

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 <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>BBU PP FOR FORMER HOURLY SL ASSOCIATES</u>	1b Three-digit plan number (PN) ► <u>008</u> 1c Effective date of plan <u>11/06/2011</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BBU, INC.</u> <u>255 BUSINESS CENTER DR.</u> <u>HORSHAM, PA 19044</u>	2b Employer Identification Number (EIN) <u>75-2490530</u> 2c Sponsor's telephone number <u>215-672-8010</u> 2d Business code (see instructions) <u>311800</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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2013</u>	<u>CAROLYN WOOD</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		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: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 7973
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	2699
b Retired or separated participants receiving benefits.....	6b	1860
c Other retired or separated participants entitled to future benefits.....	6c	3410
d Subtotal. Add lines 6a , 6b , and 6c	6d	7969
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	80
f Total. Add lines 6d and 6e	6f	8049
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	127
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: 1B 1G 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) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>BBU PP FOR FORMER HOURLY SL ASSOCIATES</u>	B Three-digit plan number (PN) ▶ <u>008</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BBU, INC.</u>	D Employer Identification Number (EIN) <u>75-2490530</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>
2	Assets:
a	Market value 2a <u>231913558</u>
b	Actuarial value 2b <u>230990522</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment..... 3a <u>1842</u> <u>79056392</u>
b	For terminated vested participants..... 3b <u>3305</u> <u>37881462</u>
c	For active participants:
(1)	Non-vested benefits..... 3c(1) <u>3647461</u>
(2)	Vested benefits..... 3c(2) <u>47381181</u>
(3)	Total active 3c(3) <u>2836</u> <u>51028642</u>
d	Total 3d <u>7983</u> <u>167966496</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>7.08 %</u>
6	Target normal cost..... 6 <u>3717654</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>10/15/2013</u> Date
<u>DAVID P. HEGG, FSA</u> Signature of actuary	<u>11-05318</u> Most recent enrollment number
<u>MERCER (US) INC.</u> Type or print name of actuary	<u>215-982-4600</u> Telephone number (including area code)
<u>1717 ARCH STREET, SUITE 1100</u> <u>PHILADELPHIA, PA 19103</u> Firm name	
<u>Address of the firm</u>	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	27467832
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	620000
9	Amount remaining (line 7 minus line 8)	0	26847832
10	Interest on line 9 using prior year's actual return of <u>1.61</u> %		432250
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of <u>6.34</u> % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	27280082

Part III Funding Percentages			
14	Funding target attainment percentage	14	121.28 %
15	Adjusted funding target attainment percentage	15	137.52 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	116.29 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ►	18(b)	0
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
		(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	3717654	
b Excess assets, if applicable, but not greater than line 31a	31b	3717654	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....		3000000	3000000
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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>BBU PP FOR FORMER HOURLY SL ASSOCIATES</u>	B Three-digit plan number (PN) ▶ <u>008</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BBU, INC.</u>	D Employer Identification Number (EIN) <u>75-2490530</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)

NISA INVESTMENT ADVISORS

48-1140940

(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?
28	NONE	232440	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

AQR CAPITAL MANAGEMENT

13-3987414

(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?
28	NONE	171751	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

LOOMIS, SAYLES AND CO

04-3200030

(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?
28	NONE	107716	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)

CBIC MELLON GLOBAL SEC SVCS CO

13-2614959

(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	NONE	104035	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

XEROX HR SOLUTIONS, LLP

20-2185976

(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	NONE	52380	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BLACKROCK

26-4299518

(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?
28	NONE	51624	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)

MERCER

13-2834414

(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?
11	ACTUARY	34905	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

JP MORGAN ASSET MANAGEMENT

26-0001051

(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?
28	NONE	29760	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

JPMCB STRATEGIC PROPERTY FUND

13-6038770

(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?
28	NONE	21593	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)

MERCER INVESTMENT CONSULTING

61-0736136

(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?
28	NONE	21520	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
(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
(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: DEAN KEPRAIOS	b EIN: 22-1159360
c Position: ACTUARY	
d Address: TOWERS WATSON PENNSYLVANIA INC. 191 NORTH WACKER DRIVE, SUITE 2100 CHICAGO, IL 60606	e Telephone: 312-525-2500
Explanation: BBU, INC. SWITCHED ACTUARIAL FIRMS, AND ENDED TOWERS WATSON'S ACTUARIAL RESPONSIBILITIES FOR FOUR DEFINED BENEFIT PLANS.	

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information <p style="text-align: center;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<small>OMB No. 1210-0110</small> <hr/> <p style="text-align: center; font-size: 1.2em;">2012</p> <hr/> <p style="text-align: center;">This Form is Open to Public Inspection.</p>
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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>BBU PP FOR FORMER HOURLY SL ASSOCIATES</u>	B Three-digit plan number (PN) ▶ <u>008</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BBU, INC.</u>	D Employer Identification Number (EIN) <u>75-2490530</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)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BIMBO BAKERIES USA DB PLAN TRUST</u>		
b Name of sponsor of entity listed in (a): <u>BBU, INC.</u>		
c EIN-PN <u>56-2520491-200</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>248231619</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>BBU PP FOR FORMER HOURLY SL ASSOCIATES</u>	B Three-digit plan number (PN) ►	<u>008</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BBU, INC.</u>	D Employer Identification Number (EIN) <u>75-2490530</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(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)	231913558	248231619
	(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)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	231913558	248231619

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		311334
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	311334

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	231913558	247920285
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(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)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(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)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(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)		26826684
(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)		
c Other income.....	2c		-681812
d Total income. Add all income amounts in column (b) and enter total.....	2d		26144872

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8958733	
(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)		8958733
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)	39792	
(2) Contract administrator fees	2i(2)	52380	
(3) Investment advisory and management fees	2i(3)	740439	
(4) Other	2i(4)	346801	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1179412
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		10138145

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		16006727
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) ☒ 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: KREISCHER MILLER

(2) EIN: 23-1984075

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	
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	
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	
e Was this plan covered by a fidelity bond?.....	X		2000000
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	
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	
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	
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		
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	
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	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
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.			

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.
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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>BBU PP FOR FORMER HOURLY SL ASSOCIATES</u>	B Three-digit plan number (PN) ▶ <u>008</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BBU, INC.</u>	D Employer Identification Number (EIN) <u>75-2490530</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>13-5160382</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	<u>23</u>

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: 52% Investment-Grade Debt: 48% 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): _____

Independent Auditors' Report

Bimbo Bakeries USA Benefits Committee
Bimbo Bakeries USA Pension Plan for Former Hourly Sara Lee Associates
Horsham, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Bimbo Bakeries USA Pension Plan for Former Hourly Sara Lee Associates (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 year ended December 31, 2012 and period November 6, 2011 to December 31, 2011, 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.

Auditors' 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 Notes 4 and 6, which was certified by The Bank of New York Mellon/BNY Mellon, N.A., the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012 and the period November 6, 2011 to December 31, 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.

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

The form and content of the information included in the financial statements, 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.

Kneischer Miller

Schedule SB, line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 61.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	8.0%	10,000.00	800.00	44,000.00
56	8.0%	9,200.00	736.00	41,216.00
57	8.0%	8,464.00	677.12	38,595.84
58	8.0%	7,786.88	622.95	36,131.12
59	8.0%	7,163.93	573.11	33,813.75
60	15.0%	6,590.82	988.62	59,317.34
61	15.0%	5,602.19	840.33	51,260.07
62	30.0%	4,761.86	1,428.56	88,570.67
63	10.0%	3,333.30	333.33	20,999.82
64	10.0%	2,999.97	300.00	19,199.84
65	50.0%	2,699.98	1,349.99	87,749.25
66	50.0%	1,349.99	674.99	44,549.62
67	50.0%	674.99	337.50	22,612.31
68	50.0%	337.50	168.75	11,474.90
69	50.0%	168.75	84.37	5,821.83
70	100.0%	84.37	84.37	5,906.20
Total			10,000.00	611,218.54
Average				61.12

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions****Discount rate sponsor elections**

- | | |
|--|---------|
| • Segment rates or full yield curve | Segment |
| • Look-back months | 4 |
| • Use stabilized rates funding | Yes |
| • Use stabilized rates section 436 benefit restriction | Yes |

	<u>Stabilized Rates</u>	<u>Nonstabilized Rates</u>
• First 5 years	5.54%	2.06%
• Next 15 years	6.85%	5.25%
• Over 20 years	7.52%	6.32%

Mortality sponsor elections

- | | |
|-------------------------|--|
| • Healthy participants | Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA. |
| • Disabled participants | Same as healthy participants. |

IRC Section 417(e) basis lump sums

Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality

Other economic assumptions

- | | |
|------------------------------|---|
| • Inflation | 2.75% |
| • Expected investment return | 6.75% |
| • Expenses | The estimated administrative expense is based on the estimated fees for the auditor, trustee, custodian, PBGC and Mercer. For 2012, this amount is \$728,000. |

Demographic assumptions

- | | | |
|--------------------------------|--|-------------------|
| • Withdrawal | See table of sample rates. | |
| • Disability incidence | See table of sample rates. No disability benefit for participants of Fresh Foods and Grove City. | |
| • Retirement age | Attained age | Percentage |
| | Under 55 | 0% |
| | 55 - 59 | 8% |
| | 60 - 61 | 15% |
| | 62 | 30% |
| | 63 - 64 | 10% |
| | 65 - 69 | 50% |
| | 70 + | 100% |
| • Benefit commencement age for | | |
| — Future vested deferred | 65 | |
| — Current vested deferred | 65 | |

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

• Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>
— Percentage married	80%	80%
— Spouse age difference	3 years younger	3 years older
Form of payment	<u>Married</u>	<u>Unmarried</u>
• Single life annuity (except Earthgrains)	0%	100%
• 50% Contingent annuity (except Earthgrains)	100%	0%
• Lump Sum (Earthgrains Only)	100%	100%
Unpredictable contingent event assumptions	Not applicable.	

Withdrawal rates

Select and ultimate rates: select rates are used during the first five years of service.

Attained Age	Year 1	Year 2	Year 3	Year 4	Year 5	Ultimate rates
20	27.5	27.5	21.8	21.8	21.8	21.8%
25	27.5	27.5	23.1	23.1	23.1	23.1%
30	27.5	27.5	20.0	20.0	15.2	15.2%
35	27.5	27.5	20.0	20.0	15.0	11.0%
40	27.5	27.5	20.0	20.0	15.0	8.8%
45	27.5	27.5	20.0	20.0	15.0	7.8%
50	27.5	27.5	20.0	20.0	15.0	7.0%
55	27.5	27.5	20.0	20.0	15.0	3.7%
60	27.5	27.5	20.0	20.0	15.0	2.8%

Disability rates

Attained Age	Non-Union		Union	
	Males	Females	Males	Females
20	0.024%	0.025%	0.052%	0.045%
25	0.031%	0.039%	0.076%	0.079%
30	0.039%	0.066%	0.110%	0.135%
35	0.057%	0.112%	0.163%	0.207%
40	0.069%	0.173%	0.257%	0.293%
45	0.166%	0.265%	0.414%	0.428%
50	0.294%	0.437%	0.681%	0.700%
55	0.592%	0.781%	1.232%	1.222%
60	1.030%	0.950%	1.858%	1.470%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Methods for Funding*****Asset Methods – Effective January 1, 2010***

The asset valuation method is an average of the market value of assets on the valuation date and one calendar month prior, adjusted for contribution, benefits, administrative expense and expected earnings. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods – effective January 1, 2008

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** Mercer Outsourcing provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods – effective January 1, 2008

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, Part V — Summary of Plan Provisions

Summary of Major Plan Provisions

Effective date and plan year	Original plan: November 6, 2011 Plan year: Calendar year
Status of the plan	<p>Plan Merger: The Consolidated Hourly plan is a product of the merger of the following plans and employee groups:</p> <ul style="list-style-type: none"> – Metz Baking Company Pension Plan for Bargaining Unit Employees – The Earthgrains Company Pension Plan for Non-Union Hourly Employees – Effective January 1, 2004, eligible hourly employees of “Fresh”. – Effective January 1, 2005, eligible nonunion hourly employees from the American Bakers Association Retirement Plan. <p>The Plan is structured so that provisions that apply to all locations are included in the main document. Those provisions that vary by group are in supplements. The following description of plan provisions first outlines the common provisions and then describes the provisions that vary by group</p>
Significant events that occurred during the year	The Sara Lee Corporation Consolidated Hourly Plan was purchased by BBU, Inc. and the Bimbo Bakeries USA Pension Plan for Former Hourly Sara Lee Associates plan was spun off on November 6, 2011.
Definitions	
• Participation	An hourly employee becomes a participant in the plan once he completes 1,000 hours in any 12-month period commencing on the employee's date of hire, or an anniversary thereof, and has attained age 21. For benefit eligibility purposes, the 12-month period is a plan year.
Years of service	A year of service is a 12-month period during which an employee completes at least 1,000 hours of service.
• Credited service	A full year of credited service is granted for 1,000 hours of service in a plan year.
Normal retirement	
• Eligibility	A participant is eligible for normal retirement on or after the attainment of age 65
• Benefit	<p>See supplemental provisions for benefit descriptions, which vary by group.</p> <p>For eligible employees of Fresh, the monthly accrued benefit is \$24.00 per year of credited service earned on and after January 1, 2004 and before January 1, 2005; plus \$32.00 multiplied by years of credited service earned on or after January 1, 2005, up to a maximum of 25 years of credited service.</p>
Early retirement	
• Eligibility	A participant is eligible for early retirement on or after the attainment of age 55 and five years of service

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	The monthly accrued benefit calculated with years of credited service at early retirement date, reduced by 0.50% for each month the benefit commencement date precedes the normal retirement date.
Disability retirement	
• Eligibility	A participant who becomes disabled while employed and has completed 10 years of service. Participants of Fresh and Grove City are not entitled to a disability benefit.
• Benefit	The monthly accrued benefit payable immediately, calculated with years of credited service at disability retirement date.
Vested pension	
• Eligibility	A participant is eligible for a vested pension after completion of five years of service or attainment of age 65.
• Benefit	The monthly accrued benefit calculated with years of credited service at termination date, payable beginning at normal retirement date. If a participant has met the service requirement, he may elect early commencement of his pension on the first of any month after the attainment of age 55. His accrued benefit will then be reduced for early retirement.
Pre-retirement spouse's pension	
• Eligibility	A participant's spouse is eligible for pension benefits if the participant had attained the right to a vested pension and died before any payments commenced. Participant and spouse must be married at least one year prior to date of death.
• Benefit	The amount which would be payable if the participant terminated on the date of death, elected payment at the earliest eligibility for early retirement in the form of a 50% contingent annuity, and died prior to the first payment.
Deferred retirement	
• Benefit	The monthly accrued benefit based on credited service and benefit multiplier in effect at late retirement.
Form of benefits	
Automatic form for single participants	Single life annuity payable monthly.
Automatic form for married participants	50% Contingent annuity payable monthly.

Schedule SB, Part V — Summary of Plan Provisions

Optional forms	Optional forms of payment may be taken on an actuarially equivalent basis if the participant elects out of the normal form. This includes: 50 % joint and survivor 66 2/3 % joint and survivor 75 % joint and survivor 100 % joint and survivor Five year certain and life annuity 10 year certain and life annuity 15 year certain and life annuity Social Security level income annuity Single life annuity (for married participants)
Miscellaneous	
Maximum compensation	Not applicable.
Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2012, the limit is \$200,000.
Supplemental plan provisions required	
<ul style="list-style-type: none">– Earthgrains Non-Union– Metz Bargaining Unit– American Bakers Association Non-Union	

Schedule SB, Part V — Summary of Plan Provisions

Earthgrains Non-Union	Supplemental Plan Provisions
Effective Date of Prior Plan	April 1, 1998
Definitions	
Participation	<p>Each non-union hourly employee employed by an adopting employer shall be eligible to become a participant in the plan on the first of the month coincident with or next following the completion of one year of service and the attainment of age 21. Certain groups of acquired employees were granted immediate eligibility.</p> <p>Prior to April 1, 2003, an employee was eligible to participate in the plan on the April 1 or October 1 following one year of service and attainment of age 21.</p> <p>The following individuals are excluded from participating: (a) leased employees, (b) employees who are covered by a collectively bargained plan or any other pension plan, (c) persons employed on retainer or fee basis as an independent contractor, and (d) non U.S. residents.</p>
Years of service	A year of service is a 12-month period during which an employee completes at least 1,000 hours of service.
Credited service	<p>One year of service is credited for each year with at least 1,000 hours of service while employed in a covered classification. Therefore, credited service is only to be earned during periods of covered employment (after becoming a participant in the plan).</p> <p>Only the participant's most recently completed 25 years of aggregate credited service are taken into account.</p> <p>A participant who completes less than 1,000 hours of service in a plan year shall receive a partial year of credited service equal to the fraction whose numerator is the number of full months of active service and whose denominator is 12.</p>
Normal retirement	
Eligibility	A participant is eligible for normal retirement on or after the attainment of age 65
Benefit	<p>A participant shall receive a benefit equal to the sum of:</p> <p>(i) Past Service Benefit: A lump sum benefit equal to the number of years of credited service earned through December 31, 2002 multiplied by \$2,000.00, and</p> <p>(ii) Future Service Benefit: A monthly retirement benefit equal to the sum of a) \$24.00 multiplied by the number of years of credited service earned after December 31, 2002 and before January 1, 2004 plus b) \$32.00 multiplied by the number of years of credited service earned on or after January 1, 2004.</p>

Schedule SB, Part V — Summary of Plan Provisions

Early retirement	
Eligibility	A participant is eligible for early retirement on or after the attainment of age 55 and 10 years of service
Benefit	<p>Accrued benefit as of the date employment terminates. The sum of:</p> <p>(i) Past Service Benefit equal to the lump sum benefit (payable at age 65) based on credited service earned at early retirement date, reduced by 4/12 of 1% per month for the first 60 months and then 5/12 of 1% per month for the next 60 months.</p> <p>(ii) Future Service Benefit equal to the monthly annuity (payable at age 65) based on credited service earned at early retirement date, reduced by 0.50% per month prior to the participant's normal retirement date.</p>
Vested pension	
Eligibility	A participant is eligible for a vested pension after completion of five years of service or attainment of age 65.
Benefit	The accrued benefit calculated with years of credited service at termination date, payable beginning at normal retirement date. If a participant has met the service requirement, he may elect early commencement of his pension on the first of any month after the attainment of age 55. His accrued benefit will then be reduced for early retirement.
Pre-retirement spouse's pension	
Eligibility	A participant's spouse is eligible for pension benefits if the participant had attained the right to a vested pension and died before any payments commenced.
Benefit	The amount which would be payable if the participant terminated on the date of death, elected payment at the earliest eligibility for early retirement in the form of a 50% contingent annuity, and died prior to the first payment.
Deferred retirement	
Benefit	The accrued benefit based on credited service at late retirement.
Form of benefits	
Automatic form – Past service benefit	Lump Sum
Automatic form – Future service benefit	<p>Unmarried: Single life annuity</p> <p>Married: 50% contingent annuity</p>

Schedule SB, Part V — Summary of Plan Provisions

Optional forms	<p>Optional forms of payment may be taken on an actuarially equivalent basis if the participant elects out of the normal form. This includes:</p> <p>50 % joint and survivor</p> <p>66 2/3 % joint and survivor</p> <p>100 % joint and survivor</p> <p>Five year certain and life annuity</p> <p>10 year certain and life annuity</p> <p>15 year certain and life annuity</p> <p>Single life annuity (for married participants)</p>
<hr/>	
Metz Bargaining Unit	Supplemental Plan Provisions
Effective Date of Prior Plan	December 31, 1989
Definitions	
Participation	<p>Participation in the plan begins on the first date of the month on or after the date an employee meets the following requirements:</p> <ol style="list-style-type: none"> 1. Membership in the Union, and 2. Completion of one year of service.
Years of service	A year of service is a 12-month period during which an employee completes at least 1,000 hours of service.
Credited service	A year of credited service is granted for 1,000 hours of service in a calendar year.
Normal retirement	
Eligibility	A participant is eligible for normal retirement on or after the attainment of age 65
Benefit	<p><u>Monthly Accrued Benefit</u></p> <p>Benefit rate (see table below) times credited service (maximum 30) divided by 30.</p>

Schedule SB, Part V — Summary of Plan Provisions

Location	Contract Number	Bargaining Unit	Contract Code	2012 Benefit Rate	Ultimate Benefit Rate	Effective Date of Ultimate (if not yet reached)
Kenosha Loaders	N/A	N/A	00244	\$300	\$300	
Green Bay, WI Thrift Stores	1172-22	EW08	07501	400	400	
Sioux Falls-So. MN Loaders	1515-16	LQ02	12001	1,150	1,150	
Erickson, MN-Salesmen	1505-15	LQ09	12002	1,300	1,300	
Detroit Truck Drivers	1017-59	EG12	16400	500	500	
IBT Local 563 Osh Kosh/Neenah, WI Sales	1172-22, 1195-64	EW09, EW11	20000	1,400	1,400	
St. Joseph, MO Thrift Store (Kansas City)	0208-15	CS13	46000	630	630	
Detroit Sales (Lansing)	N/A	N/A	58000	350	350	
Dubuque/Peoria Route Sales Drivers	N/A	N/A	62700	300	300	
Eau Claire, WI Route Sales & Transport Drivers	1501-79	LQ16	66202	1,425	1,425	
Wausau/Schofield Sales Marquette, MI	8517-83, 1111-99	EW05, EX01	66204, 66500	1,700, 1,450	1,700, 1,450	
La Crosse, WI Central Parts	N/A	N/A	69500	900	900	
La Crosse Sales	2105-25	DX01		1,400	1,400	
Madison, WI Production & Maintenance	8552-33	EW03	69501	2,000	2,000	
Madison, WI Transport Drivers	8566-55	EW04	69502	1,900	1,900	
Madison, WI Route Sales Drivers	8525-38	EW10, EW26	69503	2,000	2,000	
La Crosse & Tomah, WI Sales Drivers/Transport Drivers/Garage Personnel	2105-25	UC03, EW24	69504	1,400	1,400	

Schedule SB, Part V — Summary of Plan Provisions

Location	Contract Number	Bargaining Unit	Contract Code	2012 Benefit Rate	Ultimate Benefit Rate	Effective Date of Ultimate (if not yet reached)
Waukesha, WI Sales	1248-31	EW19	69505	1,900	1,900	
Waukesha, WI Loaders and Shippers	1245-44	EW18	69506	1,300	1,300	
Watertown, SD Transports	N/A	N/A	74900	1,000	1,000	
Watertown, SD Sales	1675-18	MW18	74901	1,700	1,700	
Rapid City Sales	1905-55	MW06, BJ12	74902	1,650	1,750	8/4/2013
Sioux Falls, South Dakota Agencies Sales	1650-02	MW02, DZ06	74903	1,700	1,775	11/3/2013

Schedule SB, Part V — Summary of Plan Provisions

Early retirement	
Eligibility	A participant is eligible for early retirement on or after the attainment of age 55 and five years of service
Benefit	The monthly accrued benefit calculated with years of credited service at early retirement date reduced 1/180 per month for the first five years and 1/360 per month for the next five years that early retirement date precedes the normal retirement date.
Disability retirement	
Eligibility	A participant who becomes permanently and totally disabled while employed is eligible to receive a pension under the plan if he has attained age 50 and completed 15 years of service. A participant at Our Own Bakeries is eligible if he has completed five years of service
Benefit	The monthly accrued benefit calculated with years of credited service and formula in effect as of the date of disability, reduced for any accident, sickness, or long-term disability benefit paid by the Company for the disability. The form of payment is life only.
Vested pension	
Eligibility	A participant is eligible for a vested pension after completion of five years of service.
Benefit	The monthly accrued benefit calculated with years of credited service at termination date, payable at the normal retirement date.
Pre-retirement spouse's pension	
Eligibility	A participant's spouse is eligible for pension benefits if the participant was early retirement eligible or had attained age 65 and died while still employed.
Benefit	The amount which would be payable if the participant terminated on the date of death, elected payment at the earliest eligibility for early retirement in the form of a 50% contingent annuity, and died prior to the first payment.
Deferred retirement	
Benefit	The accrued benefit based on credited service at late retirement.
Form of benefits	
Automatic form for unmarried participants	Single life annuity.
Automatic form for married participants	50% contingent annuity

Schedule SB, Part V — Summary of Plan Provisions

Optional forms	<p>Optional forms of payment may be taken on an actuarially equivalent basis if the participant elects out of the normal form. This includes:</p> <p>50 % joint and survivor</p> <p>66 2/3 % joint and survivor</p> <p>100 % joint and survivor</p> <p>Five year certain and life annuity</p> <p>10 year certain and life annuity</p> <p>15 year certain and life annuity</p> <p>Social Security level income annuity</p> <p>Single life annuity (for married participants)</p>
American Bakers Association Non-Union	Supplemental Plan Provisions
Effective Date of Prior Plan	October 1, 1976
Definitions	
Participation	Any Non-union employee who was an active participant in the ABA Plan on December 31, 2004 shall automatically become an active participant in the plan on January 1, 2005. Any employee who was an inactive participant in the ABA Plan on December 31, 2004 shall automatically become an inactive participant in the plan.
Years of service	A year of service is a 12-month period during which an employee completes at least 1,000 hours of service.
Credited service	<p>A participant will be credited with the number of years of service credited under the ABA Plan as of January 1, 2005. In addition, a participant shall be credited with an additional year of service if the participant completes at least 20 weeks of service during the period beginning October 1, 2004 and ending on September 30, 2005.</p> <p>For the period beginning January 1, 2005 and ending on April 30, 2005 a participant shall be credited with a fractional year of credited service proportional to the ratio of a full year of credited service, as weeks of service, to 52.</p> <p>After May 1, 2005 a participant shall earn one year of credited service after completing 1,000 hours of service during each calendar year. A maximum of eight months of service can be earned for the period from May 1, 2005 to December 31, 2005.</p>
Old formula participant	A participant whose Future Service Benefit rate equals his Transition Benefit rate
New formula participant	A participant whose Future Service Benefit rate is different than his Transition Benefit rate

Schedule SB, Part V — Summary of Plan Provisions

Transferred accrued benefit	The participant's accrued benefit determined under the terms and conditions of the ABA Plan as in effect on January 1, 2005.
Normal retirement	
Eligibility	A participant is eligible for normal retirement on or after the attainment of age 65
Benefit	<p>A participant's monthly accrued benefit is equal to the sum of:</p> <p>a) The participant's Transferred Accrued Benefit</p> <p>b) a Transition Benefit equal to \$32.00 multiplied by the participant's credited service from January 1, 2005 to April 30, 2005, unless a different dollar multiplier is stated in a supplement (see table below)</p> <p>c) a Future Service Benefit equal to \$32.00 multiplied by the participant's credited service under the plan after April 30, 2005, unless a different dollar multiplier is stated in a supplement (see table below).</p> <p>Notwithstanding the foregoing, credited service is limited to a maximum of 25 years.</p>

Benefits for Transferred Participants

Covered Employees	Supplement*	Transition Benefit Multiplier	Future Service Benefit Multiplier
Albuquerque, NM	J	\$44.64	\$44.64
Atlanta, GA	K	\$52.08	\$52.08 or \$32.00
Dallas, TX	L	\$57.04	\$32.00
Denver, CO	M	\$76.88	\$32.00
Dothan, AL	N	\$44.64	\$44.64 or \$32.00
Fresno, CA	O	\$71.92	\$32.00
Hastings, NE	P	\$47.12	\$32.00
Huntsville, AL	Q	\$27.28	\$32.00
Kansas City, MO	R	\$64.48	\$64.48
Louisville, KY	S	\$57.04 or \$37.20	\$32.00
Lubbock, TX	T	\$34.72, \$37.20 or \$29.76	\$34.72, \$37.20 or \$29.76
Memphis, TN	U	\$59.52 or \$79.36	\$32.00
Meridian, MS	V	\$39.68	\$32.00
Mobile, AL	W	\$24.80 or \$39.68	\$32.00
Nashville, TN	X	\$52.08 or \$102.30	\$32.00
North Georgia Zone	Y	\$52.08, \$57.04 or \$59.52	\$52.08, \$57.04 or \$59.52
Orangeburg, SC	Z	\$47.12	\$47.12 or \$32.00
Owensboro, KY	AA	\$57.04 or \$114.08	\$32.00
Phoenix, AZ	AB	\$42.16	\$32.00
Springfield, MO	AC	\$64.48	\$32.00
Wichita, KS	AD	\$24.80, \$52.08, \$54.56 or \$119.04	\$32.00

Participants who terminated employment prior to age 47 or with less than 15 years of service may have different multipliers.

Notwithstanding the table above, for any Transferred Participant who is rehired after January 1, 2005, the Future Service Benefit multiplier will be \$32.00.

* Supplement refers to the section in the plan document dealing with that particular group of covered employees.

Schedule SB, Part V — Summary of Plan Provisions

Early retirement	
Eligibility	A participant is eligible for early retirement on or after the attainment of age 55 and 10 years of service
Benefit	<p><u>New Formula Participant:</u> Past Service Benefit is reduced by 0.25% for each month that his early retirement date precedes his normal retirement date. Future Service Benefit is reduced by 0.50% for each month that early retirement date precedes the normal retirement date</p> <p><u>Old Formula Participant:</u> The entire benefit is reduced by 0.25% for each month that his early retirement date precedes his normal retirement date.</p>
Past service benefit	The sum of the participant's Transferred Accrued Benefit and Transition Benefit.
Vested pension	
Eligibility	A participant is eligible for a vested pension after completion of five years of service or attainment of age 65.
Benefit	The monthly accrued benefit calculated with years of credited service at termination date, payable beginning at normal retirement date. If a participant has met the service requirement, he may elect early commencement of his pension on the first of any month after the attainment of age 55. His accrued benefit will then be reduced for early retirement.
Pre-retirement spouse's pension	
Eligibility	A participant's spouse is eligible for pension benefits if the participant had attained the right to a vested pension and died before any payments commenced. Participant and spouse must be married at least one year prior to date of death.
Benefit	The amount that would be payable if the participant terminated on the date of death, elected payment at the earliest eligibility for early retirement in the form of a 50% contingent annuity, and died prior to the first payment.
Deferred retirement	
Benefit	The monthly accrued benefit based on years of credited service at late retirement.
Form of benefits	
Automatic form for unmarried participants	Single life annuity.
Automatic form for married participants	50% contingent annuity

Schedule SB, Part V — Summary of Plan Provisions

Optional forms

Optional forms of payment may be taken on an actuarially equivalent basis if the participant elects out of the normal form. This includes:

50 % joint and survivor

66 2/3 % joint and survivor

100 % joint and survivor

Five year certain and life annuity

Single life annuity (for married participants)

Schedule SB, Part V — Summary of Plan Provisions***Benefits Included or Excluded***

Unless noted below, all benefits provided by the plan, as of November 6, 2011, are included in this valuation.

- Late retirement increases:
Active participants: The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70.
Deferred vested participants: Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase. The benefit is valued from the later of age 65 or date of termination.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Additional Benefits Included or Excluded

- IRC Section 436 benefit restrictions:
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

- Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2011 to 2012.
- Reflect benefit multiplier of \$1,425 (effective 8/1/2010) for bargaining group LQ16.

Schedule SB, line 25 — Change in Method

This is the first year that Mercer has performed the actuarial valuation for this plan. Last year's valuation was done by Towers Watson. This change qualifies for automatic IRS approval. This plan was converted from the Towers Watson valuation system to the Mercer valuation system for the 2012 plan year, resulting in a change in funding method for 2012. This change in valuation software satisfies the requirements of Announcement 2010-3 for automatic IRS approval for changes in funding method.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service									
	Under 5	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25	57									57
25–29	125	23	1							149
30–34	158	54	32							244
35–39	154	70	63	11						298
40–44	157	111	89	13	7	2				379
45–49	168	143	118	27	16	10				482
50–54	170	124	145	24	21	20	9	3		516
55–59	117	94	100	19	11	15	14	14	1	385
60–64	69	59	65	8	6	4	5	11	3	230
65–69	21	14	17	1				2	2	57
70 & up	17	14	7		1					39
Total	1,213	706	637	103	62	51	28	30	6	2,836

In each cell, the number is the count of active participants for each age/service combination.

Schedule SB, line 24 — Change in Actuarial Assumptions

- We updated the inflation assumption from 3.00% per year to 2.75% per year.
- The expense component of normal cost increased to \$728,000 to reflect our expectations for the current plan year.
- The retirement rates for the Local 7A participants with 30 or more years of service and the Tupelo Employees with 85 points retirement decrements have been updated to reflect anticipated future experience.
- The disability incidence table was updated – the previous year's rates are shown below, current year's rates are shown in the assumptions attachment

Attained Age	Males	Females
20	0.064%	0.055%
25	0.093%	0.096%
30	0.134%	0.165%
35	0.199%	0.252%
40	0.314%	0.357%
45	0.505%	0.522%
50	0.830%	0.854%
55	1.500%	1.490%
60	2.270%	1.790%

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	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 <u>01/01/2012</u> and ending <u>12/31/2012</u>	
► Round off amounts to nearest dollar.	
► Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan BBU PP FOR FORMER HOURLY SL ASSOCIATES	B Three-digit plan number (PN) <u>008</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BBU, INC.	D Employer Identification Number (EIN) 75-2490530
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>			
2 Assets:			
a Market value	2a		231,913,558
b Actuarial value	2b		230,990,522
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	1,842	79,056,392
b For terminated vested participants	3b	3,305	37,881,462
c For active participants:			
(1) Non-vested benefits	3c(1)		3,647,461
(2) Vested benefits	3c(2)		47,381,181
(3) Total active.....	3c(3)	2,836	51,028,642
d Total.....	3d	7,983	167,966,496
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5		7.08
6 Target normal cost.....	6		3,717,654

Statement by Enrolled Actuary	
<small>To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.</small>	
SIGN HERE <div style="text-align: center;">  Signature of actuary </div> <div style="text-align: center;"> DAVID P. HEGG, FSA Type or print name of actuary </div> <div style="text-align: center;"> MERCER (US) INC. Firm name </div> <div style="text-align: center;"> 1717 ARCH STREET, SUITE 1100 Address of the firm </div> <div style="text-align: center;"> PHILADELPHIA PA 19103 Address of the firm </div>	<div style="text-align: center;">  Date </div> <div style="text-align: center;"> 11-05318 Most recent enrollment number </div> <div style="text-align: center;"> (215) 982-4600 Telephone number (including area code) </div>

Part II Beginning of Year Carryover Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	27,467,832
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	620,000
9 Amount remaining (line 7 minus line 8)	0	26,847,832
10 Interest on line 9 using prior year's actual return of <u>1.61</u> %		432,250
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>6.34</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	27,280,082

Part III Funding Percentages		
14 Funding target attainment percentage	14	121.28 %
15 Adjusted funding target attainment percentage	15	137.52 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	116.29 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c)
					0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....		☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	3,717,654
b Excess assets, if applicable, but not greater than line 31a		31b	3,717,654
32 Amortization installments:		Outstanding Balance Installment	
a Net shortfall amortization installment		0	0
b Waiver amortization installment.....		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).....		34	0
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....		3,000,000	3,000,000
36 Additional cash requirement (line 34 minus line 35)		36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	0
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37).....		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment		42	
43 Excess installment acceleration amount to be carried over to future plan years		43	

Schedule SB, line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 61.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	8.0%	10,000.00	800.00	44,000.00
56	8.0%	9,200.00	736.00	41,216.00
57	8.0%	8,464.00	677.12	38,595.84
58	8.0%	7,786.88	622.95	36,131.12
59	8.0%	7,163.93	573.11	33,813.75
60	15.0%	6,590.82	988.62	59,317.34
61	15.0%	5,602.19	840.33	51,260.07
62	30.0%	4,761.86	1,428.56	88,570.67
63	10.0%	3,333.30	333.33	20,999.82
64	10.0%	2,999.97	300.00	19,199.84
65	50.0%	2,699.98	1,349.99	87,749.25
66	50.0%	1,349.99	674.99	44,549.62
67	50.0%	674.99	337.50	22,612.31
68	50.0%	337.50	168.75	11,474.90
69	50.0%	168.75	84.37	5,821.83
70	100.0%	84.37	84.37	5,906.20
Total			10,000.00	611,218.54
Average				61.12

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions****Discount rate sponsor elections**

- | | |
|--|---------|
| • Segment rates or full yield curve | Segment |
| • Look-back months | 4 |
| • Use stabilized rates funding | Yes |
| • Use stabilized rates section 436 benefit restriction | Yes |

	<u>Stabilized Rates</u>	<u>Nonstabilized Rates</u>
• First 5 years	5.54%	2.06%
• Next 15 years	6.85%	5.25%
• Over 20 years	7.52%	6.32%

Mortality sponsor elections

- | | |
|-------------------------|--|
| • Healthy participants | Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA. |
| • Disabled participants | Same as healthy participants. |

IRC Section 417(e) basis lump sums

Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality

Other economic assumptions

- | | |
|------------------------------|---|
| • Inflation | 2.75% |
| • Expected investment return | 6.75% |
| • Expenses | The estimated administrative expense is based on the estimated fees for the auditor, trustee, custodian, PBGC and Mercer. For 2012, this amount is \$728,000. |

Demographic assumptions

- | • Withdrawal | See table of sample rates. | | | | | | | | | | | | | | | | |
|--------------------------------|--|--------------|------------|----------|----|---------|----|---------|-----|----|-----|---------|-----|---------|-----|------|------|
| • Disability incidence | See table of sample rates. No disability benefit for participants of Fresh Foods and Grove City. | | | | | | | | | | | | | | | | |
| • Retirement age | <table border="1"> <thead> <tr> <th>Attained age</th> <th>Percentage</th> </tr> </thead> <tbody> <tr><td>Under 55</td><td>0%</td></tr> <tr><td>55 - 59</td><td>8%</td></tr> <tr><td>60 - 61</td><td>15%</td></tr> <tr><td>62</td><td>30%</td></tr> <tr><td>63 - 64</td><td>10%</td></tr> <tr><td>65 - 69</td><td>50%</td></tr> <tr><td>70 +</td><td>100%</td></tr> </tbody> </table> | Attained age | Percentage | Under 55 | 0% | 55 - 59 | 8% | 60 - 61 | 15% | 62 | 30% | 63 - 64 | 10% | 65 - 69 | 50% | 70 + | 100% |
| Attained age | Percentage | | | | | | | | | | | | | | | | |
| Under 55 | 0% | | | | | | | | | | | | | | | | |
| 55 - 59 | 8% | | | | | | | | | | | | | | | | |
| 60 - 61 | 15% | | | | | | | | | | | | | | | | |
| 62 | 30% | | | | | | | | | | | | | | | | |
| 63 - 64 | 10% | | | | | | | | | | | | | | | | |
| 65 - 69 | 50% | | | | | | | | | | | | | | | | |
| 70 + | 100% | | | | | | | | | | | | | | | | |
| • Benefit commencement age for | | | | | | | | | | | | | | | | | |
| — Future vested deferred | 65 | | | | | | | | | | | | | | | | |
| — Current vested deferred | 65 | | | | | | | | | | | | | | | | |

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

• Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>
— Percentage married	80%	80%
— Spouse age difference	3 years younger	3 years older
Form of payment	<u>Married</u>	<u>Unmarried</u>
• Single life annuity (except Earthgrains)	0%	100%
• 50% Contingent annuity (except Earthgrains)	100%	0%
• Lump Sum (Earthgrains Only)	100%	100%
Unpredictable contingent event assumptions	Not applicable.	

Withdrawal rates

Select and ultimate rates: select rates are used during the first five years of service.

Attained Age	Year 1	Year 2	Year 3	Year 4	Year 5	Ultimate rates
20	27.5	27.5	21.8	21.8	21.8	21.8%
25	27.5	27.5	23.1	23.1	23.1	23.1%
30	27.5	27.5	20.0	20.0	15.2	15.2%
35	27.5	27.5	20.0	20.0	15.0	11.0%
40	27.5	27.5	20.0	20.0	15.0	8.8%
45	27.5	27.5	20.0	20.0	15.0	7.8%
50	27.5	27.5	20.0	20.0	15.0	7.0%
55	27.5	27.5	20.0	20.0	15.0	3.7%
60	27.5	27.5	20.0	20.0	15.0	2.8%

Disability rates

Attained Age	Non-Union		Union	
	Males	Females	Males	Females
20	0.024%	0.025%	0.052%	0.045%
25	0.031%	0.039%	0.076%	0.079%
30	0.039%	0.066%	0.110%	0.135%
35	0.057%	0.112%	0.163%	0.207%
40	0.069%	0.173%	0.257%	0.293%
45	0.166%	0.265%	0.414%	0.428%
50	0.294%	0.437%	0.681%	0.700%
55	0.592%	0.781%	1.232%	1.222%
60	1.030%	0.950%	1.858%	1.470%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Methods for Funding*****Asset Methods – Effective January 1, 2010***

The asset valuation method is an average of the market value of assets on the valuation date and one calendar month prior, adjusted for contribution, benefits, administrative expense and expected earnings. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods – effective January 1, 2008

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** Mercer Outsourcing provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods – effective January 1, 2008

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, line 24 — Change in Actuarial Assumptions

- We updated the inflation assumption from 3.00% per year to 2.75% per year.
- The expense component of normal cost increased to \$728,000 to reflect our expectations for the current plan year.
- The disability incidence table was updated – the previous year's rates are shown below, current year's rates are shown in the assumptions attachment

Attained Age	Males	Females
20	0.064%	0.055%
25	0.093%	0.096%
30	0.134%	0.165%
35	0.199%	0.252%
40	0.314%	0.357%
45	0.505%	0.522%
50	0.830%	0.854%
55	1.500%	1.490%
60	2.270%	1.790%

Schedule SB, line 25 — Change in Method

This is the first year that Mercer has performed the actuarial valuation for this plan. Last year's valuation was done by Towers Watson. This change qualifies for automatic IRS approval. This plan was converted from the Towers Watson valuation system to the Mercer valuation system for the 2012 plan year, resulting in a change in funding method for 2012. This change in valuation software satisfies the requirements of Announcement 2010-3 for automatic IRS approval for changes in funding method.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service									
	Under 5	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25	57									57
25–29	125	23	1							149
30–34	158	54	32							244
35–39	154	70	63	11						298
40–44	157	111	89	13	7	2				379
45–49	168	143	118	27	16	10				482
50–54	170	124	145	24	21	20	9	3		516
55–59	117	94	100	19	11	15	14	14	1	385
60–64	69	59	65	8	6	4	5	11	3	230
65–69	21	14	17	1				2	2	57
70 & up	17	14	7		1					39
Total	1,213	706	637	103	62	51	28	30	6	2,836

In each cell, the number is the count of active participants for each age/service combination.

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions**

Effective date and plan year	Original plan: November 6, 2011 Plan year: Calendar year
Status of the plan	<p>Plan Merger: The Consolidated Hourly plan is a product of the merger of the following plans and employee groups:</p> <ul style="list-style-type: none"> - Metz Baking Company Pension Plan for Bargaining Unit Employees - The Earthgrains Company Pension Plan for Non-Union Hourly Employees - Effective January 1, 2004, eligible hourly employees of "Fresh". - Effective January 1, 2005, eligible nonunion hourly employees from the American Bakers Association Retirement Plan. <p>The Plan is structured so that provisions that apply to all locations are included in the main document. Those provisions that vary by group are in supplements. The following description of plan provisions first outlines the common provisions and then describes the provisions that vary by group</p>
Significant events that occurred during the year	The Sara Lee Corporation Consolidated Hourly Plan was purchased by BBU, Inc. and the Bimbo Bakeries USA Pension Plan for Former Hourly Sara Lee Associates plan was spun off on November 6, 2011.
Definitions	
• Participation	An hourly employee becomes a participant in the plan once he completes 1,000 hours in any 12-month period commencing on the employee's date of hire, or an anniversary thereof, and has attained age 21. For benefit eligibility purposes, the 12-month period is a plan year.
Years of service	A year of service is a 12-month period during which as employee completes at least 1,000 hours of service.
• Credited service	A full year of credited service is granted for 1,000 hours of service in a plan year.
Normal retirement	
• Eligibility	A participant is eligible for normal retirement on or after the attainment of age 65
• Benefit	<p>See supplemental provisions for benefit descriptions, which vary by group.</p> <p>For eligible employees of Fresh, the monthly accrued benefit is \$24.00 per year of credited service earned on and after January 1, 2004 and before January 1, 2005; plus \$32.00 multiplied by years of credited service earned on or after January 1, 2005, up to a maximum of 25 years of credited service.</p>
Early retirement	
• Eligibility	A participant is eligible for early retirement on or after the attainment of age 55 and five years of service

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	The monthly accrued benefit calculated with years of credited service at early retirement date, reduced by 0.50% for each month the benefit commencement date precedes the normal retirement date.
Disability retirement	
• Eligibility	A participant who becomes disabled while employed and has completed 10 years of service. Participants of Fresh and Grove City are not entitled to a disability benefit.
• Benefit	The monthly accrued benefit payable immediately, calculated with years of credited service at disability retirement date.
Vested pension	
• Eligibility	A participant is eligible for a vested pension after completion of five years of service or attainment of age 65.
• Benefit	The monthly accrued benefit calculated with years of credited service at termination date, payable beginning at normal retirement date. If a participant has met the service requirement, he may elect early commencement of his pension on the first of any month after the attainment of age 55. His accrued benefit will then be reduced for early retirement.
Pre-retirement spouse's pension	
• Eligibility	A participant's spouse is eligible for pension benefits if the participant had attained the right to a vested pension and died before any payments commenced. Participant and spouse must be married at least one year prior to date of death.
• Benefit	The amount which would be payable if the participant terminated on the date of death, elected payment at the earliest eligibility for early retirement in the form of a 50% contingent annuity, and died prior to the first payment.
Deferred retirement	
• Benefit	The monthly accrued benefit based on credited service and benefit multiplier in effect at late retirement.
Form of benefits	
Automatic form for single participants	Single life annuity payable monthly.
Automatic form for married participants	50% Contingent annuity payable monthly.

Schedule SB, Part V — Summary of Plan Provisions

Optional forms	Optional forms of payment may be taken on an actuarially equivalent basis if the participant elects out of the normal form. This includes: 50 % joint and survivor 66 2/3 % joint and survivor 75 % joint and survivor 100 % joint and survivor Five year certain and life annuity 10 year certain and life annuity 15 year certain and life annuity Social Security level income annuity Single life annuity (for married participants)
Miscellaneous	
Maximum compensation	Not applicable.
Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2012, the limit is \$200,000.
Supplemental plan provisions required	
<ul style="list-style-type: none">- Earthgrains Non-Union- Metz Bargaining Unit- American Bakers Association Non-Union	

Schedule SB, Part V — Summary of Plan Provisions

Earthgrains Non-Union	Supplemental Plan Provisions
Effective Date of Prior Plan	April 1, 1998
Definitions	
Participation	<p>Each non-union hourly employee employed by an adopting employer shall be eligible to become a participant in the plan on the first of the month coincident with or next following the completion of one year of service and the attainment of age 21. Certain groups of acquired employees were granted immediate eligibility.</p> <p>Prior to April 1, 2003, an employee was eligible to participate in the plan on the April 1 or October 1 following one year of service and attainment of age 21.</p> <p>The following individuals are excluded from participating: (a) leased employees, (b) employees who are covered by a collectively bargained plan or any other pension plan, (c) persons employed on retainer or fee basis as an independent contractor, and (d) non U.S. residents.</p>
Years of service	A year of service is a 12-month period during which an employee completes at least 1,000 hours of service.
Credited service	<p>One year of service is credited for each year with at least 1,000 hours of service while employed in a covered classification. Therefore, credited service is only to be earned during periods of covered employment (after becoming a participant in the plan).</p> <p>Only the participant's most recently completed 25 years of aggregate credited service are taken into account.</p> <p>A participant who completes less than 1,000 hours of service in a plan year shall receive a partial year of credited service equal to the fraction whose numerator is the number of full months of active service and whose denominator is 12.</p>
Normal retirement	
Eligibility	A participant is eligible for normal retirement on or after the attainment of age 65
Benefit	<p>A participant shall receive a benefit equal to the sum of:</p> <p>(i) Past Service Benefit: A lump sum benefit equal to the number of years of credited service earned through December 31, 2002 multiplied by \$2,000.00, and</p> <p>(ii) Future Service Benefit: A monthly retirement benefit equal to the sum of a) \$24.00 multiplied by the number of years of credited service earned after December 31, 2002 and before January 1, 2004 plus b) \$32.00 multiplied by the number of years of credited service earned on or after January 1, 2004.</p>

Schedule SB, Part V — Summary of Plan Provisions

Early retirement	
Eligibility	A participant is eligible for early retirement on or after the attainment of age 55 and 10 years of service
Benefit	Accrued benefit as of the date employment terminates. The sum of: (i) Past Service Benefit equal to the lump sum benefit (payable at age 65) based on credited service earned at early retirement date, reduced by 4/12 of 1% per month for the first 60 months and then 5/12 of 1% per month for the next 60 months. (ii) Future Service Benefit equal to the monthly annuity (payable at age 65) based on credited service earned at early retirement date, reduced by 0.50% per month prior to the participant's normal retirement date.
Vested pension	
Eligibility	A participant is eligible for a vested pension after completion of five years of service or attainment of age 65.
Benefit	The accrued benefit calculated with years of credited service at termination date, payable beginning at normal retirement date. If a participant has met the service requirement, he may elect early commencement of his pension on the first of any month after the attainment of age 55. His accrued benefit will then be reduced for early retirement.
Pre-retirement spouse's pension	
Eligibility	A participant's spouse is eligible for pension benefits if the participant had attained the right to a vested pension and died before any payments commenced.
Benefit	The amount which would be payable if the participant terminated on the date of death, elected payment at the earliest eligibility for early retirement in the form of a 50% contingent annuity, and died prior to the first payment.
Deferred retirement	
Benefit	The accrued benefit based on credited service at late retirement.
Form of benefits	
Automatic form – Past service benefit	Lump Sum
Automatic form – Future service benefit	Unmarried: Single life annuity Married: 50% contingent annuity

Schedule SB, Part V — Summary of Plan Provisions

Optional forms	<p>Optional forms of payment may be taken on an actuarially equivalent basis if the participant elects out of the normal form. This includes:</p> <p>50 % joint and survivor</p> <p>66 2/3 % joint and survivor</p> <p>100 % joint and survivor</p> <p>Five year certain and life annuity</p> <p>10 year certain and life annuity</p> <p>15 year certain and life annuity</p> <p>Single life annuity (for married participants)</p>
Metz Bargaining Unit	Supplemental Plan Provisions
Effective Date of Prior Plan	December 31, 1989
Definitions	
Participation	<p>Participation in the plan begins on the first date of the month on or after the date an employee meets the following requirements:</p> <ol style="list-style-type: none"> 1. Membership in the Union, and 2. Completion of one year of service.
Years of service	A year of service is a 12-month period during which an employee completes at least 1,000 hours of service.
Credited service	A year of credited service is granted for 1,000 hours of service in a calendar year.
Normal retirement	
Eligibility	A participant is eligible for normal retirement on or after the attainment of age 65
Benefit	<p><u>Monthly Accrued Benefit</u></p> <p>Benefit rate (see table below) times credited service (maximum 30) divided by 30.</p>

Schedule SB, Part V — Summary of Plan Provisions

Location	Contract Number	Bargaining Unit	Contract Code	2012 Benefit Rate	Ultimate Benefit Rate	Effective Date of Ultimate (if not yet reached)
Kenosha Loaders	N/A	N/A	00244	\$300	\$300	
Green Bay, WI Thrift Stores	1172-22	EW08	07501	400	400	
Sioux Falls-So. MN Loaders	1515-16	LQ02	12001	1,150	1,150	
Erickson, MN-Salesmen	1505-15	LQ09	12002	1,300	1,300	
Detroit Truck Drivers	1017-59	EG12	16400	500	500	
IBT Local 563 Osh Kosh/Neenah, WI Sales	1172-22, 1195-64	EW09, EW11	20000	1,400	1,400	
St. Joseph, MO Thrift Store (Kansas City)	0208-15	CS13	46000	630	630	
Detroit Sales (Lansing)	N/A	N/A	58000	350	350	
Dubuque/Peoria Route Sales Drivers	N/A	N/A	62700	300	300	
Eau Claire, WI Route Sales & Transport Drivers	1501-79	LQ16	66202	1,425	1,425	
Wausau/Schofield Sales Marquette, MI	8517-83, 1111-99	EW05, EX01	66204, 66500	1,700, 1,450	1,700, 1,450	
La Crosse, WI Central Parts	N/A	N/A	69500	900	900	
La Crosse Sales	2105-25	DX01		1,400	1,400	
Madison, WI Production & Maintenance	8552-33	EW03	69501	2,000	2,000	
Madison, WI Transport Drivers	8566-55	EW04	69502	1,900	1,900	
Madison, WI Route Sales Drivers	8525-38	EW10, EW26	69503	2,000	2,000	
La Crosse & Tomah, WI Sales Drivers/Transport Drivers/Garage Personnel	2105-25	UC03, EW24	69504	1,400	1,400	

Schedule SB, Part V — Summary of Plan Provisions

Location	Contract Number	Bargaining Unit	Contract Code	2012 Benefit Rate	Ultimate Benefit Rate	Effective Date of Ultimate (if not yet reached)
Waukesha, WI Sales	1248-31	EW19	69505	1,900	1,900	
Waukesha, WI Loaders and Shippers	1245-44	EW18	69506	1,300	1,300	
Watertown, SD Transports	N/A	N/A	74900	1,000	1,000	
Watertown, SD Sales	1675-18	MW18	74901	1,700	1,700	
Rapid City Sales	1905-55	MW06, BJ12	74902	1,650	1,750	8/4/2013
Sioux Falls, South Dakota Agencies Sales	1650-02	MW02, DZ06	74903	1,700	1,775	11/3/2013

Schedule SB, Part V — Summary of Plan Provisions

Early retirement	
Eligibility	A participant is eligible for early retirement on or after the attainment of age 55 and five years of service
Benefit	The monthly accrued benefit calculated with years of credited service at early retirement date reduced 1/180 per month for the first five years and 1/360 per month for the next five years that early retirement date precedes the normal retirement date.
Disability retirement	
Eligibility	A participant who becomes permanently and totally disabled while employed is eligible to receive a pension under the plan if he has attained age 50 and completed 15 years of service. A participant at Our Own Bakeries is eligible if he has completed five years of service
Benefit	The monthly accrued benefit calculated with years of credited service and formula in effect as of the date of disability, reduced for any accident, sickness, or long-term disability benefit paid by the Company for the disability. The form of payment is life only.
Vested pension	
Eligibility	A participant is eligible for a vested pension after completion of five years of service.
Benefit	The monthly accrued benefit calculated with years of credited service at termination date, payable at the normal retirement date.
Pre-retirement spouse's pension	
Eligibility	A participant's spouse is eligible for pension benefits if the participant was early retirement eligible or had attained age 65 and died while still employed.
Benefit	The amount which would be payable if the participant terminated on the date of death, elected payment at the earliest eligibility for early retirement in the form of a 50% contingent annuity, and died prior to the first payment.
Deferred retirement	
Benefit	The accrued benefit based on credited service at late retirement.
Form of benefits	
Automatic form for unmarried participants	Single life annuity.
Automatic form for married participants	50% contingent annuity

Schedule SB, Part V — Summary of Plan Provisions

Optional forms	<p>Optional forms of payment may be taken on an actuarially equivalent basis if the participant elects out of the normal form. This includes:</p> <p>50 % joint and survivor</p> <p>66 2/3 % joint and survivor</p> <p>100 % joint and survivor</p> <p>Five year certain and life annuity</p> <p>10 year certain and life annuity</p> <p>15 year certain and life annuity</p> <p>Social Security level income annuity</p> <p>Single life annuity (for married participants)</p>
American Bakers Association Non-Union	Supplemental Plan Provisions
Effective Date of Prior Plan	October 1, 1976
Definitions	
Participation	Any Non-union employee who was an active participant in the ABA Plan on December 31, 2004 shall automatically become an active participant in the plan on January 1, 2005. Any employee who was an inactive participant in the ABA Plan on December 31, 2004 shall automatically become an inactive participant in the plan.
Years of service	A year of service is a 12-month period during which an employee completes at least 1,000 hours of service.
Credited service	<p>A participant will be credited with the number of years of service credited under the ABA Plan as of January 1, 2005. In addition, a participant shall be credited with an additional year of service if the participant completes at least 20 weeks of service during the period beginning October 1, 2004 and ending on September 30, 2005.</p> <p>For the period beginning January 1, 2005 and ending on April 30, 2005 a participant shall be credited with a fractional year of credited service proportional to the ratio of a full year of credited service, as weeks of service, to 52.</p> <p>After May 1, 2005 a participant shall earn one year of credited service after completing 1,000 hours of service during each calendar year. A maximum of eight months of service can be earned for the period from May 1, 2005 to December 31, 2005.</p>
Old formula participant	A participant whose Future Service Benefit rate equals his Transition Benefit rate
New formula participant	A participant whose Future Service Benefit rate is different than his Transition Benefit rate

Schedule SB, Part V — Summary of Plan Provisions

Transferred accrued benefit	The participant's accrued benefit determined under the terms and conditions of the ABA Plan as in effect on January 1, 2005.
Normal retirement	
Eligibility	A participant is eligible for normal retirement on or after the attainment of age 65
Benefit	<p>A participant's monthly accrued benefit is equal to the sum of:</p> <p>a) The participant's Transferred Accrued Benefit</p> <p>b) a Transition Benefit equal to \$32.00 multiplied by the participant's credited service from January 1, 2005 to April 30, 2005, unless a different dollar multiplier is stated in a supplement (see table below)</p> <p>c) a Future Service Benefit equal to \$32.00 multiplied by the participant's credited service under the plan after April 30, 2005, unless a different dollar multiplier is stated in a supplement (see table below).</p> <p>Notwithstanding the foregoing, credited service is limited to a maximum of 25 years.</p>

Benefits for Transferred Participants

Covered Employees	Supplement*	Transition Benefit Multiplier	Future Service Benefit Multiplier
Albuquerque, NM	J	\$44.64	\$44.64
Atlanta, GA	K	\$52.08	\$52.08 or \$32.00
Dallas, TX	L	\$57.04	\$32.00
Denver, CO	M	\$76.88	\$32.00
Dothan, AL	N	\$44.64	\$44.64 or \$32.00
Fresno, CA	O	\$71.92	\$32.00
Hastings, NE	P	\$47.12	\$32.00
Huntsville, AL	Q	\$27.28	\$32.00
Kansas City, MO	R	\$64.48	\$64.48
Louisville, KY	S	\$57.04 or \$37.20	\$32.00
Lubbock, TX	T	\$34.72, \$37.20 or \$29.76	\$34.72, \$37.20 or \$29.76
Memphis, TN	U	\$59.52 or \$79.36	\$32.00
Meridian, MS	V	\$39.68	\$32.00
Mobile, AL	W	\$24.80 or \$39.68	\$32.00
Nashville, TN	X	\$52.08 or \$102.30	\$32.00
North Georgia Zone	Y	\$52.08, \$57.04 or \$59.52	\$52.08, \$57.04 or \$59.52
Orangeburg, SC	Z	\$47.12	\$47.12 or \$32.00
Owensboro, KY	AA	\$57.04 or \$114.08	\$32.00
Phoenix, AZ	AB	\$42.16	\$32.00
Springfield, MO	AC	\$64.48	\$32.00
Wichita, KS	AD	\$24.80, \$52.08, \$54.56 or \$119.04	\$32.00

Participants who terminated employment prior to age 47 or with less than 15 years of service may have different multipliers.

Notwithstanding the table above, for any Transferred Participant who is rehired after January 1, 2005, the Future Service Benefit multiplier will be \$32.00.

* Supplement refers to the section in the plan document dealing with that particular group of covered employees.

Schedule SB, Part V — Summary of Plan Provisions

Early retirement	
Eligibility	A participant is eligible for early retirement on or after the attainment of age 55 and 10 years of service
Benefit	<p><u>New Formula Participant:</u> Past Service Benefit is reduced by 0.25% for each month that his early retirement date precedes his normal retirement date. Future Service Benefit is reduced by 0.50% for each month that early retirement date precedes the normal retirement date</p> <p><u>Old Formula Participant:</u> The entire benefit is reduced by 0.25% for each month that his early retirement date precedes his normal retirement date.</p>
Past service benefit	The sum of the participant's Transferred Accrued Benefit and Transition Benefit.
Vested pension	
Eligibility	A participant is eligible for a vested pension after completion of five years of service or attainment of age 65.
Benefit	The monthly accrued benefit calculated with years of credited service at termination date, payable beginning at normal retirement date. If a participant has met the service requirement, he may elect early commencement of his pension on the first of any month after the attainment of age 55. His accrued benefit will then be reduced for early retirement.
Pre-retirement spouse's pension	
Eligibility	A participant's spouse is eligible for pension benefits if the participant had attained the right to a vested pension and died before any payments commenced. Participant and spouse must be married at least one year prior to date of death.
Benefit	The amount that would be payable if the participant terminated on the date of death, elected payment at the earliest eligibility for early retirement in the form of a 50% contingent annuity, and died prior to the first payment.
Deferred retirement	
Benefit	The monthly accrued benefit based on years of credited service at late retirement.
Form of benefits	
Automatic form for unmarried participants	Single life annuity.
Automatic form for married participants	50% contingent annuity

Schedule SB, Part V — Summary of Plan Provisions

Optional forms

Optional forms of payment may be taken on an actuarially equivalent basis if the participant elects out of the normal form. This includes:

50 % joint and survivor

66 2/3 % joint and survivor

100 % joint and survivor

Five year certain and life annuity

Single life annuity (for married participants)

Schedule SB, Part V — Summary of Plan Provisions***Benefits Included or Excluded***

Unless noted below, all benefits provided by the plan, as of November 6, 2011, are included in this valuation.

- **Late retirement increases:**
 - Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70.
 - Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase. The benefit is valued from the later of age 65 or date of termination.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Additional Benefits Included or Excluded

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

- Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2011 to 2012.
- Reflect benefit multiplier of \$1,425 (effective 8/1/2010) for bargaining group LQ16.

**BIMBO BAKERIES USA
PENSION PLAN FOR FORMER
HOURLY SARA LEE
ASSOCIATES**

Financial Statements

December 31, 2012 and 2011

Kreischer
Miller

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**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER HOURLY SARA LEE ASSOCIATES**
December 31, 2012 and 2011

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Independent Auditors' Report

Bimbo Bakeries USA Benefits Committee
Bimbo Bakeries USA Pension Plan for Former Hourly Sara Lee Associates
Horsham, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Bimbo Bakeries USA Pension Plan for Former Hourly Sara Lee Associates (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 year ended December 31, 2012 and period November 6, 2011 to December 31, 2011, 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.

Auditors' 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 Notes 4 and 6, which was certified by The Bank of New York Mellon/BNY Mellon, N.A., the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012 and the period November 6, 2011 to December 31, 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.

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

The form and content of the information included in the financial statements, 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.

Kneischer Miller

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER HOURLY SARA LEE ASSOCIATES**

**Statements of Net Assets Available for Benefits
December 31, 2012 and December 31, 2011**

	2012	2011
Assets:		
Investments, at fair value:		
Plan interest in Bimbo Bakeries USA Defined Benefit Plan Trust	\$ 248,231,619	\$ 211,173,810
Receivables:		
Due from prior custodian	-	20,057,936
Total assets	248,231,619	231,231,746
Liabilities:		
Accrued administrative expenses	311,334	-
Net assets available for benefits	\$ 247,920,285	\$ 231,231,746

See accompanying notes to financial statements.

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER HOURLY SARA LEE ASSOCIATES**

**Statements of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012 and Period November 6, 2011 to December 31, 2011**

	2012	2011
Additions to net assets attributed to:		
Investment income:		
Plan interest in Bimbo Bakeries USA Defined		
Benefit Plan Trust income, net of investment fees	\$ 26,826,684	\$ 3,700,044
Deductions from net assets attributed to:		
Benefits paid to participants	8,958,733	686,745
Administrative expenses	1,179,412	17,447
Total deductions	10,138,145	704,192
Increase before transfers	16,688,539	2,995,852
Transfer from affiliated plan	-	228,235,894
Net increase	16,688,539	231,231,746
Net assets available for benefits:		
Beginning of year	231,231,746	-
End of year	\$ 247,920,285	\$ 231,231,746

See accompanying notes to financial statements.

BIMBO BAKERIES USA PENSION PLAN FOR FORMER HOURLY SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2012 and 2011

(1) Description of Plan

The following brief description of the Bimbo Bakeries USA Pension Plan for Former Hourly Sara Lee Associates (the Plan) is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

General

The Plan is a defined benefit pension plan covering eligible hourly-paid employees of BBU, Inc. (the Company) and certain of its Controlled Group Members, as defined. The Plan was established in connection with the Company's acquisition of the fresh bakery business of Sara Lee Corporation (SLC) in 2011. The Plan is structured to mirror the provisions of the Sara Lee Corporation Hourly Pension Plan (the Prior Plan), in which the Plan participants previously participated. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

The Plan participates in the Bimbo Bakeries USA Defined Benefit Plan Trust (the Master Trust). Pursuant to the sale of SLC to the Company in 2011, 95 percent of the Plan's assets were transferred to the Master Trust on December 2, 2011. The remaining 5 percent of the Plan's assets were subject to holdback provisions and were transferred to the Master Trust in 2012. Assets of the Master Trust are held by The Bank of New York Mellon/BNY Mellon, N.A.

The administration of the Plan is overseen by the Bimbo Bakeries USA Benefits Committee (the Committee). The Committee has overall responsibility for the operation and administration of the Plan. The Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Company's Board of Directors. The Bank of New York Mellon/BNY Mellon, N.A. (the Trustee) is responsible to safe keep and account for the trust funds and makes payments to eligible participants in accordance with the Plan.

Eligibility

Eligibility is defined in the plan document and supplements of the plan document. Participants should refer to these documents for a more detailed definition. Employees of the Company, which worked in the fresh bakery business of SLC immediately prior to November 6, 2011 (effective date) and were participants of the Prior Plan, became immediately eligible for participation in the Plan on the effective date. Employees hired after the effective date shall become a participant after completion of one year of service and attainment of 21 years of age.

Continued...

BIMBO BAKERIES USA PENSION PLAN FOR FORMER HOURLY SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2012 and 2011

(1) Description of Plan, Continued

Pension Benefits

Normal retirement is at age 65. Monthly pension benefits vary by work location and union as defined in the plan document.

An employee who has attained age 55 and completed 10 years of credited service may elect to defer receipt of his or her full accrued amount until age 65 or receive a reduced pension benefit by a reduction factor based on the age that benefits begin. For participants of the former Metz Baking Company Pension Plan for Bargaining Unit Employees, early retirement benefits are available after attaining age 55 and completing 5 years of service, as defined in the Plan document.

Disability retirement benefits are available to employees who are eligible for Social Security disability benefits. The monthly pension is determined in the same way as the pension at the normal retirement date, but based on services and compensation as of the early retirement date. The benefit is payable if the employee has completed a specified amount of years of service, as defined in the plan document. Termination and preretirement death benefits are also offered through the Plan subject to certain rules as defined in the plan document.

Vesting

Participants become vested upon completion of five years of service.

Funding Policy

The Company's funding policy is to make annual contributions to the Plan in amounts that are necessary to meet minimum funding requirements of ERISA. The Plan is funded entirely from contributions by the Company and does not allow for employee contributions. The Plan was in compliance with applicable ERISA minimum funding requirements for the year ended December 31, 2012 and the period November 6, 2011 to December 31, 2011.

Although it has not expressed any intention 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 set forth in ERISA.

BIMBO BAKERIES USA PENSION PLAN FOR FORMER HOURLY SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2012 and 2011

(2) Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires plan management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein; disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements, and changes therein. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are in funds administered by the Trustee.

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Committee determines the Plan's valuation policies utilizing information provided by its investment advisers and Trustee. See Note 6 for discussion of the fair value measurements.

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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died and (c) present employees or their beneficiaries.

Continued...

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER HOURLY SARA LEE ASSOCIATES**

Notes to Financial Statements
December 31, 2012 and 2011

(2) Summary of Significant Accounting Policies, Continued

Actuarial Present Value of Accumulated Plan Benefits, Continued

The actuarial present value of accumulated plan benefits, as determined by an actuary from Mercer for 2012, is that amount which results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant assumptions underlying the actuarial computations for 2012 are as follows:

Interest rate	6.75%
Mortality:	
Healthy	RP-2000 (sex distinct) Mortality Table projected to 2020
Disabled	Revenue Ruling 96-7 Post 94 Disability Mortality Table

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The computation of the actuarial present value of accumulated plan benefits was made as of January 1, 2012. Had the valuation been performed as of December 31, there would be no material differences.

The actuarial present value of accumulated benefits is as follows at January 1, 2012:

Vested benefits:	
Participants and beneficiaries currently receiving benefits	\$ 79,410,402
Other participants	90,214,155
Total vested benefits	<u>169,624,557</u>
Nonvested benefits	<u>3,455,163</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 173,079,720</u>

Continued...

BIMBO BAKERIES USA PENSION PLAN FOR FORMER HOURLY SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2012 and 2011

(2) Summary of Significant Accounting Policies, Continued

Actuarial Present Value of Accumulated Plan Benefits, Continued

There were no actuarial calculations completed at November 6, 2011 due to the inception of the Plan.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Expenses

The Plan's expenses are paid either by the Plan or the Company, as provided by the plan document. Expenses that are paid directly by the Company are excluded from these financial statements. During 2012 and 2011, administrative expenses of \$1,179,412 and \$17,447, respectively, include fees paid to the Trustee and other service providers, as well as the Pension Benefit Guaranty Corporation (PBGC) expenses.

Subsequent Events

The Plan has evaluated subsequent events through October 11, 2013, the date the financial statements were available to be issued.

(3) Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally, to provide the following benefits in the order indicated:

- Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period, would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under plan provisions in effect any time during the five years preceding plan termination.
- Other vested benefits insured by PBGC (U.S. government agency) up to the applicable limitations (discussed below).
- All other vested benefits (that is, vested benefits not insured by the PBGC).
- All nonvested benefits.

Continued...

BIMBO BAKERIES USA PENSION PLAN FOR FORMER HOURLY SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2012 and 2011

(3) Plan Termination, Continued

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically on the amount of an individual's monthly benefit that the PBGC guarantees. For plan terminations occurring during 2013, that ceiling is \$4,790 per month. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

(4) Investments (Unaudited)

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Trustee, as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements.

The following presents investments that represent 5 percent or more of the Plan's net assets at December 31:

	2012	2011
Plan interest in the Master Trust	\$ 248,231,619	\$ 211,173,810

Continued...

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER HOURLY SARA LEE ASSOCIATES**

Notes to Financial Statements
December 31, 2012 and 2011

(4) Investments (Unaudited), Continued

The Plan's share of investment income was as follows for the year and period ended December 31:

	2012	2011
Plan interest in the Master Trust income	<u>\$ 26,826,684</u>	<u>\$ 3,700,044</u>

(5) Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the 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 FASB ASC 820 are described as follows:

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;
- 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 significant to the fair value measurement.

Continued...

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER HOURLY SARA LEE ASSOCIATES**

Notes to Financial Statements
December 31, 2012 and 2011

(5) Fair Value Measurements, Continued

The asset 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.

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.

Plan's interest in the Master Trust: See Note 6

The methods described in Note 6 may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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.

(6) Interest in the Master Trust (Unaudited)

The Plan's investments are held in the Master Trust.

Pursuant to the purchase agreement of the Sara Lee Corporation, the sponsorship of multiple defined benefit pension plans of the Sara Lee Corporation was transferred to the Company effective November 6, 2011. On December 2, 2011, assets of four such defined benefit plans amounting to approximately \$354,000,000 were transferred into the Master Trust.

The value of the Plan's interest in the Master Trust is based on the beginning of the year value of the Plan's interest in the trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. At December 31, 2012 and 2011, the Plan's interest in the net assets of the Master Trust was approximately 28 percent. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average monthly balances invested in each respective plan.

Continued...

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER HOURLY SARA LEE ASSOCIATES**

Notes to Financial Statements
December 31, 2012 and 2011

(6) Interest in the Master Trust (Unaudited), Continued

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Trustee as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements.

The Trustee has certified to the accuracy and completeness of the investment in the net assets of the Master Trust as of December 31, 2012 and 2011, and the investment income for the years then ended, as summarized below.

The following table presents the assets, including investments, of the Master Trust at December 31:

	2012	2011
Cash and cash equivalents	\$ 86	\$ 15,230
U.S. government securities	202,261,096	223,655,873
Corporate debt instruments	187,020,705	139,202,108
Common collective trust funds	249,786,493	213,553,236
Partnerships	128,730,836	47,230,118
Hedge fund	62,088,749	52,395,385
Real estate fund	20,641,007	-
Municipal bonds	38,330,419	34,992,727
	<hr/> 888,859,391	<hr/> 711,044,677
Receivables from investment income, and securities sold	5,127,203	50,945,951
	<hr/> 893,986,594	<hr/> 761,990,628
Payable for securities purchased	(2,581,819)	(3,103,023)
	<hr/> (2,581,819)	<hr/> (3,103,023)
Total Master Trust investments	<hr/> \$ 891,404,775	<hr/> \$ 758,887,605

Continued...

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER HOURLY SARA LEE ASSOCIATES**

Notes to Financial Statements
December 31, 2012 and 2011

(6) Interest in the Master Trust (Unaudited), Continued

Investment income for the Master Trust was as follows for the period ended December 31:

	2012	2011
Net appreciation (depreciation):		
Cash and cash equivalents	\$ (141)	\$ (1,480)
U.S. government securities	6,432,331	43,969,561
Corporate debt instruments	14,299,964	9,445,983
Corporate stocks	-	1,395,054
Common collective trust funds	27,000,430	(1,876,036)
Partnerships	28,119,837	(9,769,882)
Hedge fund	3,693,365	(499,190)
Real estate fund	2,230,673	-
Foreign exchange contracts	-	69,607
Municipal bonds	3,447,552	3,295,610
Net appreciation in the value of investments	85,224,011	46,029,227
Interest and dividends	10,747,087	7,172,731
	<u>\$ 95,971,098</u>	<u>\$ 53,201,958</u>

Following is a description of the valuation methodologies used for assets measured at fair value held by the Master Trusts.

Investment fees amounting to \$1,565,892 and \$1,107,180 are included in the net appreciation (depreciation) by investment category above for the years ended December 31, 2012 and 2011, respectively.

Following is a description of the valuation methodologies used for assets measured at fair value held by the Master Trust.

U.S. government securities: Valued at the closing price reported in the active market in which the security is traded.

Corporate debt instruments and municipal bonds: Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks or a broker quote if available.

Continued...

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER HOURLY SARA LEE ASSOCIATES**

**Notes to Financial Statements
December 31, 2012 and 2011**

(6) Interest in the Master Trust (Unaudited), Continued

Common collective trust funds: Valued by the fund sponsor based on quoted market prices of the underlying investments.

Hedge fund: Valued based upon the Master Trust's pro rata share of the net asset value of the underlying investments at year end. The hedge fund principally invests in private and affiliated investments funds. Redemptions of all or any portion of capital accounts are permitted quarterly with 95 days prior notice.

Partnerships: Valued based upon the Master Trust's pro rata share of the estimated fair values of the underlying investment funds at year end. The partnerships invest primarily in international common stocks. Redemptions are permitted at the end of any month upon 15 days prior notice.

Real estate fund: Valued based upon the Master Trust's pro rata share of JPMCB Strategic Property Fund's (JPMCB) net assets at year end. JPMCB is a commingled pension trust fund that invests primarily in real estate investments owned directly or through partnership interest and mortgage loans on income-producing real estate. Redemptions are to be paid quarterly, subject to available cash, and upon 45 day's prior written notice. Subsequent to year end, the Master Trust entered into a commitment to invest an additional \$25,000,000 to JPMCB.

The following table sets forth by level, within the fair value hierarchy, the Master Trust's investments at fair value at December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 86	\$ -	\$ -	\$ 86
U.S. government securities:				
U.S. treasury bonds	202,261,096	-	-	202,261,096
Common collective trust funds:				
Money market funds	-	2,839,731	-	2,839,731
Fixed income funds	-	97,430,481	-	97,430,481
Index funds	-	108,982,709	-	108,982,709
Growth funds	-	40,533,572	-	40,533,572
Total common collective trust funds	-	249,786,493	-	249,786,493
Corporate debt instruments	-	187,020,705	-	187,020,705
Partnerships	-	-	128,730,836	128,730,836
Hedge fund	-	-	62,088,749	62,088,749
Real estate fund	-	-	20,641,007	20,641,007
Municipal bonds	-	38,330,419	-	38,330,419
Total assets at fair value	\$ 202,261,182	\$ 475,137,617	\$ 211,460,592	\$ 888,859,391

Continued...

BIMBO BAKERIES USA PENSION PLAN FOR FORMER HOURLY SARA LEE ASSOCIATES

Notes to Financial Statements December 31, 2012 and 2011

(6) Interest in the Master Trust (Unaudited), Continued

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 15,230	\$ -	\$ -	\$ 15,230
U.S. government securities:				
U.S. treasury bonds	223,655,873	-	-	223,655,873
Common collective trust funds:				
Money market funds	-	3,456,025	-	3,456,025
Fixed income funds	-	76,313,942	-	76,313,942
Index funds	-	93,623,372	-	93,623,372
Growth funds	-	40,159,897	-	40,159,897
Total common collective trust funds	-	213,553,236	-	213,553,236
Corporate debt instruments	-	139,202,108	-	139,202,108
Partnerships	-	-	47,230,118	47,230,118
Hedge fund	-	-	52,395,385	52,395,385
Municipal bonds	-	34,992,727	-	34,992,727
Total assets at fair value	\$ 223,671,103	\$ 387,748,071	\$ 99,625,503	\$ 711,044,677

There were no significant transfers among investment levels for the period ended December 31, 2012.

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

	2012		
	Partnerships	Hedge Fund	Real Estate Fund
Balance, beginning of year	\$ 47,230,118	\$ 52,395,385	\$ -
Purchases	55,188,800	6,000,000	18,410,334
Management fees	(436,405)	(533,421)	(96,055)
Sales	(1,908,000)	-	-
Realized gain	100,081	-	-
Unrealized gains relating to instruments still held at the reporting date	28,556,242	4,226,785	2,326,728
Balance, end of year	\$ 128,730,836	\$ 62,088,749	\$ 20,641,007

The amount of total gains for the period
included in changes in net assets attributable
to the change in unrealized gains relating
to assets still held at the reporting date.

\$ 28,556,242	\$ 4,226,785	\$ 2,326,728
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BIMBO BAKERIES USA PENSION PLAN FOR FORMER HOURLY SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2012 and 2011

(6) Interest in the Master Trust (Unaudited), Continued

	2011	
	Partnerships	Hedge Fund
Balance, beginning of year	\$ -	\$ 16,894,575
Purchases	57,000,000	36,000,000
Management fees	(79,478)	(240,473)
Unrealized losses relating to instruments still held at the reporting date	(9,690,404)	(258,717)
Balance, end of year	\$ 47,230,118	\$ 52,395,385
The amount of total losses for the period included in changes in net assets attributable to the change in unrealized losses relating to assets still held at the reporting date.		
	\$ (9,690,404)	\$ (258,717)

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefits.

In estimating fair value of the investments in level 3, the investment committee may use third-party pricing sources or appraisers. In substantiating the reasonableness of the pricing data provided by third parties, the investment committee evaluates a variety of factors including review of methods and assumptions used by external sources, recently executed transactions, existing contracts, economic conditions, industry and market developments, and overall credit ratings.

(7) Tax Status

As of December 31, 2012, the Plan has not applied for a tax determination letter from the Internal Revenue Service. The plan administrator, however, believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Company has taken an uncertain position that more likely than not would not be sustained upon examination by applicable taxing authorities. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER HOURLY SARA LEE ASSOCIATES**

Notes to Financial Statements
December 31, 2012 and 2011

(8) Risks and Uncertainties

The Plan, through its interest in the Master Trust, invests in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

(9) Related Party Transactions and Party-In-Interest

Certain assets of the Master Trust are invested in investments managed by the Trustee. Therefore, these transactions qualify as party-in-interest transactions, which are exempt from the prohibited transactions rules. As described in Note 2, the Plan paid certain expenses related to Plan operations and investment activity to various service providers. These transactions are party-in-interest transactions under ERISA.

(10) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2011:

Net assets available for benefits per the financial statements	\$ 231,231,746
Transfer activity, net	<u>681,812</u>
Net assets available for benefits per the Form 5500	<u>\$ 231,913,558</u>

Continued...

**BIMBO BAKERIES USA PENSION PLAN
FOR FORMER HOURLY SARA LEE ASSOCIATES**

Notes to Financial Statements
December 31, 2012 and 2011

(10) Reconciliation of Financial Statements to Form 5500, Continued

The following is a reconciliation of the net increase in assets available for benefits per the financial statements to net income per Form 5500 for the year ended December 31, 2012:

Net increase in net assets available for benefits per the financial statements	\$ 16,688,539
Transfer activity, net	<u>(681,812)</u>
Net income per Form 5500	<u>\$ 16,006,727</u>