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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

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

Part II Basic Plan Information—enter all requested information

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

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1984

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

B & B LUMBER COMPANY, INC.

HANSON QUARRY
DRAWER T
JAMESVILLE, NY 13078

2b Employer Identification Number (EIN) 16-1035246

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

2d Business code (see instructions) 321210

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/30/2013	BRIGHAM BOOHER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/30/2013	BRIGHAM BOOHER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
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:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	213
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**	177
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	16
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	193
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	193
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	190
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
16-1035246

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

MASS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
04-1590850	65935	030552	6	01/01/2012	12/31/2012

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

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

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

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

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

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

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

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(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 line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

- **a** [ ] Health (other than dental or vision)
- **b** [ ] Dental
- **c** [ ] Vision
- **d** [X] 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 line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	254
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, line 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.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
16-1035246

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS
500 SALEM STREET
SMITHFIELD, RI 02917

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

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

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

RUSSELL S ANDREWS

NORTHWESTERN MUTUAL
PO BOX 4718
SYRACUSE, NY 13221

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
71	BROKER, FINANC IAL ADVI	0	Yes [X] No [ ]	Yes [X] No [ ]	20628	Yes [ ] No [X]

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

STATE STREET BANK AND TRUST COMPANY

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

04-0186744

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
60 63 72	CUSTODY, TRUS T, ACCOUNTI	4405	Yes [X] No [ ]	Yes [X] No [ ]		Yes [X] No [ ]

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

MERRILL LYNCH PIERCE FENNER & SMITH

4 WORLD FINANCIAL CENTER
250 VESEY STREET
NEW YORK, NY 10281

13-5674085

(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?
18 28 60 71	BROKERAGE	6414	Yes [X] No [ ]	Yes [X] No [ ]	24	Yes [ ] No [X]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
RUSSELL S. ANDREWS	71	20628

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

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
16-1035246

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	138808	144759
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	26724	22365
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	851557	711518
(2) U.S. Government securities	1c(2)	761776	677536
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	2230969	2206991
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	5587014	7300045
(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)	763239	816966
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	7974719	8316348
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	13191	13810

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	18347997	20210338
Liabilities			
g Benefit claims payable	1g	1011	3664
h Operating payables	1h		
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	6574	20083
k Total liabilities (add all amounts in lines 1g through1j)	1k	7585	23747
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	18340412	20186591

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)	361586	
(B) Participants	2a(1)(B)	398204	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		759790
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1531	
(B) U.S. Government securities	2b(1)(B)	27063	
(C) Corporate debt instruments	2b(1)(C)	101011	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	40847	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		170452
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	180719	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	179477	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		360196
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	10969467	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	10893945	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		75522
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	584770	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		584770

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		591087
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2541817
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	647500	
(2) To insurance carriers for the provision of benefits	2e(2)	254	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		647754
f Corrective distributions (see instructions)	2f		20083
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	27801	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		27801
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		695638
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1846179
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
16-1035246

Part I Distributions

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

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

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

EIN(s): 16-1612002

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN

JAMESVILLE, NEW YORK

AUDITED FINANCIAL STATEMENTS

AND SUPPLEMENTARY INFORMATION

YEARS ENDED DECEMBER 31, 2012 AND 2011

CONTENTS

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

INDEPENDENT AUDITORS' REPORT

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

Report on the Financial Statements

We have audited the accompanying financial statements of B & B Lumber Company, Inc. Profit Sharing Plan, which comprise the statements of net assets available for plan benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for plan benefits for the years then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with U. S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with U. S. generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of B & B Lumber Company, Inc. Profit Sharing Plan as of December, 2012 and 2011, and the changes in its net assets available for plan benefits for the years then ended in accordance with U. S. generally accepted accounting principles.

Other Matter

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules appearing on pages 12 through 21 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements

Evans and Bennett, LLP
Certified Public Accountants
Syracuse, NY

July 16, 2013

B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

DECEMBER 31,

ASSETS

	2012	2011
Investments at fair value:		
Registered investment companies	$ 8,316,348	$ 7,974,719
Common stocks	7,300,045	5,587,014
U.S. government securities	677,536	761,776
Corporate bonds	2,206,991	2,230,969
Life insurance - cash value	13,810	13,191
	18,514,730	16,567,669
Receivables:		
Employer's contributions	124,676	132,234
Participants' loans receivable	816,966	763,239
Participants' monthly loan payments	22,365	26,724
	964,007	922,197
Cash	711,518	851,557
Total assets	20,190,255	18,341,423

LIABILITIES

Accrued expenses	-	-
Total liabilities	-	-
Net assets available for benefits	$20,190,255	$18,341,423

The accompanying notes are an integral part of these financial statements

B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

YEARS ENDED DECEMBER 31,

	2012	2011
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Interest and dividends	$ 489,801	$ 478,219
Participant loan interest	40,848	36,385
Other income	-	393
Net appreciation (depreciation) in investments	1,251,379	(506,473)
	1,782,028	8,524
Contributions:		
Employer	361,586	368,298
Employee	378,121	400,898
Rollover	-	-
	739,707	769,196
Total additions	2,521,735	777,720
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	644,847	234,549
Administrative expenses	27,802	6,669
Payments to life insurance company	254	292
Total deductions	672,903	241,510
Net increase	1,848,832	536,210
Net assets available for benefits:		
Beginning of year	18,341,423	17,805,213
End of year	$ 20,190,255	$ 18,341,423

The accompanying notes are an integral part of these financial statements

B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

Note 1. Description of Plan

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

General

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

Contributions

Each participant may elect to have a specified portion of his/her compensation for a Plan year allocated to his/her account up to a maximum of $17,000 per year plus an additional $5,500 for participants over 50 years old. The employer may make a matching contribution on the amount deferred by participants. The Company may also make annual profit sharing contributions at its own discretion.

Contributions received from participants and contributions receivable are net of payments of $20,083 and $6,573 at December 31, 2012 and 2011, respectively, made in the following year to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan.

Participant Accounts

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

Vesting

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

Note 1. Description of Plan (continued)

Participant Loans

Under the terms of the Plan, participants may borrow up to 50% of the balance of their vested account. The loans are secured by the participant's vested account balances and bear interest based on the prime rate as determined by the Plan Trustee. Since the loans are fully secured, Management has decided to not create a reserve for bad debt allowance account. Loan terms range up to 5 years.

Payment of Benefits

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

Forfeitures

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

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

The Plan's stock and bond investments are stated at quoted market prices. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Participant loans receivable are valued at cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Note 2. Summary of Significant Accounting Policies (continued)

Payment of Benefits

Benefits are recorded when paid.

Operating Expenses

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

Cash Equivalents

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

Concentration of Credit Risk

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

Events Occurring After The Reporting Period

The Plan has evaluated events and transactions that occurred between January 1, 2013 and July 16, 2013 which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements. Any material events or transactions discovered have been included in these financial statements.

Note 3. Investments

The Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value by $1,251,379 and ($506,473) for the years ended December 31, 2012 and 2011 respectively, as follows:

	2012	2011
Investments at fair value determined by quoted market price:		
Mutual Funds	$ 571,559	$ (423,440)
Common stocks	654,129	(107,244)
U.S. government securities	(4,205)	1,296
Corporate bonds	29,278	22,301
	1,250,761	(507,087)
Investments at estimated fair value:		
Life Insurance - cash value	618	614
Total	$ 1,251,379	$ (506,473)

The investments are all nonparticipant directed.

Note 4. Fair Value Measurements

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

The Plan's investments measured at fair value on a recurring basis were as follows as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Mutual Funds				
Large cap equity	$ 938,978	$ -	$ -	$ 938,978
Small cap equity	109,846	-	-	109,846
International currency	119,842	-	-	119,842
International equity	490,777	-	-	490,777
Bond fund	1,865,204	-	-	1,865,204
Commodities	126,570	-	-	126,570
Common Stocks				
Large cap equity	5,200,222	-	-	5,200,222
Mid and small cap equity	1,117,607	-	-	1,117,607
International equity	505,254	-	-	505,254
Exchange Traded Funds				
Large cap equity	860,326	-	-	860,326
Mid cap equity	551,833	-	-	551,833
Small cap equity	327,602	-	-	327,602
International equity	897,761	-	-	897,761
Emerging International	649,942	-	-	649,942
Real Estate	299,244	-	-	299,244
Commodities	346,501	-	-	346,501
Inflation Protection	6,678	-	-	6,678
Stock Options	(15,046)	-	-	(15,046)
Life Insurance		-	13,810	13,810
Municipal Bonds	764,915	-	-	764,915
Foreign Bonds	108,845	-	-	108,845
Corporate Bonds	2,261,469	-	-	2,261,469
U.S. Government Securities	966,550	-	-	966,550
Total investments	$ 18,500,920	$ -	$ 13,810	$ 18,514,730

Note 4. Fair Value Measurements (continued)

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

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

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

	2012	2011
Balance beginning of year	$ 13,191	$ 12,578
Realized gains (losses)	-	-
Unrealized gains (losses)	619	613
Purchases, sales, issuances and settlements - net	-	-
Balance end of year	$ 13,810	$ 13,191

Note 5. Plan Termination

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

Note 6. Tax Status

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

Note 7. Terminated Vested Accounts

At December 31, 2012 and 2011, there is $593 and $0 respectively, allocated to participant accounts who have elected to withdraw from the Plan, but have not been paid.

Note 8. Forfeited Accounts

For the plan years ended December 31, 2012 and 2011, the Plan allocated $14,359 and $12,677, respectively, in forfeited accounts to reduce employer contributions.

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

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

	2012	2011
Net assets available for benefits per the financial statements	$20,190,255	$18,341,423
Benefits payable	(3,664)	(1,011)
Net assets available for benefits per Schedule H of Form 5500	$20,186,591	$18,340,412

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

	2012	2011
Benefits paid to participants per the financial statements	$ 644,847	$ 234,549
Amounts allocated to withdrawing participants	2,653	-
Benefits paid to participants per Form 5500	$ 647,500	$ 234,549

Note 10. Risks and Uncertainties

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

Note 11. Party In Interest Transactions.

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

B & B LUMBER COMPANY, INC.

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B&B LUMBER COMPANY, INC. PROFIT SHARING PLAN
2012 FORM 5500, SCHEDULE H ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost of Acquisitions	(e) Proceeds of Dispositions
CASH		18	18
SSGA LIQUID RESERVES	MONEY MARKET	5,740	5,740
APACHE CORP	COMMON STOCK	3,146	2,355
APPLE INC	COMMON STOCK	3,587	5,322
CARTERS INC	COMMON STOCK	1,687	1,670
CATERPILLAR INC	COMMON STOCK	1,251	1,344
COACH INC	COMMON STOCK	1,672	1,665
COGNIZAN TECHNOLOGY SOLUTIONS	COMMON STOCK	2,083	2,586
COLGATE PALMOLIVE CO	COMMON STOCK	3,146	4,182
COVIDIEN PLC	COMMON STOCK	2,191	2,310
DOLLAR TREE INC	COMMON STOCK	1,655	1,420
DU PONT E I	COMMON STOCK	1,596	1,799
EMC COR MASS	COMMON STOCK	2,423	2,530
EXXON MOBIL CORP	COMMON STOCK	2,112	3,029
FHLB	1.6% 7/30/19	10,000	10,031
FNMA	1.5% 5/15/18	10,000	10,040
FNMA	1.5% 10/22/20	10,000	10,023
GENERAL MILLS	COMMON STOCK	2,746	2,829
GLAXOSMITHKLINE	4.85% 5/15/13	10,088	10,168
GNC HOLDINGS	COMMON STOCK	2,471	2,163
GOOGLE INC-A	COMMON STOCK	2,855	3,537
HARMAN INTERNATIONAL INDS INC	COMMON STOCK	1,139	1,339
HOLOGIC INC	COMMON STOCK	2,046	2,001
IBM CORP	COMMON STOCK	1,284	1,916
ISHARES BARCLAYS	COMMON STOCK	5,499	6,678
ISHARES MSCI EAFE INDEX	COMMON STOCK	22,002	21,891
ISHARED TRUST-RUSSELL 2000	COMMON STOCK	8,083	9,275
JOHN DEERE CAP	1.4% 3/15/17	9,997	10,096
JOHNSON CONTROLS	COMMON STOCK	1,051	1,073
JOHNSON & JOHNSON	COMMON STOCK	2,613	2,804
LIFE TIME FITNESS INC	COMMON STOCK	1,583	1,722
LOOMIS SAYLES GLOBAL FUND	MUTUAL FUND	5,750	6,197
MCCORMICK & CO INC	COMMON STOCK	600	953
MCKESSON CORP	COMMON STOCK	3,221	3,878
MICROSOFT CORPORATION	COMMON STOCK	1,049	1,335
MONDELEZ INTERNATIONAL-W/I	COMMON STOCK	1,820	1,782
MORGAN STANLEY	4.5% 8/30/15	10,000	10,021
MOSAIC CO/THE-WI	COMMON STOCK	1,639	1,416

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B & B LUMBER COMPANY, INC.

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2012 FORM 5500, SCHEDULE H ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	NIKE	COMMON STOCK	1,477	2,580
	OPPENHEIMER INTERNATIONAL	MUTUAL FUND	3,000	2,886
	ORACLE CORP	COMMON STOCK	1,745	1,999
	POWERSHARES DB COMMODITY	MUTUAL FUND	8,438	8,890
	PRICELINE COM INC	COMMON STOCK	3,040	3,102
	PROCTOR & GAMBLE CO	COMMON STOCK	1,910	2,037
	QUALCOMM INC	COMMON STOCK	2,929	3,402
	SANOFI	1.2% 9/30/14	9,988	10,118
	SPDR GOLD TRUST	COMMON STOCK	10,792	12,962
	SPDR S&P CHINA ETF	COMMON STOCK	4,899	5,557
	SPDR S&P MIDCAP 400 ETF	COMMON STOCK	19,192	22,285
	SIRONA DENTAL SYSTEMS INC	COMMON STOCK	833	1,289
	T ROWE PRICE	COMMON STOCK	1,085	2,279
	TEVA PHARM INDS ADR	COMMON STOCK	2,276	1,680
	TRIUMPH GROUP INC	COMMON STOCK	1,907	1,959
	TUPPERWARE BRANDS	COMMON STOCK	1,381	1,923
	UNITED TECHNOLOGIES CORP	COMMON STOCK	1,801	2,050
	VANGUARD DIV APPRECIATION	MUTUAL FUND	72,743	81,313
	VANGUARD MSCI EMERGING MARKETS	MUTUAL FUND	21,692	20,484
	VANGUARD REIT ETF	MUTUAL FUND	8,435	10,199
	VANGUARD INTM TERM INVT GRADE	MUTUAL FUND	10,182	10,286
	VANGUARD SHORT TERM FEDERAL	MUTUAL FUND	5,259	5,191
	VANGUARD SHORT TERM INVT GRADE FD	MUTUAL FUND	10,035	10,072
	VISA INC CL A	COMMON STOCK	1,180	2,274
	WELLS FARGO & CO	2.625% 12/15/16	9,993	10,554
	XYLEM INC	COMMON STOCK	1,129	1,626
	YUM BRANDS	COMMON STOCK	961	1,328
	SUBTOTAL STATE STREET - SPECIAL		**378,144**	**409,462**
	CASH		5,242	5,242
	SSGA INST LIQUID RESERVE	MONEY MARKET	104,106	104,106
	VANGUARD PRIME MONEY MARKET	MONEY MARKET	60,000	60,000
	APACHE CORP	COMMON STOCK	42,043	31,400
	AIR PROD & CHEM	4.15% 2/1/13	24,893	25,074
	APPACHE CORP	5.625% 1/15/17	49,857	58,565
	APPLE INC	COMMON STOCK	48,990	66,522

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2012 FORM 5500, SCHEDULE H ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

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(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
BANK OF MONTREAL	2.55% 11/6/22	49,990	49,500
BARCLAYS	V/R 6/24/18	50,000	54,482
BAXTER INTL INC	4.625% 3/15/15	50,433	54,150
BERKSHIRE HATHAWAY FIN	3% 5/15/22	24,981	26,046
BETHLEHEM NY	4.75% 4/1/14	25,311	26,125
BHP BILLITON FIN	5.25% 12/15/15	25,048	28,236
BLACKROCK INC	5% 12/10/19	49,960	59,827
BOEING CO	3.5% 2/15/15	19,999	21,174
CARTERS INC	COMMON STOCK	21,325	21,147
CATERPILLAR INC	COMMON STOCK	14,177	15,233
CISCO SYSTEMS	4.45% 1/15/20	49,875	57,979
CLOROX	5% 1/15/15	47,132	53,888
COACH INC	COMMON STOCK	22,299	22,204
COGNIZANT TECHNOLOGY SOLUTIONS	COMMON STOCK	27,298	33,616
COLGATE-PALMOLIVE	COMMON STOCK	41,232	52,270
COSTCO WHOLESALE CORP	1.7% 12/15/19	50,281	50,341
COVIDIEN PLC	COMMON STOCK	29,689	31,757
CT ST HSG FIN AUTH 12C-2	3% 5/15/21	39,844	40,562
DAVENPORT IA TXBL	3.3% 6/01/15	25,000	26,686
DOLLAR TREE INC	COMMON STOCK	21,043	18,049
DUPONT	COMMON STOCK	21,068	22,489
EMC CORP MASS	COMMON STOCK	29,718	30,866
THE WALT DISNEY CO	3.75% 6/01/21	49,967	55,249
EBAY INC	3.25% 10/15/20	29,781	32,357
ESTEE LAUDER	5.55% 5/15/17	39,938	47,089
EXXON MOBIL CORP	COMMON STOCK	28,733	35,918
FFCB	5.05% 2/1/23	75,000	75,272
FHLB	5.25% 9/13/13	50,422	51,755
FHLB	2.55% 6/14/22	25,000	25,120
FHLMC	3.5% 5/29/13	24,887	25,347
FHLMC	5% 1/30/14	48,225	52,588
FHLMC	2% 12/11/20	20,000	20,255
FNMA	V/R 6/10/20	50,000	55,750
FNMA	1.125% 4/27/17	49,983	50,915
FNMA	1.5% 5/15/18	50,000	50,201
GE CAP RETAIL BK CD	1.6% 3/16/17	49,642	50,792
GENERAL ELECTRIC	2.5% 8/11/15	40,000	40,112
GENERAL ELECTRIC CAP MTN	3.65% 11/15/20	20,000	20,411

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(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
GENERAL MILLS INC	COMMON STOCK	32,419	33,347
GLAXOSMITHKLINE	4.85% 5/15/13	35,309	35,587
GNC HOLDINGS INC	COMMON STOCK	31,008	27,123
GOLDMAN SACH BK USA CD	1.35% 10/11/16	50,000	50,008
GOLDMAN SACHS	4.75% 7/15/13	49,707	51,049
GOOGLE INC-A	COMMON STOCK	31,834	38,906
HARBOR BOND FUND	MUTUAL FUND	75,000	75,302
HARMAN INTERNATIONAL INDS	COMMON STOCK	13,856	16,294
HEWLETT PACKARD	3.75% 12/01/20	29,646	29,067
HOLOGIC INC	COMMON STOCK	25,603	25,013
HONEYWELL INTL	5.3% 3/15/17	25,396	29,314
HSBC FIN CORP	4.2799% 12/10/13	47,387	50,785
HYDRO-QUEBEC	2% 6/30/16	49,991	52,145
INTEL CORP	3.3% 10/01/21	24,978	26,509
ISHARES MSCI EAFE UBDEX FYBD	MUTUAL FUND	421,658	426,450
ISHARES TRUST-RUSSELL 2000 INDEX	MUTUAL FUND	197,734	219,226
IBM CORP	COMMON STOCK	23,009	28,733
JOHNSON CONTROLS	COMMON STOCK	12,640	12,268
JOHNSON & JOHNSON	COMMON STOCK	31,034	33,298
JP MORGAN CHASE & CO	4.25% 10/15/20	49,433	55,607
JP MORGAN CORE BD FD	MUTUAL FUND	100,000	101,558
KIMBERLY CLARK	6.125% 8/1/77	48,918	61,322
LIFE TIME FITNESS INC	MUTUAL FUND	18,322	19,930
LOOMIS SAYLES GLOBAL	MUTUAL FUND	200,000	211,871
MCCORMICK & CO	COMMON STOCK	8,072	10,482
MCKESSON CORP	COMMON STOCK	40,970	49,450
MICROSOFT CORPORATION	COMMON STOCK	16,283	20,032
MONDELEZ INTERNATIONAL	COMMON STOCK	22,098	21,635
MORGAN STNALEY	5% 9/22/19	25,000	23,657
MOSAIC CO/THE-WI	COMMON STOCK	22,483	19,821
MS ST GO 12A	1.6% 11/1/18	30,000	30,271
NIKE	COMMON STOCK	17,788	30,444
NORTHBROOK IL GO 12A	2% 12/1/21	50,000	50,000
OPPENHEIMER INTERNATIONAL	MUTUAL FUND	109,500	105,396
ORACLE CORP	COMMON STOCK	24,646	28,322
PEPSICO INC	5% 6/1/18	49,844	59,303
PFIZER INC	4.5% 2/15/14	48,889	52,258
PITNEY BOWES	4.75% 5/15/18	35,587	36,313

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B & B LUMBER COMPANY, INC.

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EIN: 16-1035246 PLAN NUMBER: 001

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(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
PNC FUNDING CORP	3.3% 3/8/22	50,000	52,711
POWERSHARES DB COMMODITY	MUTUAL FUND	157,006	166,680
T ROWE PRICE GROUP INC	COMMON STOCK	19,031	26,698
PRICELINE COM INC	COMMON STOCK	30,402	31,020
PROCTOR & GAMBLE CO	COMMON STOCK	21,506	23,083
QUALCOMM INC	COMMON STOCK	38,051	43,302
QUEBEC PROVINCE	5% 3/1/16	49,632	56,745
SALLIE MAE BK/MURR CD	1.2% 7/27/2015	25,000	25,023
SANOFI	1.2% 9/30/14	29,963	30,354
SPDR GOLD TRUST	COMMON STOCK	133,559	157,970
SPDR S&P CHINA ETF	COMMON STOCK	92,625	104,467
SPDR S&P MIDCAP 400	MUTUAL FUND	287,905	334,278
SIRONA DENTAL SYSTEMS INC	COMMON STOCK	9,484	14,181
SUTHRN IL TXBL	4.8% 4/1/17	25,409	27,264
SVYSWR	4.48% 1/1/18	35,414	39,891
TOYOTO	3.2% 6/17/15	24,969	26,510
TEVA PHARMACEUTICAL	COMMON STOCK	29,674	22,404
TRIUMPH GROUP INC	COMMON STOCK	26,154	26,773
TUPPERWARE BRANDS CORP	COMMON STOCK	17,806	23,076
UNITED TECHNOLOGIES CORP	COMMON STOCK	22,678	25,013
USTN	4.75% 5/15/14	50,203	53,086
US TSY INFL	1.25% 4/15/14	54,718	56,342
US TSY INFL	2.125% 1/15/19	111,070	130,813
VANGUARD DIV APPRECIATION	MUTUAL FUND	140,990	148,925
VANGUARD INFL PROTECTED	MUTUAL FUND	220,000	234,897
VANGUARD INTM TERM INVT GRADE FD-ADM	MUTUAL FUND	149,000	152,792
VANGUARD MSCI EMERGING MARKETS ETF	MUTUAL FUND	365,763	347,334
VANGUARD REIT EFT	MUTUAL FUND	137,162	164,500
VANGUARD SHORT TERM INVT GRADE-ADM	MUTUAL FUND	175,368	176,792
VANGUARD SHORT-TERM FEDERAL FUND-ADI	MUTUAL FUND	150,000	149,829
VANGUARD SHORT TERM TREASURY FUND	MUTUAL FUND	75,023	74,424
VISA INC	COMMON STOCK	14,124	24,253
VODAFONE GROUP	5% 9/15/15	47,598	55,468
WELLS FARGO & CO	2.625% 12/15/16	74,947	79,153
WESTPAC BANKING CORP	2.25% 9/15/16	25,000	24,681
WYETH	5.5% 2/1/14	49,167	52,711
XYLEM INC	COMMON STOCK	20,150	21,680
YUM BRANDS	COMMON STOCK	11,082	15,936
SUB TOTAL STATE STREET -STRATEGIC		**6,846,076**	**7,305,809**

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(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
SSGA INST LIQUID RESERVES	MONEY MARKET	175,101	175,101
ABBOTT LABORATORIES	COMMON STOCK	38,798	53,055
AIR PRODUCTS	COMMON STOCK	39,430	42,010
APPLE INC	COMMON STOCK	79,506	71,843
AT & T	COMMON STOCK	44,756	50,059
BANK OF NEW YORK	COMMON STOCK	59,340	60,395
BAXTER INTERNATIONAL	COMMON STOCK	45,876	58,661
BECTON DICKINSON & CO	COMMON STOCK	46,205	47,305
BLACKROCK INC	COMMON STOCK	40,777	51,678
BOEING	COMMON STOCK	57,898	64,810
CHEVRON CORP	COMMON STOCK	56,096	82,186
COCA COLA	COMMON STOCK	34,726	48,938
COLGATE PALMOLIVE	COMMON STOCK	31,520	60,633
EATON	COMMON STOCK	39,516	41,448
FAMILY DOLLAR	COMMON STOCK	29,009	48,509
HONEYWELL INTERNATIONAL	COMMON STOCK	38,535	53,632
HSBC HOLDINGS	COMMON STOCK	38,224	37,680
INTEL CORP	COMMON STOCK	59,054	59,386
JP MORGAN CHASE & CO	COMMON STOCK	61,253	78,705
M&T BANK CORPORATION	COMMON STOCK	36,098	48,743
MATTEL INC	COMMON STOCK	22,454	33,141
MCDONALDS CORP	COMMON STOCK	39,783	52,485
MEDTRONIC INC	COMMON STOCK	31,235	38,149
MICROSOFT CORPORATION	COMMON STOCK	73,047	69,205
NEXTERA ENERGY	COMMON STOCK	39,431	51,547
NORFOLK SOUTHERN CORP	COMMON STOCK	39,756	38,959
OCCIDENTAL PETROLEUM CORP	COMMON STOCK	40,457	38,305
PEPSICO INC.	COMMON STOCK	45,660	48,243
PHILLIPS 66-W/I	COMMON STOCK	8,487	20,284
PPG INDUSTRIES	COMMON STOCK	26,401	50,080
PPL CORP	COMMON STOCK	57,811	61,125
RAYONIER INC	COMMON STOCK	26,621	48,565
RAYTHEON	COMMON STOCK	45,970	53,531
SANOFI-AVENTIS	COMMON STOCK	25,831	36,009
SMUCKER, JM CO	COMMON STOCK	26,563	32,340
SPECTRA ENERGY	COMMON STOCK	32,788	39,701
TIFFANY & CO	COMMON STOCK	34,962	35,264
TOTAL FINA ELF SA-SPONS ADR	COMMON STOCK	88,291	78,015

See independent auditors' report

B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN SUPPLEMENTARY INFORMATION

DECEMBER 31, 2012

B&B LUMBER COMPANY, INC. PROFIT SHARING PLAN
2012 FORM 5500, SCHEDULE H ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
UNILEVER PLC	COMMON STOCK	25,319	32,331
VENTAS INCORPORATED	COMMON STOCK	41,156	50,805
VERIZON COMMUNICATIONS	COMMON STOCK	41,471	53,006
VF CORP	COMMON STOCK	21,009	39,252
WASTE MANAGEMENT	COMMON STOCK	34,705	35,764
WELLPOINT INC	COMMON STOCK	49,885	46,908
WISCONSIN ENERGY	COMMON STOCK	61,963	63,014
TOTAL STATE STREET - EQUITY		**2,032,772**	**2,380,802**
FIDELITY CASH RESERVE MONEY MARK	MONEY MARKET	111,099	111,099
AT&T CORP	COMMON STOCK	84,820	111,243
CONSOLIDATED EDISON	COMMON STOCK	69,194	111,080
CORNING INC	COMMON STOCK	123,143	118,628
FIDELITY SHORT TERM BOND	MUTUAL FUND	541,274	547,713
FREEPORT MCMORAN COPPER & GOLD	COMMON STOCK	156,712	164,160
GENERAL ELECTRIC	COMMON STOCK	60,331	65,625
HSBC BK USA	3.125% 1/27/20	65,000	67,921
HSBC HOLDINGS	COMMON STOCK	58,090	55,814
HUANENG POWER	COMMON STOCK	118,111	185,750
ING GROEP	COMMON STOCK	144,430	181,425
LJ INTERNATIONAL	COMMON STOCK	241,673	129,600
MELON FDG CORP	.4225% 5/15/14	49,608	49,977
MERCK ASIAN CURRENCY	MUTUAL FUND	120,000	119,842
MERCK & CO	COMMON STOCK	132,476	155,572
MICROSOFT CORP	COMMON STOCK	132,650	120,195
MOSAIC CO NEW COM	COMMON STOCK	149,272	166,290
NEXTERA ENERGY INC	COMMON STOCK	47,776	69,190
PROSHARES ULTRA QQQ	COMMON STOCK	625,919	456,610
PROSHARES TR SHORT 20+	COMMON STOCK	101,622	58,760
VALE S.A. SPONS ADR REPR 1	COMMON STOCK	194,279	191,866
WAL MART STORES	3.0% 2/3/14	45,367	46,313
WELLS FARGO & CO NEW	COMMON STOCK	107,703	117,714
YONGYE INTL INC	COMMON STOCK	112,148	134,090
SUB TOTAL FIDELITY		**3,592,697**	**3,536,475**

See independent auditors' report

B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN SUPPLEMENTARY INFORMATION

DECEMBER 31, 2012

B&B LUMBER COMPANY, INC. PROFIT SHARING PLAN
2012 FORM 5500, SCHEDULE H ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
GENERAL MONEY MARKET FUND	MONEY MARKET	69,315	69,315
CAPITAL INCOME BUILDER FD CL A	MUTUAL FUND	255,912	250,525
CAPITAL WORLD GROWTH & INCOME FN	MUTUAL FUND	248,888	263,798
CREDIT SUISSE COMMONDITY RETURN	MUTUAL FUND	118,440	126,570
EURO PACIFIC GROWTH FND CL A	MUTUAL FUND	91,015	113,833
FUNDAMENTAL INVESTORS INC	MUTUAL FUND	108,887	110,319
GROWTH FUND OF AMERICA INC CL A	MUTUAL FUND	88,914	110,435
INCOME FUND OF AMERICA INC CL A	MUTUAL FUND	233,775	251,951
ISHARES TR BARCLAYS TIPS BD FD	COMMON STOCK	149,091	150,647
ISHARES TR MSCI EAFE INDEX FD	COMMON STOCK	389,457	449,420
ISHARES TR CORE S&P MID-CAP ETF	COMMON STOCK	179,278	195,270
ISHARES TR CORE S&P SMALL-CAP ETF	COMMON STOCK	90,783	99,101
ISHARES TR BARCLAYS CR BD FD	COMMON STOCK	195,211	200,623
NEW PERSPECTIVE FD INC CL A	MUTUAL FUND	85,790	112,075
NEW WORLD FD INC NEW CL A	MUTUAL FUND	58,445	113,146
SMALL CAP WORLD FD INC CL A	MUTUAL FUND	80,179	109,846
SPDR S&P 500 ETF TR TR UNIT	COMMON STOCK	594,913	635,788
SPDR SER TR BARCLAYS HIGH YIELD BD	COMMON STOCK	121,329	128,853
SPDR SER TR BARCLAYS INTL TRES BD E	COMMON STOCK	134,213	138,357
VANGUARD BD INDEX FD IN SHORT TERM	COMMON STOCK	193,391	193,271
VANGUARD BD INDEX FD INT TOTAL BD M	COMMON STOCK	492,633	492,359
VANGUARD INTL EQUITY INDEX FDS MSC	COMMON STOCK	151,800	172,101
VANGUARD INDEX FDS VANGUARD REIT	COMMON STOCK	118,513	123,045
WASHINGTON MUTL INVS FD INC CL A	MUTUAL FUND	85,563	103,674
SUBTOTAL NORTHWESTERN		**4,335,734**	**4,714,321**
CASH		1	1
CMA & ML INSITIUTIONAL FUND	MONEY MARKET	41,877	41,877
BIF MONEY FUND	MONEY MARKET	13,199	13,199
ALBERMARLE CORP	COMMON STOCK	32,741	35,843
ALTRIA GROUP INC	COMMON STOCK	32,626	28,799
BERKSHIRE HATHAWAY INC	COMMON STOCK	20,507	21,977
BLACKROCK INC	COMMON STOCK	25,749	26,459
BRISTOL-MYERS SQUIBB CO	COMMON STOCK	32,645	30,504
CHEVRON CORP	COMMON STOCK	24,338	24,548
CINN FINCL CRP OHIO	COMMON STOCK	24,450	25,767

See independent auditors' report

B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN SUPPLEMENTARY INFORMATION

DECEMBER 31, 2012

B&B LUMBER COMPANY, INC. PROFIT SHARING PLAN
2012 FORM 5500, SCHEDULE H ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
CISCO SYSTEMS INC	COMMON STOCK	21,423	25,642
COCA COLA COM	COMMON STOCK	19,187	19,285
CONOCOPHILLIPS	COMMON STOCK	14,237	15,077
DOMINION RES INC NEW	COMMON STOCK	33,204	32,271
DUKE ENERGY CORP	COMMON STOCK	16,347	15,950
FEDERATED INVESTORS B	COMMON STOCK	24,275	24,296
HASBRO INC	COMMON STOCK	31,306	31,413
HATTERAS FINL CORP	COMMON STOCK	32,586	27,564
HERSHEY COMPANY	COMMON STOCK	20,904	21,377
INTEL CORP	COMMON STOCK	30,911	25,775
INTL BUSINESS MACHINES	COMMON STOCK	20,422	20,496
JOHNSON AND JOHNSON COM	COMMON STOCK	12,217	12,618
KINDER MORGAN MANAGEMENT	COMMON STOCK	32,730	32,297
LORILLARD INC	COMMON STOCK	37,389	33,134
LOWE'S COMPANIES	COMMON STOCK	24,516	33,780
MEADWESTVACO CORP	COMMON STOCK	18,281	20,524
MICROSOFT CORP	COMMON STOCK	22,924	20,620
MONTPELIER RE HOLDINGS	COMMON STOCK	4,081	3,894
MORGAN STANELY CAP VIII	COMMON STOCK	12,712	12,744
NEWMARKET CORP	COMMON STOCK	24,413	27,793
PAYCHEX INC	COMMON STOCK	24,489	23,760
PFIZER INC	COMMON STOCK	32,628	34,760
PHILLIP MORRIS INTL INC	COMMON STOCK	16,392	15,557
REYNOLDS AMERICAN INC	COMMON STOCK	16,252	14,791
VERIZON COMMUNICATIONS	COMMON STOCK	19,520	19,125
WAL-MART STORES INC	COMMON STOCK	20,334	19,377
WELLS FARGO & CO	COMMON STOCK	32,232	32,676
SUBTOTAL MERRILL LYNCH		**864,043**	**865,570**
PARTICIPANT LOANS	4.25% - 9.25%		**816,966**
TOTAL ASSETS			**20,029,404**

See independent auditors' report

B & B LUMBER COMPANY, INC.

PROFIT SHARING PLAN SUPPLEMENTARY INFORMATION

DECEMBER 31, 2012

B&B LUMBER COMPANY, INC. PROFIT SHARING PLAN
2012 FORM 5500, SCHEDULE H, LINE 4I ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

SCHEDULE OF ASSETS ACQUIRED AND DISPOSED OF WITHIN YEAR

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost of Acquisitions	(e) Proceeds of Dispositions
	ALTRIA GROUP INC	COMMON STOCK	5,680	6,414
	GREEN MOUNTAIN COFFEE	COMMON STOCK	137,336	159,988
	ACCO BRANDS CORP	COMMON STOCK	6,183	4,486
	AEGON NV	COMMON STOCK	16,271	16,138
	ALEXANDER AND BALDWIN	COMMON STOCK	7,971	6,945
	MATSON INC	COMMON STOCK	8,185	7,171
	PHILLIPS 66 SHS	COMMON STOCK	6,161	8,038
	UDR INC	COMMON STOCK	20,391	17,382
	JOY GLOBAL	COMMON STOCK	20,420	19,690
	TOTAL ASSETS ACQUIRED AND DISPOSED OF			**246,252**

See independent auditors' report

Schedule H, line 4i

Schedule of Assets (Acquired and Disposed of Within Year).

For the plan year beginning 01/01/2012 and ending 12/31/2012

Name of plan

B & B Lumber Company, Inc. Profit Sharing Plan

Employer Identification Number

16-1035246

Three-digit plan number ► 001

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Costs of acquisitions	(d) Proceeds of dispositions
ALTRIA GROUP INC	COMMON STOCK	5,680	6,414
GREEN MOUNTAIN COFFEE	COMMON STOCK	137,336	159,988
ACCO BRANDS CORP	COMMON STOCK	6,183	4,486
AEGON NV	COMMON STOCK	16,271	16,138
ALEXANDER AND BALDWIN	COMMON STOCK	7,971	6,945
MATSON INC	COMMON STOCK	8,185	7,171
PHILLIPS 66 SHS	COMMON STOCK	6,161	8,038
UDR INC	COMMON STOCK	20,391	17,382
JOY GLOBAL	COMMON STOCK	20,420	19,690

Schedule H, line 4i
Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2012 and ending 12/31/2012

Name of plan

B & B Lumber Company, Inc. Profit Sharing Plan

Employer Identification Number

16-1035246

Three-digit plan number ► 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	see attachment			

B&B LUMBER COMPANY, INC. PROFIT SHARING PLAN
2012 FORM 5500, SCHEDULE H ATTACHMENT
PLAN SPONSOR: B&B LUMBER COMPANY, INC.
EIN: 16-1035246 PLAN NUMBER: 001

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

(a) Identity of issue, borrower, lessor, or similar pa	(c) Description of investment including maturity date,rate of	(d) Cost	(e) Current Value
CASH		17.56	17.56
SSGA LIQUID RESERVES	MONEY MARKET	5,740.42	5,740.42
APACHE CORP	COMMON STOCK	3,145.96	2,355.00
APPLE INC	COMMON STOCK	3,587.09	5,321.73
CARTERS INC	COMMON STOCK	1,686.86	1,669.50
CATERPILLAR INC	COMMON STOCK	1,250.91	1,344.13
COACH INC	COMMON STOCK	1,672.05	1,665.30
COGNIZAN TECHNOLOGY SOLUTIONS	COMMON STOCK	2,082.74	2,585.88
COLGATE PALMOLIVE CO	COMMON STOCK	3,146.18	4,181.60
COVIDIEN PLC	COMMON STOCK	2,191.42	2,309.60
DOLLAR TREE INC	COMMON STOCK	1,654.50	1,419.60
DU PONT E I	COMMON STOCK	1,595.62	1,799.14
EMC COR MASS	COMMON STOCK	2,423.11	2,530.00
EXXON MOBIL CORP	COMMON STOCK	2,112.30	3,029.25
FHLB	1.6% 7/30/19	10,000.00	10,031.30
FNMA	1.5% 5/15/18	10,000.00	10,040.10
FNMA	1.5% 10/22/20	10,000.00	10,023.40
GENERAL MILLS	COMMON STOCK	2,745.75	2,829.40
GLAXOSMITHKLINE	4.85% 5/15/13	10,088.30	10,167.80
GNC HOLDINGS	COMMON STOCK	2,471.49	2,163.20
GOOGLE INC-A	COMMON STOCK	2,855.00	3,536.90
HARMAN INTERNATIONAL INDS INC	COMMON STOCK	1,138.84	1,339.20
HOLOGIC INC	COMMON STOCK	2,046.45	2,001.01
IBM CORP	COMMON STOCK	1,284.04	1,915.50
ISHARES BARCLAYS	COMMON STOCK	5,498.90	6,677.55
ISHARES MSCI EAFE INDEX	COMMON STOCK	22,002.34	21,891.10
ISHARED TRUST-RUSSELL 2000	COMMON STOCK	8,082.85	9,274.96
JOHN DEERE CAP	1.4% 3/15/17	9,997.10	10,095.60
JOHNSON CONTROLS	COMMON STOCK	1,050.70	1,073.45
JOHNSON & JOHNSON	COMMON STOCK	2,612.80	2,804.00
LIFE TIME FITNESS INC	COMMON STOCK	1,583.35	1,722.35
LOOMIS SAYLES GLOBAL FUND	MUTUAL FUND	5,750.00	6,197.27
MCCORMICK & CO INC	COMMON STOCK	599.59	952.95
MCKESSON CORP	COMMON STOCK	3,220.63	3,878.40
MICROSOFT CORPORATION	COMMON STOCK	1,049.24	1,335.49
MONDELEZ INTERNATIONAL-W/I	COMMON STOCK	1,819.83	1,781.72
MORGAN STANLEY	4.5% 8/30/15	10,000.00	10,021.20
MOSAIC CO/THE-WI	COMMON STOCK	1,638.53	1,415.75
NIKE	COMMON STOCK	1,476.78	2,580.00
OPPENHEIMER INTERNATIONAL	MUTUAL FUND	3,000.00	2,885.96
ORACLE CORP	COMMON STOCK	1,745.28	1,999.20
POWERSHARES DB COMMODITY	MUTUAL FUND	8,438.40	8,889.60
PRICELINE COM INC	COMMON STOCK	3,040.00	3,101.95
PROCTOR & GAMBLE CO	COMMON STOCK	1,910.23	2,036.70
QUALCOMM INC	COMMON STOCK	2,929.20	3,402.28
SANOFI	1.2% 9/30/14	9,987.70	10,117.90
SPDR GOLD TRUST	COMMON STOCK	10,791.97	12,961.63
SPDR S&P CHINA ETF	COMMON STOCK	4,899.14	5,556.75
SPDR S&P MIDCAP 400 ETF	COMMON STOCK	19,191.60	22,285.20
SIRONA DENTAL SYSTEMS INC	COMMON STOCK	833.45	1,289.20
T ROWE PRICE	COMMON STOCK	1,085.28	2,279.10
TEVA PHARM INDS ADR	COMMON STOCK	2,276.43	1,680.30
TRIUMPH GROUP INC	COMMON STOCK	1,907.01	1,959.00
TUPPERWARE BRANDS	COMMON STOCK	1,380.84	1,923.00
UNITED TECHNOLOGIES CORP	COMMON STOCK	1,800.55	2,050.25
VANGUARD DIV APPRECIATION	MUTUAL FUND	72,742.90	81,313.05
VANGUARD MSCI EMERGING MARKETS	MUTUAL FUND	21,691.85	20,483.80
VANGUARD REIT ETF	MUTUAL FUND	8,435.10	10,199.00
VANGUARD INTM TERM INVT GRADE	MUTUAL FUND	10,181.79	10,285.55
VANGUARD SHORT TERM FEDERAL	MUTUAL FUND	5,258.75	5,191.10
VANGUARD SHORT TERM INVT GRADE FD	MUTUAL FUND	10,034.89	10,071.93
VISA INC CL A	COMMON STOCK	1,179.59	2,273.70
WELLS FARGO & CO	2.625% 12/15/16	9,992.90	10,553.70
XYLEM INC	COMMON STOCK	1,129.28	1,626.00
YUM BRANDS	COMMON STOCK	960.80	1,328.00
SUBTOTAL STATE STREET - SPECIAL		**378,144.16**	**409,462.16**
CASH		5,241.67	5,241.67
SSGA INST LIQUID RESERVE	MONEY MARKET	104,105.62	104,105.62
VANGUARD PRIME MONEY MARKET	MONEY MARKET	60,000.00	60,000.00
APACHE CORP	COMMON STOCK	42,042.84	31,400.00
AIR PROD & CHEM	4.15% 2/1/13	24,892.75	25,074.00
APPACHE CORP	5.625% 1/15/17	49,857.00	58,565.00
APPLE INC	COMMON STOCK	48,989.70	66,521.63
BANK OF MONTREAL	2.55% 11/6/22	49,990.00	49,500.00
BARCLAYS	V/R 6/24/18	50,000.00	54,482.00
BAXTER INTL INC	4.625% 3/15/15	50,432.50	54,149.50

(a) Identity of issue, borrower, lessor, or similar pa	(c) Description of investment including maturity date,rate of	(d) Cost	(e) Current Value
BERKSHIRE HATHAWAY FIN	3% 5/15/22	24,980.50	26,046.25
BETHLEHEM NY	4.75% 4/1/14	25,310.75	26,125.00
BHP BILLITON FIN	5.25% 12/15/15	25,047.50	28,236.25
BLACKROCK INC	5% 12/10/19	49,960.00	59,826.50
BOEING CO	3.5% 2/15/15	19,999.20	21,174.00
CARTERS INC	COMMON STOCK	21,325.03	21,147.00
CATERPILLAR INC	COMMON STOCK	14,176.99	15,233.45
CISCO SYSTEMS	4.45% 1/15/20	49,875.00	57,978.50
CLOROX	5% 1/15/15	47,132.00	53,888.00
COACH INC	COMMON STOCK	22,299.06	22,204.00
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COMMON STOCK	27,298.40	33,616.45
COLGATE-PALMOLIVE	COMMON STOCK	41,231.95	52,270.00
COSTCO WHOLESALE CORP	1.7% 12/15/19	50,281.00	50,340.50
COVIDIEN PLC	COMMON STOCK	29,688.99	31,757.00
CT ST HSG FIN AUTH 12C-2	3% 5/15/21	39,844.00	40,562.00
DAVENPORT IA TXBL	3.3% 6/01/15	25,000.00	26,686.00
DOLLAR TREE INC	COMMON STOCK	21,042.75	18,049.20
DUPONT	COMMON STOCK	21,067.60	22,489.25
EMC CORP MASS	COMMON STOCK	29,717.80	30,866.00
THE WALT DISNEY CO	3.75% 6/01/21	49,966.50	55,249.00
EBAY INC	3.25% 10/15/20	29,780.70	32,357.40
ESTEE LAUDER	5.55% 5/15/17	39,938.00	47,088.80
EXXON MOBIL CORP	COMMON STOCK	28,732.70	35,918.25
FFCB	5.05% 2/1/23	75,000.00	75,272.25
FHLB	5.25% 9/13/13	50,421.88	51,754.50
FHLB	2.55% 6/14/22	25,000.00	25,119.50
FHLMC	3.5% 5/29/13	24,887.00	25,347.00
FHLMC	5% 1/30/14	48,225.00	52,587.50
FHLMC	2% 12/11/20	20,000.00	20,255.20
FNMA	V/R 6/10/20	50,000.00	55,750.00
FNMA	1.125% 4/27/17	49,982.50	50,914.50
FNMA	1.5% 5/15/18	50,000.00	50,200.50
GE CAP RETAIL BK CD	1.6% 3/16/17	49,641.50	50,791.50
GENERAL ELECTRIC	2.5% 8/11/15	40,000.00	40,112.00
GENERAL ELECTRIC CAP MTN	3.65% 11/15/20	20,000.00	20,410.60
GENERAL MILLS INC	COMMON STOCK	32,418.52	33,346.50
GLAXOSMITHKLINE	4.85% 5/15/13	35,309.05	35,587.30
GNC HOLDINGS INC	COMMON STOCK	31,007.50	27,123.20
GOLDMAN SACH BK USA CD	1.35% 10/11/16	50,000.00	50,007.50
GOLDMAN SACHS	4.75% 7/15/13	49,706.50	51,048.50
GOOGLE INC-A	COMMON STOCK	31,834.23	38,905.90
HARBOR BOND FUND	MUTUAL FUND	75,000.00	75,301.69
HARMAN INTERNATIONAL INDS	COMMON STOCK	13,855.89	16,293.60
HEWLETT PACKARD	3.75% 12/01/20	29,646.00	29,067.00
HOLOGIC INC	COMMON STOCK	25,603.18	25,012.63
HONEYWELL INTL	5.3% 3/15/17	25,396.25	29,313.50
HSBC FIN CORP	4.2799% 12/10/13	47,387.00	50,785.00
HYDRO-QUEBEC	2% 6/30/16	49,990.50	52,145.00
INTEL CORP	3.3% 10/01/21	24,977.50	26,509.00
ISHARES MSCI EAFE UBDEX FYBD	MUTUAL FUND	421,657.76	426,450.00
ISHARES TRUST-RUSSELL 2000 INDEX	MUTUAL FUND	197,734.09	219,226.28
IBM CORP	COMMON STOCK	23,008.61	28,732.50
JOHNSON CONTROLS	COMMON STOCK	12,639.95	12,268.00
JOHNSON & JOHNSON	COMMON STOCK	31,034.16	33,297.50
JP MORGAN CHASE & CO	4.25% 10/15/20	49,432.50	55,606.50
JP MORGAN CORE BD FD	MUTUAL FUND	100,000.00	101,557.91
KIMBERLY CLARK	6.125% 8/1/77	48,917.50	61,322.00
LIFE TIME FITNESS INC	MUTUAL FUND	18,321.62	19,930.05
LOOMIS SAYLES GLOBAL	MUTUAL FUND	200,000.00	211,870.61
MCCORMICK & CO	COMMON STOCK	8,071.70	10,482.45
MCKESSON CORP	COMMON STOCK	40,969.91	49,449.60
MICROSOFT CORPORATION	COMMON STOCK	16,282.65	20,032.28
MONDELEZ INTERNATIONAL	COMMON STOCK	22,097.96	21,635.22
MORGAN STNALEY	5% 9/22/19	25,000.00	23,657.00
MOSAIC CO/THE-WI	COMMON STOCK	22,483.25	19,820.50
MS ST GO 12A	1.6% 11/1/18	30,000.00	30,270.60
NIKE	COMMON STOCK	17,788.10	30,444.00
NORTHBROOK IL GO 12A	2% 12/1/21	50,000.00	49,999.50
OPPENHEIMER INTERNATIONAL	MUTUAL FUND	109,500.00	105,396.24
ORACLE CORP	COMMON STOCK	24,646.04	28,322.00
PEPSICO INC	5% 6/1/18	49,844.00	59,302.50
PFIZER INC	4.5% 2/15/14	48,888.50	52,258.00
PITNEY BOWES	4.75% 5/15/18	35,587.30	36,313.20
PNC FUNDING CORP	3.3% 3/8/22	50,000.00	52,710.50
POWERSHARES DB COMMODITY	MUTUAL FUND	157,005.96	166,680.00
T ROWE PRICE GROUP INC	COMMON STOCK	19,031.10	26,698.01
PRICELINE COM INC	COMMON STOCK	30,401.88	31,019.50
PROCTOR & GAMBLE CO	COMMON STOCK	21,506.11	23,082.60
QUALCOMM INC	COMMON STOCK	38,051.33	43,301.72
QUEBEC PROVINCE	5% 3/1/16	49,631.50	56,745.00
SALLIE MAE BK/MURR CD	1.2% 7/27/2015	25,000.00	25,022.75
SANOFI	1.2% 9/30/14	29,963.10	30,353.70
SPDR GOLD TRUST	COMMON STOCK	133,558.89	157,969.89
SPDR S&P CHINA ETF	COMMON STOCK	92,624.92	104,466.90
SPDR S&P MIDCAP 400	MUTUAL FUND	287,905.40	334,278.00
SIRONA DENTAL SYSTEMS INC	COMMON STOCK	9,483.71	14,181.20
SUTHRN IL TXBL	4.8% 4/1/17	25,408.50	27,264.00
SVYSWR	4.48% 1/1/18	35,414.05	39,890.55

(a) Identity of issue, borrower, lessor, or similar pa	(c) Description of investment including maturity date,rate of	(d) Cost	(e) Current Value
TOYOTO	3.2% 6/17/15	24,969.00	26,510.25
TEVA PHARMACEUTICAL	COMMON STOCK	29,673.70	22,404.00
TRIUMPH GROUP INC	COMMON STOCK	26,154.20	26,773.00
TUPPERWARE BRANDS CORP	COMMON STOCK	17,806.47	23,076.00
UNITED TECHNOLOGIES CORP	COMMON STOCK	22,677.75	25,013.05
USTN	4.75% 5/15/14	50,203.13	53,086.00
US TSY INFL	1.25% 4/15/14	54,717.60	56,341.90
US TSY INFL	2.125% 1/15/19	111,070.12	130,812.66
VANGUARD DIV APPRECIATION	MUTUAL FUND	140,990.25	148,925.00
VANGUARD INFL PROTECTED	MUTUAL FUND	220,000.00	234,897.13
VANGUARD INTM TERM INVT GRADE FD-ADM	MUTUAL FUND	149,000.00	152,792.01
VANGUARD MSCI EMERGING MARKETS ETF	MUTUAL FUND	365,762.90	347,334.00
VANGUARD REIT EFT	MUTUAL FUND	137,161.91	164,500.00
VANGUARD SHORT TERM INVT GRADE-ADM	MUTUAL FUND	175,367.65	176,791.57
VANGUARD SHORT-TERM FEDERAL FUND-ADI	MUTUAL FUND	150,000.00	149,828.73
VANGUARD HSORT TERM TREASURY FUND	MUTUAL FUND	75,023.17	74,423.58
VISA INC	COMMON STOCK	14,124.35	24,252.80
VODAFONE GROUP	5% 9/15/15	47,597.50	55,468.00
WELLS FARGO & CO	2.625% 12/15/16	74,946.75	79,152.75
WESTPAC BANKING CORP	2.25% 9/15/16	25,000.00	24,680.75
WYETH	5.5% 2/1/14	49,167.00	52,711.00
XYLEM INC	COMMON STOCK	20,149.89	21,680.00
YUM BRANDS	COMMON STOCK	11,082.10	15,936.00
SUB TOTAL STATE STREET -STRATEGIC		**6,846,075.99**	**7,305,808.53**
SSGA INST LIQUID RESERVES	MONEY MARKET	175,100.61	175,100.61
ABBOTT LABORATORIES	COMMON STOCK	38,797.67	53,055.00
AIR PRODUCTS	COMMON STOCK	39,429.86	42,010.00
APPLE INC	COMMON STOCK	79,506.40	71,843.36
AT & T	COMMON STOCK	44,755.62	50,059.35
BANK OF NEW YORK	COMMON STOCK	59,340.33	60,395.00
BAXTER INTERNATIONAL	COMMON STOCK	45,875.85	58,660.80
BECTON DICKINSON & CO	COMMON STOCK	46,205.37	47,304.95
BLACKROCK INC	COMMON STOCK	40,777.15	51,677.50
BOEING	COMMON STOCK	57,897.88	64,809.60
CHEVRON CORP	COMMON STOCK	56,095.69	82,186.40
COCA COLA	COMMON STOCK	34,725.87	48,937.50
COLGATE PALMOLIVE	COMMON STOCK	31,520.19	60,633.20
EATON	COMMON STOCK	39,516.08	41,447.70
FAMILY DOLLAR	COMMON STOCK	29,008.59	48,508.65
HONEYWELL INTERNATIONAL	COMMON STOCK	38,534.63	53,632.15
HSBC HOLDINGS	COMMON STOCK	38,224.23	37,679.70
INTEL CORP	COMMON STOCK	59,053.54	59,385.60
JP MORGAN CHASE & CO	COMMON STOCK	61,253.20	78,704.69
M&T BANK CORPORATION	COMMON STOCK	36,097.53	48,742.65
MATTEL INC	COMMON STOCK	22,454.27	33,141.10
MCDONALDS CORP	COMMON STOCK	39,782.51	52,484.95
MEDTRONIC INC	COMMON STOCK	31,235.00	38,148.60
MICROSOFT CORPORATION	COMMON STOCK	73,047.26	69,204.83
NEXTERA ENERGY	COMMON STOCK	39,431.15	51,546.55
NORFOLK SOUTHERN CORP	COMMON STOCK	39,756.42	38,959.20
OCCIDENTAL PETROLEUM CORP	COMMON STOCK	40,457.07	38,305.00
PEPSICO INC.	COMMON STOCK	45,660.49	48,243.15
PHILLIPS 66-W/I	COMMON STOCK	8,486.60	20,284.20
PPG INDUSTRIES	COMMON STOCK	26,400.53	50,079.50
PPL CORP	COMMON STOCK	57,810.62	61,125.05
RAYONIER INC	COMMON STOCK	26,621.00	48,564.71
RAYTHEON	COMMON STOCK	45,970.34	53,530.80
SANOFI-AVENTIS	COMMON STOCK	25,830.64	36,008.80
SMUCKER, JM CO	COMMON STOCK	26,563.25	32,340.00
SPECTRA ENERGY	COMMON STOCK	32,787.95	39,701.00
TIFFANY & CO	COMMON STOCK	34,961.79	35,264.10
TOTAL FINA ELF SA-SPONS ADR	COMMON STOCK	88,291.03	78,015.00
UNILEVER PLC	COMMON STOCK	25,319.24	32,331.20
VENTAS INCORPORATED	COMMON STOCK	41,156.08	50,805.20
VERIZON COMMUNICATIONS	COMMON STOCK	41,470.86	53,005.75
VF CORP	COMMON STOCK	21,009.21	39,252.20
WASTE MANAGEMENT	COMMON STOCK	34,704.87	35,764.40
WELLPOINT INC	COMMON STOCK	49,884.76	46,908.40
WISCONSIN ENERGY	COMMON STOCK	61,962.76	63,013.50
TOTAL STATE STREET - EQUITY		**2,032,771.99**	**2,380,801.60**
FIDELITY CASH RESERVE MONEY MARKET	MONEY MARKET	111,098.55	111,098.55
AT&T CORP	COMMON STOCK	84,820.00	111,243.00
CONSOLIDATED EDISON	COMMON STOCK	69,193.60	111,080.00
CORNING INC	COMMON STOCK	123,143.25	118,628.00
FIDELITY SHORT TERM BOND	MUTUAL FUND	541,274.11	547,712.83
FREEPORT MCMORAN COPPER & GOLD INC	COMMON STOCK	156,712.11	164,160.00
GENERAL ELECTRIC	COMMON STOCK	60,331.43	65,625.00
HSBC BK USA	3.125% 1/27/20	65,000.00	67,921.10
HSBC HOLDINGS	COMMON STOCK	58,090.00	55,814.00
HUANENG POWER	COMMON STOCK	118,111.12	185,750.00
ING GROEP	COMMON STOCK	144,430.45	181,425.00
LJ INTERNATIONAL	COMMON STOCK	241,672.84	129,600.00
MELON FDG CORP	.4225% 5/15/14	49,607.50	49,976.50

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MERCK ASIAN CURRENCY	MUTUAL FUND	120,000.00	119,841.77		
MERCK & CO	COMMON STOCK	132,475.95	155,572.00		
MICROSOFT CORP	COMMON STOCK	132,650.40	120,195.00		
MOSAIC CO NEW COM	COMMON STOCK	149,272.33	166,290.00		
NEXTERA ENERGY INC	COMMON STOCK	47,776.00	69,190.00		
PROSHARES ULTRA QQQ	COMMON STOCK	625,918.83	456,610.00		
PROSHARES TR SHORT 20+	COMMON STOCK	101,621.55	58,760.00		
VALE S.A. SPONS ADR REPR 1	COMMON STOCK	194,279.06	191,866.00		
WAL MART STORES	3.0% 2/3/14	45,367.38	46,312.65		
WELLS FARGO & CO NEW	COMMON STOCK	107,703.07	117,714.00		
YONGYE INTL INC	COMMON STOCK	112,147.95	134,090.00		
SUB TOTAL FIDELITY		**3,592,697.48**	**3,536,475.40**		
GENERAL MONEY MARKET FUND	MONEY MARKET	69,315.14	69,315.14		
CAPITAL INCOME BUILDER FD CL A	MUTUAL FUND	255,912.36	250,525.31		
CAPITAL WORLD GROWTH & INCOME FND CL	MUTUAL FUND	248,887.78	263,797.59		
CREDIT SUISSE COMMONDITY RETURN	MUTUAL FUND	118,440.07	126,569.87		
EURO PACIFIC GROWTH FND CL A	MUTUAL FUND	91,014.62	113,833.48		
FUNDAMENTAL INVESTORS INC	MUTUAL FUND	108,886.63	110,319.20		
GROWTH FUND OF AMERICA INC CL A	MUTUAL FUND	88,913.61	110,434.53		
INCOME FUND OF AMERICA INC CL A	MUTUAL FUND	233,774.53	251,950.71		
ISHARES TR BARCLAYS TIPS BD FD	COMMON STOCK	149,091.36	150,647.14		
ISHARES TR MSCI EAFE INDEX FD	COMMON STOCK	389,456.74	449,419.62		
ISHARES TR CORE S&P MID-CAP ETF	COMMON STOCK	179,278.34	195,269.98		
ISHARES TR CORE S&P SMALL-CAP ETF	COMMON STOCK	90,782.63	99,100.91		
ISHARES TR BARCLAYS CR BD FD	COMMON STOCK	195,211.48	200,623.20		
NEW PERSPECTIVE FD INC CL A	MUTUAL FUND	85,789.83	112,074.54		
NEW WORLD FD INC NEW CL A	MUTUAL FUND	58,445.30	113,146.36		
SMALL CAP WORLD FD INC CL A	MUTUAL FUND	80,178.84	109,846.37		
SPDR S&P 500 ETF TR TR UNIT	COMMON STOCK	594,913.16	635,787.85		
SPDR SER TR BARCLAYS HIGH YIELD BD ETF	COMMON STOCK	121,328.70	128,852.62		
SPDR SER TR BARCLAYS INTL TRES BD ETF	COMMON STOCK	134,212.84	138,356.56		
VANGUARD BD INDEX FD IN SHORT TERM	COMMON STOCK	193,391.18	193,270.79		
VANGUARD BD INDEX FD INT TOTAL BD MARK	COMMON STOCK	492,632.54	492,359.03		
VANGUARD INTL EQUITY INDEX FDS MSCI	COMMON STOCK	151,799.86	172,100.93		
VANGUARD INDEX FDS VANGUARD REIT	COMMON STOCK	118,513.36	123,044.72		
WASHINGTON MUTL INVS FD INC CL A	MUTUAL FUND	85,562.62	103,674.16		
SUBTOTAL NORTHWESTERN		**4,335,733.52**	**4,714,320.61**	**2,998,366.66**	**3,174,717.62**
CASH		0.96	0.96		
CMA & ML INSITIUTIONAL FUND	MONEY MARKET	41,876.55	41,876.55		
BIF MONEY FUND	MONEY MARKET	13,199.00	13,199.00		
ALBERMARLE CORP	COMMON STOCK	32,741.17	35,843.24		
ALTRIA GROUP INC	COMMON STOCK	32,625.97	28,799.04		
BERKSHIRE HATHAWAY INC	COMMON STOCK	20,507.44	21,976.50		
BLACKROCK INC	COMMON STOCK	25,748.76	26,458.88		
BRISTOL-MYERS SQUIBB CO	COMMON STOCK	32,645.41	30,504.24		
CHEVRON CORP	COMMON STOCK	24,337.57	24,547.78		
CINN FINCL CRP OHIO	COMMON STOCK	24,449.76	25,767.28		
CISCO SYSTEMS INC	COMMON STOCK	21,423.01	25,642.47		
COCA COLA COM	COMMON STOCK	19,186.55	19,285.00		
CONOCOPHILLIPS	COMMON STOCK	14,237.07	15,077.40		
DOMINION RES INC NEW	COMMON STOCK	33,204.00	32,271.40		
DUKE ENERGY CORP	COMMON STOCK	16,347.20	15,950.00		
FEDERATED INVESTORS B	COMMON STOCK	24,274.86	24,296.23		
HASBRO INC	COMMON STOCK	31,306.43	31,412.50		
HATTERAS FINL CORP	COMMON STOCK	32,586.07	27,563.91		
HERSHEY COMPANY	COMMON STOCK	20,903.81	21,377.12		
INTEL CORP	COMMON STOCK	30,910.66	25,775.00		
INTL BUSINESS MACHINES	COMMON STOCK	20,421.67	20,495.85		
JOHNSON AND JOHNSON COM	COMMON STOCK	12,216.88	12,618.00		
KINDER MORGAN MANAGEMENT	COMMON STOCK	32,729.53	32,296.88		
LORILLARD INC	COMMON STOCK	37,388.61	33,134.28		
LOWE'S COMPANIES	COMMON STOCK	24,516.48	33,779.52		
MEADWESTVACO CORP	COMMON STOCK	18,280.78	20,524.28		
MICROSOFT CORP	COMMON STOCK	22,923.61	20,619.88		
MONTPELIER RE HOLDINGS	COMMON STOCK	4,081.39	3,893.51		
MORGAN STANELY CAP VIII	COMMON STOCK	12,712.18	12,743.68		
NEWMARKET CORP	COMMON STOCK	24,413.44	27,793.20		
PAYCHEX INC	COMMON STOCK	24,489.45	23,760.40		
PFIZER INC	COMMON STOCK	32,628.08	34,759.91		
PHILLIP MORRIS INTL INC	COMMON STOCK	16,391.69	15,557.04		
REYNOLDS AMERICAN INC	COMMON STOCK	16,252.11	14,790.51		
VERIZON COMMUNICATIONS	COMMON STOCK	19,519.76	19,125.34		
WAL-MART STORES INC	COMMON STOCK	20,333.94	19,377.32		
WELLS FARGO & CO	COMMON STOCK	32,231.52	32,676.08		
SUBTOTAL MERRILL LYNCH		**864,043.37**	**865,570.18**	**822,166.82**	**823,693.63**
PARTICIPANT LOANS	4.25% - 9.25%		**816,966.11**		
TOTAL ASSETS			**20,029,404.59**		