enter total	2d		5556664
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	515945	
(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)		515945
f Corrective distributions (see instructions)	2f		152651
g Certain deemed distributions of participant loans (see instructions)	2g		153603
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	50124	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	3235	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		53359
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		875558
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		4681106
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: STOUGHTON DAVIDSON ACCOUNTANCY CORP **(2)** EIN: 94-2248751

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		3000000
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			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HARRIS FARMS SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-1272509

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**

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): 94-3149038

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):

HARRIS FARMS SAVINGS AND INVESTMENT PLAN

Coalinga, California

FINANCIAL STATEMENTS
December 31, 2012 and 2011
and
SUPPLEMENTAL SCHEDULE
December 31, 2012

with

INDEPENDENT AUDITOR'S REPORT

HARRIS FARMS SAVINGS AND INVESTMENT PLAN

Coalinga, California

December 31, 2012 and 2011

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Statement of Changes in Net Assets Available for Benefits	4
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Supplemental Schedule:	
Schedule of Assets (Held at Year End)	16 – 19

Note: Other schedules required by Section 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

TOM K. MCFERSON
J. SCOTT BRISTOL
SCOTT T. DYE
TRACY A. GARONE
JEFFREY K. TATSUMURA

STOUGHTON DAVIDSON
ACCOUNTANCY CORPORATION

2520 WEST SHAW LANE, SUITE 101 • FRESNO, CALIFORNIA 93711
(559) 436-1200 • WWW.STOUGHTONCPA.COM

SERVING THE SAN JOAQUIN VALLEY SINCE 1924

JOHN S. STOUGHTON
(1914-1992)
JAMIE L. DAVIDSON
(RETIRED)
HARVEY E. HARTMAN
(RETIRED)
RONALD A. RUETHER
(RETIRED)
GREG J. ROMAGNOLI
(1970-2009)

INDEPENDENT AUDITOR'S REPORT

TO THE PARTICIPANTS AND ADMINISTRATOR
Harris Farms Savings and Investment Plan
Coalinga, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Harris Farms Savings and Investment Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Charles Schwab Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator

has obtained a certification from the trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule of Assets (Held at Year End) as of December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

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

Stoughton Davidson Accountancy Corporation

Stoughton Davidson Accountancy Corporation
Fresno, California

October 10, 2013

HARRIS FARMS SAVINGS AND INVESTMENT PLAN

Coalinga, California

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

ASSETS

	2012	2011
Cash	$ 3,147	$ 602
Investments, at Fair Value:		
Investments	31,411,098	26,662,329
	31,414,245	26,662,931
Receivables:		
Employer Contributions	6,858	6,290
Participant Contributions	17,488	16,260
	24,346	22,550
Notes Receivable from Participants	1,086,035	1,158,039
Net Assets Available for Benefits	$ 32,524,626	$ 27,843,520

See Notes to the Financial Statements.

HARRIS FARMS SAVINGS AND INVESTMENT PLAN

Coalinga, California

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2012

Additions to net assets attributed to:	
Investment income	
Net appreciation of investments	$ 2,433,224
Interest	75,746
Dividends	894,441
	3,403,411
Contributions	
Participant	1,568,471
Employer	556,420
Other	28,363
Total additions	5,556,665
Deductions from net assets attributed to:	
Benefit payments to participants	822,200
Administrative and other expenses	53,359
Total deductions	875,559
Net increase in net assets available for benefits	4,681,106
Net assets available for benefits, beginning of year	27,843,520
Net assets available for benefits, end of year	$ 32,524,626

See Notes to the Financial Statements.

Note 1 - Description of Plan

The following description of the Harris Farms Savings and Investment Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

Establishment of Plan

The Plan is a defined contribution plan sponsored by Harris Farms, Inc. (the "Sponsor"). The Plan was established on June 21, 1973, and on July 1, 1993, it was amended and restated to be a profit-sharing plan within the guidelines of Section 401(a)(27) of the Internal Revenue Code of 1986, as amended. The Plan uses the accrual basis of accounting.

Charles Schwab Trust Company is the Plan's Trustee (the "Trustee"). The Trustee and its affiliates hold the Plan's investment assets, execute investment transactions and provide services relating to the processing of distributions and loans to participants, valuation and maintenance of account balance and allocation of the Plan's earnings, losses and contributions.

Contributions

Plan contributions consist of four components: (1) voluntary employee contributions, from 1 percent to 100 percent (the maximum percent was amended from 15 percent to 100 percent on November 1, 2006) of a participant's pretax compensation up to an annual dollar limitation, (2) voluntary employee contributions from a participant's post-tax compensation and at the same percentages as from pretax compensation up to an annual dollar limitation (amended on September 1, 2006), (3) discretionary employer matching contributions (amended from 40 percent to 50 percent on August 1, 1998) based on employee voluntary contributions, but not to exceed 6 percent of the participant's compensation, (4) additional discretionary employer contributions, as determined by the Sponsor's board of directors and allocated to individual participant accounts based on a formula in accordance with the provisions of the Plan, and (5) rollover contributions representing qualifying lump-sum distributions received by a participant's account that are subject to an annual limitation described in the Plan agreement.

Eligibility and Vesting

Prior to July 1, 2006 employees were eligible for participation in the Plan on January 1 or July 1 after one year of qualifying service as defined in the Plan agreement. Effective July 1, 2006, service eligibility requirements were changed from one year of service to none and entry dates were changed from January 1 and July 1 to the date on which the employee meets the eligibility requirements.

(Continued)

Note 1 - Description of Plan (Continued)

Participants are immediately vested in their voluntary contributions and rollover contributions. Vesting of employer contributions is based on years of service according to the following table:

Years of Service	Vesting % Discretionary Contributions Prior to January 1, 2007	Vesting % Discretionary Contributions January 1, 2007 and After	Vesting % Matching Contributions Prior to January 1, 2002	Vesting % Matching Contributions January 1, 2002 and After
Less than 1	0 %	0%	0 %	0 %
1 but less than 2	10 %	0%	10 %	0 %
2 but less than 3	20 %	20%	20 %	20 %
3 but less than 4	30 %	40%	30 %	40 %
4 but less than 5	40 %	60%	40 %	60 %
5 but less than 6	60 %	80%	60 %	80 %
6 but less than 7	80 %	100%	80 %	100 %
7 or more	100 %		100 %	

Participant Accounts

Participants may direct that their accounts be invested in one or more of the funds described in Note 3, in increments of 5 percent.

Each participant's account is credited with the participant's contributions, employer matching contributions and an allocation of employer discretionary contributions and plan earnings. Employer discretionary contributions and plan earnings are allocated to individual participant accounts based on a formula in accordance with the provisions of the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Distribution of Benefits

Participants separated from the Plan due to service retirement, disability or death are automatically fully vested in their employer contributions and will receive their benefits in a lump-sum payment. Participants separated from the Plan due to termination receive a lump-sum payment including the vested portion of their employer contributions and earnings.

(Continued)

Note 1 - Description of Plan (Continued)

Forfeitures

Forfeitures are first used to restore previously forfeited amounts to participants who terminate and rehire, provided the participant repays all amounts previously distributed to them. The remaining forfeitures are then used to reduce future employer matching contributions. During 2012, $34,450 of forfeitures were used to decrease the current year employer match contributions. Forfeited balances available to reduce future employer contributions were $46,036 and $34,088 as of December 31, 2012 and 2011, respectively.

Participant Loans

Participants are eligible to apply for a loan on or after their first anniversary date in the Plan. Participants may borrow from the Plan once a year subject to a minimum loan amount of $1,000 and a maximum loan amount of the lesser of: (1) 50 percent of the vested account balance, or (2) $50,000. Only one loan may be outstanding at a time. Interest rates and loan origination fees are established at the origination date and are determined by the plan administrator.

Account Withdrawals

The Plan allows participants to make withdrawals, under certain conditions (as defined in the Plan document), of their company discretionary contribution account.

Plan Termination

Although the Sponsor has not expressed any intent to terminate the Plan, it has the right to do so at any time subject to the provisions of ERISA. In the event of plan termination, participants would become 100 percent vested in their accounts.

Note 2 - Significant Accounting Policies

Method 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. Accordingly, income is recognized when earned, and expenses are recorded when incurred.

(Continued)

Note 2 - Significant Accounting Policies (Continued)

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 disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

Investments

The fair value of investment funds is determined by Charles Schwab Trust Company based on the fair value of the underlying assets. The net appreciation (depreciation) in the fair value of the investments reported in the statement of changes in net assets available for benefits consists of the realized gains and losses and the unrealized appreciation (depreciation) on those investments. Participant loans are valued at cost which approximates fair value. Common stocks are valued at fair value as determined by quoted market prices in an active market.

Plan Administration Costs

All plan administration costs are absorbed by the participant as the quarterly earnings are reduced by all applicable fees. Participants pay a fixed $100 fee for new loans which are deducted from the loan disbursement.

Note 3 - Investments

The Plan's investments include funds managed by Cohen & Steers, Charles Schwab, Sound Shore, Strong, Thornburg, Vanguard and Wells Fargo offered through Charles Schwab Trust Company. Participants can direct the investment of their salary deferral and rollover contributions into the following nine investment funds:

Charles Schwab Stable Value Fund

The Charles Schwab Stable Value Fund seeks stability of principal providing high current income. The fund invests in a diversified portfolio for the purposes of short-term cash management consisting primarily of insurance company guaranteed investment contracts, bank deposit investment contracts, and instruments, arrangements commonly known as "synthetic" investment contracts.

(Continued)

Note 3 - Investments (Continued)

Personal Choice Retirement Account

The Personal Choice Retirement Account (PCRA) allows the participant to buy and sell any investment available at Charles Schwab. This plan allows the participant to place trades and manage the account based on investment strategies.

Cohen & Steers Realty Shares Inc. Fund

The Cohen & Steers Realty Shares, Inc. Fund investment objective is total return through investment in real estate securities achieved by seeking, with approximately equal emphasis, capital appreciation and current income. The fund will invest substantially all of its assets in the equity securities of real estate companies. A real estate company is defined as one that derives at least 50 percent of its revenues from the ownership, construction, financing, management or sale of commercial, industrial, or residential real estate or that has at least 50 percent of its assets in such real estate. The fund may invest up to 10 percent of its total assets in securities of foreign real estate companies. The fund may also invest without limit in shares of real estate investment trusts ("REITs").

Galliard Retirement Income Fund CL 60

The Galliard Retirement Income Fund CL 60 seeks to provide safety of principal, adequate liability and competitive yield with low return volatility. The meet the objective, the Fund will be invested in the Galliard Managed Income Fund (the "Host Fund"). The Host Fund is a stable value collective fund advised by Galliard Capital Management and has the same investment strategy as the Fund.

Oakmark Equity & Income I Fund

The Oakmark Equity & Income I Fund seeks income and preservation and growth of capital. The fund invests primarily in a diversified portfolio of U.S. equity and debt securities (although the fund may invest up to 35% of its total assets in equity and debt securities of non-U.S. issuers). It is intended to present a balanced investment program between growth and income by investing approximately 40-75% of its total assets in common stock, and up to 60% of its assets in U.S. government securities and debt securities. The fund also may invest up to 20% of its assets in unrated or lower rated debt securities, sometimes called junk bonds.

Schwab S&P 500 Index Fund

The Schwab S&P 500 Index Fund seeks to track the total return performance of stocks that compose the S&P 500 index. The fund normally invests at least 80 percent of assets in common stock that compose the index. It buys and sells stocks primarily to match the index, to invest cash from share purchases or to obtain cash for redemption of shares.

(Continued)

Note 3 - Investments (Continued)

Schwab Small Cap Index Fund

The Schwab Small Cap Index Fund seeks to track the total return performance of small capitalization U.S. stocks. The fund normally invests at least 80 percent of assets in small capitalization U.S. stocks. It may invest in derivatives, principally futures contracts, and lend its securities to minimize the gap in performance that naturally exists between any index fund and its corresponding index.

Sound Shore Fund

The Sound Shore Fund primary investment strategy is the growth of capital with income growth being secondary. The fund invests primarily in equity securities. It may invest up to 10 percent of assets in the securities of other investment companies.

Thornburg International Value I Fund

The Thornburg International Value I Fund seeks long-term capital appreciation. The fund normally invests at least 75% of assets in foreign securities or depository receipts of foreign securities. It may invest in developing countries. The fund typically makes equity investments in the following three types of companies: basic value companies with well established businesses whose stock is under-valued; Consistent earner companies when they are selling at valuations below historic norms; and emerging franchises that are in the process of establishing a leading position in a product, service or market expecting growth at an above average rate.

Vanguard Primecap Fund

The Vanguard Primecap Fund seeks long-term growth of capital. Dividend income is incidental. The fund normally invests at least 80 percent of its assets in equity securities. Companies are selected on the basis of fundamental factors, including current earnings and consistency and quality of earnings growth. These fundamental factors are then evaluated in relation to the market price of each company's stock to determine which investments to make.

(Continued)

Note 3 - Investments (Continued)

Vanguard Wellington Fund

The Vanguard Wellington Fund seeks conservation of capital and reasonable income without undue risk. The fund invests in bonds, preferred stocks, and common stocks. The amount held in each class varies depending upon management's assessment of business, economic, and market conditions. Usually, the fund invests from 60 percent to 70 percent of its total assets in common stocks and holds the balance in investment-grade bonds and cash. It may invest up to 10 percent of its assets in foreign securities.

Wells Fargo Advantage Government Securities Fund

The Wells Fargo Advantage Government Securities Fund seeks total return by investing for a high level of current income with a moderate degree of share-price fluctuation. The fund invests at least 80% of assets in higher quality bonds issued by the U.S. government or its agencies. It may also invest up to 20% of assets in U.S. dollar-denominated foreign securities. The fund's average effective maturity will normally be between 3 and 15 years.

Investments consist of the following at December 31:

	2012	2011
Charles Schwab Stable Value Fund	$ -	$ 3,205,498 **
Personal Choice Retirement Account Fund	1,650,261 *	1,359,274 **
Cohen & Steers Realty Shares	2,822,575 *	2,552,449 **
Galliard Retirement Income Fund	3,528,903 *	-
Oakmark Equity & Income I Fund	284,582	114,695
Schwab S&P 500 Index Fund	1,684,647 *	1,293,468
Schwab Small Cap Index Fund	905,643	223,016
Sound Shore Fund	1,494,277	804,321
Thornburg International Value I Fund	2,373,602 *	2,744,562 **
Vanguard Primecap Fund	9,386,177 *	8,211,952 **
Vanguard Wellington Fund	5,277,257 *	4,367,145 **
Wells Fargo Advantage Government Securities Fund	2,003,174 *	1,785,949 **
	$ 31,411,098	$ 26,662,329

*Investment represents more than 5 percent of the net assets available for benefits as of December 31, 2012.

**Investment represents more than 5 percent of the net assets available for benefits as of December 31, 2011.

(Continued)

Note 3 - Investments (Continued)

During 2012, the Plan's investments (including gains and losses as investments bought and sold, as well as held during the year) appreciated in value by $2,433,224 as follows:

Mutual funds	$ 2,386,530
Common stocks	27,133
Common/collective trust	19,561
	$ 2,433,224

Note 4 - Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such employer or employee association, or relatives of such persons.

Certain Plan investments are shares in funds managed by Charles Schwab, a related party to the Plan's trustee. The Plan had investments in the following funds at December 31:

	2012	2011
Schwab Global Real Estate	$ 10,313	$ 8,213
Schwab Money Market Fund	42,489	234,935
Schwab S&P 500 Index Fund	1684,647	1,293,468
Schwab Small Cap Index Fund	905,643	223,016
Schwab Stable Value Fund	-	3,205,498
Schwab U.S. Div Equity ETF	5,668	7,854
Schwab U.S. Large Cap Value ETF	-	4,274
Schwab U.S. REIT ETF	22,764	5,384

Fees paid by the Plan to this trustee were $53,359 for the year ended December 31, 2012.

The Plan also has a self-directed account investment option (PCRA), for which Charles Schwab acts as a broker. The account allows participants to buy and sell investments available through Charles Schwab subject to certain Plan limitations. At December 31, 2012 and 2011, the PCRA account had investments totaling $1,650,261 and $1,359,274, respectively. Refer to the Schedule of Assets (Held at End of Year) for a detail listing of investments held through the PCRA.

The Plan's Sponsor provided certain administrative services at no cost to the Plan. These transactions are considered to be exempt party-in-interest transactions.

Note 5 – Fair Value of Financial Instruments

Current accounting standards establish a fair value hierarchy based on the inputs used in valuation techniques. There are three levels to the fair value hierarchy of inputs to fair value, as follows:

Level 1:
Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2:
Inputs reflect quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3:
Unobservable inputs reflecting the Plan's own assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

The Plan follows current accounting standards for financial assets and liabilities that are recognized or disclosed at fair value on a recurring basis.

Assets measured at fair value on a recurring basis comprise the following:

Description	Fair Value At December 31, 2012	Fair Value At December 31, 2011
Mutual funds	$30,797,591	$22,980,454
Common stocks	613,507	476,377
Common/collective trust	-	3,205,498
Total	$31,411,098	$26,662,329

(Continued)

Note 5 – Fair Value of Financial Instruments (Continued)

Fair Value was determined as follows:

	December 31, 2012 Based on		
	Quoted Prices in Active Markets	Other Observable Inputs	Unobservable Inputs
Assets			
Mutual funds	$30,797,591	$ -	$ -
Common stocks	613,507	-	-
Common/collective trust	-	-	-
Total Financial Assets	$31,411,098	$ -	$ -

	December 31, 2011 Based on		
	Quoted Prices in Active Markets	Other Observable Inputs	Unobservable Inputs
Assets			
Mutual funds	$22,980,454	$ -	$ -
Common stocks	476,377	-	-
Common/collective trust	3,205,498	-	-
Total Financial Assets	$26,662,329	$ -	$ -

Generally, for all trading securities, fair value is determined by reference to quoted market prices and other relevant information generated by market transactions. For certain available-for-sale securities and derivatives, fair value is estimated as the present value of expected future cash inflows.

Note 6 - Financial Information Certified by the Trustee

- The Plan Sponsor has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Sponsor instructed the auditors not to perform any auditing procedures with respect to the information certified by the Trustee of the Plan, except for comparing such information to the related information included in the financial statements and supplemental schedules.

The Plan Sponsor has obtained a certification from the Trustee that the information provided to the Plan Sponsor by the Trustee is complete and accurate. Such information includes:

- Investments, at fair value
- Participant loans
- Net appreciation (depreciation) in fair value of investments
- Investment and dividend income

Note 7 - Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated April 9, 2003 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC").

Note 8 – Subsequent Events

The Plan's management has reviewed the results of the Plan's operations for the period of time from its year ended December 31, 2012 through the date of the independent auditor's report, which was the date the report was available to be issued, and has determined that no adjustments are necessary to the amounts reported in the accompanying financial statements nor have any subsequent events occurred, the nature of which would require disclosure.

SUPPLEMENTAL SCHEDULE

HARRIS FARMS SAVINGS AND INVESTMENT PLAN

Coalinga, California

SCHEDULE OF ASSETS (HELD AT YEAR END)

December 31, 2012

(a)	(b) Identity of issue, borrower lessor, or similar party		(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost **	(e) Current Value
*	Schwab Money Market Fund	***	Money Market Fund		$ 42,489
	American Express Bank 3.5%	***	Cash Equivalent		5,152
	Cohen & Steers Realty Shares		Registered Investment Company		2,822,575
	Columbia Energy And Natural Reso Z	***	Registered Investment Company		3,756
	Fidelity Commonwealth Trust	***	Registered Investment Company		17,942
	First Eagle Fds Inchigh Yld Fd A	***	Registered Investment Company		31,723
	First Eagle Global Fund A	***	Registered Investment Company		52,895
	First Eagle Gold Fund Cl A	***	Registered Investment Company		979
	First Eagle Overseas Fund A	***	Registered Investment Company		28,906
	Galliard Retirement Income Fund Cl 60		Registered Investment Company		3,528,903
	Hugoton Royalty Trust	***	Registered Investment Company		7,392
	Invesco Balanced Risk Alloc Fd Cl A	***	Registered Investment Company		41,493
	Ishares Msci Taiwan Indx	***	Registered Investment Company		1,021
	Ishares Tr Nasdaq Biotech Index Fd	***	Registered Investment Company		5,489
	Ivy High Income Fund Cl Y	***	Registered Investment Company		35,918
	Loomis Sayles Bond Fund CL R	***	Registered Investment Company		42,994
	Market Vectors Agribusiness ETF	***	Registered Investment Company		4,959
	Market Vectors Gold Miners ETF	***	Registered Investment Company		1,160
	Oakmark Equity & Income I	***	Registered Investment Company		284,582
	Payden Emerging Markets	***	Registered Investment Company		16,133
	Pimco All Assets All Authority Cl D	***	Registered Investment Company		53,633
	Pimco Income D	***	Registered Investment Company		54,847
	Pimco Investment Grade Corp Bd D	***	Registered Investment Company		52,148
	Pimco Small Capstock Plus Tr Cl D	***	Registered Investment Company		33,174
	Pimco Stockplus Total	***	Registered Investment Company		52,867
	Pimco Strategic Global Govt Fund	***	Registered Investment Company		5,334
	Powershares Exch Traded	***	Registered Investment Company		4,536
	Principal Global Diverse	***	Registered Investment Company		63,090
	Prologis Inc New	***	Registered Investment Company		1,655
	Proshares Short S&P 500	***	Registered Investment Company		1,531
	Proshares Ultrashrt ETF New	***	Registered Investment Company		1,015
	Prudential Jennison Health Sci A	***	Registered Investment Company		51,211
*	Schwab Global Real Estate	***	Registered Investment Company		10,313
*	Schwab S&P 500 Index Fund		Registered Investment Company		1,684,647
*	Schwab Small Cap Index Fund		Registered Investment Company		905,643
*	Schwab U.S. Div Equity ETF	***	Registered Investment Company		5,668
*	Schwab U.S. REIT ETF	***	Registered Investment Company		22,764
	Sound Shore Fund		Registered Investment Company		1,494,277
	SPDR S&P Dividend ETF	***	Registered Investment Company		17,590

(Continued)

HARRIS FARMS SAVINGS AND INVESTMENT PLAN

Coalinga, California

SCHEDULE OF ASSETS (HELD AT YEAR END)

December 31, 2012

(a)	(b) Identity of issue, borrower lessor, or similar party		(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost **	(e) Current value
	Sunamerica Focused	***	Registered Investment Company		40,126
	T Rowe Price Capital Appreciation Fd	***	Registered Investment Company		55,256
	Thornburg Intl Value Fund CL A		Registered Investment Company		2,373,602
	Thornburg Ltd Term Income Class A	***	Registered Investment Company		28,585
	Vanguard Div Appr Vipers	***	Registered Investment Company		18,119
	Vanguard S&P 500 ETF	***	Registered Investment Company		82,091
	Vanguard Total Bond Market ETF	***	Registered Investment Company		8,403
	Vanguard Interm-Term Bond Index Inv	***	Registered Investment Company		21,026
	Vanguard Primecap Fund		Registered Investment Company		9,386,177
	Vanguard Wellington		Registered Investment Company		5,277,257
	Wells Fargo Advantage Government Money Market		Registered Investment Company		2,003,174
	Zweig Fund Inc New	***	Registered Investment Company		11,371
	AFLAC	***	Common stock		4,250
	American Express Co	***	Common stock		4,024
	Amerisafe Inc	***	Common stock		5,722
	Amgen Incorporated	***	Common stock		17,742
	Apple Inc	***	Common stock		15,433
	Arch Coal Inc	***	Common stock		14,640
	B P Prudhoe Bay Rty Tr	***	Common stock		188
	Bank Of America Corp	***	Common stock		23,220
	Beacon Roofing Supply	***	Common stock		4,992
	Becton Dickinson & Co	***	Common stock		3,909
	Blast Applications Inc	***	Common stock		7,100
	Boswell J G Co	***	Common stock		817
	Carbon Sciences Inc New	***	Common stock		100
	Caterpillar Inc	***	Common stock		22,402
	Chesapeake Energy Corporation	***	Common stock		1,662
	Chevron Corporation	***	Common stock		27,879
	China Crescent Enterprises New	***	Common stock		2,100
	Citigroup Inc New	***	Common stock		4,475
	Cord Blood America Inc New	***	Common stock		25
	Costco Whsl Corp New	***	Common stock		4,936
	Deere & Co	***	Common stock		2,593
	Diageo PLC	***	Common stock		6,295
	Diana Shipping Inc	***	Common stock		8,760
	Dollar General Corp	***	Common stock		3,307
	Du Pont E I De Nemours&Co	***	Common stock		450
	eMax Holdings Corp	***	Common stock		308
	ETFS Physical Silver Shares	***	Common stock		901

(Continued)

HARRIS FARMS SAVINGS AND INVESTMENT PLAN
Coalinga, California

SCHEDULE OF ASSETS (HELD AT YEAR END)
December 31, 2012

(a)	(b) Identity of issue, borrower lessor, or similar party		(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost **	(e) Current value
	Everybodys Phone Com	***	Common stock		55
	Facebook Inc Class A	***	Common stock		11,313
	Fannie Mae	***	Common stock		510
	First Niagara Finl New	***	Common stock		15,860
	Flowserve Corporation	***	Common stock		4,404
	Ford Motor Company New	***	Common stock		27,210
	Freddie Mac Voting Shs	***	Common stock		526
	Frontier Communications Corp	***	Common stock		8,560
	General Electric Company	***	Common stock		2,388
	Gilead Sciences Inc	***	Common stock		7,345
	Global Green Solutions	***	Common stock		73
	Google Inc Class A	***	Common stock		707
	Green Energy Live New	***	Common stock		5
	HCA Holdings Inc	***	Common stock		603
	Healthmed Svcs Ltd New	***	Common stock		1
	IC Punch Media Inc	***	Common stock		908
	Impax Laboratories Inc	***	Common stock		3,073
	Intel Corp	***	Common stock		30,683
	Keyon Communs Hldgs New	***	Common stock		14
	Kodiak Oil & Gas Corp	***	Common stock		23,010
	Lithium Exploration Gp	***	Common stock		3,906
	LKQ Corp	***	Common stock		4,220
	M W I Veterinary Supply	***	Common stock		12,100
	Manhattan Scientifics Inc	***	Common stock		5
	Metlife Inc	***	Common stock		3,294
	Microsoft Corp	***	Common stock		9,348
	Monsanto Co New Del	***	Common stock		2,839
	Montpelier RE Hldgs Ltd	***	Common stock		2,286
	Multicell Techs Inc New	***	Common stock		120
	National-Oilwell Inc	***	Common stock		3,417
	Nevada Geothermal Power Inc	***	Common stock		3,026
	Nevada Gold Holdings New	***	Common stock		1
	New Gold Inc	***	Common stock		1,103
	Newmarket Corporation	***	Common stock		5,244
	Newmarket Technology New	***	Common stock		3,460
	Numobile Inc New	***	Common stock		2,050
	Oncovista Innovative Therapies Inc	***	Common stock		130
	Paccar Inc	***	Common stock		23,312
	Pacific Ethanol Inc New	***	Common stock		1,807

(Continued)

HARRIS FARMS SAVINGS AND INVESTMENT PLAN
Coalinga, California

SCHEDULE OF ASSETS (HELD AT YEAR END)
December 31, 2012

(a)	(b) Identity of issue, borrower lessor, or similar party		(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost **	(e) Current value
	Peabody Energy Corp	***	Common stock		2,661
	Pengram Corp	***	Common stock		148
	Pepsico Inc	***	Common stock		6,843
	Perrigo Co	***	Common stock		4,161
	Petrosonic Energy In	***	Common stock		215
	Pfizer Incorporated	***	Common stock		27,587
	Potash Corp of Saskatachewan, Inc	***	Common stock		2,441
	Reinsurance Group of America Inc	***	Common stock		3,211
	Resmed Inc	***	Common stock		4,157
	Ross Stores Inc	***	Common stock		2,705
	Sanofi-Aventis 20Rtsf Exp 12/31/20	***	Common stock		384
	Schweitzer-Mauduit Intl Inc	***	Common stock		3,903
	Sensient Technologies Cp	***	Common stock		3,556
	Sothebys Hldgs Inc Cl A	***	Common stock		2,690
	Southern Co	***	Common stock		8,990
	Stepan Company	***	Common stock		5,887
	Sterling Financial New	***	Common stock		42
	Stratasys Ltd	***	Common stock		802
	Team Inc	***	Common stock		5,326
	Tractor Supply Co	***	Common stock		7,069
	Trulan Resources Inc	***	Common stock		1
	Tyson Foods Inc CL A	***	Common stock		46,191
	Unitedhealth Group Inc	***	Common stock		4,068
	US Bancorp Del New	***	Common stock		3,833
	Vanguard Specialized Fds	***	Common stock		13,266
	Waste Management Inc Del	***	Common stock		3,374
	Wells Fargo & Co New	***	Common stock		34,180
	Xerox Corp	***	Common stock		3,410
	Xoma Corp	***	Common stock		3,660
	3D Sys Corp	***	Common stock		1,600
					$ 31,411,098
	Participant Loans		Interest Rate Range: 5.25% through 10.250% maturity dates range: one month to five years		$ 1,086,035
					$ 32,497,133

* This is a related party to the Plan's Custodian, a party-in-interest for which a statutory exemption exists.

** All investments are participant directed, therefore disclosure of cost is not required

*** PCRA investments

Form 5500, Schedule H Plan Year 01/01/12 to 12/31/12

TIN: 94-1272509, Plan 001

HARRIS FARMS SAVINGS AND INVESTMENT PLAN

Statement in support of Part IV 4(i) , Schedule H, Financial Information, Form 5500

Schedule of Assets Held for Investment Purposes At End of Year

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, borrower lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	American Express Bank 3.5%	Cash Equivalent	**	5,152
*	Schwab Money Market Fund	Money Market Fund	**	42,489
	Cohen & Steers Realty Shares	Registered Investment Company	**	2,822,575
	Columbia Energy And Natural Reso Z	Registered Investment Company	**	3,756
	Fidelity Commonwealth Trust	Registered Investment Company	**	17,942
	First Eagle Fds Inchigh Yld Fd A	Registered Investment Company	**	31,723
	First Eagle Global Fund A	Registered Investment Company	**	52,895
	First Eagle Gold Fund Cl A	Registered Investment Company	**	979
	First Eagle Overseas Fund A	Registered Investment Company	**	28,906
	Galliard Retirement Income Fund Cl 60	Common/Collective Trust	**	3,528,903
	Hugoton Royalty Trust	Registered Investment Company	**	7,392
	Invesco Balanced Risk Alloc Fd Cl A	Registered Investment Company	**	41,493
	Ishares Msci Taiwan Indx	Registered Investment Company	**	1,021
	Ishares Tr Nasdaq Biotech Index Fd	Registered Investment Company	**	5,489
	Ivy High Income Fund Cl Y	Registered Investment Company	**	35,918
	Loomis Sayles Bond Fund CL R	Registered Investment Company	**	42,994
	Market Vectors Agribusiness ETF	Registered Investment Company	**	4,959
	Market Vectors Gold Miners ETF	Registered Investment Company	**	1,160
	Oakmark Equity & Income I	Registered Investment Company	**	284,582
	Payden Emerging Markets	Registered Investment Company	**	16,133
	Pimco All Assets All Authority Cl D	Registered Investment Company	**	53,633
	Pimco Income D	Registered Investment Company	**	54,847
	Pimco Investment Grade Corp Bd D	Registered Investment Company	**	52,148
	Pimco Small Capstock Plus Tr Cl D	Registered Investment Company	**	33,174
	Pimco Stockplus Total	Registered Investment Company	**	52,867
	Pimco Strategic Global Govt Fund	Registered Investment Company	**	5,334
	Powershares Exch Traded	Registered Investment Company	**	4,536
	Principal Global Diverse	Registered Investment Company	**	63,090
	Prologis Inc New	Registered Investment Company	**	1,655
	Proshares Short S&P 500	Registered Investment Company	**	1,531
	Proshares Ultrashrt ETF New	Registered Investment Company	**	1,015
	Prudential Jennison Health Sci A	Registered Investment Company	**	51,211
*	Schwab Global Real Estate	Registered Investment Company	**	10,313
*	Schwab S&P 500 Index Fund	Registered Investment Company	**	1,684,647
*	Schwab Small Cap Index Fund	Registered Investment Company	**	905,643
*	Schwab U.S. Div Equity ETF	Registered Investment Company	**	5,668
*	Schwab U.S. REIT ETF	Registered Investment Company	**	22,764
	Sound Shore Fund	Registered Investment Company	**	1,494,277
	SPDR S&P Dividend ETF	Registered Investment Company	**	17,590
	Sunamerica Focused	Registered Investment Company	**	40,126
	T Rowe Price Capital Appreciation Fd	Registered Investment Company	**	55,256
	Thornburg Intl Value Fund CL A	Registered Investment Company	**	2,373,602
	Thornburg Ltd Term Income Class A	Registered Investment Company	**	28,585
	Vanguard Div Appr Vipers	Registered Investment Company	**	18,119
	Vanguard Interm-Term Bond Index Inv	Registered Investment Company	**	21,026

TIN: 94-1272509, Plan 001

HARRIS FARMS SAVINGS AND INVESTMENT PLAN

Statement in support of Part IV 4(i) , Schedule H, Financial Information, Form 5500

Schedule of Assets Held for Investment Purposes At End of Year

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, borrower lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	Vanguard Primecap Fund	Registered Investment Company	**	9,386,177
	Vanguard S&P 500 ETF	Registered Investment Company	**	82,091
	Vanguard Total Bond Market ETF	Registered Investment Company	**	8,403
	Vanguard Wellington	Registered Investment Company	**	5,277,257
	Wells Fargo Advantage Gov't Money Market Fund	Registered Investment Company	**	2,003,174
	Zweig Fund Inc New	Registered Investment Company	**	11,371
	AFLAC	Common stock	**	4,250
	American Express Co	Common stock	**	4,024
	Amerisafe Inc	Common stock	**	5,722
	Amgen Incorporated	Common stock	**	17,742
	Apple Inc	Common stock	**	15,433
	Arch Coal Inc	Common stock	**	14,640
	B P Prudhoe Bay Rty Tr	Common stock	**	188
	Bank Of America Corp	Common stock	**	23,220
	Beacon Roofing Supply	Common stock	**	4,992
	Becton Dickinson & Co	Common stock	**	3,909
	Blast Applications Inc	Common stock	**	7,100
	Boswell J G Co	Common stock	**	817
	Carbon Sciences Inc New	Common stock	**	100
	Caterpillar Inc	Common stock	**	22,402
	Chesapeake Energy Corporation	Common stock	**	1,662
	Chevron Corporation	Common stock	**	27,879
	China Crescent Enterprises New	Common stock	**	2,100
	Citigroup Inc New	Common stock	**	4,475
	Cord Blood America Inc New	Common stock	**	25
	Costco Whsl Corp New	Common stock	**	4,936
	Deere & Co	Common stock	**	2,593
	Diageo PLC	Common stock	**	6,295
	Diana Shipping Inc	Common stock	**	8,760
	Dollar General Corp	Common stock	**	3,307
	Du Pont E I De Nemours&Co	Common stock	**	450
	eMax Holdings Corp	Common stock	**	308
	ETFS Physical Silver Shares	Common stock	**	901
	Everybodys Phone Com	Common stock	**	55
	Facebook Inc Class A	Common stock	**	11,313
	Fannie Mae	Common stock	**	510
	First Niagara Finl New	Common stock	**	15,860
	Flowserve Corporation	Common stock	**	4,404
	Ford Motor Company New	Common stock	**	27,210
	Freddie Mac Voting Shs	Common stock	**	526
	Frontier Communications Corp	Common stock	**	8,560
	General Electric Company	Common stock	**	2,388
	Gilead Sciences Inc	Common stock	**	7,345
	Global Green Solutions	Common stock	**	73
	Google Inc Class A	Common stock	**	707

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HARRIS FARMS SAVINGS AND INVESTMENT PLAN

Statement in support of Part IV 4(i) , Schedule H, Financial Information, Form 5500

Schedule of Assets Held for Investment Purposes At End of Year

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, borrower lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	Green Energy Live New	Common stock	**	5
	HCA Holdings Inc	Common stock	**	603
	Healthmed Svcs Ltd New	Common stock	**	1
	IC Punch Media Inc	Common stock	**	908
	Impax Laboratories Inc	Common stock	**	3,073
	Intel Corp	Common stock	**	30,683
	Keyon Communs Hldgs New	Common stock	**	14
	Kodiak Oil & Gas Corp	Common stock	**	23,010
	Lithium Exploration Gp	Common stock	**	3,906
	LKQ Corp	Common stock	**	4,220
	M W I Veterinary Supply	Common stock	**	12,100
	Manhattan Scientifics Inc	Common stock	**	5
	Metlife Inc	Common stock	**	3,294
	Microsoft Corp	Common stock	**	9,348
	Monsanto Co New Del	Common stock	**	2,839
	Montpelier RE Hldgs Ltd	Common stock	**	2,286
	Multicell Techs Inc New	Common stock	**	120
	National-Oilwell Inc	Common stock	**	3,417
	Nevada Geothermal Power Inc	Common stock	**	3,026
	Nevada Gold Holdings New	Common stock	**	1
	New Gold Inc	Common stock	**	1,103
	Newmarket Corporation	Common stock	**	5,244
	Newmarket Technology New	Common stock	**	3,460
	Numobile Inc New	Common stock	**	2,050
	Oncovista Innovative Therapies Inc	Common stock	**	130
	Paccar Inc	Common stock	**	23,312
	Pacific Ethanol Inc New	Common stock	**	1,807
	Peabody Energy Corp	Common stock	**	2,661
	Pengram Corp	Common stock	**	148
	Pepsico Inc	Common stock	**	6,843
	Perrigo Co	Common stock	**	4,161
	Petrosonic Energy In	Common stock	**	215
	Pfizer Incorporated	Common stock	**	27,587
	Potash Corp of Saskatachewan, Inc	Common stock	**	2,441
	Reinsurance Group of America Inc	Common stock	**	3,211
	Resmed Inc	Common stock	**	4,157
	Ross Stores Inc	Common stock	**	2,705
	Sanofi-Aventis 20Rtsf Exp 12/31/20	Common stock	**	384
	Schweitzer-Mauduit Intl Inc	Common stock	**	3,903
	Sensient Technologies Cp	Common stock	**	3,556
	Sothebys Hldgs Inc Cl A	Common stock	**	2,690
	Southern Co	Common stock	**	8,990
	Stepan Company	Common stock	**	5,887
	Sterling Financial New	Common stock	**	42
	Stratasys Ltd	Common stock	**	802

Form 5500, Schedule H Plan Year 01/01/12 to 12/31/12

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HARRIS FARMS SAVINGS AND INVESTMENT PLAN

Statement in support of Part IV 4(i) , Schedule H, Financial Information, Form 5500

Schedule of Assets Held for Investment Purposes At End of Year

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, borrower lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	Team Inc	Common stock	**	5,326
	Tractor Supply Co	Common stock	**	7,069
	Trulan Resources Inc	Common stock	**	1
	Tyson Foods Inc CL A	Common stock	**	46,191
	Unitedhealth Group Inc	Common stock	**	4,068
	US Bancorp Del New	Common stock	**	3,833
	Vanguard Specialized Fds	Common stock	**	13,266
	Waste Management Inc Del	Common stock	**	3,374
	Wells Fargo & Co New	Common stock	**	34,180
	Xerox Corp	Common stock	**	3,410
	Xoma Corp	Common stock	**	3,660
	3D Sys Corp	Common stock	**	1,600
	Participant Loans	Interest Rate Range: 5.25% through 10.250%	**	1,086,035

* Person known to be a party-in-interest
** Participant directed accounts