

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended May 30, 2010, or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition period for _____ to _____.

Commission file number: **0-27446**

LANDEC CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

94-3025618

(IRS Employer
Identification Number)

3603 Haven Avenue

Menlo Park, California 94025

(Address of principal executive offices)

Registrant's telephone number, including area code:

(650) 306-1650

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Common Stock

Name of each exchange on which registered

The NASDAQ Global Select Stock Market

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer" and "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non Accelerated Filer

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes No

The aggregate market value of voting stock held by non-affiliates of the Registrant was approximately \$157,244,000 as of November 29, 2009, the last business day of the registrant's most recently completed second fiscal quarter, based upon the closing sales price on The NASDAQ Global Select Market reported for such date. Shares of Common Stock held by each officer and director and by each person who owns 10% or more of the outstanding Common Stock have been excluded from such calculation in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of July 20, 2010, there were 26,507,778 shares of Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement relating to its October 2010 Annual Meeting of Stockholders which statement will be filed not later than 120 days after the end of the fiscal year covered by this report, are incorporated by reference in Part III hereof.

LANDEC CORPORATION
ANNUAL REPORT ON FORM 10-K

TABLE OF CONTENTS

| <u>Item No.</u> | <u>Description</u> | <u>Page</u> |
|-----------------|--|-------------|
| Part I | | |
| 1. | Business | 4 |
| 1A. | Risk Factors | 21 |
| 1B. | Unresolved Staff Comments | 28 |
| 2. | Properties | 29 |
| 3. | Legal Proceedings | 29 |
| 4. | [Removed and reserved] | 29 |
| Part II | | |
| 5. | Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities | 30 |
| 6. | Selected Financial Data | 31 |
| 7. | Management’s Discussion and Analysis of Financial Condition and Results of Operations | 32 |
| 7A. | Quantitative and Qualitative Disclosures about Market Risk | 48 |
| 8. | Financial Statements and Supplementary Data | 48 |
| 9. | Changes in and Disagreements with Accountants on Accounting and Financial Disclosure | 48 |
| 9A. | Controls and Procedures | 49 |
| 9B. | Other Information | 50 |
| Part III | | |
| 10. | Directors and Executive Officers of the Registrant | 51 |
| 11. | Executive Compensation | 51 |
| 12. | Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters | 51 |
| 13. | Certain Relationships and Related Transactions, and Director Independence | 51 |
| 14. | Principal Accountant Fees and Services | 51 |
| Part IV | | |
| 15. | Exhibits and Financial Statement Schedules | 52 |

PART I

Item 1. *Business*

This report contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934. Words such as “projected,” “expects,” “believes,” “intends” and “assumes” and similar expressions are used to identify forward-looking statements. These statements are made based upon current expectations and projections about our business and assumptions made by our management and are not guarantees of future performance, nor do we assume any obligation to update such forward-looking statements after the date this report is filed. Our actual results could differ materially from those projected in the forward-looking statements for many reasons, including the risk factors listed in Item 1A. “Risk Factors” and the factors discussed below.

Corporate Overview

Landec Corporation and its subsidiaries (“Landec” or the “Company”) design, develop, manufacture and sell polymer products for food and agricultural products, medical devices and licensed partner applications that incorporate Landec’s patented polymer technologies. The Company has two proprietary polymer technology platforms: 1) Intelimer® polymers, and 2) Hyaluronan (“HA”) biopolymers. The Company’s proprietary polymer technologies are the foundation, and a key differentiating advantage, upon which Landec has built its business.

After the acquisition of Lifecore Biomedical, Inc. (“Lifecore”) on April 30, 2010, Landec now has four core businesses – Food Products Technology, Commodity Trading, Hyaluronan-based Biomaterials and Technology Licensing, each of which is described below. Financial information concerning the industry segments for which the Company reported its operations during fiscal years 2008, 2009 and 2010 is summarized in Note 14 to the Consolidated Financial Statements.

Our wholly-owned subsidiary, Apio, operates our Food Products Technology business, combining Landec’s proprietary food packaging technology with the capabilities of a large national food supplier and value-added produce processor. In Apio’s value-added operations, produce is processed by trimming, washing, mixing, and packaging into bags and trays that incorporate Landec’s BreatheWay® membrane technology. The BreatheWay membrane increases shelf life and reduces shrink (waste) for retailers and, for certain products, eliminates the need for ice during the distribution cycle and helps to ensure that consumers receive fresh produce by the time the product makes its way through the supply chain. Apio also licenses the BreatheWay technology to Chiquita Brands International, Inc. (“Chiquita”) for packaging and distribution of bananas and avocados and to Windset Farms for packaging of greenhouse grown cucumbers, peppers and tomatoes.

Apio also operates the Commodity Trading business, which combines Apio’s export company, Cal Ex Trading Company (“Cal-Ex”), with Apio’s domestic buy-sell commodity business. The Commodity Trading business purchases and sells whole fruit and vegetable products to predominantly Asian markets.

Our newly acquired wholly-owned subsidiary, Lifecore, operates our Hyaluronan-based Biomaterials business and is principally involved in the development and manufacture of products utilizing hyaluronan, a naturally occurring polysaccharide that is widely distributed in the extracellular matrix of connective tissues in both animals and humans. Lifecore’s products are primarily sold to three medical segments: (1) Ophthalmic, (2) Orthopedic and (3) Veterinary. Lifecore also supplies hyaluronan to customers pursuing other medical applications, such as aesthetic surgery, medical device coatings, tissue engineering and pharmaceuticals. Lifecore leverages its proprietary fermentation process to manufacture premium, pharmaceutical-grade hyaluronan, and its proprietary aseptic filling capabilities to deliver HA finished goods to its customers. Lifecore also manufactures and sells its own HA-based finished goods. Lifecore is known in the medical segments as the premium supplier of HA. Its name recognition allows Lifecore to acquire new customers and sell new products with only a small marketing or sales capability.

Landec’s Technology Licensing business develops proprietary polymer technologies and applies them in a wide range of applications including seed coatings and treatments, temperature indicators, controlled release systems, drug delivery, pressure sensitive adhesives and personal care products. These applications are commercialized through partnerships with third parties resulting in licensing and royalty revenues. For example, Monsanto Company (“Monsanto”) has an exclusive license to our Intellicoat® seed coating technology for specific seed treatment applications, Air Products and Chemicals, Inc. (“Air Products”) has an exclusive license to our Intelimer polymers for personal care products and Nitta Corporation (“Nitta”) licenses Landec’s proprietary pressure sensitive adhesives for use in the manufacture of electronic components by their customers.

Landec was incorporated in California on October 31, 1986 and reincorporated as a Delaware corporation on November 6, 2008. Our common stock is listed on The NASDAQ Global Select Market under the symbol "LNDC".

Technology Overview

Landec has two polymer technology platforms. The first platform is its proprietary Intelimer polymer. The Intelimer polymer is a crystalline, hydrophobic polymer that has very unique characteristics and benefits. The first unique feature of this polymer system is the way that it uses a temperature switch to control and modulate properties such as viscosity, permeability and adhesion when varying the materials' temperature above and below the temperature switch. The sharp temperature switch is adjustable between 0-100°C. A second unique feature of the Intelimer polymer materials is its unique controlled release properties. The polymer is able to deliver active ingredients with low or no burst, with a sustained release over periods of time. Finally, Intelimer polymers can be designed to contain up to 80% renewable materials from components of natural raw materials such as rapeseed oil, palm oil or coconut oil, and can be supplied in biocompatible and bioerodible forms.

With the acquisition of Lifecore on April 30, 2010, Landec added its second proprietary polymer technology platform. Hyaluronan is a non-crystalline, hydrophilic polymer that exists naturally within the human body, especially within the aqueous humor of the eye, synovial fluid, skin and umbilical cord. The visco-elastic properties and water solubility of HA make it ideal for medicinal applications where lubricity and protection are critical. HA can be produced in two ways, either through bacterial fermentation or through extraction from rooster combs. Lifecore produces HA only from fermentation, using an extremely efficient microbial fermentation process and a highly effective purification operation.

A) Intelimer Polymers

Our patented proprietary Intelimer polymers differ from other polymers in that they can be customized to abruptly change their physical characteristics when heated or cooled through a pre-set temperature switch. For instance, Intelimer polymers can change within the range of one or two degrees Celsius from a non-adhesive state to a highly tacky, adhesive state; from an impermeable state to a highly permeable state; or from a solid state to a viscous liquid state. These abrupt changes can be irreversible or repeatedly reversible and can be tailored by Landec to occur at specific temperatures, thereby offering substantial competitive advantages in the Company's target markets.

Polymers are important and versatile materials found in many of the products of modern life. Certain polymers, such as cellulose and natural rubber, occur in nature. Man-made or synthetic polymers include nylon fibers used in carpeting and clothing, coatings used in paints and finishes, plastics such as polyethylene, and elastomers used in automobile tires and latex gloves. Historically, synthetic polymers have been designed and developed primarily for improved mechanical and thermal properties, such as strength and the ability to withstand high temperatures. Improvements in these and other properties and the ease of manufacturing synthetic polymers have allowed these materials to replace wood, metal and natural fibers in many applications over the last 50 years. More recently, scientists have focused their efforts on identifying and developing sophisticated polymers with novel properties for a variety of commercial applications.

Landec's Intelimer polymers are a proprietary class of synthetic polymeric materials that respond to temperature changes in a controllable, predictable way. Typically, polymers gradually change in adhesion, permeability and viscosity over broad temperature ranges. Landec's Intelimer materials, in contrast, can be designed to exhibit abrupt changes in permeability, adhesion and/or viscosity over temperature ranges as narrow as 1°C to 2°C. These changes can be designed to occur at relatively low temperatures (0°C to 100°C) that are relatively easy to maintain in industrial and commercial environments. *Figure 1* illustrates the effect of temperature on Intelimer materials as compared to typical polymers.

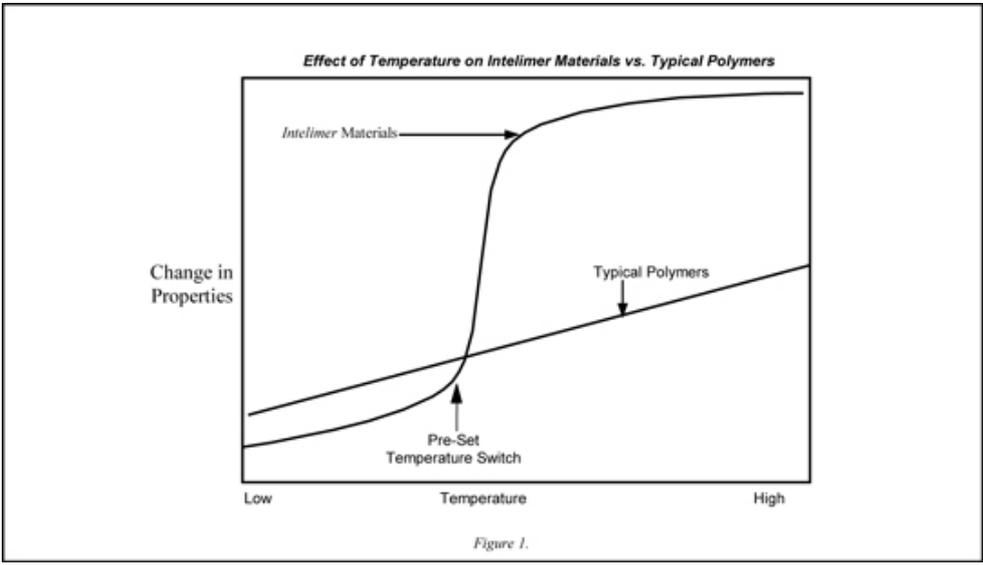


Figure 1.

Landec's proprietary polymer technology is based on the structure and phase behavior of Intelimer materials. The abrupt thermal transitions of specific Intelimer materials are achieved through the controlled use of hydrocarbon side chains that are attached to a polymer backbone. Below a pre-determined switch temperature, the polymer's side chains align through weak hydrophobic interactions resulting in a crystalline structure. When this side chain crystallizable polymer is heated to, or above, this switch temperature, these interactions are disrupted and the polymer is transformed into an amorphous, viscous state. Because this transformation involves a physical and not a chemical change, this process is irreversible or repeatedly reversible. Landec can set the polymer switch temperature anywhere between 0°C to 100°C by varying the average length of the side chains. The reversible transitions between crystalline and amorphous states are illustrated in *Figure 2* below.

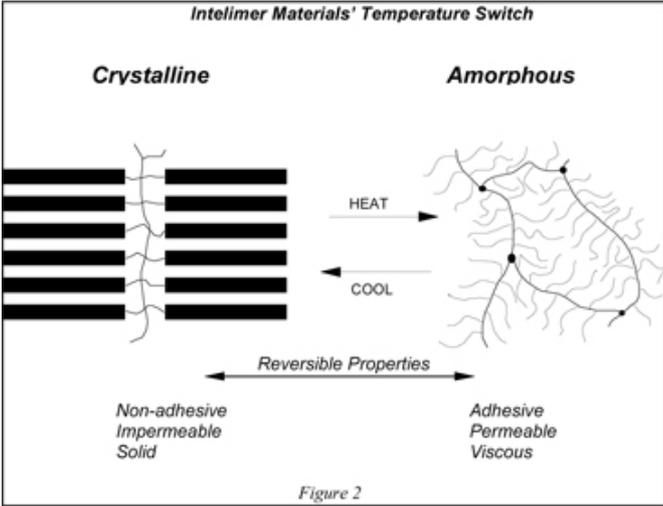


Figure 2

This chemical structure provides an additional benefit. Spatially distinct regions of the Intelimer polymer confer different physical properties on the material. Each part can be tuned independently to meet the needs of a given application. For example, switching temperature (which arises from one part of the chain) can be adjusted independently of adhesive properties (which arise from another part of the chain). In addition to temperature, the pH and other environmental parameters can be used as the “switch” to trigger a significant change in physical properties. Also, side chain crystallizable polymers when mixed with any active material, for example a therapeutic drug, can control the release of the active materials by the crystalline structure of the Intelimer polymer while in the crystalline state. In this manner therapeutic drugs can be delivered over a sustained and long period of time. Or, a fragrance can be emitted steadily over a long period of time from a crystalline Intelimer polymer.

Side chain crystallizable polymers were first discovered by academic researchers in the mid-1950's. These polymers were initially considered to be merely of scientific curiosity from a polymer physics perspective and, to the Company's knowledge, no significant commercial applications were pursued. In the mid-1980's, Dr. Ray Stewart, the Company's founder, became interested in the idea of using the temperature-activated permeability properties of these polymers to deliver various materials such as catalysts and pesticides. After forming Landec in 1986, Dr. Stewart subsequently discovered broader utility for these polymers. After several years of basic research, commercial development efforts began in the early 1990's, resulting in initial products in mid 1990's.

Landec's Intelimer materials are generally synthesized from long side-chain acrylic monomers that are derived primarily from natural materials such as coconut and palm oils that are highly purified and designed to be manufactured economically through known synthetic processes. These acrylic-monomer raw materials are then polymerized by Landec leading to many different side-chain crystallizable polymers whose properties vary depending upon the initial materials and the synthetic process. Intelimer materials can be made into many different forms, including films, coatings, microcapsules and discrete forms.

B) Hyaluronan Biopolymers

Hyaluronan, a naturally occurring polysaccharide, is a component of many tissues in the body and of physiological fluids that lubricate or otherwise protect the body's soft tissues. Due to its widespread presence in tissues, its critical role in normal physiology and its high degree of biocompatibility, the Company believes that hyaluronan will continue to be used for an increasing variety of medical applications. Lifecore produces hyaluronan through a proprietary fermentation process.

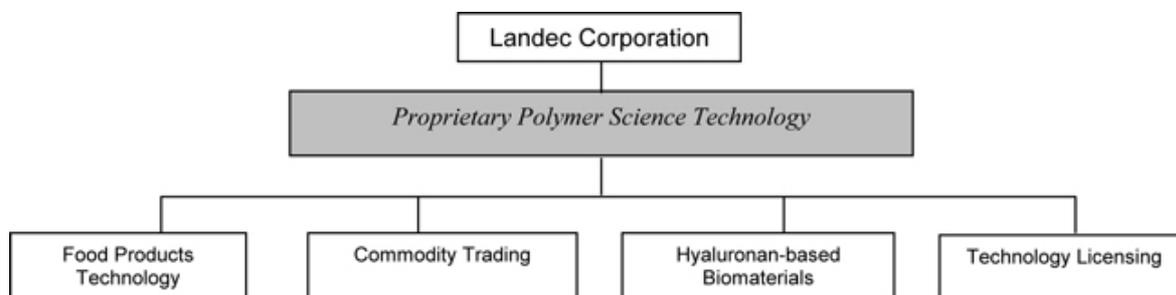
Hyaluronan was first demonstrated to have commercial medical utility as a viscoelastic solution in cataract surgery. In this application, it is used for maintaining the shape of the anterior chamber and protecting corneal tissue during the removal and implantation of intraocular lenses. The first ophthalmic hyaluronan product, produced by extraction from rooster comb tissue, became commercially available in the United States in 1981. Hyaluronan-based products, produced either by rooster comb extraction or by fermentation processes such as Lifecore's, have since gained widespread acceptance in ophthalmology and are currently used in the majority of cataract extraction procedures in the world. Lifecore's hyaluronan is also used as an orthopedic carrier vehicle for allogeneic freeze-dried demineralized bone as the active component of devices to treat the symptoms of osteoarthritis, and as a formulation component to provide increased lubricity to medical devices. The Company's hyaluronan has also been utilized in veterinary drug applications to treat traumatic arthritis.

Trademarks/Trade names

Intelimer®, Landec®, Apio®, Eat Smart®, BreatheWay®, Intellicoat®, Early Plant®, Pollinator Plus®, Relay® Cropping, Lifecore®, Revitalure™, LUROCOAT® and Ortholure™ are trademarks or registered trademarks and trade names of the Company in the United States and other countries. This Annual Report on Form 10-K also refers to the trademarks of other companies.

Description of Core Business

Landec participates in four core business segments: Apio, Inc. with the Food Products Technology and Commodity Trading businesses, Lifecore Biomedical, LLC, with Hyaluronan-based Biomaterials business and Landec's Technology Licensing business.



A) Food Products Technology Business

The Company began marketing its proprietary Intelimer-based BreatheWay membranes in 1996 for use in the fresh-cut produce packaging market, historically one of the fastest growing segments in the produce industry. Landec’s proprietary BreatheWay packaging technology is used to package fresh-cut or whole produce, the result is a convenient, ready-to-eat finished product that achieves increased shelf life and reduced shrink (waste) without the need for ice during the distribution cycle. These products are referred to as “value-added” products. In 1999, the Company acquired Apio, its then largest customer in the Food Products Technology business and one of the nation’s leading marketers and packers of produce and specialty packaged fresh-cut vegetables. Apio utilizes a state-of-the-art fresh-cut processing facility and year-round access to quality vegetable sourcing to produce products which Apio distributes to top U.S. retail grocery chains, major club stores and foodservice customers. The Company’s proprietary BreatheWay packaging business has been combined with Apio into a subsidiary that retains the Apio name. This vertical integration within the Food Products Technology business gives Landec direct access to the large and growing fresh-cut and whole produce market.

The Technology: BreatheWay Membranes

Certain types of fresh-cut and whole produce can spoil or discolor rapidly when packaged in conventional packaging materials and, therefore, are limited in their ability to be distributed broadly to markets. The Company’s proprietary BreatheWay packaging technology extends the shelf life and quality of fresh-cut and whole produce.

Fresh-cut produce is cut, washed, and packaged in a form that is ready to use by the consumer and is thus typically sold at premium price levels compared to unpackaged produce. The total U.S. fresh produce market is estimated to be \$100 billion to \$120 billion. Of this, U.S. retail sales of fresh-cut produce is estimated to comprise 10% of the fresh produce market. The Company believes that the growth of this market has been driven by consumer demand and the willingness to pay for convenience, freshness, uniform quality, and safety delivered to the point of sale.

Although fresh-cut produce companies have had success in the salad market, the industry has been slower to diversify into other fresh-cut vegetables or fruits due primarily to limitations in film and plastic tray materials used to package these products. After harvesting, vegetables and fruit continue to respire, consuming oxygen and releasing carbon dioxide. Too much or too little oxygen can result in premature spoilage and decay. Conventional packaging films used today, such as polyethylene and polypropylene, can be made with modest permeability to oxygen and carbon dioxide, but often do not provide the optimal atmosphere for the produce packaged. Shortcomings of conventional packaging materials have not significantly hindered the growth in the fresh-cut salad market because lettuce, unlike many vegetables and fruit, has low respiration requirements.

The respiration rate of produce varies from vegetable to vegetable and from fruit to fruit. To achieve optimal product performance, each unique fruit or vegetable requires its own unique package atmosphere conditions. The challenge facing the industry is to develop packaging that meets the highly variable needs that each product requires in order to achieve value creating performance. The Company believes that its BreatheWay packaging technology possesses all of the critical functionalities required to serve this diverse market. In creating a product package, a BreatheWay membrane is applied over a small cutout section or an aperture of a flexible film bag or plastic tray. This highly permeable “window” acts as the mechanism to provide the majority of the gas transmission requirements for the entire package. These membranes are designed to provide three principal benefits:

High Permeability. Landec's BreatheWay packaging technology is designed to permit transmission of oxygen and carbon dioxide at 300 times the rate of conventional packaging films. The Company believes that these higher permeability levels will facilitate the packaging diversity required to market many types of fresh-cut and whole produce in many package sizes and configurations.

Ability to Adjust Oxygen and Carbon Dioxide Permeability. BreatheWay packaging can be tailored with carbon dioxide to oxygen transfer ratios ranging from 1.0 to 12.0 and selectively transmit oxygen and carbon dioxide at optimum rates to sustain the quality and shelf life of packaged produce. Other high permeability packaging materials, such as micro-perforated films cannot differentially control carbon dioxide permeability resulting in sub-optimal package atmosphere conditions for many produce products.

Temperature Responsiveness. Landec has developed breathable membranes that can be designed to increase or decrease permeability in response to environmental temperature changes. The Company has developed packaging that responds to higher oxygen requirements at elevated temperatures but is also reversible, and returns to its original state as temperatures decline. As the respiration rate of fresh produce also increases with temperature, the BreatheWay membrane's temperature responsiveness allows packages to compensate for the change in produce respiration by automatically adjusting gas permeation rates. By doing so, detrimental package atmosphere conditions are avoided and improved quality is maintained through the distribution chain.

Landec believes that growth of the overall produce market will be driven by the increasing demand for the convenience and nutrition of fresh-cut produce. This demand will in turn require packaging that facilitates the quality and shelf life of produce transported to fresh-cut distributors in bulk and pallet quantities. The Company believes that in the future its BreatheWay packaging technology will be useful for packaging a diverse variety of fresh-cut and whole produce products. Potential opportunities for using Landec's technology outside of the produce market exist in cut flowers and in other respiring products.

Landec is working with leaders in the club store, retail grocery chain and foodservice markets. The Company believes it will have growth opportunities for the next several years through new customers and products in the United States, expansion of its existing customer relationships, and through export and shipments of specialty packaged produce.

Landec manufactures its BreatheWay packaging through selected qualified contract manufacturers. In addition to using BreatheWay packaging for its value-added produce business, the Company markets and sells BreatheWay packaging directly to food distributors.

The Business: Food Products Technology

Our Food Products Technology business, operated through our Apio subsidiary, had revenues of approximately \$175 million for the fiscal year ended May 30, 2010, \$168 million for the fiscal year ended May 31, 2009 and \$171 million for the fiscal year ended May 25, 2008.

Based in Guadalupe, California, Apio's primary business is packaged fresh-cut and whole value-added products packaged in our proprietary BreatheWay packaging. The fresh-cut value-added products business markets a variety of fresh-cut and whole vegetables to the top retail grocery chains, club stores and foodservice suppliers. During the fiscal year ended May 30, 2010, Apio shipped nearly seventeen million cartons of produce to leading supermarket retailers, wholesalers, food service suppliers and club stores throughout North America, primarily in the United States.

There are four major distinguishing characteristics of Apio that provide competitive advantages in the Food Products Technology market:

Value-Added Supplier: Apio has structured its business as a marketer and seller of fresh-cut and whole value-added produce. It is focused on selling products under its Eat Smart brand and other brands for its fresh-cut and whole value-added products. As retail grocery and club store chains consolidate, Apio is well positioned as a single source of a broad range of products.

Reduced Farming Risks: Apio reduces its farming risk by not taking ownership of farmland, and instead, contracts with growers from many locations for produce. The year-round sourcing of produce is a key component to the fresh-cut and whole value-added processing business.

Lower Cost Structure: Apio has strategically invested in the rapidly growing fresh-cut and whole value-added business. Apio's 136,000 square foot value-added processing plant, recently expanded from 96,000 square feet, is automated with state-of-the-art vegetable processing equipment. Virtually all of Apio's value-added products utilize Apio's proprietary BreatheWay packaging technology. Apio's primary strategy is to operate one large central processing facility in one of California's largest, lowest cost growing regions, the Santa Maria Valley, and use packaging technology that allows for the nationwide delivery of fresh produce products.

Expanded Product Line Using Technology: Apio, through the use of its BreatheWay packaging technology, is introducing on average fifteen new value-added products each year. These new product offerings range from various sizes of fresh-cut bagged products, to vegetable trays, to whole produce, to vegetable salads and snack packs. During the last twelve months, Apio has introduced 19 new products.

Apio established its Apio Packaging division in 2005 to advance the sales of BreatheWay packaging technology for shelf-life sensitive vegetables and fruit. The Company's specialty packaging for case liner products extends the shelf life of certain produce commodities up to 50%. This shelf life extension can enable the utilization of alternative distribution strategies to gain efficiencies or reach new markets while maintaining product quality to the end customer.

Apio Packaging's first program has concentrated on bananas and was formally consummated when Apio entered into an agreement to supply Chiquita with its proprietary banana packaging technology on a worldwide basis for the ripening, conservation and shelf-life extension of bananas for most applications on an exclusive basis and for other applications on a non-exclusive basis. In addition, Apio provides Chiquita with ongoing research and development and process technology support for the BreatheWay membranes and bags, and technical service support throughout the customer chain in order to assist in the development and market acceptance of the technology.

For its part, Chiquita provides marketing, distribution and retail sales support for Chiquita® bananas sold worldwide in BreatheWay packaging. To maintain the exclusive license, Chiquita must meet quarterly minimum purchase thresholds of BreatheWay banana packages.

The initial market focus for the BreatheWay banana packaging technology using Chiquita bananas has been commercial outlets that normally do not sell bananas because of their short shelf-life – outlets such as mini marts, convenience stores and coffee chain outlets.

In fiscal year 2008, the Company expanded the use of its BreatheWay technology to include avocados and mangos under an expanded licensing agreement with Chiquita. Commercial sales of avocados packaged in Landec's BreatheWay packaging into the food service industry began late in fiscal year 2008 and commercial retail sales began in fiscal 2010.

In May 2007, Apio entered into an 18-month research and development agreement with Natick Soldier Research, Development & Engineering Center, a branch of the U.S. Military, to develop commercial uses for Landec's BreatheWay packaging technology within the U.S. Military by significantly increasing the shelf life of produce for overseas shipments. Apio is now an approved vendor for its BreatheWay packaging technology to the U.S. Military.

In June 2008, Apio entered into a collaboration agreement with Seminis Vegetable Seeds, Inc., a wholly-owned subsidiary of Monsanto, to develop novel broccoli and cauliflower products for the exclusive sale by Apio in the North American market. These novel products will be packaged in Landec's proprietary BreatheWay packaging and will be sold to retail grocery chains, club stores and the food service industry. Field trials for the initial target varieties began in the Fall of 2008 and will take several years to develop.

In June 2010, Apio entered into an exclusive license agreement with Windset Farms for Windset to utilize Landec's proprietary breathable packaging to extend the shelf life of greenhouse grown cucumbers, peppers and tomatoes.

B) Commodity Trading Business

Commodity Trading revenues consist of revenues generated from the purchase and sale of primarily whole commodity fruit and vegetable products to Asia through Apio's export company, Cal-Ex, and from the purchase and sale of whole commodity fruit and vegetable products domestically. The Commodity Trading business is a buy/sell business that realizes a commission-based margin in the 5-7% range.

The Business: Commodity Trading

Commodity Trading had revenues of approximately \$55 million for the fiscal year ended May 30, 2010, \$60 million for the fiscal year ended May 31, 2009 and \$60 million for the fiscal year ended May 25, 2008.

Apio is uniquely positioned to benefit from the growth in export sales to Asia and other parts of the world over the next decade with Cal-Ex. Through Cal-Ex, Apio is currently one of the largest U.S. exporters of broccoli to Asia.

C) Hyaluronan-based Biomaterials Business

Our Hyaluronan-based Biomaterials business, operated through our Lifecore subsidiary which was acquired by Landec on April 30, 2010, had revenues of approximately \$1.5 million for the one month included in the fiscal year ended May 30, 2010.

The Technology: Hyaluronan-based Biomaterials

Lifecore intends to use its proprietary fermentation process and aseptic formulation and filling expertise to be a leader in the development of hyaluronan-based products for multiple applications and to take advantage of non-hyaluronan device and drug opportunities which leverage our expertise in HA manufacture and syringe filling capabilities. Elements of Lifecore's strategy include the following:

- *Establish strategic relationships with market leaders.* Lifecore will continue to develop applications for products with partners who have strong marketing, sales and distribution capabilities to end-user markets. Lifecore through its strong reputation and history of providing premium HA products has been able to establish long-term relationships with the market leading companies such as Alcon and Abbott Medical Optics in ophthalmology, and Musculoskeletal Transplant Foundation (MTF) and Novartis AG in orthopedics.

- *Expand medical applications for hyaluronan.* Due to the growing knowledge of the unique characteristics of hyaluronan and the role it plays in normal physiology, Lifecore continues to identify and pursue further uses for hyaluronan in other medical applications, such as wound care, aesthetic surgery, adhesion prevention, drug delivery, device coatings and pharmaceuticals. Further applications may involve expanding process development activity and/or additional licensing of technology.

- *License hyaluronan technology from third parties.* Lifecore currently has no commercial products using cross-linking technology and as a result, Lifecore entered into a world-wide exclusive license and development agreement with the Cleveland Clinic Foundation to develop and commercialize hyaluronan-based products and related applications. The license is for patented hyaluronan-based cross-linking technology, CorgelTM Biohydrogel products, that can be used for products in aesthetics, orthopedics, ophthalmology and other medical fields. Given the broad number of applications, Lifecore anticipates that it will sublicense the technology for certain applications while retaining manufacturing rights.

· Utilize manufacturing infrastructure to pursue contract aseptic filling and fermentation opportunities. Lifecore will continue to evaluate providing contract services for opportunities that are suited for the capital and facility investment related to aseptic filling equipment, fermentation and purification.

· Maintain flexibility in product development and supply relationships. Lifecore's vertically integrated development and manufacturing capabilities allow it to establish a variety of relationships with global corporate partners. Lifecore's role in these relationships extends from supplying hyaluronan raw materials to manufacturing of aseptically-packaged, finished sterile products to developing and manufacturing its own proprietary products.

Hyaluronan Products

The following table summarizes the principal products of the Hyaluronan-based Biomaterials business, along with their applications, and the companies with which Lifecore has related strategic relationships:

| PRODUCT | DESCRIPTION | MARKET | STATUS+ |
|--|--|---|----------------------------------|
| <u>OPHTHALMIC</u> | | | |
| Viscoat® Intraocular Viscoelastic | Lifecore supplies hyaluronan powder for inclusion in Alcon's Viscoat® Ophthalmic Viscoelastic. | Cataract surgery | Commercial sales since 1986 |
| LUROCOAT Ophthalmic Viscoelastic | Lifecore supplies its private label product for marketing on a non-exclusive basis to multiple distribution partners. | Cataract surgery | Commercial sales since June 1997 |
| <u>ORTHOPEDIC</u> | | | |
| Hyaluronan Solution for DBX® Demineralized Bone Matrix | Lifecore supplies a sterile hyaluronan solution to MTF for use as a carrier vehicle for its allogeneic demineralized, freeze-dried bone. | Grafting material for restoration of bone defects | Commercial sales since 2000 |
| Hyaluron HEXAL® Orthopedic Viscosupplement | Lifecore supplies a finished orthopedic viscosupplement for Novartis AG's distribution network. | Injections for the local treatment of pain associated with osteoarthritis | Commercial sales since 2005 |
| <u>VETERINARY</u> | | | |
| HY-50® | Lifecore supplies a finished veterinary viscosupplement to Bexco Pharma, Inc. for use as an equine injectable. | Veterinary drug/device | Commercial sales since 1993 |

+ For all products listed above, government regulatory approvals were required before commercial sales could commence in the United States or elsewhere. See "Government Regulation." No assurance can be given that such products will be successfully approved in new markets.

Ophthalmic Applications

Cataract Surgery. Currently, a primary commercial application for Lifecore's hyaluronan is in cataract surgery. Hyaluronan, in the form of a viscoelastic solution, is used to maintain a deep chamber during anterior segment surgeries (including cataract extraction and intraocular lens implantation) and to protect the corneal endothelium and other ocular tissue. These solutions have been shown to reduce surgical trauma and thereby contribute to more rapid recovery with fewer complications than were experienced prior to the use of viscoelastics. Hyaluronan-based products are used in the majority of cataract surgeries in the world.

Lifecore currently sells hyaluronan for this application to Alcon, the leading producer of ophthalmic surgical products in the world, for inclusion in Viscoat Ophthalmic Viscoelastic. Lifecore's relationship with Alcon and its predecessors commenced in 1983. Since that time, sales of hyaluronan to Alcon have continued to be made pursuant to supply agreements. The current supply agreements are non-exclusive and encompass a term through December 2013.

Lifecore has developed its own viscoelastic solution, LUROCOAT Ophthalmic Viscoelastic. The Company received CE marking for LUROCOAT Ophthalmic Viscoelastic in 1997, allowing LUROCOAT Ophthalmic Viscoelastic to be marketed and sold outside the United States. Lifecore also has distribution agreements with multiple companies to supply its hyaluronan-based LUROCOAT Ophthalmic Viscoelastic under private label.

Lifecore signed an agreement with Abbott Medical Optics (“AMO”) to supply Lifecore’s hyaluronan-based viscoelastic under private label with sales commencing in 2004. The current supply agreement is non-exclusive and incorporates a term through May 2013 with renewal provisions.

Lifecore estimates that its hyaluronan has been used in over 40 million ophthalmic patients globally since 1983.

Orthopedic Applications

Lifecore supplies an aseptic hyaluronan solution to BioCon, Inc., the non-profit affiliate of MTF, which utilizes the solution as a carrier vehicle for its allogeneic demineralized, freeze-dried bone in a final putty composition trademarked as “DBX Demineralized Bone Matrix”. This bone putty is provided by MTF to orthopedic surgeons through MTF’s distribution channels. Lifecore has an exclusive supply agreement with MTF through December 2014.

Lifecore also supplies a private-labeled finished orthopedic viscosupplement for Novartis AG’s distribution network.

Veterinary Applications

Lifecore manufactures Bexco Pharma, Inc.’s HY-50 product, an aseptically packaged hyaluronan solution for use as a veterinary viscosupplement as an equine injectable drug, under an exclusive supply agreement through June 2015 with renewal provisions.

Lifecore estimates that its veterinary hyaluronan product has been used in over 700,000 equine procedures worldwide.

Product Development

Lifecore undertakes its own product development activities for hyaluronan-based applications, as well as on a contract basis with certain clients. The majority of the projects are intended to demonstrate that Lifecore’s hyaluronan is suitable for a particular medical application. Suitability is often measured by detailed specifications for product characteristics such as purity, stability, viscosity and molecular weight, as well as efficacy for a particular medical application in a clinical setting.

In addition, Lifecore has licensed a sodium hyaluronate cross-linking technology from Cleveland Clinic Foundation, the Corgel Biohydrogel technology. The development activity with this technology will be conducted over several years and is intended to demonstrate its efficacy in multiple medical applications.

There can be no assurance that products currently under development by Lifecore or in partnership with others will be successfully developed or, if so developed, will be successfully and profitably marketed.

D) Technology Licensing Business

Seeds Business – Intellicoat Seed Coatings and Landec Ag

Our Technology Licensing Business includes our seed coating subsidiary Landec Ag LLC (“Landec Ag”) which had revenues of \$6.1 million for the fiscal year ended May 30, 2010 and \$5.4 million for each of the fiscal years ended May 31, 2009 and May 25, 2008.

Following the sale of Fielder’s Choice Direct (“FCD”), Landec Ag’s strategy has been to work closely with Monsanto to further develop our patented, functional polymer coating technology for sale and/or licensing to the seed industry. In accordance with its License, Supply and R&D agreement with Monsanto, Landec Ag is currently focused on commercializing products for the soybean and seed corn market and plans to broaden the technology to other seed crop applications.

The Technology: Intellicoat Seed Coatings

Landec’s Intellicoat seed coating applications are designed to control seed germination timing, increase crop yields, reduce risks and extend crop-planting windows. These coatings are currently available on hybrid corn, soybeans and male inbred corn used for seed production. In fiscal year 2000, Landec Ag launched its first commercial product, Pollinator Plus[®] coatings, which is a coating application used by seed companies as a method for spreading pollination to increase yields and reduce risk in the production of hybrid seed corn. There are approximately 650,000 acres of seed production in the United States and in 2010 Pollinator Plus was used by 10 seed companies on approximately 18% of the seed corn production acres in the U.S.

Monsanto announced in 2008 that it had formed a new business called the Seed Treatment Business which will allow Monsanto to develop its seed treatment requirements internally. The concept of seed treatments is to place an insecticide or fungicide directly onto the seed surface in order to protect the seed and the seedling as it emerges. Landec’s Intellicoat seed coating technology could be an integral and proprietary part of Monsanto’s commitment to building a major position in seed treatments worldwide by using Landec’s seed coatings as a “carrier” of insecticides/fungicides which can be dispensed at the appropriate time based on time or soil temperature. During Fiscal year 2010 we amended our agreement with Monsanto and as a result our development activities are focused on a specific technology of interest to Monsanto. During fiscal year 2010, we have focused on validating the use of Landec’s coating technology for these applications.

Sale of FCD

Landec received \$50 million in cash paid at the close for its sale of FCD in December 2006. During fiscal year 2007, Landec recorded income from the sale, net of direct expenses and bonuses, of \$22.7 million. The income that was recorded was equal to the difference between the fair value of FCD of \$40 million and its net book value, less direct selling expenses and bonuses. In accordance with generally accepted accounting principles, the portion of the \$50 million of proceeds in excess of the fair value of FCD, or \$10 million, is being allocated to the technology license agreement described below and is being recognized as revenue ratably over the five year term of the technology license agreement or \$2 million per year beginning December 2006. The fair value of FCD was determined by management.

In December 2006, Landec also entered into a five-year co-exclusive technology license and polymer supply agreement (“the Monsanto Agreement”) with Monsanto for the use of Landec’s Intellicoat polymer seed coating technology. Under the terms of the Monsanto Agreement, Monsanto agreed to pay Landec Ag \$2.6 million per year. The Monsanto Agreement was amended in November 2009. Under the terms of the amended Monsanto Agreement, Monsanto continues to have an exclusive license to use Landec’s Intellicoat polymer technology for specific seed treatment applications. Over the remaining two-year term of the amended Monsanto Agreement, Monsanto will investigate uses of Landec’s Intellicoat technology in a variety of seed categories in the field exclusively licensed to Monsanto.

Along with regaining the use of the Intellicoat technology outside of the specific applications licensed to Monsanto under the amended Monsanto Agreement, Landec has assumed responsibility for Landec Ag’s operating expenses and realizes all the revenues and profits from the sales of existing and new Intellicoat seed coating products.

For each of the fiscal years ended May 30, 2010, May 31, 2009 and May 25, 2008, Landec recognized \$5.4 million in revenues and income from the Agreement.

The Monsanto Agreement also provides for a fee payable to Landec Ag of \$4 million if Monsanto elects to terminate the Monsanto Agreement or \$10 million if Monsanto elects to purchase the rights to the exclusive field. If the purchase option is exercised before December 2011, or if Monsanto elects to terminate the Monsanto Agreement, all annual license fees and supply payments that have not been paid to Landec Ag will become due upon the purchase or termination. If Monsanto does not exercise its purchase option by December 2011 Landec Ag will receive the termination fee and all rights to the Intellicoat seed coating technology will revert to Landec. Accordingly, we will receive aggregate minimum guaranteed payments of \$17 million for license fees and polymer supply payments over five years or \$23 million in aggregate maximum payments if Monsanto elects to purchase the rights to the exclusive field. The minimum guaranteed payments and the deferred gain of \$2 million per year described above will result in Landec recognizing revenue and operating income of \$5.4 million per year for fiscal years 2008 through 2011 and \$2.7 million per year for fiscal years 2007 and 2012. The incremental \$6 million to be received in the event Monsanto exercises the purchase option has been deferred and will be recognized upon the exercise of the purchase option. The fair value of the purchase option was determined by management to be less than the amount of the deferred revenue.

If Monsanto elects to purchase the rights to the exclusive field, a gain or loss on the sale will be recognized at the time of purchase. If Monsanto exercises its purchase option, we expect to enter into a new long-term supply agreement with Monsanto pursuant to which Landec would continue to be the exclusive supplier of Intellicoat polymer materials to Monsanto.

Non-Seed Business

We believe our technology has commercial potential in a wide range of industrial, consumer and medical applications beyond those identified in our other segments. For example, our core patented technology, Intelimer materials, can be used to trigger release of catalysts, insecticides or fragrances just by changing the temperature of the Intelimer materials or to activate adhesives through controlled temperature change. In order to exploit these opportunities, we have entered into and will enter into licensing and collaborative corporate agreements for product development and/or distribution in certain fields. However, given the infrequency and unpredictability of when the Company may enter into any such licensing and research and development arrangements, the Company is unable to disclose its financial expectations in advance of entering into such arrangements.

Industrial Materials and Adhesives

Landec's industrial product development strategy is to focus on coatings, catalysts, resins, additives and adhesives in the polymer materials market. During the product development stage, the Company identifies corporate partners to support the ongoing development and testing of these products, with the ultimate goal of licensing the applications at the appropriate time.

Intelimer Latent Catalyst Polymer Systems

Landec has developed latent catalysts useful in extending pot-life, extending shelf life, reducing waste and improving thermoset cure methods. Some of these latent catalysts are currently being distributed by Akzo-Nobel Chemicals B.V. through our licensing agreement with Air Products. The rights to develop and sell Landec's latent catalysts and personal care technologies were licensed to Air Products in March 2006.

Personal Care and Cosmetic Applications

Landec's personal care and cosmetic applications strategy is focused on supplying Intelimer materials to industry leaders for use in lotions and creams, as well as color cosmetics, lipsticks and hair care. The Company's partner, Air Products, is currently shipping products to L'Oreal, Mentholatum and other companies for use in lotions and creams. The rights to develop and sell Landec's polymers for personal care products were licensed to Air Products in March 2006 along with the latent catalyst rights.

Intelimer Drug Delivery Polymers

Landec has been developing both biodegradable and non-biodegradable polymers for use in drug delivery applications targeting the use of its highly crystalline polymers and the tunable physical properties to minimize or eliminate burst, extend drug release profiles and deliver novel valuable properties to the pharma industry.

Sales and Marketing

Each of the Company's core businesses is supported by dedicated sales and marketing resources. The Company intends to develop its internal sales capacity as more products progress toward commercialization and as business volume expands geographically. During fiscal years 2010, 2009 and 2008, sales to the Company's top five customers accounted for approximately 48%, 46% and 47%, respectively, of its revenues, with the top customer, Costco Wholesale Corp., accounting for approximately 20%, 21% and 20%, respectively, of the Company's revenues.

Apio

Apio has 22 sales and marketing employees, located in central California and throughout the U.S., supporting the Food Products Technology business and the Commodity Trading business.

Seasonality

The Company's sales are moderately seasonal. Prior to the sale of FCD, Landec Ag revenues and profits were concentrated over a few months during the spring planting season (generally during the Company's third and fourth fiscal quarters). In addition, the Food Products Technology business can be heavily affected by seasonal weather factors which have impacted quarterly results, such as high cost of sourcing product due to a shortage of essential value-added produce items. The Commodity Trading business also typically recognized a much higher percentage of its revenues and profit during the first half of Landec's fiscal year compared to the second half. Lifecore's business is not materially affected by seasonality.

Manufacturing and Processing

Food Products Technology Business

The manufacturing process for the Company's proprietary BreatheWay packaging products is comprised of polymer manufacturing, membrane manufacturing and label package conversion. A third party toll manufacturer currently makes virtually all of the polymers for the BreatheWay packaging system. Select outside contractors currently manufacture the breathable membranes and Landec has transitioned virtually all of the label package conversion to Apio's Guadalupe facility to meet the increasing product demand and to provide additional developmental capabilities.

Apio processes virtually all of its fresh-cut value-added products in its state-of-the-art processing facility located in Guadalupe, California. Cooling of produce is done through third parties and Apio Cooling LP, a separate consolidated subsidiary in which Apio has a 60% ownership interest and is the general partner.

Hyaluronan-based Biomaterials Business

The commercial production of hyaluronan by Lifecore requires fermentation, separation and purification capabilities. Products are supplied in a variety of bulk and single dose configurations.

Lifecore produces its hyaluronan through a proprietary fermentation process. Until the introduction of Lifecore's medical grade hyaluronan, the only commercial source for medical hyaluronan was through a process of extraction from rooster combs. Lifecore believes that the fermentation manufacturing approach is superior to rooster comb extraction because of greater efficiency and flexibility, a more favorable long-term regulatory environment, and better economies of scale in producing large commercial quantities.

Lifecore's 112,000 square foot facility in Chaska, Minnesota is primarily used for the proprietary hyaluronan manufacturing process, formulation and aseptic syringe and bulk filling. The Company believes that the current inventory on-hand, together with its manufacturing capacity, will be sufficient to allow it to meet the needs of its current customers for the foreseeable future.

Lifecore provides versatility in the manufacturing of various types of finished products. Currently, it supplies several different forms of hyaluronan in a variety of molecular weight fractions as powders, solutions and gels, and in a variety of bulk and single-use finished packages. Lifecore continues to conduct development work designed to improve production efficiencies and expand its capabilities to achieve a wider range of hyaluronan product specifications in order to address the broadening opportunities for using hyaluronan in medical applications.

The Company's facility was designed to meet applicable regulatory requirements and has been cleared for the manufacture of both device and pharmaceutical products. The FDA periodically inspects the Company's manufacturing systems and requires conformance to the FDA's Quality Systems Regulations ("QSR"). In addition, Lifecore's corporate partners conduct intensive quality audits of the facility. Lifecore also periodically contracts with independent regulatory consultants to conduct audits of its operations. The Company maintains a Quality System which assures conformance to all applicable current standards (21 CFR820, 21 CFR210-211, ISO 13485:2003, 93/42/EEC, and Canadian Medical Device Regulation:1998). These approvals represent international symbols of quality system assurance and compliance with applicable European Medical Device Directives, which greatly assist in the marketing of Lifecore's products in the European Union.

Lifecore purchases raw materials for its production of hyaluronan-based products from outside vendors. While these materials are available from a variety of sources, the Company principally uses limited sources for some of its key materials to better monitor quality and achieve cost efficiencies.

Technology Licensing Business

Landec performs its batch seed coating operations in a leased facility in Oxford, Indiana. This facility is being used to coat other seed companies' inbred seed corn with the Company's Pollinator Plus seed corn coatings.

Landec has a pilot manufacturing facility in Indiana to support process development, scale-up and commercialization of the Company's seed coating programs. This facility utilizes a continuous coating process that has increased seed coating capabilities by over tenfold compared to the previous system using batch coaters.

General

Several of the raw materials used in manufacturing certain of the Company's products are currently purchased from a single source. Upon manufacturing scale-up of seed coating operations, the Company may enter into alternative supply arrangements. Although to date the Company has not experienced difficulty acquiring materials for the manufacture of its products, no assurance can be given that interruptions in supplies will not occur in the future, that the Company will be able to obtain substitute vendors, or that the Company will be able to procure comparable materials at similar prices and terms within a reasonable time. Any such interruption of supply could have a material adverse effect on the Company's ability to manufacture and distribute its products and, consequently, could materially and adversely affect the Company's business, operating results and financial condition.

Research and Development

Landec is focusing its research and development resources on both existing and new applications of its polymer technologies. Expenditures for research and development for the fiscal years ended May 30, 2010, May 31, 2009 and May 25, 2008 were \$4.4 million, \$3.7 million and \$3.3 million, respectively. Research and development expenditures funded by corporate or governmental partners were \$0 for the fiscal year ended May 30, 2010, \$152,000 for the fiscal year ended May 31, 2009 and \$418,000 for the fiscal year ended May 25, 2008. The Company may continue to seek funds for applied materials research programs from U.S. government agencies as well as from commercial entities. The Company anticipates that it will continue to have significant research and development expenditures in order to maintain its competitive position with a continuing flow of innovative, high-quality products and services. As of May 30, 2010, Landec had 49 employees engaged in research and development with experience in polymer and analytical chemistry, product application, product formulation, mechanical and chemical engineering.

Competition

The Company operates in highly competitive and rapidly evolving fields, and new developments are expected to continue at a rapid pace. Competition from large food processors, packaging companies, agricultural companies, medical and pharmaceutical companies is intense. In addition, the nature of the Company's collaborative arrangements and its technology licensing business may result in its corporate partners and licensees becoming competitors of the Company. Many of these competitors have substantially greater financial and technical resources and production and marketing capabilities than the Company, and many have substantially greater experience in conducting field trials, obtaining regulatory approvals and manufacturing and marketing commercial products. There can be no assurance that these competitors will not succeed in developing alternative technologies and products that are more effective, easier to use or less expensive than those which have been or are being developed by the Company or that would render the Company's technology and products obsolete and non-competitive.

Patents and Proprietary Rights

The Company's success depends in large part on its ability to obtain patents, maintain trade secret protection and operate without infringing on the proprietary rights of third parties. The Company has had 37 U.S. patents issued of which 27 remain active as of May 30, 2010 with expiration dates ranging from 2010 to 2023. The Company's issued and pending patents include claims relating to compositions, devices and use of a class of temperature sensitive polymers that exhibit distinctive properties of permeability, adhesion and viscosity control. There can be no assurance that any of the pending patent applications will be approved, that the Company will develop additional proprietary products that are patentable, that any patents issued to the Company will provide the Company with competitive advantages or will not be challenged by any third parties or that the patents of others will not prevent the commercialization of products incorporating the Company's technology. Furthermore, there can be no assurance that others will not independently develop similar products, duplicate any of the Company's products or design around the Company's patents. Any of the foregoing results could have a material adverse effect on the Company's business, operating results and financial condition.

The commercial success of the Company will also depend, in part, on its ability to avoid infringing patents issued to others. The Company has received, and may in the future receive, from third parties, including some of its competitors, notices claiming that it is infringing third party patents or other proprietary rights. If the Company were determined to be infringing any third-party patent, the Company could be required to pay damages, alter its products or processes, obtain licenses or cease certain activities. In addition, if patents are issued to others which contain claims that compete or conflict with those of the Company and such competing or conflicting claims are ultimately determined to be valid, the Company may be required to pay damages, to obtain licenses to these patents, to develop or obtain alternative technology or to cease using such technology. If the Company is required to obtain any licenses, there can be no assurance that the Company will be able to do so on commercially favorable terms, if at all. The Company's failure to obtain a license to any technology that it may require to commercialize its products could have a material adverse impact on the Company's business, operating results and financial condition.

Litigation, which could result in substantial costs to the Company, may also be necessary to enforce any patents issued or licensed to the Company or to determine the scope and validity of third-party proprietary rights. If competitors of the Company prepare and file patent applications in the United States that claim technology also claimed by the Company, the Company may have to participate in interference proceedings declared by the U.S. Patent and Trademark Office to determine priority of invention, which could result in substantial cost to and diversion of effort by the Company, even if the eventual outcome is favorable to the Company. Any such litigation or interference proceeding, regardless of outcome, could be expensive and time consuming and could subject the Company to significant liabilities to third parties, require disputed rights to be licensed from third parties or require the Company to cease using such technology and consequently, could have a material adverse effect on the Company's business, operating results and financial condition.

In addition to patent protection, the Company also relies on trade secrets, proprietary know-how and technological advances which the Company seeks to protect, in part, by confidentiality agreements with its collaborators, employees and consultants. There can be no assurance that these agreements will not be breached, that the Company will have adequate remedies for any breach, or that the Company's trade secrets and proprietary know-how will not otherwise become known or be independently discovered by others.

Government Regulation

Government regulation in the United States and other countries is a significant factor in the marketing of certain of the Company's products and in the Company's ongoing research and development activities. Some of the Company's products are subject to extensive and rigorous regulation by the FDA, which regulates some of the products as medical devices and which, in some cases, requires Pre-Market Approval ("PMA"), and by foreign countries, which regulate some of the products as medical devices or drugs. Under the Federal Food, Drug, and Cosmetic Act ("FDC Act"), the FDA regulates the clinical testing, manufacturing, labeling, distribution, sale and promotion of medical devices in the United States.

Following the enactment of the Medical Device Amendments of 1976 to the FDC Act, the FDA classified medical devices in commercial distribution at the time of enactment ("pre-Amendment devices") into one of three classes - Class I, II or III. This classification is based on the controls necessary to reasonably assure the safety and effectiveness of medical devices. Class I devices are those whose safety and effectiveness can reasonably be assured through general controls, such as establishment registration and labeling, and adherence to FDA-mandated current QSR requirements for devices. Most Class I devices are exempt from FDA premarket review, but some require premarket notification ("510(k) Notification"). Class II devices are those whose safety and effectiveness can reasonably be assured through the use of special controls, such as performance standards, postmarket surveillance, patient registries and FDA guidelines. Class III devices are devices that require a PMA from the FDA to assure their safety and effectiveness. A PMA ordinarily must contain data from a multi-center clinical study demonstrating the device's safety and effectiveness for the intended use and patient population. Class III devices are generally life-sustaining, life-supporting or implantable devices, and also include most devices that were not on the market before May 28, 1976 ("new devices") and for which the FDA has not made a finding of substantial equivalence based upon a 510(k) Notification. A pre-Amendment Class III device does not require a PMA unless and until the FDA issues a regulation requiring submission of a PMA application for the device.

The FDA requires clinical data for a PMA application and has the authority to require such data for a 510(k) Notification. If clinical data are necessary, the company that sponsors the study must follow the FDA's Investigational Device Exemption ("IDE") regulations governing the conduct of human studies. The FDA's regulations require institutional review board approval of the study and the informed consent of the study subjects. In addition, for a "significant risk" device, the FDA must approve an IDE application before the study can begin. Non-significant risk devices do not require FDA approval of an IDE application, and are conducted under the "abbreviated IDE" requirements. Once in effect, an IDE or abbreviated IDE permits evaluation of devices under controlled clinical conditions. After a clinical evaluation process, the resulting data may be included in a PMA application or a 510(k) Notification. The PMA may be approved or the 510(k) Notification may be cleared by the FDA only after a review process that may include FDA requests for additional data, sometimes requiring further studies.

If a manufacturer or distributor of medical devices can establish to the FDA's satisfaction through a 510(k) Notification that a new device is substantially equivalent to what is called a "predicate device," i.e., a legally marketed Class I or Class II medical device or a legally marketed pre-Amendment Class III device for which the FDA has not required a PMA, the manufacturer or distributor may market the new device. In the 510(k) Notification, a manufacturer or distributor makes a claim of substantial equivalence, which the FDA may require to be supported by various types of information, including data from clinical studies, showing that the new device is as safe and effective for its intended use as the predicate device.

Following submission of the 510(k) Notification, the manufacturer or distributor may not place the new device into commercial distribution until the FDA issues a "substantial equivalence" determination finding the new device to be substantially equivalent to a predicate device. The FDA has a 90 day period in which to respond to a 510(k) Notification; (30 days for a Special 510(k)). Depending on the specific submission and subsequent agency information requests, the 510(k) Notification process can take significantly longer to complete. The FDA may agree with the manufacturer or distributor that the new device is substantially equivalent to a predicate device and allow the new device to be marketed in the United States. The FDA may, however, determine that the new device is not substantially equivalent and require the manufacturer or distributor to submit a PMA or require further information, such as additional test data, including data from clinical studies, before it is able to make a determination regarding substantial equivalence. Although the PMA process is significantly more complex, time-consuming and expensive than the 510(k) Notification process, the latter process can also be expensive and substantially delay the market introduction of a product. Modifications to a device that is marketed under a 510(k) Notification might require submission of a new 510(k) prior to their implementation, although some modifications can be made through a "note to file" procedure described in FDA guidance.

For devices that cannot be found "substantially equivalent" to a predicate device, the manufacturer must submit a PMA application, petition for reclassification, or submit a PMA application via the de novo process. A PMA must contain information on the materials and manufacturing process for the device, results of preclinical testing, clinical data, and labeling for the device. The FDA has 180 days to review a PMA application, but may request additional information, which could include additional studies. The FDA might refer a PMA to an advisory committee of outside experts to review and make recommendation on whether a device should be approved. After considering the data in the PMA application and the recommendations of an advisory committee, the FDA can approve the device, approve the device with conditions or refuse approval. Devices approved by the FDA are subject to periodic reporting requirements, and may be subject to restrictions on sale, distribution or use.

Hyaluronan products are generally Class III devices. In cases where the Company is supplying hyaluronan to a corporate partner as a raw material or producing a finished product under a license for the partner, the corporate partner will be responsible for obtaining the appropriate FDA clearance or approval. Export of the Company's hyaluronan products generally requires approval of the importing country and compliance with the export provisions of the FDC Act.

Other regulatory requirements are placed on the manufacture, processing, packaging, labeling, distribution, recordkeeping and reporting of a medical device and on the quality control procedures, such as the FDA's device QSR regulations. Manufacturing facilities are subject to periodic inspections by the FDA to assure compliance with device QSR requirements. Lifecore's facility is subject to inspections as both a device and a drug manufacturing operation. For PMA devices, the Company is required to submit an annual report and to obtain approval of a PMA supplement for modifications to the device or its labeling. Other applicable FDA requirements include the medical device reporting ("MDR") regulation, which requires that the Company provide information to the FDA regarding deaths or serious injuries alleged to have been associated with the use of its devices, as well as product malfunctions that would likely cause or contribute to death or serious injury if the malfunction were to recur. The FDA also requires reporting regarding notices of correction and the removal of a medical device.

If the Company is not in compliance with FDA requirements, the FDA or the federal government can order a recall, detain the Company's devices, refuse to grant 510(k) Notification clearances or PMA approvals, withdraw or limit product approvals, institute proceedings to seize the Company's devices, seek injunctions to control or prohibit marketing and sales of the Company's devices, assess civil money penalties and impose criminal sanctions against the Company, its officers or its employees.

There can be no assurance that any of the Company's clinical studies will show safety or effectiveness; that 510(k) Notifications or PMA applications or supplemental applications will be submitted or, if submitted, accepted for filing; that any of the Company's products that require clearance of a 510(k) Notification or approval of a PMA application or PMA supplement will obtain such clearance or approval on a timely basis, on terms acceptable to the Company for the purpose of actually marketing the products, or at all; or that following any such clearance or approval previously unknown problems will not result in restrictions on the marketing of the products or withdrawal of clearance or approval.

Product Liability

Product liability claims may be asserted with respect to the Company's products. The Company maintains product liability insurance coverage in amounts the Company deems to be adequate. There can be no assurance that the Company will have sufficient resources to satisfy product claims if they exceed available insurance coverage.

Employees

As of May 30, 2010, Landec had 229 full-time employees, of whom 158 were dedicated to research, development, manufacturing, quality control and regulatory affairs and 71 were dedicated to sales, marketing and administrative activities. Landec intends to recruit additional personnel in connection with the development, manufacturing and marketing of its products. None of Landec's employees is represented by a union, and Landec believes its relationship with its employees is good.

Available Information

Landec's Web site is <http://www.landec.com>. Landec makes available free of charge its annual, quarterly and current reports, and any amendments to those reports, as soon as reasonably practicable after electronically filing such reports with the SEC. Information contained on our website is not part of this Report.

Item 1A. Risk Factors

Landec desires to take advantage of the "Safe Harbor" provisions of the Private Securities Litigation Reform Act of 1995 and of Section 21E and Rule 3b-6 under the Securities Exchange Act of 1934. Specifically, Landec wishes to alert readers that the following important factors could in the future affect, and in the past have affected, Landec's actual results and could cause Landec's results for future periods to differ materially from those expressed in any forward-looking statements made by or on behalf of Landec. Landec assumes no obligation to update such forward-looking statements.

The Global Economy is Currently Undergoing a Period of Slowdown and Unprecedented Volatility, Which May Have an Adverse Effect on Our Business

The U.S. and international economy and financial markets have experienced significant slowdown and volatility due to uncertainties related to the availability of credit, energy prices, difficulties in the banking and financial services sectors, softness in the housing market, severely diminished market liquidity, geopolitical conflicts, falling consumer confidence and rising unemployment rates. This slowdown has and could further lead to reduced demand for our products, which in turn, would reduce our revenues and adversely affect our business, financial condition and results of operations. In particular, the slowdown and volatility in the global markets have resulted in softer demand and more conservative purchasing decisions by customers, including a tendency toward lower-priced products, which could negatively impact our revenues, gross margins and results of operations. In addition to a reduction in sales, our profitability may decrease during downturns because we may not be able to reduce costs at the same rate as our sales decline. These slowdowns are expected to worsen if current economic conditions are prolonged or deteriorate further. We cannot predict the ultimate severity or length of the current economic crisis, or the timing or severity of future economic or industry downturns.

Given the current unfavorable economic environment, our customers may have difficulties obtaining capital at adequate or historical levels to finance their ongoing business and operations, which could impair their ability to make timely payments to us. This may result in lower sales and/or additional inventory or bad debt expense for Landec. In addition to the impact of the economic downturn on our customers, some of our vendors and growers may experience a reduction in their availability of funds and cash flows, which could negatively impact their business as well as ours. A continuing or deepening downturn of the U.S. economy, including increased volatility in the credit markets, could adversely impact our customers' and vendors' ability or willingness to conduct business with us on the same terms or at the same levels as they have historically.

We are unable to predict the likely duration and severity of the current disruption in the financial markets and adverse economic conditions in the U.S. and other countries and such conditions, if they persist or worsen, will further adversely impact our business, operating results, and financial condition. Further, these conditions and uncertainty about future economic conditions make it challenging for Landec to forecast its operating results, make business decisions, and identify the risks that may affect its business, sources and use of cash, financial condition and results of operations.

Our Future Operating Results Are Likely to Fluctuate Which May Cause Our Stock Price to Decline

In the past, our results of operations have fluctuated significantly from quarter to quarter and are expected to continue to fluctuate in the future. Historically, Landec Ag has been the primary source of these fluctuations, as its revenues and profits were concentrated over a few months during the spring planting season (generally during our third and fourth fiscal quarters). In addition, Apio can be heavily affected by seasonal and weather factors which have impacted quarterly results due to a shortage of essential value-added produce items. Our earnings may also fluctuate based on our ability to collect accounts receivables from customers and note receivables from growers and on price fluctuations in the fresh vegetables and fruits markets. Other factors that affect our operations include:

the seasonality of our supplies,

our ability to process produce during critical harvest periods,

the timing and effects of ripening,

the degree of perishability,

the effectiveness of worldwide distribution systems,

total worldwide industry volumes,

the seasonality of consumer demand,

foreign currency fluctuations, and

foreign importation restrictions and foreign political risks.

As a result of these and other factors, we expect to continue to experience fluctuations in quarterly operating results.

Uncertainty Relating To Integration Of Lifecore And Other New Business Acquisitions.

The Company's acquisition of Lifecore involves the integration of Lifecore's operations into the Company. The integration will require the dedication of management resources in order to achieve the anticipated operating efficiencies of the acquisition. No assurance can be given that any difficulties encountered in integrating the operations of Lifecore into the Company will be overcome or that the benefits expected from such integration will be realized. The difficulties in combining Lifecore and the Company's operations are exacerbated by the necessity of coordinating geographically separate organizations, integrating personnel with disparate business backgrounds and combining different corporate cultures. The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of the combined company's business. Difficulties encountered or additional costs incurred in connection with the acquisition and the integration of the operations of Lifecore and the Company could have a material adverse effect on the business, results of operations and financial condition of the Company.

The successful integration of any other new business acquisitions may require substantial effort from the Company's management. The diversion of the attention of management and any difficulties encountered in the transition process could have a material adverse effect on the Company's ability to realize the anticipated benefits of the acquisitions. The successful combination of new businesses also requires coordination of research and development activities, manufacturing, and sales and marketing efforts. In addition, the process of combining organizations could cause the interruption of, or a loss of momentum in, the Company's activities. There can be no assurance that the Company will be able to retain key management, technical, sales and customer support personnel, or that the Company will realize the anticipated benefits of any acquisitions, and the failure to do so would have a material adverse effect on the Company's business, results of operations and financial condition.

We May Not Be Able to Achieve Acceptance of Our New Products in the Marketplace

Our success in generating significant sales of our products will depend in part on the ability of us and our partners and licensees to achieve market acceptance of our new products and technology. The extent to which, and rate at which, we achieve market acceptance and penetration of our current and future products is a function of many variables including, but not limited to:

- price,
- safety,
- efficacy,
- reliability,
- conversion costs,
- marketing and sales efforts, and
- general economic conditions affecting purchasing patterns.

We may not be able to develop and introduce new products and technologies in a timely manner or new products and technologies may not gain market acceptance. We are in the early stage of product commercialization of certain Intelimer-based specialty packaging, Intellicoat seed coatings, HA-based products and other Intelimer polymer products and many of our potential products are in development. We believe that our future growth will depend in large part on our ability to develop and market new products in our target markets and in new markets. In particular, we expect that our ability to compete effectively with existing food products, agricultural, industrial, medical and pharmaceutical companies will depend substantially on successfully developing, commercializing, achieving market acceptance of and reducing the cost of producing our products. In addition, commercial applications of our temperature switch polymer technology are relatively new and evolving. Our failure to develop new products or the failure of our new products to achieve market acceptance would have a material adverse effect on our business, results of operations and financial condition.

We Face Strong Competition in the Marketplace

Competitors may succeed in developing alternative technologies and products that are more effective, easier to use or less expensive than those which have been or are being developed by us or that would render our technology and products obsolete and non-competitive. We operate in highly competitive and rapidly evolving fields, and new developments are expected to continue at a rapid pace. Competition from large food products, agricultural, industrial, medical and pharmaceutical companies is expected to be intense. In addition, the nature of our collaborative arrangements may result in our corporate partners and licensees becoming our competitors. Many of these competitors have substantially greater financial and technical resources and production and marketing capabilities than we do, and may have substantially greater experience in conducting clinical and field trials, obtaining regulatory approvals and manufacturing and marketing commercial products.

We Have a Concentration of Manufacturing in One Location for Apio and Lifecore and May Have to Depend on Third Parties to Manufacture Our Products

Any disruptions in our primary manufacturing operation at Apio's facility in Guadalupe, California or Lifecore's facility in Chaska, Minnesota would reduce our ability to sell our products and would have a material adverse effect on our financial results. Additionally, we may need to consider seeking collaborative arrangements with other companies to manufacture our products. If we become dependent upon third parties for the manufacture of our products, our profit margins and our ability to develop and deliver those products on a timely basis may be adversely affected. Failures by third parties may impair our ability to deliver products on a timely basis and impair our competitive position. We may not be able to continue to successfully operate our manufacturing operations at acceptable costs, with acceptable yields, and retain adequately trained personnel.

Our Dependence on Single-Source Suppliers and Service Providers May Cause Disruption in Our Operations Should Any Supplier Fail to Deliver Materials

We may experience difficulty acquiring materials or services for the manufacture of our products or we may not be able to obtain substitute vendors. We may not be able to procure comparable materials at similar prices and terms within a reasonable time. Several services that are provided to Apio are obtained from a single provider. Several of the raw materials we use to manufacture our products are currently purchased from a single source, including some monomers used to synthesize Intelimer polymers, substrate materials for our breathable membrane products and raw materials for our HA products. Any interruption of our relationship with single-source suppliers or service providers could delay product shipments and materially harm our business.

We May Be Unable to Adequately Protect Our Intellectual Property Rights

We may receive notices from third parties, including some of our competitors, claiming infringement by our products of patent and other proprietary rights. Regardless of their merit, responding to any such claim could be time-consuming, result in costly litigation and require us to enter royalty and licensing agreements which may not be offered or available on terms acceptable to us. If a successful claim is made against us and we fail to develop or license a substitute technology, we could be required to alter our products or processes and our business, results of operations or financial position could be materially adversely affected. Our success depends in large part on our ability to obtain patents, maintain trade secret protection and operate without infringing on the proprietary rights of third parties. Any pending patent applications we file may not be approved and we may not be able to develop additional proprietary products that are patentable. Any patents issued to us may not provide us with competitive advantages or may be challenged by third parties. Patents held by others may prevent the commercialization of products incorporating our technology. Furthermore, others may independently develop similar products, duplicate our products or design around our patents.

Our Operations Are Subject to Regulations that Directly Impact Our Business

Our products and operations are subject to governmental regulation in the United States and foreign countries. The manufacture of our products is subject to periodic inspection by regulatory authorities. We may not be able to obtain necessary regulatory approvals on a timely basis or at all. Delays in receipt of or failure to receive approvals or loss of previously received approvals would have a material adverse effect on our business, financial condition and results of operations. Although we have no reason to believe that we will not be able to comply with all applicable regulations regarding the manufacture and sale of our products and polymer materials, regulations are always subject to change and depend heavily on administrative interpretations and the country in which the products are sold. Future changes in regulations or interpretations relating to matters such as safe working conditions, laboratory and manufacturing practices, environmental controls, and disposal of hazardous or potentially hazardous substances may adversely affect our business.

We are subject to FDA rules and regulations concerning the safety of the food products handled and sold by Apio, and the facilities in which they are packed and processed. Failure to comply with the applicable regulatory requirements can, among other things, result in:

finances, injunctions, civil penalties, and suspensions,

withdrawal of regulatory approvals,

product recalls and product seizures, including cessation of manufacturing and sales,

operating restrictions, and

criminal prosecution.

We may be required to incur significant costs to comply with the laws and regulations in the future which may have a material adverse effect on our business, operating results and financial condition.

Our food packaging products are subject to regulation under the Food, Drug and Cosmetic Act (the "FDC Act"). Under the FDC Act, any substance that when used as intended may reasonably be expected to become, directly or indirectly, a component or otherwise affect the characteristics of any food may be regulated as a food additive unless the substance is generally recognized as safe. We believe that food packaging materials are generally not considered food additives by the FDA because these products are not expected to become components of food under their expected conditions of use. We consider our breathable membrane product to be a food packaging material not subject to regulation or approval by the FDA. We have not received any communication from the FDA concerning our breathable membrane product. If the FDA were to determine that our breathable membrane products are food additives, we may be required to submit a food additive petition for approval by the FDA. The food additive petition process is lengthy, expensive and uncertain. A determination by the FDA that a food additive petition is necessary would have a material adverse effect on our business, operating results and financial condition.

Our agricultural operations are subject to a variety of environmental laws including, the Food Quality Protection Act of 1966, the Clean Air Act, the Clean Water Act, the Resource Conservation and Recovery Act, the Federal Insecticide, Fungicide and Rodenticide Act, and the Comprehensive Environmental Response, Compensation and Liability Act. Compliance with these laws and related regulations is an ongoing process. Environmental concerns are, however, inherent in most agricultural operations, including those we conduct. Moreover, it is possible that future developments, such as increasingly strict environmental laws and enforcement policies could result in increased compliance costs.

Our Food Products Technology business is subject to the Perishable Agricultural Commodities Act ("PACA") law. PACA regulates fair trade standards in the fresh produce industry and governs all the products sold by Apio. Our failure to comply with the PACA requirements could among other things, result in civil penalties, suspension or revocation of a license to sell produce, and in the most egregious cases, criminal prosecution, which could have a material adverse effect on our business.

Lifecore's existing products and its products under development are considered to be medical devices and, therefore, require clearance or approval by the FDA before commercial sales can be made in the United States. The products also require the approval of foreign government agencies before sales may be made in many other countries. The process of obtaining these clearances or approvals varies according to the nature and use of the product. It can involve lengthy and detailed laboratory and clinical testing, sampling activities and other costly and time-consuming procedures. There can be no assurance that any of the required clearances or approvals will be granted on a timely basis, if at all.

In addition, most of the existing products being sold by Lifecore and its customers are subject to continued regulation by the FDA, various state agencies and foreign regulatory agencies which regulate manufacturing, labeling and record keeping procedures for such products. Marketing clearances or approvals by these agencies can be withdrawn due to failure to comply with regulatory standards or the occurrence of unforeseen problems following initial clearance or approval. These agencies can also limit or prevent the manufacture or distribution of the Lifecore's products. A determination that Lifecore is in violation of such regulations could lead to the imposition of civil penalties, including fines, product recalls or product seizures, injunctions, and, in extreme cases, criminal sanctions.

Federal, state and local regulations impose various environmental controls on the use, storage, discharge or disposal of toxic, volatile or otherwise hazardous chemicals and gases used in some of the manufacturing processes. Our failure to control the use of, or to restrict adequately the discharge of, hazardous substances under present or future regulations could subject us to substantial liability or could cause our manufacturing operations to be suspended and changes in environmental regulations may impose the need for additional capital equipment or other requirements.

Adverse Weather Conditions and Other Acts of God May Cause Substantial Decreases in Our Sales and/or Increases in Our Costs

Our Food Products Technology business is subject to weather conditions that affect commodity prices, crop yields, and decisions by growers regarding crops to be planted. Crop diseases and severe conditions, particularly weather conditions such as floods, droughts, frosts, windstorms, earthquakes and hurricanes, may adversely affect the supply of vegetables and fruits used in our business, which could reduce the sales volumes and/or increase the unit production costs. Because a significant portion of the costs are fixed and contracted in advance of each operating year, volume declines due to production interruptions or other factors could result in increases in unit production costs which could result in substantial losses and weaken our financial condition.

We Depend on Strategic Partners and Licenses for Future Development

Our strategy for development, clinical and field testing, manufacture, commercialization and marketing for some of our current and future products includes entering into various collaborations with corporate partners, licensees and others. We are dependent on our corporate partners to develop, test, manufacture and/or market some of our products. Although we believe that our partners in these collaborations have an economic motivation to succeed in performing their contractual responsibilities, the amount and timing of resources to be devoted to these activities are not within our control. Our partners may not perform their obligations as expected or we may not derive any additional revenue from the arrangements. Our partners may not pay any additional option or license fees to us or may not develop, market or pay any royalty fees related to products under the agreements. Moreover, some of the collaborative agreements provide that they may be terminated at the discretion of the corporate partner, and some of the collaborative agreements provide for termination under other circumstances. Our partners may pursue existing or alternative technologies in preference to our technology. Furthermore, we may not be able to negotiate additional collaborative arrangements in the future on acceptable terms, if at all, and our collaborative arrangements may not be successful.

Our International Operations and Sales May Expose Our Business to Additional Risks

For fiscal year 2010, approximately 29% of our total revenues were derived from product sales to international customers. A number of risks are inherent in international transactions. International sales and operations may be limited or disrupted by any of the following:

regulatory approval process,

government controls,

export license requirements,

political instability,

price controls,

trade restrictions,

changes in tariffs, or

difficulties in staffing and managing international operations.

Foreign regulatory agencies have or may establish product standards different from those in the United States, and any inability to obtain foreign regulatory approvals on a timely basis could have a material adverse effect on our international business, and our financial condition and results of operations. While our foreign sales are currently priced in dollars, fluctuations in currency exchange rates may reduce the demand for our products by increasing the price of our products in the currency of the countries to which the products are sold. Regulatory, geopolitical and other factors may adversely impact our operations in the future or require us to modify our current business practices.

Cancellations or Delays of Orders by Our Customers May Adversely Affect Our Business

During fiscal year 2010, sales to our top five customers accounted for approximately 48% of our revenues, with our largest customer, Costco Wholesale Corporation, accounting for approximately 20% of our revenues. We expect that, for the foreseeable future, a limited number of customers may continue to account for a substantial portion of our net revenues. We may experience changes in the composition of our customer base as we have experienced in the past. The reduction, delay or cancellation of orders from one or more major customers for any reason or the loss of one or more of our major customers could materially and adversely affect our business, operating results and financial condition. In addition, since some of the products processed by Apio at its Guadalupe, California facility and by Lifecore at its Chaska, Minnesota facility are sole sourced to customers, our operating results could be adversely affected if one or more of our major customers were to develop other sources of supply. Our current customers may not continue to place orders, orders by existing customers may be canceled or may not continue at the levels of previous periods or we may not be able to obtain orders from new customers.

Our Sale of Some Products May Increase Our Exposure to Product Liability Claims

The testing, manufacturing, marketing, and sale of the products we develop involve an inherent risk of allegations of product liability. If any of our products were determined or alleged to be contaminated or defective or to have caused a harmful accident to an end-customer, we could incur substantial costs in responding to complaints or litigation regarding our products and our product brand image could be materially damaged. Either event may have a material adverse effect on our business, operating results and financial condition. Although we have taken and intend to continue to take what we believe are appropriate precautions to minimize exposure to product liability claims, we may not be able to avoid significant liability. We currently maintain product liability insurance. While we believe the coverage and limits are consistent with industry standards, our coverage may not be adequate or may not continue to be available at an acceptable cost, if at all. A product liability claim, product recall or other claim with respect to uninsured liabilities or in excess of insured liabilities could have a material adverse effect on our business, operating results and financial condition.

Our Stock Price May Fluctuate in Accordance with Market Conditions

The following events may cause the market price of our common stock to fluctuate significantly:

- technological innovations applicable to our products,
- our attainment of (or failure to attain) milestones in the commercialization of our technology,
- our development of new products or the development of new products by our competitors,
- new patents or changes in existing patents applicable to our products,
- our acquisition of new businesses or the sale or disposal of a part of our businesses,
- development of new collaborative arrangements by us, our competitors or other parties,
- changes in government regulations applicable to our business,
- changes in investor perception of our business,
- fluctuations in our operating results, and
- changes in the general market conditions in our industry.

These broad fluctuations may adversely affect the market price of our common stock.

We May Be Exposed to Employment Related Claims and Costs that Could Materially Adversely Affect Our Business

We have been subject in the past, and may be in the future, to claims by employees based on allegations of discrimination, negligence, harassment and inadvertent employment of illegal aliens or unlicensed personnel, and we may be subject to payment of workers' compensation claims and other similar claims. We could incur substantial costs and our management could spend a significant amount of time responding to such complaints or litigation regarding employee claims, which may have a material adverse effect on our business, operating results and financial condition.

We Are Dependent on Our Key Employees and if One or More of Them Were to Leave, We Could Experience Difficulties in Replacing Them and Our Operating Results Could Suffer

The success of our business depends to a significant extent upon the continued service and performance of a relatively small number of key senior management, technical, sales, and marketing personnel. The loss of any of our key personnel would likely harm our business. In addition, competition for senior level personnel with knowledge and experience in our different lines of business is intense. If any of our key personnel were to leave, we would need to devote substantial resources and management attention to replace them. As a result, management attention may be diverted from managing our business, and we may need to pay higher compensation to replace these employees.

We May Issue Preferred Stock with Preferential Rights that Could Affect Your Rights

Our Board of Directors has the authority, without further approval of our stockholders, to fix the rights and preferences, and to issue shares, of preferred stock. In November 1999, we issued and sold shares of Series A Convertible Preferred Stock and in October 2001 we issued and sold shares of Series B Convertible Preferred Stock. The Series A Convertible Preferred Stock was converted into 1,666,670 shares of Common Stock in November 2002 and the Series B Convertible Preferred Stock was converted into 1,744,102 shares of Common Stock in May 2004.

The issuance of new shares of preferred stock could have the effect of making it more difficult for a third party to acquire a majority of our outstanding stock, and the holders of such preferred stock could have voting, dividend, liquidation and other rights superior to those of holders of our Common Stock.

We Have Never Paid any Dividends on Our Common Stock

We have not paid any cash dividends on our Common Stock since inception and do not expect to do so in the foreseeable future. Any dividends may be subject to preferential dividends payable on any preferred stock we may issue.

Our Profitability Could Be Materially and Adversely Affected if it Is Determined that the Book Value of Goodwill is Higher than Fair Value

Our balance sheet includes an amount designated as "goodwill" that represents a portion of our assets and our stockholders' equity. Goodwill arises when an acquirer pays more for a business than the fair value of the tangible and separately measurable intangible net assets. In accordance with accounting guidance, the amortization of goodwill has been replaced with an "impairment test" which requires that we compare the fair value of goodwill to its book value at least annually and more frequently if circumstances indicate a possible impairment. If we determine at any time in the future that the book value of goodwill is higher than fair value then the difference must be written-off, which could materially and adversely affect our profitability.

1B. Unresolved Staff Comments

None.

Item 2. Properties

As of May 30, 2010, the Company owned or leased properties in Menlo Park, Arroyo Grande and Guadalupe, California; West Lebanon and Oxford, Indiana and Chaska, Minnesota.

These properties are described below:

| <u>Location</u> | <u>Business Segment</u> | <u>Ownership</u> | <u>Facilities</u> | <u>Acres of Land</u> | <u>Lease Expiration</u> |
|-------------------|-------------------------------|------------------|---|----------------------|-------------------------|
| Menlo Park, CA | Technology Licensing | Leased | 14,600 square feet of office and laboratory space | — | 12/31/14 |
| Chaska, MN | Hyaluronan-based Biomaterials | Owned | 112,000 square feet of office, laboratory and manufacturing space | 27.5 | — |
| West Lebanon, IN | Technology Licensing | Owned | 4,000 square feet of warehouse and manufacturing space | — | — |
| Oxford, IN | Technology Licensing | Leased | 13,400 square feet of laboratory and manufacturing space | — | 6/30/11 |
| Guadalupe, CA | Food Products Technology | Owned | 199,000 square feet of office space, manufacturing and cold storage | 17.7 | — |
| Arroyo Grande, CA | Commodity Trading | Leased | 1,100 square feet of office space | — | 6/30/11 |

The obligations of the Company under its credit agreement with Wells Fargo Bank, N.A. are secured by a lien on the Chaska, MN land and building.

Item 3. Legal Proceedings

The Company is involved in litigation arising in the normal course of business. The Company is currently not a party to any legal proceedings which management believes could result in the payment of any amounts that would be significant to the business or financial condition of the Company.

Item 4. [Removed and Reserved]

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

The Common Stock is traded on The NASDAQ Global Select Market under the symbol "LNDC". The following table sets forth for each period indicated the high and low sales prices for the Common Stock.

| <u>Fiscal Year Ended May 30, 2010</u> | <u>High</u> | <u>Low</u> |
|--|-------------|------------|
| 4 th Quarter ending May 30, 2010 | \$ 7.45 | \$ 5.50 |
| 3 rd Quarter ending February 28, 2010 | \$ 6.63 | \$ 5.81 |
| 2 nd Quarter ending November 29, 2009 | \$ 7.03 | \$ 6.00 |
| 1 st Quarter ending August 30, 2009 | \$ 7.17 | \$ 5.99 |
| <u>Fiscal Year Ended May 31, 2009</u> | <u>High</u> | <u>Low</u> |
| 4 th Quarter ending May 31, 2009 | \$ 7.00 | \$ 3.87 |
| 3 rd Quarter ending March 1, 2009 | \$ 7.36 | \$ 4.76 |
| 2 nd Quarter ending November 30, 2008 | \$ 9.68 | \$ 5.81 |
| 1 st Quarter ending August 31, 2008 | \$ 9.93 | \$ 6.35 |

Holdings

There were approximately 72 holders of record of 26,507,778 shares of outstanding Common Stock as of July 20, 2010. Since certain holders are listed under their brokerage firm's names, the actual number of stockholders is higher.

Dividends

The Company has not paid any dividends on the Common Stock since its inception. The Company presently intends to retain all future earnings, if any, for its business and does not anticipate paying cash dividends on its Common Stock in the foreseeable future.

Issuer Purchases of Equity Securities

There were no shares repurchased by the Company during the fiscal quarter ended on May 30, 2010.

Item 6. Selected Financial Data

The information set forth below is not necessarily indicative of the results of future operations and should be read in conjunction with the information contained in Item 7 – “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the Consolidated Financial Statements and Notes to Consolidated Financial Statements contained in Item 8 of this report.

| | Year Ended May 30, 2010 | Year Ended May 31, 2009 | Year Ended May 25, 2008 | Year Ended May 27, 2007 | Year Ended May 28, 2006 |
|---|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| Statement of Income Data: (in thousands) | | | | | |
| Revenues: | | | | | |
| Product sales | \$ 228,390 | \$ 224,404 | \$ 227,550 | \$ 201,892 | \$ 225,404 |
| Service revenues | 3,699 | 4,145 | 3,640 | 3,539 | 3,725 |
| License fees | 5,400 | 6,000 | 6,231 | 4,013 | 2,398 |
| R&D and royalty revenues | 735 | 1,389 | 1,106 | 1,054 | 426 |
| Total revenues | 238,224 | 235,938 | 238,527 | 210,498 | 231,953 |
| Cost of revenue: | | | | | |
| Cost of product sales | 201,466 | 198,369 | 197,288 | 175,252 | 188,904 |
| Cost of service revenue | 2,992 | 3,289 | 3,011 | 2,860 | 3,005 |
| Total cost of revenue | 204,458 | 201,658 | 200,299 | 178,112 | 191,909 |
| Gross profit | 33,766 | 34,280 | 38,228 | 32,386 | 40,044 |
| Operating costs and expenses: | | | | | |
| Research and development | 4,361 | 3,665 | 3,251 | 3,074 | 3,042 |
| Selling, general and administrative | 17,698 | 18,017 | 19,801 | 21,616 | 27,979 |
| Income from sale of FCD | — | — | — | (22,669) | — |
| Total operating costs and expenses | 22,059 | 21,682 | 23,052 | 2,021 | 31,021 |
| Operating profit | 11,707 | 12,598 | 15,176 | 30,365 | 9,023 |
| Interest income | 834 | 1,306 | 2,219 | 1,945 | 633 |
| Interest expense | (88) | (8) | (22) | (251) | (452) |
| Other expenses | (3,725) | — | — | — | — |
| Net income before taxes | 8,728 | 13,896 | 17,373 | 32,059 | 9,204 |
| Income tax expense | (4,262) | (5,611) | (3,354) | (2,456) | — |
| Consolidated net income | 4,466 | 8,285 | 14,019 | \$ 29,603 | 9,204 |
| Non controlling interest | (482) | (555) | (477) | (414) | (553) |
| Net income applicable to Common Stockholders | \$ 3,984 | \$ 7,730 | \$ 13,542 | \$ 29,189 | \$ 8,651 |
| Basic net income per share | \$ 0.15 | \$ 0.30 | \$ 0.52 | \$ 1.16 | \$ 0.35 |
| Diluted net income per share | \$ 0.15 | \$ 0.29 | \$ 0.50 | \$ 1.07 | \$ 0.34 |
| Shares used in per share computation: | | | | | |
| Basic | 26,382 | 26,202 | 26,069 | 25,260 | 24,553 |
| Diluted | 26,633 | 26,751 | 26,935 | 26,558 | 25,657 |

| | May 30, 2010 | May 31, 2009 | May 25, 2008 | May 27, 2007 | May 28, 2006 |
|---------------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| Balance Sheet Data: (in thousands) | | | | | |
| Cash and cash equivalents | \$ 27,817 | \$ 43,459 | \$ 44,396 | \$ 62,556 | \$ 15,164 |
| Total assets | 200,197 | 153,498 | 149,957 | 141,368 | 119,025 |
| Debt | 23,770 | — | — | — | 2,018 |
| Retained earnings (deficit) | 13,206 | 9,222 | 1,492 | (19,332) | (41,239) |
| Total stockholders' equity | \$ 130,784 | \$ 125,406 | \$ 114,466 | \$ 110,228 | \$ 85,049 |

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the Company's Consolidated Financial Statements contained in Item 8 of this report. Except for the historical information contained herein, the matters discussed in this report are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934. These forward-looking statements involve certain risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Potential risks and uncertainties include, without limitation, those mentioned in this report and, in particular, the factors described in Item 1A. "Risk Factors." Landec undertakes no obligation to revise any forward-looking statements in order to reflect events or circumstances that may arise after the date of this report.

Overview

Since its inception in October 1986, the Company has been engaged in the research and development of its Intelimer technology and related products. The Company has launched four product lines from this core development – QuickCast™ splints and casts, in April 1994, which was subsequently sold to Bissell Healthcare Corporation in August 1997; BreatheWay packaging technology for the fresh-cut and whole produce packaging market, in September 1995; Intelimer Polymer Systems that includes polymer materials for various industrial applications in June 1997 and for personal care applications in November 2003; and Intellicoat coated corn seeds in the Fall of 1999. In addition, on April 30, 2010, the Company acquired Lifecore which develops and manufactures products utilizing hyaluronan, a naturally occurring polysaccharide that is widely distributed in the extracellular matrix of connective tissues in both animals and humans.

With the acquisition of Lifecore, Landec has four core businesses – Food Products Technology, Commodity Trading, Hyaluronan-based Biomaterials and Technology Licensing. The Food Products Technology segment combines the Company's Intelimer packaging technology with Apio's fresh-cut and whole produce business. The Commodity Trading business is operated through Apio and combines Apio's Cal-Ex export company with Apio's domestic buy-sell commodity business that purchases and sells whole fruit and vegetable products to Asia and domestically. The Hyaluronan-based Biomaterials business sells products utilizing hyaluronan in the ophthalmic, orthopedic and veterinary segments and also supplies hyaluronan to customers pursuing other medical applications, such as aesthetic surgery, medical device coatings, tissue engineering and pharmaceuticals. The Technology Licensing business includes our proprietary Intellicoat seed coating technology in which certain fields of application have been licensed to Monsanto and our Intelimer polymer business that licenses and/or supplies products to companies such as Air Products and Nitta. See "Business - Description of Core Business".

From inception through May 30, 2010, the Company's retained earnings were \$13.2 million. The Company may incur losses in the future. The amount of future net profits, if any, is uncertain and there can be no assurance that the Company will be able to sustain profitability in future years.

Critical Accounting Policies and Use of Estimates

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make certain estimates and judgments that affect the amounts reported in the financial statements and accompanying notes. The accounting estimates that require management's most significant, difficult and subjective judgments include revenue recognition; sales returns and allowances; recognition and measurement of current and deferred income tax assets and liabilities; the assessment of recoverability of long-lived assets; the valuation of intangible assets and inventory; the valuation and nature of impairments of investments; and the valuation and recognition of stock-based compensation.

These estimates involve the consideration of complex factors and require management to make judgments. The analysis of historical and future trends, can require extended periods of time to resolve, and are subject to change from period to period. The actual results may differ from management's estimates.

Allowance for Doubtful Accounts

The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. The allowance for doubtful accounts is based on review of the overall condition of accounts receivable balances and review of significant past due accounts. If the financial condition of the Company's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. Bad debt losses are partially mitigated due to the fact that the Company's customers are predominantly large financially low-risk national and international companies.

Inventories

Inventories are stated at the lower of cost or market. If the cost of the inventories exceeds their expected market value, provisions are recorded currently for the difference between the cost and the market value. These provisions are determined based on specific identification for unusable inventory and an additional reserve, based on historical losses, for inventory currently considered to be usable.

Revenue Recognition

Revenue from product sales is recognized when there is persuasive evidence that an arrangement exists, delivery has occurred, title has transferred, the price is fixed and determinable, and collectibility is reasonably assured. Allowances are established for estimated uncollectible amounts, product returns, and discounts based on specific identification and historical losses.

The Company takes title to all produce it trades and/or packages, and therefore, records revenues and cost of sales at gross amounts in the Consolidated Statements of Income.

Licensing revenue is recognized in accordance with prevailing accounting guidance. Initial license fees are deferred and amortized to revenue over the period of the agreement when a contract exists, the fee is fixed and determinable, and collectibility is reasonably assured. Noncancellable, nonrefundable license fees are recognized over the period of the agreement, including those governing research and development activities and any related supply agreement entered into concurrently with the license when the risk associated with commercialization of a product is non-substantive at the outset of the arrangement.

Contract revenue for research and development (R&D) is recorded as earned, based on the performance requirements of the contract. Non-refundable contract fees for which no further performance obligations exist, and there is no continuing involvement by the Company, are recognized on the earlier of when the payments are received or when collection is assured.

Goodwill and Other Intangibles

The Company's intangible assets are comprised of customer relationships with an estimated useful life of twelve years and trademarks/trade names and goodwill with indefinite lives (collectively, "intangible assets"), which the Company recognized in accordance with accounting guidance (i) upon the acquisition of Lifecore in April 2010, our Hyaluronan-based Biomaterials reporting unit, (ii) upon the acquisition of Apio in December 1999, which consists of our Food Products Technology and Commodity Trading reporting units and (iii) from the repurchase of all noncontrolling interests in the common stock of Landec Ag in December 2006. Accounting guidance defines goodwill as "the excess of the cost of an acquired entity over the net of the estimated fair values of the assets acquired and the liabilities assumed at date of acquisition." All intangible assets, including goodwill, associated with the acquisitions of Lifecore and Apio were allocated to the Hyaluronan-based Biomaterials and Food Products Technology reporting unit, respectively, pursuant to accounting guidance based upon the allocation of assets and liabilities acquired and consideration paid for each reporting unit. The consideration paid for the Commodity Trading reporting unit approximated its fair market value at the time of acquisition, and therefore no intangible assets were recorded in connection with the Company's acquisition of this reporting unit. Goodwill associated with the Technology Licensing reporting unit consists entirely of goodwill resulting from the repurchase of the Landec Ag non controlling interests.

The Company tests its intangible assets for impairment at least annually, in accordance with accounting guidance. When evaluating indefinite-lived intangible assets for impairment, accounting guidance requires the Company to compare the fair value of the asset to its carrying value to determine if there is an impairment loss. When evaluating goodwill for impairment, accounting guidance requires the Company to first compare the fair value of the reporting unit to its carrying value to determine if there is an impairment loss. If the fair value of the reporting unit exceeds its carrying value, goodwill is not considered impaired; thus application of the second step of the two-step approach under accounting guidance is not required. Application of the intangible assets impairment tests requires significant judgment by management, including identification of reporting units, assignment of assets and liabilities to reporting units, assignment of intangible assets to reporting units, and the determination of the fair value of each indefinite-lived intangible asset and reporting unit based upon projections of future net cash flows, discount rates and market multiples, which judgments and projections are inherently uncertain.

Property, plant and equipment and finite-lived intangible assets are reviewed for possible impairment whenever events or changes in circumstances occur that indicate that the carrying amount of an asset (or asset group) may not be recoverable. The Company's impairment review requires significant management judgment including estimating the future success of product lines, future sales volumes, revenue and expense growth rates, alternative uses for the assets and estimated proceeds from the disposal of the assets. The Company conducts quarterly reviews of idle and underutilized equipment, and reviews business plans for possible impairment indicators. Impairment occurs when the carrying amount of the asset (or asset group) exceeds its estimated future undiscounted cash flows and the impairment is viewed as other than temporary. When impairment is indicated, an impairment charge is recorded for the difference between the asset's book value and its estimated fair value. Depending on the asset, estimated fair value may be determined either by use of a discounted cash flow model or by reference to estimated selling values of assets in similar condition. The use of different assumptions would increase or decrease the estimated fair value of assets and would increase or decrease any impairment measurement.

The Company tested its indefinite-lived intangible assets and goodwill for impairment as of July 25, 2010 and determined that no adjustments to the carrying values of the intangible assets were necessary as of that date. On a quarterly basis, the Company considers the need to update its most recent annual tests for possible impairment of its intangible assets, based on management's assessment of changes in its business and other economic factors since the most recent annual evaluation. Such changes, if significant or material, could indicate a need to update the most recent annual tests for impairment of the intangible assets during the current period. The results of these tests could lead to write-downs of the carrying values of the intangible assets in the current period.

The Company uses the discounted cash flow ("DCF") approach to develop an estimate of fair value. The DCF approach recognizes that current value is premised on the expected receipt of future economic benefits. Indications of value are developed by discounting projected future net cash flows to their present value at a rate that reflects both the current return requirements of the market and the risks inherent in the specific investment. The market approach was not used to value the Food Products Technology, Hyaluronan-based Biomaterials and Technology Licensing reporting units (the "Reporting Units") because insufficient market comparables exist to enable the Company to develop a reasonable fair value of its intangible assets due to the unique nature of each of the Company's Reporting Units.

The DCF approach requires the Company to exercise judgment in determining future business and financial forecasts and the related estimates of future net cash flows. Future net cash flows depend primarily on future product sales, which are inherently difficult to predict. These net cash flows are discounted at a rate that reflects both the current return requirements of the market and the risks inherent in the specific investment.

The DCF associated with the Technology Licensing reporting unit is based on the Monsanto Agreement with Monsanto. Under the Monsanto Agreement, Monsanto has agreed to pay Landec Ag a license fee of \$2.6 million in cash per year for five years beginning in December 2006, and a fee of \$4.0 million if Monsanto elects to terminate the Monsanto Agreement, or \$10.0 million if Monsanto elects to purchase the rights to the exclusive field. If the purchase option is exercised before December 2011, or if Monsanto elects to terminate the Monsanto Agreement, all annual license fees that have not been paid to Landec Ag will become due upon the purchase or termination. As of May 30, 2010, the fair value of the Technology Licensing reporting unit, as determined by the DCF approach, exceeded its book value, and therefore, no intangible asset impairment was deemed to exist. The discount rate utilized approximates the risk free interest rate as the cash flow stream is guaranteed under the terms of the Monsanto Agreement. A 1% increase in the discount rate would not have a significant impact on the excess of fair value over book value.

The DCF associated with the Food Products Technology reporting unit is based on management's five-year projection of revenues, gross profits and operating profits by fiscal year and assumes a 37% effective tax rate for each year. Management takes into account the historical trends of Apio and the industry categories in which Apio operates along with inflationary factors, current economic conditions, new product introductions, cost of sales, operating expenses, capital requirements and other relevant data when developing its projection. As of May 30, 2010, the fair value of the Food Products Technology reporting unit, as determined by the DCF approach, exceeded its book value, and therefore, no intangible asset impairment was deemed to exist. A 1% increase in the discount rate would not have a significant impact on the excess of fair value over book value.

The fair value of indefinite and finite-lived intangible assets associated with our acquisition of Lifecore on April 30, 2010, was determined using a DCF model based on management's five-year projections of revenues, gross profits and operating profits by fiscal year and assumes a 33% effective tax rate for each year. Management takes into account the historical trends of Lifecore and the industry categories in which Lifecore operates along with inflationary factors, current economic conditions, new product introductions, cost of sales, operating expenses, capital requirements and other relevant data when developing its projection. The trade name intangible asset was valued using the relief from royalty valuation method and the customer relationship intangible asset was valued using the multi-period excess earnings method. The fair value of goodwill was calculated as the excess of consideration paid, including the fair value of contingent consideration under the terms of the purchase agreement, over the fair value of the tangible and intangible assets acquired less liabilities assumed. The Company updated its analysis of the fair value of the indefinite-lived intangible assets and goodwill as of its annual impairment analysis date, concluding that the fair value of the Hyaluronan-based Biomaterials reporting unit, as determined by the DCF approach, exceeded its book value, and therefore, no intangible asset impairment was deemed to exist. There were no impairment indicators identified by the Company in its analysis of impairment associated with the acquired finite-lived intangible assets.

Income Taxes

The Company accounts for income taxes in accordance with accounting guidance which requires that deferred tax assets and liabilities be recognized using enacted tax rates for the effect of temporary differences between the book and tax bases of recorded assets and liabilities. The Company maintains valuation allowances when it is likely that all or a portion of a deferred tax asset will not be realized. Changes in valuation allowances from period to period are included in the Company's income tax provision in the period of change. In determining whether a valuation allowance is warranted, the Company takes into account such factors as prior earnings history, expected future earnings, unsettled circumstances that, if unfavorably resolved, would adversely affect utilization of a deferred tax asset, carryback and carryforward periods, and tax strategies that could potentially enhance the likelihood of realization of a deferred tax asset. At May 30, 2010, the Company had no valuation allowance against deferred tax assets.

In addition to valuation allowances, the Company establishes accruals for certain tax contingencies, when, despite the belief that the Company's tax return positions are fully supported, the Company believes that certain tax positions are likely to be challenged and that the Company's positions may not be fully sustained. The tax-contingency accruals are adjusted in light of changing facts and circumstances, such as the progress of tax audits, case law and emerging legislation. The Company recognizes interest and penalties related to uncertain tax positions as a component of income tax expense. The Company's effective tax rate includes the impact of tax-contingency accruals as considered appropriate by management.

A number of years may elapse before a particular matter, for which the Company has accrued, is audited and finally resolved. The number of years with open tax audits varies by jurisdiction. While it is often difficult to predict the final outcome or the timing of resolution of any particular tax matter, the Company believes its tax-contingency accruals are adequate to address known tax contingencies. Favorable resolution of such matters could be recognized as a reduction to the Company's effective tax rate in the year of resolution. Unfavorable settlement of any particular issue could increase the effective tax rate. Any resolution of a tax issue may require the use of cash in the year of resolution. The Company's tax-contingency accruals are presented in the balance sheet within accrued liabilities.

Stock-Based Compensation

The Company's stock-based awards include stock option grants and restricted stock unit awards (RSUs).

The Company adopted accounting guidance using the modified prospective transition method, which requires the application of the accounting standard to (i) all stock-based awards issued on or after May 29, 2006 and (ii) any outstanding stock-based awards that were issued but not vested as of May 29, 2006.

The estimated fair value for stock options, which determines the Company's calculation of compensation expense, is based on the Black-Scholes pricing model. Upon the adoption of new accounting guidance, the Company changed its method of calculating and recognizing the fair value of stock-based compensation arrangements to the straight-line, single-option method. Compensation expense for all stock option and restricted stock unit awards granted prior to May 29, 2006 will continue to be recognized using the straight-line, multiple-option method. In addition, the new accounting guidance requires the estimation of the expected forfeitures of stock-based awards at the time of grant. As a result, the Company uses historical data to estimate pre-vesting forfeitures and records stock-based compensation expense only for those awards that are expected to vest and revises those estimates in subsequent periods if the actual forfeitures differ from the prior estimates.

Notes and Advances Receivable

Apio has made advances to produce growers for crop and harvesting costs. Typically these advances are paid off within the growing season (less than one year) from crops harvested by the grower and delivered to Apio. Advances not fully paid during the current growing season are converted to interest bearing obligations, evidenced by contracts and notes receivable. These notes receivable and advances are secured by liens on land and/or crops and have terms that range from six to twelve months. Notes receivable are periodically reviewed (at least quarterly) for collectibility. A reserve is established for any note or advance deemed to not be fully collectible based upon an estimate of the crop value to be delivered or the fair value of the security for the note or advance. If crop prices or the fair value of the underlying security declines, the Company may be unable to fully recoup its notes or advances receivable and the estimated losses would rise in the current period, potentially to the extent of the total notes or advances receivable of \$241,000 as of May 30, 2010.

Recent Accounting Pronouncements

Recently Adopted Pronouncements

Accounting Standards Codification

Effective July 1, 2009, the FASB Accounting Standards Codification (FASB ASC) is the single source of authoritative accounting principles recognized by the FASB to be applied by non-governmental entities in the preparation of financial statements in conformity with GAAP. The adoption of the FASB ASC does not impact the Company's consolidated financial statements, however, the Company's references to accounting literature within its notes to the condensed consolidated financial statements have been revised to conform to the FASB ASC beginning with the fiscal quarter ending November 29, 2009.

Business Combinations

In December 2007, the FASB issued new guidance which significantly changes the financial accounting and reporting for business combination transactions. The new guidance requires the acquiring entity in a business combination to recognize all (and only) the assets acquired and liabilities assumed in the transaction and establishes the acquisition date fair value as the measurement objective for all assets acquired and liabilities assumed in a business combination. Certain provisions of the new guidance will, among other things, impact the determination of acquisition-date fair value of consideration paid in a business combination (including contingent consideration); exclude transaction costs from acquisition accounting; and change accounting practices for acquired contingencies, acquisition-related restructuring costs, in-process research and development, indemnification assets, and tax benefits. The Company adopted the new guidance on June 1, 2009. The Company acquisition of Lifecore (see Note 2) was subject to the provisions of this new guidance, under which the Company recognizing \$2.7 million of expenses related to the acquisition during the fiscal year ended May 30, 2010. These expenses are classified as other expenses.

Non Controlling Interests

In December 2007, the FASB issued new guidance with respect to non controlling interests in consolidated financial statements. The new guidance requires the reporting of all non controlling interests as a separate component of stockholders' equity, the reporting of consolidated net income (loss) as the amount attributable to both the parent and the non controlling interests and the separate disclosure of net income (loss) attributable to the parent and to the non controlling interests. Changes in a parent's ownership interest while the parent retains its controlling interest will be accounted for as equity transactions and any retained non controlling equity investment upon the deconsolidation of a subsidiary will be initially measured at fair value. Other than the reporting requirements described above which require retrospective application, the provisions of the new guidance are to be applied prospectively. The Company adopted the new guidance on June 1, 2009 and such adoption did not have a material impact on the Company's results of operations or financial position for the fiscal year ended May 30, 2010, however, as required, presentation of non controlling interests has been conformed to the requirements of the new guidance for all periods presented.

Collaborative Arrangements

In December 2007, the FASB issued new guidance concerning the accounting for collaborative arrangements (which does not establish a legal entity within such arrangement). The consensus indicates that costs incurred and revenues generated from transactions with third parties (i.e. parties outside of the collaborative arrangement) should be reported by the collaborators on the respective line items in their income statements based upon their role as either principal or agent. Additionally, the consensus provides that income statement characterization of payments between the participants in a collaborative arrangement should be based upon existing authoritative guidance; analogy to such guidance if not within their scope; or a reasonable, rational, and consistently applied accounting policy election. The Company adopted the new guidance on June 1, 2009 and such adoption did not have an impact on the Company's results of operations or financial position for the fiscal year ended May 30, 2010.

Fair Value Disclosures in Interim Reports

In April 2009, the FASB issued new guidance that requires disclosures about the fair value of financial instruments at interim reporting periods. The new guidance is effective for interim reporting periods ending after June 15, 2009. The Company adopted the new guidance on June 1, 2009 and such adoption did not have an impact on the Company's results of operations or financial position for the fiscal year ended May 30, 2010.

Subsequent Events

In May 2009, the FASB issued new guidance that establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before the financial statements are issued or are available to be issued. The Company adopted the new guidance on June 1, 2009 and such adoption did not impact the Company's consolidated financial statements. The Company determined that the basis for the date through which the entity has evaluated subsequent events represents the date the financial statements were filed with the Securities and Exchange Commission.

Fair Value Measurements

In January 2010, the FASB new guidance whereas reporting entities will have to provide information about movements of assets among Levels 1 and 2; and a reconciliation of purchases, sales, issuance, and settlements of activity valued with a Level 3 method, of the three-tier fair value hierarchy established by previous accounting guidance. The new guidance also clarifies the existing guidance to require fair value measurement disclosures for each class of assets and liabilities. The new guidance is effective for interim and annual reporting periods beginning after December 15, 2009 for Level 1 and 2 disclosure requirements and after December 15, 2010 for Level 3 disclosure requirements. The Company adopted the guidance during fiscal 2010 and such adoption did not impact the Company's consolidated financial statements other than the required disclosures.

Recently Issued Pronouncements

Variable Interest Entities

In June 2009, the FASB issued new guidance which amends the evaluation criteria to identify the primary beneficiary of a variable interest entity. Additionally, the new guidance requires ongoing reassessments of whether an enterprise is the primary beneficiary of the variable interest entity. The Company will adopt this new guidance in fiscal year 2011 and does not expect a material impact on the Company's consolidated financial statements as a result of the new guidance.

Revenue Recognition

In October 2009, the FASB issued new guidance in relation to "Multiple-Deliverable Revenue Arrangements". The new standard changes the requirements for establishing separate units of accounting in a multiple element arrangement and requires the allocation of arrangement consideration to each deliverable to be based on the relative selling price. The Company plans to early adopt these standards as of the beginning of fiscal 2011 for new deals originating after May 30, 2010. There will be no materially modified deals as a result of the adoption. The Company is not able to reasonably estimate the effect of adopting these standards on future financial periods as the impact will vary based on the nature and volume of new multiple-deliverable revenue arrangements in any given period.

Fair Value Measurements

The Company adopted fair value measurement accounting guidance on May 26, 2008 for financial assets and liabilities and for financial instruments and certain other items at fair value. The Company did not elect the fair value option for any of its eligible financial assets or liabilities.

The accounting guidance established a three-tier hierarchy for fair value measurements, which prioritizes the inputs used in measuring fair value as follows:

- Level 1 – observable inputs such as quoted prices for identical instruments in active markets.
- Level 2 – inputs other than quoted prices in active markets that are observable either directly or indirectly through corroboration with observable market data.

Level 3 – unobservable inputs in which there is little or no market data, which would require the Company to develop its own assumptions.

As of May 30, 2010, the Company held certain assets that are required to be measured at fair value on a recurring basis. These included the Company's cash equivalents and marketable securities for which the fair value is determined based on observable inputs that are readily available in public markets or can be derived from information available in publicly quoted markets. Therefore, the Company has categorized its cash equivalents and marketable securities as Level 1. As of May 30, 2010, the Company recorded to Other Comprehensive Loss on the Consolidated Balance Sheets an unrealized loss of \$179,000, net of taxes of \$105,000, as a result of the interest rate swap. The unrealized loss was based on a Level 2 hierarchy for fair value measurements. If the interest rate swap is terminated or the debt borrowed is paid off prior to April 30, 2015, the amount of unrealized loss or gain included in Other Comprehensive Income (Loss) would be reclassified to earnings. The Company has no intentions of terminating the interest rate swap or prepaying the debt in the next twelve months. The interest rate swap liability is included in other non-current liabilities as of May 30, 2010. The Company has no other financial assets or liabilities for which fair value measurement has been adopted.

Results of Operations

Fiscal Year Ended May 30, 2010 Compared to Fiscal Year Ended May 31, 2009

Revenues (in thousands):

| | Fiscal Year ended May 30, 2010 | Fiscal Year ended May 31, 2009 | Change |
|----------------------|---|---|---------------|
| Apio Value Added | \$ 172,416 | \$ 165,648 | 4% |
| Apio Packaging | 2,630 | 2,608 | 1% |
| Food Technology | 175,046 | 168,256 | 4% |
| Commodity Trading | 54,926 | 60,445 | (9)% |
| Total Apio | 229,972 | 228,701 | 1% |
| HA | 1,457 | — | N/M |
| Technology Licensing | 6,795 | 7,237 | (6)% |
| Total Revenues | <u>\$ 238,224</u> | <u>\$ 235,938</u> | 1% |

Apio Value Added

Apio's value-added revenues consist of revenues generated from the sale of specialty packaged fresh-cut and whole value-added processed vegetable products that are washed and packaged in our proprietary packaging and sold under Apio's Eat Smart brand and various private labels. In addition, value-added revenues include the revenues generated from Apio Cooling, LP, a produce cooling operation in which Apio is the general partner with a 60% ownership position.

The increase in Apio's value-added revenues for the fiscal year ended May 30, 2010 compared to the same period last year was primarily due to a increase in value-added unit sales volumes of 14% partially offset by a year over year mix change to greater sales of lower priced bag products from higher priced tray products.

Apio Packaging

Apio packaging revenues consist of Apio's packaging technology business using its BreatheWay membrane technology. The first commercial application included in Apio packaging is our banana packaging technology and more recently the addition of a second application for avocados.

The increase in Apio packaging revenues for the fiscal year ended May 30, 2010 compared to the same period last year was not significant to consolidated Landec revenues.

Commodity Trading

Apio trading revenues consist of revenues generated from the purchase and sale of primarily whole commodity fruit and vegetable products to Asia through Apio's export company, Cal-Ex, and from the purchase and sale of whole commodity fruit and vegetable products domestically. The export portion of trading revenues for fiscal year 2010 and 2009 was \$52.3 million and \$55.3 million or 95% and 91%, respectively, of total trading revenues.

The decrease in revenues in Apio's trading business for the fiscal year ended May 30, 2010 compared to the same period last year was due to a 9% decrease in unit volume sales due to a shortage of produce to export.

Hyaluronan-based Biomaterials ("HA")

The Company's Lifecore subsidiary generates revenue through sale of products containing hyaluronan, Lifecore was acquired on April 30, 2010.

Technology Licensing

Technology licensing revenues consist of revenues generated from the licensing agreements with Monsanto, Air Products and Nitta.

The decrease in technology licensing revenues for the fiscal year ended May 30, 2010 compared to the same period last year was not significant to consolidated Landec revenues.

Gross Profit (in thousands):

| | Fiscal Year ended May 30, 2010 | Fiscal Year ended May 31, 2009 | Change |
|----------------------|---|---|---------------|
| Apio Value Added | \$ 20,261 | \$ 21,020 | (4)% |
| Apio Packaging | 2,253 | 2,366 | (5)% |
| Food Technology | 22,514 | 23,386 | (4)% |
| Commodity Trading | 3,906 | 3,657 | 7% |
| Total Apio | 26,420 | 27,043 | (2)% |
| HA | 815 | — | N/M |
| Technology Licensing | 6,531 | 7,237 | (10)% |
| Total Gross Profit | <u>\$ 33,766</u> | <u>\$ 34,280</u> | (1)% |

General

There are numerous factors that can influence gross profit including product mix, customer mix, manufacturing costs, volume, sale discounts and charges for excess or obsolete inventory, to name a few. Many of these factors influence or are interrelated with other factors. Therefore, it is difficult to precisely quantify the impact of each item individually. The Company includes in cost of sales all of the costs related to the sale of products in accordance with U.S. generally accepted accounting principles. These costs include the following: raw materials (including produce, seeds and packaging), direct labor, overhead (including indirect labor, depreciation, and facility related costs) and shipping and shipping related costs. The following discussion surrounding gross profit includes management's best estimates of the reasons for the changes for the fiscal year ended May 30, 2010 compared to the same period of the prior fiscal year as outlined in the table above.

Apio Value-Added

The decrease in gross profit for Apio's value-added specialty packaged vegetable business for the fiscal year ended May 30, 2010 compared to the same period last year was primarily due to an increase in the cost for sourcing produce during the fourth quarter of fiscal year 2010 which resulted in lower gross margins coupled with a sales mix change to lower margin bag products from higher margin tray products. These decreases in gross profit were partially offset by decreased packaging costs. The gross margin for Apio's value-added business for fiscal year 2010 was 11.8% compared to a gross margin of 12.7% for fiscal year 2009.

Apio Packaging

The decrease in gross profit for Apio packaging for the fiscal year ended May 30, 2010 compared to the same period last year was not significant to consolidated Landec gross profit.

Apio Trading

Apio's trading business is a buy/sell business that realizes a commission-based margin in the 5-7% range. The increase in gross profit during the fiscal year ended May 30, 2010 compared to the prior fiscal year was primarily due to product mix changes to higher margin products in our export business which resulted in a higher gross margin during fiscal year 2010 of 7.1% compared to a gross margin of 6.1% in fiscal year 2009.

Hyaluronan-based Biomaterials

Lifecore was acquired on April 30, 2010.

Technology Licensing

The decrease in technology licensing gross profit for the fiscal year ended May 30, 2010 compared to the same period of the prior year was primarily due to completion of license payments by Air Products in fiscal year 2009 which resulted in \$600,000 being recognized last fiscal year and none this fiscal year.

Operating Expenses (in thousands):

| | <u>Fiscal Year ended</u> <u>May 30, 2010</u> | <u>Fiscal Year ended</u> <u>May 31, 2009</u> | <u>Change</u> |
|---|---|---|---------------|
| Research and Development: | | | |
| Apio | \$ 1,182 | \$ 1,321 | (11)% |
| HA | 395 | — | N/M |
| Technology Licensing | 2,784 | 2,344 | 19% |
| Total R&D | \$ 4,361 | \$ 3,665 | 19% |
| Selling, General and Administrative: | | | |
| Apio | \$ 12,128 | \$ 12,709 | (5)% |
| HA | 339 | — | N/M |
| Corporate | 5,231 | 5,308 | (1)% |
| Total S,G&A | \$ 17,698 | \$ 18,017 | (2)% |

Research and Development

Landec's research and development expenses consist primarily of expenses involved in product development and commercialization initiatives. Research and development efforts at Apio are focused on the Company's proprietary BreatheWay membranes used for packaging produce, with recent focus on extending the shelf life of bananas and other shelf-life sensitive vegetables and fruit. In the HA business, the research and development efforts are focused on new products and applications for Hyaluronan-based biomaterials. In the Technology Licensing business, the research and development efforts are focused on uses for the proprietary Intelimer polymers outside of food.

The increase in research and development expenses for the fiscal year ended May 30, 2010 compared to the same period last year was primarily due to increased headcount, increased consulting fees surrounding development work in our Technology Licensing business and the acquisition of Lifecore on April 30, 2010.

Selling, General and Administrative

Selling, general and administrative expenses consist primarily of sales and marketing expenses associated with Landec's product sales and services, business development expenses and staff and administrative expenses.

The decrease in selling, general and administrative expenses for the fiscal year ended May 30, 2010 compared to the same period last year was not significant.

Other (in thousands):

| | Fiscal Year ended May 30, 2010 | Fiscal Year ended May 31, 2009 | Change |
|---------------------------------|---|---|---------------|
| Interest Income | \$ 834 | \$ 1,306 | (36)% |
| Interest Expense | \$ (88) | \$ (8) | 1000% |
| Other Expense | \$ (3,725) | \$ — | N/M |
| Income Taxes | \$ (4,262) | \$ (5,611) | (24)% |
| Non Controlling Interest | \$ (482) | \$ (555) | (13)% |

Interest Income

The decrease in interest income for the fiscal year ended May 30, 2010 compared to the same period last year was due to lower yields on investments.

Interest Expense

The increase in interest expense during the fiscal year ended May 30, 2010 compared to the prior year was due to the new credit facility entered into on April 30, 2010 in conjunction with the acquisition of Lifecore.

Other Expenses

The increase in other expenses during fiscal year 2010 compared to fiscal year 2009 was due to \$2.7 million in acquisition related expenses and \$1.0 million from an impairment charge related to our investment in Aesthetic Sciences.

Income Taxes

The decrease in the income tax expense in fiscal year 2010 compared to fiscal year 2009 was due to a 37% decrease in net income before taxes partially offset by an increase in the Company's effective tax rate to 50% in fiscal year 2010 up from 42% in fiscal year 2009.

Non Controlling Interest

The non controlling interest expense consists of the minority interest associated with the limited partners' equity interest in the net income of Apio Cooling, LP.

The decrease in the non controlling interest expense in fiscal year 2010 compared to fiscal year 2009 was not significant.

Revenues (in thousands):

| | Fiscal Year ended May 31, 2009 | Fiscal Year ended May 25, 2008 | Change |
|----------------------|-----------------------------------|-----------------------------------|--------|
| Apio Value Added | \$ 165,648 | \$ 167,817 | (1)% |
| Apio Packaging | 2,608 | 3,377 | (23)% |
| Food Technology | 168,256 | 171,194 | (2)% |
| Apio Trading | 60,445 | 60,414 | 0% |
| Total Apio | 228,701 | 231,608 | (1)% |
| Technology Licensing | 7,237 | 6,919 | 5% |
| Total Revenues | \$ 235,938 | \$ 238,527 | (1)% |

Apio Value Added

Apio's value-added revenues consist of revenues generated from the sale of specialty packaged fresh-cut and whole value-added processed vegetable products that are washed and packaged in our proprietary packaging and sold under Apio's Eat Smart brand and various private labels. In addition, value-added revenues include the revenues generated from Apio Cooling, LP, a vegetable cooling operation in which Apio is the general partner with a 60% ownership position.

The decrease in Apio's value-added revenues for the fiscal year ended May 31, 2009 compared to the fiscal year ended May 25, 2008 was primarily due to a decrease in value-added unit sales volumes of 1%.

Apio Packaging

Apio packaging revenues consist of Apio's packaging technology business using its BreatheWay membrane technology. The first commercial application included in Apio packaging is our banana packaging technology.

The decrease in Apio packaging revenues for the fiscal year ended May 31, 2009 compared to the fiscal year ended May 25, 2008 was primarily due to the decrease in the minimum payments received from Chiquita as a result of the amended Chiquita license agreement.

Apio Trading

Apio trading revenues consist of revenues generated from the purchase and sale of primarily whole commodity fruit and vegetable products to Asia through Apio's export company, Cal-Ex, and from the purchase and sale of whole commodity fruit and vegetable products domestically. The export portion of trading revenues for fiscal year 2009 was \$55.3 million or 91% of total trading revenues.

The increase in revenues in Apio's trading business for the fiscal year ended May 31, 2009 compared to the fiscal year ended May 25, 2008 was not significant.

Technology Licensing

Technology licensing revenues consist of revenues generated from the licensing agreements with Monsanto, Air Products and Nitta.

The increase in technology licensing revenues for the fiscal year ended May 31, 2009 compared to the fiscal year ended May 25, 2008 was not significant to consolidated Landec revenues.

Gross Profit (in thousands):

| | Fiscal Year ended May 31, 2009 | Fiscal Year ended May 25, 2008 | Change |
|----------------------|---|---|---------------|
| Apio Value Added | \$ 21,020 | \$ 24,615 | (15)% |
| Apio Packaging | 2,366 | 3,245 | (27)% |
| Food Technology | 23,386 | 27,860 | (16)% |
| Apio Trading | 3,657 | 3,449 | 6% |
| Total Apio | 27,043 | 31,309 | (14)% |
| Technology Licensing | 7,237 | 6,919 | 5% |
| Total Gross Profit | <u>\$ 34,280</u> | <u>\$ 38,228</u> | (10)% |

General

There are numerous factors that can influence gross profit including product mix, customer mix, manufacturing costs, volume, sale discounts and charges for excess or obsolete inventory, to name a few. Many of these factors influence or are interrelated with other factors. Therefore, it is difficult to precisely quantify the impact of each item individually. The Company includes in cost of sales all of the costs related to the sale of products in accordance with U.S. generally accepted accounting principles. These costs include the following: raw materials (including produce, seeds and packaging), direct labor, overhead (including indirect labor, depreciation, and facility related costs) and shipping and shipping related costs. The following discussion surrounding gross profit includes management's best estimates of the reasons for the changes for the fiscal year ended May 31, 2009 compared to the same period of the prior fiscal year as outlined in the table above.

Apio Value-Added

The decrease in gross profit for Apio's value-added specialty packaged vegetable business for the fiscal year ended May 31, 2009 compared to the fiscal year ended May 25, 2008 was due to decreased revenues coupled with increased raw material costs, primarily the cost of produce during fiscal year 2009 compared to fiscal year 2008. The gross margin for Apio's value-added business for fiscal year 2009 was 12.7% compared to a gross margin of 14.7% for fiscal year 2008.

Apio Packaging

The decrease in gross profit for Apio packaging for the fiscal year ended May 31, 2009 compared to the fiscal year ended May 25, 2008 was primarily due to the decrease in minimum payments received from Chiquita as a result of the amended Chiquita license agreement.

Apio Trading

Apio's trading business is a buy/sell business that realizes a commission-based margin in the 5-7% range. The increase in gross profit during the fiscal year ended May 31, 2009 compared to the fiscal year ended May 25, 2008 was primarily due to product mix changes to higher margin vegetable products from lower margin fruit products in our export business which resulted in a higher gross margin during fiscal year 2009 of 6.1% compared to a gross margin of 5.7% in fiscal year 2008.

Technology Licensing

The increase in technology licensing gross profit for the fiscal year ended May 31, 2009 compared to the fiscal year ended May 25, 2008 was not significant to consolidated Landec gross profit.

Operating Expenses (in thousands):

| | <i>Fiscal Year ended</i> <i>May 31, 2009</i> | <i>Fiscal Year ended</i> <i>May 25, 2008</i> | <i>Change</i> |
|---|---|---|---------------|
| Research and Development: | | | |
| Apio | \$ 1,321 | \$ 1,251 | 6% |
| Technology Licensing | 2,344 | 2,000 | 17% |
| Total R&D | <u>\$ 3,665</u> | <u>\$ 3,251</u> | 13% |
| Selling, General and Administrative: | | | |
| Apio | \$ 12,709 | \$ 13,831 | (8)% |
| Corporate | 5,308 | 5,970 | (11)% |
| Total S,G&A | <u>\$ 18,017</u> | <u>\$ 19,801</u> | (9)% |

Research and Development

Landec's research and development expenses consist primarily of expenses involved in product development and commercialization initiatives. Research and development efforts at Apio are focused on the Company's proprietary BreatheWay membranes used for packaging produce, with recent focus on extending the shelf life of bananas and other shelf-life sensitive vegetables and fruit. In the Technology Licensing business, the research and development efforts are focused on development of new polymer technologies and application of existing and new technologies to industries outside of food.

The increase in research and development expenses for the fiscal year ended May 31, 2009 compared to the fiscal year ended May 25, 2008 was primarily due to increased headcount and increased consulting fees surrounding development work in our technology licensing area.

Selling, General and Administrative

Selling, general and administrative expenses consist primarily of sales and marketing expenses associated with Landec's product sales and services, business development expenses and staff and administrative expenses.

The decrease in selling, general and administrative expenses for the fiscal year ended May 31, 2009 compared to the fiscal year ended May 25, 2008 was primarily due to a decrease in sales and marketing expenses at Apio due to the decreases in value-added revenues and from decreases in general and administrative expenses at Apio primarily as a result of not accruing bonuses this fiscal year whereas for the same period last year bonuses were accrued. The decreases in selling, general and administrative expenses at Corporate were primarily due to a decrease in auditing and tax fees coupled with the fact that in fiscal year 2008 the Company amended its agreement with Air Products resulting in a non recurring charge of \$600,000. These decreases were partially offset by legal fees associated with the Company's pursuit of merger and acquisition activities.

Other (in thousands):

| | <i>Fiscal Year ended</i> <i>May 31, 2009</i> | <i>Fiscal Year ended</i> <i>May 25, 2008</i> | <i>Change</i> |
|---------------------------------|---|---|---------------|
| Interest Income | \$ 1,306 | \$ 2,219 | (41)% |
| Interest Expense | \$ (8) | (22) | (64)% |
| Income Taxes | \$ (5,611) | (3,354) | 67% |
| Non Controlling Interest | \$ (555) | (477) | 16% |

Interest Income

The decrease in interest income for the fiscal year ended May 31, 2009 compared to the fiscal year ended May 25, 2008 was due to lower yields on investments, driven by both declines in interest rates and a shift in our investment portfolio to lower yielding investment vehicles.

Interest Expense

The decrease in interest expense during the fiscal year ended May 31, 2009 compared to the fiscal year ended May 25, 2008 was not significant.

Non Controlling Interest

The non controlling interest expense consists of the minority interest associated with the limited partners' equity interest in the net income of Apio Cooling, LP.

The increase in the non controlling interest expense in fiscal year 2009 compared to fiscal year 2008 was not significant.

Income Taxes

The increase in the income tax expense in fiscal year 2009 compared to fiscal year 2008 was due to the Company utilizing all of its net operating loss carryforwards and tax credits during fiscal year 2008 for book income tax expense purposes which resulted in the estimated effective tax rate for fiscal year 2009 for federal and state income taxes increasing to 42% from 20% last year, partially offset by a 21% decrease in pre-tax net income.

Liquidity and Capital Resources

As of May 30, 2010, the Company had cash and cash equivalents of \$27.8 million, a net decrease of \$15.7 million from \$43.5 million at May 31, 2009.

Cash Flow from Operating Activities

Landec generated \$7.5 million of cash flow from operating activities during the fiscal year ended May 30, 2010 compared to generating \$9.4 million from operating activities during the fiscal year ended May 31, 2009. The primary sources of cash from operating activities during fiscal year 2010 were \$4.0 million of net income and non-cash related expenses of \$7.8 million, partially offset by a net decrease of \$4.3 million in working capital. The primary changes in working capital during fiscal year 2010 were (1) a \$1.6 million increase in accounts receivable due to revenues at Apio during May 2010 being higher than revenues during May 2009, (2) a \$764,000 receivable for the overpayment of income taxes (3) a \$1.3 million increase in inventories primarily due to increased inventory levels at both Apio and Lifecore, and (4) a \$2.0 million decrease in deferred revenue due to recognizing \$2.0 million of revenue associated with deferred revenue from the Monsanto licensing agreement during fiscal year 2010.

Cash Flow from Investing Activities

Net cash used in investing activities for the fiscal year ended May 30, 2010 was \$42.8 million compared to net cash used in investing activities of \$12.3 million for the same period last year. The primary uses of cash from investing activities during fiscal year 2010 were from the acquisition of Lifecore for \$39.7 million (net of cash acquired), from the purchase of \$5.2 million of property and equipment primarily for the growth of Apio's value-added vegetable business partially offset by net proceeds of \$2.1 million from the sale of marketable securities.

Cash Flow from Financing Activities

Net cash provided by financing activities for the fiscal year ended May 30, 2010 was \$19.7 million compared to net cash provided by financing activities of \$2.0 million for the same period last year. The primary source of cash from financing activities during fiscal year 2010 was from the \$20.0 million of proceeds from long-term debt entered into in conjunction with the acquisition of Lifecore.

Capital Expenditures

During the fiscal year ended May 30, 2010, Landec purchased property and equipment to support the growth of Apio's value-added vegetable business. These expenditures represented the majority of the \$5.2 million of capital expenditures. In addition, we expect to incur increased capital expenditures in fiscal year 2011 in order to complete the 40,000 square foot expansion of Apio's value-added vegetable processing plant to meet projected increased capacity requirements in the future and to meet the capital needs of the recently acquired subsidiary, Lifecore. We anticipate that our capital expenditures in the year ending May 29, 2011 will be approximately \$6.0 million to \$6.5 million.

Debt

On April 30, 2010 in conjunction with the acquisition of Lifecore, Lifecore entered into a new \$20 million Credit Agreement with Wells Fargo Bank N.A. ("Wells Fargo") with a five year term that provides for equal monthly principal payments plus interest. The Credit Agreement contains certain restrictive covenants, which require Lifecore to meet certain financial tests, including minimum levels of net income, minimum quick ratio, minimum fixed coverage ratio and maximum capital expenditures. All of Lifecore's assets have been pledged to secure the debt incurred pursuant to the Credit Agreement. Landec is the guarantor of the debt. On August 9, 2010, the Company amended its Credit Agreement with Wells Fargo to amend certain financial covenants. As of May 30, 2010, \$19.7 million was outstanding under the Credit Agreement. As a result of the amendment, the Company was in compliance with all financial covenants as of May 30, 2010.

On May 4, 2010, the Company entered into an interest rate swap agreement that has the economic effect of modifying the variable interest obligations associated with the \$20 million Credit Agreement so that the interest payable is effectively fixed at a rate of 4.24% (see Note 10).

Contractual Obligations

The Company's material contractual obligations for the next five years and thereafter as of May 30, 2010, are as follows (in thousands):

| Obligation | Due in Fiscal Year Ended May | | | | | | |
|----------------------|------------------------------|------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| | Total | 2011 | 2012 | 2013 | 2014 | 2015 | Thereafter |
| Income taxes | \$ — | \$ — | \$ — | \$ — | \$ — | \$ — | \$ — |
| Long-term debt | 23,770 | 4,521 | 4,338 | 4,351 | 4,362 | 4,039 | 2,159 |
| Operating leases | 2,278 | 676 | 390 | 314 | 240 | 248 | 410 |
| Licensing obligation | 200 | 100 | 100 | — | — | — | — |
| Purchase commitments | 4,989 | 4,989 | — | — | — | — | — |
| Total | <u>\$ 31,237</u> | <u>\$ 10,286</u> | <u>\$ 4,828</u> | <u>\$ 4,665</u> | <u>\$ 4,602</u> | <u>\$ 4,287</u> | <u>\$ 2,569</u> |

The income tax amounts above exclude liabilities associated with the accounting for uncertainty in income taxes as we are unable to reasonably estimate the ultimate amount or timing of settlement. See Note 11 in the Notes to Consolidated Financial Statements for further discussion.

Landec is not a party to any agreements with, or commitments to, any special purpose entities that would constitute material off-balance sheet financing other than the operating lease commitments listed above.

Landec's future capital requirements will depend on numerous factors, including the progress of its research and development programs; the continued development of marketing, sales and distribution capabilities; the ability of Landec to establish and maintain new collaborative and licensing arrangements; any decision to pursue additional acquisition opportunities; weather conditions that can affect the supply and price of produce, the timing and amount, if any, of payments received under licensing and research and development agreements; the costs involved in preparing, filing, prosecuting, defending and enforcing intellectual property rights; the ability to comply with regulatory requirements; the emergence of competitive technology and market forces; the effectiveness of product commercialization activities and arrangements; and other factors. If Landec's currently available funds, together with the internally generated cash flow from operations are not sufficient to satisfy its capital needs, Landec would be required to seek additional funding through other arrangements with collaborative partners, additional bank borrowings and public or private sales of its securities. There can be no assurance that additional funds, if required, will be available to Landec on favorable terms, if at all.

Landec believes that its cash from operations, along with existing cash, cash equivalents and marketable securities will be sufficient to finance its operational and capital requirements for at least the next twelve months.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Not significant.

Item 8. Financial Statements and Supplementary Data

See Item 15 of Part IV of this report.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management evaluated, with participation of our Chief Executive Officer and our Chief Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures are effective in ensuring that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission, and are effective in providing reasonable assurance that information required to be disclosed by the Company in such reports 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.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). Our management assessed the effectiveness of our internal control over financial reporting as of May 30, 2010. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control - Integrated Framework. Our management has concluded that, as of May 30, 2010, our internal control over financial reporting was effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. We have excluded from our evaluation the internal control over financial reporting of Lifecore Biomedical, Inc. (Lifecore), which we acquired on April 30, 2010, as discussed in Note 2 of Notes to Consolidated Financial Statements. Total revenues subject to Lifecore's internal control over financial reporting represented \$1.5 million of our consolidated total revenues for the fiscal year ended May 30, 2010. Total assets subject to Lifecore's internal control over financial reporting represented \$80 million and \$41 million of our consolidated total and net assets respectively, as of May 30, 2010.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

Our independent registered public accounting firm, Ernst & Young LLP, has issued an audit report on our assessment of our internal control over financial reporting, which is included herein.

Changes in Internal Controls over Financial Reporting

Except as described above, there were no changes in our internal controls over financial reporting during the quarter ended May 30, 2010 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

**REPORT OF ERNST & YOUNG LLP, INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders of Landec Corporation

We have audited Landec Corporation and subsidiaries' internal control over financial reporting as of May 30, 2010, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Landec Corporation and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Landec Corporation and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of May 30, 2010, based on the COSO criteria.

As indicated in the accompanying Management's Report on Internal Control over Financial Reporting, management's assessment of and conclusions on the effectiveness of internal controls over financial reporting did not include the internal controls of Lifecore Biomedical, Inc., which is included in the May 30, 2010 consolidated financial statements of Landec Corporation and constituted \$80 million and \$41 million of total and net assets, respectively, as of May 30, 2010 and \$1.5 million of revenues, for the year then ended. Our audit of the internal controls or financial statements of Landec Corporation also did not include an evaluation of internal controls or financial statements of Lifecore Biomedical, Inc.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Landec Corporation and subsidiaries as of May 30, 2010 and May 31, 2009, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended May 30, 2010 of Landec Corporation and subsidiaries and our report dated August 12, 2010 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP
San Francisco, California
August 12, 2010

Item 9B. Other Information
None

PART III

Item 10. *Directors and Executive Officers of the Registrant*

This information required by this item will be contained in the Registrant's definitive proxy statement which the Registrant will file with the Commission no later than September 27, 2010 (120 days after the Registrant's fiscal year end covered by this Report) and is incorporated herein by reference.

Item 11. *Executive Compensation*

This information required by this item will be contained in the Registrant's definitive proxy statement which the Registrant will file with the Commission no later than September 27, 2010 (120 days after the Registrant's fiscal year end covered by this Report) and is incorporated herein by reference.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

This information required by this item will be contained in the Registrant's definitive proxy statement which the Registrant will file with the Commission no later than September 27, 2010 (120 days after the Registrant's fiscal year end covered by this Report) and is incorporated herein by reference.

Item 13. *Certain Relationships and Related Transactions and Director Independence*

This information required by this item will be contained in the Registrant's definitive proxy statement which the Registrant will file with the Commission no later than September 27, 2010 (120 days after the Registrant's fiscal year end covered by this Report) and is incorporated herein by reference.

Item 14. *Principal Accountant Fees and Services*

This information required by this item will be contained in the Registrant's definitive proxy statement which the Registrant will file with the Commission no later than September 27, 2010 (120 days after the Registrant's fiscal year end covered by this Report) and is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) 1. Consolidated Financial Statements of Landec Corporation

| | <u>Page</u> |
|---|-------------|
| Report of Ernst & Young LLP, Independent Registered Public Accounting Firm | 53 |
| Consolidated Balance Sheets at May 30, 2010 and May 31, 2009 | 54 |
| Consolidated Statements of Income for the Years Ended May 30, 2010, May 31, 2009 and May 25, 2008 | 55 |
| Consolidated Statements of Changes in Stockholders' Equity for the Years Ended May 30, 2010, May 31, 2009 and May 25, 2008 | 56 |
| Consolidated Statements of Cash Flows for the Years Ended May 30, 2010, May 31, 2009 and May 25, 2008 | 57 |
| Notes to Consolidated Financial Statements | 58 |
| 2. All schedules provided for in the applicable accounting regulations of the Securities and Exchange Commission have been omitted since they pertain to items which do not appear in the financial statements of Landec Corporation and its subsidiaries or to items which are not significant or to items as to which the required disclosures have been made elsewhere in the financial statements and supplementary notes and such schedules. | |
| 3. Index of Exhibits | 86 |
| The exhibits listed in the accompanying Index of Exhibits are filed or incorporated by reference as part of this report. | |

**REPORT OF ERNST & YOUNG LLP, INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders of Landec Corporation

We have audited the accompanying consolidated balance sheets of Landec Corporation and subsidiaries as of May 30, 2010 and May 31, 2009, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended May 30, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Landec Corporation and subsidiaries at May 30, 2010 and May 31, 2009, and the consolidated results of their operations and their cash flows for each of the three years in the period ended May 30, 2010, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 1 to the consolidated financial statements, under the heading 'Business Combinations,' the Company adopted Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 805, *Business Combinations*, effective June 1, 2009.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Landec Corporation's internal control over financial reporting as of May 30, 2010, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated August 12, 2010 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

San Francisco, California
August 12, 2010

LANDEC CORPORATION
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share amounts)

| | <u>May 30, 2010</u> | <u>May 31, 2009</u> |
|---|---------------------|---------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 27,817 | \$ 43,459 |
| Marketable securities | 20,421 | 22,498 |
| Accounts receivable, less allowance for doubtful accounts of \$189 and \$165 at May 30, 2010 and May 31, 2009, respectively | 18,637 | 15,271 |
| Accounts receivable, related party | 729 | 632 |
| Income taxes receivable | 739 | — |
| Inventories, net | 16,107 | 5,829 |
| Notes and advances receivable | 241 | 186 |
| Deferred taxes | 1,262 | 2,161 |
| Prepaid expenses and other current assets | 2,989 | 1,298 |
| Total current assets | <u>88,942</u> | <u>91,334</u> |
| Property and equipment, net | 50,161 | 22,743 |
| Goodwill, net | 41,154 | 27,361 |
| Trademarks/ trade names, net | 12,428 | 8,228 |
| Customer relationships, net | 3,674 | — |
| Other assets | 3,838 | 3,832 |
| Total Assets | <u>\$ 200,197</u> | <u>\$ 153,498</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 14,354 | \$ 12,430 |
| Related party payables | 349 | 299 |
| Income taxes payable | — | 107 |
| Accrued compensation | 2,043 | 1,112 |
| Other accrued liabilities | 3,277 | 1,805 |
| Deferred revenue | 3,391 | 3,430 |
| Current portion of long-term debt | 4,521 | — |
| Total current liabilities | <u>27,935</u> | <u>19,183</u> |
| Long-term debt | 19,249 | — |
| Deferred revenue | 1,000 | 3,000 |
| Deferred taxes | 8,801 | 4,119 |
| Other non-current liabilities | 10,737 | — |
| Total liabilities | <u>67,722</u> | <u>26,302</u> |
| Commitments and contingencies (Note 12) | | |
| Stockholders' equity: | | |
| Common stock, \$0.001 par value; 50,000,000 shares authorized; 26,490,259 and 26,326,889 shares issued and outstanding at May 30, 2010 and May 31, 2009, respectively | 27 | 26 |
| Additional paid-in capital | 117,730 | 116,158 |
| Accumulated other comprehensive loss | (179) | — |
| Retained earnings | 13,206 | 9,222 |
| Total stockholders' equity | <u>130,784</u> | <u>125,406</u> |
| Non-controlling interest | 1,691 | 1,790 |
| Total Equity | <u>132,475</u> | <u>127,196</u> |
| Total Liabilities and Stockholders' Equity | <u>\$ 200,197</u> | <u>\$ 153,498</u> |

See accompanying notes.

LANDEC CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share amounts)

| | <u>Year Ended May 30, 2010</u> | <u>Year Ended May 31, 2009</u> | <u>Year Ended May 25, 2008</u> |
|---|--|--|--|
| Revenues: | | | |
| Product sales | \$ 228,390 | \$ 224,404 | \$ 227,550 |
| Services revenue, related party | 3,699 | 4,145 | 3,640 |
| License fees | 5,400 | 6,000 | 6,231 |
| Research, development and royalty revenues | 735 | 1,389 | 1,075 |
| Royalty revenues, related party | — | — | 31 |
| Total revenues | <u>238,224</u> | <u>235,938</u> | <u>238,527</u> |
| Cost of revenue: | | | |
| Cost of product sales | 198,075 | 195,180 | 194,868 |
| Cost of product sales, related party | 3,391 | 3,189 | 2,420 |
| Cost of services revenue | 2,992 | 3,289 | 3,011 |
| Total cost of revenue | <u>204,458</u> | <u>201,658</u> | <u>200,299</u> |
| Gross profit | <u>33,766</u> | <u>34,280</u> | <u>38,228</u> |
| Operating costs and expenses: | | | |
| Research and development | 4,361 | 3,665 | 3,251 |
| Selling, general and administrative | 17,698 | 18,017 | 19,801 |
| Total operating costs and expenses | <u>22,059</u> | <u>21,682</u> | <u>23,052</u> |
| Operating income | <u>11,707</u> | <u>12,598</u> | <u>15,176</u> |
| Interest income | 834 | 1,306 | 2,219 |
| Interest expense | (88) | (8) | (22) |
| Other expenses | (3,725) | — | — |
| Net income before taxes | <u>8,728</u> | <u>13,896</u> | <u>17,373</u> |
| Income tax expense | (4,262) | (5,611) | (3,354) |
| Consolidated net income | <u>4,466</u> | <u>8,285</u> | <u>14,019</u> |
| Non controlling interest | (482) | (555) | (477) |
| Net Income applicable to Common Stockholders | <u>\$ 3,984</u> | <u>\$ 7,730</u> | <u>\$ 13,542</u> |
| Basic net income per share | <u>\$ 0.15</u> | <u>\$ 0.30</u> | <u>\$ 0.52</u> |
| Diluted net income per share | <u>\$ 0.15</u> | <u>\$ 0.29</u> | <u>\$ 0.50</u> |
| Shares used in per share computation: | | | |
| Basic | <u>26,382</u> | <u>26,202</u> | <u>26,069</u> |
| Diluted | <u>26,633</u> | <u>26,751</u> | <u>26,935</u> |

See accompanying notes.

LANDEC CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN
STOCKHOLDERS' EQUITY
(in thousands, except share and per share amounts)

| | Common Stock | | Additional Paid-in Capital | Retained Earnings (Deficit) | Other Comprehensive Loss | Total Stockholders' Equity |
|--|-------------------|--------------|----------------------------------|-----------------------------------|--------------------------------|----------------------------------|
| | Shares | Amount | | | | |
| Balance at May 27, 2007 | 25,891,168 | \$ 26 | \$ 129,534 | \$ (19,332) | \$ — | \$ 110,228 |
| Reclassify repurchase of subsidiary common stock and options | — | — | (2,502) | 7,282 | — | 4,780 |
| Issuance of common stock at \$1.89 to \$7.53 per share | 255,153 | — | 1,120 | — | — | 1,120 |
| Issuance of common stock for vested restricted stock units | 10,002 | — | — | — | — | — |
| Stock based compensation | — | — | 871 | — | — | 871 |
| Tax benefit from stock-based compensation expense | — | — | 3,423 | — | — | 3,423 |
| Repurchase of subsidiary common stock and options (Note 5) | — | — | (19,498) | — | — | (19,498) |
| Net income and comprehensive income | — | — | — | 13,542 | — | 13,542 |
| Balance at May 25, 2008 | 26,156,323 | 26 | 112,948 | 1,492 | — | 114,466 |
| Issuance of common stock at \$2.82 to \$5.34 per share | 160,570 | — | 379 | — | — | 379 |
| Issuance of common stock for vested restricted stock units | 9,996 | — | — | — | — | — |
| Stock-based compensation | — | — | 933 | — | — | 933 |
| Tax benefit from stock-based compensation expense | — | — | 1,898 | — | — | 1,898 |
| Net income and comprehensive income | — | — | — | 7,730 | — | 7,730 |
| Balance at May 31, 2009 | 26,326,889 | 26 | 116,158 | 9,222 | — | 125,406 |
| Issuance of common stock at \$1.89 to \$6.75 per share, net of taxes paid by Landec on behalf of employees | 121,442 | 1 | 378 | — | — | 379 |
| Issuance of common stock for vested restricted stock units | 41,928 | — | — | — | — | — |
| Taxes paid by Company for stock swaps and RSUs | — | — | (339) | — | — | (339) |
| Stock-based compensation | — | — | 1,016 | — | — | 1,016 |
| Tax benefit from stock-based compensation expense | — | — | 517 | — | — | 517 |
| Net income and comprehensive loss | — | — | — | 3,984 | (179) | 3,805 |
| Balance at May 30, 2010 | <u>26,490,259</u> | <u>\$ 27</u> | <u>\$ 117,730</u> | <u>\$ 13,206</u> | <u>\$ (179)</u> | <u>\$ 130,784</u> |

See accompanying notes

LANDEC CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

| | Year Ended May 30, 2010 | Year Ended May 31, 2009 | Year Ended May 25, 2008 |
|--|-------------------------------|-------------------------------|-------------------------------|
| Cash flows from operating activities: | | | |
| Net income | \$ 3,984 | \$ 7,730 | \$ 13,542 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization | 3,364 | 3,139 | 3,204 |
| Stock-based compensation expense | 1,016 | 933 | 871 |
| Deferred taxes | 3,248 | 2,569 | (611) |
| Non controlling interest | 482 | 555 | 477 |
| Increase in long-term receivable | (800) | (800) | (800) |
| Tax benefit from stock based compensation | (517) | (1,898) | (3,423) |
| Impairment charges | 1,000 | — | — |
| Changes in assets and liabilities, net of effects from acquisitions: | | | |
| Accounts receivable, net | (1,506) | 4,189 | (1,829) |
| Accounts receivable, related party | (97) | (221) | 143 |
| Income taxes receivable | (764) | — | — |
| Inventories, net | (1,269) | 1,500 | (529) |
| Issuance of notes and advances receivable | (3,030) | (3,055) | (2,652) |
| Collection of notes and advances receivable | 2,975 | 3,269 | 2,425 |
| Prepaid expenses and other current assets | (1,172) | (184) | 202 |
| Accounts payable | 957 | (5,929) | 4,196 |
| Related party accounts payable | 50 | 26 | 98 |
| Income taxes payable | 1,162 | 2,005 | 3,423 |
| Accrued compensation | (264) | (1,085) | (929) |
| Other accrued liabilities | 703 | (1,125) | 1,590 |
| Deferred revenue | (2,039) | (2,183) | (1,878) |
| Net cash provided by operating activities | 7,483 | 9,435 | 17,520 |
| Cash flows from investing activities: | | | |
| Purchases of property and equipment | (5,192) | (4,576) | (4,240) |
| Acquisition of Lifecore, net of cash acquired (Note 2) | (39,682) | — | — |
| Acquisition related earnout payments | — | (7) | (1,433) |
| Issuance of notes and advances receivable | — | (2) | (12) |
| Collection of notes and advances receivable | — | 103 | 116 |
| Purchase of marketable securities | (67,433) | (45,808) | (14,643) |
| Proceeds from maturities and sales of marketable securities | 69,510 | 37,953 | — |
| Net cash used in investing activities | (42,797) | (12,337) | (20,212) |
| Cash flows from financing activities: | | | |
| Proceeds from sale of common stock | 379 | 379 | 1,120 |
| Taxes paid by Company for stock swaps and RSUs | (339) | — | — |
| Repurchase of subsidiary options | — | — | (19,498) |
| Tax benefit from stock-based compensation expense | 517 | 1,898 | 3,423 |
| Net change in other assets/liabilities | 0 | 3 | (2) |
| Proceeds from long term debt | 20,000 | — | — |
| Payments on long term debt | (387) | — | — |
| Payments to non controlling interest. | (498) | (315) | (511) |
| Net cash provided by (used in) financing activities | 19,672 | 1,965 | (15,468) |
| Net decrease in cash and cash equivalents | (15,642) | (937) | (18,160) |
| Cash and cash equivalents at beginning of year | 43,459 | 44,396 | 62,556 |
| Cash and cash equivalents at end of year | \$ 27,817 | \$ 43,459 | \$ 44,396 |
| Supplemental disclosure of cash flows information: | | | |
| Cash paid during the period for interest | \$ 88 | \$ 8 | \$ 22 |
| Cash paid during the period for income taxes | \$ 652 | \$ 1,135 | \$ 850 |
| Supplemental schedule of noncash operating and financing activities: | | | |
| Long-term receivable from Monsanto | \$ 800 | \$ 800 | \$ 800 |
| Income tax expense not payable | \$ 517 | \$ 1,898 | \$ 3,423 |
| Accrued non controlling interest distribution | \$ 250 | \$ — | \$ — |
| Impairment charges | \$ 1,000 | \$ — | \$ — |

See accompanying notes.

LANDEC CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Organization, Basis of Presentation, and Summary of Significant Accounting Policies

Organization

Landec Corporation and its subsidiaries ("Landec" or the "Company") design, develop, manufacture, and sell specialty polymer products for a variety of food products, agricultural products, medical device products and licensed partner applications. The Company sells specialty packaged fresh-cut vegetables and whole produce to retailers and club stores, primarily in the United States and Asia through its Apio, Inc. ("Apio") subsidiary, Hyaluronon-based ("HA") biomaterials in the United States, Canada and Europe through its Lifecore Biomedical, Inc. ("Lifecore") subsidiary and Intellicoat® coated seed products through its Landec Ag, LLC ("Landec Ag") subsidiary.

Basis of Presentation

Basis of Consolidation

The consolidated financial statements are presented on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles and include the accounts of Landec Corporation and its subsidiaries, Apio, Lifecore and Landec Ag. All material inter-company transactions and balances have been eliminated.

The Company follows FASB guidance concerning the consolidation of variable interest entities ("VIEs"). Under the guidance, arrangements that are not controlled through voting or similar rights are accounted for as VIEs. An enterprise is required to consolidate a VIE if it is the primary beneficiary of the VIE.

Under the guidance, a VIE is created when (i) the equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support from other parties, or (ii) the entity's equity holders as a group either: (a) lack direct or indirect ability to make decisions about the entity through voting or similar rights, (b) are not obligated to absorb expected losses of the entity if they occur, or (c) do not have the right to receive expected residual returns of the entity if they occur. If an entity is deemed to be a VIE, the enterprise that is deemed to absorb a majority of the expected losses or receive a majority of expected residual returns of the VIE is considered the primary beneficiary and must consolidate the VIE.

Under the initial agreement between Landec and Monsanto Company ("Monsanto") (see Note 3), the Company had concluded that Landec Ag was a VIE. The Company had also determined that it was the primary beneficiary of Landec Ag and therefore the accounts of Landec Ag were consolidated with the accounts of the Company. As a result of the amended and restated agreement between Landec and Monsanto (see Note 3), Landec Ag is no longer deemed to be a VIE, however, because Landec Ag is wholly owned, it continues to be consolidated with the accounts of the Company.

Reclassifications

Certain reclassifications have been made to prior year financial statements to conform to the current year presentation.

1. Organization, Basis of Presentation, and Summary of Significant Accounting Policies (continued)

Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make certain estimates and judgments that affect the amounts reported in the financial statements and accompanying notes. The accounting estimates that require management's most significant, difficult and subjective judgments include revenue recognition; sales returns and allowances; recognition and measurement of current and deferred income tax assets and liabilities; the assessment of recoverability of long-lived assets; the valuation of intangible assets and inventory; the valuation and nature of impairments of investments; and the valuation and recognition of stock-based compensation.

These estimates involve the consideration of complex factors and require management to make judgments. The analysis of historical and future trends, can require extended periods of time to resolve, and are subject to change from period to period. The actual results may differ from management's estimates.

Concentrations of Risk

Cash and cash equivalents, marketable securities, trade accounts receivable, grower advances and notes receivable are financial instruments that potentially subject the Company to concentrations of credit risk. Corporate policy limits, among other things, the amount of credit exposure to any one issuer and to any one type of investment, other than securities issued or guaranteed by the U.S. government. The Company routinely assesses the financial strength of customers and growers and, as a consequence, believes that trade receivables, grower advances and notes receivable credit risk exposure is limited. Credit losses for bad debt are provided for in the consolidated financial statements through a charge to operations. A valuation allowance is provided for known and anticipated credit losses. The recorded amounts for these financial instruments approximate their fair value.

Several of the raw materials we use to manufacture our products are currently purchased from a single source, including some monomers used to synthesize Intelimer® polymers, substrate materials for our breathable membrane products and raw materials for our HA products.

During the fiscal year ended May 30, 2010, sales to the Company's top five customers accounted for approximately 48% of total revenue, with the top customer, Costco Wholesale Corporation from the Food Products Technology segment, accounting for approximately 20% of total revenues. In addition, approximately 29% of the Company's total revenues were derived from product sales to international customers, none of whom individually accounted for more than 5% of total revenues. As of May 30, 2010, Costco Wholesale Corporation represented approximately 15% of total accounts receivable.

During the fiscal year ended May 31, 2009, sales to the Company's top five customers accounted for approximately 46% of total revenue, with the top customer, Costco Wholesale Corporation from the Food Products Technology segment, accounting for approximately 21% of total revenues. In addition, approximately 30% of the Company's total revenues were derived from product sales to international customers, none of whom individually accounted for more than 5% of total revenues. As of May 31, 2009, Costco Wholesale Corporation represented approximately 21% of total accounts receivable.

Impairment of Long-Lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Recoverability of assets is measured by comparison of the carrying amount of the asset to the net undiscounted future cash flow expected to be generated from the asset. If the future undiscounted cash flows are not sufficient to recover the carrying value of the assets, the assets' carrying value is adjusted to fair value.

1. Organization, Basis of Presentation, and Summary of Significant Accounting Policies (continued)

The Company regularly evaluates its long-lived assets for indicators of possible impairment. On July 16, 2010, Aesthetic Science sold the rights to its Smartfil™ Injector System. The Company evaluated its cost method investment for impairment, utilizing a discounted cash flow analysis under the terms of the purchase agreement. Based on the terms of the agreement, the Company has determined that its investment is other than temporarily impaired and therefore recorded an impairment loss of \$1.0 million as of May 30, 2010.

Financial Instruments

The Company's financial instruments are primarily composed of marketable debt securities, commercial-term trade payables, grower advances, and notes receivable, as well as long-term notes receivables and debt instruments. For short-term instruments, the historical carrying amount is a reasonable estimate of fair value. Fair values for long-term financial instruments not readily marketable are estimated based upon discounted future cash flows at prevailing market interest rates. Based on these assumptions, management believes the fair market values of the Company's financial instruments are not materially different from their recorded amounts as of May 30, 2010.

Allowance for Doubtful Accounts

The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments and sales discounts. The allowance for doubtful accounts is based on review of the overall condition of accounts receivable balances and review of significant past due accounts. The allowance for doubtful accounts is based on specific identification of past due amounts and a general reserve for accounts over 90-days past due. The changes in the Company's allowances for doubtful accounts are summarized in the following table (in thousands).

| | <u>Balance at beginning of period</u> | <u>Additions charged to costs and expenses</u> | <u>Deductions</u> | <u>Balance at end of period</u> |
|--|---|--|-------------------|-------------------------------------|
| Year ended May 25, 2008 | | | | |
| Allowance for doubtful accounts receivable and notes and advances receivable | \$ 206 | \$ - | \$ (37) | \$ 169 |
| Year ended May 31, 2009 | | | | |
| Allowance for doubtful accounts receivable and notes and advances receivable | \$ 169 | \$ - | \$ (4) | \$ 165 |
| Year ended May 30, 2010 | | | | |
| Allowance for doubtful accounts receivable and notes and advances receivable | \$ 165 | \$ 68 | \$ (44) | \$ 189 |

Revenue Recognition

Revenue from product sales is recognized when there is persuasive evidence that an arrangement exists, delivery has occurred, title has transferred, the price is fixed and determinable, and collectibility is reasonably assured. Allowances are established for estimated uncollectible amounts, product returns, and discounts based on specific identification and historical losses.

The Company takes title to all produce it trades and/or packages, and therefore, records revenues and cost of sales at gross amounts in the Consolidated Statements of Income.

1. Organization, Basis of Presentation, and Summary of Significant Accounting Policies (continued)

Licensing revenue is recognized in accordance with accounting guidance. Initial license fees are deferred and amortized to revenue over the period of the agreement when a contract exists, the fee is fixed and determinable, and collectibility is reasonably assured. Noncancellable, nonrefundable license fees are recognized over the period of the agreement, including those governing research and development activities and any related supply agreement entered into concurrently with the license when the risk associated with commercialization of a product is non-substantive at the outset of the arrangement.

Contract revenue for research and development (R&D) is recorded as earned, based on the performance requirements of the contract. Non-refundable contract fees for which no further performance obligations exist, and there is no continuing involvement by the Company, are recognized on the earlier of when the payments are received or when collection is assured.

Other Accounting Policies and Disclosures

Cash, Cash Equivalents and Marketable Securities

The Company records all highly liquid securities with three months or less from date of purchase to maturity as cash equivalents and consists mainly of certificate of deposits (CDs), money market funds and U.S. Treasuries. Short-term marketable securities consist of CDs that are FDIC insured and single A or better rated municipal bonds with original maturities of more than three months at the date of purchase regardless of the maturity date as the Company views its portfolio as available for use in its current operations. The aggregate amount of CDs included in marketable securities at May 30, 2010 and May 31, 2009 was \$1.5 million and \$2.1 million, respectively. The Company classifies all debt securities with readily determined market values as "available for sale". The contractual maturities of the Company's marketable securities that are due in less than one year represent \$9.5 million of its marketable securities and those due in one to two years represent the remaining \$10.9 million of the Company's marketable securities as of May 30, 2010. These investments are classified as marketable securities on the consolidated balance sheet as of May 30, 2010 and May 31, 2009 and are carried at fair market value. Unrealized gains and losses are reported as a component of stockholders' equity. The cost of debt securities is adjusted for amortization of premiums and discounts to maturity. This amortization is recorded to interest income. Realized gains and losses on the sale of available-for-sale securities are also recorded to interest income and were not significant for the fiscal years ended May 30, 2010 and May 31, 2009. During fiscal year 2010, the Company received proceeds of \$9.5 million from the sale of marketable securities. The cost of securities sold is based on the specific identification method.

Inventories

Inventories are stated at the lower of cost (using the first-in, first-out method) or market. As of May 30, 2010 and May 31, 2009 inventories consisted of (in thousands):

| | May 30, 2010 | May 31, 2009 |
|------------------|-------------------------|-------------------------|
| Finished goods | \$ 7,226 | \$ 2,108 |
| Raw materials | 6,868 | 3,721 |
| Work in progress | 2,013 | — |
| Inventories, net | <u>\$ 16,107</u> | <u>\$ 5,829</u> |

If the cost of the inventories exceeds their expected market value, provisions are recorded currently for the difference between the cost and the market value. These provisions are determined based on specific identification for unusable inventory and an additional reserve, based on historical losses, for inventory currently considered to be useable.

1. Organization, Basis of Presentation, and Summary of Significant Accounting Policies (continued)

Advertising Expense

Advertising expenditures for the Company are expensed as incurred. Advertising expense for the Company for fiscal years 2010, 2009 and 2008 was \$557,000, \$475,000 and \$474,000, respectively.

Notes and Advances Receivable

Apio has made advances to produce growers for crop and harvesting costs. Notes and advances receivable related to operating activities are for the sourcing of crops for Apio's business and notes and advances receivable related to investing activities are for financing transactions with third parties. Typically operating advances are paid off within the growing season (less than one year) from harvested crops. Advances not fully paid during the current growing season are converted to interest bearing obligations, evidenced by contracts and notes receivable. These notes and advances receivable are secured by perfected liens on land and/or crops and have terms that range from six to twelve months. Notes receivable are periodically reviewed (at least quarterly) for collectibility. A reserve is established for any note or advance deemed to not be fully collectible based upon an estimate of the crop value or the fair value of the security for the note or advance.

Related Party Transactions

Apio provides cooling and distributing services for farms in which the Chairman of Apio (the "Apio Chairman") has a financial interest and purchases produce from those farms. Apio also purchases produce from Beachside Produce LLC for sale to third parties. Beachside Produce is owned by a group of entities and persons that supply produce to Apio, including the Apio Chairman. Revenues and the resulting accounts receivable and cost of product sales and the resulting accounts payable are classified as related party items in the accompanying financial statements as of May 30, 2010 and May 31, 2009 and for the three years ended May 30, 2010.

Prior to the expiration of the leases in December 2009, Apio leased, for approximately \$310,000 on an annual basis, agricultural land that is owned by the Apio Chairman. Apio, in turn, subleased that land at cost to growers who were obligated to deliver product from that land to Apio for value added products. There was generally no net statement of income impact to Apio as a result of these leasing activities but Apio created a guaranteed source of supply for the value added business. Apio had loss exposure on the leasing activity to the extent that it was unable to sublease the land. For the years ended May 30, 2010, May 31, 2009 and May 25, 2008, the Company subleased all of the land leased from the Apio Chairman and received sublease income of \$150,000, \$316,000 and \$344,000, respectively, which is substantially equal to the amount the Company paid to lease that land for such periods.

Apio's domestic commodity vegetable business was sold to Beachside Produce, effective June 30, 2003. The Apio Chairman is a 12.5% owner in Beachside Produce. During fiscal years 2010, 2009 and 2008, the Company recognized revenues of \$853,000, \$1.3 million and \$1.6 million, respectively, from the sale of products to Beachside Produce and royalty revenues of \$0, \$0 and \$31,000, respectively, from the use by Beachside Produce of Apio's trademarks. The related accounts receivable from Beachside Produce are classified as related party in the accompanying Consolidated Balance Sheets as of May 30, 2010 and May 31, 2009.

All related party transactions are monitored quarterly by the Company and approved by the Audit Committee of the Board of Directors.

Property and Equipment

Property and equipment are stated at cost. Expenditures for major improvements are capitalized while repairs and maintenance are charged to expense. Depreciation is expensed on a straight-line basis over the estimated useful lives of the respective assets, generally three to thirty years for buildings and leasehold improvements and three to seven years for furniture and fixtures, computers, capitalized software, machinery, equipment and autos. Leasehold improvements are amortized over the lesser of the economic life of the improvement or the life of the lease on a straight-line basis.

1. Organization, Basis of Presentation, and Summary of Significant Accounting Policies (continued)

The Company capitalizes software development costs for internal use in accordance with accounting guidance. Capitalization of software development costs begins in the application development stage and ends when the asset is placed into service. The Company amortizes such costs using the straight-line basis over estimated useful lives of three to seven years. The Company did not capitalize any software development costs during fiscal years 2010 or 2009.

Intangible Assets

The Company's intangible assets are comprised of customer relationships with an estimated useful life of twelve years and trademarks/trade names and goodwill with indefinite lives (collectively, "intangible assets"), which the Company recognized in accordance with accounting guidance (i) upon the acquisition of Lifecore in April 2010, our Hyaluronan-based Biomaterials reporting unit, (ii) upon the acquisition of Apio in December 1999, which consists of our Food Products Technology and Commodity Trading reporting units and (iii) from the repurchase of all non controlling interests in the common stock of Landec Ag in December 2006. Accounting guidance defines goodwill as "the excess of the cost of an acquired entity over the net of the estimated fair values of the assets acquired and the liabilities assumed at date of acquisition." All intangible assets, including goodwill, associated with the acquisitions of Lifecore and Apio were allocated to the Hyaluronan-based Biomaterials and Food Products Technology reporting unit, respectively, pursuant to accounting guidance based upon the allocation of assets and liabilities acquired and consideration paid for each reporting unit. The consideration paid for the Commodity Trading reporting unit approximated its fair market value at the time of acquisition, and therefore no intangible assets were recorded in connection with the Company's acquisition of this reporting unit. Goodwill associated with the Technology Licensing reporting unit consists entirely of goodwill resulting from the repurchase of the Landec Ag non controlling interests.

The Company tests its intangible assets for impairment at least annually, in accordance with accounting guidance. When evaluating indefinite-lived intangible assets for impairment, accounting guidance requires the Company to compare the fair value of the asset to its carrying value to determine if there is an impairment loss. When evaluating goodwill for impairment, accounting guidance requires the Company to first compare the fair value of the reporting unit to its carrying value to determine if there is an impairment loss. If the fair value of the reporting unit exceeds its carrying value, goodwill is not considered impaired; thus application of the second step of the two-step approach under accounting guidance is not required. Application of the intangible assets impairment tests requires significant judgment by management, including identification of reporting units, assignment of assets and liabilities to reporting units, assignment of intangible assets to reporting units, and the determination of the fair value of each indefinite-lived intangible asset and reporting unit based upon projections of future net cash flows, discount rates and market multiples, which judgments and projections are inherently uncertain.

Property, plant and equipment and finite-lived intangible assets are reviewed for possible impairment whenever events or changes in circumstances occur that indicate that the carrying amount of an asset (or asset group) may not be recoverable. The Company's impairment review requires significant management judgment including estimating the future success of product lines, future sales volumes, revenue and expense growth rates, alternative uses for the assets and estimated proceeds from the disposal of the assets. The Company conducts quarterly reviews of idle and underutilized equipment, and reviews business plans for possible impairment indicators. Impairment occurs when the carrying amount of the asset (or asset group) exceeds its estimated future undiscounted cash flows and the impairment is viewed as other than temporary. When impairment is indicated, an impairment charge is recorded for the difference between the asset's book value and its estimated fair value. Depending on the asset, estimated fair value may be determined either by use of a discounted cash flow model or by reference to estimated selling values of assets in similar condition. The use of different assumptions would increase or decrease the estimated fair value of assets and would increase or decrease any impairment measurement.

1. Organization, Basis of Presentation, and Summary of Significant Accounting Policies (continued)

The Company tested its indefinite-lived intangible assets and goodwill for impairment as of July 25, 2010 and determined that no adjustments to the carrying values of the intangible assets were necessary as of that date. On a quarterly basis, the Company considers the need to update its most recent annual tests for possible impairment of its intangible assets, based on management's assessment of changes in its business and other economic factors since the most recent annual evaluation. Such changes, if significant or material, could indicate a need to update the most recent annual tests for impairment of the intangible assets during the current period. The results of these tests could lead to write-downs of the carrying values of the intangible assets in the current period.

The Company uses the discounted cash flow ("DCF") approach to develop an estimate of fair value. The DCF approach recognizes that current value is premised on the expected receipt of future economic benefits. Indications of value are developed by discounting projected future net cash flows to their present value at a rate that reflects both the current return requirements of the market and the risks inherent in the specific investment. The market approach was not used to value the Food Products Technology, Hyaluronan-based Biomaterials and Technology Licensing reporting units (the "Reporting Units") because insufficient market comparables exist to enable the Company to develop a reasonable fair value of its intangible assets due to the unique nature of each of the Company's Reporting Units.

The DCF approach requires the Company to exercise judgment in determining future business and financial forecasts and the related estimates of future net cash flows. Future net cash flows depend primarily on future product sales, which are inherently difficult to predict. These net cash flows are discounted at a rate that reflects both the current return requirements of the market and the risks inherent in the specific investment.

The DCF associated with the Technology Licensing reporting unit is based on the Monsanto Agreement with Monsanto. Under the Monsanto Agreement, Monsanto has agreed to pay Landec Ag a license fee of \$2.6 million in cash per year for five years beginning in December 2006, and a fee of \$4.0 million if Monsanto elects to terminate the Agreement, or \$10.0 million if Monsanto elects to purchase the rights to the exclusive field. If the purchase option is exercised before December 2011, or if Monsanto elects to terminate the Monsanto Agreement, all annual license fees that have not been paid to Landec Ag will become due upon the purchase or termination. As of May 30, 2010, the fair value of the Technology Licensing reporting unit, as determined by the DCF approach, exceeded its book value, and therefore, no intangible asset impairment was deemed to exist. The discount rate utilized approximates the risk free interest rate as the cash flow stream is guaranteed under the terms of the Agreement. A 1% increase in the discount rate would not have a significant impact on the excess of fair value over book value.

The DCF associated with the Food Products Technology reporting unit is based on management's five-year projection of revenues, gross profits and operating profits by fiscal year and assumes a 37% effective tax rate for each year. Management takes into account the historical trends of Apio and the industry categories in which Apio operates along with inflationary factors, current economic conditions, new product introductions, cost of sales, operating expenses, capital requirements and other relevant data when developing its projection. As of May 30, 2010, the fair value of the Food Products Technology reporting unit, as determined by the DCF approach, exceeded its book value, and therefore, no intangible asset impairment was deemed to exist. A 1% increase in the discount rate would not have a significant impact on the excess of fair value over book value.

1. Organization, Basis of Presentation, and Summary of Significant Accounting Policies (continued)

The fair value of indefinite and finite-lived intangible assets associated with our acquisition of Lifecore on April 30, 2010, was determined using a DCF model based on management's five-year projections of revenues, gross profits and operating profits by fiscal year and assumes a 33% effective tax rate for each year. Management takes into account the historical trends of Lifecore and the industry categories in which Lifecore operates along with inflationary factors, current economic conditions, new product introductions, cost of sales, operating expenses, capital requirements and other relevant data when developing its projection. The trade name intangible asset was valued using the relief from royalty valuation method and the customer relationship intangible asset was valued using the multi-period excess earnings method. The fair value of goodwill was calculated as the excess of consideration paid, including the fair value of contingent consideration under the terms of the purchase agreement, over the fair value of the tangible and intangible assets acquired less liabilities assumed. The Company updated its analysis of the fair value of the indefinite-lived intangible assets and goodwill as of its annual impairment analysis date, concluding that the fair value of the Hyaluronan-based Biomaterials reporting unit, as determined by the DCF approach, exceeded its book value, and therefore, no intangible asset impairment was deemed to exist. There were no impairment indicators identified by the Company in its analysis of impairment associated with the acquired finite-lived intangible assets.

Investment in Non-Public Company

The Company's investment in Aesthetic Science is carried at cost and adjusted for impairment losses. Since there is no readily available market value information, the Company periodically reviews this investment to determine if any other than temporary declines in value have occurred based on the financial stability and viability of Aesthetic Science. Aesthetic Science has recently sold the rights to its Smartfil™ Injector System on July 16, 2010. Landec has evaluated its cost method investment for impairment, utilizing a discounted cash flow analysis under the terms of the purchase agreement. Based on the terms of the agreement, the Company has determined that its investment is other than temporarily impaired and therefore recorded an impairment loss of \$1.0 million as of May 30, 2010, which is classified as part of other expenses in the Consolidated Statements of Income. The Company's carrying value of its investment in Aesthetic Sciences, net of the impairment loss, is \$792,000 at May 30, 2010 and is reported as a component of other non current assets.

Deferred Revenue

Cash received in advance of services performed (principally revenues related to upfront license fees) are recorded as deferred revenue. At May 30, 2010, \$4.3 million has been recognized as a liability for deferred license fee revenues and \$91,000 for advances from customers. At May 31, 2009, \$6.3 million has been recognized as a liability for deferred license fee revenues and \$130,000 for advances from customers and on ground lease payments from growers.

Comprehensive Loss

Comprehensive loss consists of net income and other comprehensive income for which Landec includes changes in unrealized gains and losses on its interest rate swap with Wells Fargo Bank, N.A. Accumulated other comprehensive loss is reported as a component of stockholders' equity. For the fiscal year ended May 30, 2010, the comprehensive loss from the unrealized loss on the interest rate swap, net of \$105,000 of income taxes, was \$179,000. There was no comprehensive income or loss in the fiscal years ended May 31, 2009 and May 25, 2008.

Non Controlling Interest

In connection with the acquisition of Apio, Landec acquired Apio's 60% general partner interest in Apio Cooling, a California limited partnership. Apio Cooling is included in the consolidated financial statements of Landec for all periods presented. The non controlling interest balance of \$1.7 million and \$1.8 million at May 30, 2010 and May 31, 2009, respectively, is comprised of the limited partners' interest in Apio Cooling.

Income Taxes

The Company accounts for income taxes in accordance with accounting guidance which requires that deferred tax assets and liabilities be recognized using enacted tax rates for the effect of temporary differences between the book and tax bases of recorded assets and liabilities. The Company maintains valuation allowances when it is likely that all or a portion of a deferred tax asset will not be realized. Changes in valuation allowances from period to period are included in the Company's income tax provision in the period of change. In determining whether a valuation allowance is warranted, the Company takes into account such factors as prior earnings history, expected future earnings, unsettled circumstances that, if unfavorably resolved, would adversely affect utilization of a deferred tax asset, carryback and carryforward periods, and tax strategies that could potentially enhance the likelihood of realization of a deferred tax asset. At May 30, 2010, the Company had \$390,000 valuation allowance against deferred tax assets.

In addition to valuation allowances, the Company establishes accruals for uncertain tax positions. The tax-contingency accruals are adjusted in light of changing facts and circumstances, such as the progress of tax audits, case law and emerging legislation. The Company recognizes interest and penalties related to uncertain tax positions as a component of income tax expense. The Company's effective tax rate includes the impact of tax-contingency accruals as considered appropriate by management.

A number of years may elapse before a particular matter, for which the Company has accrued, is audited and finally resolved. The number of years with open tax audits varies by jurisdiction. While it is often difficult to predict the final outcome or the timing of resolution of any particular tax matter, the Company believes its tax-contingency accruals are adequate to address known tax contingencies. Favorable resolution of such matters could be recognized as a reduction to the Company's effective tax rate in the year of resolution. Unfavorable settlement of any particular issue could increase the effective tax rate. Any resolution of a tax issue may require the use of cash in the year of resolution. The Company's tax-contingency accruals are presented in the balance sheet within accrued liabilities.

Per Share Information

Accounting guidance requires the presentation of basic and diluted earnings per share. Basic earnings per share excludes any dilutive effects of options, warrants and convertible securities and is computed using the weighted average number of common share outstanding. Diluted earnings per share reflects the potential dilution if securities or other contracts to issue common stock were exercised or converted into common stock. Diluted common equivalent shares consist of stock options using the treasury stock method.

The following table sets forth the computation of diluted net income per share (in thousands, except per share amounts):

| | Fiscal Year Ended May 30, 2010 | Fiscal Year Ended May 31, 2009 | Fiscal Year Ended May 25, 2008 |
|--|--------------------------------------|--------------------------------------|--------------------------------------|
| Numerator: | | | |
| Net income | \$ 3,984 | \$ 7,730 | \$ 13,542 |
| Denominator: | | | |
| Weighted average shares for basic net income per share | 26,382 | 26,202 | 26,069 |
| Effect of dilutive securities: | | | |
| Stock options | 251 | 549 | 866 |
| Weighted average shares for diluted net income per share | 26,633 | 26,751 | 26,935 |
| Diluted net income per share | \$ 0.15 | \$ 0.29 | \$ 0.50 |

Options to purchase 1,016,239, 357,514 and 96,300 shares of Common Stock at a weighted average exercise price of \$7.62, \$9.72 and \$13.32 per share were outstanding during fiscal years ended May 30, 2010, May 31, 2009 and May 25, 2008, respectively, but were not included in the computation of diluted net income per share because the options' exercise price were greater than the average market price of the Common Stock and, therefore, the effect would be antidilutive.

1. Organization, Basis of Presentation, and Summary of Significant Accounting Policies (continued)

Cost of Sales

The Company includes in cost of sales all the costs related to the sale of products in accordance with generally accepted accounting principles. These costs include the following: raw materials (including produce, seeds, packaging, syringes and fermentation and purification supplies), direct labor, overhead (including indirect labor, depreciation, and facility related costs) and shipping and shipping related costs.

Research and Development Expenses

Costs related to both research contracts and Company-funded research is included in research and development expenses. Costs to fulfill research contracts generally approximate the corresponding revenue. Research and development costs are primarily comprised of salaries and related benefits, supplies, travel expenses, consulting expenses and corporate allocations.

Accounting for Stock-Based Compensation

The Company records compensation expense for stock-based awards issued to employees and directors in exchange for services provided based on the estimated fair value of the awards on their grant dates and is recognized over the required service periods. The cash flows resulting from the tax benefit due to tax deductions in excess of the compensation expense recognized for those options (excess tax benefit) are classified as financing activities with the statement of cash flows. The Company's stock-based awards include stock option grants and restricted stock unit awards (RSUs).

During the fiscal year ended May 30, 2010, the Company recognized stock-based compensation expense of \$1,016,000 which included \$474,000 for restricted stock unit awards and \$542,000 for stock option grants. During the fiscal year ended May 31, 2009, the Company recognized stock-based compensation expense of \$933,000 which included \$308,000 for restricted stock unit awards and \$625,000 for stock option grants. During the fiscal year ended May 25, 2008, the Company recognized stock-based compensation expense of \$871,000 which included \$306,000 for restricted stock unit awards and \$565,000 for stock option grants.

The following table summarizes the stock-based compensation by income statement line item:

| | Fiscal Year Ended May 30, 2010 | Fiscal Year Ended May 31, 2009 | Fiscal Year Ended May 25, 2008 |
|---|---|---|---|
| Research and development | \$ 185,000 | \$ 171,000 | \$ 148,000 |
| Sales, general and administrative | 831,000 | 762,000 | 723,000 |
| Total stock-based compensation expense | \$ 1,016,000 | \$ 933,000 | \$ 871,000 |

The estimated fair value for stock options, which determines the Company's calculation of compensation expense, is based on the Black-Scholes option pricing model. The Company uses the straight line single option method to calculate and recognize the fair value of stock-based compensation arrangements. Compensation expense for all stock option and restricted stock awards granted prior to May 29, 2006 will continue to be recognized using the straight-line, multiple-option method. In addition, the Company uses historical data to estimate pre-vesting forfeitures and records stock-based compensation expense only for those awards that are expected to vest and revises those estimates in subsequent periods if the actual forfeitures differ from the prior estimates.

Valuation Assumptions

As of May 30, 2010, May 31, 2009 and May 25, 2008, the fair value of stock option grants was estimated using the Black-Scholes option pricing model. The following weighted average assumptions were used:

1. **Organization, Basis of Presentation, and Summary of Significant Accounting Policies (continued)**

| | Fiscal Year Ended May 30, 2010 | Fiscal Year Ended May 31, 2009 | Fiscal Year Ended May 25, 2008 |
|--------------------------|---|---|---|
| Expected life (in years) | 3.76 | 3.78 | 4.40 |
| Risk-free interest rate | 1.55% | 2.35% | 5.02% |
| Volatility | 0.53 | 0.52 | 0.46 |
| Dividend yield | 0% | 0% | 0% |

The Black-Scholes option pricing model requires the input of highly subjective assumptions, including the expected stock price volatility. The change in the volatility in the fiscal years ended May 31, 2009, May 25, 2008 and May 27, 2007 is a result of basing the volatility on Landec's stock price.

The weighted average estimated fair value of Landec employee stock options granted at grant date market prices during the fiscal years ended May 30, 2010, May 31, 2009 and May 25, 2008 was \$2.37, \$2.74 and \$5.74 per share, respectively. No stock options were granted above or below grant date market prices during the fiscal years ended May 30, 2010, May 31, 2009 and May 25, 2008.

Fair Value Measurements

The Company adopted fair value measurement accounting guidance on May 26, 2008 for financial assets and liabilities and for financial instruments and certain other items at fair value. The Company did not elect the fair value option for any of its eligible financial assets or liabilities.

The accounting guidance established a three-tier hierarchy for fair value measurements, which prioritizes the inputs used in measuring fair value as follows:

- Level 1 – observable inputs such as quoted prices for identical instruments in active markets.
- Level 2 – inputs other than quoted prices in active markets that are observable either directly or indirectly through corroboration with observable market data.
- Level 3 – unobservable inputs in which there is little or no market data, which would require the Company to develop its own assumptions.

As of May 30, 2010, the Company held certain assets that are required to be measured at fair value on a recurring basis. These included the Company's cash equivalents and marketable securities for which the fair value is determined based on observable inputs that are readily available in public markets or can be derived from information available in publicly quoted markets. Therefore, the Company has categorized its cash equivalents and marketable securities as Level 1. As of May 30, 2010, the Company recorded to Other Comprehensive Loss on the Consolidated Balance Sheets an unrealized loss of \$179,000, net of taxes of \$105,000, as a result of the interest rate swap. The unrealized loss was based on a Level 2 hierarchy for fair value measurements. If the interest rate swap is terminated or the debt borrowed is paid off prior to April 30, 2015, the amount of unrealized loss or gain included in Other Comprehensive Income (Loss) would be reclassified to earnings. The Company has no intentions of terminating the interest rate swap or prepaying the debt in the next twelve months. The interest rate swap liability is included in other non-current liabilities as of May 30, 2010. The Company has no other financial assets or liabilities for which fair value measurement has been adopted.

1. Organization, Basis of Presentation, and Summary of Significant Accounting Policies (continued)

Recent Accounting Pronouncements

Recently Adopted Pronouncements

Accounting Standards Codification

Effective July 1, 2009, the FASB Accounting Standards Codification (FASB ASC) is the single source of authoritative accounting principles recognized by the FASB to be applied by non-governmental entities in the preparation of financial statements in conformity with GAAP. The adoption of the FASB ASC does not impact the Company's consolidated financial statements, however, the Company's references to accounting literature within its notes to the condensed consolidated financial statements have been revised to conform to the FASB ASC beginning with the fiscal quarter ending November 29, 2009.

Business Combinations

In December 2007, the FASB issued new guidance which significantly changes the financial accounting and reporting for business combination transactions. The new guidance requires the acquiring entity in a business combination to recognize all (and only) the assets acquired and liabilities assumed in the transaction and establishes the acquisition date fair value as the measurement objective for all assets acquired and liabilities assumed in a business combination. Certain provisions of the new guidance will, among other things, impact the determination of acquisition-date fair value of consideration paid in a business combination (including contingent consideration); exclude transaction costs from acquisition accounting; and change accounting practices for acquired contingencies, acquisition-related restructuring costs, in-process research and development, indemnification assets, and tax benefits. The Company adopted the new guidance on June 1, 2009. The Company acquisition of Lifecore (see Note 2) was subject to the provisions of this new guidance, under which the Company recognizing \$2.7 million of expenses related to the acquisition during the fiscal year ended May 30, 2010. These expenses are classified as other expenses.

Non Controlling Interests

In December 2007, the FASB issued new guidance with respect to non controlling interests in consolidated financial statements. The new guidance requires the reporting of all non controlling interests as a separate component of stockholders' equity, the reporting of consolidated net income (loss) as the amount attributable to both the parent and the non controlling interests and the separate disclosure of net income (loss) attributable to the parent and to the non controlling interests. Changes in a parent's ownership interest while the parent retains its controlling interest will be accounted for as equity transactions and any retained non controlling equity investment upon the deconsolidation of a subsidiary will be initially measured at fair value. Other than the reporting requirements described above which require retrospective application, the provisions of the new guidance are to be applied prospectively. The Company adopted the new guidance on June 1, 2009 and such adoption did not have a material impact on the Company's results of operations or financial position for the fiscal year ended May 30, 2010, however, as required, presentation of non controlling interests has been conformed to the requirements of the new guidance for all periods presented.

Collaborative Arrangements

In December 2007, the FASB issued new guidance concerning the accounting for collaborative arrangements (which does not establish a legal entity within such arrangement). The consensus indicates that costs incurred and revenues generated from transactions with third parties (i.e. parties outside of the collaborative arrangement) should be reported by the collaborators on the respective line items in their income statements based upon their role as either principal or agent. Additionally, the consensus provides that income statement characterization of payments between the participants in a collaborative arrangement should be based upon existing authoritative guidance; analogy to such guidance if not within their scope; or a reasonable, rational, and consistently applied accounting policy election. The Company adopted the new guidance on June 1, 2009 and such adoption did not have an impact on the Company's results of operations or financial position for the fiscal year ended May 30, 2010.

1. Organization, Basis of Presentation, and Summary of Significant Accounting Policies (continued)

Fair Value Disclosures in Interim Reports

In April 2009, the FASB issued new guidance that requires disclosures about the fair value of financial instruments at interim reporting periods. The new guidance is effective for interim reporting periods ending after June 15, 2009. The Company adopted the new guidance on June 1, 2009 and such adoption did not have an impact on the Company's results of operations or financial position for the fiscal year ended May 30, 2010.

Subsequent Events

In May 2009, the FASB issued new guidance that establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before the financial statements are issued or are available to be issued. The Company adopted the new guidance on June 1, 2009 and such adoption did not impact the Company's consolidated financial statements. The Company determined that the basis for the date through which the entity has evaluated subsequent events represents the date the financial statements were filed with the Securities and Exchange Commission.

Fair Value Measurements

In January 2010, the FASB new guidance requires reporting entities will have to provide information about movements of assets among Levels 1 and 2; and a reconciliation of purchases, sales, issuance, and settlements of activity valued with a Level 3 method, of the three-tier fair value hierarchy established by previous accounting guidance. The new guidance also clarifies the existing guidance to require fair value measurement disclosures for each class of assets and liabilities. The new guidance is effective for interim and annual reporting periods beginning after December 15, 2009 for Level 1 and 2 disclosure requirements and after December 15, 2010 for Level 3 disclosure requirements. The Company adopted the guidance during fiscal 2010 and such adoption did not impact the Company's consolidated financial statements other than the required disclosures.

Recently Issued Pronouncements

Variable Interest Entities

In June 2009, the FASB issued new guidance which amends the evaluation criteria to identify the primary beneficiary of a variable interest entity. Additionally, the new guidance requires ongoing reassessments of whether an enterprise is the primary beneficiary of the variable interest entity. The Company will adopt this new guidance in fiscal year 2011 and does not expect a material impact on the Company's consolidated financial statements as a result of the new guidance.

Revenue Recognition

In October 2009, the FASB issued new guidance in relation to "Multiple-Deliverable Revenue Arrangements". The new standard changes the requirements for establishing separate units of accounting in a multiple element arrangement and requires the allocation of arrangement consideration to each deliverable to be based on the relative selling price. The Company plans to early adopt these standards as of the beginning of fiscal 2011 for new deals originating after May 30, 2010. There will be no materially modified deals as a result of the adoption. The Company is not able to reasonably estimate the effect of adopting these standards on future financial periods as the impact will vary based on the nature and volume of new multiple-deliverable revenue arrangements in any given period.

2. Acquisition of Lifecore Biomedical, Inc.

On April 30, 2010 (the "Acquisition Date"), the Company acquired all of the common stock of Lifecore Biomedical, Inc. ("Lifecore") under a Stock Purchase Agreement ("Purchase Agreement") in order to expand its product offerings and enter into new markets. Lifecore was a privately-held hyaluronan-based biomaterials company located in Chaska, Minnesota. Lifecore is principally involved in the development and manufacture of products utilizing hyaluronan, a naturally occurring polysaccharide that is widely distributed in the extracellular matrix of connective tissues in both animals and humans. In addition, Lifecore has licensed a sodium hyaluronate cross-linking technology from The Cleveland Clinic Foundation ("CCF") designed to provide a development vehicle for a product platform to introduce new products for the existing medical segments, as well as potentially new market segments. Furthermore, Lifecore is pursuing other development activities to utilize its fermentation and aseptic filling capabilities for non-hyaluronan based products.

Under the Purchase Agreement, the aggregate consideration payable by the Company to the former Lifecore stockholder at closing consisted of \$40.0 million in cash, which includes \$6.6 million that is temporarily held in an escrow account to secure the indemnification rights of Landec and other indemnitees with respect to certain matters, including breaches of representations, warranties and covenants of Lifecore included in the Purchase Agreement. The escrow account is in the name of the seller and Landec's right under the escrow agreement consist solely of its ability to file a claim against the escrow. In addition, the Company may be required to pay in cash up to an additional \$10.0 million in earnout payments based on Lifecore achieving certain revenue targets in calendar years 2011 and 2012.

In accordance with the Purchase Agreement, each issued and outstanding share of Lifecore's capital stock was cancelled and converted into the right to receive the purchase consideration described in the Purchase Agreement.

The operating results of Lifecore are reported in the Company's financial statements beginning May 1, 2010, in the Hyaluronan-based Biomaterials operating segment. Included in the Company's results for the fiscal year 2010 was \$1.5 million of Lifecore's net sales. Lifecore's total net sales for the twelve months ended May 30, 2010 was \$20.7 million, which include net sales prior to the Company's acquisition of Lifecore. Lifecore's total net sales for the twelve months ended May 31, 2009 was \$22.9 million.

The following table provides unaudited pro forma results of operations of the Company for fiscal years 2010 and 2009 as if the acquisition of Lifecore had occurred as of the beginning of each of the fiscal periods presented. The unaudited pro forma results include certain recurring purchase accounting adjustments such as depreciation and amortization expense on acquired tangible and intangible assets and assumed interest costs. However, unaudited pro forma results do not include certain transaction-related costs including the effect of a step-up of the value of acquired inventory, cost savings or other effects of potential integration of Lifecore. Accordingly, such results of operations are not necessarily indicative of the actual results as if the acquisition had occurred at the beginning of the dates indicated or that may result in the future.

| | Year ended May 30, 2010 | Year ended May 31, 2009 |
|------------------------------|----------------------------|----------------------------|
| Pro forma net income | \$ 1,722 | \$ 8,658 |
| Basic net income per share | \$ 0.07 | \$ 0.33 |
| Diluted net income per share | \$ 0.06 | \$ 0.32 |

These amounts have been calculated after applying the Company's accounting policies and adjusting the results of Lifecore to reflect the adjustments to depreciation expense and amortization expense assuming the fair value adjustments to property and equipment and intangible assets had been applied on May 26, 2008 and the interest expense on long-term debt entered into in conjunction with the acquisition as if the debt had been borrowed on May 26, 2008. The proforma adjustments were tax affected at the Company's effective tax rate for the periods presented. For the fiscal year ended May 30, 2010, the proforma net income includes actual expenses at Lifecore incurred prior to the close of the acquisition of \$3.1 million for the termination of its stock option plan, establishing reserves for potential bad debts and unusable inventory and for direct acquisition related expenses, primarily legal expenses.

The acquisition date fair value of the total consideration transferred was \$49.65 million, which consisted of the following (in thousands):

| | |
|--------------------------|------------------|
| Cash | \$ 40,000 |
| Contingent consideration | 9,650 |
| Total | \$ 49,650 |

The assets and liabilities of Lifecore were recorded at their respective estimated fair values as of the date of the acquisition using generally accepted accounting principles for business combinations. The excess of the purchase price over the fair value of the net identifiable assets acquired has been allocated to goodwill. Goodwill represents a substantial portion of the acquisition proceeds because the Lifecore trade name provides the Company with entry into the growing, higher margin hyaluronan product market. Management believes that there is further growth potential by extending Lifecore's product lines into new channels.

The following table summarizes the estimated fair values of Lifecore's assets acquired and liabilities assumed and related deferred income taxes, effective April 30, 2010, the date the Company obtained control of Lifecore. Changes to the fair values of the assets acquired and liabilities assumed may be recorded in future periods as the Company finalizes its estimates of the fair value.

| | |
|---|------------------|
| | (000's) |
| Cash and cash equivalents | \$ 318 |
| Accounts receivable, net | 1,860 |
| Inventories, net | 9,009 |
| Property and equipment | 25,564 |
| Other tangible assets | 1,455 |
| Intangible assets | 7,900 |
| Total identifiable assets acquired | 46,106 |
| Accounts payable and other liabilities | (2,983) |
| Long-term debt | (4,157) |
| Deferred taxes | (3,109) |
| Total liabilities assumed | (10,249) |
| Net identifiable assets acquired | 35,857 |
| Goodwill | 13,793 |
| Net assets acquired | \$ 49,650 |

The Company used a combination of the market and cost approaches to estimate the fair values of the Lifecore assets acquired and liabilities assumed.

Inventory

A step-up in the value of inventory of \$523,000 was recorded in the allocation of the purchase price based on valuation estimates. During fiscal year 2010, \$27,000 of this step-up was charged to cost of products sold as the inventory was sold. The remaining step-up is expected to be charged to cost of products sold in fiscal 2011 as the inventory is sold.

Intangible Assets

The fair value of indefinite and finite-lived intangible assets was determined using a DCF model, under an income valuation methodology, based on management's five-year projections of revenues, gross profits and operating profits by fiscal year and assumes a 33% effective tax rate for each year. Management takes into account the historical trends of Lifecore and the industry categories in which Lifecore operates along with inflationary factors, current economic conditions, new product introductions, cost of sales, operating expenses, capital requirements and other relevant data when developing its projection. The Company believes that the level and timing of cash flows appropriately reflect market participant assumptions. The projected cash flows from these intangibles were based on key assumptions such as estimates of revenues and operating profits related to the intangibles over their respective forecast periods. The resultant cash flows were then discounted using a rate the Company believes is appropriate given the inherent risks associated with each intangible asset and reflect market participant assumptions.

The Company identified two intangible assets in connection with the Lifecore acquisition: trade names valued at \$4.2 million, which is considered to be an indefinite life asset and therefore will not be amortized; and customer base valued at \$3.7 million with a twelve year useful life. The trade name intangible asset was valued using the relief from royalty valuation method and the customer relationship intangible asset was valued using the multi-period excess earnings method.

Goodwill

The excess of the consideration transferred over the fair values assigned to the assets acquired and liabilities assumed was \$13.8 million, which represents the goodwill amount resulting from the acquisition which can be attributable to its long history and future prospects. None of the goodwill is expected to be deductible for income tax purposes. The Company will test goodwill for impairment on an annual basis or sooner, if deemed necessary. As of May 30, 2010, there were no changes in the recognized amount of goodwill resulting from the acquisition of Lifecore.

Liability for Contingent Consideration

In addition to the cash consideration paid to the former shareholder of Lifecore, the Company may be required to pay up to an additional \$10.0 million in earnout payments based on Lifecore achieving certain revenue targets in calendar years 2011 and 2012. The fair value of the liability for the contingent consideration recognized on the acquisition date was \$9.65 million and is classified as a non current liability in the Consolidated Balance Sheets as of May 30, 2010. The Company determined the fair value of the liability for the contingent consideration based on a probability-weighted discounted cash flow analysis. This fair value measurement is based on significant inputs not observed in the market and thus represents a Level 3 measurement. The Company expects to pay the entire \$10 million earn out during the third quarter of fiscal year 2012.

Deferred Tax Liabilities

The \$2.4 million of net deferred tax liabilities resulting from the acquisition was primarily related to the difference between the book basis and tax basis of the intangible assets.

Acquisition-Related Transaction Costs

The Company recognized \$2.7 million of acquisition-related expenses that were expensed in the year ended May 30, 2010 and are included in other expenses in the Consolidated Statements of Income for the year ended May 30, 2010. These expenses included investment banker fees, legal and accounting fees and appraisals fees.

3. Sale of Fielder's Choice Direct and License Agreement

On December 1, 2006, Landec sold its direct marketing and sales seed company FCD, which included the Fielder's Choice Direct[®] and Heartland Hybrid[®] brands, to American Seeds, Inc., a wholly owned subsidiary of Monsanto Company. The acquisition price for FCD was \$50 million in cash paid at the close. During fiscal year 2007, Landec recorded income from the sale, net of direct expenses and bonuses, of \$22.7 million. The income that was recorded is equal to the difference between the fair value of FCD of \$40 million and its net book value, less direct selling expenses and bonuses. In accordance with generally accepted accounting principles, the portion of the \$50 million of proceeds in excess of the fair value of FCD, or \$10 million, was allocated to the technology license agreement described below and is being recognized as revenue ratably over the five year term of the license agreement or \$2 million per year beginning December 1, 2006. The fair value was determined by management.

3. Sale of Fielder's Choice Direct and License Agreement (continued)

In December 2006, Landec also entered into a five-year co-exclusive technology license and polymer supply agreement ("the Monsanto Agreement") with Monsanto for the use of Landec's Intellicoat polymer seed coating technology. Under the terms of the Monsanto Agreement, Monsanto has agreed to pay Landec Ag \$2.6 million per year in exchange for (1) a co-exclusive right to use Landec's Intellicoat temperature activated seed coating technology worldwide during the license period, (2) the right to be the exclusive global sales and marketing agent for the Intellicoat seed coating technology, and (3) the right to purchase the technology any time during the five year term of the Monsanto Agreement. Monsanto has also agreed to fund all operating costs, including all Intellicoat research and development, product development and non-replacement capital costs during the five year agreement period. For each of the fiscal years ended May 30, 2010, May 31, 2009 and May 25, 2008 Landec recognized \$5.4 million in revenues and income from the Monsanto Agreement.

The Agreement also provides for a fee payable to Landec Ag of \$4 million if Monsanto elects to terminate the agreement or \$10 million if Monsanto elects to purchase the rights to the exclusive field. If the purchase option is exercised before December 2011, or if Monsanto elects to terminate the Agreement, all annual license fees and supply payments that have not been paid to Landec Ag will become due upon the purchase. If Monsanto does not exercise its purchase option by December 2011, Landec Ag will receive the termination fee and all rights to the Intellicoat seed coating technology will revert to Landec. Accordingly, Landec will receive minimum guaranteed payments of \$17 million for license fees and polymer supply payments over five years or \$23 million in maximum payments if Monsanto elects to purchase Landec Ag. The minimum guaranteed payments and the deferred gain of \$2 million per year described above will result in Landec recognizing revenue and operating income of \$5.4 million per year for fiscal years 2008 through 2011 and \$2.7 million per year for fiscal years 2007 and 2012. The incremental \$6 million to be received in the event Monsanto exercises the purchase option has been deferred and will be recognized upon the exercise of the purchase option. The fair value of the purchase option was determined by management to be less than the amount of the deferred revenue.

If Monsanto elects to purchase the rights to the licensed fields, a gain or loss on the sale will be recognized at the time of purchase. If Monsanto exercises its purchase option, Landec expects to enter into a new long-term supply agreement with Monsanto pursuant to which Landec would continue to be the exclusive supplier of Intellicoat polymer materials to Monsanto.

4. License Agreements

In December 2005, Landec entered into an exclusive licensing agreement with Aesthetic Sciences Corporation ("Aesthetic Sciences"), a medical device company. Aesthetic Sciences paid Landec an upfront license fee of \$250,000 for the exclusive rights to use Landec's Intelimer[®] materials technology for the development of dermal fillers worldwide under the agreement. Landec would also receive royalties on the sale of products incorporating Landec's technology. In addition, the Company received shares of preferred stock originally valued at \$1.3 million which represented a 19.9% ownership interest in Aesthetic Sciences as of December 2005.

As part of the original agreement with Aesthetic Sciences, Landec was to receive additional shares upon the completion of a specific milestone. In November 2006, that milestone was met and as a result Landec received an additional 800,000 shares of preferred stock originally valued at \$481,000. The receipt of the additional 800,000 preferred shares did not change Landec's 19.9% ownership interest in Aesthetic Sciences. During fiscal year 2009, Aesthetic Sciences completed a second preferred stock offering in which Landec did not participate and as a result Landec's ownership interest in Aesthetic Sciences was 17.3% as of May 30, 2010 and May 31, 2009. In July 2010, Aesthetic Science sold the rights to its Smartfil[™] Injector System on July 16, 2010. Landec has evaluated its investment in Aesthetic Sciences for impairment, utilizing a discounted cash flow analysis under the terms of the purchase agreement. Based on the terms of the recent sale, the Company has determined that its investment is other than temporarily impaired and therefore recorded an impairment charge of \$1.0 million as of May 30, 2010, which is included in other expense. The Company's carrying value of its investment in Aesthetic Sciences, net of the impairment losses, is \$782,000 and is included in other non current assets.

4. License Agreements (continued)

In March 2006, Landec entered into an exclusive license and research and development agreement with Air Products and Chemicals, Inc. (“Air Products”). Landec agreed to provide research and development support to Air Products for three years with a mutual option for two additional years. The license fees were recognized as license revenue over a three year period beginning March 2006. In addition, in accordance with the agreement, Landec receives 40% of the gross profit generated from the sale of products by Air Products occurring after April 1, 2007, that incorporate Landec’s Intelimer materials. In 2008, an amendment was entered into by the Company whereby certain technology applications were re-acquired as well as the elimination of an existing contract claim in order to refine the existing relationship. As a result, the Company recorded a \$600,000 expense to selling, general and administrative expense during the year ended May 25, 2008. The Company recognized \$600,000 in license revenues under this agreement in fiscal year 2009 and \$800,000 in license revenues under this agreement during fiscal year 2008. During fiscal years 2010, 2009 and 2008 the Company recognized \$539,000, \$1.1 million and \$528,000, respectively, for its share of the gross profits realized from the sale of Intelimer-based products by Air Products.

In September 2007, the Company amended its licensing and supply agreement with Chiquita Brands International, Inc. (“Chiquita”). Under the terms of the amendment, the license for bananas was expanded to include additional exclusive fields using Landec’s BreatheWay® packaging technology, and a new exclusive license was added for the sale and marketing of avocados and mangos using Landec’s BreatheWay packaging technology. The agreement with Chiquita, which terminates in December 2011 (Chiquita has a five year renewal option), requires Chiquita to pay annual gross profit minimums to Landec in order for Chiquita to maintain its exclusive license for bananas, avocados and mangos. Under the terms of the agreement, Chiquita must notify Landec before December 1st of each year whether it is going to maintain its exclusive license for the following calendar year and thus agree to pay the minimums for that year. Landec was notified by Chiquita in November 2009 that Chiquita wanted to maintain its exclusive license for calendar year 2010 and thus agreed at that time to pay the minimum gross profit for calendar year 2010. During fiscal years 2010, 2009 and 2008, the Company recognized \$2.2 million, \$2.2 million and \$2.9 million, respectively, of gross profits from the Chiquita agreement.

5. Repurchase of Subsidiary Common Stock and Options

On August 7, 2007, Landec repurchased all of the outstanding common stock and options of Apio not owned by Landec at the fair market value of each share as if all options had been exercised on that date. The fair market value repurchase price for all of Apio’s common stock and options not owned by Landec was \$20.8 million. After the repurchase, Apio became a wholly owned subsidiary of Landec. In accordance with accounting guidance, this repurchase did not result in additional compensation expense to the Company as all of the options repurchased were fully vested at the time of the repurchase and the consideration paid was equal to the fair value. The repurchase of Apio options for \$19.7 million was recorded as a reduction to equity and the repurchase of Apio’s common stock not owned by Landec for \$1.1 million was recorded to goodwill in accordance with accounting guidance.

6. Property and Equipment

Property and equipment consists of the following (in thousands):

| | Years of Useful Life | May 30, 2010 | May 31, 2009 |
|---|-------------------------|--------------|--------------|
| Land and building | 15-30 | \$ 41,990 | \$ 18,225 |
| Leasehold improvements | 3-20 | 1,111 | 952 |
| Computer, capitalized software, machinery, equipment and auto | 3-7 | 31,869 | 24,162 |
| Furniture and fixtures | 5-7 | 411 | 349 |
| Construction in process | | 618 | 1,818 |
| Gross property and equipment | | 75,999 | 45,506 |
| Less accumulated depreciation and amortization | | (25,838) | (22,763) |
| Net property and equipment | | \$ 50,161 | \$ 22,743 |

6. Property and Equipment (continued)

Depreciation and amortization expense for the fiscal years ended May 30, 2010, May 31, 2009 and May 25, 2008 was \$3.4 million, \$3.1 million and \$3.2 million, respectively. There was no equipment under capital leases at May 30, 2010 or May 31, 2009. Amortization related to capitalized software was \$39,000, \$175,000 and \$400,000 for fiscal years ended May 30, 2010, May 31, 2009 and May 25, 2008, respectively. The unamortized computer software costs at May 30, 2010 and May 31, 2009 were \$260,000 and \$299,000, respectively.

7. Intangible Assets

Changes in the carrying amount of goodwill for the fiscal years ended May 30, 2010, May 31, 2009 and May 25, 2008 by reportable segment, are as follows (in thousands):

| | Food Products Technology | Technology Licensing | Hyaluronan- based Biomaterials | Total |
|--|--------------------------------|-------------------------|--------------------------------------|-----------|
| Balance as of May 27, 2007 | \$ 21,402 | \$ — | \$ — | \$ 21,402 |
| Goodwill acquired/reclassified during the period | 1,172 | 4,780 | — | 5,952 |
| Balance as of May 25, 2008 | 22,574 | 4,780 | — | 27,354 |
| Goodwill acquired during the period | 7 | — | — | 7 |
| Balance as of May 31, 2009 | 22,581 | 4,780 | — | 27,361 |
| Goodwill acquired during the period | — | — | 13,793 | 13,793 |
| Balance as of May 30, 2010 | \$ 22,581 | \$ 4,780 | \$ 13,793 | \$ 41,154 |

Information regarding Landec's other intangible assets is as follows (in thousands):

| | Trademarks & Trade names | Customer Relationships | Total |
|----------------------------|-----------------------------|---------------------------|-----------|
| Balance as of May 27, 2007 | \$ 8,228 | \$ — | \$ 8,228 |
| Amortization expense | — | — | — |
| Balance as of May 25, 2008 | 8,228 | — | 8,228 |
| Amortization expense | — | — | — |
| Balance as of May 31, 2009 | 8,228 | — | 8,228 |
| Acquired during the period | 4,200 | 3,700 | 7,900 |
| Amortization expense | — | (26) | (26) |
| Balance as of May 30, 2010 | \$ 12,428 | \$ 3,674 | \$ 16,102 |

Accumulated amortization as of May 30, 2010, May 31, 2009 and May 25, 2008 was \$3.4 million. The amortization expense for fiscal years 2011 through 2022 will be \$308,000 per year.

8. Stockholders' Equity

On November 6, 2008, the Company reincorporated from California to Delaware. As a result of this reincorporation, the Company has established an additional paid-in capital account and reclassified as of May 27, 2007, \$129.5 million from Common Stock to additional paid-in capital.

Holders of Common Stock are entitled to one vote per share.

Convertible Preferred Stock

The Company has authorized two million shares of preferred stock, and as of May 30, 2010 has no outstanding preferred stock.

8. Stockholders' Equity (continued)

Common Stock and Stock Option Plans

At May 30, 2010, the Company had 3.7 million common shares reserved for future issuance under Landec equity incentive plans.

On October 15, 2009, following stockholder approval at the Annual Meeting of Stockholders of the Company, the 2009 Stock Incentive Plan (the "Plan") became effective and replaced the Company's 2005 Stock Incentive Plan. Employees (including officers), consultants and directors of the Company and its subsidiaries and affiliates are eligible to participate in the Plan.

The Plan provides for the grant of stock options (both nonstatutory and incentive stock options), stock grants, stock units and stock appreciation rights. Awards under the Plan will be evidenced by an agreement with the Plan participants and 1.9 million shares of the Company's Common Stock ("Shares") are available for award under the Plan. Under the Plan, no recipient may receive awards during any fiscal year that exceeds the following amounts: (i) stock options covering in excess of 500,000 Shares; (ii) stock grants and stock units covering in excess of 250,000 Shares in the aggregate; or (iii) stock appreciation rights covering more than 500,000 Shares. In addition, awards to non-employee directors are discretionary. However, a non-employee director may not be granted awards in excess of 30,000 Shares in the aggregate during any fiscal year. The exercise price of the options was the fair market value of the Company's Common Stock on the date the options were granted.

On October 14, 2005, following stockholder approval at the Annual Meeting of Stockholders of the Company, the 2005 Stock Incentive Plan ("2005 Plan") became effective. The 2005 Plan replaced the Company's four then existing equity plans and no shares remain available for grant under those plans. Employees (including officers), consultants and directors of the Company and its subsidiaries and affiliates eligible to participate in the 2005 Plan. The 2005 Plan provided for the grant of stock options (both nonstatutory and incentive stock options), stock grants, stock units and stock appreciation rights. Under the 2005 Plan, 861,038 Shares were initially available for awards, and as of May 30, 2010, 733,416 shares and options to purchase shares were outstanding. The exercise price of the options was the fair market value of the Company's Common Stock on the date the options were granted.

The 1995 Directors' Stock Option Plan (the "Directors' Plan") provided that each person who became a non-employee director of the Company, who had not received a previous grant, be granted a nonstatutory stock option to purchase 20,000 shares of Common Stock on the date on which the optionee first became a non-employee director of the Company. Thereafter, on the date of each annual meeting of the stockholders each non-employee director was granted an additional option to purchase 10,000 shares of Common Stock if, on such date, he or she had served on the Company's Board of Directors for at least six months prior to the date of such annual meeting. The exercise price of the options was the fair market value of the Company's Common Stock on the date the options were granted. Options granted under this plan were exercisable and vested upon grant.

The 1996 Non-Executive Stock Option Plan authorized the Board of Directors to grant non-qualified stock options to employees, including executive officers, and outside consultants of the Company. The exercise price of the options was equal to the fair market value of the Company's Common Stock on the date the options were granted. Options were generally exercisable upon vesting and generally vested ratably over four years and were subject to repurchase if exercised before being vested.

The 1996 Stock Option Plan authorized the Board of Directors to grant stock purchase rights, incentive stock options or non-statutory stock options to Landec executives. The exercise price of the stock purchase rights, incentive stock options and non-statutory stock options could be no less than 100% of the fair market value of Landec's Common Stock on the date the options were granted. Options generally were exercisable upon vesting, generally vested ratably over four years and were subject to repurchase if exercised before being vested.

8. Stockholders' Equity (continued)

The New Executive Stock Option Plan authorized the Board of Directors to grant non-statutory stock options to officers of Landec or officers of Apio or Landec Ag whose employment with each of those companies began after October 24, 2000. The exercise price of the non-statutory stock options could be no less than 100% and 85%, for named executives and non-named executives, respectively, of the fair market value of Landec's Common Stock on the date the options were granted. Options generally were exercisable upon vesting, generally vested ratably over four years and were subject to repurchase if exercised before being vested.

Activity under all Landec equity incentive plans is as follows:

Stock-Based Compensation Activity

| | Restricted Stock Outstanding | | | Stock Options Outstanding | |
|----------------------------|---------------------------------------|-----------------------------|--|---------------------------|--|
| | RSU's and Options Available for Grant | Number of Restricted Shares | Weighted Average Grant Date Fair Value | Number of Stock Options | Weighted Average Exercise Price (Fair Value) |
| Balance at May 27, 2007 | 706,731 | 38,335 | \$ 8.86 | 2,061,337 | \$ 5.14 |
| Granted | (139,335) | 34,835 | \$ 13.32 | 104,500 | \$ 13.32 |
| Awarded/Exercised | — | (10,002) | \$ 8.86 | (267,148) | \$ 4.57 |
| Forfeited | — | — | — | (1,739) | \$ 3.80 |
| Balance at May 25, 2008 | 567,396 | 63,168 | \$ 11.32 | 1,896,950 | \$ 5.68 |
| Granted | (506,254) | 127,504 | \$ 6.62 | 378,750 | \$ 6.62 |
| Awarded/Exercised | — | (10,002) | \$ 13.32 | (331,950) | \$ 3.66 |
| Forfeited | 14,875 | (3,666) | \$ 7.45 | (11,209) | \$ 8.59 |
| Plan shares expired | (209) | — | — | — | — |
| Balance at May 31, 2009 | 75,808 | 177,004 | \$ 7.88 | 1,932,541 | \$ 6.19 |
| Additional shares reserved | 1,900,000 | — | — | — | — |
| Granted | (1,195,189) | 309,439 | \$ 5.80 | 885,750 | \$ 5.78 |
| Awarded/Exercised | — | (51,671) | \$ 8.11 | (190,962) | \$ 4.32 |
| Forfeited | 2,000 | (1,000) | \$ 13.32 | (1,000) | \$ 13.32 |
| Plan shares expired | — | — | — | (169,500) | \$ 7.01 |
| Terminated plan | (16,975) | — | — | — | — |
| Balance at May 30, 2010 | 765,644 | 433,772 | \$ 6.35 | 2,456,829 | \$ 6.18 |

Included in exercises for fiscal years 2010, 2009 and 2008 are 4,634, 171,380 and 11,995 options, respectively, that were exercised through a net share settlement transaction (no cash) to pay for the exercise price of the options and the related taxes due on the exercise.

The following table summarizes information concerning stock options outstanding and exercisable at May 30, 2010:

| Range of Exercise Prices | Options Outstanding | | | | Options Exercisable | | |
|--------------------------|------------------------------|--|---------------------------------|---------------------------|------------------------------|---------------------------------|---------------------------|
| | Number of Shares Outstanding | Weighted Average Remaining Contractual Life (in years) | Weighted Average Exercise Price | Aggregate Intrinsic Value | Number of Shares Exercisable | Weighted Average Exercise Price | Aggregate Intrinsic Value |
| \$ 1.660 - \$3.800 | 366,385 | 1.44 | \$ 3.30 | \$ 1,060,221 | 366,385 | \$ 3.30 | \$ 1,060,221 |
| \$ 4.094 - \$6.130 | 986,194 | 5.46 | \$ 5.73 | \$ 457,769 | 348,444 | \$ 5.90 | \$ 100,629 |
| \$ 6.190 - \$8.860 | 1,008,750 | 5.23 | \$ 6.87 | \$ — | 610,207 | \$ 7.24 | \$ — |
| \$ 13.32 - \$13.32 | 95,500 | 4.08 | \$ 13.32 | \$ — | 88,124 | \$ 13.32 | \$ — |
| \$ 1.660 - \$13.32 | 2,456,829 | 4.76 | \$ 6.18 | \$ 1,517,990 | 1,413,160 | \$ 6.36 | \$ 1,160,850 |

The weighted average remaining contractual life of options exercisable as of May 30, 2010 was 3.23 years.

At May 30, 2010 and May 31, 2009 options to purchase 1,413,160 and 1,602,633 shares of Landec's Common Stock were vested, respectively. No options have been exercised prior to being vested.

8. Stockholders' Equity (continued)

The aggregate intrinsic value in the table above represents the total pretax intrinsic value, based on the Company's closing stock price of \$6.19 on May 28, 2010, which would have been received by holders of stock options had all holders of stock options exercised their stock options that were in-the-money as of that date. The total number of in-the-money stock options exercisable as of May 30, 2010, was approximately 715,000 shares. The aggregate intrinsic value of stock options exercised during the fiscal year 2010 was \$825,000.

Shares Subject to Vesting

The following table summarizes the activity relating to unvested stock option grants and RSUs during the fiscal year ended May 30, 2010:

| | Stock Options | | Restricted Stock | |
|--------------------------|---------------|-----------------------------|------------------|-----------------------------|
| | Shares | Weighted Average Fair Value | Shares | Weighted Average Fair Value |
| Unvested at May 31, 2009 | 329,908 | \$ 2.72 | 177,004 | \$ 7.88 |
| Granted | 885,750 | \$ 2.37 | 309,439 | \$ 5.80 |
| Vested/Awarded | (170,989) | \$ 2.99 | (51,671) | \$ 8.11 |
| Forfeited | (1,000) | \$ 6.44 | (1,000) | \$ 13.32 |
| Unvested at May 30, 2010 | 1,043,669 | \$ 2.72 | 433,772 | \$ 6.35 |

As of May 30, 2010, there was \$4.6 million of total unrecognized compensation expense related to unvested equity compensation awards granted under the Company's incentive stock plans. Total expense is expected to be recognized over the weighted-average period of 2.6 years for stock options and 1.7 years for restricted stock awards.

9. Debt

On April 30, 2010 in conjunction with the acquisition of Lifecore, Lifecore entered into a new \$20 million Credit Agreement with Wells Fargo Bank N.A. ("Wells Fargo") with a five year term that provides for equal monthly principal payments plus interest. All of Lifecore's assets have been pledged to secure the debt incurred pursuant to the Credit Agreement. Landec is the guarantor of the debt.

On August 19, 2004, Lifecore issued variable rate industrial revenue bonds ("IRB"). These bonds were assumed by Landec in the acquisition of Lifecore (see Note 2). The bonds are collateralized by a bank letter of credit which is secured by a first mortgage on the Company's facility in Chaska, Minnesota. In addition, the Company pays an annual remarketing fee equal to 0.125% and an annual letter of credit fee of 0.50%.

The Credit Agreement and the IRB contain certain restrictive covenants, which require Lifecore to meet certain financial tests, including minimum levels of net income, minimum quick ratio, minimum fixed coverage ratio and maximum capital expenditures. As of May 30, 2010, the Company was in compliance with all covenants.

Long-term debt consists of the following (in thousands):

| | May 30, 2010 | May 31, 2009 |
|---|--------------|--------------|
| Credit agreement with Wells Fargo; due in monthly payments of \$333,333 through April 30, 2015 with interest payable monthly at Libor plus 2% per annum | \$ 19,667 | \$ — |
| Industrial revenue bond issued by Lifecore; due in annual payments through 2020 with interest at a variable rate set weekly by the bond remarketing agent (2.56% at May 30, 2010) | 4,103 | — |
| Total | 23,770 | — |
| Less current portion | (4,521) | — |
| Long-term portion | \$ 19,249 | \$ — |

9. Debt (continued)

The future minimum principal payments of the Company's debt for each year presented are as follows (in thousands):

| | Wells Fargo | | IRB | Total |
|------------|----------------|---------------|-----------------|------------------|
| FY2011 | \$ | 4,000 | \$ 521 | \$ 4,521 |
| FY2012 | | 4,000 | 338 | 4,338 |
| FY2013 | | 4,000 | 351 | 4,351 |
| FY2014 | | 4,000 | 362 | 4,362 |
| FY2015 | | 3,667 | 372 | 4,039 |
| Thereafter | | — | 2,159 | 2,159 |
| | \$ | <u>19,667</u> | \$ <u>4,103</u> | \$ <u>23,770</u> |

The maturities on the IRB are held in a sinking fund account, recorded in Other Current Asset in the accompanying Consolidated Balance Sheets, and is paid out each year on September 1st.

10. Derivative Financial Instruments

The Company is exposed to interest rate risks primarily through borrowings under its Credit Agreement with Wells Fargo (see Note 9). Interest on all of the Company's borrowings under its Credit Agreement is based upon variable interest rates. As of May 30, 2010, the Company had borrowings of \$19.7 million outstanding under its Credit Agreement which bear interest at a rate equal to the one-month LIBOR plus 2%. As of May 30, 2010, the interest rate on borrowings under the Credit Agreement was accruing at 2.375%.

In May 2010, the Company entered into a five-year interest rate swap agreement under the Company's Credit Agreement which expires on April 30, 2015. The interest rate swap was designated as a cash flow hedge of future interest payments of LIBOR and has a notional amount of \$20 million. As a result of the interest rate swap transaction, the Company fixed for a five-year period the interest rate at 4.24% subject to market based interest rate risk on \$20 million of borrowings under its Credit Agreement. The Company's obligations under the interest rate swap transaction as to the scheduled payments were guaranteed and secured on the same basis as is its obligations under the Credit Agreement. As of May 30, 2010, the Company recorded to Other Comprehensive Loss on the Consolidated Balance Sheets an unrealized loss of \$179,000, net of taxes of \$105,000, as a result of the interest rate swap. The unrealized loss was based Level 2 hierarchy for fair value measurements. If the interest rate swap is terminated or the debt borrowed is paid off prior to April 30, 2015, the amount of unrealized loss or gain included in Other Comprehensive Income (Loss) would be reclassified to earnings. The Company has no intentions of terminating the interest rate swap or prepaying the debt in the next twelve months. The interest rate swap liability is included in other non current liabilities as of May 30, 2010.

11. Income Taxes

The provision for income taxes consisted of the following (in thousands):

| | Year ended May 30, 2010 | Year ended May 31, 2009 | Year ended May 25, 2008 |
|--------------------|----------------------------|----------------------------|----------------------------|
| Current: | | | |
| Federal | \$ 844 | \$ 2,217 | \$ 1,557 |
| State | 170 | 883 | 2,408 |
| Total | <u>1,014</u> | <u>3,100</u> | <u>3,965</u> |
| Deferred: | | | |
| Federal | 3,186 | 2,060 | 233 |
| State | 62 | 451 | (844) |
| Total | <u>3,248</u> | <u>2,511</u> | <u>(611)</u> |
| Income tax expense | <u>\$ 4,262</u> | <u>\$ 5,611</u> | <u>\$ 3,354</u> |

11. Income Taxes (continued)

The actual provision for income taxes differs from the statutory U.S. federal income tax rate as follows (in thousands):

| | Year Ended May 30, 2010 | Year Ended May 31, 2009 | Year Ended May 25, 2008 |
|--|----------------------------|----------------------------|----------------------------|
| Provision at U.S. statutory rate (1) | \$ 2,886 | \$ 4,669 | \$ 5,914 |
| State income taxes, net of federal benefit | 217 | 1,023 | 1,152 |
| Change in valuation allowance | 390 | — | (3,647) |
| Tax-exempt interest | (209) | (196) | — |
| Tax credit carryforwards | (102) | (159) | (510) |
| Transaction Costs | 982 | | |
| Other | 98 | 274 | 445 |
| Total | <u>\$ 4,262</u> | <u>\$ 5,611</u> | <u>\$ 3,354</u> |

(1) Statutory rate was 35% for fiscal years 2010, 2009 and 2008.

The decrease in the income tax expense in fiscal year 2010 compared to fiscal years 2009 is due to a 37% decrease in net income before taxes partially offset by an increase in the Company's effective tax rate to 51% in fiscal year 2010 up from 42% in fiscal year 2009. The increase in the income tax expense in fiscal year 2009 compared to fiscal year 2008 is due to an increase in the Company's effective tax rate to 42% in fiscal year 2009 up from 20% in fiscal year 2008 partially offset by a 20% decrease in net income before taxes in fiscal year 2009 compared to fiscal year 2008. These changes in the Company's income tax expense are due to fully utilizing the Company's net operating loss carryforwards and tax credits during fiscal years 2009 and 2008 and accounting for acquisition related costs associated with the Lifecore acquisition in fiscal year 2010.

Significant components of deferred tax assets and liabilities consisted of the following (in thousands):

| | May 30, 2010 | May 31, 2009 |
|---|-------------------|-------------------|
| Deferred tax assets: | | |
| Research and AMT credit carryforwards | \$ 705 | \$ 643 |
| Accruals and reserves, not currently deductible for tax | 1,528 | 2,161 |
| Stock-based compensation | 605 | 543 |
| Other | 344 | 234 |
| Gross deferred tax assets | 3,182 | 3,581 |
| Valuation allowance | (390) | — |
| Net deferred tax assets | <u>2,792</u> | <u>3,581</u> |
| Deferred tax liabilities: | | |
| Depreciation and amortization | (2,425) | (253) |
| Goodwill and other indefinite life intangibles | (7,906) | (5,286) |
| Deferred tax liabilities | <u>(10,331)</u> | <u>(5,539)</u> |
| Net deferred tax (liabilities) assets | <u>\$ (7,539)</u> | <u>\$ (1,958)</u> |

Valuation allowances are reviewed each period on a tax jurisdiction by jurisdiction basis to analyze whether there is sufficient positive or negative evidence to support a change in judgment about the realizability of the related deferred tax assets. Based on this analysis and considering all positive and negative evidence, we determined that a valuation allowance of \$390,000 should be recorded as a result of a book impairment loss on the Company's investment in Aesthetic Sciences as it is more likely than not that a portion of the deferred tax asset will not be realized in the foreseeable future.

11. Income Taxes (continued)

As of May 30, 2010, the Company had federal and state net operating loss carryforwards of approximately \$14.6 million and \$5.4 million, respectively. These losses expire in different periods through 2021, if not utilized. Such net operating losses consist of excess tax benefits from employee stock options exercises and have not been recorded in the Company's deferred tax assets. The Company will record a credit to additional paid in capital as and when such excess tax benefits are ultimately realized.

The Company also had federal and state research and development tax credits carryforwards of approximately \$1.8 million and \$1.5 million, respectively. The research and development tax credit carryforwards expire in different periods through 2030 for federal purposes and have an unlimited carryforward period for state purposes. Furthermore, the Company has federal alternative minimum tax credits of approximately \$690,000 that can be carried forward indefinitely. Certain tax credit carryovers are attributable to excess tax benefits from employee stock option exercises and have not been recorded in the Company's deferred tax assets. The Company will record a credit to additional paid in capital as and when such excess tax benefits are ultimately realized.

The accounting for uncertainty in income taxes recognized in an enterprise's financial statements prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and the derecognition of tax benefits, classification on the balance sheet, interest and penalties, accounting in interim periods, disclosure, and transition.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

| | As of | | |
|---|---------------|---------------|---------------|
| | May30, 2010 | May 31, 2009 | May 25, 2008 |
| Unrecognized tax benefits – beginning of the period | \$ 619 | \$ 679 | \$ 278 |
| Gross increases – tax positions in prior period | 138 | 16 | 86 |
| Gross decreases – tax positions in prior period | (203) | (51) | — |
| Gross increases – current-period tax positions | 332 | 14 | 315 |
| Settlements | (18) | (39) | — |
| Lapse of statute of limitations | — | — | — |
| Unrecognized tax benefits – end of the period | <u>\$ 868</u> | <u>\$ 619</u> | <u>\$ 679</u> |

The unrecognized tax benefits at May 30, 2010, May 31, 2009 and May 25, 2008 was \$868,000, \$619,000 and \$679,000, of which \$708,000, \$549,000 and \$599,000, respectively, will impact the effective tax rate. The Company accrues interest and penalties related to unrecognized tax benefits in its provision for income taxes. The total amount of penalties and interest is not material as of May 30, 2010. Additionally, the Company does not expect a material changes in its unrecognized tax benefits within the next 12 months.

Due to tax attribute carryforwards, the Company is subject to examination for tax years 1994 forward for U.S. tax purposes. The Company was also subject to examination in various state jurisdictions for tax years 1998 forward, none of which were individually material.

12. Commitments and Contingencies

Operating Leases

Landec leases facilities and equipment under operating lease agreements with various terms and conditions, which expire at various dates through 2016.

12. Commitments and Contingencies (continued)

The approximate future minimum lease payments under these operating leases, excluding land leases, at May 30, 2010 are as follows (in thousands):

| | Amount |
|------------|-----------------|
| FY2011 | \$ 676 |
| FY2012 | 390 |
| FY2013 | 314 |
| FY2014 | 240 |
| FY2015 | 248 |
| Thereafter | 410 |
| | <u>\$ 2,278</u> |

Rent expense for operating leases, including month to month arrangements was \$1.5 million for the fiscal year ended May 30, 2010, \$1.6 million for the fiscal year ended May 31, 2009 and \$1.5 million for the fiscal year ended May 25, 2008.

Employment Agreements

Landec has entered into employment agreements with certain key employees. These agreements provide for these employees to receive incentive bonuses based on the financial performance of certain divisions in addition to their annual base salaries. The accrued incentive bonuses amounted to \$359,000 at May 30, 2010 and \$308,000 at May 31, 2009.

Licensing Agreement

In fiscal year 2001, the Company entered into an agreement for the exclusive worldwide rights to market grapes under certain brand names. Under the terms of the amended agreement (amended in fiscal year 2004), the Company is obligated to make annual payments of \$100,000 for fiscal years 2011 and 2012.

Purchase Commitments

At May 30, 2010, the Company was committed to purchase \$5.0 million of produce during fiscal year 2011 in accordance with contractual terms. Payments of \$8.2 million were made in fiscal year 2010 under these arrangements.

13. Employee Savings and Investment Plans

The Company sponsors a 401(k) plan which is available to substantially all of the Company's employees. Landec's Corporate Plan, which is available to all Landec employees ("Landec Plan"), allows participants to contribute from 1% to 50% of their salaries, up to the Internal Revenue Service (IRS) limitation into designated investment funds. Beginning in fiscal year 2001, the Company amended the plan so that it contributes an amount equal to 50% of the participants' contribution up to 3% of the participants' salary. In May 2003, the Company again amended the plan to make the Company's matching contribution to the plan on behalf of participants voluntary, and to make employees participation in the plan voluntary. In June 2006, the Company again amended the plan to increase the company match from 50% on the first 6% contributed by an employee to 67% on the first 6% contributed. Participants are at all times fully vested in their contributions. The Company's contribution vests over a four-year period at a rate of 25% per year. The Company retains the right, by action of the Board of Directors, to amend, modify, or terminate the plan. For the fiscal years ended May 30, 2010, May 31, 2009 and May 25, 2008, the Company contributed \$368,000, \$341,000 and \$352,000, respectively, to the Landec Plan.

14. Business Segment Reporting

Landec operates in four business segments: the Food Products Technology segment, the Commodity Trading segment, the Hyaluronan-based Biomaterials segment and the Technology Licensing segment. The Food Products Technology segment markets and packs specialty packaged whole and fresh-cut vegetables that incorporate the BreatheWay specialty packaging for the retail grocery, club store and food services industry. In addition, the Food Products Technology segment sells BreatheWay packaging to partners for non-vegetable products. The Commodity Trading segment consists of revenues generated from the purchase and sale of primarily whole commodity fruit and vegetable products to Asia and domestically. The Hyaluronan-based Biomaterials segment sells products utilizing hyaluronan, a naturally occurring polysaccharide that is widely distributed in the extracellular matrix of connective tissues in both animals and humans for medical use in the Ophthalmic, Orthopedic and Veterinary markets. The Technology Licensing segment licenses Landec's patented Intellicoat seed coatings to the farming industry and licenses the Company's Intelimer polymers for personal care products and other industrial products. Corporate includes corporate general and administrative expenses, non Food Products Technology interest income and Company-wide income tax expenses. All of the assets of the Company are located within the United States of America. The Company's international sales are primarily to Canada, Taiwan, Indonesia, China and Japan. Operations and identifiable assets by business segment consisted of the following (in thousands):

| | Food Products Technology | Trading | Hyaluronan- based Biomaterials | Technology Licensing | Corporate | TOTAL |
|---------------------------------------|-----------------------------|-----------|--------------------------------------|-------------------------|-------------|------------|
| Fiscal Year Ended May 30, 2010 | | | | | | |
| Net sales | \$ 175,046 | \$ 54,926 | \$ 1,457 | \$ 6,795 | \$ — | \$ 238,224 |
| International sales | \$ 15,714 | \$ 52,319 | \$ 603 | \$ — | \$ — | \$ 68,636 |
| Gross profit | \$ 22,514 | \$ 3,906 | \$ 815 | \$ 6,531 | \$ — | \$ 33,766 |
| Net income (loss) | \$ 11,051 | \$ 1,789 | \$ 13 | \$ 2,745 | \$ (11,614) | \$ 3,984 |
| Identifiable assets | \$ 75,280 | \$ 13,979 | \$ 79,604 | \$ 11,848 | \$ 19,486 | \$ 200,197 |
| Depreciation and amortization | \$ 3,055 | \$ 8 | \$ 141 | \$ 160 | \$ — | \$ 3,364 |
| Capital expenditures | \$ 4,212 | \$ — | \$ 739 | \$ 241 | \$ — | \$ 5,192 |
| Interest income | \$ 223 | \$ — | \$ 8 | \$ — | \$ 603 | \$ 834 |
| Interest expense | \$ 12 | \$ — | \$ 76 | \$ — | \$ — | \$ 88 |
| Income tax expense | \$ — | \$ — | \$ — | \$ — | \$ 4,262 | \$ 4,262 |
| Fiscal Year Ended May 31, 2009 | | | | | | |
| Net sales | \$ 168,256 | \$ 60,445 | \$ — | \$ 7,237 | \$ — | \$ 235,938 |
| International sales | \$ 14,393 | \$ 55,267 | \$ — | \$ — | \$ — | \$ 69,660 |
| Gross profit | \$ 23,386 | \$ 3,657 | \$ — | \$ 7,237 | \$ — | \$ 34,280 |
| Net income (loss) | \$ 11,279 | \$ 1,555 | \$ — | \$ 4,893 | \$ (9,997) | \$ 7,730 |
| Identifiable assets | \$ 75,466 | \$ 14,329 | \$ — | \$ 12,278 | \$ 51,425 | \$ 153,498 |
| Depreciation and amortization | \$ 2,947 | \$ 14 | \$ — | \$ 178 | \$ — | \$ 3,139 |
| Capital expenditures | \$ 4,367 | \$ — | \$ — | \$ 209 | \$ — | \$ 4,576 |
| Interest income | \$ 385 | \$ — | \$ — | \$ — | \$ 921 | \$ 1,306 |
| Interest expense | \$ 8 | \$ — | \$ — | \$ — | \$ — | \$ 8 |
| Income tax expense | \$ — | \$ — | \$ — | \$ — | \$ 5,611 | \$ 5,611 |
| Fiscal Year Ended May 25, 2008 | | | | | | |
| Net sales | \$ 171,194 | \$ 60,414 | \$ — | \$ 6,919 | \$ — | \$ 238,527 |
| International sales | \$ 15,703 | \$ 56,191 | \$ — | \$ — | \$ — | \$ 71,894 |
| Gross profit | \$ 27,860 | \$ 3,449 | \$ — | \$ 6,919 | \$ — | \$ 38,228 |
| Net income (loss) | \$ 14,844 | \$ 1,406 | \$ — | \$ 4,919 | \$ (7,627) | \$ 13,542 |
| Identifiable assets | \$ 81,945 | \$ 16,128 | \$ — | \$ 11,011 | \$ 40,873 | \$ 149,957 |
| Depreciation and amortization | \$ 2,970 | \$ 20 | \$ — | \$ 214 | \$ — | \$ 3,204 |
| Capital expenditures | \$ 4,051 | \$ — | \$ — | \$ 189 | \$ — | \$ 4,240 |
| Interest income | \$ 522 | \$ — | \$ — | \$ — | \$ 1,697 | \$ 2,219 |
| Interest expense | \$ 22 | \$ — | \$ — | \$ — | \$ — | \$ 22 |
| Income tax expense | \$ — | \$ — | \$ — | \$ — | \$ 3,354 | \$ 3,354 |

15. Quarterly Consolidated Financial Information (unaudited)

The following is a summary of the unaudited quarterly results of operations for fiscal years 2010, 2009 and 2008 (in thousands, except for per share amounts):

| FY 2010 | 1st Quarter | 2 nd Quarter | 3rd Quarter | 4th Quarter | FY 2010 |
|------------------------------|-------------|-------------------------|-------------|-------------|------------|
| Revenues | \$ 60,943 | \$ 60,933 | \$ 58,133 | \$ 58,215 | \$ 238,224 |
| Gross profit | \$ 8,870 | \$ 7,417 | \$ 8,127 | \$ 9,352 | \$ 33,766 |
| Net income | \$ 2,184 | \$ 1,534 | \$ 1,734 | \$ (1,468) | \$ 3,984 |
| Net income per basic share | \$ 0.08 | \$ 0.06 | \$ 0.07 | \$ (0.06) | \$ 0.15 |
| Net income per diluted share | \$ 0.08 | \$ 0.06 | \$ 0.07 | \$ (0.06) | \$ 0.15 |

| FY 2009 | 1 st Quarter | 2 nd Quarter | 3 rd Quarter | 4 th Quarter | FY 2009 |
|------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|------------|
| Revenues | \$ 71,753 | \$ 58,038 | \$ 53,911 | \$ 52,236 | \$ 235,938 |
| Gross profit | \$ 10,123 | \$ 7,557 | \$ 7,591 | \$ 9,009 | \$ 34,280 |
| Net income | \$ 2,839 | \$ 1,498 | \$ 1,540 | \$ 1,853 | \$ 7,730 |
| Net income per basic share | \$ 0.11 | \$ 0.06 | \$ 0.06 | \$ 0.07 | \$ 0.30 |
| Net income per diluted share | \$ 0.11 | \$ 0.06 | \$ 0.06 | \$ 0.07 | \$ 0.29 |

| FY 2008 | 1st Quarter | 2 nd Quarter | 3rd Quarter | 4th Quarter | FY 2008 |
|------------------------------|-------------|-------------------------|-------------|-------------|------------|
| Revenues | \$ 62,659 | \$ 58,961 | \$ 59,607 | \$ 57,300 | \$ 238,527 |
| Gross profit | \$ 8,974 | \$ 8,857 | \$ 10,746 | \$ 9,651 | \$ 38,228 |
| Net income | \$ 3,077 | \$ 3,125 | \$ 3,966 | \$ 3,374 | \$ 13,542 |
| Net income per basic share | \$ 0.12 | \$ 0.12 | \$ 0.15 | \$ 0.13 | \$ 0.52 |
| Net income per diluted share | \$ 0.11 | \$ 0.12 | \$ 0.15 | \$ 0.13 | \$ 0.50 |

16. Subsequent Events

On July 14, 2010, the Company announced that the Board of Directors of the Company had approved the establishment of a stock repurchase plan which allows the Company to repurchase up to \$10 million of the Company's Common Stock. The Company may repurchase its common stock from time to time in open market purchases or in privately negotiated transactions. The timing and actual number of shares repurchased is at the discretion of management of the Company and will depend on a variety of factors, including stock price, corporate and regulatory requirements, market conditions, the relative attractiveness of other capital deployment opportunities and other corporate priorities. The stock repurchase program does not obligate Landec to acquire any amount of its common stock and the program may be modified, suspended or terminated at any time at the Company's discretion without prior notice.

On July 16, 2010, Aesthetic Science sold the rights to its Smartfil™ Injector System. The Company evaluated its cost method investment for impairment, utilizing a discounted cash flow analysis under the terms of the purchase agreement. Based on the terms of the agreement, the Company has determined that its investment is other than temporarily impaired and therefore recorded an impairment loss of \$1.0 million as of May 30, 2010.

On August 9, 2010, the Company amended its Credit Agreement with Wells Fargo to amend certain financial covenants.

(b) Index of Exhibits.

**Exhibit
Number:**

Exhibit Title

| | |
|--------|--|
| 3.1 | Certificate of Incorporation of Registrant, incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K dated November 7, 2008. |
| 3.2 | Amended and Restated Bylaws of Registrant, incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K dated December 16, 2008. |
| 10.1 | Form of Indemnification Agreement, incorporated herein by reference to Exhibit 10.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended May 29, 2005. |
| 10.2* | Form of Option Agreement for 1995 Directors' Stock Option Plan, incorporated herein by reference to Exhibit 10.4 to the Registrant's Annual Report on Form 10-K for the fiscal year ended October 31, 1996. |
| 10.3 | Industrial Real Estate Lease dated March 1, 1993 between the Registrant and Wayne R. Brown & Bibbits Brown, Trustees of the Wayne R. Brown & Bibbits Brown Living Trust dated December 30, 1987, incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1 (File No. 33-80723) declared effective on February 12, 1996. |
| 10.4* | Form of Option Agreement for the 1996 Non-Executive Stock Option Plan, as amended, incorporated herein by reference to Exhibit 10.16 to the Registrant's Annual Report on Form 10-K for the fiscal year ended October 31, 1996. |
| 10.5* | 1996 Amended and Restated Stock Option Plan, incorporated herein by reference to Exhibit 10.17 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended April 29, 2001. |
| 10.6* | Form of Option Agreement for 1996 Amended and Restated Stock Option Plan, incorporated herein by reference to Exhibit 10.17 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 1997. |
| 10.7* | New Executive Stock Option Plan, incorporated herein by reference to Exhibit 10.30 to the Registrant's Annual Report on Form 10-K for the fiscal year ended October 29, 2000. |
| 10.8* | 1996 Non-Executive Stock Option Plan, as amended, incorporated herein by reference to Exhibit 10.35 to the Registrant's Annual Report on Form 10-K for the fiscal year ended October 28, 2001. |
| 10.9* | Employment Agreement between the Registrant and Gary T. Steele effective as of January 1, 2009, incorporated herein by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated December 16, 2008 |
| 10.10 | Supply Agreement between the Registrant and Apio Fresh LLC and the Growers listed therein, dated as of July 3, 2003, incorporated herein by reference to Exhibit 2.3 to the Registrant's Current Report on Form 8-K dated July 3, 2003. |
| 10.11* | 1995 Directors' Stock Option Plan, as amended, incorporated herein by reference to Exhibit 10.53 to the Registrant's Annual Report on Form 10-Q for the fiscal quarter ended May 25, 2003. |

**Exhibit
Number:****Exhibit Title**

| | |
|--------|---|
| 10.12# | License and research and development agreement between the Registrant and Air Products and Chemicals, Inc. dated March 14, 2006, incorporated herein by reference to Exhibit 10.63 to the Registrant's Annual Report on Form 10-K for the fiscal year ended May 28, 2006. |
| 10.13* | 2005 Stock Incentive Plan, incorporated herein by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated October 14, 2005. |
| 10.14* | Form of Stock Grant Agreement for 2005 Stock Incentive Plan, incorporated herein by reference to Exhibit 99.2 to the Registrant's Current Report on Form 8-K dated October 14, 2005. |
| 10.15* | Form of Notice of Stock Option Grant and Stock Option Agreement for 2005 Stock Incentive Plan, incorporated herein by reference to Exhibit 10.66 to the Registrant's Annual Report on Form 10-K for the fiscal year ended May 28, 2006. |
| 10.16* | Form of Stock Unit Agreement for 2005 Stock Incentive Plan, incorporated herein by reference to Exhibit 10.67 to the Registrant's Annual Report on Form 10-K for the fiscal year ended May 28, 2006. |
| 10.17* | Form of Stock Appreciation Right Agreement for 2005 Stock Incentive Plan, incorporated herein by reference to Exhibit 99.5 to the Registrant's Current Report on Form 8-K dated October 14, 2005. |
| 10.18 | License, Supply and R&D Agreement dated as of December 1, 2006 by and among the Registrant, Landec Ag and Monsanto Company, incorporated herein by reference to Exhibit 10.71 to the Registrant's Current Report on Form 8-K dated December 6, 2006. |
| 10.19 | Amendment No. 1 to the License, Supply and R&D Agreement dated May 29, 2009 by and among the Registrant, Landec Ag and Monsanto Company, incorporated herein by reference to Exhibit 10.26 to the Registrant's Current Report on Form 8-K dated June 1, 2009. |

**Exhibit
Number:****Exhibit Title**

| | |
|--------|--|
| 10.20 | Agreement and Plan of Merger between Landec Corporation, a California corporation, and the Registrant, dated as of November 6, 2008, incorporated herein by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K dated November 7, 2008. |
| 10.21* | 2009 Stock Incentive Plan, incorporated herein by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated October 19, 2009. |
| 10.22* | Form of Stock Grant Agreement for 2005 Stock Incentive Plan, incorporated herein by reference to Exhibit 99.2 to the Registrant's Current Report on Form 8-K dated October 19, 2009. |
| 10.23* | Form of Notice of Stock Option Grant and Stock Option Agreement for 2005 Stock Incentive Plan, incorporated herein by reference to Exhibit 99.3 to the Registrant's Current Report on Form 8-K dated October 19, 2009. |
| 10.24* | Form of Stock Unit Agreement for 2005 Stock Incentive Plan, incorporated herein by reference to Exhibit 99.4 to the Registrant's Current Report on Form 8-K dated October 19, 2009. |
| 10.25* | Form of Stock Appreciation Right Agreement for 2005 Stock Incentive Plan, incorporated herein by reference to Exhibit 99.5 to the Registrant's Current Report on Form 8-K dated October 19, 2009. |
| 10.26* | First Amendment to Executive Employment between the Registrant and Gary Steele dated as of December 10, 2009, incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated December 15, 2009. |
| 10.27 | Stock Purchase Agreement by and among the Registrant, Lifecore Biomedical, Inc., Lifecore Biomedical, LLC and Warburg Pincus Private Equity IX, L.P., dated April 30, 2010, incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated May 5, 2010. |
| 10.28 | Credit Agreement by and between Lifecore Biomedical, LLC and Wells Fargo Bank, N.A. dated April 30, 2010, incorporated herein by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K dated May 5, 2010. |
| 10.29 | Continuing Guaranty Agreement by and between the Registrant and Wells Fargo Bank, N.A., dated April 30, 2010, incorporated herein by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K dated May 5, 2010. |
| 10.29* | 2011 Cash Bonus Plan, incorporated herein by reference to the Registrant's Current Report on Form 8-K dated June 1, 2010. |
| 10.30+ | Amendment No. 1 to the Credit Agreement by and between Lifecore Biomedical, LLC and Wells Fargo Bank, N.A. dated August 9, 2010. |
| 16.1 | Letter from McGladrey & Pullen, LLP, dated June 23, 2008 regarding change in independent registered public accounting firm, incorporated herein by reference to Exhibit 16.2 to the Registrant's Current Report on Form 8-K/A dated June 25, 2008. |

**Exhibit
Number:****Exhibit Title**

| Exhibit Number: | Exhibit Title | State of Incorporation |
|------------------------|---|----------------------------------|
| 21.1 | Subsidiaries of the Registrant Landec Ag, LLC Apio, Inc. Lifecore Biomedical, Inc. | Delaware Delaware Delaware |

23.1+ Consent of Independent Registered Public Accounting Firm

24.1+ Power of Attorney – See page 89

31.1+ CEO Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002

31.2+ CFO Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002

32.1+ CEO Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002

32.2+ CFO Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002

* Represents a management contract or compensatory plan or arrangement required to be filed as an exhibit to this report pursuant to Item 15(b) of Form 10-K.

+ Filed herewith.

Confidential treatment requested as to certain portions. The term “confidential treatment” and the mark “*” as used throughout the indicated Exhibit means that material has been omitted.

SIGNATURES

Pursuant to the requirements of section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Menlo Park, State of California, on August 12, 2010.

LANDEC CORPORATION

By: /s/ Gregory S. Skinner
Gregory S. Skinner
Vice President of Finance and Administration
and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Gary T. Steele and Gregory S. Skinner, and each of them, as his attorney-in-fact, with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorney to any and all amendments to said Report on Form 10-K.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report on Form 10-K has been signed by the following persons in the capacities and on the dates indicated:

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|-----------------|
| <u>/s/ Gary T. Steele</u> Gary T. Steele | President and Chief Executive Officer and Director (Principal Executive Officer) | August 12, 2010 |
| <u>/s/ Gregory S. Skinner</u> Gregory S. Skinner | Vice President of Finance and Administration and Chief Financial Officer (Principal Financial and Accounting Officer) | August 12, 2010 |
| <u>/s/ Nicholas Tompkins</u> Nicholas Tompkins | Chairman of the Board of Apio, Inc. and Director | August 12, 2010 |
| <u>/s/ Robert Tobin</u> Robert Tobin | Director | August 12, 2010 |
| <u>/s/ Duke K. Bristow, Ph.D</u> Duke K. Bristow, Ph.D | Director | August 12, 2010 |
| <u>/s/ Frederick Frank</u> Frederick Frank | Director | August 12, 2010 |
| <u>/s/ Stephen E. Halprin</u> Stephen E. Halprin | Director | August 12, 2010 |
| <u>/s/ Richard S. Schneider, Ph.D</u> Richard S. Schneider, Ph.D | Director | August 12, 2010 |
| <u>/s/ Steven Goldby</u> Steven Goldby | Director | August 12, 2010 |
| <u>/s/ Richard Dean Hollis</u> Richard Dean Hollis | Director | August 12, 2010 |

EXHIBIT INDEX

**Exhibit
Number**

Exhibit Title

| | |
|-------|--|
| 10.30 | Amendment No. 1 to the Credit Agreement by and between Lifecore Biomedical, LLC and Wells Fargo Bank, N.A. dated August 9, 2010. |
| 23.1 | Consent of Independent Registered Public Accounting Firm |
| 24.1 | Power of Attorney. See page 89. |
| 31.1 | CEO Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | CFO Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | CEO Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | CFO Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002. |

FIRST AMENDMENT TO CREDIT AGREEMENT

This First Amendment To Credit Agreement (this "*Amendment*") is entered into as of August 9, 2010, by and between Lifecore Biomedical, LLC, a Minnesota limited liability company ("*Borrower*"), and Wells Fargo Bank, National Association ("*Bank*").

RECITALS

Whereas, Borrower is currently indebted to Bank pursuant to the terms and conditions of that certain Credit Agreement, dated and made as of April 30, 2010, by and between Borrower and Bank (as amended, restated, modified and/or supplemented from time to time, the "*Credit Agreement*").

Whereas, Bank and Borrower have agreed to certain changes in the terms and conditions set forth in the Credit Agreement and have agreed to amend the Credit Agreement to reflect such changes.

Now, Therefore, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that the Credit Agreement shall be amended as follows:

1. *Definitions.* Each capitalized term used and not otherwise defined herein has the meaning ascribed thereto in the Credit Agreement.

2. *Amendments to Credit Agreement.* Subject to Section 5 hereof, the Credit Agreement is hereby as follows:

(a) Section 1.1 of the Credit Agreement is hereby amended by amending and restating in their entirety each of the following definitions as follows:

"*Net Income*" means fiscal year-to-date after-tax net income from continuing operations of the Companies, as determined in accordance with GAAP; *provided, however*, that any amounts deducted in arriving at Borrower's Net Income shall be determined exclusive of (i) non-recurring fees and expenses incurred in connection with the Acquisition in an aggregate amount not to exceed \$2,537,000, (ii) expenses incurred during the month ended April 30, 2010 relating to a one-time reserve for Accounts and Inventory in an amount not to exceed \$600,000 in the aggregate in connection with Borrower's contract with a customer previously disclosed to the Bank, (iii) expenses incurred during the two months ended April 30, 2010 relating to a one-time reserve for Inventory in an amount not to exceed \$200,000 in the aggregate, and (iv) expenses related to the one-time adjustment to Inventory in an aggregate amount not to exceed \$1,500,000 as required by GAAP in connection with the Acquisition and the Warburg Acquisition.

“*Quick Ratio*” means, as of the last day of each fiscal quarter of Borrower, the ratio of (i) the aggregate of unrestricted cash, unrestricted marketable securities and receivables convertible into cash of the Companies as of the last day of such fiscal quarter to (b) the aggregate of total current liabilities and, without duplication, Contingent Purchase Price Payments payable of the Companies as of the last day of the same fiscal quarter.

(b) Section 1.1 of the Credit Agreement is hereby amended by adding each of the following definitions thereto in such as manner as to retain proper alphabetic order of the terms defined therein:

“*Code*” means the IRC, as defined herein.

“*Warburg Acquisition*” means the acquisition, prior to the Closing Date, by Seller of all the issuing and outstanding equity interests of Holdings.

(c) Section 6.3(a)(i) of the Credit Agreement is hereby amended by amending and restating in its entirety the last paragraph thereof as follows:

For purposes of this Section 6.3(a)(i) Net Income After Taxes shall be determined for all fiscal periods ending on or before April 30, 2010, as reported in Borrower’s audited financial statements for such periods (i.e., since for such periods Borrower was a “disregarded entity” for tax purposes, as if Borrower was a C-Corporation under the IRC), and for all fiscal periods ending after April 30, 2010, to the extent that Borrower is treated as a pass through entity for tax purposes, by calculating Net Income before taxes for the four fiscal quarters then ended minus dividends and other distributions paid during the same four fiscal quarters to each of Holdings and any other member of the Borrower in connection with its federal income tax liability (and, if applicable, state income tax liability) attributable to its share of Borrower’s taxable income (determined in accordance with the IRC) (including estimated tax payments determined in good faith by Borrower which are required to be made by its members with respect thereto).

(d) Section 6.3(a)(iii) of the Credit Agreement is hereby amended and restated in its entirety as follows:

(iii)*Fixed Charge Coverage Ratio*. As of the last day of each fiscal quarter of Borrower ending during the relevant period set forth below (commencing with the fiscal quarter ending November 30, 2010), Borrower, together with the other Companies, will maintain a Fixed Charge Coverage Ratio of not less than the corresponding ratio set forth opposite such period:

| <u>Period(s) Ending</u> | <u>Fixed Charge Coverage Ratio shall not be less than:</u> |
|---|--|
| Fiscal quarters ending November 30, 2010 through and including May 31, 2011 | 1.20 to 1.0 |
| August 31, 2011 | 1.30 to 1.0 |
| November 30, 2011 | 1.40 to 1.0 |
| February 29, 2012 and each fiscal quarter ending thereafter | 1.50 to 1.0 |

(e) "Exhibit B-1" to the Credit Agreement is hereby deleted in its entirety and Exhibit A attached hereto is substituted therefor and shall be deemed for all purposes the "Exhibit B-1" referred to in the Credit Agreement.

(f) "Exhibit B-2" to the Credit Agreement is hereby deleted in its entirety and Exhibit B attached hereto is substituted therefor and shall be deemed for all purposes the "Exhibit B-2" referred to in the Credit Agreement.

(g) All references in the Credit Agreement and other Loan Documents to the term "Note" shall be deemed to mean and refer to the Note as supplemented by the Addendum to Promissory Note (Swap Agreement Adjustments) executed in connection with this amendment, a form of which is attached hereto as Exhibit C and incorporated herein by this reference.

3. *Survival of Terms; Interpretation.* Except as specifically provided herein, all terms and conditions of the Credit Agreement remain in full force and effect, without waiver or modification. This Amendment and the Credit Agreement shall be read together, as one document. The Recitals hereto, including the terms defined therein, are incorporated herein by this reference and acknowledged by Borrower to be true, correct and accurate.

4. *Representations, Warranties and Covenants.* Borrower remakes all representations and warranties contained in the Credit Agreement (except to the extent that such representations and warranties relate solely to an earlier date, in which case Borrower confirms that such representations and warranties were correct as of the date made) and reaffirm all covenants set forth therein. Borrower further certifies that as of the date of this Amendment there exists no Default or Event of Default, in each case, as defined in the Credit Agreement.

5. *Effective Date.* This Amendment will become effective as of the date first set forth above (the "Effective Date"), provided that all of the following conditions precedent have been satisfied on or before August 13, 2010:

(a) Bank shall have received a duly executed original (or, if elected by Bank, an executed facsimile copy, to be followed promptly by delivery of an executed original) of each of the following, duly executed by each party thereto and in form and substance satisfactory to Bank:

- (i) this Amendment;
- (ii) the General Consent and Reaffirmation attached hereto;
- (iii) the Addendum to Promissory Note attached hereto as Exhibit C; and
- (iv) Such other documents as Bank may require under any other Section of this Amendment.

(b) All of the representations and warranties contained herein (or incorporated herein by reference) are true and correct as of the Effective Date.

(c) All legal matters incidental hereto shall be reasonably satisfactory to Bank's counsel.

6. *Counterparts.* This Amendment may be executed in two or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument. Delivery of an executed counterpart of a signature page to this Amendment by telefacsimile shall be as effective as delivery of a manually executed counterpart of this Amendment.

7. *Severability.* If any term or provision of this Amendment shall be deemed prohibited by or invalid under any applicable law, such provision shall be invalidated without affecting the remaining provisions of this Amendment or the Credit Agreement.

8. *Governing Law.* This Amendment shall be governed by and construed in accordance with the internal laws of the State of California.

9. *Non-Impairment.* Except as expressly provided herein, nothing in this Agreement shall alter or affect any provision, condition, or covenant contained in the Loan Documents or affect or impair any rights, powers, or remedies of Bank, it being the intent of the parties hereto that the provisions of the Loan Documents shall continue in full force and effect except as expressly modified hereby.

[Signatures on Next Page]

In Witness Whereof, the parties hereto have caused this Amendment to be executed as of the day and year first written above.

LIFECORE BIOMEDICAL, LLC,
a Minnesota limited liability company

WELLS FARGO BANK,
NATIONAL ASSOCIATION

By: /s/ Dennis J. Allingham
Dennis J. Allingham
President and Chief Executive Officer

By: /s/ Tim Palmer
Name: Tim Palmer
Title: Vice President

Signature Page to First Amendment To Credit Agreement

GENERAL CONSENT AND REAFFIRMATION

Each of the undersigned guarantors of, and/or third party pledgors having pledged property securing, all indebtedness of Lifecore Biomedical, LLC hereby: (i) consents to the foregoing First Amendment to Credit Agreement dated as of August 9, 2010; (ii) reaffirms its obligations under its respective guaranty, security agreement and/or pledge agreement; (iii) reaffirms its waivers of each and every one of the defenses to such obligations as set forth in its respective guaranty, security agreement and/or pledge agreement; and (iv) reaffirms that its obligations under its respective guaranty, security agreement and/or pledge agreement are separate and distinct from the obligations of any other party under such First Amendment to Credit Agreement, the Credit Agreement referred to therein and the other Loan Documents (as defined in the Credit Agreement).

AGREED AND ACKNOWLEDGED AS OF AUGUST 9, 2010:

LIFECORE BIOMEDICAL, INC.

By: /s/ Dennis J. Allingham
Dennis J. Allingham
President/Secretary

APIO, INC.

By: /s/ Gary T. Steele
Gary T. Steele
Secretary

CAL EX TRADING COMPANY

By: /s/ Gary T. Steele
Gary T. Steele
Secretary

LANDEC AG, LLC

By: /s/ Gary T. Steele
Gary T. Steele
President/Chief Executive Officer

LANDEC CORPORATION

By: /s/ Gary T. Steele
Gary T. Steele
President/Chief Executive Officer/
Chairman of the Board

EXHIBIT A
TO FIRST AMENDMENT TO CREDIT AGREEMENT

Exhibit B-1

FORM OF COMPLIANCE CERTIFICATE
(LIFECORE BIOMEDICAL, LLC)

To: Caroline Peyton
Wells Fargo Bank, National Association

Date: _____, 201__

Subject: Lifecore Biomedical, LLC

Financial Statements

In accordance with our Credit Agreement, dated as of April 30, 2010 (the "*Credit Agreement*"), attached are the financial statements of Lifecore Biomedical (the "*Borrower*") as of and for _____, 20__ (the "*Reporting Date*") and the year-to-date period then ended (the "*Current Financials*"). All terms used in this certificate have the meanings given in the Credit Agreement.

I certify that the Current Financials have been prepared in accordance with GAAP, subject to year-end audit adjustments, and fairly present the Companies' financial condition as of the date thereof.

Events of Default. (Check one):

- The undersigned does not have knowledge of the occurrence of a Default or Event of Default under the Credit Agreement except as previously reported in writing to Bank.
- The undersigned has knowledge of the occurrence of a Default or Event of Default under the Credit Agreement not previously reported in writing to Bank and attached hereto is a statement of the facts with respect to thereto. Borrower acknowledges that Bank may impose the Default Rate at any time during the resulting Default Period.

Financial Covenants. I further hereby certify as follows:

1. *Minimum Net Income After Taxes.* Pursuant to Section 6.3(a)(i)(A) of the Credit Agreement, as of the Reporting Date, the Companies' Net Income After Taxes, measured on a trailing four quarter basis (other than the four quarters ending August 31, 2010), was \$_____ which o satisfies o does not satisfy the requirement that such amount be not less than \$1.00 for the four fiscal quarters then ended.

2. *Minimum Net Income After Taxes.* Pursuant to Section 6.3(a)(i)(B) of the Credit Agreement, as of the Reporting Date, the Companies' Net Income After Taxes, measured for the fiscal quarter ended August 31, 2010, was \$_____ which o satisfies o does not satisfy the requirement that such amount be not less than \$500,000 for the fiscal quarter then ended.

3. *Minimum Net Income After Taxes.* Pursuant to Section 6.3(a)(i)(C) of the Credit Agreement, as of the Reporting Date, the Companies' o did not have o had Net Income After Taxes less than or equal to \$1.00 for two (2) consecutive fiscal quarters during the four fiscal quarters then ended.

4. *Minimum Quick Ratio.* Pursuant to Section 6.3(a)(ii) of the Credit Agreement, as of the Reporting Date, the Companies' Quick Ratio was _____ : 1.0 which o satisfies o does not satisfy the requirement that ratio must not be less than (i) 1.1 to 1.0 for each fiscal quarter ending from the Closing Date through and including the fiscal quarter ending May 31, 2011 and (ii) 1.25 to 1.0 for each fiscal quarter ending thereafter.

5. *Fixed Charge Coverage Ratio.* Pursuant to Section 6.3(a)(iii) of the Credit Agreement, the Companies' Fixed Charge Coverage Ratio for the four fiscal quarters ending on the Reporting Date, was _____ : 1.0, which o satisfies o does not satisfy the requirement that such ratio be not less than _____ : 1.0 during such period as set forth in table below:

| <u>Period(s) Ending</u> | <u>Fixed Charge Coverage Ratio shall not be less than:</u> |
|---|--|
| Fiscal quarters ending November 30, 2010 through and including May 31, 2011 | 1.20 to 1.0 |
| August 31, 2011 | 1.30 to 1.0 |
| November 30, 2011 | 1.40 to 1.0 |
| February 29, 2012 and each fiscal quarter ending thereafter | 1.50 to 1.0 |

6. *Capital Expenditures.* Pursuant to Section 6.3(a)(iv) of the Credit Agreement, the Companies have expended \$_____ in the aggregate during the last full fiscal year, ending May 31, 201____, for Capital Expenditures, which o satisfies o does not satisfy the requirement that such expenditures not exceed \$3,000,000 in the aggregate during such year.

Attached hereto are all relevant facts in reasonable detail to evidence, and the computations of the financial covenants referred to above. These computations were made in accordance with GAAP (except for the computation of Net Income to the extent Net Income is determined without giving effect to the amounts deducted arriving in such Net Income as set forth in the proviso of such definition).

LIFECORE BIOMEDICAL, LLC

By _____
Its Chief Financial Officer

Exhibit B-2

**FORM OF COMPLIANCE CERTIFICATE
(LANDEC CORPORATION)**

To: Caroline Peyton
Wells Fargo Bank, National Association

Date: _____, 201__

Subject: Lifecore Biomedical, LLC

Financial Statements

In accordance with that certain Credit Agreement, dated as of April 30, 2010 (the "*Credit Agreement*") between Lifecore Biomedical, LLC (the "*Borrower*") and Wells Fargo Bank, National Association ("*Bank*"), attached are the consolidated financial statements of Landec Corporation (the "*Parent*") as of and for _____, 20__ (the "*Reporting Date*") and the year-to-date period then ended (the "*Current Financials*"). All terms used in this certificate have the meanings given in the Credit Agreement.

I certify that the Current Financials have been prepared in accordance with GAAP, subject to year-end audit adjustments, and fairly present Parent's consolidated financial condition as of the date thereof.

Financial Covenants. I further hereby certify as follows:

1. *Minimum Net Income After Taxes*. Pursuant to Section 6.3(b)(i) of the Credit Agreement, as of the Reporting Date, the Net Income after taxes of Parent and its Subsidiaries, measured on a trailing four quarter basis, was \$_____ which o satisfies o does not satisfy the requirement that such amount be not less than \$1.00 for the four fiscal quarters then ended.
2. *Leverage Ratio*. Pursuant to Section 6.3(b)(ii) of the Credit Agreement, as of the Reporting Date, the ratio of Funded Debt of Parent and its Subsidiaries as of the Reporting Date to EBITDA of Parent and its Subsidiaries for the four fiscal quarters of Parent and its Subsidiaries ending on the Reporting Date, was ____ : 1.0, which o satisfies o does not satisfy the requirement that such ratio be not greater than 2.0 to 1.0.

Attached hereto are all relevant facts in reasonable detail to evidence, and the computations of the financial covenants referred to above. These computations were made in accordance with GAAP.

LANDEC CORPORATION

By _____
Its Chief Financial Officer

EXHIBIT C
TO FIRST AMENDMENT TO CREDIT AGREEMENT

FORM OF
ADDENDUM TO PROMISSORY NOTE (SWAP AGREEMENT ADJUSTMENTS)

EXECUTION COPY

ADDENDUM TO PROMISSORY NOTE
(SWAP AGREEMENT ADJUSTMENTS)

THIS ADDENDUM is attached to and made a part of that certain promissory note executed by LIFECORE BIOMEDICAL, LLC ("Borrower") and payable to WELLS FARGO BANK, NATIONAL ASSOCIATION ("Bank"), or order, dated April 30, 2010, in the original principal amount of Twenty Million Dollars (\$20,000,000.00) (the "Note").

The following provisions are hereby incorporated into the Note to reflect the interest rate adjustments agreed to by Bank and Borrower in connection with any interest rate swap agreement entered into in connection with this Note:

SWAP AGREEMENT PROVISIONS:

Notwithstanding anything to the contrary set forth herein, at any time during which an interest rate swap confirmation between Borrower and Bank (a "Swap Confirmation") is in effect with respect to all or a portion of the principal balance outstanding under this Note, the following revisions to this Note shall be in effect with respect to that portion of the principal balance outstanding under this Note which is subject to the Swap Confirmation (the "Swap Portion"), but not with respect to any portion of the principal balance outstanding under this Note which is not subject to the Swap Confirmation:

- (a) With respect to the Swap Portion, no Daily Three Month LIBOR Rate interest option shall be available hereunder.
- (b) With respect to the Swap Portion, the definition of "Fixed Rate Term" shall be amended and restated to read as follows:

"Fixed Rate Term" means a period of one (1) month during which the Swap Portion bears interest determined in relation to LIBOR, with the understanding that (i) the initial Fixed Rate Term shall commence on the later of (A) the effective date stated on the Swap Confirmation and (B) the date this Note is initially disbursed and shall continue up to, but shall not include, the first day of the next occurring calculation period designated in the Swap Confirmation, (ii) there shall be successive Fixed Rate Terms thereafter, each of which shall commence automatically, without notice to or consent from Borrower, and run concurrently with the calculation period designated in the Swap Confirmation and (iii) if, on the first day of the last Fixed Rate Term applicable hereto the remaining term of this Note is less than one (1) month, said Fixed Rate Term shall be in effect only until the scheduled maturity date hereof, except that if the scheduled maturity date hereof is not a Business Day, then such Fixed Rate Term shall be extended to the next succeeding Business Day.

(c) The Swap Portion shall be in an amount equal to or greater than Two Hundred Fifty Thousand Dollars (\$250,000.00).

Borrower understands and acknowledges that each Swap Confirmation constitutes an independent agreement between Borrower and Bank and that nothing contained in this Note shall be construed as amending or modifying any such Swap Confirmation or be interpreted in any way as inferring or creating an obligation on the part of Bank to amend or modify such Swap Confirmation, based on any action that may be taken by Borrower in respect of this Note. Further, Borrower acknowledges that Borrower is responsible for verifying the terms of any Swap Confirmation into which it enters; understands the effect of a Swap Confirmation having payment dates that do not concur exactly with the payment dates of this Note; and agrees that any Swap Confirmation may still be considered in effect with respect to any principal portion of this Note even if the payment dates thereon do not concur exactly with the payment dates of this Note.

[Signatures on Next Page]

IN WITNESS WHEREOF, this Addendum has been executed as of August 9, 2010.

LIFECORE BIOMEDICAL, LLC,
a Minnesota limited liability company

By: /s/ Dennis J. Allingham
Dennis J. Allingham
President and Chief Executive Officer

ACCEPTED AND AGREED:

WELLS FARGO BANK,
NATIONAL ASSOCIATION

By: /s/ Tim Palmer
Name: Tim Palmer
Title: Vice President

*Signature Page to Addendum To Promissory Note
(Swap Agreement Adjustments)*

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 Nos. 333-109889, 333-89368, 333-62866, 333-06163, 333-29103, 333-80313, 333-52339, 333-129895, 333-163926) pertaining to the Non-Plan Stock Option, 1996 Stock Option Plan, New Executive Stock Option Plan, 1995 Employee Stock Purchase Plan, 1995 Directors' Stock Option Plan, 1996 Stock Option Plan, 1996 Non-Executive Stock Option Plan, 1988 Incentive Stock Option Plan, 2005 Stock Incentive Plan and 2009 Stock Incentive Plan of our reports dated August 12, 2010, with respect to the consolidated financial statements of Landec Corporation and the effectiveness of internal control over financial reporting of Landec Corporation, included in this Annual Report (Form 10-K) for the year ended May 30, 2010.

/s/ ERNST & YOUNG LLP

San Francisco, California
August, 12, 2010

CERTIFICATIONS

I, Gary T. Steele, certify that:

1. I have reviewed this annual report on Form 10-K of Landec Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 12, 2010

/s/ Gary T. Steele

Gary T. Steele

President and Chief Executive Officer

I, Gregory S. Skinner, certify that:

1. I have reviewed this annual report on Form 10-K of Landec Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 12, 2010

/s/ Gregory S. Skinner

Gregory S. Skinner
*Vice President of Finance and Administration
and Chief Financial Officer*

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Landec Corporation (the "Company") on Form 10-K for the period ending May 30, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Gary T. Steele, Chief Executive Officer and President of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 12, 2010

/s/ Gary T. Steele

Gary T. Steele

Chief Executive Officer and President

(Principal Executive Officer)

- * The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and is not being filed as part of the Form 10-K or as a separate disclosure document.
-

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Landec Corporation (the "Company") on Form 10-K for the period ending May 30, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Gregory S. Skinner, Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 12, 2010

/s/ Gregory S. Skinner

Gregory S. Skinner

Vice President and Chief Financial Officer

(Principal Accounting Officer)

- * The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and is not being filed as part of the Form 10-K or as a separate disclosure document.
-