

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information		
1a	Name of plan <u>BIMBO BAKERIES USA 401(K) PLAN FOR FORMER SARA LEE ASSOCIATES</u>	1b	Three-digit plan number (PN) ▶ <u>005</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 DRIVE</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	Filed with authorized/valid electronic signature.	10/15/2013	CAROLYN WOOD
	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 9153
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 4021	
b Retired or separated participants receiving benefits.....	6b 0	
c Other retired or separated participants entitled to future benefits.....	6c 2797	
d Subtotal. Add lines 6a , 6b , and 6c	6d 6818	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 57	
f Total. Add lines 6d and 6e	6f 6875	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 6554	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 319	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 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 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 BIMBO BAKERIES USA 401(K) PLAN FOR FORMER SARA LEE ASSOCIATES	B Three-digit plan number (PN) ▶ 005
C Plan sponsor's name as shown on line 2a of Form 5500 BBU, INC.	D Employer Identification Number (EIN) 75-2490530

Part I	Service Provider Information (see instructions)
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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 HEWITT FINANCIAL SERVICES LLC 36-3943169
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(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

HEWITT ASSOCIATES, LLC

36-2235791

(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 50	RECORDKEEPER	35550	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">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>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;">2012</p> <hr/> <p style="text-align: center; font-size: small;">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

<p>A Name of plan <u>BIMBO BAKERIES USA 401(K) PLAN FOR FORMER SARA LEE ASSOCIATES</u></p>	<p>B Three-digit plan number (PN) ▶ <u>005</u></p>
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BBU, INC.</u></p>	<p>D Employer Identification Number (EIN) <u>75-2490530</u></p>

Part I	<p>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)</p>
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<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BIMBO BAKERIES USA SAVINGS PLAN MAS</u></p>		
<p>b Name of sponsor of entity listed in (a): <u>BBU, INC.</u></p>		
<p>c EIN-PN <u>61-1621204-200</u></p>	<p>d Entity code <u>M</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>88356782</u></p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>

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

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

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

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

SCHEDULE H (Form 5500) <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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> 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 BIMBO BAKERIES USA 401(K) PLAN FOR FORMER SARA LEE ASSOCIATES	B Three-digit plan number (PN) ►	005
C Plan sponsor's name as shown on line 2a of Form 5500 BBU, INC.	D Employer Identification Number (EIN) 75-2490530	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	1	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1173089	1784398
(2) Participant contributions	1b(2)		745
(3) Other.....	1b(3)	129022	0
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)	0	
(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)	11742565	7434433
(9) Value of interest in common/collective trusts.....	1c(9)	1819370	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		88356782
(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)	175208104	0
(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)	50407742	0
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	240479893	97576358

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	240479893	97576358
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	3196616	
(B) Participants	2a(1)(B)	6450135	
(C) Others (including rollovers)	2a(1)(C)	56648	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		9703399

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)	229182	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		229182

(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)		10055084
(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		
d Total income. Add all income amounts in column (b) and enter total.....	2d		19987665

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	13542998	
(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)		13542998
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		49204
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	35550	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		35550
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		13627752

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		6359913
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		149263448

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: 23-1980475

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.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

BIMBO BAKERIES USA SAVINGS PLAN

5b(2) EIN(s)	5b(3) PN(s)
75-2490530	002

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>BIMBO BAKERIES USA 401(K) PLAN FOR FORMER SARA LEE ASSOCIATES</u>	B Three-digit plan number (PN) ▶ <u>005</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
---------------	----------------------

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>36-3046063</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

**BIMBO BAKERIES USA
401(k) PLAN FOR FORMER
SARA LEE ASSOCIATES**

Financial Statements

December 31, 2012 and 2011

Kreischer
Miller

PEOPLE | IDEAS | SOLUTIONS

BIMBO BAKERIES USA 401(k) PLAN
FOR FORMER SARA LEE ASSOCIATIES
December 31, 2012 and 2011

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Independent Auditors' Report

Bimbo Bakeries USA Benefits Committee
Bimbo Bakeries USA 401(k) Plan for Former Sara Lee Associates
Horsham, Pennsylvania

Report on the Financial Statements

We have audited the accompanying financial statements of Bimbo Bakeries USA 401(k) Plan for Former 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 the 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 for the 2012 Financial Statements

Our responsibility is to express an opinion on the 2012 financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 2012 financial statements.

Auditors' Responsibility for the 2011 Financial Statements

Our responsibility is to express an opinion on the 2011 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 on the 2011 financial statements 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 on the 2011 Financial Statements

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 investment assets held by The Northern Trust Company, the trustee of the Plan, and transactions in those assets were excluded from the scope of our audit of the Plan's 2011 financial statements, except for comparing such information provided by the trustee, which is summarized in Note 3, with the related information included in the financial statements.

Disclaimer of Opinion on the 2011 Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2011 financial statements 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 the 2011 financial statements.

Opinion on the 2012 Financial Statements

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012, and the changes in net assets available for benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audit of the Plan's financial statements as of and for the year ended December 31, 2012 was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the financial statements, but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the 2012 financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements taken as a whole.

Report on Form and Content of the 2011 Financial Statements in Compliance with DOL Rules and Regulations

The form and content of the information included in the 2011 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.

A handwritten signature in black ink, reading "Kneischer Miller". The signature is written in a cursive, flowing style.

Horsham, Pennsylvania
October 14, 2013

**BIMBO BAKERIES USA 401(k) PLAN
FOR FORMER SARA LEE ASSOCIATES**

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

	2012	2011
Assets:		
Investments, at fair value:		
Interest-bearing cash	\$ -	\$ 1,838,746
Common stock	-	50,407,742
Common collective trust funds	-	53,191,840
Registered investment companies	-	123,746,263
Investment in the Bimbo Bakeries USA Defined Contribution Savings Plan Master Trust	89,172,943	-
Total investments	89,172,943	229,184,591
Notes receivable from participants	7,434,433	11,611,441
Receivables:		
Participant contributions	745	-
Employer contributions	1,784,398	1,173,089
Total receivables	1,785,143	1,173,089
Net assets available for benefits, at fair value	98,392,519	241,969,121
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(816,161)	(1,600,989)
Net assets available for benefits	\$ 97,576,358	\$ 240,368,132

See accompanying notes to financial statements.

**BIMBO BAKERIES USA 401(k) PLAN
FOR FORMER SARA LEE ASSOCIATES**

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

	2012	2011
Additions to net assets attributed to:		
Investment income:		
Plan interest in the Bimbo Bakeries USA Defined Contribution Savings Plan Master Trust	\$ 10,055,084	\$ -
Net appreciation in fair value of investments	-	5,915,138
Interest and dividend income	-	1,731,976
Interest income on notes receivable from participants	229,182	59,481
Contributions:		
Participant	6,450,135	1,855,393
Employer	3,196,616	1,979,112
Rollover	56,648	-
Total additions	19,987,665	11,541,100
Deductions from net assets attributed to:		
Benefits paid to participants	13,592,202	2,225,747
Administrative expenses	35,550	7,800
Total deductions	13,627,752	2,233,547
Increase before transfers	6,359,913	9,307,553
Transfers from (to) affiliated plans, net	(149,151,687)	231,060,579
Net increase (decrease)	(142,791,774)	240,368,132
Net assets available for benefits:		
Beginning of year	240,368,132	-
End of year	\$ 97,576,358	\$ 240,368,132

See accompanying notes to financial statements.

BIMBO BAKERIES USA 401(k) PLAN FOR FORMER SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2012 and 2011

(1) Description of Plan

The following description of the Bimbo Bakeries USA 401(k) Plan for Former Sara Lee Associates (the Plan) provides only general information. Participants should refer to the plan document, including plan supplements and amendments, for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan that covers certain eligible employees of BBU, Inc. (the Company) as defined in the plan document. 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 substantially mirror the provisions of the Sara Lee Corporation 401(k) Plan (the Prior Plan). Employees of the Earthgrains Baking Companies Inc. (Employer), and certain fresh bakery subsidiaries of Earthgrains Baking Companies, Inc., who immediately prior to November 6, 2011 (effective date) were participants of the Prior Plan, became immediately eligible for participation in the Plan on the effective date. Eligibility for new participants is restricted to non-union hourly employees who become eligible upon hire, and certain employees of bargaining units who become eligible after one year of service, as defined. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, (ERISA), as amended.

The Plan was amended and restated effective January 1, 2012 to reflect the exclusion of individuals paid on a salaried basis. These participants became eligible to participate in the Bimbo Bakeries USA Savings Plan (USA Plan) effective January 1, 2012, at which time their account balances were transferred to the USA Plan (Note 10).

Effective December 9, 2012, certain members of the Local 433 Union became participants in the Plan.

The Bimbo Bakeries USA Benefits Committee (the Committee) is responsible for oversight 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.

Effective January 1, 2012, the Plan became a participant in the Bimbo Bakeries USA Defined Contribution Savings Plan Master Trust (Master Trust) (formerly the Bimbo Bakeries USA Savings Plan, the Mrs Baird's 401(k) Savings Plan and the Bimbo Foods Savings Plan Master Trust). Prior to participation in the Master Trust, the Plan's assets were held by The Northern Trust Company, the plan trustee.

Continued ...

BIMBO BAKERIES USA 401(k) PLAN FOR FORMER SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2012 and 2011

(1) Description of Plan, Continued

Contributions

Each plan year, participants may contribute from 1 percent up to 50% of their pretax annual compensation, except for former plan participants of the Metz Incentive Savings Plan for Union Employees who may only contribute up to 16% of pretax compensation. After-tax contributions up to 16% of compensation are allowable by the Plan for certain participants of the Bakery Group Unions, as defined by the Plan. Highly compensated employees may contribute a maximum of 7% of compensation to the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit and defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible non-union hourly employees are automatically enrolled at 4% in the Plan unless they affirmatively elect not to participate in the Plan. The Plan also includes a contribution escalation provision. This provision assumes that each plan participant who is contributing less than 15% of compensation to the Plan on January 1 of each year shall be determined to have elected to increase his or her deferral percentage by one percent on and after, until the maximum percentage is reached. Participants may change their investment choices daily and their deferral percentages upon notification to the plan administrator.

The Company provides matching contributions contingent on what participant group the Plan participants are part of as defined by the plan document. Provisions of the two programs are summarized in the following table:

Program Component	Current Program	New Program
Company Matching	100% of the first	100% of the first
* Contribution per pay period	2% of eligible compensation	4% of eligible compensation
Discretionary Company	Up to an additional 50% of the	Not applicable
* Matching Contribution	first 2% of eligible contributions	
Annual Company	2% of eligible compensation	Up to 2% of eligible
* Contribution		compensation
Additional Annual	Not applicable	3.5% of eligible
Company Contribution		compensation
Bakery Group Union	50% of the first 3% of eligible	Not applicable
Participants	compensation	

* Program components under the current program applies to non-union, hourly employees only.

The Plan provides for certain non-elective company contributions for employees of the Maintenance Grocers Union and Local 433 Unions as defined in the plan document.

Continued...

BIMBO BAKERIES USA 401(k) PLAN FOR FORMER SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2012 and 2011

(1) Description of Plan, Continued

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's matching contribution and discretionary contribution portion of non-union hourly participant accounts, if any, is based on years of continuous service according to the following schedule:

<u>Years of Vesting Service</u>	<u>Vested Percentage</u>
Less than one	0%
1	20%
2	40%
3	60%
4	80%
5 or more	100%

Vesting for the Bakery Group Unions' and Maintenance Grocers Union's Company's contributions become fully vested after two years of service. Company contributions to the Local 433 Unions are immediately 100% vested.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance, under the Plan. Any such loan is secured by the balance in the participant's account and bears interest at the prevailing prime rate as reported by The Wall Street Journal on the last day of the month prior to loan issuance. Participants may only have two loans outstanding at a time. Repayments are made through payroll deductions over a term of up to five years, or ten years if the loan is used to purchase a primary residence. Loan interest rates range from 3.25% to 7.50% at December 31, 2012. Principal and interest are paid ratably through payroll deductions.

BIMBO BAKERIES USA 401(k) PLAN FOR FORMER SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2012 and 2011

(2) Summary of Significant Accounting Policies

Payment of Benefits

Upon termination of service, or due to death, disability, or retirement, participants may elect to receive lump sum amounts equal to the vested portion of their account. Certain participants may elect to receive their benefit in quarterly or annual installments over a period no greater than 5 years. Amounts may not be withdrawn from the Plan while a participant is an active employee of the Company, except in cases of hardship, permanent disability, or after age 59 ½, as defined in the Plan.

Forfeited Accounts

Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions or to pay reasonable expenses of the Plan.

Basis of Accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis for fully benefit-responsive investment contracts.

Use of Estimates

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

Investment Valuation and Income Recognition

Effective January 1, 2012, the Plan began participating in the Master Trust which holds investments in various funds (see Note 5).

Continued...

BIMBO BAKERIES USA 401(k) PLAN FOR FORMER SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2012 and 2011

(2) Summary of Significant Accounting Policies, Continued

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Bimbo Bakeries USA Benefits Investment Subcommittee determines the Plan's valuation policies utilizing information provided by the investment advisors and plan trustee. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recognized 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.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefit payments are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in the Plan's interest in Master Trust investment income for the year ended December 31, 2012. Investment related expenses are included in net appreciation of fair value in investments for the period ended December 31, 2011.

Subsequent Events

The Plan has evaluated subsequent events through October 14, 2013 the date the financial statements were available to be issued.

**BIMBO BAKERIES USA 401(k) PLAN
FOR FORMER SARA LEE ASSOCIATES**

Notes to Financial Statements
December 31, 2012 and 2011

(3) Investments

As of and for the period ended December 31, 2011, the plan administrator elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 Northern Trust Company (Northern Trust) as complete and accurate, except for comparing such information certified by Northern Trust to information included in the Plan's 2011 financial statements and supplemental schedule.

For the year ended December 31, 2012, the Plan's investments and investment activity were certified at the Master Trust level but not at the individual plan level.

The Plan's investments are as follows at December 31, 2012:

Investment in Master Trust, at fair value	\$ 89,172,943 *
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(816,161)</u>
	<u>\$ 88,356,782</u>

* Represents 5% or more of the Plan's net assets at year end.

The following investments represent 5% or more of the Plan's net assets available for benefits at December 31, 2011:

Invesco Interest Income Fund	\$ 53,191,840
Vanguard Bond Market Index Fund	\$ 14,477,345
Vanguard Intl Index Fund	\$ 16,847,646
Sara Lee Common Stock Fund	\$ 50,407,742
Target Retirement 2025 T II Fund	\$ 14,995,735

The Plan's share of investment income in the Master Trust was \$10,055,084 for the year ended December 31, 2012. During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the period) appreciated in value as follows:

Registered investment companies	\$ 3,107,169
Common stock	2,796,592
Common collective trust	<u>11,377</u>
	<u>\$ 5,915,138</u>

BIMBO BAKERIES USA 401(k) PLAN FOR FORMER SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2012 and 2011

(4) 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.

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.

Continued...

BIMBO BAKERIES USA 401(k) PLAN FOR FORMER SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2012 and 2011

(4) Fair Value Measurements, Continued

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.

Registered investment companies: Valued at the daily closing price as reported by the fund. Registered investment companies held by the Plan are open-end registered investment companies that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The shares of registered investment companies held by the Plan are deemed to be actively traded.

Common collective trust: Invests in conventional and synthetic guaranteed investment contracts issued by insurance companies and banks with excess cash invested in cash equivalents. The common collective fund allows for earnings stability regardless of the volatility of the financial markets. Contract value for the common collective trust fund is based on the net asset value of the fund as reported by the trustee. The underlying investments in investment contracts are valued at the fair market value of the underlying investments and then adjusted by the issuer to contract value. The fund is traded in a market with no readily available quoted prices; however, the unit price is based on underlying investments which are traded on an active market. The common collective trust fund is classified as a level 2 investment.

Common stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Plan's interest in the Master Trust: See Note 5.

The preceding methods described 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.

Continued...

**BIMBO BAKERIES USA 401(k) PLAN
FOR FORMER SARA LEE ASSOCIATES**

Notes to Financial Statements
December 31, 2012 and 2011

(4) Fair Value Measurements, Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

Description	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Money market account	\$ 1,838,746	\$ -	\$ -	\$ 1,838,746
Registered investment companies:				
Index funds	81,788,596	-	-	81,788,596
Balanced funds	41,957,667	-	-	41,957,667
Total registered investment companies	123,746,263	-	-	123,746,263
Common stock	50,407,742	-	-	50,407,742
Common collective trust	-	53,191,840	-	53,191,840
Total assets at fair value	\$ 175,992,751	\$ 53,191,840	\$ -	\$ 229,184,591

There were no significant transfers among investment levels during the year ended December 31, 2011.

(5) Interest in the Master Trust

Prior to January 1, 2012, the Plan's investments were held by Northern Trust. Effective January 1, 2012, the Plan's assets were transferred into the Master Trust. The Master Trust was established for the investment of assets of the Plan and two other BBU, Inc. sponsored retirement plans. Each participating retirement plan has an undivided interest in the Master Trust. The assets of the Master Trust were held by Fidelity during 2011. Effective January 1, 2012, the Master Trust assets were transferred to and held by Northern 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 the Plan's interest in the net assets of the Master Trust was approximately 13%. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average monthly balances invested in each plan.

Continued...

**BIMBO BAKERIES USA 401(k) PLAN
FOR FORMER SARA LEE ASSOCIATES**

Notes to Financial Statements
December 31, 2012 and 2011

(5) Interest in the Master Trust, Continued

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the DOL'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 Northern Trust as complete and accurate, except for comparing such information certified by Northern Trust to information included in the Plan's financial statements.

Northern Trust has certified to the accuracy and completeness of the investment in the net assets of the Master Trust at December 31, 2012 and the investment income for the year then ended.

The Master Trust's investments are as follows at December 31, 2012:

Registered investment companies	\$ 621,241,277
Common collective trust	92,013,299
Money market account	<u>2,936,682</u>
Total Master Trust investments, at fair value	716,191,258
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(3,381,377)
Accrued income	263,050
Accrued expenses	<u>(100,836)</u>
Total Master Trust investments	<u>\$ 712,972,095</u>

Investment income of the Master Trust was as follows for the year ended December 31, 2012:

Net appreciation in fair value of investments in registered investment companies	\$ 63,809,472
Interest and dividends	<u>13,218,630</u>
	<u>\$ 77,028,102</u>

Continued...

**BIMBO BAKERIES USA 401(k) PLAN
FOR FORMER SARA LEE ASSOCIATES**

Notes to Financial Statements
December 31, 2012 and 2011

(5) Interest in the Master Trust, Continued

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2012:

Description	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Money market account	\$ 2,936,682	\$ -	\$ -	\$ 2,936,682
Registered investment companies:				
Balanced funds	357,091,087	-	-	357,091,087
Growth funds	13,948,050	-	-	13,948,050
Value funds	21,526,709	-	-	21,526,709
Fixed income funds	162,306,159	-	-	162,306,159
Index funds	66,369,272	-	-	66,369,272
Total registered investment companies	621,241,277	-	-	621,241,277
Common collective trust:				
Fixed income	-	92,013,299	-	92,013,299
Total assets at fair value	\$ 624,177,959	\$ 92,013,299	\$ -	\$ 716,191,258

There were no significant transfers among investment levels during the year ended December 31, 2012.

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

Personnel and facilities of the Company have been used to perform administrative functions for the Plan at no charge to the Plan. Additionally, the Company pays certain administrative expenses related to the Plan's operations.

(7) Plan Termination

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 of ERISA. In the event of plan termination, participants would become 100% vested in their accounts.

(8) Tax Status

As of December 31, 2012, the Plan has not applied for a tax determination letter from the Internal Revenue Service (IRS). 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 (IRC).

Continued...

BIMBO BAKERIES USA 401(k) PLAN FOR FORMER SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2012 and 2011

(8) Tax Status, Continued

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 Plan 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.

The Master Trust is qualified under Section 401(a) of the IRC and is entitled to favorable tax treatment. A qualified master trust is required to operate in conformity with the IRC to maintain its qualified status. Although the Master Trust has not filed for a determination letter from the IRS, plan management believes that the Master Trust is currently being operated in compliance with these requirements.

(9) Risk and Uncertainties

The Plan invests in various 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 participants' account balances and the amounts reported in the statement of net assets available for benefits.

(10) Transfers (to) from Affiliated Plan

As a result of the plan amendment described in Note 1, transfers of assets from the Plan to the USA Plan amounted to \$149,151,687.

During 2011, transfers of assets to the Plan from the Prior Plan amounted to \$231,060,579.

(11) 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	\$ 240,368,132
Transfer activity, net	111,761
Net assets available for benefits per the Form 5500	<u>\$ 240,479,893</u>

Continued...

BIMBO BAKERIES USA 401(k) PLAN
FOR FORMER SARA LEE ASSOCIATES

Notes to Financial Statements
December 31, 2012 and 2011

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

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

Net decrease in net assets available for benefits per the financial statements	\$ (142,791,774)
Transfer activity, net	<u>(111,761)</u>
Net loss per Form 5500	<u>\$ (142,903,535)</u>

SUPPLEMENTAL SCHEDULE

**BIMBO BAKERIES USA 401(k) PLAN
FOR FORMER SARA LEE ASSOCIATES**

Federal ID: 75-2490530

Plan: 005

Supplemental Schedule

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
	Participant loans	Interest rates ranging from 3.25% to 7.50%, various terms	\$ 7,434,433

**BIMBO BAKERIES USA 401(k) PLAN
FOR FORMER SARA LEE ASSOCIATES**

Federal ID: 75-2490530

Plan: 005

Supplemental Schedule

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
	Participant loans	Interest rates ranging from 3.25% to 7.50%, various terms	\$ 7,434,433