Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
B & B LUMBER COMPANY, INC. PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1984

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

B & B LUMBER COMPANY, INC.

HANSON QUARRY
DRAWER T
JAMESVILLE, NY 13078

2b Employer Identification Number (EIN) 16-1035246

2c Sponsor's telephone number 315-492-1786

2d Business code (see instructions) 321210

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/25/2012	BRIGHAM BOOHER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/25/2012	BRIGHAM BOOHER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
B & B LUMBER COMPANY, INC.

HANSON QUARRY
DRAWER T
JAMESVILLE, NY 13078

3b Administrator's EIN
16-1035246

3c Administrator's telephone number
315-492-1786

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	199
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	179
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	18
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	197
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	197
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	194
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:
4B

9a Plan funding arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)			**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
B & B LUMBER COMPANY, INC. PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
B & B LUMBER COMPANY, INC.

D Employer Identification Number (EIN)
16-1035246

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

MASS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
04-1590850	65935	030552	6	01/01/2011	12/31/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

RAYMOND STRAUB JR.
432 NORTH FRANKLIN ST
SYRACUSE, NY 13204

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add **b** and **c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract **e(5)** from **d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision)	**b** ☐ Dental	**c** ☐ Vision	**d** ☒ Life insurance
e ☐ Temporary disability (accident and sickness)	**f** ☐ Long-term disability	**g** ☐ Supplemental unemployment	**h** ☐ Prescription drug
i ☐ Stop loss (large deductible)	**j** ☐ HMO contract	**k** ☐ PPO contract	**l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	292
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
B & B LUMBER COMPANY, INC. PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
B & B LUMBER COMPANY, INC.

D Employer Identification Number (EIN)
16-1035246

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS
500 SALEM STREET
SMITHFIELD, RI 02917

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

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

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

RUSSELL S ANDREWS

NORTHWESTERN MUTUAL
PO BOX 4718
SYRACUSE, NY 13221

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
71	BROKER, FINANC IAL ADVI	0	Yes [X] No [ ]	Yes [X] No [ ]	5459	Yes [ ] No [X]

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

STATE STREET BANK AND TRUST COMPANY

1200 CROWN COLONY DRIVE
CC1-3
QUINCY, MA 02169-0938

04-0186744

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
60 63 72		2086	Yes [X] No [ ]	Yes [X] No [ ]	4420	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
RUSSELL S. ANDREWS	71	5459

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NORTHWESTERN MUTUAL INVESTMENT SERV PO BOX 4718 SYRACUSE, NY 13221	COMMISSION

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
B & B LUMBER COMPANY, INC. PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
B & B LUMBER COMPANY, INC.

D Employer Identification Number (EIN)
16-1035246

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	253421	138808
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	44864	26724
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	629996	851557
(2) U.S. Government securities	1c(2)	1120479	761776
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	2281162	2230969
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	5642451	5587014
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	641388	763239
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	7190262	7974719
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	12578	13191

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	17816601	18347997
Liabilities			
g Benefit claims payable	1g	1011	1011
h Operating payables	1h		
i Acquisition indebtedness	1i		0
j Other liabilities	1j	11389	6574
k Total liabilities (add all amounts in lines 1g through1j)	1k	12400	7585
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	17804201	18340412

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	368298	
(B) Participants	2a(1)(B)	407472	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		775770
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	260	
(B) U.S. Government securities	2b(1)(B)	40042	
(C) Corporate debt instruments	2b(1)(C)	117589	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	36385	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		194276
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	141624	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	178704	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		320328
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	5417146	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	5384521	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		32625

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-89372	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-89372
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-450340
c Other income	2c		1009
d Total income. Add all **income** amounts in column (b) and enter total	2d		784296
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	234549	
(2) To insurance carriers for the provision of benefits	2e(2)	292	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		234841
f Corrective distributions (see instructions)	2f		6574
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	6670	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6670
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		248085
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		536211
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: EVANS ADN BENNETT, LLP (2) EIN: 15-0551397

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
B & B LUMBER COMPANY, INC. PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
B & B LUMBER COMPANY, INC.

D Employer Identification Number (EIN)
16-1035246

Part I Distributions

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

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

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

EIN(s): 16-1612002

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN

JAMESVILLE, NEW YORK

AUDITED FINANCIAL STATEMENTS

AND SUPPLEMENTARY INFORMATION

YEARS ENDED DECEMBER 31, 2011 AND 2010

Evans and Bennett, LLP
CERTIFIED PUBLIC ACCOUNTANTS
2112 Erie Blvd. East, Suite 100
Syracuse, NY 13224
(315) 474-3986
FAX: (315) 474-0716

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants
B & B Lumber Company, Inc.
Profit Sharing Plan
Jamesville, New York

We have audited the accompanying statement of net assets available for plan benefits of the B & B Lumber Company, Inc. Profit Sharing Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for plan benefits for the years ended December 31, 2011 and 2010. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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 net assets available for plan benefits of B & B Lumber Company, Inc. Profit Sharing Plan as of December 31, 2011 and 2010, and the changes in its net assets available for plan benefits for the years ended December 31, 2011 and 2010 in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules listed in the accompanying index, together referred to as "supplemental information" are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information have been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion,the information is fairly stated in all material respects in relation to the financial statements taken as a whole.

Evans and Bennett, LLP
Certified Public Accountants

July 20, 2012

B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

DECEMBER 31,

ASSETS

	2011	2010
Investments at fair value:		
Registered investment companies	$ 7,974,719	$ 7,190,262
Common stocks	5,587,014	5,642,451
U.S. government securities	761,776	1,120,479
Corporate bonds	2,230,969	2,281,162
Life insurance - cash value	13,191	12,578
	16,567,669	16,246,932
Receivables:		
Employer's contributions	132,234	242,033
Participants' loans receivable	763,239	641,388
Participants' monthly loan payments	26,724	44,864
	922,197	928,285
Cash	851,557	629,996
Total assets	18,341,423	17,805,213

LIABILITIES

Accrued expenses	-	-
Total liabilities	-	-
Net assets available for benefits	$18,341,423	$17,805,213

The accompanying notes are an integral part of these financial statements

B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

YEARS ENDED DECEMBER 31,

	2011	2010
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Interest and dividends	$ 478,219	$ 447,399
Participant loan interest	36,385	32,064
Other income	393	136
Net appreciation (depreciation) in investments	(506,473)	1,055,067
	8,524	1,534,666
Contributions:		
Employer	368,298	426,162
Employee	400,898	361,037
Rollover	-	1,325
	769,196	788,524
Total additions	777,720	2,323,190
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	234,549	335,854
Administrative expenses	6,669	7,264
Payments to life insurance company	292	283
Total deductions	241,510	343,401
Net increase	536,210	1,979,789
Net assets available for benefits:		
Beginning of year	17,805,213	15,825,424
End of year	$ 18,341,423	$ 17,805,213

The accompanying notes are an integral part of these financial statements

B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011

Note 1. Description of Plan

The following description of the B & B Lumber Company, Inc. Profit Sharing Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a 401(k) profit sharing plan covering the employees of B & B Lumber Company, U-Cut Enterprises, Premier Hardwood Products and The B&B Albany Pallet Company, Inc. Employees are eligible to participate in the employer matching and profit sharing features of the Plan after completion of one year of service. Length of service is based on 1,000 hours per year. Employees must be over 18 years of age to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each participant may elect to have a specified portion of his/her compensation for a Plan year allocated to his/her account up to a maximum of $16,500 per year plus an additional $5,500 for participants over 50 years old. The employer may make a matching contribution on the amount deferred by participants. The Company may also make annual profit sharing contributions at its own discretion.

Contributions received from participants and contributions receivable are net of payments of $6,573 and $11,389 at December 31, 2011 and 2010, respectively, made in the following year to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan.

Participant Accounts

Salary deferral contributions and any matching contributions are allocated to the respective employee's accounts. Employer profit sharing contributions are allocated to each participant based on the ratio to which the participants' compensation bears to the compensation of all eligible participants.

Note 1. Description of Plan (continued)

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and profit sharing contribution portion of their accounts plus actual earnings thereon is fully vested once they have completed six years of service. If participants die or become disabled before retirement, the entire value of the participant's account becomes vested and non-forfeitable. Participants have the right to designate a beneficiary to receive their benefits should they die.

Participant Loans

Under the terms of the Plan, participants may borrow up to 50% of the balance of their vested account. The loans are secured by the participant's vested account balances and bear interest based on the prime rate as determined by the Plan Trustee. Loan terms range up to 5 years.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive a lump sum equal to the value of the participant's vested interest in his or her account or annual installments.

Forfeitures

Forfeitures for terminated non-vested participants' accounts attributable to employer profit sharing contributions, employer-matching contributions and related earnings will be used to reduce employer contributions.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Note 2. Summary of Significant Accounting Policies (continued)

Payment of Benefits

Benefits are recorded when paid.

Operating Expenses

The employer absorbs significant costs of the Plan without reimbursement from the Plan.

Cash Equivalents

The Plan considers all money market accounts to be cash equivalents.

Concentration of Credit Risk

The Plan maintains its cash equivalents in accounts, which, at times may exceed federally insured limits. The Plan has not experienced any losses in such accounts. The Plan believes it is not exposed to any significant credit risk on cash equivalents.

Events Occurring After The Reporting Period

The Plan has evaluated events and transactions that occurred between January 1, 2012 and July 20, 2012 which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements. Any material events or transactions discovered have been included in these financial statements.

Note 3. Investments

The Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value by ($506,473) and $1,055,067 for the years ended December 31, 2011 and 2010 respectively, as follows:

	2011	2010
Investments at fair value determined by quoted market price:		
Mutual Funds	$ (423,440)	$ 463,871
Common stocks	(107,244)	535,057
U.S. government securities	1,296	6,480
Corporate bonds	22,301	49,093
	(507,087)	1,054,501
Investments at estimated fair value:		
Life Insurance - cash value	614	566
Total	$ (506,473)	$1,055,067

The investments are all nonparticipant directed.

Note 4. Fair Value Measurements

Generally accepted accounting principles establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). Registered investment companies are valued at the net asset value of shares held by the plan at year end and are considered a level 1 measurement. Participants loans are classified as a note receivable, previously they were a level 3 investment.

The Plan's investments measured at fair value on a recurring basis were as follows as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Mutual Funds				
Large cap equity	$ 2,618,784	$ -	$ -	$ 2,618,784
Small cap equity	300,091	-	-	300,091
International currency	127,005	-	-	127,005
International equity	908,160	-	-	908,160
Bond fund	2,479,574	-	-	2,479,574
Common Stocks				
Large cap equity	4,403,027	-	-	4,403,027
Mid cap equity	84,640	-	-	84,640
International equity	785,521	-	-	785,521
Commodities	323,078	-	-	323,078
Exchange Traded Funds				
Large cap equity	309,046	-	-	309,046
Mid cap equity	329,347	-	-	329,347
Small cap equity	131,644	-	-	131,644
International equity	318,726	-	-	318,726
Emerging International	304,152	-	-	304,152
Real Estate	148,190	-	-	148,190
Stock Options	(9,252)	-	-	(9,252)
Life Insurance	-	-	13,191	13,191
Municipal Bonds	119,632	-	-	119,632
Foreign Bonds	107,933	-	-	107,933
Corporate Bonds	1,854,895	-	-	1,854,895
Certificates of Deposit	148,509	-	-	148,509
U.S. Government Securities	761,776	-	-	761,776
Total investments	$16,554,478	$ -	$ 13,191	$ 16,567,669

Note 4. Fair Value Measurements (continued)

The Plan's investments measured at fair value on a recurring basis were as follows as of December 31, 2010:

	Level 1	Level 2	Level 3	Total
Mutual Funds				
Large cap equity	$ 2,556,618	$ -	$ -	$ 2,556,618
Small cap equity	386,621	-	-	386,621
International currency	131,842	-	-	131,842
International equity	1,050,046	-	-	1,050,046
Bond fund	1,404,343	-	-	1,404,343
Common Stocks				
Large cap equity	4,203,358	-	-	4,203,358
Mid cap equity	388,093	-	-	388,093
Small cap equity	320,658	-	-	320,658
International equity	486,623	-	-	486,623
Commodities	283,633	-	-	283,633
Exchange Traded Funds				
Large cap equity	62,103	-	-	62,103
Mid cap equity	437,226	-	-	437,226
Small cap equity	279,317	-	-	279,317
International equity	374,646	-	-	374,646
Emerging International	368,798	-	-	368,798
Real Estate	138,702	-	-	138,702
Stock Options	(39,914)	-	-	(39,914)
Life Insurance	-	-	12,578	12,578
Foreign Bonds	55,802	-	-	55,802
Municipal Bonds	114,277	-	-	114,277
Certificates of Deposit	229,238	-	-	229,238
Corporate Bonds	1,881,845	-	-	1,881,845
U.S. Government Securities	1,120,479	-	-	1,120,479
Total investments	$16,234,354	$ -	$ 12,578	$16,246,932

The following table sets forth a summary of changes in the fair value of the plan's level 3 assets for the years ended December 31:

	2011	2010
Balance beginning of year	$ 12,578	$ 12,011
Realized gains (losses)	-	-
Unrealized gains (losses)	613	567
Purchases, sales, issuances and settlements - net	-	-
Balance end of year	$ 13,191	$ 12,578

Note 5. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 6. Tax Status

The Plan obtained its latest determination letter on March 3, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 7. Terminated Vested Accounts

At December 31, 2011 and 2010, there is $0 and $2,102, respectively, allocated to participant accounts who have elected to withdraw from the Plan, but have not been paid.

Note 8. Forfeited Accounts

For the plan years ended December 31, 2011 and 2010, the Plan allocated $12,677 and $19,456, respectively, in forfeited accounts to reduce employer contributions.

Note 9. Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Schedule H of Form 5500:

	2011	2010
Net assets available for benefits per the financial statements	$18,341,423	$17,805,213
Benefits payable	(1,011)	(1,011)
Net assets available for benefits per Schedule H of Form 5500	$18,340,412	$17,804,202

The following is a reconciliation of benefits paid to participants per the financial statements to Form 5500:

	2011	2010
Benefits paid to participants per the financial statements	$ 234,549	$ 335,854
Amounts allocated to withdrawing participants	-	-
Benefits paid to participants per Form 5500	$ 234,549	$ 335,854

Note 10. Risks and Uncertainties

Investment securities are exposed to various risks such as interest rates, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the Plan's account balances and the amounts reported on the statement of net assets available for plan assets.

Note 11. Party In Interest Transactions.

Loans receiveable from Plan participants and the related interest income are considered party in interest transactions.

B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN SUPPLEMENTARY INFORMATION

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B&B LUMBER COMPANY, INC. PROFIT SHARING PLAN
2011 FORM 5500, SCHEDULE H ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
SSGA LIQUID RESERVES	MONEY MARKET	16,273	16,273
ABERCROMBIE & FITCH CO-A	COMMON STOCK	985	977
APPACHE CORP	COMMON STOCK	2,706	2,265
APPLE INC	COMMON STOCK	3,587	4,050
BAKER HUGHES INC.	COMMON STOCK	1,840	1,459
BARRICK GOLD CORP	COMMON STOCK	1,898	1,810
BECTON DICKINSON & CO	COMMON STOCK	1,408	1,494
BHP BILLITON	COMMON STOCK	1,106	1,059
COGNIZAN TECHNOLOGY SOLUTIONS	COMMON STOCK	2,161	1,929
COLGATE PALMOLIVE CO	COMMON STOCK	2,262	2,772
CONOCOPHILLIPS	COMMON STOCK	1,108	2,186
COVIDIEN PLC	COMMON STOCK	2,191	1,800
CUMMINS INC	COMMON STOCK	2,935	2,641
DEERE & CO	COMMON STOCK	2,246	2,321
DU PONT E I	COMMON STOCK	687	916
DIAGO CAPITAL PLC	5.125% 1/30/12	14,941	15,047
EMC COR MASS	COMMON STOCK	1,206	1,077
ITT EXELIS INC	COMMON STOCK	268	362
EXXON MOBILE CORP	COMMON STOCK	2,112	2,967
GAP (THE) INC	COMMON STOCK	1,830	1,484
GLAXOSMITHKLINE	4.85% 5/15/13	10,088	10,583
HARRIS CORP	COMMON STOCK	1,744	1,622
HILL-ROM HOLDINGS INC	COMMON STOCK	783	842
IBM CORP	COMMON STOCK	1,284	1,839
ISHARES BARCLAYS	COMMON STOCK	5,499	6,418
ISHARES MSCI EAFE INDEX	COMMON STOCK	22,002	19,069
ISHARED TRUST-RUSSELL 2000	COMMON STOCK	8,083	8,113
ITT CORPORATION	COMMON STOCK	207	387
JOHNSON CONTROLS	COMMON STOCK	1,226	1,407
LOOMIS SAYLES GLOBAL FUND	MUTUAL FUND	5,750	5,893
MARATHON OIL CORP	COMMON STOCK	1,140	1,903
MCCORMICK & CO INC	COMMON STOCK	1,562	2,017
MEDCO HEALTH SOLUTIONS INC	COMMON STOCK	2,040	1,957
MICROSOFT CORPORATION	COMMON STOCK	1,049	1,298
MORGAN STANLEY	4.5% 8/30/15	10,000	9,331
MOSAIC CO/THE-WI	COMMON STOCK	1,639	1,261
NIKE	COMMON STOCK	1,477	2,409
OPPENHEIMER INTERNATIONAL	MUTUAL FUND	3,000	2,719

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B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN SUPPLEMENTARY INFORMATION

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B&B LUMBER COMPANY, INC. PROFIT SHARING PLAN
2011 FORM 5500, SCHEDULE H ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
ORACLE CORP	COMMON STOCK	1,745	1,539
POWERSHARES DB COMMODITY	MUTUAL FUND	8,438	8,589
PROCTOR & GAMBLE CO	COMMON STOCK	3,522	3,669
QUALCOMM INC	COMMON STOCK	2,357	2,462
SANOFI	1.2% 9/30/14	9,988	10,078
SPDR GOLD TRUST	COMMON STOCK	10,792	12,159
SPDR S&P MIDCAP 400 ETF	COMMON STOCK	19,192	19,139
SIRONA DENTAL SYSTEMS INC	COMMON STOCK	1,485	1,541
SKYWORKS SOLUTIONS INC	COMMON STOCK	1,233	1,217
T ROWE PRICE	COMMON STOCK	1,380	2,848
TEVAPHARMACEUTICAL	COMMON STOCK	2,276	1,816
TUPPERWARE BRANDS	COMMON STOCK	1,784	2,239
UNITED TECHNOLOGIES CORP	COMMON STOCK	1,424	1,462
US TREASURY	4.375% 8/15/12	14,843	15,395
VANGUARD DIV APPRECIATION	MUTUAL FUND	77,147	79,243
VANGUARD EMERGING MARKETS	MUTUAL FUND	21,692	17,577
VANGUARD REIT ETF	MUTUAL FUND	8,435	8,990
VANGUARD SHORT TERM FEDERAL	MUTUAL FUND	10,213	10,114
VANGUARD SHORT TERM INVT GRADE FD	MUTUAL FUND	19,888	19,720
VISA INC CL A	COMMON STOCK	1,541	2,031
XYLEM INC	COMMON STOCK	620	1,028
YUM BRANDS	COMMON STOCK	1,595	2,065
SUBTOTAL STATE STREET - SPECIAL		**363,909**	**368,871**
CASH		3,894	3,894
SSGA INST LIQUID RESERVE	MONEY MARKET	317,818	317,818
VANGUARD PRIME MONEY MARKET	MONEY MARKET	85,000	85,000
ABERCROMBIE & FITCH	COMMON STOCK	13,051	12,943
APACHE CORP	COMMON STOCK	30,465	24,910
AIR PROD & CHEM	4.15% 2/1/13	24,893	25,949
APPACHE CORP	5.625% 1/15/17	49,857	59,270
APPLE INC	COMMON STOCK	37,650	42,525
BAKER HUGHES	COMMON STOCK	21,246	17,510
BARCLAYS	V/R 6/24/18	50,000	47,008
BARRICK GOLD CORP	COMMON STOCK	22,756	21,494
BAXTER INTL INC	4.625% 3/15/15	50,433	55,292

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B & B LUMBER COMPANY, INC.

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2011 FORM 5500, SCHEDULE H ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
BECTON DICKINSON & CO	COMMON STOCK	18,621	19,054
BETHLEHEM NY	4.75% 4/1/14	25,311	26,793
BHP BILLITON LTD	COMMON STOCK	15,402	14,126
BHP BILLITON FIN	5.25% 12/15/15	25,048	28,727
BLACKROCK INC	5% 12/10/19	49,960	54,565
BOEING CO	3.5% 2/15/15	19,999	21,473
CISCO SYSTEMS	4.45% 1/15/20	49,875	56,847
CLOROX	5% 1/15/15	47,132	54,025
COGNIZANT TECHNOLOGY SOLUTIONS	COMMON STOCK	26,497	24,759
COLGATE-PALMOLIVE	COMMON STOCK	29,821	34,646
CONOCO PHILLIPS	COMMON STOCK	18,545	26,233
COOPER INDUSTRIES	5.25% 11/15/12	49,850	51,911
COVIDIEN PLC	COMMON STOCK	26,402	22,055
CUMMINS INC	COMMON STOCK	34,857	32,127
DAVENPORT IA TXBL	3.3% 6/01/15	25,000	26,697
DEERE & CO	COMMON STOCK	25,007	25,912
DIAGO CAPITAL PLC	5.125% 1/30/12	49,803	50,157
DUPONT	COMMON STOCK	9,573	11,903
EMC CORP MASS	COMMON STOCK	14,284	12,816
THE WALT DISNEY CO	3.75% 6/01/21	49,967	54,977
EBAY INC	3.25% 10/15/20	29,781	30,283
ESTEE LAUDER	5.55% 5/15/17	39,938	46,331
ITT EXELIS INC	COMMON STOCK	4,910	4,208
EXXON MOBIL CORP	COMMON STOCK	28,733	35,175
FFCB	5.6% 11/21/22	76,266	77,914
FFCB	5.05% 2/1/23	75,000	78,131
FFCB	2.19% 2/07/18	25,000	25,022
FHLB	5.25% 9/13/13	50,422	54,067
FHLB	1.125% 5/18/12	45,000	45,170
FHLB	3% 12/14/21	35,000	35,184
FHLMC	3.5% 5/29/13	24,887	26,112
FHLMC	5% 1/30/14	48,225	54,640
FNMA	5% 8/2/12	34,781	35,959
FNMA	V/R 6/10/20	50,000	52,400
GENERAL ELECTRIC	4% 2/15/12	60,000	60,200
GENERAL ELECTRIC	2.5% 8/11/15	40,000	38,132
GENERAL ELECTRIC CAP MTN	3.65% 11/15/20	20,000	19,661
GLAXOSMITHKLINE	4.85% 5/15/13	35,309	37,042

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B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN SUPPLEMENTARY INFORMATION

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B&B LUMBER COMPANY, INC. PROFIT SHARING PLAN
2011 FORM 5500, SCHEDULE H ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

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(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
GOLDMAN SACHS	4.75% 7/15/13	49,707	50,662
GAP (THE) INC	COMMON STOCK	19,103	16,417
HARRIS CORP	COMMON STOCK	19,587	19,281
HEWLETT PACKARD	3.75% 12/01/20	29,646	29,612
HILL-ROM HOLDINGS INC	COMMON STOCK	8,857	9,602
HONEYWELL INTL	5.3% 3/15/17	25,396	29,069
HSBC FIN CORP	6.1599% 12/10/13	47,387	50,863
HYDRO-QUEBEC	2% 6/30/16	49,991	51,030
INTEL CORP	3.3% 10/01/21	24,978	26,336
ISHARES BARCLAYS TIPS	COMMON STOCK	63,826	70,014
ISHARES MSCI EAFE UBDEX FYBD	MUTUAL FUND	344,243	299,657
ISHARES TRUST-RUSSELL 2000 INDEX	MUTUAL FUND	123,612	123,531
ITT CORP	COMMON STOCK	3,789	4,485
IBM CORP	COMMON STOCK	16,360	21,146
JOHNSON CONTROLS	COMMON STOCK	15,940	17,662
JP MORGAN CHASE & CO	4.25% 10/15/20	49,433	50,351
KIMBERLY CLARK	6.125% 8/1/77	48,918	61,160
LOOMIS SAYLES GLOBAL	MUTUAL FUND	200,000	201,473
MARATHON OIL CORP	COMMON STOCK	15,132	22,245
MCCORMICK & CO	COMMON STOCK	18,678	22,941
MEDCO HEALTH SOLUTIONS INC	COMMON STOCK	24,374	23,758
MICROSOFT CORPORATION	COMMON STOCK	16,283	19,470
MORGAN STNALEY	5% 9/22/19	25,000	24,666
MOSAIC CO/THE-WI	COMMON STOCK	19,525	15,129
NIKE	COMMON STOCK	17,788	28,429
NOKIA CORP	5.375% 5/15/19	25,239	25,260
OPPENHEIMER INTERNATIONAL	MUTUAL FUND	105,000	94,817
ORACLE CORP	COMMON STOCK	22,153	19,494
PEPSICO INC	5% 6/1/18	49,844	58,088
PFIZER INC	4.5% 2/15/14	48,889	53,906
PITNEY BOWES	4.75% 5/15/18	35,587	34,859
POWERSHARES DB COMMODITY	MUTUAL FUND	130,268	132,590
T ROWE PRICE GROUP INC	COMMON STOCK	22,553	34,740
PROCTOR & GAMBLE CO	COMMON STOCK	40,118	42,027
QUALCOMM INC	COMMON STOCK	26,383	27,624
QUEBEC PROVINCE	5% 3/1/16	49,632	56,891
SANOFI	1.2% 9/30/14	29,963	30,233
SPDR GOLD TRUST	COMMON STOCK	133,559	148,190

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B & B LUMBER COMPANY, INC.

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2011 FORM 5500, SCHEDULE H ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

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(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
SPDR S&P MIDCAP 400	MUTUAL FUND	310,782	310,208
SIRONA DENTAL SYSTEMS INC	COMMON STOCK	17,085	17,616
SKYWORKS SOLUTIONS INC	COMMON STOCK	14,468	14,274
SUTHRN IL TXBL	4.8% 4/1/17	25,409	26,889
SVYSWR	4.48% 1/1/18	35,414	39,253
TOYOTO	3.2% 6/17/15	24,969	26,296
TEVA PHARMACEUTICAL	COMMON STOCK	27,462	22,198
TUPPERWARE BRANDS CORP	COMMON STOCK	23,017	27,425
UNITED TECHNOLOGIES CORP	COMMON STOCK	15,200	15,349
USTN	4.75% 5/15/14	50,203	55,227
USTN	4.875% 2/15/12	24,164	25,142
US TSY INFL	1.25% 4/15/14	53,564	56,060
US TSY INFL	2.125% 1/15/19	108,795	125,356
VANGUARD DIV APPRECIATION	MUTUAL FUND	237,146	229,803
VANGUARD INFL PROTECTED	MUTUAL FUND	200,000	228,066
VANGUARD INTM TERM INVT GRADE FD-AI	MUTUAL FUND	100,000	99,726
VANGUARD MSCI EMERGING MARKETS ET	MUTUAL FUND	353,377	286,575
VANGUARD REIT EFT	MUTUAL FUND	130,879	139,200
VANGUARD SHORT TERM INVT GRADE-AD	MUTUAL FUND	220,000	198,138
VANGUARD SHORT-TERM FEDERAL FUND	MUTUAL FUND	150,000	150,384
VANGUARD SHORT TERM TREASURY FUN	MUTUAL FUND	125,000	124,793
VISA INC	COMMON STOCK	17,366	22,337
VODAFONE GROUP	5% 9/15/15	47,598	55,815
WESTPAC BANKING CORP	2.25% 9/15/16	25,000	24,668
WYETH	5.5% 2/1/14	49,167	54,813
XYLEM INC	COMMON STOCK	11,365	11,946
YUM BRANDS	COMMON STOCK	16,813	25,964
SUB TOTAL STATE STREET -STRATEGIC		**6,452,246**	**6,580,268**
SSGA INST LIQUID RESERVES	MONEY MARKET	145,783	145,783
ABBOTT LABORATORIES	COMMON STOCK	38,798	45,546
ACCENTURE PLC IRELAND	COMMON STOCK	36,199	38,592
AIR PRODUCTS	COMMON STOCK	39,430	42,595
AT & T	COMMON STOCK	44,756	44,906
AUTOMATIC DATA PROCESSING	COMMON STOCK	42,970	56,440
BANK OF NEW YORK	COMMON STOCK	59,340	46,789
BAXTER INTERNATIONAL	COMMON STOCK	27,902	30,430

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B & B LUMBER COMPANY, INC.

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2011 FORM 5500, SCHEDULE H ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

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(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
BECTON DICKINSON & CO	COMMON STOCK	46,205	45,206
BOEING	COMMON STOCK	46,023	50,612
CHEVRON CORP	COMMON STOCK	56,096	80,864
COCA COLA	COMMON STOCK	34,726	47,230
COLGATE PALMOLIVE	COMMON STOCK	31,520	53,586
CONOCOPHILLIPS	COMMON STOCK	35,428	55,746
DIGITAL REALTY TRUST	COMMON STOCK	31,867	40,669
EATON	COMMON STOCK	43,112	43,965
FAMILY DOLLAR	COMMON STOCK	29,009	44,110
HONEYWELL INTERNATIONAL	COMMON STOCK	38,535	45,926
HSBC HOLDINGS	COMMON STOCK	38,224	27,051
INTEL CORP	COMMON STOCK	59,054	69,840
JP MORGAN CHASE & CO	COMMON STOCK	36,589	37,573
LOCKHEED MARTIN	COMMON STOCK	36,719	41,664
M&T BANK CORPORATION	COMMON STOCK	36,098	37,788
MATTEL INC	COMMON STOCK	42,260	49,552
MCDONALDS CORP	COMMON STOCK	39,783	59,696
MEDTRONIC INC	COMMON STOCK	31,235	35,573
MICROSOFT CORPORATION	COMMON STOCK	55,227	50,129
NEXTERA ENERGY	COMMON STOCK	27,132	32,875
NORFOLK SOUTHERN CORP	COMMON STOCK	39,756	45,902
OCCIDENTAL PETROLEUM CORP	COMMON STOCK	22,318	24,831
PEPSICO INC.	COMMON STOCK	36,338	37,488
PPG INDUSTRIES	COMMON STOCK	38,173	46,337
PPL CORP	COMMON STOCK	45,572	50,455
RAYONIER INC	COMMON STOCK	26,621	41,818
RAYTHEON	COMMON STOCK	45,970	44,993
SANOFI-AVENTIS	COMMON STOCK	25,831	27,770
SMUCKER, JM CO	COMMON STOCK	37,701	43,384
SPECTRA ENERGY	COMMON STOCK	32,788	44,588
SYSCO CORP	COMMON STOCK	37,249	37,102
TOTAL FINA ELF SA-SPONS ADR	COMMON STOCK	71,290	57,243
UNILEVER PLC	COMMON STOCK	32,582	41,900
VENTAS INCORPORATED	COMMON STOCK	29,589	31,424
VERIZON COMMUNICATIONS	COMMON STOCK	31,882	40,521
VF CORP	COMMON STOCK	21,009	33,017
WASTE MANAGEMENT	COMMON STOCK	46,975	46,448
TOTAL STATE STREET - EQUITY		**1,851,663**	**2,095,957**

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B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN SUPPLEMENTARY INFORMATION

DECEMBER 31, 2011

B&B LUMBER COMPANY, INC. PROFIT SHARING PLAN
2011 FORM 5500, SCHEDULE H ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
FIDELITY CASH RESERVE MONEY MARK	MONEY MARKET	196,230	196,230
ABB LTD ADR	COMMON STOCK	10,675	11,010
AMERICAN EXPRESS	2.5% 12/15/12	14,869	15,023
ARCHER DANIELS	COMMON STOCK	155,080	151,794
AT&T CORP	COMMON STOCK	99,972	114,912
BAC CAPITAL	COMMON STOCK	103,109	91,740
BANK OF AMERICA	5.45% 9/15/16	40,360	38,299
BANK OF MONTREAL	COMMON STOCK	11,975	10,962
BARRICK GOLD CORP	COMMON STOCK	13,318	13,575
BP PRUDHOE BAY	COMMON STOCK	31,968	34,188
CENTRAL FD CDA CL A	COMMON STOCK	12,834	11,766
CHINA MOBILE	COMMON STOCK	13,396	14,547
COCA COLA	COMMON STOCK	6,459	6,997
COMCAST CORP	COMMON STOCK	20,384	20,472
CONSOLIDATED EDISON	COMMON STOCK	69,194	124,060
COOPER INDUSTRIES	COMMON STOCK	45,945	75,810
CURRENCY SHARES	COMMON STOCK	9,298	10,262
DISCOVERY BANK GREENWOOD	2.0% 6/25/12	40,000	40,282
EXXON MOBIL CORP	COMMON STOCK	15,805	16,952
FIDELITY SHORT TERM BOND	MUTUAL FUND	891,274	898,716
FIRST BUSINESS BANK	1.9% 7/2/12	40,000	40,274
GENERAL ELECTRIC	COMMON STOCK	60,331	64,125
GOLDEN PHOENIX MINERALS	COMMON STOCK	1,608	600
HECLA MINING CO	COMMON STOCK	36,865	20,920
HSBC BK USA	3.125% 1/27/20	65,000	67,953
HSBC HOLDINGS	COMMON STOCK	58,090	56,650
HSBC FINANCE	0.86% 7/19/12	58,290	59,101
HUANENG POWER	COMMON STOCK	118,111	105,100
IAMGOLD CORP	COMMON STOCK	13,822	12,680
IMPALA PLATINUM HLDGS	COMMON STOCK	12,406	10,365
ING GROEP	COMMON STOCK	94,423	80,352
IHSARES SILVER TR ISHARES	COMMON STOCK	31,253	21,552
J P MORGAN CHASE & CO	0.35656% 2/22/12	59,978	60,018
KIMBERLY CLARK	COMMON STOCK	6,004	7,356
LJ INTERNATIONAL	COMMON STOCK	221,928	109,440
LUMBER LIQUIDATORS	COMMON STOCK	9,813	8,830
MELON FDG CORP	.4225% 5/15/14	49,608	49,435

See independent auditors' report

B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN SUPPLEMENTARY INFORMATION

DECEMBER 31, 2011

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2011 FORM 5500, SCHEDULE H ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
MERCK ASIAN CURRENCY	MUTUAL FUND	120,000	116,743
MERCK & CO	COMMON STOCK	132,476	143,260
NESTLE SA SPON ADR	COMMON STOCK	11,054	11,550
NEXTERA ENERGY INC	COMMON STOCK	47,776	60,880
NOVAGOLD RESOURCES	COMMON STOCK	28,008	16,960
NOVARTIS	COMMON STOCK	10,086	11,434
PROSHARES ULTRA QQQ	COMMON STOCK	381,505	374,716
PROSHARES TR SHORT 20+	COMMON STOCK	101,622	62,340
SILVER WHEATON	COMMON STOCK	26,038	20,272
STILLWATER MINING CO	COMMON STOCK	10,782	5,230
TOTAL ADR EACH REP	COMMON STOCK	18,050	15,333
TUPPERWARE	COMMON STOCK	10,012	10,924
UNILEVER	COMMON STOCK	11,997	13,408
VIACOME INC	COMMON STOCK	110,724	110,440
WAL MART STORES	3.0% 2/3/14	46,314	47,390
WELLS FARGO & CO NEW	COMMON STOCK	127,038	126,240
WELLS FARGO CAP VII	5.85% 5/1/33	107,703	116,610
WISDOMTREE	COMMON STOCK	10,612	7,788
WM WRIGLEY	4.65% 7/15/15	59,640	62,100
YONGYE INTL INC	COMMON STOCK	112,148	80,960
SUB TOTAL FIDELITY		**4,223,258**	**4,086,924**
GENERAL MONEY MARKET FUND	MUTUAL FUND	1	1
GROWTH FUND OF AMERICA INC CL A	MUTUAL FUND	VARIOUS	333,014
FUNDAMENTAL INVESTORS INC	MUTUAL FUND	390,618	343,350
WASHINGTON MUTL INVS FD INC CL A	MUTUAL FUND	VARIOUS	92,159
CAPITAL WORLD GROWTH & INCOME FN	MUTUAL FUND	VARIOUS	673,486
EURO PACIFIC GROWTH FND CL A	MUTUAL FUND	VARIOUS	302,511
NEW PERSPECTIVE FD INC CL A	MUTUAL FUND	VARIOUS	323,572
NEW WORLD FD INC NEW CL A	MUTUAL FUND	VARIOUS	300,747
SMALL CAP WORLD FD INC CL A	MUTUAL FUND	VARIOUS	300,091
CAPITAL INCOME BUILDER FD CL A	MUTUAL FUND	821,942	749,444
INCOME FUND OF AMERICA INC CL A	MUTUAL FUND	767,247	769,083
SUBTOTAL NORTHWESTERN			**4,187,456**

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B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN SUPPLEMENTARY INFORMATION

DECEMBER 31, 2011

B&B LUMBER COMPANY, INC. PROFIT SHARING PLAN
2011 FORM 5500, SCHEDULE H ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

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CMA & ML INSITIUTIONAL FUND	MONEY MARKET	86,558	86,558
SUBTOTAL MERRILL LYNCH			**86,558**
PARTICIPANT LOANS	4.25% - 9.25%		**763,239**
TOTAL ASSETS			**18,169,274**

See independent auditors' report

B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN SUPPLEMENTARY INFORMATION

DECEMBER 31, 2011

B&B LUMBER COMPANY, INC. PROFIT SHARING PLAN
2011 FORM 5500, SCHEDULE H, LINE 4I ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

SCHEDULE OF ASSETS ACQUIRED AND DISPOSED OF WITHIN YEAR

(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost of Acquisitions	(e) Proceeds of Dispositions
ABBOTT LABORATORIES	COMMON STOCK	9,509	9,596
ALTRIA GROUP INC	COMMON STOCK	9,666	11,192
AMERICAN EXPRESS	COMMON STOCK	8,774	8,815
CONAGARA FOODS INC	COMMON STOCK	9,051	9,041
ELDORADO GOLD CORP	COMMON STOCK	8,806	7,867
INTEL CORP	COMMON STOCK	9,748	11,232
ISHARES TR S&P	COMMON STOCK	8,916	8,992
OCEANEERING INTL INC	COMMON STOCK	14,588	14,992
POWERSHARES EXCHANGE	COMMON STOCK	24,851	30,237
SYSCO CORP	COMMON STOCK	8,765	8,470
TIME WARNER INC	COMMON STOCK	15,600	16,260
ANADARKO PETEROLEUM	COMMON STOCK	18,456	18,700
AVAGO TECHNOLOGIES	COMMON STOCK	10,800	10,888
CTRIP COM INTL	COMMON STOCK	13,837	7,862
FINANCIAL SELECT SECTOR	COMMON STOCK	21,911	21,878
VANGUARD FIXED-SHORT TERM	COMMON STOCK	50,000	50,563
TOTAL ASSETS ACQUIRED AND DISPOSED OF			**246,585**

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Schedule H, line 4i
Schedule of Assets (Acquired and Disposed of Within Year).

For the plan year beginning 01/01/2011 and ending 12/31/2011

Name of plan
B & B Lumber Company, Inc. Profit Sharing Plan

Employer Identification Number
16-1035246

Three-digit plan number ► 001

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Costs of acquisitions	(d) Proceeds of dispositions
ABBOTT LABORATORIES	COMMON STOCK	9,509	9,596
ALTRIA GROUP INC	COMMON STOCK	9,666	11,192
AMERICAN EXPRESS	COMMON STOCK	8,774	8,815
CONAGRA FOODS INC	COMMON STOCK	9,051	9,041
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FINANCIAL SELECT SECTOR	COMMON STOCK	21,911	21,878
VANGUARD FIXED-SHORT TERM	MUTUAL FUND	50,000	50,563

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SSGA LIQUID RESERVES	MONEY MARKET	16,272.85	16,272.85
ABERCROMBIE & FITCH CO-A	COMMON STOCK	984.99	976.80
APPACHE CORP	COMMON STOCK	2,705.92	2,264.50
APPLE INC	COMMON STOCK	3,587.09	4,050.00
BAKER HUGHES INC.	COMMON STOCK	1,840.07	1,459.20
BARRICK GOLD CORP	COMMON STOCK	1,897.69	1,810.00
BECTON DICKINSON & CO	COMMON STOCK	1,407.51	1,494.40
BHP BILLITON	COMMON STOCK	1,106.08	1,059.45
COGNIZAN TECHNOLOGY SOLUTIONS	COMMON STOCK	2,161.02	1,929.30
COLGATE PALMOLIVE CO	COMMON STOCK	2,261.68	2,771.70
CONOCOPHILLIPS	COMMON STOCK	1,108.18	2,186.10
COVIDIEN PLC	COMMON STOCK	2,191.42	1,800.40
CUMMINS INC	COMMON STOCK	2,935.17	2,640.60
DEERE & CO	COMMON STOCK	2,245.99	2,320.50
DU PONT E I	COMMON STOCK	686.62	915.60
DIAGO CAPITAL PLC	5.125% 1/30/12	14,940.75	15,046.95
EMC COR MASS	COMMON STOCK	1,205.64	1,077.00
ITT EXELIS INC	COMMON STOCK	267.75	362.00
EXXON MOBILE CORP	COMMON STOCK	2,112.30	2,966.60
GAP (THE) INC	COMMON STOCK	1,830.46	1,484.00
GLAXOSMITHKLINE	4.85% 5/15/13	10,088.30	10,583.30
HARRIS CORP	COMMON STOCK	1,743.63	1,621.80
HILL-ROM HOLDINGS INC	COMMON STOCK	782.62	842.25
IBM CORP	COMMON STOCK	1,284.04	1,838.80
ISHARES BARCLAYS	COMMON STOCK	5,498.90	6,417.95
ISHARES MSCI EAFE INDEX	COMMON STOCK	22,002.34	19,069.05
ISHARED TRUST-RUSSELL 2000	COMMON STOCK	8,082.85	8,112.50
ITT CORPORATION	COMMON STOCK	206.83	386.60
JOHNSON CONTROLS	COMMON STOCK	1,225.99	1,406.70
LOOMIS SAYLES GLOBAL FUND	MUTUAL FUND	5,750.00	5,893.13
MARATHON OIL CORP	COMMON STOCK	1,140.17	1,902.55
MCCORMICK & CO INC	COMMON STOCK	1,561.55	2,016.80
MEDCO HEALTH SOLUTIONS INC	COMMON STOCK	2,039.87	1,956.50
MICROSOFT CORPORATION	COMMON STOCK	1,049.24	1,298.00
MORGAN STANLEY	4.5% 8/30/15	10,000.00	9,330.60
MOSAIC CO/THE-WI	COMMON STOCK	1,638.53	1,260.75
NIKE	COMMON STOCK	1,476.78	2,409.25
OPPENHEIMER INTERNATIONAL	MUTUAL FUND	3,000.00	2,719.30
ORACLE CORP	COMMON STOCK	1,745.28	1,539.00
POWERSHARES DB COMMODITY	MUTUAL FUND	8,438.40	8,588.80
PROCTOR & GAMBLE CO	COMMON STOCK	3,522.16	3,669.05
QUALCOMM INC	COMMON STOCK	2,356.80	2,461.50
SANOFI	1.2% 9/30/14	9,987.70	10,077.60
SPDR GOLD TRUST	COMMON STOCK	10,791.97	12,159.20
SPDR S&P MIDCAP 400 ETF	COMMON STOCK	19,191.60	19,138.80
SIRONA DENTAL SYSTEMS INC	COMMON STOCK	1,484.56	1,541.40
SKYWORKS SOLUTIONS INC	COMMON STOCK	1,233.11	1,216.50
T ROWE PRICE	COMMON STOCK	1,379.72	2,847.50
TEVAPHARMACEUTICAL	COMMON STOCK	2,276.43	1,816.20
TUPPERWARE BRANDS	COMMON STOCK	1,783.90	2,238.80
UNITED TECHNOLOGIES CORP	COMMON STOCK	1,423.80	1,461.80
US TREASURY	4.375% 8/15/12	14,842.97	15,394.95
VANGUARD DIV APPRECIATION	MUTUAL FUND	77,146.75	79,242.50
VANGUARD EMERGING MARKETS	MUTUAL FUND	21,691.85	17,576.60
VANGUARD REIT ETF	MUTUAL FUND	8,435.10	8,990.00
VANGUARD SHORT TERM FEDERAL	MUTUAL FUND	10,213.46	10,114.18
VANGUARD SHORT TERM INVT GRADE FD	MUTUAL FUND	19,887.54	19,719.50
VISA INC CL A	COMMON STOCK	1,541.23	2,030.60
XYLEM INC	COMMON STOCK	619.77	1,027.60
YUM BRANDS	COMMON STOCK	1,594.55	2,065.35
SUBTOTAL STATE STREET - SPECIAL		**363,909.47**	**368,871.21**
CASH		3,893.69	3,893.69
SSGA INST LIQUID RESERVE	MONEY MARKET	317,818.11	317,818.11
VANGUARD PRIME MONEY MARKET	MONEY MARKET	85,000.00	85,000.00
ABERCROMBIE & FITCH	COMMON STOCK	13,051.12	12,942.60
APACHE CORP	COMMON STOCK	30,464.87	24,909.50
AIR PROD & CHEM	4.15% 2/1/13	24,892.75	25,949.25
APPACHE CORP	5.625% 1/15/17	49,857.00	59,269.50
APPLE INC	COMMON STOCK	37,649.50	42,525.00
BAKER HUGHES	COMMON STOCK	21,245.65	17,510.40

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BARCLAYS	V/R 6/24/18	50,000.00	47,008.00
BARRICK GOLD CORP	COMMON STOCK	22,755.68	21,493.75
BAXTER INTL INC	4.625% 3/15/15	50,432.50	55,292.00
BECTON DICKINSON & CO	COMMON STOCK	18,621.01	19,053.60
BETHLEHEM NY	4.75% 4/1/14	25,310.75	26,793.25
BHP BILLITON LTD	COMMON STOCK	15,402.12	14,126.00
BHP BILLITON FIN	5.25% 12/15/15	25,047.50	28,727.00
BLACKROCK INC	5% 12/10/19	49,960.00	54,565.00
BOEING CO	3.5% 2/15/15	19,999.20	21,472.80
CISCO SYSTEMS	4.45% 1/15/20	49,875.00	56,847.00
CLOROX	5% 1/15/15	47,132.00	54,024.50
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COMMON STOCK	26,497.46	24,759.35
COLGATE-PALMOLIVE	COMMON STOCK	29,820.90	34,646.25
CONOCO PHILLIPS	COMMON STOCK	18,544.69	26,233.20
COOPER INDUSTRIES	5.25% 11/15/12	49,850.00	51,911.00
COVIDIEN PLC	COMMON STOCK	26,402.19	22,054.90
CUMMINS INC	COMMON STOCK	34,857.32	32,127.30
DAVENPORT IA TXBL	3.3% 6/01/15	25,000.00	26,697.25
DEERE & CO	COMMON STOCK	25,006.73	25,912.25
DIAGO CAPITAL PLC	5.125% 1/30/12	49,802.50	50,156.50
DUPONT	COMMON STOCK	9,572.60	11,902.80
EMC CORP MASS	COMMON STOCK	14,283.54	12,816.30
THE WALT DISNEY CO	3.75% 6/01/21	49,966.50	54,977.00
EBAY INC	3.25% 10/15/20	29,780.70	30,283.20
ESTEE LAUDER	5.55% 5/15/17	39,938.00	46,331.20
ITT EXELIS INC	COMMON STOCK	4,909.79	4,208.25
EXXON MOBIL CORP	COMMON STOCK	28,732.70	35,175.40
FFCB	5.6% 11/21/22	76,265.63	77,913.75
FFCB	5.05% 2/1/23	75,000.00	78,130.50
FFCB	2.19% 2/07/18	25,000.00	25,022.25
FHLB	5.25% 9/13/13	50,421.88	54,066.50
FHLB	1.125% 5/18/12	45,000.00	45,169.65
FHLB	3% 12/14/21	35,000.00	35,183.75
FHLMC	3.5% 5/29/13	24,887.00	26,112.00
FHLMC	5% 1/30/14	48,225.00	54,639.50
FNMA	5% 8/2/12	34,781.25	35,959.35
FNMA	V/R 6/10/20	50,000.00	52,400.00
GENERAL ELECTRIC	4% 2/15/12	60,000.00	60,200.40
GENERAL ELECTRIC	2.5% 8/11/15	40,000.00	38,132.40
GENERAL ELECTRIC CAP MTN	3.65% 11/15/20	20,000.00	19,660.60
GLAXOSMITHKLINE	4.85% 5/15/13	35,309.05	37,041.55
GOLDMAN SACHS	4.75% 7/15/13	49,706.50	50,661.50
GAP (THE) INC	COMMON STOCK	19,103.29	16,416.75
HARRIS CORP	COMMON STOCK	19,586.88	19,281.40
HEWLETT PACKARD	3.75% 12/01/20	29,646.00	29,612.10
HILL-ROM HOLDINGS INC	COMMON STOCK	8,856.73	9,601.65
HONEYWELL INTL	5.3% 3/15/17	25,396.25	29,068.50
HSBC FIN CORP	6.1599% 12/10/13	47,387.00	50,863.00
HYDRO-QUEBEC	2% 6/30/16	49,990.50	51,030.00
INTEL CORP	3.3% 10/01/21	24,977.50	26,335.75
ISHARES BARCLAYS TIPS	COMMON STOCK	63,826.00	70,014.00
ISHARES MSCI EAFE UBDEX FYBD	MUTUAL FUND	344,242.76	299,656.50
ISHARES TRUST-RUSSELL 2000 INDEX	MUTUAL FUND	123,611.59	123,531.25
ITT CORP	COMMON STOCK	3,788.61	4,484.56
IBM CORP	COMMON STOCK	16,360.21	21,146.20
JOHNSON CONTROLS	COMMON STOCK	15,939.86	17,661.90
JP MORGAN CHASE & CO	4.25% 10/15/20	49,432.50	50,351.00
KIMBERLY CLARK	6.125% 8/1/77	48,917.50	61,159.50
LOOMIS SAYLES GLOBAL	MUTUAL FUND	200,000.00	201,472.80
MARATHON OIL CORP	COMMON STOCK	15,131.85	22,245.20
MCCORMICK & CO	COMMON STOCK	18,678.48	22,941.10
MEDCO HEALTH SOLUTIONS INC	COMMON STOCK	24,373.51	23,757.50
MICROSOFT CORPORATION	COMMON STOCK	16,282.65	19,470.00
MORGAN STNALEY	5% 9/22/19	25,000.00	24,666.00
MOSAIC CO/THE-WI	COMMON STOCK	19,525.25	15,129.00
NIKE	COMMON STOCK	17,788.10	28,429.15
NOKIA CORP	5.375% 5/15/19	25,239.25	25,260.00
OPPENHEIMER INTERNATIONAL	MUTUAL FUND	105,000.00	94,816.77
ORACLE CORP	COMMON STOCK	22,153.34	19,494.00
PEPSICO INC	5% 6/1/18	49,844.00	58,087.50
PFIZER INC	4.5% 2/15/14	48,888.50	53,906.00
PITNEY BOWES	4.75% 5/15/18	35,587.30	34,859.30
POWERSHARES DB COMMODITY	MUTUAL FUND	130,267.80	132,589.60
T ROWE PRICE GROUP INC	COMMON STOCK	22,553.37	34,739.50
PROCTOR & GAMBLE CO	COMMON STOCK	40,117.61	42,027.30
QUALCOMM INC	COMMON STOCK	26,383.33	27,623.50
QUEBEC PROVINCE	5% 3/1/16	49,631.50	56,891.00
SANOFI	1.2% 9/30/14	29,963.10	30,232.80
SPDR GOLD TRUST	COMMON STOCK	133,558.89	148,190.25
SPDR S&P MIDCAP 400	MUTUAL FUND	310,782.21	310,208.05
SIRONA DENTAL SYSTEMS INC	COMMON STOCK	17,085.39	17,616.00
SKYWORKS SOLUTIONS INC	COMMON STOCK	14,468.43	14,273.60

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SUTHRN IL TXBL	4.8% 4/1/17	25,408.50	26,889.00
SVYSWR	4.48% 1/1/18	35,414.05	39,252.50
TOYOTO	3.2% 6/17/15	24,969.00	26,295.50
TEVA PHARMACEUTICAL	COMMON STOCK	27,462.20	22,198.00
TUPPERWARE BRANDS CORP	COMMON STOCK	23,017.17	27,425.30
UNITED TECHNOLOGIES CORP	COMMON STOCK	15,200.34	15,348.90
USTN	4.75% 5/15/14	50,203.13	55,226.50
USTN	4.875% 2/15/12	24,164.06	25,141.50
US TSY INFL	1.25% 4/15/14	53,564.10	56,059.50
US TSY INFL	2.125% 1/15/19	108,795.12	125,355.83
VANGUARD DIV APPRECIATION	MUTUAL FUND	237,145.60	229,803.25
VANGUARD INFL PROTECTED	MUTUAL FUND	200,000.00	228,065.85
VANGUARD INTM TERM INVT GRADE FD-ADM	MUTUAL FUND	100,000.00	99,726.09
VANGUARD MSCI EMERGING MARKETS ETF	MUTUAL FUND	353,377.40	286,575.00
VANGUARD REIT EFT	MUTUAL FUND	130,878.91	139,200.00
VANGUARD SHORT TERM INVT GRADE-ADM	MUTUAL FUND	220,000.00	198,138.49
VANGUARD SHORT-TERM FEDERAL FUND-ADI	MUTUAL FUND	150,000.00	150,383.66
VANGUARD HSORT TERM TREASURY FUND	MUTUAL FUND	125,000.00	124,793.24
VISA INC	COMMON STOCK	17,366.30	22,336.60
VODAFONE GROUP	5% 9/15/15	47,597.50	55,815.00
WESTPAC BANKING CORP	2.25% 9/15/16	25,000.00	24,668.25
WYETH	5.5% 2/1/14	49,167.00	54,813.00
XYLEM INC	COMMON STOCK	11,365.10	11,945.85
YUM BRANDS	COMMON STOCK	16,812.97	25,964.40
SUB TOTAL STATE STREET -STRATEGIC		**6,452,245.87**	**6,580,267.99**
SSGA INST LIQUID RESERVES	MONEY MARKET	145,783.45	145,783.45
ABBOTT LABORATORIES	COMMON STOCK	38,797.67	45,546.30
ACCENTURE PLC IRELAND	COMMON STOCK	36,198.99	38,591.75
AIR PRODUCTS	COMMON STOCK	39,429.86	42,595.00
AT & T	COMMON STOCK	44,755.62	44,906.40
AUTOMATIC DATA PROCESSING	COMMON STOCK	42,969.50	56,440.45
BANK OF NEW YORK	COMMON STOCK	59,340.33	46,788.50
BAXTER INTERNATIONAL	COMMON STOCK	27,901.73	30,430.20
BECTON DICKINSON & CO	COMMON STOCK	46,205.37	45,205.60
BOEING	COMMON STOCK	46,022.59	50,611.50
CHEVRON CORP	COMMON STOCK	56,095.69	80,864.00
COCA COLA	COMMON STOCK	34,725.87	47,229.75
COLGATE PALMOLIVE	COMMON STOCK	31,520.19	53,586.20
CONOCOPHILLIPS	COMMON STOCK	35,427.68	55,745.55
DIGITAL REALTY TRUST	COMMON STOCK	31,866.64	40,668.70
EATON	COMMON STOCK	43,112.15	43,965.30
FAMILY DOLLAR	COMMON STOCK	29,008.59	44,109.90
HONEYWELL INTERNATIONAL	COMMON STOCK	38,534.63	45,925.75
HSBC HOLDINGS	COMMON STOCK	38,224.23	27,051.00
INTEL CORP	COMMON STOCK	59,053.54	69,840.00
JP MORGAN CHASE & CO	COMMON STOCK	36,589.40	37,572.50
LOCKHEED MARTIN	COMMON STOCK	36,718.67	41,663.50
M&T BANK CORPORATION	COMMON STOCK	36,097.53	37,788.30
MATTEL INC	COMMON STOCK	42,259.65	49,551.60
MCDONALDS CORP	COMMON STOCK	39,782.51	59,696.35
MEDTRONIC INC	COMMON STOCK	31,235.00	35,572.50
MICROSOFT CORPORATION	COMMON STOCK	55,227.26	50,128.76
NEXTERA ENERGY	COMMON STOCK	27,132.30	32,875.20
NORFOLK SOUTHERN CORP	COMMON STOCK	39,756.42	45,901.80
OCCIDENTAL PETROLEUM CORP	COMMON STOCK	22,317.97	24,830.50
PEPSICO INC.	COMMON STOCK	36,338.45	37,487.75
PPG INDUSTRIES	COMMON STOCK	38,173.43	46,336.95
PPL CORP	COMMON STOCK	45,572.00	50,455.30
RAYONIER INC	COMMON STOCK	26,621.00	41,818.31
RAYTHEON	COMMON STOCK	45,970.34	44,993.40
SANOFI-AVENTIS	COMMON STOCK	25,830.64	27,770.40
SMUCKER, JM CO	COMMON STOCK	37,701.25	43,384.35
SPECTRA ENERGY	COMMON STOCK	32,787.95	44,587.50
SYSCO CORP	COMMON STOCK	37,248.79	37,102.45
TOTAL FINA ELF SA-SPONS ADR	COMMON STOCK	71,290.48	57,243.20
UNILEVER PLC	COMMON STOCK	32,582.34	41,900.00
VENTAS INCORPORATED	COMMON STOCK	29,589.27	31,424.10
VERIZON COMMUNICATIONS	COMMON STOCK	31,881.86	40,521.20
VF CORP	COMMON STOCK	21,009.21	33,017.40
WASTE MANAGEMENT	COMMON STOCK	46,974.72	46,448.20
TOTAL STATE STREET - EQUITY		**1,851,662.76**	**2,095,956.82**
FIDELITY CASH RESERVE MONEY MARKET	MONEY MARKET	196,229.99	196,229.99
ABB LTD ADR	COMMON STOCK	10,675.36	11,010.00
AMERICAN EXPRESS	2.5% 12/15/12	14,869.20	15,022.65
ARCHER DANIELS	COMMON STOCK	155,080.02	151,794.00
AT&T CORP	COMMON STOCK	99,972.01	114,912.00

(a) Identity of issue, borrower, lessor, or similar pa	(c) Description of investment including maturity date,rate of	(d) Cost	(e) Current Value
BAC CAPITAL	COMMON STOCK	103,108.95	91,740.00
BANK OF AMERICA	5.45% 9/15/16	40,360.00	38,298.80
BANK OF MONTREAL	COMMON STOCK	11,974.93	10,962.00
BARRICK GOLD CORP	COMMON STOCK	13,317.87	13,575.00
BP PRUDHOE BAY	COMMON STOCK	31,967.85	34,188.00
CENTRAL FD CDA CL A	COMMON STOCK	12,833.85	11,766.00
CHINA MOBILE	COMMON STOCK	13,396.35	14,547.00
COCA COLA	COMMON STOCK	6,459.44	6,997.00
COMCAST CORP	COMMON STOCK	20,384.18	20,472.00
CONSOLIDATED EDISON	COMMON STOCK	69,193.60	124,060.00
COOPER INDUSTRIES	COMMON STOCK	45,945.00	75,810.00
CURRENCY SHARES	COMMON STOCK	9,297.58	10,262.00
DISCOVERY BANK GREENWOOD	2.0% 6/25/12	40,000.00	40,282.00
EXXON MOBIL CORP	COMMON STOCK	15,805.45	16,952.00
FIDELITY SHORT TERM BOND	MUTUAL FUND	891,274.11	898,715.56
FIRST BUSINESS BANK	1.9% 7/2/12	40,000.00	40,274.00
GENERAL ELECTRIC	COMMON STOCK	60,331.43	64,125.00
GOLDEN PHOENIX MINERALS	COMMON STOCK	1,607.95	600.00
HECLA MINING CO	COMMON STOCK	36,864.99	20,920.00
HSBC BK USA	3.125% 1/27/20	65,000.00	67,952.95
HSBC HOLDINGS	COMMON STOCK	58,090.00	56,650.00
HSBC FINANCE	0.86% 7/19/12	58,290.00	59,101.20
HUANENG POWER	COMMON STOCK	118,111.12	105,100.00
IAMGOLD CORP	COMMON STOCK	13,821.70	12,680.00
IMPALA PLATINUM HLDGS	COMMON STOCK	12,405.90	10,364.50
ING GROEP	COMMON STOCK	94,422.55	80,352.00
IHSARES SILVER TR ISHARES	COMMON STOCK	31,253.25	21,552.00
J P MORGAN CHASE & CO	0.35656% 2/22/12	59,977.80	60,018.00
KIMBERLY CLARK	COMMON STOCK	6,003.95	7,356.00
LJ INTERNATIONAL	COMMON STOCK	221,928.19	109,440.00
LUMBER LIQUIDATORS	COMMON STOCK	9,812.95	8,830.00
MELON FDG CORP	.4225% 5/15/14	49,607.50	49,434.50
MERCK ASIAN CURRENCY	MUTUAL FUND	120,000.00	116,743.48
MERCK & CO	COMMON STOCK	132,475.95	143,260.00
NESTLE SA SPON ADR	COMMON STOCK	11,053.95	11,549.60
NEXTERA ENERGY INC	COMMON STOCK	47,776.00	60,880.00
NOVAGOLD RESOURCES	COMMON STOCK	28,007.95	16,960.00
NOVARTIS	COMMON STOCK	10,085.89	11,434.00
PROSHARES ULTRA QQQ	COMMON STOCK	381,504.70	374,716.00
PROSHARES TR SHORT 20+	COMMON STOCK	101,621.55	62,340.00
SILVER WHEATON	COMMON STOCK	26,038.36	20,272.00
STILLWATER MINING CO	COMMON STOCK	10,782.02	5,230.00
TOTAL ADR EACH REP	COMMON STOCK	18,049.96	15,333.00
TUPPERWARE	COMMON STOCK	10,011.86	10,924.00
UNILEVER	COMMON STOCK	11,997.01	13,408.00
VIACOME INC	COMMON STOCK	110,723.95	110,440.00
WAL MART STORES	3.0% 2/3/14	46,313.55	47,389.95
WELLS FARGO & CO NEW	COMMON STOCK	127,037.84	126,240.00
WELLS FARGO CAP VII	5.85% 5/1/33	107,703.07	116,610.00
WISDOMTREE	COMMON STOCK	10,611.58	7,788.00
WM WRIGLEY	4.65% 7/15/15	59,640.00	62,100.00
YONGYE INTL INC	COMMON STOCK	112,147.95	80,960.00
SUB TOTAL FIDELITY		4,223,258.16	**4,086,924.18**
GENERAL MONEY MARKET FUND	MUTUAL FUND	0.74	0.74
GROWTH FUND OF AMERICA INC CL A	MUTUAL FUND	VARIOUS	333,014.34
FUNDAMENTAL INVESTORS INC	MUTUAL FUND	390,617.98	343,349.75
WASHINGTON MUTL INVS FD INC CL A	MUTUAL FUND	VARIOUS	92,158.63
CAPITAL WORLD GROWTH & INCOME FND CL	MUTUAL FUND	VARIOUS	673,485.77
EURO PACIFIC GROWTH FND CL A	MUTUAL FUND	VARIOUS	302,511.09
NEW PERSPECTIVE FD INC CL A	MUTUAL FUND	VARIOUS	323,571.99
NEW WORLD FD INC NEW CL A	MUTUAL FUND	VARIOUS	300,746.68
SMALL CAP WORLD FD INC CL A	MUTUAL FUND	VARIOUS	300,090.84
CAPITAL INCOME BUILDER FD CL A	MUTUAL FUND	821,941.55	749,443.70
INCOME FUND OF AMERICA INC CL A	MUTUAL FUND	767,247.37	769,082.95
SUBTOTAL NORTHWESTERN			**4,187,456.48**
CMA & ML INSITIUTIONAL FUND	MONEY MARKET	86,558.44	86,558.44
SUBTOTAL MERRILL LYNCH			**86,558.44**
PARTICIPANT LOANS	4.25% - 9.25%		**763,239.05**
TOTAL ASSETS			**18,169,274.17**