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;
- [ ] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
B & B CORPORATE HOLDINGS 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2005

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

B & B CORPORATE HOLDINGS, INC.

P.O. BOX 1808
TAMPA, FL 33601

927 US HIGHWAY 301 S
TAMPA, FL 33601

2b Employer Identification Number (EIN)
22-3410339

2c Sponsor's telephone number
813-621-6411

2d Business code (see instructions)
447100

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.	10/02/2013	JOSEPH BEVER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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 ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

B & B CORPORATE HOLDINGS, INC.

P.O. BOX 1808
TAMPA, FL 33601

3b Administrator's EIN
22-3410339

3c Administrator's telephone number
813-621-6411

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	114
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**	90
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	34
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	126
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	127
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	97
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	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)	☒	**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)	☒	**H** (Financial Information)
(2)	☐	**I** (Financial Information – Small Plan)
(3)	☐	**A** (Insurance Information)
(4)	☒	**C** (Service Provider Information)
(5)	☐	**D** (DFE/Participating Plan Information)
(6)	☐	**G** (Financial Transaction Schedules)

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 CORPORATE HOLDINGS 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
22-3410339

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

FIELITY INVESTMENTS INST. OPS. CO.

04-2647786

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65 60	RECORDKEEPER	729	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

MATTHEWS BENEFIT GROUP INC

59-3056586

(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?
15	RECORDKEEPER	8835	Yes [ ] No [X]	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 [ ]

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HEARTLAND VAL PLS IV - ALPS FUND SE 20-3247785	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS DIVRS DIVD R5 - INVESCO AIM IN 98-0557567	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
METWEST TOT RTN BD M - BANK OF NEW ONE WALL STREET NEW YORK, NY 10286	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OAKMARK EQ & INC I - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.35%

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

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

(complete as many entries as needed)

a	Name:	**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 CORPORATE HOLDINGS 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
22-3410339

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)	38899	43506
(2) Participant contributions	1b(2)	4916	0
(3) Other	1b(3)	1288	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	78719	122947
(2) U.S. Government securities	1c(2)	361468	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	10720	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	937323	0
(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)	0	23996
(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)	617394	1863757
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(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	2050727	2054206
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2050727	2054206

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)	43506	
(B) Participants	2a(1)(B)	125946	
(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)		169452
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	9107	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	220	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		9327
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	73609	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		73609
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(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)		87152
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		339540
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	294500	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		294500
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	41561	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		41561
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		336061
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3479
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) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: CROWE HORWATH LLP (2) EIN: 35-0921680

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		1000000
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	X		

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 CORPORATE HOLDINGS 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
22-3410339

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** 0

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): 20-1896249 04-6568107

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 CORPORATE HOLDINGS
401(K) SAVINGS PLAN
Tampa, Florida

FINANCIAL STATEMENTS
December 31, 2012 and 2011

B & B CORPORATE HOLDINGS 401(k) SAVINGS PLAN
Tampa, Florida

FINANCIAL STATEMENTS
December 31, 2012 and 2011

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Crowe Horwath

Crowe Horwath LLP
Independent Member Crowe Horwath International

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
B & B Corporate Holdings 401(k) Savings Plan
Tampa, Florida

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of B & B Corporate Holdings 401(k) Savings Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the Plan's 2012 financial statements.

Basis for Disclaimer of Opinion on 2012 Financial Statements

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to certain information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the 2012 financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of December 31, 2012, and for the period from August 1, 2012 through December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion on 2012 Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these 2012 financial statements.

(Continued)

Other Matter 2012

The supplemental Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for purposes of additional analysis and is not a required part of the 2012 financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the 2012 supplemental schedule.

Other Matter 2011

We have audited the statement of net assets available for benefits of B & B Corporate Holdings 401(k) Savings Plan as of December 31, 2011, and the related statement of changes in net assets available for benefits for the year then ended, and in our report dated July 6, 2012, we expressed our opinion that such 2011 financial statement presents fairly, in all material respects, the net assets available for benefits as of December 31, 2011, in accordance with accounting principles generally accepted in the United States of America.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the 2012 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Crowe Horwath LLP

Crowe Horwath LLP

Lakeland, Florida
October 1, 2013

B & B CORPORATE HOLDINGS 401(k) SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments, at fair value (Notes 4 and 5)		
Mutual funds	$ 1,863,757	$ 617,394
Money market	122,947	78,719
Common stocks	-	937,323
Government securities	-	361,469
Corporate bonds	-	10,719
Total investments	1,986,704	2,005,624
Receivables		
Employer contributions receivable	43,506	38,899
Notes receivable from participants	23,996	-
Participant contributions receivable	-	4,916
Other receivables	-	1,288
Total receivables	67,502	45,103
Total assets	2,054,206	2,050,727
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,054,206	$ 2,050,727

See accompanying notes to financial statements.

B & B CORPORATE HOLDINGS 401(k) SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31, 2012 and 2011

	2012	2011
Additions to net assets attributed to		
Investment income		
Dividend income	$ 73,609	$ 71,931
Interest income	9,107	14,872
Net appreciation (depreciation) in fair value of investments	87,152	(62,239)
	169,868	24,564
Interest income on notes receivable from participants	220	-
Contributions		
Employer's	43,506	38,908
Participants'	125,946	105,301
Total contributions	169,452	144,209
Total additions	339,540	168,773
Deductions from net assets attributed to		
Benefits paid to participants	294,500	2,351,338
Administrative expenses	41,561	50,603
Total deductions	336,061	2,401,941
Net increase (decrease)	3,479	(2,233,168)
Net assets available for benefits		
Beginning of year	2,050,727	4,283,895
End of year	$ 2,054,206	$ 2,050,727

See accompanying notes to financial statements.

NOTE 1 - DESCRIPTION OF PLAN

The following description of the B & B Corporate Holdings 401(k) Savings Plan (the 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 defined contribution plan covering substantially all full-time, part-time and flex-time employees (the Employees) of B & B Corporate Holdings, Inc. (the Plan Sponsor), Handy Food Stores, Inc. and B & B Cash Grocery Stores, Inc. (collectively, the Employers) who have completed 1,000 hours of service during a one-year period and are age twenty one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Change in Service Providers: Effective August 1, 2012, the Plan contracted with Fidelity Management Trust Company to provide trustee and recordkeeping services on behalf of the Plan. Matthews Benefits Group, Inc. was engaged to provide recordkeeping services as of and for the year ended December 31, 2011, and for the period from January 1, 2012 through July 31, 2012.

Contributions: Through July 2012, participants could contribute 1 to 16 percent of pretax annual compensation, as defined in the Plan document subject to limitations established by the Internal Revenue Service (IRS). Beginning in August 2012, participants may contribute up to 90% of pretax annual compensation, as defined in the Plan document, subject to limitations established by the IRS. Participants age 50 or older are permitted to defer "catch-up" contributions under the Internal Revenue Code (IRC) Section 414(v). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Plan Sponsor may contribute a discretionary matching contribution to eligible participants on an annual basis as determined by the Board.

For the years ending December 31, 2012 and 2011, the Plan Sponsor matched 40 percent of each participant's deferrals limited to the first 7 percent of deferred compensation.

The Plan Sponsor also has the ability to contribute a profit sharing contribution (PSC) at the discretion of the Board. There was no discretionary PSC for the 2012 and 2011 Plan year. Additional qualified non-elective contributions (QNEC) may be made. No QNEC were made for the 2012 and 2011 Plan year.

Participant Accounts: Each participant's account is credited with the participant's contributions and an allocation of (a) the Plan Sponsor's contributions, (b) Plan earnings, and (c) forfeitures of employer contributions if eligible to share in such contributions, and is charged with his or her withdrawals and an allocation of administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Through July 2012, all investments in the Plan were nonparticipant-directed. Beginning in August 2012, participants may direct contributions to a variety of investment options offered under the Plan.

Allocations: Plan Sponsor matching contributions are allocated annually at the rate previously stated, to eligible participants who are actively employed on the last day of the Plan year or who retired, became disabled or died during the Plan year. Discretionary PSC are allocated annually to eligible participants in the same proportion that each participant's compensation for the year bears to the total compensation of all participants for the Plan year.

(Continued)

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Vesting: Participants are immediately vested in their contributions and employer matching contributions plus actual earnings thereon. Vesting in any discretionary profit sharing contribution, forfeiture allocation, and QNEC, plus earnings thereon, is based on years of continuous service. A participant is 100% vested after three years of credited service.

Effective September 3, 2010, U-Save Supermarkets employees became 100 percent vested in all employer contribution accounts and all unallocated amounts were allocated to the accounts of the participants in accordance with Plan provisions as a result of the partial plan termination. $1,774,595 of the 2011 benefit payments were made to participants affected by this matter.

Payment of Benefits: On termination of service due to death, disability, retirement or termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or payments under a variety of installment options as described in the Plan document.

Notes Receivable from Participants: Participants may borrow from their accounts a minimum of $1,000 up to a maximum of $50,000 or 50 percent of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates which are commensurate with prevailing rates as determined by the Plan administrator. Principal and interest are paid through payroll deductions over periods not to exceed 5 years, unless the loan is for the participant's primary residence, in which case the repayment period is not to exceed 10 years.

Forfeited Accounts: Participant forfeitures of discretionary employer profit sharing contributions are reallocated annually and shall first be made available to reinstate previously forfeited account balances of former participants, if any, in accordance with the Plan provisions. The remaining forfeitures, if any, shall be used first to pay Plan expenses, then to reduce the employer contributions.

Administrative Expenses: Administrative expenses of the Plan are paid by the Plan, unless otherwise assumed by the Plan Sponsor. The Plan Sponsor paid an insignificant amount in legal consultation fees on behalf of the Plan during 2012 and 2011.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared under the accrual basis of accounting.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value as further described in Note 5. 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. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits: Benefits are recorded when paid.

Excess Contributions: Refunds of excess participant deferral contributions may be required to satisfy the relevant nondiscrimination provisions of the Plan. Such refunds are accrued as a liability and reduction in contributions in the Plan year in which the excess deferrals were made to the Plan.

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures, and actual results may differ from these estimates.

Risks and Uncertainties: The Plan holds various investments. Investments are exposed to various risks such as interest rate, market, liquidity and credit risks. Due to the level of risk associated with certain investments and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the fair values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 3 - RIGHTS UPON PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions in accordance with Plan provisions and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in their employer contributions and earnings thereon.

NOTE 4 - INVESTMENTS – UNAUDITED INFORMATION

Fidelity Management Trust Company, the trustee of the Plan, holds investment assets, and executes transactions therein, and substantially all information pertaining to those investments included in the financial statements, including investment income of $93,177 for the period from August 1, 2012 through December 31, 2012, has been certified by them. This certified information has not been audited by independent accountants.

NOTE 5 - INVESTMENTS

The following presents the fair values of investments that represent 5 percent or more of the Plan's net assets available for benefits.

	2012 (Certified)	2011
Participant directed:		
Met West Total Return Bond M	$ 714,112	$ -
Fidelity Contrafund	251,799	-
Invesco Diversified Dividend R5	243,951	-
Fidelity International Discovery	211,001	-
Heartland Value Plus IV	170,493	-
Retirement Money Market Portfolio	122,947	-
Nonparticipant directed:		
Allianz Global Inv Fixed Sh Ser C	-	162,235
Allianz Global Inv Fixed Sh Ser M	-	157,394
Loomis Sayles Invt Tr Bond Class I	-	100,745

(Continued)

NOTE 5 - INVESTMENTS (Continued)

During 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2012	2011
Investments at fair value as determined by quoted market price:		
Mutual funds	$ 28,409	$ (21,221)
Common stocks	67,387	(42,625)
Investments at estimated fair value:		
Government securities	(9,262)	3,786
Corporate bonds	618	(2,179)
Net appreciation (depreciation)	$ 87,152	$ (62,239)

As discussed in Note 4, investment appreciation (depreciation) for the period from August 1, 2012 through December 31, 2012 has been certified by Fidelity Management Trust Company and is unaudited.

NOTE 6 - FAIR VALUE MEASUREMENTS

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

> Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.
>
> Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
>
> Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan

Mutual Funds: The fair values of mutual fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

Common Stocks: The fair values of common stocks are determined by obtaining quoted prices from a nationally recognized exchange (level 1 inputs).

(Continued)

NOTE 6 - FAIR VALUE MEASUREMENTS (Continued)

U.S Treasury: Fair values reflect the closing price reported in the active market in which the security is traded (level 1 inputs).

Government Asset-Backed Securities: Asset-backed securities are priced by a computerized pricing service based on average bid and asked prices currently available on comparable securities or, for less actively traded issues, by utilizing a yield-based matrix system to arrive at an estimated market value (level 2 inputs).

Corporate Bonds: Corporate bonds are valued based upon yields currently available on comparable securities of issuers with similar credit ratings (level 2 inputs) and, if not available for identical or similar bonds, they are valued through matrix pricing models developed by sources considered by management to be reliable. Matrix pricing, which is a mathematical technique commonly used to price debt securities that are not actively traded, values debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (level 2 inputs).

Money Market Accounts: Fair values are estimated to approximate deposit account balances, payable on demand, as no discounts for credit quality or liquidity were determined to be applicable (level 2 inputs).

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments measured at fair value on a recurring basis are summarized below:

	Fair Value Measurements at December 31, 2012 using		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Total
Mutual funds			
Multisector bond	$ 714,112	$ -	$ 714,112
Domestic equity	525,809	-	525,809
Fixed income	346,869	-	346,869
International equity	211,001		211,001
Balanced/asset allocation	65,966		65,966
Money market accounts	-	122,947	122,947
	$ 1,863,757	$ 122,947	$ 1,986,704

(Continued)

NOTE 6 - FAIR VALUE MEASUREMENTS (Continued)

	Fair Value Measurements at December 31, 2011 using		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Total
Mutual funds			
Fixed income	$ 319,629	$ -	$ 319,629
Multisector bond	200,662	-	200,662
World allocation	97,103	-	97,103
Common stocks			
Large cap value	473,267	-	473,267
International large cap value	191,520	-	191,520
Small/mid cap value	167,670	-	167,670
All-cap value	104,866	-	104,866
U.S. Treasury	156,664	-	156,664
Government asset-backed securities	-	204,804	204,804
Money market accounts	-	78,719	78,719
Corporate bonds	-	10,720	10,720
	$ 1,711,381	$ 294,243	$ 2,005,624

There were no significant transfers between Level 1 and Level 2 during 2012.

NOTE 7 - PARTY-IN-INTEREST TRANSACTIONS

Parties in interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain administrative functions are performed by officers or employees of the Plan Sponsor. No such officer or employee receives compensation from the Plan. Some administrative expenses of the Plan are paid directly by the Plan Sponsor. At December 31, 2011, the Plan held shares of Wells Fargo & Company common stock which is an affiliate of CapTrust Financial Advisors (CapTrust). CapTrust was the Plan's investment advisor during 2011 and, therefore, these transactions and payment of investment management fees to CapTrust qualify as party-in-interest transactions. At December 31, 2012, the Plan holds units of mutual fund accounts managed by Fidelity. Fidelity is the Plan custodian and record keeper and, therefore, these transactions and the Plan's payment of custodial fees, record keeping fees, and investment management fees to Fidelity qualify as party-in-interest transactions. Notes receivable from participants also reflect party-in-interest transactions.

(Continued)

NOTE 8 - INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Plan Sponsor by letter dated January 31, 2012 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Plan management believes the Plan is designed and being operated in compliance with the applicable requirements of the IRC and, therefore, they believe that the Plan was qualified and the related trust was exempt as of the financial statement date.

NOTE 9 - SUBSEQUENT EVENT

Plan management has evaluated subsequent events for recognition and disclosure through October 1, 2013, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

B & B CORPORATE HOLDINGS 401(k) SAVINGS PLAN
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Year ended December 31, 2012

Name of Plan Sponsor: B & B Corporate Holdings
Employer Identification Number: 22-3410339
Three-Digit Plan Number: 002

(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
	Money Market			
*	Fidelity Management Trust Company	Bank Deposit Sweep .01%	#	$ 122,947
	Total Money Market			122,947
	Mutual Funds			
*	Fidelity Management Trust Company	Fidelity Contrafund	#	251,799
*	Fidelity Management Trust Company	Fidelity International Discovery	#	211,001
*	Fidelity Management Trust Company	Fidelity Large Cap Stock	#	103,517
*	Fidelity Management Trust Company	Fidelity Freedom Income	#	4,624
*	Fidelity Management Trust Company	Fidelity Freedom 2010	#	4,524
*	Fidelity Management Trust Company	Fidelity Freedom 2020	#	16,791
*	Fidelity Management Trust Company	Fidelity Freedom 2030	#	8,690
*	Fidelity Management Trust Company	Fidelity Freedom 2040	#	1,036
*	Fidelity Management Trust Company	Fidelity Freedom 2005	#	531
*	Fidelity Management Trust Company	Fidelity Freedom 2015	#	5,387
*	Fidelity Management Trust Company	Fidelity Freedom 2025	#	15,160
*	Fidelity Management Trust Company	Fidelity Freedom 2035	#	3,820
*	Fidelity Management Trust Company	Fidelity Freedom 2045	#	2,027
*	Fidelity Management Trust Company	Fidelity Freedom 2050	#	2,140
*	Fidelity Management Trust Company	Fidelity Freedom 2055	#	1,236
	Metropolitan West	Met West Total Return Bond M	#	714,112
	Invesco	Invesco Diversified Dividend R5	#	243,951
	The Oakmark Funds	Oakmark Equity & Income I	#	102,918
	Heartland Funds	Heartland Val Plus IV	#	170,493
	Total Mutual Funds			1,863,757
*	Participant loans	Interest rate of 4.25%, with various maturities through 2017	#	23,996
	Total Investments			$ 2,010,700

* Denotes party-in-interest
\# Participant-directed investments, cost information is not required

See Independent Auditor's Report.

B & B CORPORATE HOLDINGS
401(K) SAVINGS PLAN
Tampa, Florida

FINANCIAL STATEMENTS
December 31, 2012 and 2011

B & B CORPORATE HOLDINGS 401(k) SAVINGS PLAN
Tampa, Florida

FINANCIAL STATEMENTS
December 31, 2012 and 2011

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Crowe Horwath

Crowe Horwath LLP
Independent Member Crowe Horwath International

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
B & B Corporate Holdings 401(k) Savings Plan
Tampa, Florida

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of B & B Corporate Holdings 401(k) Savings Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the Plan's 2012 financial statements.

Basis for Disclaimer of Opinion on 2012 Financial Statements

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to certain information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the 2012 financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of December 31, 2012, and for the period from August 1, 2012 through December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion on 2012 Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these 2012 financial statements.

(Continued)

Other Matter 2012

The supplemental Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for purposes of additional analysis and is not a required part of the 2012 financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the 2012 supplemental schedule.

Other Matter 2011

We have audited the statement of net assets available for benefits of B & B Corporate Holdings 401(k) Savings Plan as of December 31, 2011, and the related statement of changes in net assets available for benefits for the year then ended, and in our report dated July 6, 2012, we expressed our opinion that such 2011 financial statement presents fairly, in all material respects, the net assets available for benefits as of December 31, 2011, in accordance with accounting principles generally accepted in the United States of America.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the 2012 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Crowe Horwath LLP

Crowe Horwath LLP

Lakeland, Florida
October 1, 2013

B & B CORPORATE HOLDINGS 401(k) SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments, at fair value (Notes 4 and 5)		
Mutual funds	$ 1,863,757	$ 617,394
Money market	122,947	78,719
Common stocks	-	937,323
Government securities	-	361,469
Corporate bonds	-	10,719
Total investments	1,986,704	2,005,624
Receivables		
Employer contributions receivable	43,506	38,899
Notes receivable from participants	23,996	-
Participant contributions receivable	-	4,916
Other receivables	-	1,288
Total receivables	67,502	45,103
Total assets	2,054,206	2,050,727
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,054,206	$ 2,050,727

See accompanying notes to financial statements.

B & B CORPORATE HOLDINGS 401(k) SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31, 2012 and 2011

	2012	2011
Additions to net assets attributed to		
Investment income		
Dividend income	$ 73,609	$ 71,931
Interest income	9,107	14,872
Net appreciation (depreciation) in fair value of investments	87,152	(62,239)
	169,868	24,564
Interest income on notes receivable from participants	220	-
Contributions		
Employer's	43,506	38,908
Participants'	125,946	105,301
Total contributions	169,452	144,209
Total additions	339,540	168,773
Deductions from net assets attributed to		
Benefits paid to participants	294,500	2,351,338
Administrative expenses	41,561	50,603
Total deductions	336,061	2,401,941
Net increase (decrease)	3,479	(2,233,168)
Net assets available for benefits		
Beginning of year	2,050,727	4,283,895
End of year	$ 2,054,206	$ 2,050,727

See accompanying notes to financial statements.

NOTE 1 - DESCRIPTION OF PLAN

The following description of the B & B Corporate Holdings 401(k) Savings Plan (the 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 defined contribution plan covering substantially all full-time, part-time and flex-time employees (the Employees) of B & B Corporate Holdings, Inc. (the Plan Sponsor), Handy Food Stores, Inc. and B & B Cash Grocery Stores, Inc. (collectively, the Employers) who have completed 1,000 hours of service during a one-year period and are age twenty one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Change in Service Providers: Effective August 1, 2012, the Plan contracted with Fidelity Management Trust Company to provide trustee and recordkeeping services on behalf of the Plan. Matthews Benefits Group, Inc. was engaged to provide recordkeeping services as of and for the year ended December 31, 2011, and for the period from January 1, 2012 through July 31, 2012.

Contributions: Through July 2012, participants could contribute 1 to 16 percent of pretax annual compensation, as defined in the Plan document subject to limitations established by the Internal Revenue Service (IRS). Beginning in August 2012, participants may contribute up to 90% of pretax annual compensation, as defined in the Plan document, subject to limitations established by the IRS. Participants age 50 or older are permitted to defer "catch-up" contributions under the Internal Revenue Code (IRC) Section 414(v). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Plan Sponsor may contribute a discretionary matching contribution to eligible participants on an annual basis as determined by the Board.

For the years ending December 31, 2012 and 2011, the Plan Sponsor matched 40 percent of each participant's deferrals limited to the first 7 percent of deferred compensation.

The Plan Sponsor also has the ability to contribute a profit sharing contribution (PSC) at the discretion of the Board. There was no discretionary PSC for the 2012 and 2011 Plan year. Additional qualified non-elective contributions (QNEC) may be made. No QNEC were made for the 2012 and 2011 Plan year.

Participant Accounts: Each participant's account is credited with the participant's contributions and an allocation of (a) the Plan Sponsor's contributions, (b) Plan earnings, and (c) forfeitures of employer contributions if eligible to share in such contributions, and is charged with his or her withdrawals and an allocation of administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Through July 2012, all investments in the Plan were nonparticipant-directed. Beginning in August 2012, participants may direct contributions to a variety of investment options offered under the Plan.

Allocations: Plan Sponsor matching contributions are allocated annually at the rate previously stated, to eligible participants who are actively employed on the last day of the Plan year or who retired, became disabled or died during the Plan year. Discretionary PSC are allocated annually to eligible participants in the same proportion that each participant's compensation for the year bears to the total compensation of all participants for the Plan year.

(Continued)

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Vesting: Participants are immediately vested in their contributions and employer matching contributions plus actual earnings thereon. Vesting in any discretionary profit sharing contribution, forfeiture allocation, and QNEC, plus earnings thereon, is based on years of continuous service. A participant is 100% vested after three years of credited service.

Effective September 3, 2010, U-Save Supermarkets employees became 100 percent vested in all employer contribution accounts and all unallocated amounts were allocated to the accounts of the participants in accordance with Plan provisions as a result of the partial plan termination. $1,774,595 of the 2011 benefit payments were made to participants affected by this matter.

Payment of Benefits: On termination of service due to death, disability, retirement or termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or payments under a variety of installment options as described in the Plan document.

Notes Receivable from Participants: Participants may borrow from their accounts a minimum of $1,000 up to a maximum of $50,000 or 50 percent of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates which are commensurate with prevailing rates as determined by the Plan administrator. Principal and interest are paid through payroll deductions over periods not to exceed 5 years, unless the loan is for the participant's primary residence, in which case the repayment period is not to exceed 10 years.

Forfeited Accounts: Participant forfeitures of discretionary employer profit sharing contributions are reallocated annually and shall first be made available to reinstate previously forfeited account balances of former participants, if any, in accordance with the Plan provisions. The remaining forfeitures, if any, shall be used first to pay Plan expenses, then to reduce the employer contributions.

Administrative Expenses: Administrative expenses of the Plan are paid by the Plan, unless otherwise assumed by the Plan Sponsor. The Plan Sponsor paid an insignificant amount in legal consultation fees on behalf of the Plan during 2012 and 2011.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared under the accrual basis of accounting.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value as further described in Note 5. 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. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits: Benefits are recorded when paid.

Excess Contributions: Refunds of excess participant deferral contributions may be required to satisfy the relevant nondiscrimination provisions of the Plan. Such refunds are accrued as a liability and reduction in contributions in the Plan year in which the excess deferrals were made to the Plan.

(Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures, and actual results may differ from these estimates.

Risks and Uncertainties: The Plan holds various investments. Investments are exposed to various risks such as interest rate, market, liquidity and credit risks. Due to the level of risk associated with certain investments and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the fair values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 3 - RIGHTS UPON PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions in accordance with Plan provisions and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in their employer contributions and earnings thereon.

NOTE 4 - INVESTMENTS – UNAUDITED INFORMATION

Fidelity Management Trust Company, the trustee of the Plan, holds investment assets, and executes transactions therein, and substantially all information pertaining to those investments included in the financial statements, including investment income of $93,177 for the period from August 1, 2012 through December 31, 2012, has been certified by them. This certified information has not been audited by independent accountants.

NOTE 5 - INVESTMENTS

The following presents the fair values of investments that represent 5 percent or more of the Plan's net assets available for benefits.

	2012 (Certified)	2011
Participant directed:		
Met West Total Return Bond M	$ 714,112	$ -
Fidelity Contrafund	251,799	-
Invesco Diversified Dividend R5	243,951	-
Fidelity International Discovery	211,001	-
Heartland Value Plus IV	170,493	-
Retirement Money Market Portfolio	122,947	-
Nonparticipant directed:		
Allianz Global Inv Fixed Sh Ser C	-	162,235
Allianz Global Inv Fixed Sh Ser M	-	157,394
Loomis Sayles Invt Tr Bond Class I	-	100,745

(Continued)

NOTE 5 - INVESTMENTS (Continued)

During 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2012	2011
Investments at fair value as determined by quoted market price:		
Mutual funds	$ 28,409	$ (21,221)
Common stocks	67,387	(42,625)
Investments at estimated fair value:		
Government securities	(9,262)	3,786
Corporate bonds	618	(2,179)
Net appreciation (depreciation)	$ 87,152	$ (62,239)

As discussed in Note 4, investment appreciation (depreciation) for the period from August 1, 2012 through December 31, 2012 has been certified by Fidelity Management Trust Company and is unaudited.

NOTE 6 - FAIR VALUE MEASUREMENTS

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

> Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.
>
> Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
>
> Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan

Mutual Funds: The fair values of mutual fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

Common Stocks: The fair values of common stocks are determined by obtaining quoted prices from a nationally recognized exchange (level 1 inputs).

(Continued)

NOTE 6 - FAIR VALUE MEASUREMENTS (Continued)

U.S Treasury: Fair values reflect the closing price reported in the active market in which the security is traded (level 1 inputs).

Government Asset-Backed Securities: Asset-backed securities are priced by a computerized pricing service based on average bid and asked prices currently available on comparable securities or, for less actively traded issues, by utilizing a yield-based matrix system to arrive at an estimated market value (level 2 inputs).

Corporate Bonds: Corporate bonds are valued based upon yields currently available on comparable securities of issuers with similar credit ratings (level 2 inputs) and, if not available for identical or similar bonds, they are valued through matrix pricing models developed by sources considered by management to be reliable. Matrix pricing, which is a mathematical technique commonly used to price debt securities that are not actively traded, values debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (level 2 inputs).

Money Market Accounts: Fair values are estimated to approximate deposit account balances, payable on demand, as no discounts for credit quality or liquidity were determined to be applicable (level 2 inputs).

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments measured at fair value on a recurring basis are summarized below:

	Fair Value Measurements at December 31, 2012 using		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Total
Mutual funds			
Multisector bond	$ 714,112	$ -	$ 714,112
Domestic equity	525,809	-	525,809
Fixed income	346,869	-	346,869
International equity	211,001		211,001
Balanced/asset allocation	65,966		65,966
Money market accounts	-	122,947	122,947
	$ 1,863,757	$ 122,947	$ 1,986,704

(Continued)

NOTE 6 - FAIR VALUE MEASUREMENTS (Continued)

	Fair Value Measurements at December 31, 2011 using		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Total
Mutual funds			
Fixed income	$ 319,629	$ -	$ 319,629
Multisector bond	200,662	-	200,662
World allocation	97,103	-	97,103
Common stocks			
Large cap value	473,267	-	473,267
International large cap value	191,520	-	191,520
Small/mid cap value	167,670	-	167,670
All-cap value	104,866	-	104,866
U.S. Treasury	156,664	-	156,664
Government asset-backed securities	-	204,804	204,804
Money market accounts	-	78,719	78,719
Corporate bonds	-	10,720	10,720
	$ 1,711,381	$ 294,243	$ 2,005,624

There were no significant transfers between Level 1 and Level 2 during 2012.

NOTE 7 - PARTY-IN-INTEREST TRANSACTIONS

Parties in interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain administrative functions are performed by officers or employees of the Plan Sponsor. No such officer or employee receives compensation from the Plan. Some administrative expenses of the Plan are paid directly by the Plan Sponsor. At December 31, 2011, the Plan held shares of Wells Fargo & Company common stock which is an affiliate of CapTrust Financial Advisors (CapTrust). CapTrust was the Plan's investment advisor during 2011 and, therefore, these transactions and payment of investment management fees to CapTrust qualify as party-in-interest transactions. At December 31, 2012, the Plan holds units of mutual fund accounts managed by Fidelity. Fidelity is the Plan custodian and record keeper and, therefore, these transactions and the Plan's payment of custodial fees, record keeping fees, and investment management fees to Fidelity qualify as party-in-interest transactions. Notes receivable from participants also reflect party-in-interest transactions.

(Continued)

NOTE 8 - INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Plan Sponsor by letter dated January 31, 2012 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Plan management believes the Plan is designed and being operated in compliance with the applicable requirements of the IRC and, therefore, they believe that the Plan was qualified and the related trust was exempt as of the financial statement date.

NOTE 9 - SUBSEQUENT EVENT

Plan management has evaluated subsequent events for recognition and disclosure through October 1, 2013, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

B & B CORPORATE HOLDINGS 401(k) SAVINGS PLAN
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Year ended December 31, 2012

Name of Plan Sponsor: B & B Corporate Holdings
Employer Identification Number: 22-3410339
Three-Digit Plan Number: 002

(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
	Money Market			
*	Fidelity Management Trust Company	Bank Deposit Sweep .01%	#	$ 122,947
	Total Money Market			122,947
	Mutual Funds			
*	Fidelity Management Trust Company	Fidelity Contrafund	#	251,799
*	Fidelity Management Trust Company	Fidelity International Discovery	#	211,001
*	Fidelity Management Trust Company	Fidelity Large Cap Stock	#	103,517
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	Metropolitan West	Met West Total Return Bond M	#	714,112
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	The Oakmark Funds	Oakmark Equity & Income I	#	102,918
	Heartland Funds	Heartland Val Plus IV	#	170,493
	Total Mutual Funds			1,863,757
*	Participant loans	Interest rate of 4.25%, with various maturities through 2017	#	23,996
	Total Investments			$ 2,010,700

* Denotes party-in-interest
\# Participant-directed investments, cost information is not required

See Independent Auditor's Report.