

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>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), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 09/30/2009	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☒ the final return/report;</div><div>☐ an amended return/report;</div><div>☒ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information	
1a	Name of plan RNDC 401(K) PLAN	1b Three-digit plan number (PN) ▶ 001
		1c Effective date of plan 01/29/1984
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) RNDC SOUTH CAROLINA, LLC 3150 CHARLESTON HIGHWAY WEST COLUMBIA, SC 29171-2712	2b Employer Identification Number (EIN) 26-0742210 2c Sponsor's telephone number 803-936-3548 2d Business code (see instructions) 424800

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.	07/13/2010	PETER FAWCETT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

RNDC SOUTH CAROLINA, LLC

3150 CHARLESTON HIGHWAY
WEST COLUMBIA, SC 29171-2712**3b** Administrator's EIN

26-0742210

3c Administrator's telephone number

803-936-3548

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**a** Sponsor's name

RNDC SOUTH CAROLINA, LLC

4b EIN

57-0745039

4c PN

001

5 Total number of participants at the beginning of the plan year**5**

242

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**

0

b Retired or separated participants receiving benefits.....**6b**

0

c Other retired or separated participants entitled to future benefits.....**6c**

0

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

0

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

0

f Total. Add lines **6d** and **6e**.....**6f**

0

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g**

0

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

0

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 Characteristic Codes in the instructions:

2A 2E 2F 2G 2J 2K 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)(1) ☒

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

9b Plan benefit arrangement (check all that apply)(1) ☒

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)**a Pension Schedules**(1) ☒**R** (Retirement Plan Information)(2) ☐**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary(3) ☐**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary**b General Schedules**(1) ☒**H** (Financial Information)(2) ☐**I** (Financial Information – Small Plan)(3) ☒**A** (Insurance Information)(4) ☐**C** (Service Provider Information)(5) ☒**D** (DFE/Participating Plan Information)(6) ☐**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 09/30/2009		
A Name of plan RNDC 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500. RNDC SOUTH CAROLINA, LLC	D Employer Identification Number (EIN) 26-0742210	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
ING LIFE INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	888922	238	01/01/2009	09/30/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
6966	4479

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

CFG INSURANCE SERVICES INC
11140 ROCKVILLE PIKE FL 4
ROCKVILLE, MD 20852

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
6966			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

HOOKE RUSSELL J
10777 NORTHWEST FREEWAY, SUITE 440
HOUSTON, TX 77092-7313

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	4479	TPA COMPENSATION	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUND

b Balance at the end of the previous year	7b	349498
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c Additions: (1) Contributions deposited during the year	7c(1)	56133	
	7c(2)	0	
	7c(3)	6219	
	7c(4)	0	
	7c(5)	6377	

▶ LOAN REPAYMENTS, VALUE ADJUSTMENTS, AND TRANSFERS

(6) Total additions	7c(6)	68729
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d Total of balance and additions (add b and c(6))	7d	418227
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	33793	
	7e(2)	479	
	7e(3)	379109	
	7e(4)	4846	

▶ LOAN DISBURSEMENTS AND VALUE ADJUSTMENTS

(5) Total deductions	7e(5)	418227
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f Balance at the end of the current year (subtract e(5) from d)	7f	0
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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

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

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

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

SCHEDULE H (Form 5500) 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
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 09/30/2009		
A Name of plan RNDC 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 RNDC SOUTH CAROLINA, LLC	D Employer Identification Number (EIN) 26-0742210	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	359702	0
(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)	3220104	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	349498	0
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3929304	0

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3929304	0
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	135243	
(B) Participants	2a(1)(B)	301854	
(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)		437097

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	16602	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		16602

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(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)		557852
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1011551

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	374751	
(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)		374751
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)	2400	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2400
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		377151

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		634400
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		4563704

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: BRITTINGHAM, BROWN, PRINCE

(2) EIN: 20-1128912

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 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.).....		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.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		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?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
REPUBLIC NATIONAL 401(K) PLAN	20-5543506	004

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
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 09/30/2009

A Name of plan <u>RNDC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RNDC SOUTH CAROLINA, LLC</u>	D Employer Identification Number (EIN) <u>26-0742210</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>71-0294708</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	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 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(es). 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

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

Schedule R (Form 5500) 2009
v.092308.1

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 items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (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 item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

RNDC 401K PLAN

FINANCIAL STATEMENTS

SEPTEMBER 29, 2009 AND DECEMBER 31, 2008

RNDC 401K PLAN
WEST COLUMBIA, SOUTH CAROLINA
AUDITED FINANCIAL STATEMENTS
SEPTEMBER 29, 2009 AND DECEMBER 31, 2008

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Statement of Net Assets Available For Benefits

Statement of Changes in Net Assets Available For Benefits

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Independent Auditor's Report

To the Participants and Beneficiaries of the
RNDC 401(K) Plan
3150 Charleston Highway
West Columbia, South Carolina 29171

We have audited the accompanying statements of net assets available for benefits of the RNDC 401(K) Plan as of September 29, 2009 and December 31, 2008 and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule of assets held for investment purposes as of September 29, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

Except as discussed in the following paragraph, 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

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 plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by ING Life Insurance and Annuity Company, trustee of the Plan for 2009 and 2008, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustees as of and for the years ended September 29, 2009 and December 31, 2008, that the information provided to the plan administrator by the trustees is complete and accurate.

In our opinion, except for the effects of such adjustments, if any, as might have been determined to be necessary had we performed procedures with respect to the information summarized in Note 3, the financial statements referred to above present fairly, in all material respects, the financial status of the RNDC 401(K) Plan as of September 29, 2009 and December 31, 2008, and the changes in its financial status for the year ended September 29, 2009, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

West Columbia, South Carolina
June 18, 2010

RNDC 401(K) PLAN
WEST COLUMBIA, S.C.
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
SEPTEMBER 29, 2009 AND DECEMBER 31, 2008

	2009	2008
Assets		
Investments (at fair value)		
Mutual funds	\$ -	\$ 3,220,104
Insurance company general account - restated	-	369,544
Receivables:		
Employer contributions	-	5,970
Participant contributions	-	13,322
Participant loans	-	359,702
Total receivables	<u>-</u>	<u>378,994</u>
Total assets	-	3,968,642
Liabilities		
Excess contributions refundable	-	8,413
Excise tax payable	-	1,273
Benefits payable	<u>1,338</u>	<u>-</u>
Total liabilities	1,338	9,686
Net assets reflecting investments at fair value	(1,338)	3,958,956
Adjustment from fair value to contract value for fully benefit-responsive investment contract - restated	-	(20,046)
Net assets available for plan benefits	<u>\$ (1,338)</u>	<u>\$ 3,938,910</u>

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

RNDC 401(K) PLAN
WEST COLUMBIA, S.C.
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED SEPTEMBER 29, 2009 AND DECEMBER 31, 2008

	<u>2009</u>	<u>2008</u>
Additions to net assets attributed to:		
Earnings on investments:		
Net appreciation / (depreciation) in investments	\$ 557,852	\$ (1,218,828)
Interest on participant loans	16,602	29,521
Contributions:		
Employer contributions	129,273	159,380
Employee contributions, including rollovers	288,532	449,084
Total additions	<u>992,259</u>	<u>(580,843)</u>
Deductions from net assets attributed to:		
Amounts paid to participants, including rollovers	388,224	774,805
Administrative expense	2,400	3,350
Excise tax expense	-	1,273
Transfers out of plan	4,541,883	-
Total deductions	<u>4,932,507</u>	<u>779,428</u>
Net decrease	(3,940,248)	(1,360,271)
Net assets available for plan benefits, beginning of year	<u>3,938,910</u>	<u>5,299,181</u>
Net assets available for plan benefits, end of year	<u>\$ (1,338)</u>	<u>\$ 3,938,910</u>

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

RNDC 401(K) PLAN
FEDERAL IDENTIFICATION NUMBER 57-0745039
PLAN NUMBER 001
WEST COLUMBIA, S.C.
SCHEDULE H, LINE 4I
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
SEPTEMBER 29, 2009

<u>(a)</u>	<u>(c) Description of investment</u>	<u>Number of Shares</u>	<u>(d) Cost</u>	<u>(e) Current Value</u>
	Participant Loans (Interest from 5% - 10.25%)	N/A		-
*	ING VP Money Market Fixed Account	-		-
*	ING GNMA Income Fund	-		-
*	ING PIMCO Total Return	-		-
*	ING Fixed Account	N/A		-
	American Balanced Fund	-		-
	AIM Basic Value Fund	-		-
	DWS Equity 500 Index Fund	-		-
	Washington Mutual Investors Fund	-		-
	The Growth Fund of America	-		-
	AIM Mid Cap Core Equity Fund	-		-
	Baron Growth Fund	-		-
	Fidelity Advisor Mid Cap Fund	-		-
	Lord Abbett Small Cap Value Fund	-		-
	Euro Pacific Growth Fund	-		-
	New Perspective Fund	-		-
				-
				-

Note: Column (a) * denotes parties-in-interest.

Column (d) is blank as all investments are participant directed.

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

RNDC 401(K) PLAN
WEST COLUMBIA, S.C.
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 29, 2009 AND DECEMBER 31, 2008

NOTE 1. Description of Plan

The following description of the RNDC (the “Company”) 401K Plan (formerly, Capital Wine and Beverage Distributing Company of Columbia, Inc. 401(k) Plan) (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan established by RNDC of South Carolina, LLC, the successor company to Capital Wine and Beverage Distributing Company of Columbia, Inc. (the “Company”) under the provisions of Sections 401(a) of the Internal Revenue Code (“IRC”), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company. Through July 31, 2008, all employees who had reached 21 years of age and who had completed one year of service, as defined, were eligible to participate. The Plan was amended effective August 1, 2008, so that employees who have attained 18 years of age and have completed one month of service may elect to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Contributions

Eligible employees can contribute from one percent to 15 percent of their compensation as defined by the Plan, subject to certain limitations under the IRC. Through July 31, 2008, the Company provides a discretionary matching contribution equal to 40 percent of each participant’s contribution up to a maximum of five percent of the participant’s eligible compensation and an additional contribution, which may be made on a discretionary basis, dependent upon the Company’s operating results.

The Plan was amended effective August 1, 2008 to modify employer matching contributions. Starting August 1, 2008, the Company provides a matching contribution equal to 50 percent of each participant’s contribution up to a maximum of eight percent of the participant’s eligible compensation. No profit-sharing contributions are allowed under the amended plan.

Participant Accounts

Individual accounts are maintained for each of the Plan’s participants to reflect the participant’s contributions and related employer matching contributions as well as the participant’s share of the Plan’s income and any related administrative expenses. Allocations of income and expenses are based on the proportion that each participant’s account balance bears to the total of all participant account balances.

RNDC 401(K) PLAN
WEST COLUMBIA, S.C.
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 29, 2009 AND DECEMBER 31, 2008

NOTE 1. Plan Description - continued

Vesting

Participants are fully vested in their contributions and the earnings thereon. Through July 31, 2008, vesting in employer matching contributions and the earnings thereon is based on years of continuous service and is shown in the following schedule:

<u>Years of Service Completed</u>	<u>Vesting Percentage</u>
Less than two years	0%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six years	100%

The Plan was amended effective August 1, 2008 as it relates to the vesting of employer matching contributions. After August 1, 2008, vesting in employer matching contributions and the earnings thereof on years of continuous service will vest as follows:

<u>Years of Service Completed</u>	<u>Vesting Percentage</u>
fewer than 2 years of service	0%
at least 2, but less than 3	20%
3 years or more	100%

Forfeitures may be used to pay administrative expenses or maybe used to reduce employer contributions. In 2009 and 2008, forfeitures of \$2,061 and \$7,755 respectively reduced administrative expenses.

Administrative Expenses

Significant administrative expenses are funded out of the unallocated general account and / or paid directly by the Plan sponsor. In 2009 and 2008, administrative expenses charged to the Plan amounted to \$2,400 and \$3,350 respectively. Expenses were incurred predominately as transaction fees related to benefit distributions and participant loan transactions.

Payment of Benefits

On retirement, death, disability, or termination of service, a participant (or participant's beneficiary, in the event of death) may elect to receive a lump-sum distribution equal to the participant's vested account balance or in installment payments over a specified period of time not exceeding life expectancy or joint life expectancy of the participant and the participant's designated beneficiary. No hardship distributions are permitted, although the Plan does allow participants to obtain a second loan if certain hardship criteria are met.

RNDC 401(K) PLAN
WEST COLUMBIA, S.C.
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 29, 2009 AND DECEMBER 31, 2008

NOTE 1. Plan Description - continued

Participant Loans

A participant may borrow from his or her account a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. Loan terms range from one to five years. The loans are secured by the balance in the participant's account and bear interest at a commercially reasonable rate as determined by the administrators. Interest rates are generally tied to prime. Principal and interest are paid through payroll deductions.

Investment Options

Participants may direct contributions and any related earnings into investment options, all of which are mutual funds or investments in a general insurance stable principal contract. Participants may change their investment elections daily.

NOTE 2. Summary of Significant Accounting Policies

Date of Management's Review

Subsequent events were evaluated through June 18, 2010, which is the date the financial statements were available to be issued.

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price 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 a discussion of fair value measurements.

Purchases and sales of securities are recorded on trade-date basis. Interest income is recorded on the accrual basis. Dividends are reported as of the ex-dividend date. Net appreciation/(depreciation) include the plan's gains and losses on investments bought and sold as well as held during the year.

RNDC 401(K) PLAN
WEST COLUMBIA, S.C.
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 29, 2009 AND DECEMBER 31, 2008

NOTE 3. Investments

The following information included in the accompanying financial statements was obtained from data that has been prepared and certified to as complete and accurate by the trustee.

	2009	2008
ING VP Money Market Fixed Account	\$ -	\$ 753,170
ING VP Money Market Portfolio	-	-
ING GNMA Income Fund	-	188,132
ING PIMCO Total Return	-	113,797
ING Fixed Account	-	369,544 *
American Balanced Fund	-	350,054
AIM Basic Value Fund	-	19,566
DWS Equity 500 Index Fund	-	338,163
Washington Mutual Investors Fund	-	218,886
The Growth Fund of America	-	340,882
AIM Mid Cap Core Equity Fund	-	226,897
Baron Growth Fund	-	119,156
Fidelity Advisor Mid Cap Fund	-	21,998
Lord Abbett Small Cap Value Fund	-	74,397
Euro Pacific Growth Fund	-	112,128
New Perspective Fund	-	342,878
	\$ -	\$ 3,589,648

* - Restated to reflect the difference between fair market value and the contract value for fully-responsive benefit contracts.

RNDC 401(K) PLAN
WEST COLUMBIA, S.C.
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 29, 2009 AND DECEMBER 31, 2008

NOTE 3. Investments – continued

Investments accounting for 5% or more of total investments for the year ending December 31, 2008 are shown below:

ING VP Money Market Fixed Account	\$ 753,170
American Balanced Fund	353,054
ING Fixed Account	369,544 *
New Perspective Fund	342,878
The Growth Fund of America	340,882
DWS Equity 500 Index Fund	338,163
AIM Mid Cap Core Equity Fund	226,897
Washington Mutual Investors Fund	218,886
ING GNMA Income Fund	188,132

* - Restated to reflect the difference between fair market value and the contract value for fully-responsive benefit contracts.

The Plan provides for a diverse range of investment options. 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 and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risk in the near term would materially affect the participants' account balances and the amounts reported in the financial statements.

NOTE 4. Fair Value Measurements

FASB Statement 157, Fair Value Measurements, establishes a framework for measuring fair value. The standard is effective for fiscal years beginning after November 15, 2007, and is therefore applicable to the Plan's financial statements ended September 29, 2009 December 31, 2008. The 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 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB Statement No. 157 are described as follows:

RNDC 401(K) PLAN
WEST COLUMBIA, S.C.
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 29, 2009 AND DECEMBER 31, 2008

NOTE 4. Fair Value Measurements - continued

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: <ul style="list-style-type: none">- quoted prices for similar assets or liabilities in active markets;- quoted prices for 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. <p>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.</p>
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value and applicable to the plan:

Mutual funds: Valued at the net asset value (NAV) of shares held by the plan at year-end.

Participant loans: Valued at amortized cost which approximates fair value.

Guaranteed investment contracts: Valued at fair value and adjusted to contract value by ING Insurance and Annuity Company. Contract value represents contributions made under the contract, plus earnings less participant withdrawals and administrative expenses. See Note 5 for a discussion of this investment option.

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

The Plan's assets at fair value as of September 29, 2009 were \$0. Within the fair value hierarchy, the plan's assets at fair value as of December 31, 2008 are shown as follows:

RNDC 401(K) PLAN
WEST COLUMBIA, S.C.
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 29, 2009 AND DECEMBER 31, 2008

NOTE 4. Fair Value Measurements – continued

Assets at Fair Value as of December 31, 2008

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 3,220,104			\$ 3,220,104
Investment contracts			369,544	369,544
Subtotal - Investments - Note 3				3,589,648
Participant loans			359,702	359,702
Total assets at fair value excluding receivables	<u>\$ 3,220,104</u>	<u>-</u>	<u>729,246</u>	<u>\$ 3,949,350</u>

Level 3 Assets

Year Ended December 31, 2008

	<u>Investment Contract</u>	<u>Participant Loans</u>
Balance, beginning of year	100,400	349,322
Contributions	48,236	
Interest credited	4,726	
Fair Value Adjustment for fully-benefit responsive	20,046 *	
Purchases, sales, issuances, withdrawals and expenses (net)	<u>196,136</u>	<u>10,380</u>
Balance, end of year	<u>369,544</u>	<u>359,702</u>

* - Difference between contract guarantee and fair value.

NOTE 5. Investment Contract with Insurance Company

The plan participates in a benefit-responsive guaranteed investment contract with ING Insurance and Annuity Company. ING maintains contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported by ING. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Ordinarily, participants may direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the plan.

As described in Note 4, because the guaranteed investment contract is fully-benefit responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract. Contract value as reported to the plan by ING, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

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NOTE 6. Excess Contributions Refundable

At December 31, 2008, a payable of \$8,413 is recorded for amounts refundable by the Plan to participants for contributions made in excess of amounts allowed by the Internal Revenue Service. In addition, an obligation of \$1,273 is recorded for excise taxes payable to the Internal Revenue Service on the abovementioned excess contributions. These obligations were satisfied during 2009.

At September 29, 2009, a payable of \$1,338 is recorded for amounts due to participants whose vested balances were erroneously calculated when they received distributions of benefits during 2009.

NOTE 7. Tax Status

Although the Plan has received a favorable determination letter from the Internal Revenue Service, it has not been updated for the latest amendments. However, the plan administrators believe that the Plan is designed and is being operated in compliance with the applicable requirements of IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt for the years ended September 29, 2009 and December 31, 2008.

NOTE 8. Reconciliation to Schedule H of Form 5500

The following is a reconciliation of the net assets available for benefits per the financial statements to the form 5500:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	(1,338)	3,938,910
Employer receivables	-	5,970
Participant receivables	-	13,322
Excess contributions and taxes payable	-	9,686
Benefits payable	<u>1,338</u>	<u>-</u>
Net assets available for benefits per Form 5500	<u><u>-</u></u>	<u><u>3,929,304</u></u>

The following is a reconciliation of contributions received or receivable per the financial statements to the Form 5500:

	<u>Year Ended</u> <u>September 29, 2009</u>
Contributions per the financial statements	417,805
Employer contributions receivable	5,970
Participant contributions receivable	<u>13,322</u>
Contributions per Form 5500	<u><u>437,097</u></u>

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NOTE 8. Reconciliation to Schedule H of Form 5500 - continued

The following is a reconciliation of the benefits paid to participants per the financial statements to the Form 5500:

	Year Ended
	September 29, 2009
Distributions per the financial statements	388,224
Deemed distribution	(12,135)
Benefits payable to terminated participants	(1,338)
Distributions per the Form 5500	<u>374,751</u>

NOTE 9. Related Party Transactions

Certain Plan investments are shares of mutual funds managed by ING Life Insurance and Annuity Company. ING is the trustee as defined by the Plan. These transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services amounted to \$6,967 and \$11,154, respectively, for the years ended September 29, 2009 and December 31, 2008.

NOTE 10. Plan Termination

The Company retains the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become fully vested in their account balances. Notwithstanding, the plan has indicated its intent to merge. Refer to Note 11 below.

NOTE 11. Plan Merger

On December 10, 2007, the plan's sponsor, Capital Wine and Distributing Company of Columbia entered into a 50/50 joint venture with the Republic National Distributing Company (RNDC) to create RNDC of South Carolina. As a result, during 2008, the plan sponsor's executive management, the executive management of the Republic National Distributing Company, and the trustees of the RNDC 401K Plan agreed to transfer the net assets of the plan into the existing RNDC 401K Plan (plan of the national Republic National Distributing Company), effective, September 29, 2009. The net assets were transferred to the plan on October 2, 2009.

NOTE 12. Information Prepared and Certified by Trustee

With the exception of participant and employee receivables, all information included in the accompanying financial statements was obtained from data that has been prepared and certified to as complete and accurate by the trustee.