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

2015

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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
GOLDEN STATE FOODS 401(K) SAVINGS & RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 009

1c Effective date of plan 05/01/1994

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
GOLDEN STATE FOODS

18301 VON KARMAN AVENUE
SUITE 1100
IRVINE, CA 92612-1009

2b Employer Identification Number (EIN)
95-2670074

2c Plan Sponsor's telephone number
949-252-2000

2d Business code (see instructions)
311900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	08/22/2016	JOHN MURPHY
	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)

Preparer's telephone number

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**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**	1018
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	2617
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	2854
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	407
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	3261
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	4
f	Total. Add lines **6d** and **6e**.	**6f**	3265
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3088
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	287
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:
2A 2E 2G 2J 2K 2R 2S 2T 3D

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

9a Plan funding arrangement (check all that apply)

(1)	[ ]	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)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

Part III **Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2015 Form M-1 annual report. If the plan was not required to file the 2015 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

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.**	**2015** **This Form is Open to Public Inspection.**

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan	**B** Three-digit plan number (PN) ▶	
GOLDEN STATE FOODS 401(K) SAVINGS & RETIREMENT PLAN		009
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
GOLDEN STATE FOODS	95-2670074	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

CHARLES SCHWAB & CO. AND AFFILIATES

94-1737782

(b) Enter name and EIN or address of person who provided you disclosure 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)

SCHWAB RETIREMENT PLAN SERVICES INC

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?
15 50 64	NONE	63954	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CHARLES SCHWAB & CO., INC.

94-1737782

(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?
33 50 59 62 71	NONE	3699	Yes [X] No [ ]	Yes [X] No [ ]	3	Yes [X] No [ ]

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

CHARLES SCHWAB BANK

42-1558009

(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?
25 52 49 50 59 62	NONE	15	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
CHARLES SCHWAB & CO. INC. AND AFFIL	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT

(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

2015

This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan
GOLDEN STATE FOODS 401(K) SAVINGS & RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 009

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
GOLDEN STATE FOODS

D Employer Identification Number (EIN)
95-2670074

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: MORLEY STABLE VALUE FUND 50

b Name of sponsor of entity listed in (a): UNION BOND & TRUST 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)
93-6274329-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE STABLE VALUE CL B

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST 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)
52-1309931-001	C	18137390

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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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

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

2015

This Form is Open to Public Inspection

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan
GOLDEN STATE FOODS 401(K) SAVINGS & RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 009

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

D Employer Identification Number (EIN)
95-2670074

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	193	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	346531	304752
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	79793478	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	390127	955755
(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)	10798674	25319198
(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)	1655992	7062031
(9) Value of interest in common/collective trusts	1c(9)	9348543	18137390
(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)	75183605	127204777
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	1331564	2397654

		(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	178848707	181381557
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	178848707	181381557

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)	7231684	
(B) Participants	2a(1)(B)	8374542	
(C) Others (including rollovers)	2a(1)(C)	1049028	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		16655254
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	241381	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		241381
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	7806524	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		7806524
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	5834775	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	5432148	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		402627
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	5632045	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		5632045

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		277808
(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)		-10937181
c Other income	2c		-76106
d Total income. Add all **income** amounts in column (b) and enter total	2d		20002352
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	17413577	
(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)		17413577
f Corrective distributions (see instructions)	2f		1671
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	54254	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		54254
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		17469502
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2532850
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: BDO USA, LLP **(2)** EIN: 13-5381590

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	N/A	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	N/A	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			15000000
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	X			
o	Did the plan trust incur unrelated business taxable income?	4o				
p	Were in-service distributions made during the plan year?	4p				

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

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

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

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

2015

This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan
GOLDEN STATE FOODS 401(K) SAVINGS & RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 009

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

D Employer Identification Number (EIN)
95-2670074

Part I Distributions

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

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

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

EIN(s): 42-1558009

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):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A

22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____ (See instructions for tax law changes and codes).

22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter _____/_____/_____ and the letter's serial number _____.

22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter _____/_____/_____.

23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No

gsf

golden state foods

401(k) Savings and Retirement Plan

Financial Statements and
Supplemental Schedule

As of December 31, 2015 and 2014 and
for the Year Ended December 31, 2015

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

BDO

Golden State Foods Corp.
401(k) Savings and Retirement Plan

Financial Statements and Supplemental Schedule

As of December 31, 2015 and 2014 and for the Year Ended December 31, 2015

Golden State Foods Corp.
401(k) Savings and Retirement Plan

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Note: Schedules other than that listed above have been omitted because the information is otherwise disclosed elsewhere in the financial statements, not applicable or is not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.

BDO

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Costa Mesa, CA 92626

Independent Auditor's Report

Retirement Committee and Participants
Golden State Foods Corp.
401(k) Savings and Retirement Plan
Irvine, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Golden State Foods Corp. 401(k) Savings and Retirement Plan (the "Plan"), which comprise the statements of net assets available for plan benefits as of December 31, 2015 and 2014, the related statement of changes in net assets available for plan benefits for the year ended December 31, 2015, 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 audits 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, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by the Charles Schwab Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2015 and 2014, and for the year ended December 31, 2015, that the information provided to the Plan administrator by the trustee is complete and accurate.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

BDO

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 Matters

The supplemental schedule Form 5500 - Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2015 is required by the Department of Labor's ("DOL") 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 the Employee Retirement Income Security Act of 1974.

BDO USA, LLP

July 18, 2016

Financial Statements

Golden State Foods Corp.
401(k) Savings and Retirement Plan

Statements of Net Assets Available for Plan Benefits

December 31,	2015	2014
Assets:		
Cash	$ -	$ 193
Investments, at fair value	174,014,774	97,052,513
Receivables:		
Company contributions	304,752	346,531
Notes receivable from participants	7,062,031	1,655,992
Total receivables	7,366,783	2,002,523
Net assets reflecting investments at fair value	181,381,557	99,055,229
Adjustment from fair value to contract value for fully benefit-responsive investment contracts:		
(Common Collective Trusts - T. Rowe Stable Value Fund)	(15,197)	-
(Common Collective Trusts -Morley Stable Value Fund)	-	(86,881)
Receivable asset transfer from Golden State Foods Corp. Hourly 401(k) Savings and Retirement Plan, Golden State Foods Corp. Hourly Employees 401(k) Savings and Retirement Plan, and Golden State Foods Corp. Midwest 401(k) Savings and Retirement Plan (See Note 1)	-	79,793,478
Net assets available for plan benefits	$ 181,366,360	$ 178,761,826

See accompanying notes to financial statements.

Golden State Foods Corp.
401(k) Savings and Retirement Plan

Statement of Changes in Net Assets Available for Plan Benefits

For the year ended December 31,	2015
Additions to net assets attributed to:	
Net investment income:	
Interest and dividend income	$ 8,358,539
Net depreciation in fair value of investments	(5,181,138)
Total net investment income	3,177,401
Contributions:	
Company contributions	7,231,684
Participant contributions	8,374,542
Rollover contributions	1,049,028
Total contributions	16,655,254
Interest income on notes receivable from participants	241,381
Total additions to net assets	20,074,036
Deductions from net assets attributed to:	
Benefits paid to participants	(17,415,248)
Administrative expenses	(54,254)
Total deductions from net assets	(17,469,502)
Net increase	2,604,534
Net assets available for plan benefits, beginning of year	178,761,826
Net assets available for plan benefits, end of year	$ 181,366,360

See accompanying notes to financial statements.

1. Description of the Plan

The following description of the Golden State Foods Corp. 401(k) Savings and Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a complete description of the Plan's provisions.

General

Golden State Foods Corp. (the "Company" or the "Plan Sponsor") established the Plan on May 1, 1994. Effective October 1, 1996, the Plan was amended whereby assets from the Golden State Foods Corp. Salaried Employees' Retirement Plan were transferred to the Golden State Foods Corp. 401(k) Savings and Retirement Plan and the Plan name was changed to the Golden State Foods Corp. Salaried 401(k) Savings and Retirement Plan (the "Salaried Plan"). Also, at that time, a portion of the assets of the original Golden State Foods Corp. 401(k) Plan was transferred to the Salaried Plan. Effective January 1, 2014, the Plan name was changed to the Golden State Foods Corp. 401(k) Savings and Retirement Plan. Effective December 31, 2014, Golden State Foods Corp. Hourly 401(k) Savings and Retirement Plan (the "Hourly Plan"), Golden State Foods Corp. Hourly Employees' 401(k) Savings and Retirement Plan (the "Hourly Employees Plan"), and Golden State Foods Corp. Midwest 401(k) Savings and Retirement Plan (the "Midwest Plan") merged with the Golden State Foods Corp. 401(k) Savings and Retirement Plan. All balances under the Hourly Plan, Hourly Employees Plan, and Midwest Plan were combined with the balances under the Plan as of December 31, 2014. The Plan is a defined contribution plan and was established to provide compensation and deferred compensation benefits to eligible employees, as defined by the Plan. All employees of the Company are eligible to participate in the Plan on their date of hire, as defined in the Plan document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Plan Administration

The accounting records are maintained by the Charles Schwab Trust Company (the "Trustee"). Charles Schwab Retirement Plan Services, a related entity of the Trustee, is the Plan's recordkeeper. The Plan was amended by adopting the Charles Schwab Defined Contribution Plan and Trust prototype plan (the "Schwab Plan") effective April 1, 2010 to comply with the applicable provisions of the Pension Protection Act of 2006. Additional amendments have been made to clarify certain Plan provisions.

Overall responsibility for administering the Plan rests with the Plan's Retirement Committee, the members of which are appointed by the Board of Directors of the Company.

Eligibility

Upon their first date of employment, employees who receive either hourly wages or salaried wages from the Company are eligible to participate in the Plan for employee pre-tax contributions. The Plan allows for the automatic enrollment of all new employees to defer three percent of their compensation into the Plan, unless the employee elects a different percentage, including zero, under his/her salary reduction agreement. Upon completion of 12 months of employment, salaried employees become eligible for Company contributions and upon completion of 6 months of employment, hourly employees become eligible for Company contributions and employee after-tax contributions. Plan eligibility excludes non-resident aliens employees, leased

employees and employees that meet all of the following criteria: (1) employed at Lemont, Illinois or Whitewater, Wisconsin facilities; (2) hired by the Company on or before December 1, 2006; (3) classified as a process level 55 or 56 employee; and (4) have continuously met the previous three criteria since December 1, 2006.

Contributions

Under the Plan document, the Company and employees may contribute to the Plan. Participants may rollover amounts representing distributions from other qualified plans.

For salaried employees, Company contributions to the retirement component are based on five percent of each employee's salary subject to certain limitations, as defined by the Plan. For certain salaried employees, the Company matches 100 percent of participant's deferrals up to three percent of compensation, plus 50 percent of participant's deferrals in excess of three percent but not to exceed five percent of compensation, under a safe harbor matching provision.

For hourly union employees, Company contributions are based on hours worked at rates determined annually and approved by senior management of the Company or pursuant to a collective bargaining agreement. The Company generally matches 50 percent of participant deferrals up to the first four percent of participant's income, excluding catch-up contributions. For hourly non-union employees, Company contributions are based on hours worked at rates determined annually and approved by senior management of the Company. The Company contributions are discretionary and may be changed at anytime. All contributions are limited by Company policy, determined in part, by income tax regulations.

Participants may elect to contribute from zero to 50 percent of their pre-tax compensation to the 401(k) savings component of the Plan subject to limits in the Internal Revenue Code (the "Code"). Participants that are age 50 years or older may contribute catch-up contributions up to the maximum as defined in the Code. Participant after-tax contributions are not permitted for salaried employees.

Participant Accounts

Each participant's account is credited with the employee's contributions and rollovers, the Company's contributions, if any, forfeitures of terminated participants' nonvested accounts, plus actual earnings thereon and charged with administrative expenses as defined in the Plan document. At the end of each day, the net gain or loss resulting from investment activities is determined and allocated to each participant's account in the ratio which the balance of the participant's account, immediately preceding the valuation, bears to the sum of the balances for the accounts of all participants on that date. The benefit to which a participant is entitled is equal to the participant's vested account balance.

Vesting

Each participant's interest in Company contributions vests according to years of service. For salaried employees, Company contributions vest according to years of service, as defined under each respective plan document as follows: 10 percent each year in the first and second year and 20 percent each year thereafter or 20 percent each year beginning in year two through year six.

For hourly non-union employees, Company contributions vest at 20 percent each year beginning in year two through six. For hourly union employees, Company contributions vest at 10 percent each year in the first and second year and 20 percent each year thereafter. A participant's interest in Company contributions becomes fully vested and distributable upon completing six years of service, total disability, retirement or death, as defined in the Plan document. In the event of termination of employment for any other reason, the vested portion of the participant's interest is paid and the unvested portion is forfeited and allocated to the remaining participants who are actively employed on the last day of the Plan year, provided they are eligible to receive employer contributions.

Participant contributions, including actual earnings thereon, are fully vested and nonforfeitable.

Notes Receivable from Participants

A participant may borrow, subject to the Plan's guidelines, amounts limited to the lesser of $50,000 or 50 percent of the participant's vested interest in the Plan, with a minimum loan amount of $1,000. Loans are repayable through payroll deductions over periods ranging up to five years, unless the loan is for the purchase of a primary residence, then the repayment period is fifteen years. The interest rate is determined by the Plan administrator based on prevailing market conditions and is fixed over the life of the loan. Participants may only have two loans outstanding at any time. The loans bear interest at a rate ranging from 4.25 percent to 9.25 percent as of December 31, 2015. The loans are collateralized by participants' vested interest in their accounts. At December 31, 2015, loans mature through December 2030. Initial loan fees of $75 are deducted from participant accounts for each loan.

Retirement Benefits

Upon retirement, attainment of age 59½, death, disability, or termination of service, a participant may elect to receive a lump-sum distribution equal to his or her vested account balance. In addition, hardship distributions are permitted if certain criteria are met. There were no benefit requests received that were unpaid by the Plan as of December 31, 2015 and 2014. Such amounts are recorded by the Plan when paid.

Upon termination of service, participants with account balances not in excess of $1,000 will receive an automatic lump-sum payout. For participants with account balances in excess of $1,000, but not in excess of $5,000, participants may elect to (1) receive a lump-sum payout, or (2) rollover the account to another qualified plan or an Individual Retirement Account ("IRA"). If the participant does not make an election, the amount will be rolled over into an IRA selected by the Plan Sponsor on behalf of the participant. For participants with account balances in excess of $5,000, no distribution will occur until a withdrawal request form is completed. A participant may elect to leave his or her account balance in the Plan, receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, an annuity or rollover the account to another qualified plan or an IRA.

Forfeitures

In 2015 and 2014 forfeited nonvested amounts were held in the T. Rowe Price Stable Value Fund account and the Morley Stable Value Fund account, respectively. In 2014 forfeitures were allocated to participants who were active employees on the last day of the Plan year, provided they are eligible for Company contributions. The Plan states that the amounts shall be allocated in

the Plan year in which the forfeitures occur. However for 2014, all forfeitures were allocated during the first quarter of 2015.

In 2015, the Company elected to use forfeiture monies from the 2015 Plan year and going forward to offset future employer contributions on a go-forward basis. The accumulated forfeitures as of December 31, 2015 and 2014 were $716,566 and $150,907, respectively, and were included in the total investments balance reflected in the Statements of Net Assets Available for Plan Benefits.

Plan Termination

Although the Company expects to continue the Plan, the Board of Directors of the Company may amend or terminate the Plan at any time. If the Plan is terminated, or if there is a complete discontinuance of contributions, rights of all participants to their interests in the trust would be fully vested and nonforfeitable upon either event taking place.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Common Collective Trust Holding Fully Benefit-Responsive Investment Contracts

Investment contracts held by a defined-contribution plan are required to be reported at fair value. This applies even when the contracts are not held directly by the Plan but are underlying assets in the common collective trust held by the Plan. However, contract value is the relevant measurement attribute for that portion of the net assets available for plan benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

The Plan invests in investment contracts through a common collective trust. The Statements of Net Assets Available for Plan Benefits for 2015 and 2014 present the fair value of the investment in the T. Rowe Price Stable Value Fund and Morley Stable Value Fund, respectively, as well as the related adjustment of the investment in the common collective trust from the fair value to contract value relating to the investment contracts. The Statement of Changes in Net Assets Available for Plan Benefits is presented on a contract value basis.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the T. Rowe Price Stable Value Fund and Morley Stable Value Fund as of December 31, 2015 and 2014 was $18,137,390 and $9,348,543, respectively. The yield earned by each stable value fund was 1.99% and 1.46% at December 31, 2015 and 2014, respectively. The yield earned by each stable value fund with an adjustment to reflect actual interest rates credited to participants was 2.13% and 1.41% at December 31, 2015 and 2014, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 0%. Such interest rates are reviewed on a quarterly basis for resetting.

The Trustee of the Plan certified the contract value of each of the stable value funds as of December 31, 2015 and 2014 (see Note 5). The fair value has been estimated by management in

the absence of readily determinable fair values. Management's estimates are based on audited financial information of each of the stable value funds as provided by the Trustee.

Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants (an exit price) at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales of investments are recorded on the trade dates. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The Plan's Trustee certified the contract value of the T. Rowe Price Stable Value Fund as of December 31, 2015 and the Morley Stable Value Fund as of December 31, 2014 (see Note 5). The fair value has been estimated by management in the absence of readily determinable fair values. Management's estimates for 2015 and 2014 are based on audited and other financial information of the T. Rowe Price Stable Value Fund and Morley Stable Value Fund, respectively, as provided by the Trustee. Auditing procedures were performed on the adjustment from fair value to contract value for each fund in the amount of $(15,197) and $(86,881) as of December 31, 2015 and 2014, respectively.

Payment of Benefits

Benefit payments to participants are recorded when paid.

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, liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could materially differ from those estimates.

Investment Options

Upon enrollment in the Plan, a participant may direct employee and Company contributions, if any, in whole dollar increments among various investment options. Participants may change their investment options at any time throughout the year.

Risks and Uncertainties

The Plan provides for various investment options in any combination of stocks, mutual funds and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to the changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Plan Benefits and the Statement of Changes in Net Assets Available for Plan Benefits. The Pension Benefit Guaranty Corporation does not insure participant accounts.

The Plan invests in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. companies.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest.

Management determines the collectability of notes receivable from participants on a periodic basis. This determination is made based on the terms of the Plan document and the related Plan policies and procedures. If notes receivable from participants are deemed to be uncollectible, they are written off and included as benefits paid to participants in the financial statements and deemed distributions in the Form 5500 for financial reporting purposes in the year the determination is made.

Net Appreciation (Depreciation) in Fair Value of Investments

Realized and unrealized appreciation (depreciation) in the fair value of investments is based on the difference between the fair value of the investments at the beginning of the year, or at the time of purchase for investments purchased during the year, and the related fair value on the day investments are sold with respect to realized appreciation (depreciation), or on the last day of the year for unrealized appreciation (depreciation).

All realized and unrealized appreciation (depreciation) in the fair value of investments is shown in the accompanying Statement of Changes in Net Assets Available for Plan Benefits as net depreciation in fair value of investments.

Administrative Expenses

The Company pays certain Plan related expenses including Trustee's fees and other administrative expenses. There is no guarantee that the Company will continue to fund such expenses in the future. The Plan's participants absorb certain transaction specific expenses as permitted by the Plan. Such expenses aggregated $54,254 for the year ended December 31, 2015.

New Accounting Pronouncements

The Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share* (ÁSU "2015-07"), removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient. ASU 2015-07 is effective for fiscal years beginning after December 15, 2016. The amendments should be applied retrospectively to all periods presented. Early adoption is permitted. The Company is

currently evaluating the impact of the adoption of the updated standard and does not expect it to have a significant effect on the financial statements when adopted.

The FASB ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), and Health and Welfare Benefit Plans (Topic 965) - I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures; and III. Measurement Date Practical Expedient*, (i) requires fully benefit-responsive investment contracts to be measured, presented, and disclosed only at contract value, not fair value; (ii) simplify the investment disclosure requirements; and (iii) provide a measurement date practical expedient for employee benefit plans. ASU 2015-12 is effective for fiscal years beginning after December 15, 2015. Retrospective application is required for Items I - II, however, only prospective application is allowed for Item III. Early adoption is permitted. The Company is currently evaluating the impact of this adoption of the updated standard and does not expect it to have a significant effect on the financial statements when adopted.

3. Fair Value Measurements

FASB Accounting Standards Codification ("ASC") 820, *Fair Value Measurements* ("ASC 820") provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820, 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 observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

The asset or liability'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.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2015 and 2014.

Investments in common stocks are valued based on quoted market prices at year-end. The shares in mutual funds, and unit investment trusts are valued at quoted market prices which represent the net asset value of units held by the Plan at year end. The shares of the common collective trusts (T. Rowe Price Stable Value Fund and Morley Stable Value Fund) are valued at contract value and then adjusted to estimated fair value based on the fair value of the underlying investments at year-end, as described above. Contract value is calculated as the sum of participant and Company contributions, plus accrued interest thereon, less withdrawals and administrative expenses. Cash and cash equivalents are stated at cost, which approximates fair value. Individually directed accounts, which are comprised of mutual funds, common stock, unit investment trusts, and cash and cash equivalents, are valued at fair value and are determined based on the quoted market price of the underlying investments on the last business day of the Plan year.

The preceding methods described may provide 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 reporting date.

At December 31, 2015 and 2014, the Plan had no unfunded commitments related to the common collective trust. The redemption of the common collective trust is subject to the preference of individual Plan participants and contains no restrictions on the timing of redemption, however, participant redemption may be subject to certain redemption fees.

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The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2015 and 2014:

	Investments at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Cash Equivalents	$ 955,755	$ -	$ -	$ 955,755
Mutual Funds:				
Bond Funds *(1)*	26,249,246	-	-	26,249,246
Value Funds *(2)*	17,575,796	-	-	17,575,796
Blended Funds *(3)*	37,482,545	-	-	37,482,545
Growth Funds *(4)*	32,308,577	-	-	32,308,577
International Funds *(5)*	13,588,612	-	-	13,588,612
Total Mutual Funds	127,204,776	-	-	127,204,776
Common Collective Trust - T. Rowe Price Stable Value Fund *(6)*	-	18,137,390	-	18,137,390
McDonald's Common Stock Fund	25,319,198	-	-	25,319,198
Individually Directed Accounts *(7)*:				
Cash and Cash Equivalents	724,506	-	-	724,506
Common Stocks	820,163	-	-	820,163
Mutual Funds	369,028	-	-	369,028
Unit Investment Trusts	481,584	-	-	481,584
Others	2,374	-	-	2,374
Total Individually Directed Accounts	2,397,655	-	-	2,397,655
Total investments at fair value	$ 155,877,384	$ 18,137,390	$ -	$ 174,014,774

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Notes to Financial Statements

	Investments at Fair Value as of December 31, 2014			
	Level 1	Level 2	Level 3	Total
Cash Equivalents	$ 390,127	$ -	$ -	$ 390,127
Mutual Funds:				
Bond Funds *(1)*	13,303,063	-	-	13,303,063
Value Funds *(2)*	12,894,003	-	-	12,894,003
Blended Funds *(3)*	23,355,096	-	-	23,355,096
Growth Funds *(4)*	17,726,217	-	-	17,726,217
International Funds *(5)*	7,905,226	-	-	7,905,226
Total Mutual Funds	75,183,605	-	-	75,183,605
Common Collective Trust - Morley Stable Value Fund *(6)*	-	9,348,543	-	9,348,543
McDonald's Common Stock Fund	10,798,674	-	-	10,798,674
Individually Directed Accounts *(7)*:				
Cash and Cash Equivalents	369,757	-	-	369,757
Common Stocks	402,445	-	-	402,445
Mutual Funds	350,846	-	-	350,846
Unit Investment Trusts	189,043			189,043
Others	19,473	-	-	19,473
Total Individually Directed Accounts	1,331,564	-	-	1,331,564
Total investments at fair value	$ 87,703,970	$ 9,348,543	$ -	$ 97,052,513

(1) The Bond Funds seek maximum total return, investing in a diversified portfolio of Fixed-income instruments.

(2) The Value Funds seek long term capital appreciation, investing at least 80% of its assets in equity securities and also in fixed income securities.

(3) The Blended Funds seek long term growth of capital and income, investing in common stock, up to 15% of which can be domiciled outside of the U.S.

(4) The Growth Funds seek capital growth by investing in common stocks of companies that appear to offer superior opportunities for growth of capital.

(5) The International Funds normally invest at least 80% of their assets in securities of issuers outside of the U.S. that the investment advisor believes have the potential for growth.

(6) The Common Collective Trusts seek maximum current income while maintaining stability of principal.

(7) The categorization of investments for the individually directed accounts is classified on the basis of the nature and risk of the respective investment.

4. Investments

The fair value of individual investments that represents 5 percent or more of the Plan's net assets are as follows:

December 31,	2015	2014
Investments at fair value, as determined by quoted market prices:		
Cash equivalents	**$ 955,755***	$ 390,127*
Mutual funds:		
PIMCO Total Return	**-**	12,229,103
Metropolitan West Total Return Bond Fund	**16,071,233**	-
Growth Fund of America	**17,951,547**	8,977,038
Royce Opportunity Fund	**10,163,519**	8,002,929*
Vanguard Institutional Index Fund	**12,275,719**	9,084,790
T. Rowe Price Equity Income Fund	**13,081,443**	5,769,548*
Others (less than 5 percent individually)	**57,661,315**	17,401,166
Common stock:		
McDonald's Common Stock Fund	**25,319,198**	10,798,674
Other:		
Individually Directed Accounts	**2,397,655***	1,331,564*
	155,877,384	87,703,970
Investments at estimated fair value:		
Common collective trust:		
T. Rowe Price Stable Value Fund	**18,137,390**	-
Morley Stable Value Fund	**-**	9,348,543
Total investments	**$ 174,014,774**	$ 97,052,513

* *Less than 5 percent of the Plan's net assets.*

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

For the year ended December 31,	2015
Net appreciation (depreciation) in fair value of investments:	
Investments at fair value, as determined by quoted market prices:	
Mutual funds	$ (11,233,526)
Common stock	6,034,672
Individually directed accounts	(7,342)
	(5,206,196)
Investment at estimated fair value:	
Common collective trust	25,058
Net depreciation in fair value of investments	$ (5,181,138)

5. Information Certified by the Trustee

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

- Notes receivable from participants of $7,062,031 and $1,655,992 as reflected on the Statements of Net Assets Available for Plan Benefits as of December 31, 2015 and 2014, respectively;
- Fair value of investments of $155,877,384 and $87,703,970, excluding the T. Rowe Price Stable Value Fund of $18,137,390 and the Morley Stable Value Fund of $9,348,543, respectively (see Note 2), as reflected in the Statements of Net Assets Available for Plan Benefits as of December 31, 2015 and 2014, respectively;
- Contract value of the T. Rowe Price Stable Value Fund of $18,122,193 and the Morley Stable Value Fund of $9,261,662 as of December 31, 2015 and 2014, respectively (see Note 2);
- Investment values and income (loss) in Notes 3 and 4 (excluding the fair values of the T. Rowe Price Stable Value Fund of $18,137,390 and the Morley Stable Value Fund of $9,348,543 (see Note 2)), respectively, as of December 31, 2015 and 2014 and for the year ended December 31, 2015; and
- Form 5500 - Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2015, excluding fair value of the T. Rowe Price Stable Value Fund of $18,137,390 (see Note 2).

The Trustee also certified the completeness and accuracy of the following:

For the year ended December 31,	2015
Interest and dividend income	$ 8,358,539
Net depreciation in fair value of investments	(5,181,138)
Interest income on notes receivable from participants	241,381

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

6. Tax Status

The Plan is based on the Charles Schwab Trust Company Prototype Non-standardized Profit Sharing Plan, which received an opinion letter dated June 19, 2014 stating that the Plan was designed in accordance with the applicable regulations of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. Although the Plan has been amended, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service ("IRS"). The Plan is subject to routine audits by taxing jurisdictions and were under audit for the 2011-2013 plan years until February 2015, with no issues reported and communicated from the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015 there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements.

7. Related Party Transactions

The Trustee and recordkeeper are a party-in-interest as defined by ERISA. Certain Plan assets were managed by the Trustee. The recordkeeper is paid transaction specific expenses. Such transactions qualify as party-in-interest transactions permitted by the Department of Labor's Rules and Regulations.

The Plan invests in money market funds, which are offered by a related company of the Trustee, Charles Schwab & Co., Inc., and therefore, these transactions qualify as party-in-interest transactions. Additionally, notes receivable from participants also qualify as party-in-interest transactions.

Certain administrative functions are performed by officers or employees of the Company or its subsidiaries. No such officer or employee receives compensation from the Plan for these services.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500 at December 31, 2015 and 2014.

December 31,	**2015**	2014
Net assets available for plan benefits per the financial statements	**$ 181,366,360**	$ 178,761,826
Add: Adjustment from contract value to fair value for fully benefit-responsive investment contract (Common Collective Trust - T. Rowe Price Stable Value Fund and Morley Stable Value Fund)	**15,197**	86,881
Net assets available for plan benefits per the Form 5500	**$ 181,381,557**	$ 178,848,707

The following is a reconciliation of the net increase in statement of changes in net assets available for plan benefits per the financial statements to the Form 5500:

For the year ended December 31,	2015
Net increase in net assets available for plan benefits per the financial statements	$ 2,604,534
Add: Adjustment from contract value to fair value for fully benefit-responsive investment contracts (Common Collective Trust - T. Rowe Price Stable Value Fund) as of December 31, 2015	15,197
Less: Adjustment from contract value to fair value for fully benefit responsive investment contracts (Common Collective Trust - Morley Stable Value Fund) as of December 31, 2014	(86,881)
Net income per the Form 5500	$ 2,532,850

9. Subsequent Events

Management has evaluated subsequent events through July 18, 2016, the date the financial statements were available to be issued, and has determined that there were no material events requiring recognition or disclosure, except as follows:

In April 2016 Plan management decided to remove the McDonald's Common Stock Fund as an investment choice from the core investment lineup effective July 2016. Plan participants will have the opportunity to make new investment elections effective July 2016. If a Plan participant takes no action by the effective date, future contributions will automatically be directed to an Asset Allocation model portfolio. Plan participants will also have the opportunity to transfer any McDonald's Common Stock assets to another fund. Any funds remaining at the end of September 2016 will automatically be liquidated and reinvested in an Asset Allocation model portfolio.

Supplemental Schedule

Golden State Foods Corp.
401(k) Savings and Retirement Plan

Supplemental Schedule

EIN: 95-2670074
Plan No.: 009

December 31, 2015

(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
*	Charles Schwab & Co., Inc.	Schwab US Treasury Money Fund		$ 955,755
	Capital Research and Management Company	American Investment Company of America (Large Cap Fund)		8,315,251
	The Vanguard Group, Inc.	Vanguard Index Extended Market Portfolio		3,810,131
	The Vanguard Group, Inc.	Vanguard Institutional Index Fund		12,275,719
	The Vanguard Group, Inc.	Vanguard Explorer Admiral Series		6,800,708
	The Vanguard Group, Inc.	Vanguard Total Bond Market Index Admiral Fund		2,575,379
	The Vanguard Group, Inc.	Vanguard Total International Stock Index Admiral Fund		1,826,601
	American Funds	Growth Fund of America		17,951,547
	Artisan	Mid Cap Fund		7,556,323
	Royce and Associates, Inc.	Royce Opportunity Fund (Small Cap Fund)		10,163,519
	Capital Research and Investment Company	EuroPacific Growth (International Stock)		8,175,113
	Goldman Sachs	Mid-Cap Value Instl. (Mid Cap Fund)		7,412,277
	T Rowe Price	T Rowe Price Stable Value (Stable Value Fund)		18,137,390
	T Rowe Price	T Rowe Price Equity Income Fund		13,081,443
	McDonald's Corporation	McDonald's Common Stock (Common Stock)		25,319,198
	Dodge & Cox	Dodge & Cox International Stock		3,586,900
	Dodge & Cox	Dodge & Cox Income		4,928,496
	Metropolitan West	Metropolitan West Total Return Bond		16,071,233
	Franklin Templeton Investments	Templeton Global (Bond Fund)		2,674,136
	Various	Individually Directed Accounts		2,397,655
		Total investments		174,014,774
*	Notes Receivable from Participants	Notes receivable from participants, bearing interest at rates ranging from 4.25 percent to 9.25 percent with maturities through December 2030		7,062,031
		Total		$ 181,076,805

** Party-in-interest for which a statutory exemption exists, as defined by ERISA.*
***Cost information has been omitted with respect to participant directed investments.*

Golden State Foods 401(k) Savings and Retirement Plan
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2015

EIN: 95-2670074
Plan Number: 009

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)		
Fund Family/Provider	**EIN**	**Formula**
American Funds	95-1411037	Rate of 0.26% of average daily balance of asset(s)
Artisan	39-1811840	Rate of 0.30% of average daily balance of asset(s)
Dodge & Cox	Not Available	Range of 0.06 - 0.07% of average daily balance of assets
Franklin Templeton Investments	94-3167260	Rate of 0.11% of average daily balance of asset(s)
Goldman Sachs	Not Available	Rate of 0.07% of average daily balance of asset(s)
Metropolitan West Funds	95-4597302	Rate of 0.26% of average daily balance of asset(s)
Royce	52-2343049	Rate of 0.15% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.11% of average daily balance of asset(s)
Received by Charles Schwab Bank (EIN#42-1558009)		
Fund Family/Provider	**EIN**	**Formula**
Schwab Funds	94-3106735	Rate of 0.07% of average daily balance of asset(s)
Received by Charles Schwab & Co., Inc. (EIN#94-1737782)		
Fund Family/Provider	**EIN**	**Formula**
Allianz Funds	06-1349805	Rate of 0.35% of average daily balance of asset(s)
American Century Investments	43-0821857	Rate of 0.35% of average daily balance of asset(s)
AMG Funds	06-1555943	Rate of 0.40% of average daily balance of asset(s)
Aston	20-4747475	Rate of 0.40% of average daily balance of asset(s)
Cambiar Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
FPA	04-3118452	Rate of 0.06% of average daily balance of asset(s)
Franklin Templeton Investments	94-3167260	Rate of 0.30% of average daily balance of asset(s)
Glenmede	Not Available	Rate of 0.40% of average daily balance of asset(s)
Hussman Funds	Not Available	Rate of 0.06% of average daily balance of asset(s)
Janus	43-1804048	Rate of 0.35% of average daily balance of asset(s)
Jensen	93-0978027	Rate of 0.40% of average daily balance of asset(s)
Matthews Asia Funds	94-3250972	Range of 0.33 - 0.40% of average daily balance of assets
Natixis Funds	04-3200027	Rate of 0.40% of average daily balance of asset(s)
Nuveen	36-3817266	Rate of 0.50% of average daily balance of asset(s)
PRIMECAP Odyssey Funds	95-3868081	Rate of 0.06% of average daily balance of asset(s)
ProFunds	52-2035197	Rate of 0.40% of average daily balance of asset(s)
Schwab Funds	94-3106735	Range of 0.02 - 0.25% of average daily balance of assets
T. Rowe Price	52-2264646	Rate of 0.04% of average daily balance of asset(s)
Tocqueville	13-3549887	Rate of 0.40% of average daily balance of asset(s)
U.S. Global Investors	74-1619375	Rate of 0.40% of average daily balance of asset(s)

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

NAME OF PLAN SPONSOR: Golden State Foods
NAME OF PLAN: Golden State Foods 401(k) Savings and Retirement Plan
EIN: 95-2670074
PLAN NUMBER: 009

(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
*	PARTICIPANT LOANS	Loans (3.25% - 9.25%)		7,062,031
*	SCHWAB TREASURY US MM	Money Market / Cash Equivalent		955,755
	MCDONALDS COMMON STOCK FUND	Common Stock		25,319,198
	T ROWE PRICE STABLE VALUE CL B	Common Collective Trust Fund		18,137,390
	PCRA	Self-Directed Brokerage Account		2,397,654
	AMERICAN FD INVMT CO AMER R4	Registered Investment Company		8,315,251
	ARTISAN MIDCAP FUND	Registered Investment Company		7,556,323
	DODGE & COX INCOME FUND	Registered Investment Company		4,928,497
	DODGE & COX INTL STOCK	Registered Investment Company		3,586,901
	EUROPACIFIC GROWTH R4	Registered Investment Company		8,175,113
	GOLDMAN SACHS MIDCAP VAL INSTL	Registered Investment Company		7,412,277
	GROWTH FUND OF AMERICA R4	Registered Investment Company		17,951,546
	METROPOLITAN WEST TOTAL RET BD	Registered Investment Company		16,071,233
	ROYCE OPPORTUNITY INV	Registered Investment Company		10,163,519
	T ROWE PRICE EQUITY INCOME	Registered Investment Company		13,081,443
	TEMPLETON GLOBAL BOND ADV	Registered Investment Company		2,674,136
	VANGUARD EXPLORER ADMIRAL SHRS	Registered Investment Company		6,800,708
	VANGUARD EXTENDED MKT INDX ADM	Registered Investment Company		3,810,131
	VANGUARD INSTITUTIONAL INDEX	Registered Investment Company		12,275,719
	VANGUARD TOT INTL STK IDX ADM	Registered Investment Company		1,826,601
	VANGUARD TTL BOND MKT IDX ADM	Registered Investment Company		2,575,379

* Party-in-interest