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

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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:
- [X] 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 Plan Sponsor's telephone number
979-836-7977

2d Business code (see instructions)
311500

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2015	SAM SOMMER, CFO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2015	SAM SOMMER, 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	**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**	4320
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	3904
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	4115
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	424
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	4542
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	13
f	Total. Add lines **6d** and **6e**.	**6f**	4555
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	4555
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	370
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)** [ ] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....…… ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

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

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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	9139061	4791510
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2849176	2988721
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1006345	1009367
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)	22203545	28052018
(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)	1499588	9950343
(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)	5257289	708125
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	227721	659118

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	47268000	50544000
(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	89450725	98703202
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	89450725	98703202

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)	2988721	
(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)		2988721
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	957	
(B) U.S. Government securities	2b(1)(B)	788054	
(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)		789011
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	4376467	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	45818	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		4422285
(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)	3927541	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		3927541

		(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)		-8270
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		12119288
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2866811	
(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)		2866811
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)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2866811
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		9252477
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: HAM, LANGSTON & BREZINA, LLP **(2)** EIN: 76-0448495

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

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

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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**

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): _____ _____

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, 2014 and 2013

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, 2014 and 2013 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

Our responsibility is to express an opinion on the financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits 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 financial statements.

Opinion

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, 2014 and 2013, and the changes in net assets available for benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

HAM, LANGSTON & BREZINA L.L.P. | 11550 FUQUA, SUITE 475, HOUSTON, TX 77034 | 281-481-1040 | WWW.HLB-CPA.COM

Report on Supplemental Information

Our audits were 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, 2014 and Schedule H, Line 4j – Schedule of Reportable Transactions for the year ended December 31, 2014, 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 audits of the 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.

Hein, Lagow & Bynum, L.L.P.

Houston, Texas
October 13, 2015

BLUE BELL CREAMERIES, INC.

EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2014 and 2013

	2014	2013
Assets:		
Cash	$ 4,791,510	$ 9,139,061
Investments at quoted market value:		
U.S. government agency obligations	28,052,018	22,203,545
Registered investment companies – mutual funds	708,125	5,257,289
Exchange traded funds	659,118	227,721
Common stocks	9,950,343	1,499,588
Investment at estimated fair value:		
Blue Bell Creameries U.S.A., Inc. common stock	50,544,000	47,268,000
Total investments	89,913,604	76,456,143
Receivables:		
Contribution receivable	2,988,721	2,849,176
Blue Bell Creameries U.S.A., Inc. distributions receivable	1,009,367	1,006,345
Total receivables	3,998,088	3,855,521
Net assets available for benefits	$ 98,703,202	$ 89,450,725

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, 2014 and 2013

	2014	2013
Additions to net assets attributed to:		
Investment income:		
Dividend and interest income	$ 5,211,296	$ 4,760,470
Net appreciation (depreciation) in value of U.S. government agency obligations	243,833	(1,055,000)
Net (depreciation) appreciation in value of registered investment companies - mutual funds	(8,270)	680,892
Net appreciation (depreciation) in value of exchange traded funds	8,723	(3,020)
Net appreciation in value of common stocks	398,985	174,225
Net appreciation in value of Blue Bell Creameries U.S.A., Inc. common stock	3,276,000	2,574,000
Total investment income	9,130,567	7,131,567
Employer contributions	2,988,721	2,849,176
Total additions	12,119,288	9,980,743
Deductions from net assets attributed to:		
Benefits and withdrawals	2,866,811	1,947,260
Administrative expenses	-	8,891
Total deductions	2,866,811	1,956,151
Net increase in net assets available for benefits	9,252,477	8,024,592
Net assets available for benefits, beginning of year	89,450,725	81,426,133
Net assets available for benefits, end of year	$ 98,703,202	$89,450,725

The accompanying notes are an integral part of these 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, 2014, to incorporate all previous amendments and to comply with regulatory requirements.

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 (the "Plan 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.

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

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. Argent Trust Company served as custodian of investments in the Plan from January 1, 2013 through July 9, 2013.

Retirement Horizons Inc. served as recordkeeper for the Plan for the years ended December 31, 2014 and 2013.

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 each eligible participant's employer contribution account in that proportion which the participant's annual compensation for the Plan year bears to the total annual compensation of all participants for the Plan year. 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 $103,691 were used to offset employer contributions for the year ended December 31, 2014 but paid in 2015. Forfeitures of $81,398 were used to offset employer contributions for the year ended December 31, 2013 but paid in 2014. At December 31, 2014 and 2013, forfeited nonvested accounts totaled $103,691 and $81,398, 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, 2014 and 2013 were $125,744 and $96,783, 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 statements of net assets available for benefits and the statements 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.

Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. ASU No. 2015-07 applies to reporting entities that elect to measure the fair value of an investment using the net asset value ("NAV") per share (or its equivalent) as a practical expedient. Under the amendments in this update, investments for which fair value is measured using NAV per share (or its equivalent) as the practical expedient should not be categorized in the fair value hierarchy. Removing those investments from the fair value hierarchy not only eliminates the diversity in practice resulting from the way in which investments measured at NAV per share (or its equivalent) with future redemption dates are classified, but also ensures that all investments categorized in the fair value hierarchy are classified using a consistent approach. Investments that calculate NAV per share (or its equivalent), but for which the practical expedient is not applied, will continue to be included in the fair value hierarchy. A reporting entity should continue to disclose information on investments for which fair value is measured at NAV (or its equivalent) as a practical expedient to help users understand the nature and risks of the investments and whether the investments, if sold, are probable of being sold at amounts different from NAV. ASU No. 2015-07 is effective for fiscal years beginning after December 15, 2016 on a retrospective basis. Early application is permitted. Plan management is currently evaluating the effect of the adoption of ASU No. 2015-07 on the Plan's financial statements and related footnotes.

In July 2015, the FASB issued ASU No. 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965) – (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*, to reduce the complexity in employee benefit plan accounting. The following is a summary of the changes required by ASU No. 2015-12:

Part I, Fully Benefit-Responsive Investment Contracts: Topics 962 and 965 on employee benefit plan accounting require fully benefit-responsive investment contracts to be measured at contract value. Those Topics also require an adjustment to reconcile contract value to fair value, when these measures differ, on the face of the plan financial statements. The amendments in Part I of ASU No. 2015-12 designates contract value as the only required measure for fully benefit-responsive investment contracts, which maintains the relevant information while reducing the cost and complexity of reporting for fully benefit-responsive investment contracts.

Part II, Plan Investment Disclosures: As new disclosure requirements have been issued or amended, employee benefit plan financial statements have been affected. Specifically, the interaction between Topic 820, Fair Value Measurement, and Topics 960, 962, and 965 on employee benefit plan accounting sometimes requires aggregation, or organization of similar investment information, in multiple ways. The objective of Part II of ASU No. 2015-12 is to simplify and make more effective the investment disclosure requirements under Topic 820 and under Topics 960, 962, and 965 for employee benefit plans.

Continued

2. Summary of Significant Accounting Policies (continued)

Recent Accounting Pronouncements (continued)

Part III, Measurement Date Practical Expedient: The objective of Part III of ASU No. 2015-12 is to reduce complexity in employee benefit plan accounting by providing a practical expedient that permits plans to measure investments and investment-related accounts as of a month-end date that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with month-end.

Parts I and II of ASU No. 2015-12 are effective on a retrospective basis, and Part III is effective on a prospective basis, for fiscal years beginning on or after December 15, 2015. Early adoption is permitted. Plan management is currently evaluating the effect of the adoption of ASU No. 2015-12 on the Plan's financial statements and related footnotes.

3. Investments

The following individual investments each represent five percent or more of the Plan's net assets at December 31, 2014 and 2013:

	2014	2013
Blue Bell Creameries, U.S.A., Inc. common stock	$ 50,544,000	$ 47,268,000
Investments less than 5% of net assets	39,369,604	29,188,143
Total investments	$ 89,913,604	$ 76,456,143

4. Fair Value Measurements

The 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;
- 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.

4. Fair Value Measurements (continued)

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 methodology used for assets measured at fair value. There have been no changes in the methodology used at December 31, 2014 and 2013.

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 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.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2014 and 2013:

Assets at Fair Value as of December 31, 2014

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Fixed income funds	$ 624,281	$ -	$ -	$ 624,281
Value funds	83,844	-	-	83,844
Total mutual funds	708,125	-	-	708,125
Common stocks:				
Retail and consumer products	2,038,163	-	-	2,038,163
Pharmaceuticals and healthcare	2,018,532	-	-	2,018,532
Technology	1,538,326	-	-	1,538,326
Industrial	1,163,701	-	-	1,163,701
Oil and gas	946,103	-	-	946,103
Telecommunication services	685,933	-	-	685,933
Financial services	664,316	-	-	664,316
Tobacco	523,571	-	-	523,571
Utilities	371,698	-	-	371,698
Total common stocks	9,950,343	-	-	9,950,343
Company common stock	-	50,544,000	-	50,544,000
Government agency obligations	-	28,052,018	-	28,052,018
Exchange traded funds	659,118	-	-	659,118
Total assets at fair value	$ 11,317,586	$ 78,596,018	$ -	$ 89,913,604

Continued

4. Fair Value Measurements (continued)

	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 and healthcare	502,854	-	-	502,854
Financial services	294,080	-	-	294,080
Retail and consumer products	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

5. 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.

6. Benefit Obligations

The Plan has a commitment to pay benefits to retired participants or other vested participants withdrawing from the Plan of approximately $13,183,233 and $11,303,326 at December 31, 2014 and 2013, respectively.

7. 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.

8. 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.

Continued

9. Subsequent Events

During 2015, in connection with a reduction in work force, certain employees were terminated and were no longer active participants in the Plan, as defined in the Plan document. This constituted a partial plan termination, and therefore, all participants whose employment was involuntarily terminated during 2015 became 100% vested in their accrued benefit.

Effective April 10, 2015, the Plan was amended to allow for an interim valuation of qualifying employer securities and to include a special rule regarding the temporary suspension of distributions of Plan benefits, whereby Plan benefit distributions will be suspended as of the date the determination is made to have an interim valuation performed. Following receipt and acceptance of the interim valuation, all participant account balances will be adjusted, accounting for the value of qualifying employer securities as of the interim valuation date. Participant distributions will resume as soon as administratively feasible following the adjustment of account balances.

During 2015, an interim valuation on the Blue Bell Creameries U.S.A., Inc. common stock was performed. As of September 30, 2015 and December 31, 2014, the value per common share was $58,500 and $216,000, respectively.

Plan management has evaluated all subsequent events through October 13, 2015, 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, 2014

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	$ 50,544,000 **
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due May 1, 2024	1,909,071	1,909,071	1,895,300
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due November 1, 2032	1,655,885	1,768,086	1,697,304
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due February 1, 2027	1,198,703	1,272,446	1,249,204
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due June 1, 2032	1,071,952	1,125,825	1,108,452
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.50% per year and due July 1, 2029	1,033,021	1,033,021	1,027,699
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.50% per year and due October 1, 2026	1,019,788	1,019,788	1,013,641
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due July 1, 2029	1,010,535	1,010,535	1,010,271
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.50% per year and due July 1, 2024	1,016,659	1,016,659	1,008,681
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.50% per year and due April 1, 2029	996,459	996,459	989,810

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2014

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 Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due May 1, 2029	969,673	969,673	966,244
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due February 1, 2029	946,627	946,627	944,633
	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	892,766	916,645	925,529
	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	890,802	917,895	924,312
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due October 1, 2027	883,831	935,699	915,225
	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	851,432	903,636	885,975
	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	850,839	877,147	865,794
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3% per year and due October 1, 2032	826,322	876,559	853,334
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due November 1, 2023	808,028	853,057	842,946
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due October 1, 2032	812,481	858,457	840,162

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2014

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 3.00% per year and due September 1, 2032	788,807	834,843	815,666
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.50% per year and due December 1, 2026	769,976	814,391	812,525
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due August 1, 2032.	760,485	806,099	786,372
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due September 1, 2027	709,009	762,653	738,858
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due May 1, 2025	647,774	686,040	690,068
	PIMCO Funds	Mutual fund - Short Term Fund - Institutional	64,029	632,296	624,281
	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	632,632	675,343	615,967
	Gilead Sciences Inc	Common stock	6,000	620,450	565,560
	Union Pacific Corp	Common stock	4,700	527,635	559,911
	Apple Inc	Common stock	4,820	474,428	532,011
	Schlumberger LTD	Common stock	6,100	564,496	521,001
	Sysco Corp	Common stock	12,600	469,757	500,094
	Baxter International Inc	Common stock	6,600	481,752	483,714
	Altria Group Inc	Common stock	9,800	419,869	482,846
	Lockheed Martin	Common stock	2,217	384,567	426,900

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2014

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	397,388	415,158	424,351
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due August 1, 2025	376,790	399,414	402,607
	Procter & Gamble Company	Common stock	4,100	322,358	373,469
	Southern Co	Common stock	7,569	339,669	371,698
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.50% per year and due June 1, 2021	342,214	368,596	361,953
	Intel Corp	Common stock	9,751	314,674	353,846
	Chevron Corporation	Common stock	3,125	360,292	350,581
	JP Morgan Chase & Co	Common stock	5,500	328,310	344,190
	Microsoft Corp	Common stock	7,247	309,841	336,628
	Toronto Dominion Bank, Ontario	Common stock	6,700	290,383	320,126
	Pfizer Inc	Common stock	10,184	287,810	317,217
	Google Inc	Common stock	600	325,975	315,840
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due March 1, 2026	293,580	309,690	314,384
	Toyota Motor Corp	Common stock	2,408	284,414	302,155
	China Mobile LTD	Common stock	4,900	278,704	288,218
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due April 1, 2024	266,870	284,845	283,387
	Verizon Communications	Common stock	6,000	299,734	280,680
	Johnson & Johnson	Common stock	2,617	196,612	273,652
	McDonalds Corp	Common stock	2,823	273,989	264,496

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2014

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
	Merck & Co Inc	Common stock	4,600	240,967	261,234
	The Vanguard Group, Inc	Exchange traded fund - High Dividend Yield Fund	3,750	252,037	257,804
	Amazon.com Inc	Common stock	800	253,887	248,280
	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	230,536	248,112	246,199
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due June 1, 2024	216,615	233,382	230,233
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due September 1, 2024	202,765	211,582	215,961
	Walmart Stores	Common stock	2,500	191,621	214,700
	Guggenheim Investments	Exchange traded fund - S&P MidCap 400 Pure Value	3,700	200,032	201,132
	Guggenheim Investments	Exchange traded fund - S&P SmallCap 600 Pure Value	3,150	200,035	200,183
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due April 1, 2024	184,788	197,088	196,338
	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	178,734	192,810	189,698
	General Electric Co	Common stock	7,000	184,547	176,890
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.50% per year and due November 1, 2025	124,107	134,272	138,703
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.50% per year and due December 1, 2025	127,283	136,768	138,128

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2014

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 4.50% per year and due February 1, 2024	128,230	135,815	137,953
	AstraZeneca PLC	Common stock	1,600	69,103	112,608
	Kimberly-Clark Corporation	Common stock	800	55,528	92,432
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.50% per year and due April 1, 2026	81,025	87,996	90,580
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 6.00% per year and due August 1, 2017	85,959	94,869	89,490
	Cisco Systems Inc	Common stock	3,000	69,910	83,445
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due June 1, 2018	78,052	82,593	82,344
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due May 1, 2018	95,064	98,437	68,983
	Exxon Mobil Corporation	Common stock	806	61,935	74,521
	Artisan Funds	Mutual fund - Mid Cap Value Fund	2,972	56,555	73,228
	Coca-Cola Company	Common stock	1,008	40,630	42,537
	Philip Morris International Inc	Common stock	500	35,965	40,725
	AT&T Inc	Common stock	1,000	28,368	33,590
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due August 1, 2015	11,794	13,915	12,416
	Artisan Funds	Mutual fund - Global Value Fund	684	10,344	10,616
	Halyard Health Inc	Common stock	100	-	4,547

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2014

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 4.50% per year and due March 1, 2015	6,866	7,970	4,338
				$ 67,557,604	$ 89,913,604

* 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, 2014

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)
TD Ameritrade Trust Company	Deposit Acct. – FDIC Insured Deposit Acct. IDA12	89	$ 16,518,713	$ -	$ -	$ -	$ -
TD Ameritrade Trust Company	Deposit Acct. – FDIC Insured Deposit Acct. IDA12	29	$ -	$20,969,956	$ 20,969,956	$ -	$ -
TD Ameritrade Trust Company	Deposit Acct. – TD Bank USA MMDA	34	$ 8,319,341	$ -	$ -	$ -	$ -
TD Ameritrade Trust Company	Deposit Acct. – TD Bank USA MMDA	210	$ -	$ 8,215,649	$ 8,215,649	$ -	$ -

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2014

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	$ 50,544,000 **
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due May 1, 2024	1,909,071	1,909,071	1,895,300
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due November 1, 2032	1,655,885	1,768,086	1,697,304
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due February 1, 2027	1,198,703	1,272,446	1,249,204
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due June 1, 2032	1,071,952	1,125,825	1,108,452
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.50% per year and due July 1, 2029	1,033,021	1,033,021	1,027,699
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.50% per year and due October 1, 2026	1,019,788	1,019,788	1,013,641
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due July 1, 2029	1,010,535	1,010,535	1,010,271
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.50% per year and due July 1, 2024	1,016,659	1,016,659	1,008,681
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.50% per year and due April 1, 2029	996,459	996,459	989,810

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2014

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 Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due May 1, 2029	969,673	969,673	966,244
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due February 1, 2029	946,627	946,627	944,633
	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	892,766	916,645	925,529
	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	890,802	917,895	924,312
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due October 1, 2027	883,831	935,699	915,225
	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	851,432	903,636	885,975
	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	850,839	877,147	865,794
	Federal Home Loan Mortgage Corporation	FHLMC mortgage-backed securities, bearing interest at a stated rate of 3% per year and due October 1, 2032	826,322	876,559	853,334
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due November 1, 2023	808,028	853,057	842,946
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due October 1, 2032	812,481	858,457	840,162

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2014

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 3.00% per year and due September 1, 2032	788,807	834,843	815,666
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.50% per year and due December 1, 2026	769,976	814,391	812,525
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due August 1, 2032.	760,485	806,099	786,372
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.00% per year and due September 1, 2027	709,009	762,653	738,858
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due May 1, 2025	647,774	686,040	690,068
	PIMCO Funds	Mutual fund - Short Term Fund - Institutional	64,029	632,296	624,281
	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	632,632	675,343	615,967
	Gilead Sciences Inc	Common stock	6,000	620,450	565,560
	Union Pacific Corp	Common stock	4,700	527,635	559,911
	Apple Inc	Common stock	4,820	474,428	532,011
	Schlumberger LTD	Common stock	6,100	564,496	521,001
	Sysco Corp	Common stock	12,600	469,757	500,094
	Baxter International Inc	Common stock	6,600	481,752	483,714
	Altria Group Inc	Common stock	9,800	419,869	482,846
	Lockheed Martin	Common stock	2,217	384,567	426,900

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2014

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	397,388	415,158	424,351
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due August 1, 2025	376,790	399,414	402,607
	Procter & Gamble Company	Common stock	4,100	322,358	373,469
	Southern Co	Common stock	7,569	339,669	371,698
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 3.50% per year and due June 1, 2021	342,214	368,596	361,953
	Intel Corp	Common stock	9,751	314,674	353,846
	Chevron Corporation	Common stock	3,125	360,292	350,581
	JP Morgan Chase & Co	Common stock	5,500	328,310	344,190
	Microsoft Corp	Common stock	7,247	309,841	336,628
	Toronto Dominion Bank, Ontario	Common stock	6,700	290,383	320,126
	Pfizer Inc	Common stock	10,184	287,810	317,217
	Google Inc	Common stock	600	325,975	315,840
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due March 1, 2026	293,580	309,690	314,384
	Toyota Motor Corp	Common stock	2,408	284,414	302,155
	China Mobile LTD	Common stock	4,900	278,704	288,218
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due April 1, 2024	266,870	284,845	283,387
	Verizon Communications	Common stock	6,000	299,734	280,680
	Johnson & Johnson	Common stock	2,617	196,612	273,652
	McDonalds Corp	Common stock	2,823	273,989	264,496

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2014

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
	Merck & Co Inc	Common stock	4,600	240,967	261,234
	The Vanguard Group, Inc	Exchange traded fund - High Dividend Yield Fund	3,750	252,037	257,804
	Amazon.com Inc	Common stock	800	253,887	248,280
	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	230,536	248,112	246,199
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due June 1, 2024	216,615	233,382	230,233
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due September 1, 2024	202,765	211,582	215,961
	Walmart Stores	Common stock	2,500	191,621	214,700
	Guggenheim Investments	Exchange traded fund - S&P MidCap 400 Pure Value	3,700	200,032	201,132
	Guggenheim Investments	Exchange traded fund - S&P SmallCap 600 Pure Value	3,150	200,035	200,183
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.00% per year and due April 1, 2024	184,788	197,088	196,338
	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	178,734	192,810	189,698
	General Electric Co	Common stock	7,000	184,547	176,890
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.50% per year and due November 1, 2025	124,107	134,272	138,703
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 4.50% per year and due December 1, 2025	127,283	136,768	138,128

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2014

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 4.50% per year and due February 1, 2024	128,230	135,815	137,953
	AstraZeneca PLC	Common stock	1,600	69,103	112,608
	Kimberly-Clark Corporation	Common stock	800	55,528	92,432
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.50% per year and due April 1, 2026	81,025	87,996	90,580
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 6.00% per year and due August 1, 2017	85,959	94,869	89,490
	Cisco Systems Inc	Common stock	3,000	69,910	83,445
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due June 1, 2018	78,052	82,593	82,344
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due May 1, 2018	95,064	98,437	68,983
	Exxon Mobil Corporation	Common stock	806	61,935	74,521
	Artisan Funds	Mutual fund - Mid Cap Value Fund	2,972	56,555	73,228
	Coca-Cola Company	Common stock	1,008	40,630	42,537
	Philip Morris International Inc	Common stock	500	35,965	40,725
	AT&T Inc	Common stock	1,000	28,368	33,590
	Federal National Mortgage Association	FNMA mortgage-backed securities, bearing interest at a stated rate of 5.00% per year and due August 1, 2015	11,794	13,915	12,416
	Artisan Funds	Mutual fund - Global Value Fund	684	10,344	10,616
	Halyard Health Inc	Common stock	100	-	4,547

BLUE BELL CREAMERIES, INC.
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST
SCHEDULE H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2014

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 4.50% per year and due March 1, 2015	6,866	7,970	4,338
				$ 67,557,604	$ 89,913,604

* 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, 2014

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)
TD Ameritrade Trust Company	Deposit Acct. – FDIC Insured Deposit Acct. IDA12	89	$ 16,518,713	$ -	$ -	$ -	$ -
TD Ameritrade Trust Company	Deposit Acct. – FDIC Insured Deposit Acct. IDA12	29	$ -	$20,969,956	$ 20,969,956	$ -	$ -
TD Ameritrade Trust Company	Deposit Acct. – TD Bank USA MMDA	34	$ 8,319,341	$ -	$ -	$ -	$ -
TD Ameritrade Trust Company	Deposit Acct. – TD Bank USA MMDA	210	$ -	$ 8,215,649	$ 8,215,649	$ -	$ -