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

Part II Basic Plan Information—enter all requested information

1a Name of plan
BLUE BELL CREAMERIES, INC. EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1989

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

BLUE BELL CREAMERIES, INC.

P.O. BOX 1807
BRENHAM, TX 77834-1807

2b Employer Identification Number (EIN) 74-2983264

2c Sponsor's telephone number 979-836-7977

2d Business code (see instructions) 311500

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.	10/15/2013	WILLIAM J. RANKIN, CFO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	WILLIAM J. RANKIN, CFO
	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)
STAN LANGSTON

HAM, LANGSTON & BREZINA, LLP

11550 FUQUA, SUITE 475
HOUSTON, TX 77034

Preparer's telephone number (optional) 281-481-1040

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	3820
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**	3713
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	344
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	4057
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	4
f	Total. Add lines **6d** and **6e**	**6f**	4061
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	4061
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	285
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

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)** [X] 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)** [X] Trust
- **(4)** [ ] General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] **A** (Insurance Information)
- **(4)** [X] **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
BLUE BELL CREAMERIES, INC. EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BLUE BELL CREAMERIES, INC.

D Employer Identification Number (EIN)
74-2983264

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

PIMCO
P.O. BOX 55060
BOSTON, MA 02205-5060

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

AMERICAN FUNDS SERVICE COMPANY
P.O. BOX 2280
NORFOLK, VA 23501-2280

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

MATRIX FINANCIAL SOLUTIONS
717 17TH STREET, STE 1300
DENVER, CO 80202

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

ARTISAN FUNDS
P.O. BOX 8412
BOSTON, MA 02266-8412

(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)

NATIONAL INDEPENDENT TRUST CO

305 S VIENNA ST
RUSTON, LA 71270

72-1173060

(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?
21	TRUSTEE	29780	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 [ ]

(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.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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
BLUE BELL CREAMERIES, INC. EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BLUE BELL CREAMERIES, INC.

D Employer Identification Number (EIN)
74-2983264

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		9915
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2436545	2677857
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1011911	988514
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	9925447	8275072
(2) U.S. Government securities	1c(2)	16528746	22477624
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	606141	812594
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(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)	4133196	4506816
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	230313	230741

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	36288000	41447000
(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	71160299	81426133
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		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	71160299	81426133

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)	2677857	
(B) Participants	2a(1)(B)		
(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)		2677857
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	12751	
(B) U.S. Government securities	2b(1)(B)	625024	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		637775
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	3610035	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	57489	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		3667524
(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)	4764822	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		4764822

		(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)		374050
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		12122028
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1826414	
(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)		1826414
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	29780	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		29780
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1856194
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		10265834
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: HAM, LANGSTON & BREZINA, LLP **(2)** EIN: 76-0448495

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BLUE BELL CREAMERIES, INC.

D Employer Identification Number (EIN)
74-2983264

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): 74-2983264

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):

BLUE BELL CREAMERIES, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES
WITH REPORT OF INDEPENDENT ACCOUNTANTS
as of and for the years ended December 31, 2012 and 2011

BLUE BELL CREAMERIES, INC.

EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

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* Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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REPORT OF INDEPENDENT ACCOUNTANTS

To the Employee Stock Ownership Plan Advisory Committee
Blue Bell Creameries, Inc. Employee Stock
Ownership Plan and Trust:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Blue Bell Creameries, Inc. Employee Stock Ownership 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 statements of changes in net assets available for benefits for the years 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.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Paragon Advisors Trust, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. 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 a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

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 schedules, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), as of December 31, 2012 and Schedule H, Line 4j – Schedule of Reportable Transactions for the year ended December 31, 2012, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose 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 schedule.

REPORT OF INDEPENDENT ACCOUNTANTS, continued

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 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Ham, Langston & Brezina, L.L.P.

Houston, Texas
October 7, 2013

BLUE BELL CREAMERIES, INC.

EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012	2011
Assets:		
Cash	$ 9,915	$ -
Investments at quoted market value:		
Money market fund	8,275,072	9,925,447
U.S. Government Agency Obligations	22,477,624	16,528,746
Registered investment companies – mutual funds	4,506,816	4,133,196
Exchange traded fund	230,741	230,313
Common stocks	812,594	606,141
Investment at estimated fair value:		
Blue Bell Creameries U.S.A., Inc. common stock	41,447,000	36,288,000
Total investments	77,749,847	67,711,843
Receivables:		
Contribution receivable	2,677,857	2,436,545
Blue Bell Creameries U.S.A., Inc. distributions receivable	925,231	901,897
Dividends and interest receivable	63,283	61,222
Other receivable	-	48,792
Total receivables	3,666,371	3,448,456
Net assets available for benefits	$ 81,426,133	$ 71,160,299

The accompanying notes are an integral part of these financial statements.

BLUE BELL CREAMERIES, INC.

EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

for the years ended December 31, 2012 and 2011

	2012	2011
Additions to net assets attributed to:		
Investment income:		
Dividend and interest income	$ 4,305,299	$ 4,423,780
Net depreciation in value of U.S. Government Agency Obligations	(267,071)	(78,223)
Net appreciation (depreciation) in value of registered investment companies - mutual funds	374,050	(275,865)
Net depreciation in value of exchange traded fund	-	(44)
Net appreciation in value of common stocks	40,893	48,802
Net appreciation in value of Blue Bell Creameries, Inc. common stock	4,991,000	2,160,000
Total investment income	9,444,171	6,278,450
Employer contributions	2,677,857	2,436,545
Total additions	12,122,028	8,714,995
Deductions from net assets attributed to:		
Benefits and withdrawals	1,826,414	2,407,525
Administrative expenses	29,780	20,400
Total deductions	1,856,194	2,427,925
Net increase in net assets available for benefits	10,265,834	6,287,070
Net assets available for benefits, beginning of year	71,160,299	64,873,229
Net assets available for benefits, end of year	$ 81,426,133	71,160,299

The accompanying notes are an integral part of these financial statements.

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

1. Description of the Plan

The following description of Blue Bell Creameries, Inc. (the "Company") Employee Stock Ownership Plan and Trust (the "Plan") provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan, adopted by the Company's board of directors and effective December 12, 1989, was established for the exclusive benefit of the participating employees and their beneficiaries. The Plan was amended and restated, effective January 1, 2009, to incorporate all previous amendments.

Employees who have attained age 18 become eligible to participate in the Plan on their date of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Administration

The Plan is administered by an administrative committee appointed by the Company's board of directors, and accordingly, certain administrative functions are performed by officers or employees of the Company. No officers or employees receive compensation from the Plan. Paragon Advisors Trust serves as trustee of the Plan.

Contributions

The Plan is a noncontributory plan funded by discretionary employer contributions, which may be in the form of cash or in common stock of Blue Bell Creameries U.S.A., Inc. (the parent of the Company). The Company's contribution is approved by its board of directors and is not to exceed the total amount deductible under Section 404 of the Internal Revenue Code.

Method of Allocation

Participants who are employed on December 31 of each Plan year shall receive their allocable share of the Company's contributions. The Company's contributions are allocated to the accounts of its participating employees in proportion to taxable compensation except in certain limited circumstances. However, any participant who terminates for any reason other than retirement, death or disability during a Plan year and prior to December 31 of such Plan year shall not participate in the employer contribution for the respective allocation period.

Vesting and Payment of Benefits

In the event a participant's employment is terminated due to retirement, disability, or death, such participant becomes fully vested in his/her account.

If a participant terminates service prior to his/her normal retirement date for reasons other than death or disability, such participant's vested interest in his/her account shall be determined as follows:

Years of Service	Vested Percentage
Less than 3	0%
3 or greater	100%

Distribution of the vested portion of the account balance of terminated employees will generally be made by lump sum cash distribution.

Continued

1. **Description of the Plan, continued**

Forfeited Accounts

All contributions credited to a participant's account, but not vested, are forfeited by the participant. Forfeitures of the unvested portion of the account balance of terminated participants will generally be used to reduce the employer contribution for the plan year in which the forfeiture occurs. Forfeitures of $87,546 and $83,455 were used to offset employer contributions during the years ended December 31, 2012 and 2011, respectively. For the years ended December 31, 2012 and 2011, forfeited nonvested accounts totaled $87,576 and $87,546, respectively.

Administrative Expenses

The Company pays substantially all administrative expenses incurred by the Plan. Administrative expenses paid by the Company on behalf of the Plan during the years ended December 31, 2012 and 2011 were $64,995 and $52,243, respectively.

2. **Summary of Significant Accounting Policies**

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan management to make estimates and assumptions that affect the reported amount of net assets available for benefits and changes therein. Actual results could differ from such estimates.

Risks and Uncertainties

The Plan has various investments in government obligations, mutual funds, and common stock. Such investments are exposed to various risks, such as changes in interest rates, commodity prices and general market conditions. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

Investment Valuation and Income Recognition

The Plan's investments are recorded at market value. The market value of investments in Blue Bell Creameries U.S.A., Inc. common stock is determined by independent appraisal. The market value of other investments is based upon quoted prices in an active market.

The Plan presents in the Statements of Changes in Net Assets Available for Benefits the net appreciation (depreciation) in the fair value of its investments, which consists of realized gains or losses on investments sold during the year and unrealized appreciation (depreciation) of investments held at the end of the year.

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.

Continued

2. Summary of Significant Accounting Policies (continued)

Benefit Payments

Benefits are recorded when paid.

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. This ASU requires for Level 3 fair value measurements, to disclose quantitative information about unobservable inputs used, a description of the valuation processes used, and a qualitative discussion about the sensitivities of the measurements. The guidance is effective for interim and annual periods beginning after December 15, 2011. The adoption of ASU No. 2011-04 did not have a significant impact on the Plan's financial statements.

3. Investments

The following individual investments each represent five percent or more of the Plan's net assets at December 31, 2012 and 2011:

	2012	2011
Blue Bell Creameries, U.S.A., Inc. common stock	$ 41,447,000	$ 36,288,000
Federated Prime Obligation Institutional Fund	*	9,925,447
Federated UST Cash Reserve Institutional Fund	8,275,072	*
Investments less than 5% of net assets	28,027,775	21,498,396
Total investments	$ 77,749,847	$ 67,711,843

* Not applicable in the period indicated.

4. Fair Value Measurements

FASB Accounting Standards Codification Topic 820 ("ASC 820"), *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;

Continued

4. **Fair Value Measurements, continued**

- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and not corroborated by market data and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

In determining fair value, the Plan uses the market approach, which uses prices and other relevant data based on market transactions involving identical or comparable assets and liabilities.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Government agency obligations: Valued based on quoted market values or market values of similar obligations at similar rates.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Exchange traded funds and common stocks: Valued at the daily closing price as reported on the active market in which the individual securities are traded.

Non-traded common stock: Valued based on quotations prepared by an independent appraiser.

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.

4. **Fair Value Measurements, continued**

The following tables set forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Growth funds	$ 1,608,504	$ -	$ -	$ 1,608,504
Fixed income funds	1,463,632	-	-	1,463,632
Balanced funds	838,025	-	-	838,025
Value funds	596,656	-	-	596,656
Total mutual funds	4,506,817	-	-	4,506,817
Common stocks:				
Pharmaceuticals	305,679	-	-	305,679
Manufacturing	121,856	-	-	121,856
Oil and gas	123,310	-	-	123,310
Telecommunication services	76,980	-	-	76,980
Utilities	75,632	-	-	75,632
Tobacco	66,972	-	-	66,972
Financial services	42,165	-	-	42,165
Total common stocks	812,594	-	-	812,594
Company common stock	-	41,447,000	-	41,447,000
Government agency obligations	-	22,477,623	-	22,477,623
Money market fund	8,275,072	-	-	8,275,072
Exchange traded fund	230,741	-	-	230,741
Total assets at fair value	$ 13,825,224	$ 63,924,623	$ -	$ 77,749,847

4. **Fair Value Measurements, continued**

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Growth funds	$ 1,396,083	$ -	$ -	$ 1,396,083
Fixed income funds	1,435,109	-	-	1,435,109
Balanced funds	739,208	-	-	739,208
Value funds	562,796	-	-	562,796
Total mutual funds	4,133,196	-	-	4,133,196
Common stocks:				
Pharmaceuticals	165,160	-	-	165,160
Manufacturing	112,216	-	-	112,216
Oil and gas	121,008	-	-	121,008
Telecommunication services	70,360	-	-	70,360
Utilities	37,032	-	-	37,032
Tobacco	62,960	-	-	62,960
Financial services	37,405	-	-	37,405
Total common stocks	606,141	-	-	606,141
Company common stock	-	36,288,000	-	36,288,000
Government agency obligations	-	16,528,746	-	16,528,746
Money market fund	9,925,447	-	-	9,925,447
Exchange traded fund	230,313	-	-	230,313
Total assets at fair value	$ 14,895,097	$ 52,816,746	$ -	$ 67,711,843

5. **Information Certified by the Plan's Trustee (Unaudited)**

The Plan Administrator has elected the method of annual reporting and compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate as of and for the years ended December 31, 2012 and 2011:

a. Information in the Statements of Net Assets Available for Benefits at December 31, 2012 and 2011:

	2012	2011
Money market fund	$ 8,275,072	$ 9,925,447
U.S. government agency obligations	$22,477,624	$16,528,746
Registered investment companies - mutual funds	$ 4,506,816	$ 4,133,196
Exchange traded fund	$ 230,741	$ 230,313
Common stocks	$ 812,594	$ 606,141
Company common stock, before adjustment to fair value	$36,456,000	$34,128,000

Continued

5. **Information Certified by the Plan's Trustee (Unaudited), continued**

b. Information in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011:

Interest and dividends	$ 4,305,299	$ 4,423,780
Net (depreciation) appreciation in fair value of registered investment companies - mutual funds	$ 374,050	$ (275,865)
Net (depreciation) appreciation in fair value of exchange traded fund	$ -	$ (44)
Net appreciation in fair value of common stocks	$ 40,893	$ 48,802
Net depreciation in fair value of U.S. government agency obligations	$ (267,071)	$ (78,223)

c. All information included in Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012 and Schedule H, Line 4j - Schedule of Reportable Transactions for the year ended December 31, 2012, as shown in the supplemental schedules.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

6. **Tax Status**

The Plan obtained its latest determination letter on August 6, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended and restated since receiving the determination letter, and is currently awaiting a new determination letter from the IRS. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

7. **Benefit Obligations**

The Plan has a commitment to pay benefits to retired participants or other vested participants withdrawing from the Plan of approximately $9,004,806 and $7,620,060 at December 31, 2012 and 2011, respectively.

8. **Plan Termination**

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, all participants become fully vested in their account balances.

9. **Party-In-Interest Transactions**

The Plan invests in Company common stock. Such transactions qualify as party-in-interest transactions, as defined by ERISA. Consequently, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

Continued

10. Subsequent Events

Effective February 8, 2013, the Plan changed trustees from Paragon Advisors Trust to Lone Star Trust & Investments, and entered into a custody arrangement with TD Ameritrade for the holding of all investments except the Company stock.

Plan management has evaluated all subsequent events through October 7, 2013, which is the date the financial statements were issued, and has concluded that there are no other significant events to be reported.

SUPPLEMENTAL SCHEDULES

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

EIN: 74-2983264
PN: 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	Par Value or Number of Shares	(d) Cost	(e) Current Value
*	Blue Bell Creameries, U.S.A., Inc.	Blue Bell Creameries, U.S.A., Inc. common stock	217	25,131,159	$ 41,447,000 **
	Federated Investment Management Company	Money market fund - UST Cash Reserve Institutional Fund	8,275,072	8,275,072	8,275,072 **
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due November 1, 2032	1,985,091	2,101,713	2,089,402
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due February 1, 2027	1,767,558	1,852,622	1,868,143
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due June 1, 2032	1,394,671	1,454,162	1,467,957
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due 05/1/25	1,298,648	1,347,964	1,391,407
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due March 1, 2027	1,281,030	1,342,680	1,351,941
	PIMCO Funds	Mutual Fund - Short Term Institutional Fund	126,570	1,250,000	1,250,507
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due April 1, 2024	1,012,676	1,054,637	1,085,201

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

EIN: 74-2983264
PN: 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	Par Value or Number of Shares	(d) Cost	(e) Current Value
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due September 1, 2027	992,396	1,051,940	1,048,870
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due September 1, 2032	988,483	1,036,980	1,040,425
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due October 1, 2032	990,012	1,042,451	1,038,673
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due September 1, 2032	980,227	1,029,545	1,031,736
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due August 1, 2032	969,750	1,019,601	1,020,707
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due February 1, 2027	890,922	940,898	940,239
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due April 1, 2025	808,073	831,684	852,278
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due August 1, 2025	752,879	782,759	806,420

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

EIN: 74-2983264
PN: 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	Par Value or Number of Shares	(d) Cost	(e) Current Value
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.50% per year and due 06/01/21	663,917	695,765	704,492
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due 03/01/26	569,364	590,448	610,032
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due 06/01/24	486,506	508,779	521,256
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due 07/01/25	466,457	489,561	493,142
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due September 1, 2024	426,735	437,403	457,215
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due 03/01/24	424,702	444,013	449,264
	Artisan Funds	Mutual Fund - Mid Cap Value Fund	20,439	368,380	424,934
	Fidelity Investments	Mutual Fund - Contrafund	4,952	300,000	384,153
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.50% per year and due December 1, 2025	323,317	334,633	354,518
	American Funds	Mutual Fund - New Perspective Fund - F1	11,340	300,000	352,771
	Neuberger Berman Funds	Mutual Fund - Genesis Fund	6,521	274,275	330,476

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

EIN: 74-2983264
PN: 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	Par Value or Number of Shares	(d) Cost	(e) Current Value
	American Funds	Mutual Fund - Capital World Growth & Income Fund	8,159	255,025	302,935
	American Funds	Mutual Fund - Fundamental Investors Fund - F1	7,386	250,000	301,035
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.50% per year and due February 1, 2024	274,281	284,438	295,200
	American Funds	Mutual Fund - Growth Fund of America - F1	8,366	218,359	285,612
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.50% per year and due November 1, 2025	240,887	253,608	264,850
	American Funds	Mutual Fund - New Economy Fund - F1	8,971	200,000	255,491
	First Eagle	Mutual Fund - Overseas Class A Fund	10,629	250,000	234,054
	Vanguard	Exchange Traded Fund - Short Term Index Bond Fund	2,849	230,171	230,741
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 6.00% per year and due August 1, 2017	211,914	221,782	227,933
	PIMCO Funds	Mutual Fund - Commodity Real Return Fund	32,097	275,000	213,125
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due June 1, 2018	192,026	197,787	208,223
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due May 1, 2018	177,960	182,409	192,971

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

EIN: 74-2983264
PN: 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	Par Value or Number of Shares	(d) Cost	(e) Current Value
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.50% per year and due April 1, 2026	168,374	177,267	183,785
	American Funds	Mutual Fund - Capital Income Builder Fund - F1	3,254	151,730	171,723
	Johnson & Johnson	Common stock	1,600	101,472	112,160
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due August 1, 2015	97,223	100,140	105,261
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.50% per year and due January 1, 2014	95,461	98,594	102,466
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.50% per year and due March 1, 2015	92,526	94,377	99,574
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.50% per year and due December 1, 2014	77,412	78,404	83,293
	ADR Astrazeneca Plc	Common stock	1,600	69,103	75,632
	Exxon Mobil Corporation	Common stock	800	61,383	69,240
	Southern Company	Common stock	1,600	70,648	68,496
	Kimberly-Clark Corporation	Common stock	800	55,528	67,544
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due June 1, 2016	61,987	64,002	67,222

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

EIN: 74-2983264
PN: 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	Par Value or Number of Shares	(d) Cost	(e) Current Value
	Procter & Gamble Company	Common stock	800	49,392	54,312
	Chevron Corporation	Common stock	500	47,639	54,070
	Bristol Myers Squibb Company	Common stock	1,600	50,718	52,144
	Toronto Dominion Bank	Common stock	500	34,072	42,165
	Verizon Communications Inc.	Common stock	1,000	36,120	43,270
	Philip Morris International, Inc	Common stock	500	35,965	41,820
	Pfizer Inc	Common stock	1,600	33,366	40,127
	AT&T Inc	Common stock	1,000	28,368	33,710
	Merck & Co Inc	Common stock	800	27,318	32,752
	Altria Group Inc.	Common stock	800	21,807	25,152
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 5.50% per year and due February 1, 2013	22,891	22,963	23,528
				$ 60,618,079	$ 77,749,847

* Indicates a party-in-interest
** Represents 5% or more of total net assets available for benefits

BLUE BELL CREAMERIES, INC.

EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

SCHEDULE H, Line 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

for the year ended December 31, 2012

EIN: 74-2983264
PN: 002

(a) Identity of Party Involved	(b) Description of Asset	Number of Transactions	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Federated Investment Management Company	Mutual fund – Prime Obligation Institutional Fund	74	$ 10,332,173	$ -	$ -	$ 10,332,173	$ -
Federated Investment Management Company	Mutual fund – Prime Obligation Institutional Fund	20	$ -	$20,257,619	$ 20,257,619	$ -	$ -
Federated Investment Management Company	Mutual fund – UST Cash Reserve Institutional Fund	38	$ 14,946,381	$ -	$ -	$ 14,946,381	$ -
Federated Investment Management Company	Mutual fund – UST Cash Reserve Institutional Fund	19	$ -	$ 6,671,309	$ 6,671,309	$ -	$ -

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

EIN: 74-2983264
PN: 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	Par Value or Number of Shares	(d) Cost	(e) Current Value
*	Blue Bell Creameries, U.S.A., Inc.	Blue Bell Creameries, U.S.A., Inc. common stock	217	25,131,159	$ 41,447,000 **
	Federated Investment Management Company	Money market fund - UST Cash Reserve Institutional Fund	8,275,072	8,275,072	8,275,072 **
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due November 1, 2032	1,985,091	2,101,713	2,089,402
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due February 1, 2027	1,767,558	1,852,622	1,868,143
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	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due March 1, 2027	1,281,030	1,342,680	1,351,941
	PIMCO Funds	Mutual Fund - Short Term Institutional Fund	126,570	1,250,000	1,250,507
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due April 1, 2024	1,012,676	1,054,637	1,085,201

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

EIN: 74-2983264
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BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

EIN: 74-2983264
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	Fidelity Investments	Mutual Fund - Contrafund	4,952	300,000	384,153
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.50% per year and due December 1, 2025	323,317	334,633	354,518
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BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

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	American Funds	Mutual Fund - Fundamental Investors Fund - F1	7,386	250,000	301,035
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	American Funds	Mutual Fund - New Economy Fund - F1	8,971	200,000	255,491
	First Eagle	Mutual Fund - Overseas Class A Fund	10,629	250,000	234,054
	Vanguard	Exchange Traded Fund - Short Term Index Bond Fund	2,849	230,171	230,741
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 6.00% per year and due August 1, 2017	211,914	221,782	227,933
	PIMCO Funds	Mutual Fund - Commodity Real Return Fund	32,097	275,000	213,125
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due June 1, 2018	192,026	197,787	208,223
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BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

EIN: 74-2983264
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	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.50% per year and due April 1, 2026	168,374	177,267	183,785
	American Funds	Mutual Fund - Capital Income Builder Fund - F1	3,254	151,730	171,723
	Johnson & Johnson	Common stock	1,600	101,472	112,160
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due August 1, 2015	97,223	100,140	105,261
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.50% per year and due January 1, 2014	95,461	98,594	102,466
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.50% per year and due March 1, 2015	92,526	94,377	99,574
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.50% per year and due December 1, 2014	77,412	78,404	83,293
	ADR Astrazeneca Plc	Common stock	1,600	69,103	75,632
	Exxon Mobil Corporation	Common stock	800	61,383	69,240
	Southern Company	Common stock	1,600	70,648	68,496
	Kimberly-Clark Corporation	Common stock	800	55,528	67,544
	Fannie Mae Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due June 1, 2016	61,987	64,002	67,222

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

EIN: 74-2983264
PN: 002

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	Chevron Corporation	Common stock	500	47,639	54,070
	Bristol Myers Squibb Company	Common stock	1,600	50,718	52,144
	Toronto Dominion Bank	Common stock	500	34,072	42,165
	Verizon Communications Inc.	Common stock	1,000	36,120	43,270
	Philip Morris International, Inc	Common stock	500	35,965	41,820
	Pfizer Inc	Common stock	1,600	33,366	40,127
	AT&T Inc	Common stock	1,000	28,368	33,710
	Merck & Co Inc	Common stock	800	27,318	32,752
	Altria Group Inc.	Common stock	800	21,807	25,152
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 5.50% per year and due February 1, 2013	22,891	22,963	23,528
				$ 60,618,079	$ 77,749,847

* Indicates a party-in-interest
** Represents 5% or more of total net assets available for benefits

BLUE BELL CREAMERIES, INC.

EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

SCHEDULE H, Line 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

for the year ended December 31, 2012

EIN: 74-2983264
PN: 002

(a) Identity of Party Involved	(b) Description of Asset	Number of Transactions	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Federated Investment Management Company	Mutual fund – Prime Obligation Institutional Fund	74	$ 10,332,173	$ -	$ -	$ 10,332,173	$ -
Federated Investment Management Company	Mutual fund – Prime Obligation Institutional Fund	20	$ -	$20,257,619	$ 20,257,619	$ -	$ -
Federated Investment Management Company	Mutual fund – UST Cash Reserve Institutional Fund	38	$ 14,946,381	$ -	$ -	$ 14,946,381	$ -
Federated Investment Management Company	Mutual fund – UST Cash Reserve Institutional Fund	19	$ -	$ 6,671,309	$ 6,671,309	$ -	$ -