

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
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>EDWARDS COMPANIES AND IBP HOLDING COMPANY 401(K) SAVINGS PLAN AND TRUST</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/01/2004</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>04/01/2004</u>	
1b Three-digit plan number (PN) ▶	<u>003</u>				
1c Effective date of plan <u>04/01/2004</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>IBP HOLDING CO.</u> <u>495 SOUTH HIGH STREET - SUITE 150</u> <u>COLUMBUS, OH 43215</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>31-1732371</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>614-241-2080</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>445110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-1732371</u>	2c Sponsor's telephone number <u>614-241-2080</u>	2d Business code (see instructions) <u>445110</u>	
2b Employer Identification Number (EIN) <u>31-1732371</u>					
2c Sponsor's telephone number <u>614-241-2080</u>					
2d Business code (see instructions) <u>445110</u>					

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. Signature of plan administrator	10/15/2013 Date	JASON LAWSON Enter name of individual signing as plan administrator
SIGN HERE	Filed with incorrect/unrecognized electronic signature. Signature of employer/plan sponsor	10/15/2013 Date	ALAN FERMIER 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		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 1811
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	1786
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	31
d Subtotal. Add lines 6a , 6b , and 6c	6d	1817
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	1817
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	108
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 2F 2G 2J 2K 2T 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:		
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust	(3) ☒ Trust	
(4) ☐ General assets of the sponsor	(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		b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ A (Insurance Information)	
	(4) ☒ C (Service Provider Information)	
	(5) ☒ D (DFE/Participating Plan Information)	
	(6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>EDWARDS COMPANIES AND IBP HOLDING COMPANY 401(K) SAVINGS PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>IBP HOLDING CO.</u>	D Employer Identification Number (EIN) <u>31-1732371</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

MERRILL LYNCH, PIERCE, FENNER AND S

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?
15 52 59 60 62 63 72	RECORDKEEPER	4620	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

EVERHART FINANCIAL GROUP

31-1440043

(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?
70	CONSULTANT	2036	Yes ☐ No ☒	Yes ☐ No ☒	0	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
(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.	

(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.	

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
(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 D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>EDWARDS COMPANIES AND IBP HOLDING COMPANY 401(K) SAVINGS PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>IBP HOLDING CO.</u>	D Employer Identification Number (EIN) <u>31-1732371</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO STABLE VALUE RET CL 5

b Name of sponsor of entity listed in (a): INVESCO NATIONAL TRUST COMPANY

c EIN-PN <u>27-3868124-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1010348</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan EDWARDS COMPANIES AND IBP HOLDING COMPANY 401(K) SAVINGS PLAN AND TRUST	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 IBP HOLDING CO.	D Employer Identification Number (EIN) 31-1732371	

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	1703
(2) Participant contributions	1b(2)	11942	8623
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	28	29
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	89002	79394
(9) Value of interest in common/collective trusts.....	1c(9)	1319126	1010348
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(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)	3954780	3074734
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(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	5374878	4174831

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5374878	4174831
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	45404	
(B) Participants	2a(1)(B)	242847	
(C) Others (including rollovers)	2a(1)(C)	470	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		288721

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	3342	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3342

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	77003	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		77003

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		11773
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(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)		291764
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		672603

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	720897	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		720897
f Corrective distributions (see instructions)	2f		20
g Certain deemed distributions of participant loans (see instructions).....	2g		15759
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	6655	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		6655
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		743331

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-70728
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan	2l(2)		1129319

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) ☒ 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 ☐ 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:

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.).....

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.).....

	Yes	No	Amount
4a	X		114775
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.)		X	
4c			
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.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		2000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
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?		X	
4g			
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?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
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.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
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)

INSTALLED BUILDING PRODUCTS, LLC 401(K) SAVINGS PLAN AND TRUST

5b(2) EIN(s)	5b(3) PN(s)
31-1795875	001

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

A Name of plan <u>EDWARDS COMPANIES AND IBP HOLDING COMPANY 401(K) SAVINGS PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>IBP HOLDING CO.</u>	D Employer Identification Number (EIN) <u>31-1732371</u>

Part I	Distributions
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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	<u>0</u>
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): <u>94-1687665</u>		
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 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
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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
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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.
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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): _____

**EDWARDS COMPANIES AND
IBP HOLDING COMPANY
401(k) SAVINGS PLAN AND TRUST**

FINANCIAL STATEMENTS
December 31, 2012 and 2011

EDWARDS COMPANIES AND IBP HOLDING COMPANY
401(k) SAVINGS PLAN AND TRUST
Columbus, Ohio

FINANCIAL STATEMENTS
December 31, 2012 and 2011

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INDEPENDENT AUDITOR'S REPORT

Plan Trustees and Administrators
Edwards Companies and IBP Holding Company 401(k) Savings Plan and Trust
Columbus, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Edwards Companies and IBP Holding Company 401(k) Savings Plan and Trust (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, 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 matters 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.

Basis for Disclaimer of Opinion

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 the information summarized in Note 4, which was certified by Bank of America, N.A, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodian as of December 31, 2012 and 2011 and for the year ended December 31, 2012 that the information provided to the plan administrator by the custodian is complete and accurate.

(Continued)

Disclaimer of Opinion

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 financial statements.

Other Matter

The supplemental Schedule H, Line 4a – Schedule of Delinquent Participant Contributions and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of and for the year ended December 31, 2012 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for purposes of additional analysis and are not a required part of the 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 supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, 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

Columbus, Ohio
October 14, 2013

EDWARDS COMPANIES AND IBP HOLDING COMPANY
401(k) SAVINGS PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments, at fair value (Note 4)	\$ 4,123,628	\$ 5,314,916
Receivables:		
Employee contributions	8,623	11,942
Employer contributions	1,703	-
Notes receivable from participants	79,394	89,002
Accrued dividends	<u>29</u>	<u>28</u>
	<u>89,749</u>	<u>100,972</u>
 Total assets and net assets, reflecting all Investments at fair value	 4,213,377	 5,415,888
 Adjustment from fair value to contract value for fully benefit-responsive investment contracts	 <u>(38,546)</u>	 <u>(41,010)</u>
 NET ASSETS AVAILABLE FOR PLAN BENEFITS	 <u><u>\$ 4,174,831</u></u>	 <u><u>\$ 5,374,878</u></u>

See accompanying notes to financial statements.

EDWARDS COMPANIES AND IBP HOLDING COMPANY
401(k) SAVINGS PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2012

Additions to net assets attributed to:

Investment income (Note 4)	
Interest and dividends	\$ 88,776
Net appreciation in fair value of investments	<u>291,764</u>
Total investment income	<u>380,540</u>
 Interest income from notes receivable from participants	 3,342
 Contributions	
Employer	45,404
Rollover	470
Employee	<u>242,847</u>
Total contributions	<u>288,721</u>
 Total additions	 672,603

Deductions from net assets attributed to:

Benefits paid to participants	736,676
Administrative expenses	<u>6,655</u>
Total deductions	<u>743,331</u>

Net decrease before transfers (70,728)

Plan transfers (Note 8) (1,129,319)

Net decrease (1,200,047)

Net assets available for benefits

Beginning of year	<u>5,374,878</u>
 End of year	 <u>\$ 4,174,831</u>

See accompanying notes to financial statements.

EDWARDS COMPANIES AND IBP HOLDING COMPANY
401(k) SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Edwards Companies and IBP Holding Company 401(k) Savings Plan and Trust (the "Plan") is provided for general information only. 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 which was formed April 1, 2004, for the purpose of providing retirement benefits to employees of IBP Holding Company and affiliated companies (the "Company").

Eligibility: All employees who have attained age 18 and have completed one half year of service are eligible to make compensation reduction contributions to the Plan. Participation is voluntary and an eligible employee must deliver a signed contribution agreement to the Employer prior to the entry date on which he or she desires to begin making contributions to the Plan.

Participant Contributions: A participating employee may elect to defer up to 25% of eligible compensation to the Plan. However, total deferrals by an individual participant in any calendar year may not exceed a dollar limit set by law (\$17,000 in 2012). This limit will be increased in future years for cost of living changes. Plan participants who are at least 50 years old by the end of the year may make special "catch-up" contributions. The limit for "catch-up" contributions was \$5,500 in 2012.

Employer Contributions: At the Plan sponsor's discretion, it may choose to match up to 25% of the first 8% of compensation reduction contributions made by participants. For 2012, the Plan sponsor made \$45,404 in discretionary matching contributions.

The Plan sponsor also has the ability to make a discretionary profit sharing contribution on behalf of all qualified employees. Each qualified employee would receive a pro rata share of a profit sharing contribution based on the relationship of his or her compensation to total compensation times the amount contributed. No discretionary profit sharing contribution was made during 2012.

Participant Accounts: Each participant's account is credited with the participant's contributions, employer's matching contributions, profit sharing contributions, forfeiture redistributions and Plan earnings or losses 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 his or her vested account. A participant may withdraw his or her vested account balance prior to normal retirement age only upon reaching age 59 ½ or upon demonstrating a hardship need as defined by the Internal Revenue Code ("IRC").

Retirement, Death and Disability: A participant is entitled to 100% of his or her account balance upon retirement, death or disability.

(Continued)

EDWARDS COMPANIES AND IBP HOLDING COMPANY
401(k) SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

Vesting: Participants are immediately vested in their voluntary contributions plus earnings (losses) thereon. Participants vest in the Company's matching contribution 100% after three years of service. The Company's profit sharing contribution, plus actual earnings thereon, is subject to the following vesting schedule:

<u>Number of Completed Years of Service</u>	<u>Vested Percentage</u>
Less than 1	0
1 year	0
2 years	20
3 years	40
4 years	60
5 years	80
6 years	100

Forfeitures: Forfeitures are made available to reinstate previously forfeited account balances of reemployed participants. Remaining forfeitures are first used to reduce Plan administrative costs; second to reduce employer contributions and third, allocated to eligible participants who are employed as of the last day of the year. As of December 31, 2012 and 2011, forfeitures of \$16,365 and \$41,545, respectively, were available to reduce future Company contributions to the Plan. During 2012, \$25,180 was used to reduce Plan administrative costs

Payment of Benefits: On termination of service due to death, disability or retirement, a participant may elect to receive a lump-sum payment equal to the vested interest in his or her account, or annual installments over their life expectancy. For termination and other distributions, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Notes Receivable from Participants: The amount a participant may borrow is limited to the lesser of \$50,000 or 50% of their vested account balance. The notes are secured by the balance in the participants account and bear interest at rates that are commensurate with local prevailing rates as determined by the plan administrator. Principal and interest payments are made via payroll deductions or check.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Risks and Uncertainties: The Plan invests in 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 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.

(Continued)

EDWARDS COMPANIES AND IBP HOLDING COMPANY
401(k) SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Administrative and Investment Management Expenses: The Plan's record keeping and custodial fees are paid by the Plan and are reflected in the financial statements as administrative expenses of the Plan. Investment management fees are charged to the Plan as a reduction of investment return and included in the investment income (loss) reported by the Plan. All other expenses of the Plan are paid by the Company.

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

Notes Receivable from Participants: Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

Benefit Payments: Benefit payments to participants are recorded upon distribution.

Subsequent Events: Plan management has evaluated subsequent events for recognition and disclosure through October 14, 2013, which is the date the financial statements were available to be issued.

Fully Benefit-Responsive Investment Contracts: While Plan investments are presented at fair value in the statement of net assets available for benefits, any material difference between the fair value of the Plan's direct and indirect interests in fully benefit-responsive investment contracts and their contract value is presented as an adjustment line in the statements of net assets available for benefits, because contract value is the relevant measurement attribute for that portion of the Plan's net assets available for benefits. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The Plan holds an indirect interest in fully benefit-responsive contracts through its investment in a stable value fund.

NOTE 3 – 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.

(Continued)

EDWARDS COMPANIES AND IBP HOLDING COMPANY
401(k) SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

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 are descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of its investments.

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

Stable Value Fund: The fair values of participation units in the stable value collective trust are based upon the net asset values of such fund, after adjustments to reflect all fund investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported in the audited financial statements of the fund (Level 2 inputs). The fund invests in guaranteed synthetic investment contracts issued by life insurance companies, banks, and other financial institutions, with the objective to seek preservation of principal and provide interest income reasonable obtained under prevailing market conditions and rates, consistent with seeking to maintain required liquidity. The fund generally provides for daily redemptions by the Plan at reported net asset value per share subject to one year notice provision. If the market value of units is less than their contract value, participant plans may also elect to withdraw units at their market value upon 10 days' notice.

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 are 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)	Significant Unobservable Inputs (Level 3)
Mutual Funds			
Domestic Bond	\$ 357,119	\$ -	\$ -
Domestic Large Blended	325,603	-	-
Domestic Large Growth	562,867	-	-
Domestic Large Value	375,444	-	-
Domestic Midcap Blend	8,877	-	-
Domestic Midcap Growth	186,027	-	-
Domestic Midcap Value	89,168	-	-
Domestic Small Blended	38,896	-	-
Domestic Small Value	71,552	-	-
International Bond	473,078	-	-
International Large Blended	261,887	-	-
International Large Growth	324,216	-	-
Stable Value Funds	-	1,048,894	-
	<u>\$ 3,074,734</u>	<u>\$ 1,048,894</u>	<u>\$ -</u>

(Continued)

EDWARDS COMPANIES AND IBP HOLDING COMPANY
401(k) SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 3 – 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)	Significant Unobservable Inputs (Level 3)
Mutual Funds			
Domestic Bond	\$ 361,421	\$ -	\$ -
Domestic Large Blended	289,082	-	-
Domestic Large Growth	759,726	-	-
Domestic Large Value	556,165	-	-
Domestic Midcap Blend	37,113	-	-
Domestic Midcap Growth	303,690	-	-
Domestic Midcap Value	114,912	-	-
Domestic Small Blended	80,816	-	-
Domestic Small Value	117,091	-	-
International Bond	512,635	-	-
International Large Blended	353,593	-	-
International Large Growth	468,536	-	-
Stable Value Funds	-	1,360,136	-
	<u>\$ 3,954,780</u>	<u>\$ 1,360,136</u>	<u>\$ -</u>

NOTE 4 – UNAUDITED INFORMATION – CERTIFIED INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS

With the exception of the fair value of the stable value fund, substantially all information pertaining to the Plan's investments and notes receivable from participants included in the financial statements, including the associated investment income (loss) and interest earned on notes receivable from participants, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Bank of America, N.A., the custodian of the Plan. This information has not been audited by independent accountants.

(Continued)

EDWARDS COMPANIES AND IBP HOLDING COMPANY
401(k) SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 4 – UNAUDITED INFORMATION – CERTIFIED INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS (Continued)

The fair value of investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	<u>2012</u>	<u>2011</u>
Stable Value Fund:		
Invesco Stable Value Fund	\$ 1,048,894	\$ 1,360,136
(Contract value - \$1,010,348 at 2012 and \$1,319,126 at 2011)		
Mutual Funds:		
Victory Diversified Stock Fund (Class A)	325,603	289,082
BlackRock Equity Dividend Fund (Class A GM)	267,712	337,872
Thornburg International Value Fund (Class A GM)	227,143	289,006
Goldman Sachs Government Income Fund (Class A GM)	353,511	359,189
Pimco Total Return Fund (Class A GM)	329,211	318,240
Ivy Asset Strategy Fund (Class Y GM)	258,347	320,044
BlackRock Global Allocation Fund (Class A GM)	256,446	315,692

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held, during the year) in mutual funds appreciated in value by \$291,764. Interest and dividend income on investments in 2012 was \$88,776. Interest income earned on notes receivable from participants in 2012 was \$3,342.

NOTE 5 - INCOME TAX STATUS

The Plan sponsor adopted a non-standardized prototype plan document. The Internal Revenue Service has determined and informed the prototype plan sponsor, by a letter dated March 31, 2008, that the Plan is designed in accordance with applicable sections of the IRC. Although the Plan has been amended from the original prototype document, Plan management believes that the Plan is currently designed and is being operated in compliance with applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the Department of Labor or Internal Revenue Service, however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 6 - PARTIES-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under DOL Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer and certain others. The Plan held \$79,394 and \$89,002 in notes receivable from participants as of December 31, 2012 and 2011, respectively, which represent party-in-interest transactions.

(Continued)

EDWARDS COMPANIES AND IBP HOLDING COMPANY
401(k) SAVINGS PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 7 - 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. Upon the termination of the Plan, the rights of each participant to the assets then held for his or her account under the Plan become non-forfeitable.

NOTE 8 - PLAN TRANSFER

The Company sponsors multiple benefit plans. During 2012, plan transfers of \$1,129,319 include balances of certain participants who transferred departments within the Company, resulting in transfers out of the Plan and into two other plans sponsored by the Company.

SUPPLEMENTAL SCHEDULES

EDWARDS COMPANIES AND IBP HOLDING COMPANY
401(K) SAVINGS PLAN AND TRUST
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
Year ended December 31, 2012

Check here if Late Participant Loan Repayments are Included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
X	*\$114,775	\$ -	\$ -	\$ -

* Contributions not corrected from 2012 and 2011 were \$51,913 and \$62,862, respectively.

See Independent Auditor's Report.

EDWARDS COMPANIES AND IBP HOLDING COMPANY
401(K) SAVINGS PLAN AND TRUST
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

Name of plan sponsor:	IBP Holding Co.
Employer identification number:	31-1732371
Three-digit plan number:	003

(a)	(b) Identity of Issue Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Date of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
<u>Stable Value Funds</u>				
	Invesco	Invesco Stable Value Fund, 1,010,348 shares	**	\$ 1,010,348
<u>Mutual Funds</u>				
	Alger	Alger Mid Cap Growth Institutional Fund, (Class I), 8,368 shares	**	127,111
	Alger	Alger Mid Cap Growth Institutional Fund, (Class I GM), 3,879 shares	**	58,916
	American Funds	American New Perspective Fund (Class R3), 968 shares	**	29,766
	Aston	Aston/Fairpointe Mid Cap Fund (Class N), 266 shares	**	8,877
	BlackRock	BlackRock Global Allocation Fund (Class A), 276 shares	**	5,441
	BlackRock	BlackRock Global Allocation Fund, (Class A GM), 12,991 shares	**	256,446
	BlackRock	BlackRock Equity Dividend Fund (Class A), 981 shares	**	19,504
	BlackRock	BlackRock Equity Dividend Fund (Class A GM), 13,460 shares	**	267,712
	Columbia Investments	Columbia Small Cap Core Fund (Class A), 592 shares	**	9,313
	Columbia Investments	Columbia Small Cap Core Fund (Class A GM), 1,882 shares	**	29,583
	DWS	Dreman Small Cap Value Fund (Class A), 348 shares	**	12,658
	DWS	Dreman Small Cap Value Fund (Class A GM), 1,618 shares	**	58,894

** Participant-directed investments. Cost information is not required to be presented.

* Denotes party-in-interest.

(Continued)

EDWARDS COMPANIES AND IBP HOLDING COMPANY
401(K) SAVINGS PLAN AND TRUST
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

Name of plan sponsor:	IBP Holding Co.
Employer identification number:	31-1732371
Three-digit plan number:	003

(a)	(b) Identity of Issue Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Date of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
<u>Mutual Funds</u> (continued)				
	Goldman Sachs	Goldman Sachs Government Income Fund (Class A), 239 shares	**	\$ 3,608
	Goldman Sachs	Goldman Sachs Government Income Fund (Class A GM), 23,442 shares	**	353,511
	Goldman Sachs	Goldman Sachs Mid Cap Value Fund (Class A), 304 shares	**	11,873
	Goldman Sachs	Goldman Sachs Mid Cap Value Fund (Class A GM), 1,980 shares	**	77,295
	Ivy	Ivy Asset Strategy Fund (Class Y GM), 9,963 shares	**	258,347
	MFS	MFS Total Return Fund (Class A), 5,801 shares	**	88,228
	Oppenheimer	Oppenheimer Equity Fund (Class A), 11,871 shares	**	113,484
	Oppenheimer	Oppenheimer Equity Fund (Class A GM), 19,983 shares	**	191,036
	Pimco	Pimco Total Return Fund (Class A), 12,800 shares	**	143,867
	Pimco	Pimco Total Return Fund (Class A GM), 29,289 shares	**	329,211
	Thornburg	Thornburg International Value Fund (Class A), 2,452 shares	**	67,307
	Thornburg	Thornburg Inter Value Fund A (Class A GM), 8,275 shares	**	227,143
	Victory	Victory Diversified Stock Fund (Class A), 19,556 shares	**	325,603
		Total Mutual Funds		3,074,734
*	<u>Notes receivable from Participants</u>			
	Participants	Notes receivable from participants with interest rates of 4.25%		79,394
				<u>\$ 4,164,476</u>

** Participant-directed investments. Cost information is not required to be presented.

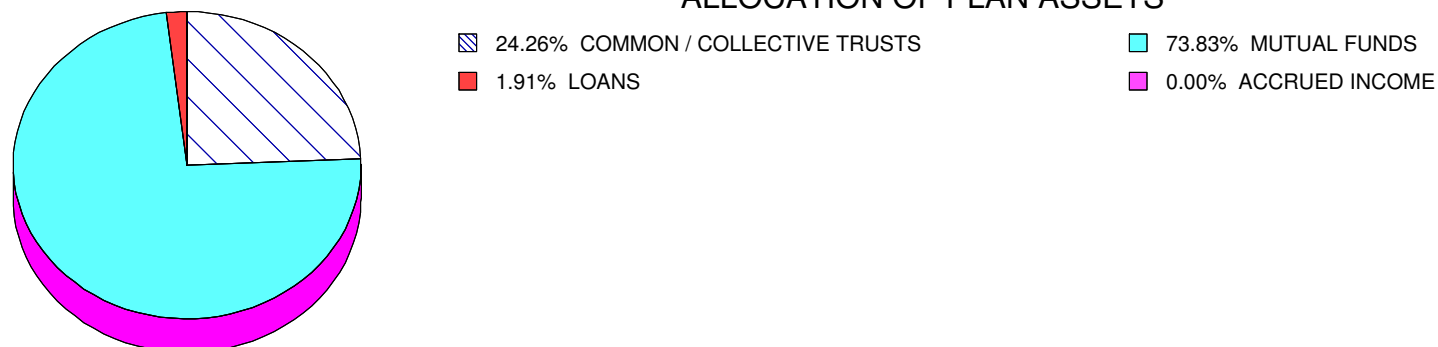
* Denotes party-in-interest.

See Independent Auditor's Report.

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2012 - 12/31/2012

EDWARDS COMPANIES AND IBP
HOLDING 401(K) SAVINGS PL&TRUST
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
<u>COMMON / COLLECTIVE TRUSTS</u>					
INVESCO STABLE VALUE RET CL 5	766,897.6900	1.000	766,897.69	766,897.69	18.42%
INVESCO STABLE VAL RET GM CL 5	243,450.0000	1.000	243,450.00	243,450.00	5.85%
TOTAL COMMON / COLLECTIVE TRUSTS			1,010,347.69	1,010,347.69	24.26%
<u>MUTUAL FUNDS</u>					
ALGER MID CAP GRWTH INSTL FD I	8,368.0675	15.190	126,966.88	127,110.95	3.05%
ALGER MID CAP GRWTH INSTL FD I	3,878.5799	15.190	50,467.21	58,915.63	1.41%
AMERICAN NEW PERSPECTIVE R3	968.3138	30.740	25,283.09	29,765.97	0.71%
COLUMBIA SMALL CAP CORE FD A	592.4583	15.720	8,209.07	9,313.44	0.22%
COLUMBIA SMALL CAP CORE A GM	1,881.8804	15.720	25,098.69	29,583.16	0.71%
IVY ASSET STRATEGY FD CL Y GM	9,963.2474	25.930	225,059.62	258,347.01	6.20%

Balances include the effect of pending trades

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2012 - 12/31/2012

EDWARDS COMPANIES AND IBP
HOLDING 401(K) SAVINGS PL&TRUST
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
BLACKROCK GLOBAL ALLOC A	275.6133	19.740	5,020.44	5,440.61	0.13%
BLACKROCK GLOBAL ALLOC A GM	12,991.1699	19.740	238,355.80	256,445.69	6.16%
BLACKROCK EQ DIVIDEND A	980.5776	19.890	17,167.38	19,503.69	0.47%
BLACKROCK EQ DIVIDEND A GM	13,459.6334	19.890	220,990.70	267,712.11	6.43%
DWS DREMAN SMALL CAP VALUE A	347.7510	36.400	12,475.51	12,658.14	0.30%
DWS DREMAN SMALL CAP VALUE GM	1,617.9749	36.400	50,866.96	58,894.29	1.41%
PIMCO TOTAL RETURN FUND CL A	12,799.5847	11.240	138,746.01	143,867.33	3.45%
PIMCO TOT RET FD CL A GM	29,289.2143	11.240	318,929.96	329,210.77	7.91%
GOLDMAN SACHS GOVT INC FD A	239.2648	15.080	3,729.88	3,608.11	0.09%
GOLDMAN SACHS GOVT INC FD A GM	23,442.3871	15.080	355,659.57	353,511.20	8.49%
GOLDMAN SACHS MID CAP VAL A	304.1954	39.030	10,498.76	11,872.75	0.29%
GOLDMAN SACHS MID CAP VAL A GM	1,980.4127	39.030	63,720.48	77,295.51	1.86%
THORNBURG INTER VALUE FD A	2,451.9687	27.450	59,250.45	67,306.54	1.62%
THORNBURG INTER VALUE FD A GM	8,274.7881	27.450	202,760.01	227,142.93	5.45%
ASTON/FAIRPOINTE MID CAP FUND	265.8601	33.390	7,657.20	8,877.07	0.21%
VICTORY DIVERSIFIED STOCK FD	19,555.7487	16.650	321,570.96	325,603.22	7.82%
MFS TOTAL RETURN FUND	5,800.6471	15.210	88,939.69	88,227.84	2.12%
OPPENHEIMER EQUITY FUND A	11,870.7265	9.560	113,755.29	113,484.15	2.73%
OPPENHEIMER EQUITY FUND A GM	19,982.8423	9.560	180,342.11	191,035.97	4.59%
TOTAL MUTUAL FUNDS			2,871,521.72	3,074,734.08	73.83%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2012 - 12/31/2012

EDWARDS COMPANIES AND IBP
HOLDING 401(K) SAVINGS PL&TRUST
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
<u>LOANS</u>					
LOAN FUND	79,394.0600	1.000	79,394.06	79,394.06	1.91%
INVESTMENT TOTAL			3,961,263.47	4,164,475.83	100.00%
UNINVESTED CASH			0.00	0.00	0.00%
ACCRUED INCOME			28.62	28.62	0.00%
CASH			0.00	0.00	0.00%
TOTAL ASSETS			3,961,292.09	4,164,504.45	100.00%

The balance in the cash fund may be temporarily invested in the BIF Money Fund. Additional amounts not reported as cash may also be invested in the BIF Money Fund pending settlement of trades.

Balances include the effect of pending trades