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 05/01/2011 and ending 04/28/2012

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;
- [X] an amended return/report;
- [X] a short plan year return/report (less than 12 months).

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
BROOKSHIRE BROTHERS KSOP

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 04/25/1998

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

BROOKSHIRE BROTHERS, INC.

1201 ELLEN TROUT DRIVE
LUFKIN, TX 75902-1233

2b Employer Identification Number (EIN) 75-2692839

2c Sponsor's telephone number 936-634-8155

2d Business code (see instructions) 445110

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.	02/18/2013	JESSICA BROWN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	02/18/2013	JESSICA BROWN
	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")
BROOKSHIRE BROTHERS, INC.

1201 ELLEN TROUT DRIVE
LUFKIN, TX 75902-1233

3b Administrator's EIN
75-2692839

3c Administrator's telephone number
936-634-8155

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
BROOKSHIRE BROTHERS, LTD

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	5795
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**	3720
b	Retired or separated participants receiving benefits	**6b**	285
c	Other retired or separated participants entitled to future benefits	**6c**	1974
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	5979
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	42
f	Total. Add lines **6d** and **6e**	**6f**	6021
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	5334
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	389
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 2F 2G 2J 2K 2P 2R 2T 3H

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

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)	X		**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 05/01/2011 and ending 04/28/2012

A Name of plan
BROOKSHIRE BROTHERS KSOP

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BROOKSHIRE BROTHERS, INC.

D Employer Identification Number (EIN)
75-2692839

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
PRINCIPAL 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
42-0127290	61271	521021	6021	05/01/2011	04/28/2012

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
90146	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

BUSINESS BENEFITS CORP OF EAST TEXA
212 WESTCHESTER
LUFKIN, TX 75901

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
90146	0		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	

(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	

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**	0
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	16762190

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**	0

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**	
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 05/01/2011 and ending 04/28/2012

A Name of plan
BROOKSHIRE BROTHERS KSOP

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BROOKSHIRE BROTHERS, INC.

D Employer Identification Number (EIN)
75-2692839

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).. . . . . ☐ 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

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

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)

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(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?
13 50 64	CONTRACT ADMINISTRATOR	141614	Yes [X] No [ ]	Yes [X] No [ ]	914	Yes [ ] No [X]

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

AXLEY & RODE LLP

75-0767305

(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?
10	ACCOUNTANT	11205	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

IBBOTSON ASSOCIATES INC.

36-2923857

(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?
13 26	CONTRACT ADMINISTRATOR	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
IBBOTSON ASSOCIATES INC.	13 26	0
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRINCIPAL LIFE INSURANCE COMPANY 42-0127290	8 BASIS POINTS ON ASSETS MANAGED BY IBBOTSON	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

(complete as many entries as needed)

a	Name: AXLEY & RODE LLP	**b** EIN:	75-0767305
c	Position: ACCOUNTANT		
d	Address: 1307 SOUTH 1ST ST LUFKIN, TX 75901	**e** Telephone:	936-634-6621

Explanation: NO MATERIAL DISPUTES

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 05/01/2011 and ending 04/28/2012

A Name of plan
BROOKSHIRE BROTHERS KSOP

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BROOKSHIRE BROTHERS, INC.

D Employer Identification Number (EIN)
75-2692839

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP VALUE III SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-022	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions) 10328

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP BLEND SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-029	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions) 170184

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP BLEND SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-020	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) 184042

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN GOVT & HQ BOND SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-007	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) 253762

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INTL EMERG MARKETS SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-013	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) 194420

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INTL SMALLCAP SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-014	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) 86649

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP VALUE SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-019	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) 48736

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP VALUE SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-031	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP GROWTH SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-018	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27216

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP GROWTH SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-030	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP GROWTH SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-021	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3783

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN U.S. PROPERTY SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-027	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 46674

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN BOND AND MORTGAGE SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-005	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 220810

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN DIVERSIFIED INTL SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-015	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 134438

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP S&P 500 INDEX SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-016	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 295798

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP VALUE I SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-043	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 107500

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INTL I SEPARATE ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-048	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29518

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP S&P 600 INDEX SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-028	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 108190

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP S&P 400 IDX SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-023	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 55848

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP GROWTH III SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-026	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14918

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INTL GROWTH SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-064	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMALLCAP GROWTH I SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-070	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35864

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP BLEND II SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-065	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 171961

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP GROWTH I SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-066	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 164087

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP GROWTH II SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-067	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5998

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP VALUE III SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-068	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9019

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMALLCAP GROWTH II SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-071	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42685

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2010 SEP ACCT-R1		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-075	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 966992
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2020 SEP ACCT-R1		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-076	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2248153
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2030 SEP ACCT-R1		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-077	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1989574
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2040 SEP ACCT-R1		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-078	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 900698
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2050 SEP ACCT-R1		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-079	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 311112
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME STRAT INC SA-R1		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-080	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 160703
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN PREF SECS SEP ACCT-R1		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-087	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 59630
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN DISC LARGECAP BLEND SA-R1		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-092	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN REAL ESTATE SECS SA-R1		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-095	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 230345
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL STABLE VALUE SGNTURE		
b Name of sponsor of entity listed in (a): UNION BOND & TRUST COMPANY		
c EIN-PN 93-6274328-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2221622

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMALLCAP VALUE II SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-096	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 55252

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP VALUE I SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-098	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 48001

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INFLATION PROTECT SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-099	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 306504

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SAM BALANCED SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-105	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 59266

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SAM CONS BALANCED SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-106	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13395

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SAM CONS GROWTH SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-107	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22295

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SAM FLEXIBLE INCOME SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-108	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 133010

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SAM STRAT GROWTH SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-109	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32175

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2015 SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-110	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2221706

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2025 SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-111	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2299212

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2035 SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-112	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1232930

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2045 SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-113	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 635983

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2055 SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-114	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52091

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN CORE PLUS BOND I SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-115	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 58047

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN CAPITAL APPR SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-119	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 111243

a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL BOND MKT INDEX SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-122	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 191447

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
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b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 05/01/2011 and ending 04/28/2012

A Name of plan
BROOKSHIRE BROTHERS KSOP

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BROOKSHIRE BROTHERS, INC.

D Employer Identification Number (EIN)
75-2692839

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)	0	0
(2) Participant contributions	1b(2)	0	79251
(3) Other	1b(3)	7086	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1658	1659
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	113631	113497
(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)		
(9) Value of interest in common/collective trusts	1c(9)	1836232	2221622
(10) Value of interest in pooled separate accounts	1c(10)	16366684	16762190
(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)	18457	16306
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	106588615	86318462
(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	124932363	105512987
Liabilities			
g Benefit claims payable	1g	0	47756
h Operating payables	1h	148978	124188
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	29828769	26350341
k Total liabilities (add all amounts in lines 1g through1j)	1k	29977747	26522285
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	94954616	78990702

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)	5327812	
(B) Participants	2a(1)(B)	2397085	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		7724897
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	741	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		744
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

			(a) Amount	(b) Total
2b	**(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	**2b(5)(A)**	0	
	(B) Other	**2b(5)(B)**	-16107180	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	**2b(5)(C)**		-16107180
	(6) Net investment gain (loss) from common/collective trusts	**2b(6)**		46338
	(7) Net investment gain (loss) from pooled separate accounts	**2b(7)**		59957
	(8) Net investment gain (loss) from master trust investment accounts	**2b(8)**		0
	(9) Net investment gain (loss) from 103-12 investment entities	**2b(9)**		0
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	**2b(10)**		-941
c	Other income	**2c**		0
d	Total income. Add all **income** amounts in column (b) and enter total	**2d**		-8276184
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	**2e(1)**	5627265	
	(2) To insurance carriers for the provision of benefits	**2e(2)**	0	
	(3) Other	**2e(3)**	109	
	(4) Total benefit payments. Add lines **2e(1)** through **(3)**	**2e(4)**		5627374
f	Corrective distributions (see instructions)	**2f**		81733
g	Certain deemed distributions of participant loans (see instructions)	**2g**		
h	Interest expense	**2h**		1849384
i	Administrative expenses: **(1)** Professional fees	**2i(1)**	11205	
	(2) Contract administrator fees	**2i(2)**	118034	
	(3) Investment advisory and management fees	**2i(3)**	0	
	(4) Other	**2i(4)**	0	
	(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	**2i(5)**		129239
j	Total expenses. Add all **expense** amounts in column (b) and enter total	**2j**		7687730
	Net Income and Reconciliation			
k	Net income (loss). Subtract line **2j** from line **2d**	**2k**		-15963914
l	Transfers of assets:			
	(1) To this plan	**2l(1)**		0
	(2) From this plan	**2l(2)**		0

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MCGLADREY, LLP **(2)** EIN: 42-0714325

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	0
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	0
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	0
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	0
e	Was this plan covered by a fidelity bond?	**4e**	X		3000000
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 05/01/2011 and ending 04/28/2012

A Name of plan
BROOKSHIRE BROTHERS KSOP

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BROOKSHIRE BROTHERS, INC.

D Employer Identification Number (EIN)
75-2692839

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** 4235265

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

EIN(s): 42-0127290 75-2815324

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):

Brookshire Brothers KSOP

Financial Report
April 28, 2012

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McGladrey

Independent Auditor's Report

To the Administrative Committee
Brookshire Brothers KSOP
Lufkin, Texas

We were engaged to audit the accompanying statement of net assets available for benefits of Brookshire Brothers KSOP (the Plan) as of April 28, 2012, the related statement of changes in net assets available for benefits for the year ended April 28, 2012, and the supplemental schedule, Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) as of April 28, 2012. These financial statements and supplemental schedule are the responsibility of the Plan's management. The financial statements of the Plan as of April 30, 2011 were audited by other auditors whose report, dated January 31, 2012, did not express an opinion on those financial statements for the same reasons described in the following paragraph.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by GreatBanc Trust Company (GreatBanc) and Delaware Charter Guaranty and Trust dba Principal Trust Company (Principal), the custodians and trustees of the Plan during the period presented, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the custodians and trustees hold the Plan's assets and execute transactions. The Plan Administrator has obtained certifications from GreatBanc and Principal regarding the completeness and accuracy of the information summarized in Note 6 that was provided to the Plan Administrator by GreatBanc and Principal as of and for the year ended April 28, 2012, and as of April 28, 2011.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by GreatBanc and Principal, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey LLP

Dallas, Texas
February 15, 2013

Member of the RSM International network of independent accounting, tax and consulting firms.

Brookshire Brothers KSOP

Statements of Net Assets Available for Benefits
April 28, 2012 and April 30, 2011

	2012				2011			
	401k	**Allocated**	**Unallocated**	**Total**	401k	Allocated	Unallocated	Total
Assets								
Investments at fair value:								
Employer common stock	**$ -**	**$ 61,636,077**	**$ 24,634,637**	**$ 86,270,714**	$ -	$ 72,563,430	$ 34,025,427	$ 106,588,857
Pooled accounts and common stocks	**16,891,995**	**-**	**-**	**16,891,995**	16,498,567	-	-	16,498,567
Guaranteed accounts	**2,221,622**	**-**	**-**	**2,221,622**	1,836,232	-	-	1,836,232
Receivables:								
Participants	**111,197**	**-**	**-**	**111,197**	23,289	-	-	23,289
Employer	**-**	**-**	**-**	**-**	-	6,835	-	6,835
Other	**-**	**30,153**	**-**	**30,153**	-	-	-	-
Cash and cash equivalents	**-**	**1,659**	**-**	**1,659**	-	1,658	-	1,658
Total assets	**19,224,814**	**61,667,889**	**24,634,637**	**105,527,340**	18,358,088	72,571,923	34,025,427	124,955,438
Liabilities								
Excess contributions refundable	**136,520**	**-**	**-**	**136,520**	-	-	-	-
Interest payable	**-**	**-**	**122,529**	**122,529**	-	-	148,978	148,978
Loan payable	**-**	**-**	**26,350,341**	**26,350,341**	-	-	29,828,769	29,828,769
Other	**-**	**30,153**	**-**	**30,153**	-	-	-	-
Total liabilities	**136,520**	**30,153**	**26,472,870**	**26,639,543**	-	-	29,977,747	29,977,747
Net assets at fair value	**19,088,294**	**61,637,736**	**(1,838,233)**	**78,887,797**	18,358,088	72,571,923	4,047,680	94,977,691
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(51,273)**	**-**	**-**	**(51,273)**	(30,119)	-	-	(30,119)
Net assets available for benefits	**$ 19,037,021**	**$ 61,637,736**	**$ (1,838,233)**	**$ 78,836,524**	$ 18,327,969	$ 72,571,923	$ 4,047,680	$ 94,947,572

See Notes to Financial Statements.

Brookshire Brothers KSOP

Statement of Changes in Net Assets Available for Benefits
Year Ended April 28, 2012

	401k	Allocated	Unallocated	Total
Additions:				
Investment income:				
Net appreciation (depreciation) in market value of investments	$ 85,348	$ (10,734,961)	$ (5,345,859)	$ (15,995,472)
Contributions:				
Participant	2,258,017	-	-	2,258,017
Employer	-	-	5,327,812	5,327,812
Allocation of 122,796.9561 shares of employer common stock, at market	-	4,044,932	-	4,044,932
Total additions	2,343,365	(6,690,029)	(18,047)	(4,364,711)
Deductions:				
Investment expenses	142,813	-	-	142,813
Interest expense	-	-	1,840,593	1,840,593
Distributions to participants	1,473,842	4,244,157	-	5,717,999
Allocation of 122,796.9561 shares of employer common stock, at market	-	-	4,044,932	4,044,932
Total deductions	1,616,655	4,244,157	5,885,525	11,746,337
Net increase (decrease)	726,710	(10,934,186)	(5,903,572)	(16,111,048)
Net assets available for benefits:				
Beginning of year	18,327,969	72,571,923	4,047,680	94,947,572
End of year	$ 19,054,679	$ 61,637,737	$ (1,855,892)	$ 78,836,524

See Notes to Financial Statements.

Note 1. Description of Plan

The following description of the Brookshire Brothers KSOP (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: Brookshire Brothers, Inc., formerly Brookshire Brothers Ltd, (Company) established the Brookshire Brothers KSOP (KSOP) defined contribution Plan effective as of April 26, 1998 (as amended and restated April 26, 2009). The Plan operates as a leveraged ESOP and is designed to comply with the Internal Revenue Code (Code). It is also subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. Effective April 26, 2009, the salary deferral accounts of the Brookshire Brothers 401(k) Plan were merged into the ESOP. Following the merger, the ESOP was amended and restated, effective April 26, 2009, to be known as the Brookshire Brothers KSOP. The KSOP was formed to administer the employer issued stock held by the ESOP and the participant directed investments previously administered through the Brookshire Brothers 401(k) Plan.

Plan assets consist of common stock of Holding (Employer Stock), and participant-directed 401(k) investment accounts. Plan accounts for participants with Employer Stock are called ESOP Accounts. During the year ended April 28, 2012, 15,595 shares of Employer Stock were distributed from the Plan to participants. During the period ending April 29, 2000, there were 600,182 shares transferred to the Plan from the Company's profit sharing plan (Profit Sharing Stock). Plan accounts for participants with Profit Sharing Stock are called Profit Sharing Accounts. During the years ended April 28, 2012, 91,376 shares of Profit Sharing Stock were distributed from the Plan to participants.

The Plan includes a participant directed 401(k) investment provision to allow employee contributions to participant directed accounts within the Plan. Each Plan year, the Company may make Matching Contributions (401(k) Match Accounts) in the form of Employer Stock or cash to match all or part of the elective contributions made of $.50 on the $1.00 up to a maximum of 6% of compensation. The match contribution is converted to Employer Stock based on prior year's Employer Stock value.

Qualifying participants receive allocations of matching contributions to their 401(k) Match Accounts in the form of Employer stock. During the year ended April 28, 2012, approximately 24,863 shares of Employer Stock were allocated to the 401(k) Match Accounts. The KSOP contribution is allocated to the eligible participants based on their eligible compensation. An employee qualifies to receive an allocation of the Company's matching contribution by making elective contributions during the Plan year and meeting the eligibility requirements for participation in the KSOP.

The borrowings by the Plan are scheduled to be repaid over a period of 20 years. As the Plan makes each payment, an appropriate percentage of stock will be released for allocation to eligible employees' accounts. The borrowing is collateralized by the unallocated shares of Employer Stock and is guaranteed by the Company. The lender has no rights against shares once they are allocated under the KSOP.

The financial statements of the Plan for the years presented reflect separately the assets and liabilities and changes therein pertaining to:

(a) the accounts of employees with vested rights in allocated Employer Stock and Profit Sharing Stock (Allocated);
(b) Employer Stock not yet allocated to employees (Unallocated); and
(c) participant 401(k) accounts

The Plan is dependent on the Company's ability to provide contributions to the plan sufficient to service the debt of the plan (Note 9). The Company is primarily a retail grocery and petroleum chain with locations in East Texas and Western Louisiana. A significant downturn in those regions could have a material adverse affect on the Company, its stock value and its ability to repay the related debt.

In May 2011, the FASB issued ASU 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs. ASU 2011-04 amended ASC 820, Fair Value Measurements and Disclosures, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

Eligibility: Employees of the Company are eligible for participation for both 401(k) deferrals and for the employer contributions after completing 1,000 hours of service within twelve months of employment and attaining the age of 18 years. If not credited with 1,000 hours of service during this 12-month period, a year of eligibility service will be completed at the end of any Plan year (beginning after date of hire during which the employee is credited with at least 1,000 hours of service.

Only eligible participants who have completed a year of service during the Plan year and are actively employed on the last day of the Plan year shall be eligible to share in the discretionary contribution for the Plan year.

Notwithstanding the foregoing, eligible participants who completed a year of service during the Plan year but are not actively employed on the last day of the Plan year due to retirement (normal or late), total and permanent disability or death in the current Plan year and complete 1,000 hours during the Plan year shall share in the allocation of contributions for that Plan year.

Trust fund management: GreatBanc Trust Company (GreatBanc) is the Custodian and Trustee of the stock accounts and the KSOP Administrative Committee is the Administrator of the Plan. Delaware Charter Guaranty and Trust dba Principal Trust Company (Principal) is the Custodian and Trustee of the 401(k) participant-directed accounts. The Trustees maintain custody of the Plan's assets and the Administrator maintains trust fund records on a Plan year basis.

Contributions: The Employer stock accounts are nonparticipant-directed and cover eligible employees of the Company. There are certain limitations on annual additions to a participant's account.

Dividend income received, if any, on Allocated and Unallocated Employer Stock may be used to repay the principal and interest on the borrowings. Shares released as a result of principal payments made with dividends earned on financed shares are allocated to participants' accounts in accordance with the Plan.

Dividends on Profit Sharing Stock, if any, will be allocated to participants with a profit sharing account and shall not be used to reduce the KSOP debt.

The Plan participants of the 401(k) directed accounts are allowed to voluntarily contribute from one to fifteen percent (1% to 15%) of their salaries to the participant-directed provision of the Plan. Participants may also contribute rollover amounts representing distributions from other qualified plans.

Participant investment options: Participants may direct their participant-directed salary deferral contributions to selected investments as made available and determined by the Plan Administrator. Participants may change their investment options any time throughout the year via direct phone or internet access to Principal. Participant-directed accounts may be invested in a variety of pooled investments offered by Principal. Some of these pooled investments may be in stocks. Others may be in bonds or other types of investments.

Participants may also invest in Principal Guaranteed Investment accounts (Guaranteed Accounts). These contrasts of various terms are not segregated and are invested in the Union Bond & Trust Company Stable Value Fund.

Voting rights: Shares of Employer Stock Allocated to individual participants are to be voted by the participants on corporate matters involving approval or disapproval of any corporate merger or consolidation, recapitalization, liquidation, dissolution sale of substantially all assets of a trade or business or similar transaction as the Department of Treasury may prescribe in regulations. The Trustee shall vote on other corporate matters for Allocated Employer Stock and all matters for Unallocated Employer Stock.

Vesting: Participants become 100% vested upon attainment of normal retirement age, if five years of service has been achieved, or upon death or permanent disability. Plan accounts for participants with Employer Stock vest in accordance with the following schedule.

Years of Vesting	Vesting Service Percentage
0-4 years	0%
5 years	100%

Participants with Profit Sharing Accounts are 100% vested.

401(k) Match Accounts are 100% vested upon attainment of normal retirement age, if three years of service has been achieved, or upon death or permanent disability. Plan accounts for participants with 401(k) Match Accounts vest in accordance with the following schedule.

Years of Vesting	Vesting Service Percentage
Less than 3 years	0%
3 years	100%

Participants are immediately vested in their participant-directed 401(k) contributions plus actual earnings/losses thereon. A year of vesting service is a year in which the participant works at least 1,000 hours.

Distributions: The plan includes an automatic “Put Option” for KSOP Shares. This requires that Holding purchase the stock immediately upon distribution to beneficiaries at an independently determined fair market value. The plan can make discretionary cash-outs and lump sum payments of up to $50,000, amounts exceeding will be paid over an installment period; however the Company issues notes for balances exceeding $20,000. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash for KSOP Shares.

The Plan provides for payments of benefits to participants or their beneficiaries (i) upon participant's attainment of Normal Retirement Age per the Plan, (ii) in the event of total disability (as defined in the Plan), (iii) in the event of the participant's death, or (iv) in the event of termination of employment because of other reasons. The payment(s) can be in one lump sum, subject to Plan limitations, or over a period not longer than five years, with certain exceptions. Participants with balances that exceed $1,000 have the option of leaving funds invested in the Plan after termination of employment until April 1 following age 70½. Terminated employees that elect to leave funds invested in the Plan continue to share in the allocation of income earned on trust assets; however, none of the annual contributions made to the Plan are allocated to such employees. Participants with balances that do not exceed $1,000 must take lump sum distributions.

Distributions from the participants' Profit Sharing Accounts will be made in the form of one lump sum payment upon putting the stock to Holding. For distributions of Profit Sharing Stock, fair value is guaranteed by the Plan at $22.00 per share (value at April 24, 1999), plus a 4% increase each year until the fair value of Employer stock equals or exceeds the fair value of Employer Stock. From that point forward, all fair values are determined by independent appraisal.

Distributions from a participant's elective account may be made in one lump sum or request an annuity be purchased the term of which shall not exceed the participants life expectancy.

Retired participants generally must receive a distribution of their entire vested balance not later than the calendar year in which the participant attains age 70½.

Forfeitures: If a participant resigns or is dismissed from employment before completing the vesting period as described above, the nonvested Portion of the participant's account is forfeited at the date of termination. If the participant returns to employment after the one-year break in service but prior to five consecutive one-year breaks in service, then the amount initially forfeited will be restored to the participant's account through forfeitures and then contributions as necessary. Forfeited shares are re-allocated to each participant. During 2012, 10,815 shares were forfeited, 9,969 of these shares were re-allocated, and 846 of these shares were reinstated. There were no unallocated forfeitures at April 28, 2012 or April 30, 2011.

Administrative expenses: Expenses incurred in the administration of the Plan may be paid from employee plan assets or directly by the Plan or Company. Administrative expenses paid by employee plan assets amounted to approximately $285,146. These were mainly attributable to mutual fund fees. Other administrative expenses for the 2012 plan year were paid by the Company.

Plan amendment: Effective April 26, 2009, the Company spun off the salary deferral accounts of the Brookshire Brothers 401(k) Plan and merged such assets into the Brookshire Brothers Employee Stock Ownership Plan (ESOP). Following the spin-off and merger, the ESOP was amended and restated, effective April 26, 2009, to be known as the Brookshire Brothers KSOP.

Effective May 1, 2011, compensation shall exclude fringe benefits, welfare benefits, and amounts paid as bonuses pursuant to Code Section 414(s) and the Regulations, there under. Compensation shall not include prizes or awards regardless of whether such prizes or awards are includible in the gross income of the Participant.

Diversification: Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Participants who elect to diversify may have the value (up to 50%) of the accounts transferred to another qualified plan of the Company that permits employee directed investments, excluding investment in company stock, or have the option to rollover the account to an outside qualified plan such as an Individual Retirement Account.

Basis of accounting: The financial statements of the Plan are prepared under the accrual method of accounting in all material respects.

Estimates: The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates. The Plan relies significantly on the use of estimates in determining the valuation of Holding's common stock.

The Employer common stock is valued at fair value. Fair value is determined by the Trustee based on an annual independent appraisal for the Employer stock, which was $32.94 at April 28, 2012 and $39.08 at April 30, 2011.

Investment valuation and income recognition: The Plan's investments are measured at fair value (see Notes 6 and 7). Dividends on stock are recorded on the ex-dividend date, and purchases and sales are recorded on a trade date basis.

The change in market value from year to year is reported as net appreciation/depreciation in fair value of investments, net of realized gains and losses. Realized gains and losses from security transactions are accounted for on the specific identification basis.

Note 2. Summary of Accounting Policies

Fully benefit-responsive investment contracts: As described in FASB Accounting Standards Codification 962, *Plan Accounting – Defined Contribution Pension Plans*, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by generally accepted accounting principles, the statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Payment of benefits: Benefits are recorded when paid.

Fiscal year-end: The Plan's fiscal year ends on the last Saturday in April, resulting in years of either 52 or 53 weeks.

Subsequent events: The Plan management has evaluated subsequent events through February 15, 2013, the date the financial statements were available to be issued.

Note 3. Plan Termination

Subject to the repayment of the secured loan, the Company shall have the right at any time to terminate the Plan subject to the provisions of ERISA. Upon any full or partial termination, all amounts credited to the affected participants' accounts shall become 100% vested and shall not thereafter be subject to forfeiture, and all unallocated amounts shall be allocated to the accounts of all participants in accordance with the provisions of the Plan.

Note 4. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated March 12, 2008 that the Plan and related trust are qualified and the trust established under the Plan is tax-exempt, under the appropriate sections of the Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. An application for a determination letter for the KSOP was filed with the Internal Revenue Service on June 21, 2010 with a letter acknowledging the receipt of the application by the Internal Revenue Service received on July 6, 2010.

Note 5. Investments

The following table presents investments that represent five percent (5%) or more of the Plan's net assets:

Stock accounts:

	2012		2011	
	Allocated	**Unallocated**	Allocated	Unallocated
Number of shares	**$ 1,871,162**	**$ 747,864**	$ 1,856,786	$ 870,661
Market	**61,636,077**	**24,634,637**	72,563,430	34,025,427

Allocated shares include 1,651,168 and 1,621,197 shares of KSOP Stock and 219,994 and 235,589 shares of Profit Sharing Stock at April 28, 2012 and April 30, 2011, respectively. During the year ended April 28, 2012, the Employer stock depreciated in value by $16,080,820.

During the year ended April 28, 2012, the Plan's investments (including gains and losses on investments [other than Employer stock] bought and sold during the year) appreciated in value by 85,348 as follows:

Mutual fund pooled accounts	$ 24,757
Guaranteed accounts	60,591
	$ 85,348

Note 6. Certified Investment Information

As of April 28, 2012 and April 30, 2011, Principal was the Trustee for the Plan's 401(k) participant-directed accounts and GreatBanc was the Trustee for the Employer stock.

The following is total investment information certified by the trustee as of and for the year ending April 28, 2012:

	GreatBanc	Principal	Total
Total investments certified by the trustees	$ 86,270,714	$ 19,113,617	$ 105,384,331
Investment income certified by the trustees	$ (16,080,820)	$ 85,348	$ (15,995,472)

The following is total investments certified by the trustees as of April 28, 2011:

	GreatBanc	Principal	Total
Total investments certified by the trustees	$ 106,588,857	$ 18,334,799	$ 124,923,656

Investment income for the year ended April 28, 2012 was as follows:

Depreciation of investments	$ (16,080,820)	$ -	$ (16,080,820)
Interest income	-	85,348	85,348

Note 7. Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits.

	Fair Value Measurements at Reporting Date Using			
	Fair Value	Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
April 28, 2012:				
Investment in Employer common stock	$ 86,270,714	$ -	$ -	$ 86,270,714

The fair value for the common stock of Holding is determined by the trustee based on an annual independent appraisal. The appraiser utilizes a combination of a market approach and income approach to determine the fair value of the stock. The income approach uses a discounted cash flow model based on the financial statements of the Plan Sponsor, adjusted for extraordinary items. The market approach compares the Sponsor to similar companies in the same industry. Both the market approach and income approach are weighted equally and combined to determine the fair value.

	Fair Value Measurements at Reporting Date Using			
	Fair Value	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
April 28, 2012:				
Self-directed brokerage accounts	**$ 129,803**	**$ 129,803**	**$ -**	**$ -**
Pooled separate accounts:				
Balanced/asset allocation	**13,279,295**	**-**	**13,279,295**	**-**
Fixed income	**1,090,200**	**-**	**1,090,200**	**-**
International equity	**445,025**	**-**	**445,025**	**-**
Large U.S. equity	**882,059**	**-**	**882,059**	**-**
Small U.S. equity	**1,018,939**	**-**	**1,018,939**	**-**
Commercial real estate	**46,674**	**-**	**46,674**	**-**
Collective investment trust:				
Stable value	**2,221,622**	**-**	**2,221,622**	**-**
Total investments at fair value	**$ 19,113,617**	**$ 129,803**	**$ 18,983,814**	**$ -**
April 30, 2011:				
Self-directed brokerage accounts	$ 131,884	$ 131,884	$ -	$ -
Pooled separate accounts:				
Balanced/asset allocation	12,982,187	-	12,982,187	-
Fixed income	840,023	-	840,023	-
International equity	532,596	-	532,596	-
Large U.S. equity	980,979	-	980,979	-
Small U.S. equity	993,880	-	993,880	-
Commercial real estate	37,018	-	37,018	-
Collective investment trust:				
Stable value	1,836,232	-	1,836,232	-
Total investments at fair value	$ 18,334,799	$ 131,884	$ 18,202,915	$ -

The self-directed brokerage accounts are stocks that generally are publicly traded and are considered Level 1 fair value measurements. The majority of the investment in fixed securities such as asset-backed securities, residential mortgage-backed securities, commercial mortgage-backed securities and corporate bonds have underlying securities with Level 2 inputs, including quoted prices for similar assets in active or non-active markets. Most of the security prices were obtained from a pricing service. The collective investment trust fair value is based on the market value of its underlying investments. This fund contains synthetic investment contracts comprised of both underlying investment and contractual components which have observable Level 1 and Level 2 inputs, including quoted prices for similar assets in active or non-active markets. Domestic stock investments underlying asset values are quoted prices; however, pooled separate accounts are not publicly quoted and are considered Level 2 fair value measurements. Mutual funds are publicly quoted and are used in determining the fair value of the pooled separate account, which is not publicly traded. This is considered a Level 2 fair value measurement.

The investments in international stocks have observable Level 1 and Level 2 pricing inputs, including quoted prices for similar assets in active or non-active markets. Most of the security prices were obtained from a pricing service. The pooled separate accounts investment in commercial real estate includes mortgage loans which are backed by the associated properties.

Note 8. Guaranteed Investment Contracts

The Plan invests in the Union Bond & Trust Company Principal Stable Value Fund (Fund). The Fund is a collective investment trust that invests in conventional synthetic and separate account investment contracts issued by life insurance companies and banks and other financial institutions. Each contract has its own specific terms including interest rate and maturity date. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract.

Contract value, as reported to the Plan by Union Bond & Trust Company, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at April 28, 2012 was $2,221,622. The crediting interest rate is based upon a formula agreed upon with the issuer, but may not be less than 0%. Such interest rates are reviewed on a monthly or quarterly basis for resetting.

Market value events may limit the ability of the Fund to transact at contract value with the issuer. Market value events are events or conditions that occur which are outside of the normal operation of the Fund and lead to any Fund disbursements which have or will have a material adverse effect on the operations of the Fund and a financial effect on the operations of the Fund and a financial effect on the investment contract. Such events may include but are not limited to: Fund administration is amended or changed, merger or consolidation of investors, group terminations or layoffs, implementation of an early retirement program, termination or partial termination of the Fund, failure to meet certain tax qualifications, participant communication that is designed to influence participants not to invest in the Fund, transfers to competing options without meeting the equity wash provisions of the Fund, and Plan sponsor withdrawals without the appropriate notice to the Fund and/or issuer. In the event that the Plan is terminated, there is a material adverse change to the provisions of the Plan, or the employer elects to withdraw from a contract in order to switch to a different investment provider, the amount withdrawn from the contract may be payable at fair value rather than contract value. The Plan administrator is not aware of any circumstances that would limit the ability of the Plan to transact at contract value.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2012	2011
Average yields:		
Based on actual earnings	**2.01%**	1.70%
Based on interest rate credited to participants	**2.01%**	1.70%

Note 9. Loans Payable

Effective December 22, 1999, the KSOP borrowed $72,665,907 from the Company and Holding to acquire 2,746,255 shares of Holding stock. This borrowing consisted of two indirect loans, $9,900,000 from Holding and $62,765,907 from the Company both with interest rates of 6.2% and secured by the Holding stock (Holding and the Company borrowed funds from an unrelated lender). The unallocated shares are fully pledged on the debt. As payments of principal and interest are made on the loans, shares are released and allocated to participants. As of April 24, 2004, the $9,900,000 loan was paid off. The Plan uses the principal and interest method for releasing shares. Under this method, the Plan releases shares based upon the ratio of the principal and interest paid on the term note for the current fiscal year to the sum of future principal and interest payments at the beginning of the current fiscal year. The Plan released 122,796.9561 shares for the year ended April 28, 2012. The Company can contribute up to 25% of all eligible compensation of Plan participants, without leveraging the Plan, pursuant to the change in tax law enacted by the Economic Growth and Tax Relief Reconciliation Act of 2001 (EGTRRA).

Activity on the loans during the year ended April 28, 2012 is as follows:

	Principal	Interest
Balance, April 30, 2011	$ 29,828,769	$ -
Payments	(3,478,428)	1,849,384
Interest accrued, April 28, 2012	-	122,529
Interest accrued, April 30, 2011	-	(148,978)
Balance, April 28, 2012	$ 26,350,341	$ 1,822,935

Maturities of the above notes are scheduled to occur as follows with final maturity scheduled for 2019:

Fiscal year ended:	
2013	$ 3,694,091
2014	3,923,124
2015	4,166,358
2016	4,424,672
2017	4,699,002
Thereafter	5,443,094
	$ 26,350,341

Note 10. Contributions

The Company and Holding are obligated to make contributions in cash to the Plan which, when aggregated with any Plan dividends, and other earnings, equal the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on its term loans.

Note 11. Plan Administration

Certain administrative functions are performed by officers and employees of the Company. No such officers or employees receive compensation from the Plan.

Note 12. Party-in-Interest Transactions

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary to the Plan or party rendering services to the Plan, the employer and certain others. As such, transaction conducted with the Company and Trustees qualify as party-in-interest transactions.

Note 13. Risks and Uncertainties

The Plan invests in various investment securities (including KSOP Stock). Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, 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 participants' account balances and the amounts reported in the statement of net assets available for benefits.

Note 14. Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of amounts per the financial statements to Schedule H of Form 5500:

Net assets available for benefits:		
Net assets available for benefits per the financial statements	$	78,836,524
Employee contributions receivable		(31,946)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts		51,273
Excess Contributions Refundable		136,520
Cash and Cash Equivalents		(1,659)
Timing difference on valuation adjustments		(10)
Net assets available for benefits per Schedule H to the Form 5500	$	78,990,702
Statement of change in net assets available for benefits:		
Additions:		
Total additions per the financial statements	$	(4,364,711)
Add excess contributions refundable		136,520
Add receivable from trustee		2,822
Add timing difference on valuation adjustments		(10)
Add change in adjustment from fair value to contract value for fully benefit-responsive investment contracts		21,154
Less allocation of shares, at market		(4,044,932)
Less change in accrued interest		(26,649)
Add rounding differences		(378)
Additions - Form 5500	$	(8,276,184)
Deductions:		
Total deductions per the financial statements	$	11,746,337
Less allocation of shares, at market		(4,044,932)
Less change in accrued interest		12,864
Add overpayment of benefits		(26,649)
Add rounding differences		110
Deductions - Form 5500	$	7,687,730

Brookshire Brothers KSOP

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
April 28, 2012
EIN: 75-2815324
PN: 002

	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value	Cost	Current Value
	Cash	KSOP account	$ 1,659	$ 1,659
*	Brookshire Brothers Holding, Inc.	Common stock - 2,619,026 shares	66,302,885	86,270,714
*	Union Bond & Trust Company	Stable Value Sig Fund	**	2,221,622
*	Principal Life Insurance Company	Bond Mkt Index Separate Account	**	191,447
*	Principal Life Insurance Company	Government & HQ Bond Separate Accounts	**	253,762
*	Principal Life Insurance Company	Core Plus Bond I Separate Account	**	58,047
*	Principal Life Insurance Company	Bond and Mortgage Sep Acct	**	220,810
*	Principal Life Insurance Company	U.S. Property Sep Acct	**	46,674
*	Principal Life Insurance Company	Preferred Secs Sep Acct	**	59,630
*	Principal Life Insurance Company	SAM Balanced Sep Acct	**	59,266
*	Principal Life Insurance Company	SAM Conser Bal Sep Acct	**	13,395
*	Principal Life Insurance Company	SAM Cons Growth Sep Acct	**	22,295
*	Principal Life Insurance Company	SAM Flex Inc Sep Acct	**	133,010
*	Principal Life Insurance Company	SAM Strat Growth Sep Acct	**	32,175
*	Principal Life Insurance Company	Principal Lifetm Str Inc Sep Acct	**	160,703
*	Principal Life Insurance Company	Principal Lifetm 2010 Sep Acct	**	966,992
*	Principal Life Insurance Company	Principal Lifetm 2015 Sep Acct	**	2,221,706
*	Principal Life Insurance Company	Principal Lifetm 2020 Sep Acct	**	2,248,153
*	Principal Life Insurance Company	Principal Lifetm 2025 Sep Acct	**	2,299,212
*	Principal Life Insurance Company	Principal Lifetm 2030 Sep Acct	**	1,989,574
*	Principal Life Insurance Company	Principal Lifetm 2035 Sep Acct	**	1,232,930
*	Principal Life Insurance Company	Principal Lifetm 2040 Sep Acct	**	900,698
*	Principal Life Insurance Company	Principal Lifetm 2045 Sep Acct	**	635,983
*	Principal Life Insurance Company	Principal Lifetm 2050 Sep Acct	**	311,112
*	Principal Life Insurance Company	Principal Lifetm 2055 Sep Acct	**	52,091
*	Principal Life Insurance Company	LargeCap Value III Sep Acct	**	9,019
*	Principal Life Insurance Company	LargeCap Growth II Sep Acct	**	5,998
*	Principal Life Insurance Company	LargeCap Growth I Separate Acct	**	164,087
*	Principal Life Insurance Company	LargeCap Blend II Separate Acct	**	171,961
*	Principal Life Insurance Company	LargeCap S&P 500 Index Sep Acct	**	295,798
*	Principal Life Insurance Company	LargeCap Value Separate Acct	**	48,736
*	Principal Life Insurance Company	LargeCap Growth Sep Acct	**	27,216
*	Principal Life Insurance Company	LargeCap Value I Sep Acct	**	48,001
*	Principal Life Insurance Company	SmallCap Growth I Sep Acct	**	35,864
*	Principal Life Insurance Company	SmallCap Value II Sep Acct	**	55,252
*	Principal Life Insurance Company	SmallCap Growth II Sep Acct	**	42,685
*	Principal Life Insurance Company	MidCap Value I Sep Acct	**	107,500
*	Principal Life Insurance Company	MidCap Blend Sep Acct	**	184,042
*	Principal Life Insurance Company	MidCap S&P 400 Index Sep Acct	**	55,848
*	Principal Life Insurance Company	SmallCap Growth Sep Acct	**	86,649
*	Principal Life Insurance Company	MidCap Growth Sep Acct	**	3,783
*	Principal Life Insurance Company	MidCap Growth III Sep Acct	**	14,918
*	Principal Life Insurance Company	SmallCap S&P 600 Index Sep Acct	**	108,190
*	Principal Life Insurance Company	MidCap Value III Sep Acct	**	10,328
*	Principal Life Insurance Company	Real Estate Secs Sep Acct	**	230,345
*	Principal Life Insurance Company	Diversified Intl Sep Acct	**	134,438
*	Principal Life Insurance Company	Inflation Protect Sep Acct	**	306,504
*	Principal Life Insurance Company	Intl Emerging Markets Sep Acct	**	194,420
*	Principal Life Insurance Company	Intl I Separate Acct	**	29,518
*	Principal Life Insurance Company	Principal Capital Appraisal	**	111,243
*	Principal Life Insurance Company	Prinicpal SmallCap Blend Sep Acct	**	170,184
	Total pooled accounts			16,762,190

Brookshire Brothers KSOP

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) (Continued)
April 28, 2012
EIN: 75-2692839
PN: 002

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Par or Maturity Value	Cost	Current Value
Activision Blizzard Inc.	Activision Blizzard Inc Com	**	$ 1,540
Apple Inc	Apple Inc Com	**	7,236
Banco Latinamericano	Banco Latinamericano de Comercio Exterior	**	1,782
Berkshire Hathaway Inc Del	Berkshire Hathaway Inc Del Cl B New	**	4,028
Bridgepoint Ed Inc	Bridgetpoint Ed Inc Com	**	1,479
Capitalsource Inc	Capitalsource Inc Com	**	1,826
Chesapeake Energy Corp	Chesapeake Energy Corp	**	886
China Values Technology Inc	China Values Technology Inc Com New	**	5,169
Coca Cola Co	Coca Cola Company	**	1,916
Costco Wholesale Corp New	Costco Wholesale Corp New Com	**	2,483
Denbury Res Inc	Denbury Res Inc Com New	**	1,492
Devon Enerfy Corp New	Devon Energy Corp New Com	**	1,393
Dynamic Matls Corp	Dynamic Matericals Inc (De) Formally (Co)	**	1,382
Exelixis Inc	Exelixis Inc Com	**	1,128
Federated Investors, Inc	Federated Capital Reserves	**	16,306
First Majestic Silver Corp	First Majestic Silver Corp Com Isin#CA32	**	38,926
General Moly Inc	General Moly Inc Com	**	4,660
Hillenbrand Inc	Hillenbrand Inc Com	**	1,181
Infinera Corp	Infinera Corp Com	**	1,480
IPG Photonics Corp	IPG Photonics Corp Com	**	7,353
Lumber Liquidators Hldgs Inc	Lumber Liquidators Hldg Inc Com	**	1,382
Markel Corp	Markel Corp Com	**	2,211
Microsoft Corp	Microsoft Corp Com	**	1,535
Open Text Corp	Open Text Corp Com	**	1,363
Pebblebrook Hotel Tr	Pebblebrook Hotel Troom	**	1,383
Retail Opportunity Invts Corp	Retail Opportunity Invts Corp Com	**	2,806
Spdr Gold Tr	Spdr Gold Tr Gold Shs	**	8,876
UnitedHealth Group Inc	UnitedHealth Group Inc Com	**	4,054
Wal-Mart Stores Inc	Wal-Mart Stores Inc Com	**	1,299
Yahoo Inc	Yahoo Inc Com	**	1,250
Total common stocks			129,805
Total assets held for investment			$ 105,385,990

* Party-in-interest to the Plan

The information above has been certified by GreatBanc and Principal, the Custodians and Trustees, as complete and accurate.

See Independent Auditor's Report.

F051TF

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

BROOKSHIRE BROTHERS KSOP

EIN 75 2692839
PLAN NUMBER 002
PLAN YEAR 05/01/2011 TO 04/28/2012

(A)	(B) Identity of issuer, 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
	ACTIVISION BLIZZARD INC	Corporate Stock - Common ACTIVISION BLIZZARD INC COM	$ 0.00	$ 1,539.60
	APPLE INC	Corporate Stock - Common APPLE INC COM	$ 0.00	$ 7,236.00
	Principal Funds Inc	Interest Bearing Cash Brookshire Brothers Cash	$ 0.00	$ 1,658.55
	BANCO LATINAMERICANO	Corporate Stock - Common BANCO LATINAMERICANODE COMERCIO EXTERIOR	$ 0.00	$ 1,782.01
	BERKSHIRE HATHAWAY INC DEL	Corporate Stock - Common BERKSHIRE HATHAWAY INC DEL CL B NEW	$ 0.00	$ 4,028.00
	BRIDGEPOINT ED INC	Corporate Stock - Common BRIDGEPOINT ED INC COM	$ 0.00	$ 1,479.00
*	BROOKSHIRE BROTHERS	Employer Security BROOKSHIRE BROTHERS STOCK	$113,034,841.00	$ 79,071,852.21
*	BROOKSHIRE BROTHERS	Employer Security BROOKSHIRE PSP STK	$ 0.00	$ 7,246,610.27
	CAPITALSOURCE INC	Corporate Stock - Common CAPITALSOURCE INC COM	$ 0.00	$ 1,825.60
	CHESAPEAKE ENERGY CORP	Corporate Stock - Common CHESAPEAKE ENERGY CORP	$ 0.00	$ 886.00
	CHINA VALVES TECHNOLOGY INC	Corporate Stock - Common CHINA VALVES TECHNOLOGY INC COM NEW	$ 0.00	$ 5,168.54
	COCA COLA CO	Corporate Stock - Common COCA COLA COMPANY	$ 0.00	$ 1,915.75
	COSTCO WHOLESALE CORP NEW	Corporate Stock - Common COSTCO WHOLESALE CORP NEW COM	$ 0.00	$ 2,483.32
	DENBURY RES INC	Corporate Stock - Common DENBURY RES INC COM NEW	$ 0.00	$ 1,495.20
	DEVON ENERGY CORP NEW	Corporate Stock - Common DEVON ENERGY CORP NEW COM	$ 0.00	$ 1,393.20

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

BROOKSHIRE BROTHERS KSOP

EIN 75 2692839
PLAN NUMBER 002
PLAN YEAR 05/01/2011 TO 04/28/2012

(A)	(B) Identity of issuer, 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
	DYNAMIC MATLS CORP	Corporate Stock - Common DYNAMIC MATERIALS INC (DE) FORMALLY (CO)	$ 0.00	$ 1,382.25
	EXELIXIS INC	Corporate Stock - Common EXELIXIS INC COM	$ 0.00	$ 1,128.00
	FEDERATED INVESTORS, INC.	Registered Investment Company FEDERATED CAPITAL RESERVES	$ 0.00	$ 16,306.08
	FIRST MAJESTIC SILVER CORP	Corporate Stock - Common FIRST MAJESTIC SILVER CORP COM ISIN#CA32	$ 0.00	$ 38,926.25
	GENERAL MOLY INC	Corporate Stock - Common GENERAL MOLY INC COM	$ 0.00	$ 4,659.75
	HILLENBRAND INC	Corporate Stock - Common HILLENBRAND INC COM	$ 0.00	$ 1,181.04
	INFINERA CORP	Corporate Stock - Common INFINERA CORP COM	$ 0.00	$ 1,480.00
	IPG PHOTONICS CORP	Corporate Stock - Common IPG PHOTONICS CORP COM	$ 0.00	$ 7,353.00
	LUMBER LIQUIDATORS HLDGS INC	Corporate Stock - Common LUMBER LIQUIDATORS HLDGS INC COM	$ 0.00	$ 1,382.40
	MARKEL CORP	Corporate Stock - Common MARKEL CORP COM	$ 0.00	$ 2,211.25
	MICROSOFT CORP	Corporate Stock - Common MICROSOFT CORP COM	$ 0.00	$ 1,535.04
	OPEN TEXT CORP	Corporate Stock - Common OPEN TEXT CORP COM	$ 0.00	$ 1,363.11
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Bond and Mortgage SA-R1	$ 0.00	$ 220,810.17
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Core Plus Bond I SA-R1	$ 0.00	$ 58,047.03
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Diversified Intl SA-R1	$ 0.00	$ 134,438.21

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

BROOKSHIRE BROTHERS KSOP

EIN 75 2692839
PLAN NUMBER 002
PLAN YEAR 05/01/2011 TO 04/28/2012

(A)	(B) Identity of issuer, 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
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Govt & HQ Bond SA-R1	$ 0.00	$ 253,762.05
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Inflation Protect SA-R1	$ 0.00	$ 306,504.29
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Intl Emerg Markets SA-R1	$ 0.00	$ 194,419.73
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Intl I Separate Acct-R1	$ 0.00	$ 29,517.76
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Intl SmallCap Sep Acct-R1	$ 0.00	$ 86,648.54
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LargeCap Blend II SA-R1	$ 0.00	$ 171,960.60
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LargeCap Growth I SA-R1	$ 0.00	$ 164,086.91
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LargeCap Growth II SA-R1	$ 0.00	$ 5,997.69
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LargeCap Value I SA-R1	$ 0.00	$ 48,000.91
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LargeCap Value III SA-R1	$ 0.00	$ 9,019.01
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LgCap Growth Sep Acct-R1	$ 0.00	$ 27,216.04
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LgCap S&P 500 Index SA-R1	$ 0.00	$ 295,797.90
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LgCap Value Sep Acct-R1	$ 0.00	$ 48,735.51
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime Strat Inc SA-R1	$ 0.00	$ 160,703.18
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2010 Sep Acct-R1	$ 0.00	$ 966,992.13

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

BROOKSHIRE BROTHERS KSOP

EIN 75 2692839
PLAN NUMBER 002
PLAN YEAR 05/01/2011 TO 04/28/2012

(A)	(B) Identity of issuer, 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
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2015 Sep Acct-R1	$ 0.00	$ 2,221,706.21
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2020 Sep Acct-R1	$ 0.00	$ 2,248,153.26
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2025 Sep Acct-R1	$ 0.00	$ 2,299,211.60
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2030 Sep Acct-R1	$ 0.00	$ 1,989,573.72
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2035 Sep Acct-R1	$ 0.00	$ 1,232,930.32
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2040 Sep Acct-R1	$ 0.00	$ 900,698.12
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2045 Sep Acct-R1	$ 0.00	$ 635,983.24
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2050 Sep Acct-R1	$ 0.00	$ 311,111.77
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2055 Sep Acct-R1	$ 0.00	$ 52,091.24
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap Blend Sep Acct-R1	$ 0.00	$ 184,042.06
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap Growth III SA-R1	$ 0.00	$ 14,917.95
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap Growth Sep Acct-R1	$ 0.00	$ 3,783.25
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap S&P 400 Idx SA-R1	$ 0.00	$ 55,847.96
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap Value I SA-R1	$ 0.00	$ 107,499.98
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap Value III SA-R1	$ 0.00	$ 10,328.01

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

BROOKSHIRE BROTHERS KSOP

EIN 75 2692839
PLAN NUMBER 002
PLAN YEAR 05/01/2011 TO 04/28/2012

(A)	(B) Identity of issuer, 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
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Pref Secs Sep Acct-R1	$ 0.00	$ 59,629.73
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Real Estate Secs SA-R1	$ 0.00	$ 230,344.90
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SmallCap Growth I SA-R1	$ 0.00	$ 35,863.63
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SmallCap Growth II SA-R1	$ 0.00	$ 42,684.84
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SmallCap Value II SA-R1	$ 0.00	$ 55,251.88
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SmCap S&P 600 Index SA-R1	$ 0.00	$ 108,190.10
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SAM Balanced Sep Acct-R1	$ 0.00	$ 59,266.23
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SAM Cons Balanced SA-R1	$ 0.00	$ 13,395.42
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SAM Cons Growth SA-R1	$ 0.00	$ 22,294.57
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SAM Flexible Income SA-R1	$ 0.00	$ 133,009.98
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SAM Strat Growth SA-R1	$ 0.00	$ 32,174.56
*	Principal Life Insurance Company	Pooled Separate Accounts Prin U.S. Property Sep Acct-R1	$ 0.00	$ 46,673.97
*	Principal Life Insurance Company	Pooled Separate Accounts Principal Bond Mkt Index SA-R1	$ 0.00	$ 191,447.16
*	Union Bond & Trust Company	Common/Collective Trust Principal Stable Value Sgnture	$ 0.00	$ 2,221,622.00
	PEBBLEBROOK HOTEL TR	Corporate Stock - Common PEBBLEBROOK HOTEL TRCOM	$ 0.00	$ 1,383.30

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

BROOKSHIRE BROTHERS KSOP

EIN 75 2692839
PLAN NUMBER 002
PLAN YEAR 05/01/2011 TO 04/28/2012

(A)	(B) Identity of issuer, 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
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN CAPITAL APPR SA-R1	$ 0.00	$ 111,242.96
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN SMCAP BLEND SEP ACCT-R1	$ 0.00	$ 170,184.03
	RETAIL OPPORTUNITY INVTS CORP	Corporate Stock - Common RETAIL OPPORTUNITY INVTS CORP COM	$ 0.00	$ 2,806.00
	SPDR GOLD TR	Corporate Stock - Common SPDR GOLD TR GOLD SHS	$ 0.00	$ 8,875.90
	UNITEDHEALTH GROUP INC	Corporate Stock - Common UNITEDHEALTH GROUP INC COM	$ 0.00	$ 4,053.70
	WAL-MART STORES INC	Corporate Stock - Common WAL MART STORES INC COM	$ 0.00	$ 1,298.66
	YAHOO INC	Corporate Stock - Common YAHOO INC COM	$ 0.00	$ 1,245.60

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)