Yeates William Lee
Form 3/A
May 23, 2012

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Yeates William Lee
(Last) (First) (Middle)

10901 W TOLLER DRIVE,Â SUITE 300
(Street)

LITTLETON,Â COÂ 80127
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
05/23/2012

3. Issuer Name **and** Ticker or Trading Symbol
GOLDEN STAR RESOURCES LTD [GSS]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)
10/05/2011

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	10,000	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yeates William Lee 10901 W TOLLER DRIVE SUITE 300 LITTLETON,Â COÂ 80127	Â X	Â	Â	Â

Signatures

William L. Yeates	05/23/2012
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. t-family:Times New Roman" SIZE="2">

Proceeds from sales of property and equipment

111,560 1,434,109

Capital expenditures

(63,023,224) (65,274,290)

Net Cash Used by Investing Activities

(152,648,129) (51,840,181)

Cash Flows from Financing Activities:

Proceeds from short-term borrowings

172,829,090

Payments on short-term borrowings

(172,829,090)

Proceeds from other long-term borrowings

99,740,000

Principal payments on long-term borrowings

(60,139,539) (23,737,858)

Common stock repurchases

(543,460) (593,200)

Dividends paid

(11,583,882) (11,605,452)

Net Cash Provided (Used) by Financing Activities

	27,473,119	(35,936,510)
Net Decrease in Cash and Cash Equivalents	**(50,994,802)**	(9,361,620)
Cash and cash equivalents at beginning of year	**57,854,587**	59,535,848
Cash and Cash Equivalents at End of Period	**$6,859,785**	$50,174,228

See notes to unaudited interim financial statements.

7

Explanation of Responses:

INGLES MARKETS, INCORPORATED AND SUBSIDIARIES

NOTES TO UNAUDITED INTERIM FINANCIAL STATEMENTS

Nine Months Ended June 25, 2011 and June 26, 2010

A. BASIS OF PREPARATION

In the opinion of management, the accompanying unaudited interim financial statements contain all adjustments necessary to present fairly the financial position of Ingles Markets, Incorporated and Subsidiaries (the Company) as of June 25, 2011, the results of operations for the three-month and nine-month periods ended June 25, 2011 and June 26, 2010, and the changes in stockholders equity and cash flows for the nine-month periods ended June 25, 2011 and June 26, 2010. The adjustments made are of a normal recurring nature. Certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission for Form 10-Q. It is suggested that these unaudited interim financial statements be read in conjunction with the audited financial statements and the notes thereto included in the Annual Report on Form 10-K for the year ended September 25, 2010 filed by the Company under the Securities Exchange Act of 1934 on November 30, 2010.

The results of operations for the three-month and nine-month periods ended June 25, 2011 are not necessarily indicative of the results to be expected for the full fiscal year.

Certain amounts in the Condensed Consolidated Statements of Cash Flows for the nine months ended June 26, 2010 have been reclassified to conform to the current-year presentation of certificates of deposit.

B. RESTATEMENT OF PRIOR FINANCIAL STATEMENTS

While researching alternative methods to calculate retained claim liability for our self-insured workers compensation insurance program, we discovered errors in the application of actuarial methods used to estimate the obligation for future payments resulting from claims due to past events. These errors primarily related to the Company s selection of loss development factors and the application of such factors to the population of claims. The impact of these prior period misstatements to our consolidated financial statements resulted in the understatement of workers compensation expense with a corresponding understatement of workers compensation self insurance liabilities over multiple fiscal years through September 25, 2010.

In accordance with applicable accounting guidance, an adjustment to the financial statements for each individual prior period presented is required to reflect the correction of the period-specific effects of the change, if material. Based on our evaluation of relevant quantitative and qualitative factors, we determined the identified corrections are immaterial to the Company s individual prior period consolidated financial statements, however, the cumulative correction of the prior period errors would be material to our current year Condensed Consolidated Statements of Income. Consequently, we have restated the accompanying Condensed Consolidated Balance Sheet as of September 25, 2010 and the opening September 25, 2010 and September 26, 2009 balances presented in our Condensed Consolidated Statement of Changes in Stockholders Equity as of June 25, 2011, appearing herein, from amounts previously reported to correct the prior period adjustments by the understatement of workers compensation self insurance liabilities with a corresponding reduction to retained earnings.

The impact of these adjustments is not material to our 2010 and 2009 statement of cash flows as the impact to individual line items within operating activities is not material and there was no net impact to cash provided by operating activities, cash used in investing activities and cash used in financing activities. However, we will restate the 2010 and 2009 statement of cash flows as it appears in our 2011 Annual Report on Form 10-K to reflect changes to individual line items within operating activities.

We have also adjusted the Condensed Consolidated Statements of Income for the three and nine months ended June 26, 2010 by approximately $380,000 ($224,000 net of tax) and approximately $1.1 million ($672,000 net of tax), respectively, to reflect the additional workers compensation expense. We have also adjusted the Condensed Consolidated Statement of Cash Flows for the nine months ended June 26, 2010 to reflect changes to the individual line items within operating activities. The current year effect of the adjustment is not material to the condensed consolidated financial statements.

The tables below summarize the effect of the restatement of previously reported consolidated financial statements for the periods that will be presented in our 2011 Annual report on Form 10-K (in thousands, except per share data):

	As of September 25, 2010		
	As Previously Reported	Adjustment	As Restated
Consolidated Balance Sheet			
Deferred income taxes (current)	$ 6,070	$ 3,058	$ 9,128
Other current assets	16,545	3,058	19,603
Total assets	1,529,300	3,058	1,532,358
Self-insurance liabilities	14,523	7,817	22,340
Accrued expenses and current portion of other long-term liabilities	77,282	7,817	85,099
Retained earnings	295,023	(4,759)	290,264
Total stockholders equity	413,840	(4,759)	409,081
Total liabilities and stockholders equity	1,529,300	3,058	1,532,358

	Year Ended September 25, 2010			Year Ended September 26, 2009		
	As Previously Reported	Adjustment	As Restated	As Previously Reported	Adjustment	As Restated
Consolidated Statement of Income						
Operating and administrative expenses	$ 653,674	$ 1,518	$ 655,192	$ 632,410	$ 1,521	$ 633,931
Income from operations	110,965	(1,518)	109,447	113,223	(1,521)	111,702
Income before income taxes	50,335	(1,518)	48,817	46,234	(1,521)	44,713
Income tax expense (benefit):						
Deferred	5,745	(621)	5,124	16,803	(626)	16,177
Net income	31,739	(897)	30,842	28,828	(895)	27,933
Earnings per share:						
Class A Common Stock						
Basic	1.35	(0.03)	1.32	1.23	(0.04)	1.19
Diluted	1.30	(0.04)	1.26	1.18	(0.04)	1.14
Class B Common Stock						
Class A	1.23	(0.03)	1.20	1.12	(0.04)	1.08
Class B	1.23	(0.03)	1.20	1.12	(0.04)	1.08

C. NEW ACCOUNTING PRONOUNCEMENTS

There were no accounting standards adopted in the nine-month period ended June 25, 2011.

D. ALLOWANCE FOR DOUBTFUL ACCOUNTS

Receivables are presented net of an allowance for doubtful accounts of $454,000 and $596,000 at June 25, 2011 and September 25, 2010, respectively.

E. INCOME TAXES

The Company s continuing practice is to recognize interest and penalties related to uncertain tax positions and related matters in income tax expense. As of June 25, 2011, the Company had approximately $53,000 accrued for interest and penalties.

The Company s effective tax rate differs from the federal statutory rate primarily as a result of state income taxes and tax credits. As of June 25, 2011, the Company had gross unrecognized tax benefits of approximately $140,000, all of which, if recognized, would affect the effective tax rate. The Company does not expect that the total amounts of unrecognized tax benefits will significantly increase or decrease within the next twelve months.

The Company files income tax returns with federal and various state jurisdictions. With few exceptions, the Company is no longer subject to state income tax examinations by tax authorities for the years before 2005. Additionally, the Internal Revenue Service has completed its examination of the Company s U.S. Federal income tax returns filed through fiscal 2008. As of June 25, 2011 certain of the Company s tax returns for fiscal 2006-2009 are under examination by certain state tax authorities.

The Company had approximately $2.9 million and $6.0 million of refundable income taxes included in the caption Other current assets in the Condensed Consolidated Balance Sheets at June 25, 2011 and September 25, 2010, respectively.

F. ACCRUED EXPENSES AND CURRENT PORTION OF OTHER LONG-TERM LIABILITIES

Accrued expenses and current portion of other long-term liabilities consist of the following:

	June 25, 2011	September 25, 2010
Property, payroll and other taxes payable	**$ 13,742,788**	$ 15,829,531
Salaries, wages and bonuses payable	**22,468,824**	23,291,110
Self-insurance liabilities	**23,657,944**	22,340,050
Income taxes payable	**6,714,757**	
Interest	**7,036,131**	19,531,257
Other	**4,718,140**	4,106,817
	$ 78,338,584	$ 85,098,765

Self-insurance liabilities are established for workers compensation and employee group medical and dental benefits based on claims filed and estimates of claims incurred but not reported. The Company is insured for covered costs in excess of $750,000 per occurrence for workers compensation and $325,000 per covered person for medical care benefits for a policy year. Employee insurance expense, including workers compensation and medical care benefits, net of employee contributions, totaled $8.0 million and $5.2 million for each of the three-month periods ended June 25, 2011 and June 26, 2010, respectively. For the nine-month periods ended June 25, 2011 and June 26, 2010, employee insurance expense, net of employee contributions, totaled $24.9 million and $21.8 million, respectively.

G. LONG-TERM DEBT

In May 2009, the Company issued $575.0 million aggregate principal amount of senior notes due in 2017 (the Notes) in a private placement. The Notes bear an interest rate of 8.875% per annum and were issued at a discount to yield 9.5% per annum.

The Company may redeem all or a portion of the Notes at any time on or after May 15, 2014 at the following redemption prices (expressed as percentages of the principal amount), if redeemed during the 12-month period beginning May 15 of the years indicated below:

Year	
2013	104.438%
2014	102.219%
2015 and thereafter	100.000%

In connection with the offering of the Notes, the Company entered into a new three-year $175.0 million line of credit and terminated three other lines of credit. At June 25, 2011, the Company had $175.0 million of total commitments available under the line of credit, with no borrowings outstanding.

The line of credit provides the Company with various interest rate options generally at rates less than prime. The line allows the Company to issue up to $30.0 million in unused letters of credit, of which $8.7 million of unused letters of credit were issued at June 25, 2011. The Company is not required to maintain compensating balances in connection with the line of credit.

On December 29, 2010, the Company completed the funding of $99.7 million of Recovery Zone Facility Bonds (the Bonds) for: (A) acquisition, construction and equipping of an approximately 830,000 square foot new warehouse and distribution center and a new grocery store to be located in Buncombe County, North Carolina (the Project), and (B) the payment of certain expenses incurred in connection with the issuance of the Bonds. The final maturity date of the Bonds is January 1, 2036.

Bond proceeds were invested in a trust account with the Bond trustee. The Company receives disbursements from the account as it submits requisitions to the trustee for incurred Project costs. The account with the Bond trustee is listed in the line item Restricted investments on the Condensed Consolidated Balance Sheets and consists of money market deposits and United States Treasury securities which mature no later than September 2012. These investments are classified as available-for-sale and are stated at market value.

The Bonds were issued by the Buncombe County Industrial Facilities and Pollution Control Financing Authority and were purchased by certain financial institutions. Under a Continuing Covenant and Collateral Agency Agreement (the Covenant Agreement) between the financial institutions and the Company, the financial institutions will hold the Bonds until January 1, 2017, subject to certain events. Mandatory redemption of the Bonds by the Company in the annual amount of $4,530,000 begins on January 1, 2014. The Company may redeem the Bonds without penalty or premium at any time prior to January 1, 2017.

Interest earned by bondholders on the Bonds is exempt from Federal and North Carolina income taxation. Initially, the interest rate on the Bonds is equal to one month LIBOR (adjusted monthly) plus a credit spread, adjusted to reflect the income tax exemption.

The Company s obligation to repay the Bonds is collateralized by the Project. Additional collateral may be required in order to meet certain loan to value criteria in the Covenant Agreement. The Covenant Agreement incorporates substantially all financial covenants included in the line of credit.

Also on December 29, 2010, the Company executed an amendment to extend the maturity of the line of credit from May 12, 2012 to December 29, 2015. All other terms of the Line Agreement remain in place.

The Notes, the Bonds and the line of credit contain provisions that under certain circumstances would permit lending institutions to terminate or withdraw their respective extensions of credit to the Company. Included among the triggering factors permitting the termination or withdrawal of lines of credit to the Company are certain events of default, including both monetary and non-monetary defaults, the initiation of bankruptcy or insolvency proceedings, and the failure of the Company to meet certain financial covenants designated in its respective loan documents. The Company was in compliance with all financial covenants related to these lines of credit at June 25, 2011.

The Company s long-term debt agreements generally have cross-default provisions which could result in the acceleration of payments due under the Company s lines of credit and Notes indenture in the event of default under any one instrument.

H. DIVIDENDS

The Company paid cash dividends of $0.165 for each share of Class A Common Stock and $0.15 for each share of Class B Common Stock on April 21, 2011, January 20, 2011 and October 21, 2010 to stockholders of record on April 7, 2011, January 6, 2011 and October 7, 2010, respectively.

I. COMMON STOCK AND CALCULATION OF EARNINGS PER COMMON SHARE

The Company has two classes of common stock: Class A which is publicly traded, and Class B, which has no public market. The Class B Common Stock has restrictions on transfer; however, each share is convertible into one share of Class A Common Stock at any time. Each share of Class A Common Stock has one vote per share and each share of Class B Common Stock has ten votes per share. Each share of Class A Common Stock is entitled to receive cash dividends equal to 110% of any cash dividend paid on Class B Common Stock.

The Company calculates earnings per share for its Class A Common Stock and Class B Common Stock in accordance with FASB ASC Topic 260.

The two-class method of computing basic earnings per share for each period reflects the cash dividends paid per share for each class of stock, plus the amount of allocated undistributed earnings per share computed using the participation percentage which reflects the dividend rights of each class of stock. Diluted earnings per share is calculated assuming conversion of all shares of Class B Common Stock to shares of Class A Common Stock on a share-for-share basis. The tables below reconcile the numerators and denominators of basic and diluted earnings per share for current and prior periods.

	Three Months Ended June 25, 2011		**Nine Months Ended June 25, 2011**	
	Class A	**Class B**	**Class A**	**Class B**
Numerator: Allocated net income				
Net income allocated, basic	$ 7,015,699	$ 5,708,991	$ 15,480,872	$ 12,618,024
Conversion of Class B to Class A shares	5,708,991		12,618,024	
Net income allocated, diluted	$ 12,724,690	$ 5,708,991	$ 28,098,896	$ 12,618,024
Denominator: Weighted average shares outstanding				
Weighted average shares outstanding, basic	12,901,080	11,542,179	12,894,032	11,556,875
Conversion of Class B to Class A shares	11,542,179		11,556,875	
Weighted average shares outstanding, diluted	24,443,259	11,542,179	24,450,907	11,556,875
Earnings per share				
Basic	$ 0.54	$ 0.49	$ 1.20	$ 1.09
Diluted	$ 0.52	$ 0.49	$ 1.15	$ 1.09

10

The per share amounts for the third quarter of fiscal 2010 and the nine months ended June 26, 2010 are based on the following amounts:

	Three Months Ended June 26, 2010		**Nine Months Ended June 26, 2010**	
	Class A	**Class B**	**Class A**	**Class B**
Numerator: Allocated net income				
Net income allocated, basic	$ 6,298,765	$ 5,146,187	$ 12,430,408	$ 10,178,081
Conversion of Class B to Class A shares	5,146,187		10,178,081	
Net income allocated, diluted	$ 11,444,952	$ 5,146,187	$ 22,608,489	$ 10,178,081
Denominator: Weighted average shares outstanding				
Weighted average shares outstanding, basic	12,888,707	11,583,552	12,888,641	11,607,794
Conversion of Class B to Class A shares	11,583,552		11,607,794	
Weighted average shares outstanding, diluted	24,472,259	11,583,552	24,496,435	11,607,794
Earnings per share				
Basic	$ 0.49	$ 0.44	$ 0.97	$ 0.88
Diluted	$ 0.46	$ 0.44	$ 0.92	$ 0.88

J. LINES OF BUSINESS

The Company operates three lines of business: retail grocery sales, shopping center rentals, and a fluid dairy processing plant. All of the Company s operations are domestic. Information about the Company s operations by lines of business (in thousands) is as follows:

	Three Months Ended		**Nine Months Ended**	
	June 25, 2011	**June 26, 2010**	**June 25, 2011**	**June 26, 2010**
Revenues from unaffiliated customers:				
Grocery sales	**$ 876,724**	$ 826,969	**$ 2,558,155**	$ 2,448,692
Shopping center rentals	**2,330**	2,288	**6,901**	6,893
Fluid dairy	**34,255**	29,160	**95,948**	85,395
Total revenues from unaffiliated customers	**$ 913,309**	$ 858,417	**$ 2,661,004**	$ 2,540,980
Income from operations:				
Grocery sales	**$ 31,371**	$ 29,552	**$ 77,760**	$ 71,286
Shopping center rentals	**575**	458	**1,443**	1,127
Fluid dairy	**2,862**	2,623	**8,787**	8,620
Total income from operations	**$ 34,808**	$ 32,633	**$ 87,990**	$ 81,003

	June 25, 2011	**September 25, 2010**
Assets:		
Grocery sales	**$ 1,439,166**	$ 1,384,496
Shopping center rentals	**118,485**	119,097
Fluid dairy	**35,739**	30,857
Elimination of intercompany receivable	**(2,347)**	(2,092)

Total assets	**$ 1,591,043**	$ 1,532,358

11

Sales by product category (amounts in thousands) are as follows:

	Three Months Ended		Nine Months Ended	
	June 25, 2011	**June 26, 2010**	**June 25, 2011**	**June 26, 2010**
Grocery	**$ 342,703**	$ 332,347	**$ 1,047,414**	$ 1,025,527
Non-foods	**175,412**	175,491	**517,574**	511,361
Perishables	**212,057**	204,781	**615,630**	585,464
Gasoline	**146,552**	114,350	**377,537**	326,340
Total grocery segment	**$ 876,724**	$ 826,969	**$ 2,558,155**	$ 2,448,692

The grocery category includes grocery, dairy, and frozen foods.

The non-foods include alcoholic beverages, tobacco, pharmacy, health and video.

The perishables category includes meat, produce, deli and bakery.

Revenue from shopping center rentals is reported on the rental income, net line of the income statements. Grocery and fluid dairy revenues are included in the caption Net sales in the Condensed Consolidated Statements of Income.

For the three-month periods ended June 25, 2011 and June 26, 2010, respectively, the fluid dairy segment had $14.8 million and $13.4 million in sales to the grocery sales segment. The fluid dairy segment had $43.8 million and $41.7 million in sales to the grocery sales segment for the nine-month periods ended June 25, 2011 and June 26, 2010, respectively. These sales have been eliminated in consolidation and are excluded from the amounts in the table above.

K. FAIR VALUES OF FINANCIAL INSTRUMENTS

The carrying amounts for cash and cash equivalents, accounts receivable, and accounts payable approximate fair value due to the short-term maturity of these instruments. At June 25, 2011 and September 25, 2010, the fair value of the Company s debt was estimated at $906.1 million and $873.0 million, respectively, primarily using market yields and taking into consideration the underlying terms of the debt. Such fair value was more than the carrying value of debt at June 25, 2011 by $49.0 million and more than the carrying value of debt at September 25, 2010 by $55.5 million.

L. SUBSEQUENT EVENTS

We have evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through the day the financial statements were issued.

Item 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Ingles, a leading supermarket chain in the Southeast, operates 203 supermarkets in Georgia (74), North Carolina (69), South Carolina (36), Tennessee (21), Virginia (2) and Alabama (1). The Company locates its supermarkets primarily in suburban areas, small towns and rural communities. Ingles supermarkets offer customers a wide variety of nationally advertised food products, including grocery, meat and dairy products, produce, frozen foods and other perishables and non-food products, including health and beauty care products and general merchandise, as well as quality private label items. In addition, the Company focuses on selling high-growth, high-margin products to its customers through the development of book sections, media centers, floral departments, premium coffee kiosks, certified organic products, bakery departments and prepared foods including delicatessen sections. As of June 25, 2011, the Company operated 74 in-store pharmacies and 69 fuel centers.

Ingles also operates two other lines of business, fluid dairy processing and shopping center rentals. The fluid dairy processing segment sells approximately 31% of its products to the retail grocery segment and approximately 69% of its products to third parties. Real estate ownership (including the shopping center rental segment) is an important component of the Company s operations, providing both operational and economic

benefits.

Critical Accounting Policies

Critical accounting policies are those accounting policies that management believes are important to the portrayal of the Company s financial condition and results of operations, and require management s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. Estimates are based on historical experience and other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Management estimates, by their nature, involve judgments regarding future uncertainties, and actual results may therefore differ materially from these estimates.

Self-Insurance

The Company is self-insured for workers compensation and group medical and dental benefits. Risks and uncertainties are associated with self-insurance; however, the Company has limited its exposure by maintaining excess liability coverage of $750,000 per occurrence for workers compensation and $325,000 per covered person for medical care benefits for a policy year. Self-insurance liabilities are established based on claims filed and estimates of claims incurred but not reported. The estimates are based on data provided by the respective claims administrators. These estimates can fluctuate if historical trends are not predictive of the future. The majority of the Company s properties are self-insured for casualty losses and business interruption; however, liability coverage is maintained. At June 25, 2011 and September 25, 2010, the Company s self insurance reserves totaled $23.7 million and $22.3 million, respectively, for employee group insurance, workers compensation insurance and general liability insurance. These amounts have been adjusted as described in Note B to the Unaudited Interim Financial Statements.

Restricted Investments

Restricted investments consist of money market deposits and United States Treasury securities purchased with proceeds of the Recovery Zone Bonds issued in December 2010. These investments are held in a trust account, mature no later than September 2012, and may only be liquidated as the Company incurs approved costs to build the Project. These investments are classified as available-for-sale and are stated at market value.

Asset Impairments

The Company accounts for the impairment of long-lived assets in accordance with FASB ASC Topic 360. For assets to be held and used, the Company tests for impairment using undiscounted cash flows and calculates the amount of impairment using discounted cash flows. For assets held for sale, impairment is recognized based on the excess of remaining book value over expected recovery value. The recovery value is the fair value as determined by independent quotes or expected sales prices developed by internal associates. Estimates of future cash flows and expected sales prices are judgments based upon the Company s experience and knowledge of local operations and cash flows that are projected for several years into the future. These estimates can fluctuate significantly due to changes in real estate market conditions, the economic environment, capital spending decisions and inflation. The Company monitors the carrying value of long-lived assets for potential impairment each quarter based on whether any indicators of impairment have occurred.

Closed Store Accrual

For closed properties under long-term lease agreements, a liability is recognized and expensed based on the difference between the present value of any remaining liability under the lease and the present value of the estimated market rate at which the Company expects to be able to sublease the properties, in accordance with FASB ASC Topic 420. The Company s estimates of market rates are based on its experience, knowledge and third-party advice or market data. If the real estate and leasing markets change, sublease recovery could vary significantly from the recoveries originally assumed, resulting in a material change in the Company s recorded liability. The closed store accrual is included in the line item Accrued expenses and current portion of other long-term liabilities on the Condensed Consolidated Balance Sheets.

Vendor Allowances

The Company receives funds for a variety of merchandising activities from the many vendors whose products the Company buys for resale in its stores. These incentives and allowances are primarily comprised of volume or purchase based incentives, advertising allowances, slotting fees, and promotional discounts. The purpose of these incentives and allowances is generally to help defray the costs incurred by the Company for stocking, advertising, promoting and selling the vendor s products. These allowances generally relate to short term arrangements with vendors, often relating to a period of a month or less, and are negotiated on a purchase-by-purchase or transaction-by-transaction basis. Whenever possible, vendor discounts and allowances that relate to buying and merchandising activities are recorded as a component of item cost in inventory and recognized in merchandise costs when the item is sold. Due to system constraints and the nature of certain allowances, it is sometimes not practicable to apply allowances to the item cost of inventory. In those instances, the allowances are applied as a reduction of merchandise costs using a rational and systematic methodology, which results in the recognition of these incentives when the inventory related to the vendor consideration received is sold. Vendor allowances applied as a reduction of merchandise costs totaled $25.7 million and $26.4 million for the fiscal quarters ended June 25, 2011 and June 26, 2010, respectively. For the nine-month periods ended June 25, 2011 and June 26, 2010, vendor allowances applied as a reduction of merchandise costs totaled $80.5 million and $79.3 million, respectively. Vendor advertising allowances that represent a reimbursement of specific identifiable incremental costs of advertising the vendor s specific products are recorded as a reduction to the related expense in the period in which the related expense is incurred. Vendor advertising allowances recorded as a reduction of advertising expense totaled $3.5 million for the fiscal quarter ended June 25, 2011 and $3.2 million for the fiscal quarter ended June 26, 2010. For the nine-month periods ended June 25, 2011 and June 26, 2010, vendor advertising allowances recorded as a reduction of advertising expense totaled $10.1 million and $10.0 million, respectively.

13

Explanation of Responses:

If vendor advertising allowances were substantially reduced or eliminated, the Company would likely consider other methods of advertising, as well as the volume and frequency of the Company s product advertising, which could increase or decrease the Company s expenditures.

Similarly, the Company is not able to assess the impact of vendor advertising allowances on creating additional revenue, as such allowances do not directly generate revenue for the Company s stores.

Uncertain Tax Positions

Despite the Company s belief that its tax positions are consistent with applicable tax laws, the Company believes that certain positions are likely to be challenged by taxing authorities. Settlement of any challenge can result in no change, a complete disallowance, or some partial adjustment reached through negotiations or litigation. Significant judgment is required in evaluating the Company s tax positions. The Company s positions are evaluated in light of changing facts and circumstances, such as the progress of its tax audits as well as evolving case law. Income tax expense includes the impact of provisions for and changes to uncertain tax positions as the Company considers appropriate. Unfavorable settlement of any particular position would require use of cash. Favorable resolution would be recognized as a reduction to income tax expense at the time of resolution.

Results of Operations

Ingles operates on a 52 or 53-week fiscal year ending on the last Saturday in September. There are 13 and 39 weeks of operations included in the unaudited Condensed Consolidated Statements of Income for the three and nine-month periods ended June 25, 2011 and June 26, 2010. Beginning with the fiscal quarter ended March 26, 2011 the Company changed its methodology for calculating comparable store sales to be more in line with peer grocery companies. Comparable store sales are now defined as sales by grocery stores in operation for five full fiscal quarters. Previously, comparable store sales were defined as sales by grocery stores in operation for the entire duration of the previous and current fiscal periods. Fiscal year 2010 comparable store sales have been restated to reflect this change in methodology. Sales from replacement stores, major remodels, minor remodels and the addition of fuel stations to existing stores are included in the comparable store sales calculation from the date thereof. A replacement store is a new store that is opened to replace an existing nearby store that is closed. A major remodel entails substantial remodeling of an existing store and may include additional retail square footage. A minor remodel includes repainting, remodeling and updating the lighting and equipment throughout an existing store. For the three and nine-month periods ended June 25, 2011 and June 26, 2010, comparable store sales include 201 and 198 stores, respectively.

The following table sets forth, for the periods indicated, selected financial information as a percentage of net sales. For information regarding the various segments of the business, see Note 5 Lines of Business to the Condensed Consolidated Financial Statements.

	Three Months Ended		**Nine Months Ended**	
	June 25, 2011	**June 26, 2010**	**June 25, 2011**	**June 26, 2010**
Net sales	**100.0%**	100.0%	**100.0%**	100.0%
Gross profit	**22.1%**	23.0%	**22.2%**	22.4%
Operating and administrative expenses	**18.7%**	19.3%	**19.1%**	19.3%
Rental income, net	**0.1%**	0.1 %	**0.1%**	%
Gain from sale or disposal of assets	**0.3%**	%	**0.1%**	%
Income from operations	**3.8%**	3.8%	**3.3%**	3.2%
Other income, net	**0.1%**	0.2%	**0.1%**	0.1%
Interest expense	**1.7%**	1.9%	**1.8%**	1.9%
Income taxes	**0.8%**	0.8%	**0.6%**	0.5%
Net income	**1.4%**	1.3%	**1.1%**	0.9%

Three Months Ended June 25, 2011 Compared to the Three Months Ended June 26, 2010

Net income for the third quarter of fiscal 2011 totaled $12.7 million, compared with net income of $11.4 million earned for the third quarter of fiscal 2010. Increases in total sales, comparable store sales, and gross profit and decreases in interest expense more than offset increases in operating expenses. A $2.8 million pretax gain on the disposal of a land parcel also contributed to the net income increase.

Net Sales. Net sales increased 6.4% to $911.0 million for the three months ended June 25, 2011 from $856.1 million for the three months ended June 26, 2010. Excluding gasoline, net sales increased 3.0%. Ingles operated 203 stores at June 25, 2011, compared to 202 stores at June 26, 2010. Retail square footage was approximately 11.0 million at June 25, 2011 and approximately 10.8 million at June 26, 2010.

14

Grocery segment comparable store sales grew $45.0 million, or 5.4% in the third quarter of fiscal 2011 compared to the third quarter of fiscal 2010. Excluding gasoline, comparable store sales increased 2.0%. Retail gasoline sales prices increased and the number of gallons sold decreased during the third quarter of fiscal 2011 compared with the third quarter of fiscal 2010. The number of customer transactions (excluding gasoline) increased 0.2%, and the average transaction size (excluding gasoline) increased by 2.1%. Comparable store sales growth excluding gasoline continues to be affected by price inflation and the effect of the economic recession on consumer spending.

Sales by product category (amounts in thousands) are as follows:

	Three Months Ended	
	June 25, 2011	**June 26, 2010**
Grocery	**$ 342,703**	$ 332,347
Non-foods	**175,412**	175,491
Perishables	**212,057**	204,781
Gasoline	**146,552**	114,350
Total grocery segment	**$ 876,724**	$ 826,969

The grocery category includes grocery, dairy, and frozen foods.

The non-foods include alcoholic beverages, tobacco, pharmacy, health and video.

The perishable category includes meat, produce, deli and bakery.

Changes in grocery segment sales for the quarter ended June 25, 2011 are summarized as follows (dollars in thousands):

Total grocery sales for the three months ended June 26, 2010	**$ 826,969**
Comparable store sales increase (including gasoline)	**44,962**
Impact of stores opened in fiscal 2010 and 2011	**4,795**
Other	**(2)**
Total grocery sales for the three months ended June 25, 2011	**$ 876,724**

Net sales to outside parties for the Company s milk processing subsidiary increased $5.1 million, or 17.5%, in the June 2011 quarter compared to the June 2010 quarter. The sales increase is attributable to an increase in raw milk costs, which are generally passed on to customers in the pricing of milk products. The volume of gallons sold decreased 1% across the comparative fiscal quarters.

Gross Profit. Gross profit for the three-month period ended June 25, 2011 increased $4.5 million, or 2.3%, to $201.3 million, or 22.1% of sales, compared to $196.9 million, or 23.0% of sales, for the three-month period ended June 26, 2010.

Grocery segment gross profit as a percentage of total sales was influenced by gasoline margins (which are typically much lower than margins earned on other grocery segment products), competitive factors and the effect of price inflation on certain of the Company s products. Excluding gasoline sales, grocery segment gross profit as a percentage of sales was relatively constant at 25.9% for the three months ended June 25, 2011 compared with 26.0% for the three months ended June 26, 2010.

Gross profit for the Company s milk processing subsidiary for the June 2011 quarter increased $0.4 million, or 8.0%, to $5.5 million, or 11.1% of sales, compared to $5.1 million, or 11.9% of sales for the June 2010 quarter. Raw milk prices were higher during the June 2011 quarter, which decreased gross profit as a percentage of sales, as relatively stable per-gallon milk profit margins were applied to the higher sales price.

In addition to the direct product cost, the cost of goods sold line item for the grocery segment includes inbound freight charges and the costs related to the Company s distribution network. Distribution network costs for the grocery segment totaled $12.8 million and $10.5 million for the quarters ended June 2011 and June 2010, respectively. The milk processing segment is a manufacturing process; therefore, the costs mentioned above as well as purchasing and receiving costs, production costs, inspection costs, warehousing costs, internal transfer costs, and other costs of

distribution incurred by the milk processing segment are included in the cost of goods sold line item, while these items are included in operating and administrative expenses in the grocery segment.

Operating and Administrative Expenses. Operating and administrative expenses increased $4.9 million, or 3.0%, to $169.8 million for the three months ended June 25, 2011, from $164.8 million for the three months ended June 26, 2010. As a percentage of sales, operating and administrative expenses were 18.7% for the three months ended June 25, 2011 compared to 19.3% for the three months ended June 26, 2010. Excluding gasoline sales and associated gasoline operating expenses (primarily payroll), operating expenses were 22.1% of sales for the third fiscal 2011 quarter compared to 22.0% for the third fiscal quarter of 2010.

A breakdown of the major increases (decreases) in operating and administrative expenses is as follows:

	Increase (Decrease) in millions	Increase (Decrease) as a % of sales
Insurance expenses	$ 2.5	0.17%
Salaries and wages	$ 1.6	0.18%
Depreciation and amortization	$ 1.0	0.11%
Bank charges	$ 1.0	0.11%
Legal and professional fees and expenses	$ (1.0)	(0.11)%

Insurance expense increased due to an increased number of employees and due to higher claims under the Company s self insurance programs. Changes in insurance expense also reflect the adjustments described in Note B to the Unaudited Interim Financial Statements.

Salaries and wages increased in dollars due to additional labor hours required for the increased sales volume.

Depreciation and amortization increased as a result of the Company s increased capital expenditures to improve its store base.

Bank charges increased as a result of increased interchange fees charged by processing companies and by an increase in the proportion of sales settled with debit and credit cards.

Legal and professional fees and expenses decreased due to elimination of significant litigation costs related to store properties, which were higher in fiscal 2010.

Rental Income, Net. Rental income, net totaled $0.6 million for the June 2011 quarter compared with $0.5 million for the June 2010 quarter. Following a period of increased vacancies attributed to the economic recession, the Company s tenant base has somewhat stabilized.

Gain from Sale or Disposal of Assets. Gain from Sale or Disposal of Assets totaled $2.7 million for the June 2011 quarter compared with $0.1 million for the June 2010 quarter. During the June 2011 quarter, the Company was granted $3.1 million in an eminent domain proceeding related to an owned land parcel and recognized a gain of approximately $2.8 million. There were no other significant sale or disposal transactions in the third quarter of either fiscal 2011 or 2010.

Other Income, Net. Other income, net totaled $0.9 million and $1.5 million for the three-month periods ended June 25, 2011 and June 26, 2010, respectively. While the Company received higher unit sales prices for waste paper and packaging, during the June 2011 fiscal quarter, other income decreased due to the timing of such sales during the comparative June 2011 and June 2010 fiscal quarters.

Interest Expense. Interest expense decreased $0.9 million for the three-month period ended June 25, 2011 to $15.3 million from $16.2 million for the three-month period ended June 26, 2010. Total debt at June 2011 was $857.1 million compared to $825.6 million at June 2010. Interest on the $99.7 million of Recovery Zone Facility Bonds issued in December 2010 is generally capitalized as part of the project cost during the facility construction period.

Income Taxes. Income tax expense as a percentage of pre-tax income increased to 37.7% in the June 2011 quarter compared to 36.4% in the June 2010 quarter. The increase is primarily attributable to higher state taxes and lower tax credits.

Net Income. Net income totaled $12.7 million, 1.4% of sales, for the three-month period ended June 25, 2011. Basic and diluted earnings per share for Class A Common Stock were $0.54 and $0.52, respectively, for the June 2011 quarter. Basic and diluted earnings per share for Class B Common Stock were each $0.49 for the June 2011 quarter. Net income totaled $11.4 million, 1.3% of sales, for the three-month period ended June 26, 2010. Basic and diluted earnings per share for Class A Common Stock were $0.49 and $0.46, respectively, for the June 2010 quarter. Basic and diluted earnings per share for Class B Common Stock were each $0.44 for the June 2010 quarter.

Nine Months Ended June 25, 2011 Compared to the Nine Months Ended June 26, 2010

Net income for the first nine months of fiscal 2011 totaled $28.1 million, compared with net income of $22.6 million earned for the first nine months of fiscal 2010. Increases in total sales, comparable store sales and gross profit and decreases in interest expense more than offset increases in operating expenses. A $2.8 million pretax gain on the disposal of a land parcel also contributed to the net income increase.

Net Sales. Net sales for the nine months ended June 25, 2011 increased 4.7% to $2.65 billion, compared to $2.53 billion for the nine months ended June 26, 2010. Excluding gasoline, net sales increased 3.1%. The average per gallon retail price of gasoline was approximately 23% higher comparing the nine months of fiscal 2011 with the previous year. Inflation also affected the retail price of many other of the Company s products.

16

Grocery segment comparable store sales excluding gasoline for the nine-month period grew $48.2 million, or 2.3%. The number of customer transactions (excluding gasoline) increased 0.5%, while the average transaction size (excluding gasoline) increased by approximately 2.1%. The Company believes this transaction data may reflect cost-conscious customers dining out less and changing purchasing habits towards lower priced items.

Sales by product category (amounts in thousands) are as follows:

	Nine Months Ended	
	June 25, 2011	**June 26, 2010**
Grocery	**$ 1,047,414**	$ 1,025,527
Non-foods	**517,574**	511,361
Perishables	**615,630**	585,464
Gasoline	**377,537**	326,340
Total grocery segment	**$ 2,558,155**	$ 2,448,692

The grocery category includes grocery, dairy, and frozen foods.

The non-foods include alcoholic beverages, tobacco, pharmacy, health and video.

The perishable category includes meat, produce, deli and bakery.

Changes in grocery segment sales for the nine months ended June 25, 2011 can be summarized as follows (dollars in thousands):

Total grocery sales for the nine months ended June 26, 2010	**$ 2,448,692**
Comparable store sales increase (including gasoline)	**95,749**
Impact of stores opened in fiscal 2010 and 2011	**13,713**
Other	**1**
Total grocery sales for the nine months ended June 25, 2011	**$ 2,558,155**

Net sales to outside parties for the Company s milk processing subsidiary increased $10.6 million, or 12.4%, in the June 2011 nine-month period compared to the June 2010 nine-month period. The total volume of gallons sold during the comparative nine-month periods has been somewhat stable, while raw milk costs have been comparatively higher during the nine months ended June 25, 2011.

The Company expects sales growth for the remainder of fiscal 2011 to approximate the rate of growth experienced in the first nine months of this fiscal year. Sales growth for the remainder of fiscal year 2011 will be influenced to some extent by market fluctuations in the per gallon price of gasoline and milk, changes in commodity prices and general economic conditions. The Company also expects that the maturation of new and expanded stores will contribute to sales growth.

Gross Profit. Gross profit for the nine months ended June 25, 2011 increased $21.4 million, or 3.8%, to $589.5 million compared to $568.0 million, for the nine months ended June 26, 2010. As a percentage of sales, gross profit totaled 22.2% for the nine months ended June 25, 2011 and 22.4% for the nine months ended June 26, 2010.

Grocery segment gross profit as a percentage of total sales (excluding gasoline) was 25.7% for the June 2011 nine-month period compared with 25.5% for the comparable fiscal 2010 period. The beneficial margin impact of modest inflation has been generally offset by competitive effects.

Gross profit for the Company s milk processing subsidiary for the June 2011 nine-month period increased $1.0 million, or 6.6%, to $16.6 million, or 11.9% of sales, compared to $15.5 million, or 12.2% of sales for the June 2010 nine-month period. Raw milk prices were higher during the June 2011 nine-month period, which decreased gross profit as a percentage of sales, as relatively stable per-gallon milk profit margins were applied to the higher sales price.

Operating and Administrative Expenses. Operating and administrative expenses increased $17.5 million, or 3.6%, to $505.6 million for the nine months ended June 25, 2011, from $488.0 million for the nine months ended June 26, 2010. As a percentage of sales, operating and administrative expenses were 19.1% for the June 2011 nine-month period compared with 19.3% for the same period last year. Excluding gasoline sales and associated gasoline operating expenses (primarily payroll), operating expenses were 22.1% of sales for the nine-month fiscal 2011 period compared to 22.0% for the same period of fiscal 2010.

A breakdown of the major increases in operating and administrative expenses is as follows:

	Increase in millions	Increase as a % of sales
Salaries and wages	$ 7.2	0.27%
Insurance expenses	$ 3.1	0.12%
Bank charges	$ 3.3	0.12%
Utilities and fuel	$ 2.2	0.08%
Depreciation and amortization	$ 2.6	0.10%

Salaries and wages increased in dollars due to additional labor hours required for the increased sales volume.

Insurance expense increased due to an increased number of employees and due to higher claims under the Company s self insurance programs. Changes in insurance expense also reflect the adjustments described in Note B to the Unaudited Interim Financial Statement.

Bank charges increased as a result of increased interchange fees charged by processing companies and by an increase in the proportion of sales settled with debit and credit cards.

Utilities and fuel expenses increased due to increases in market energy prices.

Depreciation and amortization increased as a result of the Company s increased capital expenditures to improve its store base.

Rental Income, Net. Rental income, net increased $0.3 million to $1.4 million in the June 2011 nine-month period from $1.1 million in the June 2010 comparable period. Following a period of increased vacancies attributed to the economic recession, the Company s tenant base has somewhat stabilized.

Other Income, Net. Other income, net totaled $3.1 million and $3.2 million for the nine-month periods ended June 25, 2011 and June 26, 2010, respectively. Other income consists primarily of sales of waste paper and packaging.

Gain (Loss) from Sale or Disposal of Assets. Gain from Sale or Disposal of Assets totaled $2.7 million for the June 2011 nine-month period compared with losses of $0.1 million for the June 2010 nine-month period. During the June 2011 period, the Company was granted $3.1 million in an eminent domain proceeding related to an owned land parcel and recognized a gain of approximately $2.8 million. There were no other significant sale or disposal transactions during the nine months ended June 25, 2011 or the nine months ended June 26, 2010.

Interest Expense. Interest expense decreased $2.0 million to $46.9 million for the nine months ended June 25, 2011 from $48.9 million for the nine months ended June 26, 2010. During the nine months ended June 25, 2011, principal debt reductions totaled $60.1 million.

Income Taxes. Income tax expense as a percentage of pre-tax income was 36.2% in the June 2011 nine-month period compared to 36.0% in the June 2010 nine-month period due to higher state taxes, somewhat offset by decreased deferred income taxes.

Net Income. Net income totaled $28.1 million, 1.1% of sales, for the nine-month period ended June 25, 2011. Basic and diluted earnings per share for Class A Common Stock were $1.20 and $1.15, respectively, for the June 2011 nine-month period. Basic and diluted earnings per share for Class B Common Stock were each $1.09 for the June 2011 nine-month period. Net income totaled $22.6 million, 0.9% of sales, for the nine-month period ended June 26, 2010. Basic and diluted earnings per share for Class A Common Stock were $0.97 and $0.92, respectively, for the June 2010 nine-month period. Basic and diluted earnings per share for Class B Common Stock were each $0.88 for the June 2010 nine-month period.

Liquidity and Capital Resources

Capital Expenditures

The Company believes that a key to its ability to continue to develop a loyal customer base is providing conveniently located, clean and modern stores which provide customers with good service and a broad selection of competitively priced products. As such, the Company has invested and will continue to invest significant amounts of capital toward the modernization of its store base. The Company s modernization program

includes the opening of new stores, the completion of major remodels and expansion of selected existing stores, the relocation of selected existing stores to larger, more convenient locations and the completion of minor remodeling of its remaining existing stores. The Company will also add fuel centers and other products complementary to grocery sales where market conditions and real estate considerations warrant.

Capital expenditures totaled $63.0 million for the nine-month period ended June 25, 2011, including the completion of one new store and five remodeled stores. Capital expenditures also included the costs of upgrading and replacing store equipment, technology investments, capital expenditures related to the Company s distribution operation and its milk processing plant, and expenditures for stores to open later in fiscal 2011 and in fiscal 2012. Capital expenditures totaled $65.3 million for the nine months ended June 26, 2010.

Ingles capital expenditure plans for all of fiscal 2011 include investments of approximately $100 to $120 million. The Company has begun construction of an adjacent addition to its current distribution center. The project, expected to be completed in fiscal 2012, will be funded with tax exempt Recovery Zone Facility Bonds that were issued on December 29, 2010 in the amount of $99.7 million. During fiscal 2011 the Company has emphasized interior improvements to a larger number of stores which do not result in increased square footage or new buildings. Fiscal 2011 capital expenditures will also include investments in new and replacement stores expected to open in fiscal 2012 as well as technology improvements, upgrading and replacing existing store equipment and warehouse and transportation equipment and improvements to the Company s milk processing plant.

The Company expects that its net annual capital expenditures will be in the range of approximately $110 to $180 million going forward in order to maintain a modern store base. Planned expenditures for any given future fiscal year will be influenced by the Company s financial performance, overall economic conditions and the availability of financing. The number of projects may also fluctuate due to the varying costs of the types of projects pursued and the availability of suitable financing. The Company makes decisions on the allocation of capital expenditure dollars based on many factors, including the competitive environment, other Company capital initiatives and its financial condition.

The Company does not generally enter into commitments for capital expenditures other than on a store-by-store basis at the time it begins construction on a new store or begins a major or minor remodeling project. Construction commitments at June 25, 2011 totaled $10.6 million.

Liquidity

The Company generated net cash from operations of $74.2 million in the June 2011 nine-month period compared to $78.4 million for the comparable 2010 period. Most of the decrease is attributable to inflation-influenced inventory growth, offset by increased net income.

Cash used by investing activities for the nine-month period ended June 25, 2011 totaled $157.6 million, comprised primarily of $63.0 million of capital expenditures during the period and the $95.7 million of short-term investment of Recovery Zone bond proceeds.

Cash provided by financing activities during the nine-month period ended June 25, 2011 totaled $27.5 million. The Recovery Zone bonds issued in December 2010 provided $99.7 million, offset by principal payments on long-term debt of $60.1 million and dividend payments of $11.6 million. The Company also used cash of $0.5 million to repurchase 29,000 shares of Class B Common Stock from the Company s Investment/Profit Sharing Plan (the Plan). The Plan used the proceeds to fund retirement distributions. The shares were repurchased by the Company under a program announced in March 2010 that would allow the Company to repurchase up to one million shares of either Class A or Class B Common Stock. As of June 25, 2011 a total of 69,000 Class B shares have been purchased under the plan.

In May 2009, the Company issued $575.0 million aggregate principal amount of senior notes due in 2017 (the Notes) in a private placement. The Notes bear an interest rate of 8.875% per annum and were issued at a discount to yield 9.5% per annum. In connection with the offering of the Notes, the Company entered into a new three-year $175.0 million line of credit and terminated three other lines of credit. On December 29, 2010 the maturity date of the $175.0 million line of credit was extended to December 29, 2015. There were no borrowings outstanding under the lines of credit at June 25, 2011.

The line provides the Company with various interest rate options generally at rates less than prime. The line allows the Company to issue up to $30.0 million in unused letters of credit, of which $8.7 million of unused letters of credit were issued at June 25, 2011. The Company is not required to maintain compensating balances in connection with the line of credit.

The Notes and the lines of credit contain provisions that under certain circumstances would permit lending institutions to terminate or withdraw their respective extensions of credit to the Company. Included among the triggering factors permitting the termination or withdrawal of the line of credit to the Company are certain events of default, including both monetary and non-monetary defaults, the initiation of bankruptcy or insolvency proceedings, and the failure of the Company to meet certain financial covenants designated in its respective loan documents. The Company was in compliance with all financial covenants related to the line of credit at June 25, 2011.

The Company s long-term debt and lines of credit agreements contain various restrictive covenants requiring, among other things, certain levels of net worth and maintenance of certain financial ratios. These covenants have the effect of restricting certain types of transactions, including additional borrowings and the payment of cash dividends in excess of current quarterly per share amounts. As of June 25, 2011, the Company was in compliance with these covenants by a significant margin. Under the most restrictive of these covenants, the Company would be able to incur approximately $452 million of additional borrowings (including borrowings under the committed lines of credit) at June 25, 2011.

The Company s long-term debt agreements generally have cross-default provisions which could result in the acceleration of payments due under the Company s lines of credit and the Notes in the event of default under any one instrument.

The Company s principal sources of liquidity are expected to be cash flow from operations, borrowings under its lines of credit and long-term financing. As of June 25, 2011, the Company had unencumbered real property and equipment with a net book value of approximately $779 million. The Company believes, based on its current results of operations and financial condition, that its financial resources, including existing bank lines of credit, short- and long-term financing expected to be available to it and internally generated funds, will be sufficient to meet planned capital expenditures and working capital requirements for the foreseeable future, including any debt service requirements of additional borrowings. However, there is no assurance that any such sources of financing will be available to the Company when needed on acceptable terms, or at all.

It is possible that, in the future, the Company s results of operations and financial condition will be different from that described in this report based on a number of intangible factors. These factors may include, among others, increased competition, changing regional and national economic conditions, adverse climatic conditions affecting food production and delivery, and changing demographics, as well as the additional factors discussed below under Forward Looking Statements. It is also possible, for such reasons, that the results of operations from the new, expanded, remodeled and/or replacement stores will not meet or exceed the results of operations from existing stores that are described in this report.

Contractual Obligations and Commercial Commitments

Subsequent to June 25, 2011, the Company executed a construction contract for the adjacent addition to its current distribution center. The project, expected to be completed in fiscal 2012, will be funded with tax exempt Recovery Zone Facility Bonds that were issued on December 29, 2010 in the amount of $99.7 million. Otherwise, there have been no material changes in contractual obligations and commercial commitments subsequent to September 25, 2010.

Off Balance Sheet Arrangements

The Company is not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on the Company s financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources.

Quarterly Cash Dividends

Since December 27, 1993, the Company has paid regular quarterly cash dividends of $0.165 (sixteen and one-half cents) per share on its Class A Common Stock and $0.15 (fifteen cents) per share on its Class B Common Stock for an annual rate of $0.66 and $0.60 per share, respectively.

The Company expects to continue paying regular cash dividends on a quarterly basis. However, the Board of Directors periodically reconsiders the declaration of dividends. The Company pays these dividends at the discretion of the Board of Directors and the continuation of these payments, the amount of such dividends, and the form in which the dividends are paid (cash or stock) depends upon the results of operations, the financial condition of the Company and other factors which the Board of Directors deems relevant. Long-term debt and lines of credit agreements contain various restrictive covenants requiring, among other things, minimum levels of net worth and maintenance of certain financial ratios. These covenants have the effect of restricting certain types of transactions, including the payment of cash dividends generally and in excess of current quarterly per share amounts. Further, the Company is prevented from declaring dividends at any time that it is in default under the indenture governing the Notes.

Seasonality

Sales in the grocery segment of the Company s business are subject to a slight seasonal variance due to holiday related sales and due to sales in areas where seasonal homes are located. Sales are traditionally higher in the Company s first fiscal quarter due to the inclusion of sales related to Thanksgiving and Christmas. The Company s second fiscal quarter traditionally has the lowest sales of the year. In the third and fourth quarter, sales are affected by the return of customers to seasonal homes in our market area. The fluid dairy segment of the Company s business has slight seasonal variation to the extent of its sales into the grocery industry. The Company s real estate segment is not subject to seasonal variations.

Impact of Inflation

The following table from the United States Bureau of Labor Statistics lists annualized changes in the Consumer Price Index that could have an effect on the Company s operations. One of the Company s significant costs is labor, which increases with general inflation. Inflation in energy costs affects the Company s gasoline sales, distribution expenses, utility expenses and plastic supply costs.

	Three Months Ended		Twelve Months Ended	
	June 25, 2011	**June 26, 2010**	**June 25, 2011**	**June 26, 2010**
All items	**1.3%**	1.3%	**3.6%**	1.1%
Food and beverages	**3.3%**	0.7%	**3.7%**	0.7%
Energy	**(1.1)%**	2.4%	**20.1%**	3.0%

Forward Looking Statements

This Quarterly Report contains certain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. The words expect, anticipate, intend, plan, likely, goal, believe, seek and similar expressions are intended to identify forward-looking statements. While these forward-looking statements and the related assumptions are made in good faith and reflect the Company s current judgment regarding the direction of the Company s business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Such statements are based upon a number of assumptions and estimates which are inherently subject to significant risks and uncertainties many of which are beyond the Company s control. Some of these assumptions inevitably will not materialize, and unanticipated events will occur which will affect the Company s results. Some important factors (but not necessarily all factors) that affect the Company s revenues, growth strategies, future profitability and operating results, or that otherwise could cause actual results to differ materially from those expressed in or implied by any forward-looking statement, include business and economic conditions generally in the Company s operating area; the Company s ability to successfully implement its expansion and operating strategies and to manage rapid expansion; pricing pressures and other competitive factors; reduction in per gallon retail gasoline prices; the maturation of new and expanded stores; the Company s ability to reduce costs and achieve improvements in operating results; the availability and terms of financing; increases in labor and utility costs; success or failure in the ownership and development of real estate; changes in the laws and government regulations applicable to the Company; and changes in accounting policies, standards, guidelines or principles as may be adopted by regulatory agencies as well as the Financial Accounting Standards Board.

Consequently, actual events affecting the Company and the impact of such events on the Company s operations may vary significantly from those described in this report or contemplated or implied by statements in this report. The Company does not undertake and specifically denies any obligation to update any such statements or to publicly announce the results of any revisions to any such statements to reflect future events or developments.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company does not typically utilize financial instruments for trading or other speculative purposes, nor does it typically utilize leveraged financial instruments. There have been no material changes in the market risk factors from those disclosed in the Company s Annual Report on Form 10-K for the year ended September 25, 2010.

Item 4. CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures designed to provide reasonable assurance of achieving the objective that information in its Exchange Act reports is recorded, processed, summarized and reported within the time periods specified and pursuant to the regulations of the Securities and Exchange Commission. Disclosure controls and procedures, as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act, include controls and procedures designed to ensure the information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is accumulated and communicated to the Company s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. It should be noted that the Company s system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met.

As required by SEC Rule 13a-15(b), the Company carried out an evaluation, under the supervision and with participation of its management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures as of June 25, 2011, the end of the period covered by this report. In making this evaluation, it considered matters previously identified and disclosed in connection with the filing of its Form 10-K for fiscal 2010. After consideration of the matters discussed above, the Company has concluded that its controls and procedures were effective as of June 25, 2011.

(b) Changes in Internal Control over Financial Reporting
No other change in internal control over financial reporting occurred during the Company s last fiscal quarter that materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

Part II. OTHER INFORMATION

Item 1A. RISK FACTORS

The Company s principal stockholder, Robert P. Ingle Sr. Administrative Trust UTA Robert Pierce Ingle Living Trust dated December 24, 2010, has the ability to elect a majority of the Company s directors, appoint new members of management and approve many actions requiring stockholder approval.

Following the death of Robert P. Ingle, Sr. on March 6, 2011, Mr. Ingle s share ownership representing approximately 73% of the combined voting power of all classes of the Company s capital stock as of that date was transferred to the Robert Ingle Sr. Administrative Trust UTA Robert Pierce Ingle Living Trust dated December 24, 2010 (the Trust) pursuant to Mr. Ingle s estate plan. As a result, Robert P. Ingle, II, Chairman and Chief Executive Officer of the Company, as the sole trustee of the Trust with voting power over all such shares owned by the Trust, has the power to elect a majority of the Company s directors and approve any action requiring the approval of the holders of the Company s Class A Common Stock and Class B Common Stock, including adopting certain amendments to the Company s charter and approving mergers or sales of substantially all of the Company s assets. Currently, two of the Company s eight directors are members of the Ingle family.

The Company is a Controlled Company under the NASDAQ Marketplace Rules. As a result, the Company is exempt from certain of NASDAQ s corporate governance policies, including the requirements that the majority of Directors be independent (as defined in NASDAQ rules), and that the Company have a nominating committee for Director candidates.

If the Company loses the services of its key personnel, the Company s business could suffer.

The Company s continued success depends upon the availability and performance of the Company s executive officers, including Robert P. Ingle, II, who possess unique and extensive industry knowledge and experience. The loss of the services of any of the Company s executive officers or other key employees could adversely affect the Company s business.

Item 6. EXHIBITS

(a) Exhibits.

3.1	Articles of Incorporation of Ingles Markets, Incorporated (included as Exhibit 3.1 to Ingles Markets, Incorporated s Registration Statement on Form S-1, File No. 33-23919, previously filed with the Commission and incorporated herein by this reference).
3.2	Articles of Amendment to Articles of Incorporation of Ingles Markets, Incorporated (included as Exhibit 3.3 to Ingles Markets, Incorporated s Annual Report on Form 10-K for the fiscal year ended September 25, 2004, File No. 0-14706, previously filed with the Commission and incorporated herein by this reference).
3.3	Amended and Restated By-Laws of Ingles Markets, Incorporated (included as Exhibit 99.1 to Ingles Markets, Incorporated s Current Report on Form 8-K, File No. 0-14706, previously filed with the Commission on August 30, 2007 and incorporated herein by this reference).
4.1	Articles 4 and 9 of the Articles of Incorporation of Ingles Markets, Incorporated (included as Exhibit 3.1 to Ingles Markets, Incorporated s Registration Statement on Form S-1, File No. 33-23919, and Exhibit 3.3 to Ingles Markets, Incorporated s Annual Report on Form 10-K for the fiscal year ended September 25, 2004, File No. 0-14706, respectively, each of which were previously filed with the Commission and are incorporated herein by this reference).
4.2	Articles 2, 3, 10, 11 and 14 of the Amended and Restated By-Laws of Ingles Markets, Incorporated (included as Exhibit 99.1 to Ingles Markets, Incorporated s Current Report on Form 8-K, File No. 0-14706, previously filed with the Commission on August 30, 2007 and incorporated herein by this reference).
4.3	Indenture, dated as of May 12, 2009, between Ingles Markets, Incorporated and U.S. Bank, National Association, as Trustee, governing the 8 7/8% Senior Notes Due 2017, including the form of unregistered 8 7/8% Senior Note Due 2017 (included as Exhibit 4.1 to Ingles Markets, Incorporated s Current Report on Form 8-K, File No. 0-14706, previously filed with the Commission on May 15, 2009 and incorporated herein by this reference).
4.4	Registration Rights Agreement, dated May 12, 2009, among the Company and Banc of America Securities LLC, Wachovia Capital Markets, LLC and BB&T, a division of Scott & Stringfellow, LLC (included as Exhibit 4.3 to Ingles Markets, Incorporated s Current Report on Form 8-K, File No. 0-14706, previously filed with the Commission on May 15, 2009 and incorporated herein by this reference).
10.1	Exhibits and Schedules to Credit Agreement dated May 12, 2009, among the Company and the lenders party thereto, Bank of America, as administrative agent, swing line lender and l/c issuer, Branch Banking and Trust Company, as syndication agent, Wachovia Bank, National Association, as documentation agent, and Banc of America Securities LLC, Branch Banking and Trust Company and Wachovia Capital Markets, LLC, as joint lead arrangers and joint book managers (included as Exhibit 10.1 to Ingles Markets, Incorporated s Current Report on Form 8-K, File No. 0-14706, previously filed with the Commission on May 15, 2009 and incorporated herein by this reference).
10.2	Second Amendment to the Credit Agreement dated as of May 12, 2009, among the Company the lenders from time to time party thereto, Bank of America, N.A., as administrative agent, swing line lender and l/c issuer, and the other agents, joint lead arrangers and joint book managers party thereto (included as Exhibit 10.1 to Ingles Markets, Incorporated s Current Report on Form 8-K, File No. 0-14706, previously filed with the Commission on January 4, 2011 and incorporated herein by this reference).
10.3	Credit Agreement, dated May 12, 2009, among the Company and the lenders party thereto, Bank of America, as administrative agent, swing line lender and l/c issuer, Branch Banking and Trust Company, as syndication agent, Wachovia Bank, National Association, as documentation agent, and Banc of America Securities LLC, Branch Banking and Trust Company and Wachovia Capital Markets, LLC, as joint lead arrangers and book managers (included as Exhibit 10.1 to Ingles Markets, Incorporated s Current Report on Form 8-K, File No. 0-14706, previously filed with the Commission on May 15, 2009 and incorporated herein by this reference).
10.4	Exhibits and Schedules to Credit Agreement dated May 12, 2009, among the Company and the lenders party thereto, Bank of America, as administrative agent, swing line lender and l/c issuer, Branch Banking and Trust Company, as syndication agent, Wachovia Bank, National Association, as documentation agent, and Banc of America Securities LLC, Branch Banking and Trust Company and Wachovia Capital Markets, LLC, as joint lead arrangers and joint book managers (included as Exhibit 10.1 to Ingles Markets, Incorporated s Current Report on Form 8-K, File No. 0-14706, previously filed with the Commission on May 15, 2009 and incorporated herein by this reference).

31.1	Rule 13a-14(a) Certification
31.2	Rule 13a-14(a) Certification
32.1	Certification Pursuant to 18 U.S.C. Section 1350
32.2	Certification Pursuant to 18 U.S.C. Section 1350
101*	The following financial information from the Quarterly Report on Form 10-Q for the fiscal quarter ended June 25, 2011, formatted in XBRL (Extensible Business Reporting Language) and furnished electronically herewith: (i) the Consolidated Statements of Earnings; (ii) the Consolidated Balance Sheets; (iii) the Consolidated Statements of Cash Flows; (iv) the Consolidated Statements of Comprehensive Income; and (v) the Notes to the Consolidated Financial Statements.

* To be filed by amendment

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized.

INGLES MARKETS, INCORPORATED

Date: August 9, 2011

/s/ Robert P. Ingle, II
Robert P. Ingle, II
Chief Executive Officer

Date: August 9, 2011

/s/ Ronald B. Freeman
Ronald B. Freeman
Vice President-Finance and Chief Financial Officer