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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

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

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1989

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

BLUE BELL CREAMERIES, INC.

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

2b Employer Identification Number (EIN)
74-2983264

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

2d Business code (see instructions)
311500

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2014	WILLIAM J. RANKIN, CFO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2014	WILLIAM J. RANKIN, CFO
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)
STAN LANGSTON

HAM, LANGSTON & BREZINA, LLP

11550 FUQUA, SUITE 475
HOUSTON, TX 77034

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

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

5	Total number of participants at the beginning of the plan year	**5**	4061
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**	3904
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	405
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	4309
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	11
f	Total. Add lines **6d** and **6e**.	**6f**	4320
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	4320
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	179
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
74-2983264

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

NEUBERGER BERMAN FUNDS
P.O. BOX 2047
NEW YORK, NY 10156-2047

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

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

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

MATRIX FINANCIAL SOLUTIONS

717 17TH STREET, STE 1300
DENVER, CO 80202

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

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

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

NATIONAL INDEPENDENT TRUST CO

305 S VIENNA ST
RUSTON, LA 71270

72-1173060

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	TRUSTEE	8891	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(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:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
74-2983264

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	9915	9139061
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2677857	2849176
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	988514	1006345
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	8275072	0
(2) U.S. Government securities	1c(2)	22477624	22203545
(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)	812594	1499588
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	4506816	5257289
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	230741	227721

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	41447000	47268000
(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	81426133	89450725
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	81426133	89450725

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)	2849176	
(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)		2849176
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	967	
(B) U.S. Government securities	2b(1)(B)	666205	
(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)		667172
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	3871295	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	222003	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		4093298
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	1690205	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		1690205

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		680892
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		9980743
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1947260	
(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)		1947260
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	8891	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		8891
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1956151
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		8024592
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: HAM, LANGSTON & BREZINA, LLP **(2)** EIN: 76-0448495

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
74-2983264

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 74-2983264 _____

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☒ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☒ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☒ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☒ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

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

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES
WITH REPORT OF INDEPENDENT ACCOUNTANTS
as of and for the years ended December 31, 2013 and 2012

BLUE BELL CREAMERIES, INC.

EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

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

Ham, Langston & Brezina LLP
Certified Public Accountants

REPORT OF INDEPENDENT ACCOUNTANTS

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

Report on the Financial Statements

We have audited the accompanying financial statements of the Blue Creameries, Inc. Employee Stock Ownership Plan and Trust (the "Plan"), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012 and the related Statement of Changes in Net Assets Available for Benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility for the 2013 Financial Statements

Our responsibility is to express an opinion on the 2013 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 from 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 auditor's 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 auditor considers 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 2013 financial statements.

Auditor's Responsibility for the 2012 Financial Statements

Our responsibility is to express an opinion on the 2012 financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of matters described in the Basis for Disclaimer of Opinion on the 2012 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 2012 Financial Statements

As permitted by 29 CFR 2520-103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the investment assets held by Argent Trust Company, the custodian of the Plan, and transactions in those assets were excluded from the scope of our audit of the Plan's 2012 financial statements, except for comparing the information provided by the custodian, which is summarized in Note 5, with the related information included in the financial statements.

Ham, Langston & Brezina L.L.P. | 11550 Fuqua, Suite 475, Houston, TX 77034 | 281-481-1040 | www.hlb-cpa.com

REPORT OF INDEPENDENT ACCOUNTANTS, CONTINUED

Disclaimer of Opinion on the 2012 Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2012 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 2012 financial statements.

Opinion on the 2013 Financial Statements

In our opinion, the financial statements referred to above, of Blue Bell Creameries, Inc. Employee Stock Ownership Plan and Trust as of December 31, 2013, and for the year then ended, present fairly in all material respects, the net assets available for benefits of the Plan as of December 31, 2013, and the changes in net assets available for benefits for the year ended December 31, 2013, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audit of the Plan's financial statements as of and for the year ended December 31, 2013 was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules, Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2013 and Schedule H, Line 4j – Schedule of Reportable Transactions for the year ended December 31, 2013, are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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 2013 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 as a whole.

Report on Form and Content of the 2012 Financial Statements in Compliance with DOL Rules and Regulations

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

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

Houston, Texas
October 3, 2014

BLUE BELL CREAMERIES, INC.

EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2013 and 2012

	2013	2012
Assets:		
Cash	$ 9,139,061	$ 9,915
Investments at quoted market value:		
Money market fund	-	8,275,072
U.S. Government Agency Obligations	22,203,545	22,477,624
Registered investment companies – mutual funds	5,257,289	4,506,816
Exchange traded fund	227,721	230,741
Common stocks	1,499,588	812,594
Investment at estimated fair value:		
Blue Bell Creameries U.S.A., Inc. common stock	47,268,000	41,447,000
Total investments	76,456,143	77,749,847
Receivables:		
Contribution receivable	2,849,176	2,677,857
Blue Bell Creameries U.S.A., Inc. distributions receivable	1,006,345	925,231
Dividends and interest receivable	-	63,283
Total receivables	3,855,521	3,666,371
Net assets available for benefits	$ 89,450,725	$ 81,426,133

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

BLUE BELL CREAMERIES, INC.

EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

for the years ended December 31, 2013 and 2012

	2013	2012
Additions to net assets attributed to:		
Investment income:		
Dividend and interest income	$ 4,760,470	$ 4,305,299
Net depreciation in value of U.S. Government Agency Obligations	(1,055,000)	(267,071)
Net appreciation in value of registered investment companies - mutual funds	680,892	374,050
Net depreciation in value of exchange traded fund	(3,020)	-
Net appreciation in value of common stocks	174,225	40,893
Net appreciation in value of Blue Bell Creameries, Inc. common stock	2,574,000	4,991,000
Total investment income	7,131,567	9,444,171
Employer contributions	2,849,176	2,677,857
Total additions	9,980,743	12,122,028
Deductions from net assets attributed to:		
Benefits and withdrawals	1,947,260	1,826,414
Administrative expenses	8,891	29,780
Total deductions	1,956,151	1,856,194
Net increase in net assets available for benefits	8,024,592	10,265,834
Net assets available for benefits, beginning of year	81,426,133	71,160,299
Net assets available for benefits, end of year	$ 89,450,725	$81,426,133

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

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

1. Description of the Plan

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

General

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

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

Administration

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

Paragon Advisors Trust served as trustee of the Plan from January 1, 2013 through July 9, 2013 and for the year ended December 31, 2012. Effective July 10, 2013, Lone Star Trust & Investment Services ("Lone Star") serves as trustee of the Plan.

Argent Trust Company served as custodian of investments in the Plan from January 1, 2013 through July 9, 2013 and for the year ended December 31, 2012. Effective March 12, 2013, Lone Star serves as custodian of Blue Bell Creameries U.S.A., Inc. common stock. Effective June 10, 2013, TD Ameritrade serves as custodian of all investments in the Plan except for the Blue Bell Creameries U.S.A., Inc. common stock.

Retirement Horizons Inc. served as recordkeeper for the Plan for the years ended December 31, 2013 and 2012.

Contributions

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

Method of Allocation

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

Vesting and Payment of Benefits

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

Continued

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

Vesting and Payment of Benefits, continued

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

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

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

Forfeited Accounts

All contributions credited to a participant's account, but not vested, are forfeited by the participant. Forfeitures of the unvested portion of the account balance of terminated participants will generally be used to reduce the employer contribution for the plan year in which the forfeiture occurs. Forfeitures of $81,398 were used to offset employer contributions for the year ended December 31, 2013 but paid in 2014. Forfeitures of $87,576 were used to offset employer contributions for the year ended December 31, 2012 but paid in 2013. At December 31, 2013 and 2012, forfeited nonvested accounts totaled $81,398 and $87,576, respectively.

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Administrative expenses paid by the Company on behalf of the Plan during the years ended December 31, 2013 and 2012 were $96,783 and $64,995, respectively.

Investment related expenses are included in net appreciation (depreciation) of fair value of investments.

2. **Summary of Significant Accounting Policies**

Basis of Accounting

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

Use of Estimates

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

Risks 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 such changes could materially affect the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

Continued

2. **Summary of Significant Accounting Policies (continued)**

Investment Valuation and Income Recognition

The Plan's investments are stated 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. See Note 4 for discussion of fair value investments.

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

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Benefit Payments

Benefits are recorded when paid.

3. **Investments**

The following individual investments each represent five percent or more of the Plan's net assets at December 31, 2013 and 2012:

	2013	2012
Blue Bell Creameries, U.S.A., Inc. common stock	$ 47,268,000	$ 41,447,000
Federated UST Cash Reserve Institutional Fund	*	8,275,072
Investments less than 5% of net assets	29,188,143	28,027,775
Total investments	$ 76,456,143	$ 77,749,847

* Not applicable in the period indicated.

4. **Fair Value Measurements**

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

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

Level 2 Inputs to the valuation methodology include:

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

Continued

4. **Fair Value Measurements, continued**

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

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

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

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

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

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

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

4. **Fair Value Measurements, continued**

The following tables set forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2013 and 2012:

	Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Growth funds	$ 2,158,465	$ -	$ -	$ 2,158,465
Fixed income funds	1,246,710	-	-	1,246,710
Balanced funds	1,081,295	-	-	1,081,295
Value funds	770,819	-	-	770,819
Total mutual funds	5,257,289	-	-	5,257,289
Common stocks:				
Pharmaceuticals	502,854	-	-	502,854
Financial services	294,080	-	-	294,080
Manufacturing	190,006	-	-	190,006
Oil and gas	143,415	-	-	143,415
Technology	126,730	-	-	126,730
Telecommunication services	102,450	-	-	102,450
Tobacco	74,277	-	-	74,277
Utilities	65,776	-	-	65,776
Total common stocks	1,499,588	-	-	1,499,588
Company common stock	-	47,268,000	-	47,268,000
Government agency obligations	-	22,203,545	-	22,203,545
Exchange traded fund	227,721	-	-	227,721
Total assets at fair value	$ 6,984,598	$ 69,471,545	$ -	$ 76,456,143

4. **Fair Value Measurements, continued**

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Growth funds	$ 1,608,504	$ -	$ -	$ 1,608,504
Fixed income funds	1,463,632	-	-	1,463,632
Balanced funds	838,025	-	-	838,025
Value funds	596,655	-	-	596,655
Total mutual funds	4,506,816	-	-	4,506,816
Common stocks:				
Pharmaceuticals	305,679	-	-	305,679
Financial services	42,165	-	-	42,165
Manufacturing	121,856	-	-	121,856
Oil and gas	123,310	-	-	123,310
Telecommunication services	76,980	-	-	76,980
Tobacco	66,972	-	-	66,972
Utilities	75,632	-	-	75,632
Total common stocks	812,594	-	-	812,594
Company common stock	-	41,447,000	-	41,447,000
Government agency obligations	-	22,477,624	-	22,477,624
Money market fund	8,275,072	-	-	8,275,072
Exchange traded fund	230,741	-	-	230,741
Total assets at fair value	$ 13,825,223	$ 63,924,624	$ -	$ 77,749,847

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

At December 31, 2012 and for the year then ended, the Plan Administrator has elected the method of annual reporting and compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Other than the fair value of the Blue Bell Creameries, U.S.A., Inc. common stock and the related net appreciation, certain information related to investments disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2012, and net appreciation in fair value of investments, interest and dividends for the year ended December 31, 2012, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Argent Trust Company, the custodian of the Plan's investments at December 31, 2012.

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

Continued

6. Tax Status

The Plan obtained its latest determination letter on May 5, 2014, in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

7. Benefit Obligations

The Plan has a commitment to pay benefits to retired participants or other vested participants withdrawing from the Plan of approximately $11,303,326 and $9,004,806 at December 31, 2013 and 2012, respectively.

8. Plan Termination

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

9. Party-In-Interest Transactions

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

10. Subsequent Events

Plan management has evaluated all subsequent events through October 3, 2014, which is the date the financial statements were issued, and has concluded that there are no other significant events to be reported.

Continued

SUPPLEMENTAL SCHEDULES

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

EIN: 74-2983264
PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Par Value or Number of Shares	(d) Cost	(e) Current Value
*	Blue Bell Creameries, U.S.A., Inc.	Blue Bell Creameries, U.S.A., Inc. common stock	234	28,378,159	$ 47,268,000 **
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due November 1, 2032	1,830,657	1,942,858	1,792,390
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due February 1, 2027	1,396,804	1,470,547	1,426,989
	PIMCO Funds	Mutual Fund - Short Term Institutional Fund	126,570	1,250,000	1,246,710
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due June 1, 2032	1,196,360	1,250,234	1,180,951
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due November 1, 2028	1,019,964	1,047,056	1,038,540
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due December 1, 2028	1,002,141	1,026,020	1,019,560
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due November 1, 2023	982,425	1,027,453	1,017,701
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due October 1, 2027	1,006,770	1,058,637	1,017,524
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due March 1, 2027	992,089	1,044,294	1,011,336

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

EIN: 74-2983264
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(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Par Value or Number of Shares	(d) Cost	(e) Current Value
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.50% per year and due December 1, 2026	919,700	964,115	960,251
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 2.5% per year and due May 1, 2028	953,014	979,323	943,925
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3% per year and due October 1, 2032	904,061	954,298	892,995
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due May 1, 2025	837,048	875,315	887,665
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due October 1, 2032	892,926	938,902	879,756
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due September 1, 2032	868,039	914,075	856,859
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due September 1, 2027	822,615	876,259	840,473
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due August 1, 2032.	839,427	885,041	828,607
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due February 1, 2027	694,119	736,830	707,585
	Artisan Funds	Mutual Fund - Mid Cap Value Fund	21,372	392,979	577,049

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

EIN: 74-2983264
PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Par Value or Number of Shares	(d) Cost	(e) Current Value
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due April 1, 2025	508,431	526,201	536,872
	Fidelity Investments	Mutual Fund - Contrafund	5,312	333,255	510,656
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due August 1, 2025	480,717	503,341	509,670
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.50% per year and due June 1, 2021	466,164	492,546	489,906
	Neuberger Berman Funds	Mutual Fund - Genesis Trust	7,008	304,882	452,385
	American Funds	Mutual Fund - New Perspective Fund - F1	11,960	323,021	447,083
	American Funds	Mutual Fund - Fundamental Investors Fund - F1	7,595	267,266	394,558
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due March 1, 2026	367,143	383,253	389,179
	American Funds	Mutual Fund - Growth Fund of America - F1	8,940	242,324	382,122
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due April 1, 2024	354,815	372,790	376,384
	American Funds	Mutual Fund - Capital World Growth & Income Fund	8,237	258,406	372,644
	American Funds	Mutual Fund - New Economy Fund - F1	9,572	222,904	366,219

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

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(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Par Value or Number of Shares	(d) Cost	(e) Current Value
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due June 1, 2024	310,303	327,070	329,110
	Federal Home Loan Mortgage Corporation	FHLFG mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due July 1, 2025	295,602	313,178	312,180
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due September 1, 2024	273,987	282,805	290,566
	First Eagle Investment Management	Mutual Fund - Overseas Fund - Class A	11,300	265,104	261,140
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due April 1, 2024	245,513	257,813	259,847
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due March 1, 2024	236,444	250,519	250,257
	Johnson & Johnson	Common stock	2,600	194,792	238,134
	Toronto Dominion Bank, Ontario	Common stock	2,500	207,461	235,600
	The Vanguard Group, Inc	Vanguard Short-Term Bond Exchange Traded Fund	2,849	230,171	227,721
	American Funds	Mutual Fund - Capital Income Builder Fund	3,309	154,922	193,770
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.50% per year and due February 1, 2024	177,471	185,056	189,186
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.50% per year and due December 1, 2025	173,793	183,279	183,974

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

EIN: 74-2983264
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(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Par Value or Number of Shares	(d) Cost	(e) Current Value
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.50% per year and due November 1, 2025	158,968	169,134	176,848
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due June 1, 2018	120,363	124,904	128,222
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 6.00% per year and due August 1, 2017	117,868	126,778	123,461
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.50% per year and due April 1, 2026	106,908	113,879	118,350
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due May 1, 2018	107,198	110,570	114,174
	AstraZeneca PLC	Common stock	1,600	69,103	94,992
	Merck & Co Inc	Common stock	1,800	75,778	90,090
	Kimberly-Clark Corporation	Common stock	800	55,528	83,568
	Exxon Mobil Corporation	Common stock	800	61,383	80,960
	Pfizer Inc	Common stock	2,600	62,956	79,638
	Microsoft Corp	Common stock	2,000	66,700	74,820
	Cisco Systems Inc	Common stock	3,000	69,910	67,290
	Southern Co	Common stock	1,600	70,648	65,776
	Procter & Gamble Company	Common stock	800	49,392	65,128
	Chevron Corporation	Common stock	500	47,639	62,455

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

EIN: 74-2983264
PN: 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Par Value or Number of Shares	(d) Cost	(e) Current Value
	JP Morgan Chase & Co	Common stock	1,000	55,700	58,480
	Mainstay Funds	Mutual Fund - Marketfield Class A	2,867	50,000	52,953
	Intel Corp	Common stock	2,000	48,300	51,910
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due August 1, 2015	46,751	48,871	49,700
	Philip Morris International Inc	Common stock	500	35,965	43,565
	Coca-Cola Company	Common stock	1,000	40,325	41,310
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.50% per year and due March 1, 2015	38,340	39,444	37,852
	AT&T Inc	Common stock	1,000	28,368	35,160
	Altria Group Inc	Common stock	800	21,807	30,712
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.50% per year and due December 1, 2014	23,920	24,501	25,431
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due June 1, 2016	8,168	9,195	8,683
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.50% per year and due January 1, 2014	5,095	6,209	586
				$ 56,777,741	$ 76,456,143

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

BLUE BELL CREAMERIES, INC.

EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

SCHEDULE H, Line 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

for the year ended December 31, 2013

EIN: 74-2983264
PN: 002

(a) Identity of Party Involved	(b) Description of Asset	Number of Transactions	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Federated Investment Management Company	Mutual fund – UST Cash Reserve Institutional Fund	46	$ 4,001,751	$ -	$ -	$ 4,001,751	$ -
Federated Investment Management Company	Mutual fund – UST Cash Reserve Institutional Fund	9	$ -	$12,276,822	$ 12,276,822	$ 12,276,822	$ -

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

EIN: 74-2983264
PN: 002

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*	Blue Bell Creameries, U.S.A., Inc.	Blue Bell Creameries, U.S.A., Inc. common stock	234	28,378,159	$ 47,268,000 **
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BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

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PN: 002

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BLUE BELL CREAMERIES, INC.
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SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.50% per year and due June 1, 2021	466,164	492,546	489,906
	Neuberger Berman Funds	Mutual Fund - Genesis Trust	7,008	304,882	452,385
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	American Funds	Mutual Fund - Fundamental Investors Fund - F1	7,595	267,266	394,558
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due March 1, 2026	367,143	383,253	389,179
	American Funds	Mutual Fund - Growth Fund of America - F1	8,940	242,324	382,122
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due April 1, 2024	354,815	372,790	376,384
	American Funds	Mutual Fund - Capital World Growth & Income Fund	8,237	258,406	372,644
	American Funds	Mutual Fund - New Economy Fund - F1	9,572	222,904	366,219

BLUE BELL CREAMERIES, INC.
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	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due June 1, 2024	310,303	327,070	329,110
	Federal Home Loan Mortgage Corporation	FHLFG mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due July 1, 2025	295,602	313,178	312,180
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due September 1, 2024	273,987	282,805	290,566
	First Eagle Investment Management	Mutual Fund - Overseas Fund - Class A	11,300	265,104	261,140
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due April 1, 2024	245,513	257,813	259,847
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due March 1, 2024	236,444	250,519	250,257
	Johnson & Johnson	Common stock	2,600	194,792	238,134
	Toronto Dominion Bank, Ontario	Common stock	2,500	207,461	235,600
	The Vanguard Group, Inc	Vanguard Short-Term Bond Exchange Traded Fund	2,849	230,171	227,721
	American Funds	Mutual Fund - Capital Income Builder Fund	3,309	154,922	193,770
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.50% per year and due February 1, 2024	177,471	185,056	189,186
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.50% per year and due December 1, 2025	173,793	183,279	183,974

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.50% per year and due November 1, 2025	158,968	169,134	176,848
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due June 1, 2018	120,363	124,904	128,222
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 6.00% per year and due August 1, 2017	117,868	126,778	123,461
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.50% per year and due April 1, 2026	106,908	113,879	118,350
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due May 1, 2018	107,198	110,570	114,174
	AstraZeneca PLC	Common stock	1,600	69,103	94,992
	Merck & Co Inc	Common stock	1,800	75,778	90,090
	Kimberly-Clark Corporation	Common stock	800	55,528	83,568
	Exxon Mobil Corporation	Common stock	800	61,383	80,960
	Pfizer Inc	Common stock	2,600	62,956	79,638
	Microsoft Corp	Common stock	2,000	66,700	74,820
	Cisco Systems Inc	Common stock	3,000	69,910	67,290
	Southern Co	Common stock	1,600	70,648	65,776
	Procter & Gamble Company	Common stock	800	49,392	65,128
	Chevron Corporation	Common stock	500	47,639	62,455

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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	JP Morgan Chase & Co	Common stock	1,000	55,700	58,480
	Mainstay Funds	Mutual Fund - Marketfield Class A	2,867	50,000	52,953
	Intel Corp	Common stock	2,000	48,300	51,910
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due August 1, 2015	46,751	48,871	49,700
	Philip Morris International Inc	Common stock	500	35,965	43,565
	Coca-Cola Company	Common stock	1,000	40,325	41,310
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.50% per year and due March 1, 2015	38,340	39,444	37,852
	AT&T Inc	Common stock	1,000	28,368	35,160
	Altria Group Inc	Common stock	800	21,807	30,712
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.50% per year and due December 1, 2014	23,920	24,501	25,431
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due June 1, 2016	8,168	9,195	8,683
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.50% per year and due January 1, 2014	5,095	6,209	586
				$ 56,777,741	$ 76,456,143

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

BLUE BELL CREAMERIES, INC.

EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

SCHEDULE H, Line 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

for the year ended December 31, 2013

EIN: 74-2983264
PN: 002

(a) Identity of Party Involved	(b) Description of Asset	Number of Transactions	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Federated Investment Management Company	Mutual fund – UST Cash Reserve Institutional Fund	46	$ 4,001,751	$ -	$ -	$ 4,001,751	$ -
Federated Investment Management Company	Mutual fund – UST Cash Reserve Institutional Fund	9	$ -	$12,276,822	$ 12,276,822	$ 12,276,822	$ -