

<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 12/31/2009	
A	This return/report is for: <div><div><input type="checkbox"/> a multiemployer plan;</div><div><input checked="" type="checkbox"/> a single-employer plan;</div><div><input type="checkbox"/> a multiple-employer plan; or</div><div><input type="checkbox"/> a DFE (specify) ____</div></div>
B	This return/report is: <div><div><input type="checkbox"/> the first return/report;</div><div><input checked="" type="checkbox"/> an amended return/report;</div><div><input type="checkbox"/> the final return/report;</div><div><input type="checkbox"/> a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ <input type="checkbox"/>
D	Check box if filing under: <div><div><input type="checkbox"/> Form 5558;</div><div><input type="checkbox"/> automatic extension;</div><div><input type="checkbox"/> the DFVC program;</div><div><input type="checkbox"/> special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information	
1a	Name of plan NORTH AMERICAN BREWERIES EMPLOYEES' SAVINGS & INVESTMENT PLAN	1b Three-digit plan number (PN) ▶ 001
		1c Effective date of plan 12/01/1985
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) LABATT USA OPERATING CO L.L.C. MARY ELLEN FRANDINA KEY TOWER NORTH 9TH FLOOR 50 FOUNTAIN PLAZA BUFFALO, NY 14202	2b Employer Identification Number (EIN) 30-0535544 2c Sponsor's telephone number 716-604-1050 2d Business code (see instructions) 312120

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.	07/28/2010	MARY ELLEN FRANDINA
	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")

LABATT USA OPERATING CO L.L.C.
 MARY ELLEN FRANDINA
 KEY TOWER NORTH 9TH FLOOR
 50 FOUNTAIN PLAZA
 BUFFALO, NY 14202

3b Administrator's EIN

30-0535544

3c Administrator's telephone number

716-604-1050

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

INBEV USA L.L.C.

4b EIN

52-1937275

4c PN

005

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

323

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**

68

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

0

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

243

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

311

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

0

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

311

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

311

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:

2E 2F 2G 2J 2K 2T 3H

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) ☒ 1 **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 12/31/2009		
A Name of plan NORTH AMERICAN BREWERIES EMPLOYEES' SAVINGS & INVESTMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500. LABATT USA OPERATING CO L.L.C.	D Employer Identification Number (EIN) 30-0535544	

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
GREAT WEST RETIREMENT SERVICES LIFE AND ANNUITY INSURANCE CO

(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
84-0467907	68322	89500-02	311	01/01/2009	12/31/2009

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
0	0

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

(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	

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	(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	1761375
5 Current value of plan's interest under this contract in separate accounts at year end	5	14025554

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) ▶ **GROUP ANNUITY CONTRACT**

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 ▶

b Balance at the end of the previous year	7b	1734349
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c Additions: (1) Contributions deposited during the year	7c(1)	8900	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	75778	
(4) Transferred from separate account	7c(4)	44268	
(5) Other (specify below)	7c(5)	430	

▶ **LOAN PAYMENTS**

(6) Total additions	7c(6)	129376
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d Total of balance and additions (add b and c(6))	7d	1863725
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	92066	
(2) Administration charge made by carrier	7e(2)	50	
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)	10233	

▶ **WITHDRAWAL(S) FROM FORFEITURE ACCOUNT**

(5) Total deductions	7e(5)	102349
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f Balance at the end of the current year (subtract e(5) from d)	7f	1761376
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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 <input type="checkbox"/> paid in cash, or <input type="checkbox"/> 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. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan NORTH AMERICAN BREWERIES EMPLOYEES' SAVINGS & INVESTMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 LABATT USA OPERATING CO L.L.C.	D Employer Identification Number (EIN) 30-0535544	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

BROCK SCHECHTER & POLAKOFF LLP

726 EXCHANGE STREET
SUITE 822
BUFFALO, NY 14210

16-1003516

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	AUDITOR	7000	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

MCDERMOTT WILL & EMERY LLP

227 WEST MONROE STREET
SUITE 4400
CHICAGO, IL 60606

36-1453176

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	ATTORNEY	10587	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

GREAT WEST LIFE & ANNUITY COMPANY

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

84-0467907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64	RECORD KEEPER	587	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

HR A TO Z INC.

326 MCKINLEY AVENUE
SUITE 200
LATROBE, PA 15650

20-8195311

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	CONTRACT ADMINISTRATION	938	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009					
A Name of plan NORTH AMERICAN BREWERIES EMPLOYEES' SAVINGS & INVESTMENT PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 LABATT USA OPERATING CO L.L.C.				D Employer Identification Number (EIN) 30-0535544	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: FUTURE FUNDS SERIES ACCOUNT II					
b Name of sponsor of entity listed in (a): GREAT WEST LIFE & ANNUITY INSURANCE COMPANY					
c EIN-PN 84-0467907-001		d Entity code P		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14025554	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value	

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2009</div> 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 12/31/2009		
A Name of plan NORTH AMERICAN BREWERIES EMPLOYEES' SAVINGS & INVESTMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 LABATT USA OPERATING CO L.L.C.	D Employer Identification Number (EIN) 30-0535544	

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	4140	4229
(2) Participant contributions	1b(2)	9764	24883
(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)	21975	0
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	11891205	14025554
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	1734349	1761376
(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	13661433	15816042

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		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	13661433	15816042
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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)	172565	
(B) Participants	2a(1)(B)	460221	
(C) Others (including rollovers)	2a(1)(C)	155339	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		788125

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)	1428	
(F) Other	2b(1)(F)	120476	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		121904

(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)		
(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)		

		(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)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2910737
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3820766

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1624602	
(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)		1624602
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		22443
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	19112	
(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)		19112
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1666157

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2154609
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: BROCK SCHECHTER & POLAKOFF LLP

(2) EIN: 16-1003516

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		25000000
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.			

- 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)

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

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 12/31/2009

A Name of plan <u>NORTH AMERICAN BREWERIES EMPLOYEES' SAVINGS & INVESTMENT 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>LABATT USA OPERATING CO L.L.C.</u>	D Employer Identification Number (EIN) <u>30-0535544</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
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>84-0467907</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>45</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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): _____



**North American Breweries
Employees' Savings and Investment Plan**

Financial Statements
December 31, 2009 and December 31, 2008

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BROCK, SCHECHTER & POLAKOFF, LLP
CERTIFIED PUBLIC ACCOUNTANTS • CONSULTANTS

Independent Auditors' Report

To the Trustees
North American Breweries
Employees' Savings and Investment Plan
Buffalo, New York

We were engaged to audit the accompanying statements of net assets available for plan benefits - modified cash basis of the North American Breweries Employees' Savings and Investment Plan as of December 31, 2009 and December 31, 2008 and the related statement of changes in net assets available for plan benefits - modified cash basis and the supplemental schedule of assets (held at end of year) as of and for the year ended December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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, Labatt USA Operating Co., L.L.C. doing business as North American Breweries instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by Great West Life and Annuity Insurance Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by Labatt USA Operating Co., L.L.C. doing business as North American Breweries that the trustee holds the Plan's investment assets and executes investment transactions. Labatt USA Operating Co., L.L.C. doing business as North American Breweries has obtained a certification from the trustee as of December 31, 2009 and December 31, 2008, and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with U.S. generally accepted auditing standards and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As explained in Note 2, these financial statements and supplemental schedule were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than U.S. generally accepted accounting principles.

Buffalo, New York
July 26, 2010

Statements of Net Assets Available for Plan Benefits
(All Participant Directed)
(Modified Cash Basis)

	December 31,	
	2009	2008
Assets		
Receivables		
Employer receivable	\$ 4,229	\$ 4,140
Participant receivable	24,883	9,764
	<u>29,112</u>	<u>13,904</u>
Participant loans (net of allowance of \$49,047 and \$40,941 in 2009 and 2008)	<u>-</u>	<u>21,975</u>
Investments at Great West Life and Annuity Insurance Company		
Value in Pooled Separate Accounts (at fair market value)		
AllianceBernstein International Value R	-	219,985
American Funds EuroPacific Growth	726,294	534,723
American Funds Growth Fund of Amer R3	770,577	601,145
Columbia Mid Cap Value R	229,073	228,801
Davis NY Venture R	33,716	12,369
Fidelity Advisor Leveraged Co Stk T	163,320	90,162
Fidelity Advisor Mid Cap T	486,160	295,903
First American Small Cap Select A	10,702	1,814
Lord Abbett Value Opportunities A	453,857	-
Marisco Focus	296,954	285,763
Maxim Aggressive Profile II	833,102	845,011
Maxim Ariel Small-Cap Value	-	343,678
Maxim Bond Index	391,892	296,667
Maxim Conservative Profile II	213,959	173,813
Maxim Index 600	238,540	280,674
Maxim Loomis Sayles Bond Portfolio	620,159	359,116
Maxim Moderate Profile II	1,615,317	1,398,575
Maxim Money Market	1,446,419	1,708,243
Maxim S&P 500 Index	1,634,719	1,340,146
Maxim T. Rowe Price Equity Income	418,655	358,186
Maxim US Government Securities Fund	161,806	301,721
MFS International Value R2	267,616	-
Oppenheimer Capital Appreciation A	1,813,731	1,313,888
Oppenheimer Global A	520,667	355,295
PIMCO Total Return Admin	323,633	279,191
Putnam International Capital Opportunities R	27,347	1,178
Ridgeworth Small Cap Growth Fund I	171,239	147,146
Riversource Diversified Equity Income R3	137,247	106,746
Royce Total Return K	7,809	4,499
Van Kampen Comstock R	11,044	6,767
	<u>14,025,554</u>	<u>11,891,205</u>
Guaranteed certificate funds (at fair market value)	<u>1,761,376</u>	<u>1,734,349</u>
	<u>15,786,930</u>	<u>13,625,554</u>
Net assets available for plan benefits	<u><u>\$15,816,042</u></u>	<u><u>\$13,661,433</u></u>

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

Statement of Changes in Net Assets Available for Plan Benefits
(All Participant Directed)
(Modified Cash Basis)
For the Year Ended December 31, 2009

Net assets available for plan benefits, beginning of year	<u>\$ 13,661,433</u>
Additions	
Contributions	
Employer's	172,565
Participants'	460,221
Rollovers	<u>155,339</u>
Total contributions	<u>788,125</u>
Earnings on investments	
Participant loan interest	1,428
Other interest	120,476
Net income from investments	<u>2,910,737</u>
Total income from investments	<u>3,032,641</u>
	<u>3,820,766</u>
Deductions	
Benefits paid to participants	1,624,602
Deemed distributions of participant loans	22,443
Administrative expenses	<u>19,112</u>
Total deductions	<u>1,666,157</u>
Net increase	<u>2,154,609</u>
Net assets available for plan benefits, end of year	<u><u>\$ 15,816,042</u></u>

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

1. Description of the Plan

The following brief description of the North American Breweries Employees' Savings and Investment Plan is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General

The Plan is a defined contribution plan which became effective February 1, 1985 and allows 401(k) salary reduction. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan sponsor is Labatt USA Operating Co., L.L.C. doing business as North American Breweries (the "Company"). Participants are substantially all of the employees of the Company and associated companies who are covered employees as defined in the Plan agreement and elect to participate in the Plan. Employees may become participants in the Plan as of the first payroll period following the employee's date of hire. There is no age requirement; participants must have one year of service to receive a discretionary contribution.

The Plan administrator is the Company. Great West Life and Annuity Insurance Company (Great West) is the Plan's record keeper and custodian of assets.

Participant Accounts

An account is maintained for each participant in the Plan. This account is credited with salary reduction contributions, employer-matching contributions, discretionary contributions and earnings as allocated. The account is reduced by the payment of benefits. The participants direct where their funds are to be invested.

Vesting

Each participant is fully vested in his or her salary reduction account. After five years of service, each participant will be fully vested in his or her employer account.

Funding Policy

Participants may elect to make salary-reducing contributions to the Plan up to a maximum of 30 percent of compensation, up to IRS limits. At the participant's date of eligibility, they are automatically enrolled at a 4 percent salary deferral into the default investment option if they do not indicate to the Plan administrator that they do not wish to participate in the Plan. The employer makes a discretionary match which is 50 percent of the employee contribution up to a maximum of 4 percent of compensation. In addition, the Company may make a discretionary contribution equal to a percentage of each participant's earnings. The Company made a discretionary contribution of \$73,277 and \$-0- in 2009 or 2008, respectively.

Operating Expenses

Some administrative expenses are paid by the Plan, some by the Plan sponsor.

Investment Funds

All investment programs are fully participant-directed. Participants direct the investments of their contributions and the Company's contributions in to any of the Plan's available investment funds in increments of whole percentages.

1. Description of the Plan (Continued)

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50 percent of their vested accounts balance, whichever is less. Loan terms range from one to five years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the prime rate on the first business day of the month in which the loan is approved. Principal and interest is paid bi-weekly through payroll deductions.

Payment of Benefits

The benefit to which a participant is entitled is the benefit that can be provided from the participant's account and normally takes the form of an annuity. A participant may elect other installment options as provided for in the Plan with the approval of the Plan administrator.

Benefits are provided for normal retirement at an attained age of 65, or may be deferred if the participant continues in active service with the Company. Benefits are also provided upon permanent disability, specific hardship, attainment of age 59 ½, separation from service or death.

Forfeitures

Forfeited non-vested accounts are used to reduce future employer contributions, administrative expenses or can be allocated to qualifying participants. At December 31, 2009 and December 31, 2008, forfeited non-vested accounts totaled \$54,117 and \$161,735, respectively. Also, in 2009 employer contributions were reduced by \$101,240 from forfeited non-vested accounts.

Subsequent Events

The Company has evaluated for subsequent events through the date of the independent auditors' report, which is the date the financial statements were made available to be issued.

2. Summary of Significant Accounting Policies

The Plan's policy is to prepare its financial statements on the modified cash basis of accounting; consequently, certain revenue is recognized when received rather than when earned and certain expenses are recognized when cash is disbursed rather than when the obligation is incurred. Contributions are shown on the accrual basis of accounting. Benefits are recorded when paid.

Investments are stated at fair value as certified by the trustee, Great West. Participant loans are valued at their outstanding balances, which approximates fair value.

3. Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

4. Party in Interest Transactions

Certain Plan investments are units of pooled separate accounts managed by Great West. Great West is the trustee as defined by the Plan and, therefore, these transactions qualify as party in interest transactions. Fees paid to Great West by the Plan for administrative services amounted to \$588 for the year ended December 31, 2009.

5. Plan Termination

Although it has not expressed any intent to do so, the employer reserves the right to terminate or revoke the Plan at any time, subject to the provisions of ERISA. In the event of termination or partial termination, all participants affected shall have a fully vested and non-forfeitable right to the amount credited to their accounts at the date of such termination.

6. IRS Determination Letter

The Internal Revenue Service has determined, and informed the Plan administrator, by a letter dated November 20, 2003, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

7. 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 that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

8. Income Taxes

During 2009, the Plan adopted accounting standards related to uncertain tax positions. Generally, the Plan's prior three tax years are open and subject to examination by the Internal Revenue Service. However, the Plan is not currently under audit.

9. Name Change

Effective March 19, 2009 the Plan changed its name from Labatt USA Employees' Savings and Investment Plan to North American Breweries Employees' Savings and Investment Plan.

10. Information Prepared and Certified by the Trustee of Assets (Unaudited)

The following information included in the accompanying financial statements and supplemental schedule as of December 31, 2009 and December 31, 2008 and for the year ended December 31, 2009 was obtained from data that has been prepared and certified as complete and accurate by the custodian of assets.

Investments at fair market value:

AllianceBernstein International Value R	\$	-	\$	219,985
American Funds EuroPacific Growth		726,294		534,723
American Funds Growth Fund of Amer R3		770,577		601,145
Columbia Mid Cap Value R		229,073		228,801
Davis NY Venture R		33,716		12,369
Fidelity Advisor Leveraged Co Stk T		163,320		90,162
Fidelity Advisor Mid Cap T		486,160		295,903
First American Small Cap Select A		10,702		1,814
Marisco Focus		296,954		285,763
Maxim Aggressive Profile II		833,102		845,011
Maxim Ariel Small-Cap Value		-		343,678
Maxim Bond Index		391,892		296,667
Maxim Conservative Profile II		213,959		173,813
Maxim Index 600		238,540		280,674
Maxim Loomis Sayles Bond Portfolio		620,159		359,116
Maxim Moderate Profile II		1,615,317		1,398,575
Maxim Money Market		1,446,419		1,708,243
Maxim S&P 500 Index		1,634,719		1,340,146
Maxim T. Rowe Price Equity Income		418,655		358,186
Maxim US Government Securities Fund		161,806		301,721
Oppenheimer Capital Appreciation A		1,813,731		1,313,888
Oppenheimer Global A		520,667		355,295
PIMCO Total Return Admin		323,633		279,191
Putnam International Capital Opportunities R		27,347		1,178
Ridgeworth Small Cap Growth Fund I		171,239		147,146
Riversource Diversified Equity Income R3		137,247		106,746
Royce Total Return K		7,809		4,499
Van Kampen Comstock R		11,044		6,767
Guaranteed Certificate Funds		1,761,376		1,734,349

Gain on investments		3,031,213		
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11. Fair Value Measurement

Fair market value was determined as follows:

	December 31, 2009		
	Quoted Prices in Active Markets	Other Observable Inputs	Unobservable Inputs
Participant loans	\$ -	\$ -	\$ -
Pooled separate accounts	-	14,025,554	-
Guaranteed certificate funds	-	1,761,376	-
	<u>\$ -</u>	<u>\$ 15,786,930</u>	<u>\$ -</u>
	December 31, 2008		
	Quoted Prices in Active Markets	Other Observable Inputs	Unobservable Inputs
Participant loans	\$ -	\$ -	\$ 21,975
Pooled separate accounts	-	11,891,205	-
Guaranteed certificate funds	-	1,734,349	-
	<u>\$ -</u>	<u>\$ 13,625,554</u>	<u>\$ 21,975</u>

The following is a reconciliation of activity for 2009 assets measured at fair value based on significant unobservable (non-market) information:

	Participant Loans
Balance, beginning of year	\$ 21,975
Realized gains	-
Unrealized gains (losses)	-
Interest income	-
Purchases, sales, issuances, and settlements	<u>(21,975)</u>
Balance, end of year	<u>\$ -</u>

Realized and unrealized gains and losses included in earnings are reported in Statement of Changes in Net Assets Available for Plan Benefits (Modified Cash Basis) as a component of earnings (loss) on investments.

12. Subsequent Events

The following changes will be made to the Plan effective January 1, 2010:

- Participants must have six months of service to receive a discretionary contribution.
- The employer will make a discretionary match which is 50 percent of the employee contribution up to a maximum of 8 percent of compensation.
- Participants may elect to make salary-reducing contributions to the Plan up to a maximum of 60 percent of compensation, up to IRS limits.
- Any participant who enrolled in the Plan through auto enrollment shall have his earnings reduction rate increase by one percentage point each plan year unless the participant has filed an earnings reduction election form with the Plan committee.

The following changes will be made to the Plan effective June 1, 2010:

- Any participants who separate from service for reasons other than death or attainment of age 65 whose account balance is more than \$1,000 but less than \$5,000 will have their account directly rolled over to an individual retirement account.

Supplementary Information

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

North American Breweries Employees' Savings and Investment Plan
EIN 52-1937275 Plan Number 005
Plan Year January 01, 2009 to December 31, 2009

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	American Funds	American Funds EuroPacific Growth	\$ 726,294
	American Funds	American Funds Growth Fund of Amer R3	770,577
	Columbia Funds	Columbia Mid Cap Value R	229,073
	Davis Funds	Davis NY Venture R	33,716
	Fidelity	Fidelity Advisor Leveraged Co Stk T	163,320
	Fidelity	Fidelity Advisor Mid Cap T	486,160
	First American	First American Small Cap Select A	10,702
	Lord Abbett	Lord Abbett Value Opportunities A	453,857
	Marisco	Marisco Focus	296,954
*	Maxim Capital Management	Maxim Aggressive Profile II	833,102
*	Maxim Capital Management	Maxim Bond Index	391,892
*	Maxim Capital Management	Maxim Conservative Profile II	213,959
*	Maxim Capital Management	Maxim Index 600	238,540
*	Maxim Capital Management	Maxim Loomis Sayles Bond Portfolio	620,159
*	Maxim Capital Management	Maxim Moderate Profile II	1,615,317
*	Maxim Capital Management	Maxim Money Market	1,446,419
*	Maxim Capital Management	Maxim S&P 500 Index	1,634,719
*	Maxim Capital Management	Maxim T. Rowe Price Equity Income	418,655
*	Maxim Capital Management	Maxim US Government Securities Fund	161,806
	MFS	MFS International Value R2	267,616
	Oppenheimer Funds	Oppenheimer Capital Appreciation A	1,813,731
	Oppenheimer Funds	Oppenheimer Global A	520,667
	PIMCO	PIMCO Total Return Admin	323,633
	Putnam Investments	Putnam International Capital Opportunities R	27,347
	Ridgeworth	Ridgeworth Small Cap Growth Fund I	171,239
	Riversource	Riversource Diversified Equity Income R3	137,247
	Royce Funds	Royce Total Return K	7,809
	Van Kampen	Van Kampen Comstock R	11,044
*	Maxim Capital Management	Short Term Fund I-interest rate of 4.00%	77,388
*	Great West Life and Annuity Insurance Company	through 2012	919,505
*	Great West Life and Annuity Insurance Company	through 2014	30,323
*	Great West Life and Annuity Insurance Company	through 2016	734,160
			<u>\$15,786,930</u>

* The above represents a party in interest as defined by ERISA.

89500-02 GA
 ASSETS ACQUIRED AND DISPOSED OF IN PLAN YEAR
 North American Breweries Employees' Savings and Investment Plan
 01-JAN-09 to 31-DEC-09
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 Page 1 of 2

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ACQUISITION	PROCEEDS FROM DISPOSITIONS
1GCF 36	31-MAR-2009	4.000	0.00	213,438.88
1GCF 36	30-JUN-2009	4.900	0.00	17,048.32
1GCF 36	30-SEP-2009	4.500	0.00	15,887.87
1GCF 36	31-DEC-2009	4.500	0.00	20,877.08
1GCF 36	31-MAR-2010	4.400	0.00	869.07
1GCF 36	30-JUN-2010	4.900	0.00	431.45
1GCF 36	30-SEP-2010	4.200	0.00	617.05
1GCF 36	31-DEC-2010	4.000	0.00	287.46
1GCF 36	31-MAR-2011	4.000	0.00	528.73
1GCF 36	30-JUN-2011	4.000	0.00	282.11
1GCF 36	30-SEP-2011	4.000	0.00	425.96
1GCF 36	31-DEC-2011	4.000	1,600.43	375.57
1GCF 36	31-MAR-2012	4.000	295,720.08	627.39
1GCF 36	30-JUN-2012	4.000	16,642.15	265.89
1GCF 36	30-SEP-2012	4.000	52,107.23	301.85
1GCF 36	31-DEC-2012	4.000	19,376.20	0.00
1GCF 60	31-MAR-2009	4.000	0.00	2,989.45
1GCF 60	30-JUN-2009	4.000	0.00	1,943.52
1GCF 60	30-SEP-2009	4.000	0.00	1,944.83
1GCF 60	31-DEC-2009	4.000	0.00	647.34
1GCF 60	31-DEC-2013	4.150	286.77	0.00
1GCF 60	31-MAR-2014	4.000	3,187.83	0.00
1GCF 60	30-JUN-2014	4.150	3,200.34	0.00
1GCF 60	30-SEP-2014	4.000	2,203.80	0.00
1GCF 60	31-DEC-2014	4.000	647.34	0.00
1GCF 84	31-MAR-2009	5.000	0.00	293.91
1GCF 84	30-JUN-2009	4.200	0.00	265.92
1GCF 84	30-SEP-2009	4.000	0.00	229.31
1GCF 84	31-DEC-2009	4.000	0.00	196.56
1GCF 84	30-JUN-2013	5.100	0.00	68,226.21
1GCF 84	31-DEC-2015	4.350	9,956.62	0.00
1GCF 84	31-MAR-2016	4.000	293.91	0.00
1GCF 84	30-JUN-2016	4.550	383.94	0.00
1GCF 84	30-SEP-2016	4.000	347.33	0.00
1GCF 84	31-DEC-2016	4.000	196.56	0.00

NOTE: Labor regulations Section 2520.103-11(b)(2) excludes participation in insurance company pooled separate accounts from definition of "Assets Held for Investment Purposes" if the assets were not held on the last day of the plan year. Therefore all variable funds are excluded from this report.

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ACQUISITION	PROCEEDS FROM DISPOSITIONS
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LEGEND

INVESTMENT OPTION:

IGCF 36
Guaranteed Certificate Fund

IGCF 84
Guaranteed Certificate Fund

IGCF 60
Guaranteed Certificate Fund

COST OF ACQUISITIONS: The cost of the asset when acquired.

PROCEEDS FROM DISPOSITIONS: Amounts distributed from the investment option within the plan year.

ASSETS HELD FOR INVESTMENT PURPOSES
North American Breweries Employees' Savings and Investment Plan
01-JAN-09 to 31-DEC-09

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1PBAXCP			181,800.64	213,959.41
1PBAXMP			1,208,199.15	1,615,316.85
1PBAXAP			700,185.79	833,101.79
192AFEP			702,072.83	726,294.31
1288MTM			264,167.79	267,616.01
186OGA			456,174.94	520,667.04
124PIO			24,236.14	27,346.63
1226FA			10,495.93	10,702.35
193MX6			226,924.66	238,540.31
1245RTK			8,098.30	7,808.69
1125SS			194,347.19	171,239.30
1239CVR			254,109.83	229,073.18
1225FL			193,296.21	163,320.39
174FAMC			495,443.59	486,159.52
1284LYP			430,491.15	453,856.61
195AFGF			896,212.22	770,577.03
1146NY			33,566.51	33,716.03
11GRMAR			309,744.15	296,953.55
194MX5			1,547,913.64	1,634,718.99
180TERX			386,328.55	418,654.67
11GRROCA			1,550,778.49	1,813,731.39
1227RD			176,601.85	137,247.18
1147VS			11,971.27	11,044.16
1BIMXBI			316,061.26	391,891.53
1BMSXLC			467,141.75	620,159.18
1BIMXUS			122,806.51	161,805.87
1BIMPTR			272,713.46	323,632.79
1GCF 36	31-MAR-2010	4.400	19,249.20	21,651.43
1GCF 36	30-JUN-2010	4.900	17,077.01	19,147.94
1GCF 36	30-SEP-2010	4.200	83,032.40	91,082.03
1GCF 36	31-DEC-2010	4.000	100,506.79	108,698.68
1GCF 36	31-MAR-2011	4.000	150,383.65	160,874.86
1GCF 36	30-JUN-2011	4.000	91,249.96	96,085.29
1GCF 36	30-SEP-2011	4.000	10,770.88	11,311.68
1GCF 36	31-DEC-2011	4.000	17,740.66	18,442.70
1GCF 36	30-JUN-2012	4.000	295,107.41	303,877.78
1GCF 36	30-SEP-2012	4.000	16,380.84	16,700.47
1GCF 36	31-DEC-2012	4.000	51,807.64	52,255.51
1GCF 60	31-MAR-2010	4.000	19,376.20	19,376.20
1GCF 60	30-JUN-2010	4.000	2,052.14	2,463.54
1GCF 60	30-SEP-2010	4.000	961.07	1,139.10
1GCF 60	30-SEP-2010	4.000	823.80	966.91
1GCF 60	31-DEC-2010	4.000	961.07	1,116.44
1GCF 60	30-JUN-2011	5.000	770.72	1,247.97
1GCF 60	30-SEP-2011	4.600	1,234.10	908.71
1GCF 60	31-DEC-2011	4.600	251.48	1,420.39
1GCF 60	31-MAR-2012	4.450	546.03	286.94
1GCF 60	30-JUN-2012	5.050	65.20	613.22
1GCF 60	30-SEP-2012	4.400	16.38	73.50
1GCF 60	31-DEC-2012	4.000	166.32	179.01

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1GCF 60	31-MAR-2013	4.000	4,525.19	4,845.83
1GCF 60	30-JUN-2013	4.300	1,932.55	2,058.63
1GCF 60	30-SEP-2013	4.250	1,680.34	1,770.07
1GCF 60	31-DEC-2013	4.150	1,734.45	1,804.89
1GCF 60	31-MAR-2014	4.000	3,187.83	3,282.42
1GCF 60	30-JUN-2014	4.150	3,200.34	3,255.58
1GCF 60	30-SEP-2014	4.000	2,203.80	2,224.27
1GCF 60	31-DEC-2014	4.000	647.34	647.34
1GCF 84	31-MAR-2010	4.000	690.78	895.59
1GCF 84	30-JUN-2010	4.000	155.43	199.30
1GCF 84	30-SEP-2010	4.000	181.33	230.39
1GCF 84	31-DEC-2010	4.000	115.14	144.99
1GCF 84	31-MAR-2011	4.000	239.84	299.66
1GCF 84	30-JUN-2011	4.000	1,401.52	1,729.30
1GCF 84	30-SEP-2011	4.000	5,318.70	6,507.29
1GCF 84	31-DEC-2011	4.000	106.74	129.15
1GCF 84	31-MAR-2012	4.000	410.22	492.45
1GCF 84	30-JUN-2012	4.000	192.25	227.86
1GCF 84	30-SEP-2012	4.000	164.76	196.76
1GCF 84	31-DEC-2012	4.000	192.25	223.33
1GCF 84	31-MAR-2013	4.000	216.06	248.97
1GCF 84	30-JUN-2013	5.100	306,810.23	367,897.61
1GCF 84	30-SEP-2013	4.750	295,746.95	342,298.84
1GCF 84	31-DEC-2013	4.750	98.20	112.52
1GCF 84	31-MAR-2015	4.000	65.44	70.09
1GCF 84	30-JUN-2015	4.450	133.38	142.40
1GCF 84	30-SEP-2015	4.450	285.73	301.73
1GCF 84	31-DEC-2015	4.350	10,153.07	10,570.51
1GCF 84	31-MAR-2016	4.000	293.91	302.73
1GCF 84	30-JUN-2016	4.550	383.94	391.92
1GCF 84	30-SEP-2016	4.000	347.33	350.24
1GCF 84	31-DEC-2016	4.000	196.56	196.56
1CMXXMM			1,345,449.54	1,444,579.89
1MMF-1		4.000	12,219.60	25,110.83
VARIOUS	4,000-7.500		45,377.61	49,046.89
PARTICIPANT LOANS			14,324,178.76	15,732,812.95
FORFEITURES			23,848.05	54,117.16

Attachment to Form 5500, Schedule H, Part 4, Item I
 EIN # 30-0535544

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
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LEGEND

INVESTMENT OPTION:

IPBAXCP	Maxim Conservative Profile II
IPBAXAP	Maxim Aggressive Profile II
128MIM	MFS International Value R2
124PIO	Putnam Int'l Capital Opportunities R
193MX6	Maxim Index 600
112SSS	RidgeWorth Small Cap Growth Fund I
122SFL	Fidelity Advisor Leveraged Co Stk - T
1284LVP	Lord Abbett Value Opportunities A
1146NY	Davis NY Venture R
194MX5	Maxim S & P 500 Index
ILGROCA	Oppenheimer Capital Appreciation A
114VS	Van Kampen Comstock - R
1BMXSLC	Maxim Loomis Sayles Bond Portfolio
1BIMPTR	PMCO Total Return Admin
1GCF 60	Guaranteed Certificate Fund
1CMXMM	Maxim Money Market

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year

1PBAXMP	192AFEP	American Funds EuroPacific Growth R3
	186OGA	Openheimer Global A
	1226FA	First American Small Cap Select A
	1245RTK	Royce Total Return K
	1239CVR	Columbia Mid Cap Value R
	174FAMC	Fidelity Advisor Mid Cap T
	195AFGF	American Funds Growth Fund of Amer R3
1LGRMAR	180TEIX	Maxim T. Rowe Price Equity Income
	1227RD	RiverSource Diversified Equity Income R3
1BIMXBI		Maxim Bond Index
1BIMXUS		Maxim US Government Securities Fund
1GCF 36		Guaranteed Certificate Fund
1GCF 84		Guaranteed Certificate Fund
1MMF-I		Short Term Fund I

TRANSACTIONS FOR REVIEW (5% REPORTABLE)

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North American Breweries Employees' Savings and Investment Plan

CGA

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INVESTMENT OPTION	PURCHASE AMOUNT	PURCHASE UNITS/SHARES	PURCHASE COUNT	SALES AMOUNT	SALES UNITS/SHARES	SALES COUNT	COST OF SALES	TRANSACTION DATE
2MMFI	20,061.89	0.000000	20	(125,961.95)	0.000000	46	(125,961.95)	SERIES
2CNMXXMM	1,542.33	90.148540	1	(9,407.49)	(549,863822)	7	(8,733.19)	SERIES
4CNMXXMM	2,051.45	119,906396	2	(305.94)	(17,882081)	4	(305.01)	SERIES
IPBAXCP	72,748.61	5,261.501810	370	(67,450.39)	(4,966.145873)	26	(59,415.72)	SERIES
IPBAXNP	104,561.68	8,000.484518	963	(210,555.60)	(16,884.939255)	45	(175,123.38)	SERIES
IPBAXAP	113,224.95	11,021.237275	970	(334,779.79)	(34,336.385020)	60	(348,026.24)	SERIES
1237IR	27,367.90	5,066.686050	586	(311,124.94)	(48,072.797380)	157	(398,719.41)	SERIES
192AFEP	62,238.85	3,753.111663	684	(72,959.58)	(4,501.921141)	35	(69,292.63)	SERIES
1288MIN	264,167.79	24,315.263958	152	0.00	0.000000	0	0.00	SERIES
186OGA	38,500.88	2,507.64642	658	(16,964.89)	(1,134.921007)	24	(19,512.36)	SERIES
124IPIO	24,236.14	3,156.646977	101	(1,094.44)	(212.578617)	2	(2,000.00)	SERIES
1226FA	7,561.17	988.950597	174	0.00	0.000000	0	0.00	SERIES
15VAXAS	70,841.39	2,938.248258	425	(570,481.21)	(18,397.155362)	192	(561,734.31)	SERIES
193MX6	63,160.67	5,461.648327	392	(151,110.71)	(12,789.253412)	24	(190,882.34)	SERIES
124SRTK	1,867.72	252.745992	85	0.00	0.000000	0	0.00	SERIES
1125SS	12,713.10	1,448.978211	406	(37,293.36)	(3,683.550674)	11	(45,802.62)	SERIES
1239CVR	16,779.13	2,357.025853	543	(77,800.46)	(10,773.580378)	36	(107,773.80)	SERIES
1225FL	68,784.51	12,275.099468	378	(71,361.07)	(9,743.606710)	8	(57,774.34)	SERIES
174FAMC	90,830.40	8,421.588442	1053	(39,331.60)	(4,213.551786)	36	(60,325.95)	SERIES
1284LVP	431,546.03	40,014.464880	191	(1,096.58)	(97.828507)	7	(1,054.88)	SERIES
195AFGF	43,611.79	3,593.309994	803	(70,430.00)	(6,074.463453)	28	(99,526.45)	SERIES
1146NY	14,840.26	1,893.039397	140	0.00	0.000000	0	0.00	SERIES
1LGRMAR	30,350.38	3,273.494280	237	(96,820.45)	(10,131.019007)	14	(132,451.21)	SERIES
194MX5	97,924.78	9,992.517684	769	(132,622.28)	(14,362.125333)	123	(153,230.80)	SERIES
180TEIX	29,825.27	3,046.344893	501	(55,233.96)	(5,428.616503)	28	(71,707.42)	SERIES
1LGRGCA	36,700.12	4,720.622073	591	(100,690.60)	(12,399.855742)	39	(97,277.89)	SERIES
1227RD	8,494.72	1,280.181302	228	(7,550.61)	(1,042.162854)	9	(10,656.94)	SERIES
1147VS	44,268.43	6,662.953663	155	(50,772.99)	(6,407.476194)	6	(42,306.73)	SERIES
1BIMXBI	115,686.60	4,906.320498	233	(41,282.59)	(1,746.504257)	34	(36,759.21)	SERIES
1BMSXLC	146,374.66	4,058.722704	416	(31,356.08)	(859.872019)	13	(24,515.51)	SERIES
1BIMXUS	28,238.09	1,159.581048	231	(177,908.51)	(7,486.035061)	45	(169,297.69)	SERIES
1BIMPTR	34,325.20	2,174.320814	515	(26,011.78)	(1,767.191775)	6	(20,191.52)	SERIES
IGCF 36	385,446.09	0.000000	191	(272,264.68)	0.000000	136	(272,264.68)	SERIES
IGCF 60	9,526.08	0.000000	70	(7,525.14)	0.000000	14	(7,525.14)	SERIES
IGCF 84	11,178.36	0.000000	36	(69,211.91)	0.000000	14	(69,211.91)	SERIES
1CMMXMM	274,426.39	16,040.111380	587	(530,244.43)	(30,992.714866)	148	(507,106.81)	SERIES

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TRANSACTIONS FOR REVIEW (5% REPORTABLE)

North American Breweries Employees' Savings and Investment Plan
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INVESTMENT OPTION	PURCHASE AMOUNT	PURCHASE UNITS/SHARES	PURCHASE COUNT	SALES AMOUNT	SALES UNITS/SHARES	SALES COUNT	COST OF SALES	TRANSACTION DATE
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LEGEND

INVESTMENT OPTION:

2MMF-I Short Term Fund I
 4CMMXMM Unallocated Plan Asset Account
 1PBAXMP Maxim Moderate Profile II
 1237IR AllianceBernstein International Value R
 1288MIM MFS International Value R2
 1241PIO Putnam Int'l Capital Opportunities R
 1SVAXAS Maxim Ariel Small-Cap Value
 1245RTK Royce Total Return K
 1239CVR Columbia Mid Cap Value R
 174FAMC Fidelity Advisor Mid Cap T
 195AFGF American Funds Growth Fund of Amer R3
 1LGRMAR Marsico Focus
 180TEIX Maxim T. Rowe Price Equity Income
 1227RD RiverSource Diversified Equity Income R3
 1BIMXBI Maxim Bond Index
 1BIMXUS Maxim US Government Securities Fund
 1GCF 36 Guaranteed Certificate Fund
 1GCF 84 Guaranteed Certificate Fund

2CMMXMM Maxim Money Market
 1PBAXCP Maxim Conservative Profile II
 1PBAXAP Maxim Aggressive Profile II
 192AFEP American Funds EuroPacific Growth R3
 186OGA Oppenheimer Global A
 1226FA First American Small Cap Select A
 193MX6 Maxim Index 600
 1125SS RidgeWorth Small Cap Growth Fund I
 1225FL Fidelity Advisor Leveraged Co Stk - T
 1284LVP Lord Abbett Value Opportunities A
 1146NY Davis NY Venture R
 194MX5 Maxim S & P 500 Index
 1LGROCA Oppenheimer Capital Appreciation A
 1147VS Van Kampen Comstock - R
 1BMSXLC Maxim Loomis Sayles Bond Portfolio
 1BIMPTR PIMCO Total Return Admin
 1GCF 60 Guaranteed Certificate Fund
 1CMMXMM Maxim Money Market