

Morgan Lewis

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February 2, 2016

**BY CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Top Hat Plan Exemption
Employee Benefits Security Administration
Room N-1513
U.S. Department of Labor
200 Constitution Avenue N.W.
Washington, D.C. 20210

CONFIDENTIAL 2/11/16 1:28

Re: *Alternative Method of Compliance with Reporting and Disclosure Requirements Pursuant to Section 2520.104-23 of the Department of Labor Regulations*

Dear Sir or Madam:

On behalf of Hollandia Produce Group, Inc., we are hereby submitting the following information with respect to its top-hat plan, pursuant to DOL Regulation Section 2520.104-23:

I. EMPLOYER NAME, ADDRESS AND TAXPAYER IDENTIFICATION NUMBER:

Hollandia Produce Group, Inc.
P.O. Box 1327
Carpinteria, CA 93014-1327
Taxpayer Identification Number: 47-5193359

II. STATEMENT AS TO PLAN:

Hollandia Produce Group, Inc. maintains, at the above address, the Hollandia Produce Group, Inc. Stock Appreciation Rights Plan ("Plan") for the benefit of a select group of management or highly compensated employees. The primary purpose of the Plan is to attract and retain qualified and competent employees upon whose efforts and judgment the company's success is largely dependent. The number of employees participating in the Plan is three (3).

III. ERISA COMPLIANCE:

The company is making this filing with respect to the Plan solely as a protective measure in the unlikely event that the Plan would be determined at some point to be an employee

Morgan, Lewis & Bockius LLP

1717 Main Street, Suite 3200
Dallas, TX 75201-7347
United States

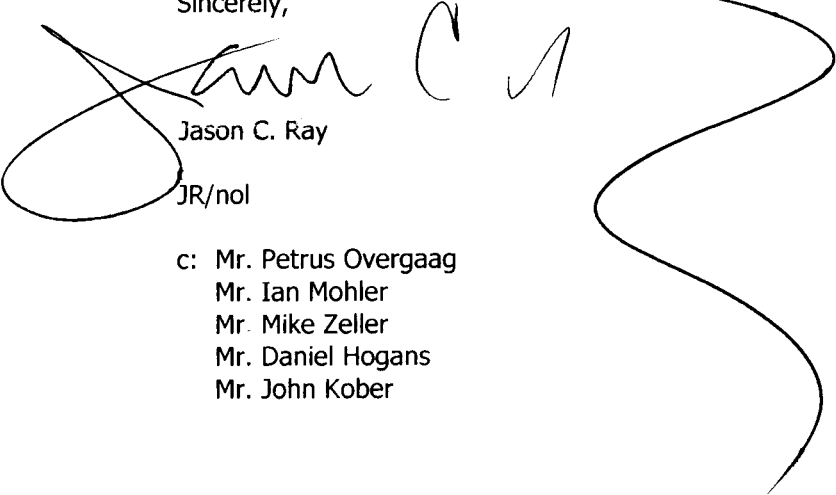
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benefit plan as defined in section 3(3) of ERISA. This form and this filing are not, and should not be construed as, an admission by the company that the Plan is an employee benefit plan subject to ERISA for any purpose.

IV. COPY OF AGREEMENTS:

A copy of the Plan will be provided to the Department of Labor upon request.

Sincerely,



Jason C. Ray

JR/nol

c: Mr. Petrus Overgaag
Mr. Ian Mohler
Mr. Mike Zeller
Mr. Daniel Hogans
Mr. John Kober

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