Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

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:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
REYES HOLDINGS 401(K) THRIFT PLAN

1b Three-digit plan number (PN) ▶ 005

1c Effective date of plan 08/01/1983

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
REYES HOLDINGS, L.L.C.

9500 WEST BRYN MAWR AVENUE
ROSEMONT, IL 60018

2b Employer Identification Number (EIN)
36-4121934

2c Sponsor's telephone number
847-227-6500

2d Business code (see instructions)
484120

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.	09/27/2010	JEFF A. CARLSEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/27/2010	DAN DOHENY
	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")

REYES HOLDINGS, L.L.C.

9500 WEST BRYN MAWR AVENUE
ROSEMONT, IL 60018

3b Administrator's EIN
36-4121934

3c Administrator's telephone number
847-227-6500

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	9915
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**	8823
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	8823
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	8823
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	9359
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

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
REYES HOLDINGS 401(K) THRIFT PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
REYES HOLDINGS, L.L.C.

D Employer Identification Number (EIN)
36-4121934

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

HARTFORD RETIREMENT SERVICES, LLC

26-1589907

(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)

BANK OF AMERICA, NA

94-1687665

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 25 37 50 52 59 60 62 63 64	0	328673	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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
REYES HOLDINGS 401(K) THRIFT PLAN

B Three-digit plan number (PN) ▶ 005

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
REYES HOLDINGS, L.L.C.

D Employer Identification Number (EIN)
36-4121934

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: STABLE ASSET FUND

b Name of sponsor of entity listed in (a): BANK OF AMERICA, N.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)
22-6459529-001	C	56646389

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)

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

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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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
REYES HOLDINGS 401(K) THRIFT PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
REYES HOLDINGS, L.L.C.

D Employer Identification Number (EIN)
36-4121934

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)	4674987	5436054
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	9604029	11524001
(9) Value of interest in common/collective trusts	1c(9)	47514868	56646389
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	117092293	173623164
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	178886177	247229608
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	178886177	247229608

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	12718135	
	(B) Participants	2a(1)(B)	19589500	
	(C) Others (including rollovers)	2a(1)(C)	959622	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		33267257
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)	632080	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		632080
	(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)	3456096	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		3456096
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1585127
(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)		34093282
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		73033842
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	11039825	
(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)		11039825
f Corrective distributions (see instructions)	2f		76792
g Certain deemed distributions of participant loans (see instructions)	2g		39818
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	328673	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		328673
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		11485108
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		61548734
l Transfers of assets:			
(1) To this plan	2l(1)		6794697
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BAKER TILLY VIRCHOW KRAUSE, LLP (2) EIN: 39-0859910

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.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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)

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
REYES HOLDINGS 401(K) THRIFT PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
REYES HOLDINGS, L.L.C.

D Employer Identification Number (EIN)
36-4121934

Part I Distributions

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

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

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

EIN(s): 20-2992098 06-0974148

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

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

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year **6a**

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

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):

---

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):

Reyes Holdings 401(k) Thrift Plan

Financial Statements
December 31, 2009 and 2008,
and Supplemental Schedule as of
December 31, 2009, and Independent Auditors' Report

REYES HOLDINGS
401(k) THRIFT PLAN

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

BAKER TILLY

Baker Tilly Virchow Krause, LLP
205 N Michigan Ave
Chicago, IL 60601-5927
tel 312 729 8000
fax 312 729 8199
bakertilly.com

INDEPENDENT AUDITORS' REPORT

To the Employee Benefits and
Retirement Plans Committee of
Reyes Holdings, LLC:

We were engaged to audit the accompanying statements of net assets available for benefits and statements of changes in net assets available for benefits and supplemental schedule of Reyes Holdings 401(k) Thrift Plan (the "Plan") as of December 31, 2009 and 2008, and for the years then ended and the supplemental schedule of Schedule H, line 4i – Schedule of Assets (Held at End of Year) for the year ending 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, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 4 and 6, which was certified by Reliance Trust Company, plan trustee, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2009 and 2008, 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 express, 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 form the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Baker Tilly Virchow Krause, LLP

Chicago, Illinois
September 10, 2010

an independent member of
BAKER TILLY
INTERNATIONAL

REYES HOLDINGS
401(k) THRIFT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS:		
Participant-directed investments—at fair value	$ 242,027,500	$ 172,187,180
Contribution receivable from employer	5,436,054	4,674,987
Net assets available for benefits at fair value	247,463,554	176,862,167
Adjustment from fair value to contract value for fully benefit-responsive contracts	(233,946)	2,024,010
NET ASSETS AVAILABLE FOR BENEFITS	$ 247,229,608	$ 178,886,177

See notes to financial statements

REYES HOLDINGS
401(k) THRIFT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2009 and 2008

	2009	2008
ADDITIONS:		
Contributions:		
Participant contributions	$ 19,589,500	$ 17,631,463
Employer contributions	12,718,135	10,621,153
Participant rollovers	959,622	4,709,249
Total contributions	33,267,257	32,961,865
Investment income:		
Net appreciation in fair value of investments	34,132,069	-
Interest and dividends	5,634,516	6,920,312
Net investment income	39,766,585	6,920,312
Total additions	73,033,842	39,882,177
DEDUCTIONS:		
Benefits paid to participants	(11,156,435)	(15,432,205)
Administrative expenses	(328,673)	(394,020)
Net depreciation in fair value of investments	-	(60,177,397)
Total deductions	(11,485,108)	(76,003,622)
INCREASE (DECREASE) IN NET ASSETS	61,548,734	(36,121,445)
PLAN TRANSFERS	6,794,697	3,938,960
NET ASSETS AVAILABLE FOR BENEFITS — Beginning of year	178,886,177	211,068,662
NET ASSETS AVAILABLE FOR BENEFITS — End of Year	$ 247,229,608	$ 178,886,177

See notes to financial statements

1. DESCRIPTION OF THE PLAN

The following description of the Reyes Holdings 401(k) Thrift Plan (the "Plan") is provided for general information purposes only. Users of these financial statements should refer to the plan document for more complete information.

General— The Plan is a defined contribution plan for all salaried, non-union employees and hourly paid, non-union warehousemen and drivers of Reyes Holdings, LLC, The Martin-Brower Company, LLC, Chicago Beverage Systems, LLC, Harbor Distributing, LLC, Crest Beverage, LLC, Premium Distributors of Virginia, LLC, Premium Distributors of Washington D.C., LLC, Premium Distributors of Maryland, LLC, Henry Lee Distributors, LLC and Reinhart FoodService, LLC (collectively referred to as the "Company") who have completed the necessary service requirements as defined within the Plan document. Union employees of the Company for whom the collective bargaining agreement provides for coverage under the Plan are also eligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is administered by the Employee Benefits and Retirement Plans Committee (the "Committee") of the Company, appointed by the Company's shareholders. The Hartford serves as the administrator of the Plan and Reliance Trust Company serves as the trustee of the Plan.

Plan Mergers and Termination— On August 14, 2009 the Crest Beverage Co. 401(k) Plan (the "Crest Plan") was merged with the Plan, subject to the provisions of ERISA. On August 14, 2009, the Crest Plan net assets were $4,710,734.

On January 2, 2009 the Supreme Foods, Inc. 401(k) Plan (the "Supreme Plan") was merged with the Plan, subject to the provisions of ERISA. On January 2, 2009, the Supreme Plan net assets were $2,083,963.

On August 1, 2008 the Banta Foods, Inc. 401(k) Plan (the "Banta Plan") was merged with the Plan, subject to the provisions of ERISA. On August 1, 2008, the Banta Plan net assets were $3,938,960.

Contributions—Participants may elect to contribute up to 15% of annual compensation, as defined in the Plan, subject to certain Internal Revenue Code ("IRC") limitations. Effective January 1, 2006, all companies began contributing an amount equal to 50% of the percentage contributed by the participant to a maximum of 3%. Additional amounts may be contributed at the discretion of the Company. The Company made discretionary contributions of $5,436,054 and $4,674,987 for the years ended December 31, 2009 and 2008, respectively. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Participant Accounts—Individual accounts are maintained for each plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of Company discretionary contributions and plan earnings. Each participant's account is charged with withdrawals, an allocation of plan losses, and administrative expenses. Allocations are based on participant earnings or account balances, as defined within the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments—Participants direct the investment of their accounts into various investment options offered by the Plan. The Plan currently offers thirteen mutual funds and one common collective trust fund as investment options for participants.

1. DESCRIPTION OF THE PLAN (CONTINUED)

Participant Loans—A participant may borrow from their fund accounts an amount that shall not exceed the lesser of $50,000 or one-half of their account balance. Loans are secured by the participant's account and are repayable through payroll deductions over periods ranging up to 60 months or up to 15 years for the purchase of a primary residence. Terminated employees are required to repay loans within 60 days or they become deemed distributions. Interest is assessed at rates commensurate with local prevailing rates at the time funds are borrowed as determined by the trustee.

Payment of Benefits—Upon termination of service, the participant may elect to receive his or her full account balance or to defer distribution until a later date, but no later than age 70-1/2. A lump-sum payment, an annuity and monthly installment payments are optional forms of benefit payment available under the Plan.

Participants in service may make hardship withdrawals from their voluntary contributions upon demonstrating immediate financial need as defined in the Plan document. No withdrawals may be made from Company contributions.

Vesting of Benefits—Participants are immediately vested in the Plan for their own contributions plus actual earnings thereon. All participants (except for Reinhart FoodService employees) with hire dates prior to January 1, 2006 are vested in the employer matching and discretionary contributions.

Participating Reinhart FoodService employees with hire dates prior to January 1, 2006 are vested in the employer matching and discretionary contributions based on the following schedule:

Less than 2 Years	0%
2 Years	20%
3 Years	40%
4 Years	60%
5 Years	80%
6 Years or more	100%

Effective January 1, 2006, all new participants in the Plan will vest in the employer matching contribution and the employer discretionary contribution based on the following schedule:

Less than 2 Years	0%
2 Years	25%
3 Years	50%
4 Years	75%
5 Years or more	100%

Forfeited Accounts—At December 31, 2009 and 2008, forfeited nonvested accounts totaled $136,227 and $188,539, respectively. These amounts will be used to reduce future employer contributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting—The accompanying financial statements have been prepared on the accrual basis of accounting.

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

Investment Valuation and Income Recognition—The Plan's interest in mutual funds are stated at fair value based on quoted market prices. The shares of mutual funds are valued at the net asset value of shares held by the Plan at year end.

ASC topic 946-210-45-9 (formerly Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and Statement of Position 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans*), requires investment contracts held by a defined-contribution plan to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in the Bank of America, N.A Stable Asset Value Fund, a common collective trust which is a fully benefit-responsive investment. For the years ended December 31, 2009 and 2008, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment from fair value to contract value and the Statement of Changes in Net Assets Available for Benefits was prepared on the fair value basis and includes an adjustment from fair value to contract value.

The Plan's interest in the Bank of America, N.A Stable Asset Value Fund, a common collective trust fund, is valued at the amount of participant and Company contributions plus accrued interest thereon (fair value). The fund invests in guaranteed investment contracts and synthetic guaranteed investment contracts issued by various insurance companies, commercial banks and investment funds.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The fund's crediting interest rates at December 31, 2009 and 2008 were 2.99% and 4.41%, respectively, and the effective interest rate for the years ended December 31, 2009 and 2008 were 2.95% and 4.30%, respectively.

Administrative Expenses—The Company pays legal and accounting fees for the Plan. All other expenses in connection with the administration of the Plan are paid from plan assets as provided in the plan document.

Payment of Benefits—Benefit payments to participants are recorded upon distribution. As of December 31, 2009 and 2008 the Plan had no pending distributions to participants who elected to withdraw from the Plan.

3. FAIR VALUE MEASUREMENTS (Unaudited)

ASC topic 820 (formerly SFAS No. 157, *Fair Value Measurements*), establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level I, defined as observable inputs such as quoted market prices in active markets; Level II, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level III, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Assets at fair value as of December 31, 2009

	Level I	Level II	Level III	Total
Mutual Funds	173,623,163	-	-	173,623,163
Common Collective Trust Fund	-	56,880,336	-	56,880,336
Participant Loans	-	-	11,524,001	11,524,001
Total Assets at Fair Value	173,623,163	56,880,336	11,524,001	242,027,500

Assets at fair value as of December 31, 2008

	Level I	Level II	Level III	Total
Mutual Funds	117,092,293	-	-	117,092,293
Common Collective Trust Fund	-	45,490,858	-	45,490,858
Participant Loans	-	-	9,604,029	9,604,029
Total Assets at Fair Value	117,092,293	45,490,858	9,604,029	172,187,180

Following is a reconciliation of Level 3 investments which significant unobservable inputs were used to determine fair value:

Balance as of December 31, 2007	8,050,055
Earnings	17,642
Transfers in and/or out of Level 3	1,536,332
Balance as of December 31, 2008	9,604,029
Earnings	636,050
Transfers in and/or out of Level 3	1,283,922
Balance as of December 31, 2009	11,524,001

4. INVESTMENTS (Unaudited)

The Plan's investments that represented five percent or more of the Plan's net assets available for benefits as of December 31, 2009 and 2008, respectively, are as follows:

	2009	2008
Bank of America, N.A. Stable Asset Fund, 5,626,235 and 4,751,487 shares, respectively	$ 56,646,390	$ 47,514,868
Loomis Sayles Investment Grade Bond, 2,572,382 shares	30,043,228	N/A
American Funds Europacific A, 749,007 and 532,256 shares, respectively	28,716,518	14,908,504
Columbia Large Company Index Fund—Class Z, 1,269,441 and 1,167,172 shares, respectively	27,305,682	20,227,098
American Funds Amcap, 1,048,269 and 996,323 shares, respectively	17,401,271	12,025,621
Blackrock Large Cap Core-Inst, 1,583,218 and 1,534,171 shares, respectively	15,942,975	12,948,405
Columbia U.S. Treasury Index - Class Z, 1,164,239 and 1,110,206 shares, respectively	12,899,776	13,233,650
Columbia Income, 2,211,241 shares	N/A	17,314,016

During the years ended December 31, 2009 and 2008, the Plan's mutual fund investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2009	2008
American Funds Europacific A	$ 6,794,458	$ (11,147,807)
Columbia Large Company Index Fund - Class Z	5,256,727	(11,977,960)
American Funds Amcap	4,749,399	(7,729,994)
Loomis Sayles Investment Grade Bond	4,391,888	-
Oppenheimer Small & Mid Cap Value	3,464,397	(7,009,650)
Columbia Acorn Select - Class Z	3,003,820	(4,055,745)
Blackrock Large Cap Core-Inst	2,651,426	(7,725,444)
Columbia Acorn	1,901,682	(2,875,571)
Goldman Sachs Mid Cap Value	1,494,245	(2,212,473)
AIM Global Real Estate Fund	729,135	-
Allianz NFJ Dividend	420,318	-
Lazards Emerging Market	311,234	-
Hotchkis & Wiley Large Cap Value	99,274	(2,242,432)
Bank of America, N.A. Stable Asset Fund	38,788	-
AIM Real Estate	(80,939)	(1,277,092)
Columbia Income	(110,568)	(3,022,998)
Columbia U.S. Treasury Index - Class Z	(983,215)	1,099,769
Net appreciation (depreciation) of investments	$ 34,132,069	$ (60,177,397)

4. INVESTMENTS (Unaudited) (Continued)

The Plan provides for investments in mutual funds and a common collective trust fund that, in general, are exposed to various risks such as interest rate, credit and overall market volatility 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 participant account balances and the amounts reported in the net assets available for benefits.

5. FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter, dated November 27, 2002, that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter; however, the Company and the plan administrator believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

6. INFORMATION CERTIFIED BY THE TRUSTEE (Unaudited)

The following is a summary of the unaudited information regarding the Plan as of December 31, 2009 and 2008, and for the years ended December 31, 2009 and 2008, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by Reliance Trust Company, the trustee of the Plan, and furnished the Hartford, the plan administrator. The plan administrator has obtained certifications from the trustee that such information is complete and accurate.

	2009	2008
Statements of Net Assets Available for Benefits:		
Investments—at contract value	$ 241,793,554	$ 174,211,190
Statements of Changes in Net Assets Available for Benefits:		
Investment income:		
Interest and dividends	5,634,516	6,920,312
Net appreciation (depreciation) in fair value of investments	34,132,069	(60,177,397)

7. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan is terminated, participants would become 100 percent vested in their accounts.

8. PARTIES-IN-INTEREST

Certain Plan investments are shares of a common collective trust fund managed by the Hartford, the Plan administrator and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to the Hartford for the investment management services were $237,059 and $178,529 for the years ended December 31, 2009 and 2008, respectively, and were included as a reduction of the return earned on each fund.

9. SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through September 10, 2010, the date the financial statements were available to be issued.

On April 1, 2010 New York Life Investment Management became the new administrator and trustee of the Plan.

* * * * * *

SUPPLEMENTAL SCHEDULE

REYES HOLDINGS
401(k) THRIFT PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Plan: 005
EIN: 36-4121934
DECEMBER 31, 2009

(a)	(b) Identity of issuer	(c) Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Bank of America, N.A. Stable Asset Fund	Common Collective Trust Fund	**	$ 56,646,390
	Loomis Sayles Investment Grade Bond	Mutual Fund	**	30,043,228
	American Funds Europacific A	Mutual Fund	**	28,716,518
*	Columbia Large Company Index Fund—Class Z	Mutual Fund	**	27,305,682
	American Funds Amcap	Mutual Fund	**	17,401,271
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*	Columbia Acorn Select—Class Z	Mutual Fund	**	7,376,329
*	Columbia Acorn	Mutual Fund	**	6,564,237
	Goldman Sachs Mid Cap Value	Mutual Fund	**	6,229,551
	Allianz NFJ Dividend	Mutual Fund	**	4,827,740
	AIM Global Real Estate Fund	Mutual Fund	**	3,407,782
	Lazards Emerging Market	Mutual Fund	**	1,715,556
*	Various Participants	Loans to participants (maturing 2010 to 2025 at interest rates of 4.25% to 10.5%)	-0-	11,524,001
	Total			$ 241,793,554

* Permitted party in interest.

** Cost information is not required for participant-directed investments and, therefore, is not included.

This schedule is based on information which has been certified as complete and accurate by the Hartford, trustee.

Reyes Holdings 401(k) Thrift Plan

Financial Statements
December 31, 2009 and 2008,
and Supplemental Schedule as of
December 31, 2009, and Independent Auditors' Report

REYES HOLDINGS
401(k) THRIFT PLAN

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

BAKER TILLY

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Chicago, IL 60601-5927
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INDEPENDENT AUDITORS' REPORT

To the Employee Benefits and
Retirement Plans Committee of
Reyes Holdings, LLC:

We were engaged to audit the accompanying statements of net assets available for benefits and statements of changes in net assets available for benefits and supplemental schedule of Reyes Holdings 401(k) Thrift Plan (the "Plan") as of December 31, 2009 and 2008, and for the years then ended and the supplemental schedule of Schedule H, line 4i – Schedule of Assets (Held at End of Year) for the year ending 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, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 4 and 6, which was certified by Reliance Trust Company, plan trustee, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2009 and 2008, 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 express, 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 form the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Baker Tilly Virchow Krause, LLP

Chicago, Illinois
September 10, 2010

an independent member of
BAKER TILLY
INTERNATIONAL

REYES HOLDINGS
401(k) THRIFT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS:		
Participant-directed investments—at fair value	$ 242,027,500	$ 172,187,180
Contribution receivable from employer	5,436,054	4,674,987
Net assets available for benefits at fair value	247,463,554	176,862,167
Adjustment from fair value to contract value for fully benefit-responsive contracts	(233,946)	2,024,010
NET ASSETS AVAILABLE FOR BENEFITS	$ 247,229,608	$ 178,886,177

See notes to financial statements

REYES HOLDINGS
401(k) THRIFT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2009 and 2008

	2009	2008
ADDITIONS:		
Contributions:		
Participant contributions	$ 19,589,500	$ 17,631,463
Employer contributions	12,718,135	10,621,153
Participant rollovers	959,622	4,709,249
Total contributions	33,267,257	32,961,865
Investment income:		
Net appreciation in fair value of investments	34,132,069	-
Interest and dividends	5,634,516	6,920,312
Net investment income	39,766,585	6,920,312
Total additions	73,033,842	39,882,177
DEDUCTIONS:		
Benefits paid to participants	(11,156,435)	(15,432,205)
Administrative expenses	(328,673)	(394,020)
Net depreciation in fair value of investments	-	(60,177,397)
Total deductions	(11,485,108)	(76,003,622)
INCREASE (DECREASE) IN NET ASSETS	61,548,734	(36,121,445)
PLAN TRANSFERS	6,794,697	3,938,960
NET ASSETS AVAILABLE FOR BENEFITS — Beginning of year	178,886,177	211,068,662
NET ASSETS AVAILABLE FOR BENEFITS — End of Year	$ 247,229,608	$ 178,886,177

See notes to financial statements

1. DESCRIPTION OF THE PLAN

The following description of the Reyes Holdings 401(k) Thrift Plan (the "Plan") is provided for general information purposes only. Users of these financial statements should refer to the plan document for more complete information.

General— The Plan is a defined contribution plan for all salaried, non-union employees and hourly paid, non-union warehousemen and drivers of Reyes Holdings, LLC, The Martin-Brower Company, LLC, Chicago Beverage Systems, LLC, Harbor Distributing, LLC, Crest Beverage, LLC, Premium Distributors of Virginia, LLC, Premium Distributors of Washington D.C., LLC, Premium Distributors of Maryland, LLC, Henry Lee Distributors, LLC and Reinhart FoodService, LLC (collectively referred to as the "Company") who have completed the necessary service requirements as defined within the Plan document. Union employees of the Company for whom the collective bargaining agreement provides for coverage under the Plan are also eligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is administered by the Employee Benefits and Retirement Plans Committee (the "Committee") of the Company, appointed by the Company's shareholders. The Hartford serves as the administrator of the Plan and Reliance Trust Company serves as the trustee of the Plan.

Plan Mergers and Termination— On August 14, 2009 the Crest Beverage Co. 401(k) Plan (the "Crest Plan") was merged with the Plan, subject to the provisions of ERISA. On August 14, 2009, the Crest Plan net assets were $4,710,734.

On January 2, 2009 the Supreme Foods, Inc. 401(k) Plan (the "Supreme Plan") was merged with the Plan, subject to the provisions of ERISA. On January 2, 2009, the Supreme Plan net assets were $2,083,963.

On August 1, 2008 the Banta Foods, Inc. 401(k) Plan (the "Banta Plan") was merged with the Plan, subject to the provisions of ERISA. On August 1, 2008, the Banta Plan net assets were $3,938,960.

Contributions—Participants may elect to contribute up to 15% of annual compensation, as defined in the Plan, subject to certain Internal Revenue Code ("IRC") limitations. Effective January 1, 2006, all companies began contributing an amount equal to 50% of the percentage contributed by the participant to a maximum of 3%. Additional amounts may be contributed at the discretion of the Company. The Company made discretionary contributions of $5,436,054 and $4,674,987 for the years ended December 31, 2009 and 2008, respectively. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Participant Accounts—Individual accounts are maintained for each plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of Company discretionary contributions and plan earnings. Each participant's account is charged with withdrawals, an allocation of plan losses, and administrative expenses. Allocations are based on participant earnings or account balances, as defined within the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments—Participants direct the investment of their accounts into various investment options offered by the Plan. The Plan currently offers thirteen mutual funds and one common collective trust fund as investment options for participants.

1. DESCRIPTION OF THE PLAN (CONTINUED)

Participant Loans—A participant may borrow from their fund accounts an amount that shall not exceed the lesser of $50,000 or one-half of their account balance. Loans are secured by the participant's account and are repayable through payroll deductions over periods ranging up to 60 months or up to 15 years for the purchase of a primary residence. Terminated employees are required to repay loans within 60 days or they become deemed distributions. Interest is assessed at rates commensurate with local prevailing rates at the time funds are borrowed as determined by the trustee.

Payment of Benefits—Upon termination of service, the participant may elect to receive his or her full account balance or to defer distribution until a later date, but no later than age 70-1/2. A lump-sum payment, an annuity and monthly installment payments are optional forms of benefit payment available under the Plan.

Participants in service may make hardship withdrawals from their voluntary contributions upon demonstrating immediate financial need as defined in the Plan document. No withdrawals may be made from Company contributions.

Vesting of Benefits—Participants are immediately vested in the Plan for their own contributions plus actual earnings thereon. All participants (except for Reinhart FoodService employees) with hire dates prior to January 1, 2006 are vested in the employer matching and discretionary contributions.

Participating Reinhart FoodService employees with hire dates prior to January 1, 2006 are vested in the employer matching and discretionary contributions based on the following schedule:

Less than 2 Years	0%
2 Years	20%
3 Years	40%
4 Years	60%
5 Years	80%
6 Years or more	100%

Effective January 1, 2006, all new participants in the Plan will vest in the employer matching contribution and the employer discretionary contribution based on the following schedule:

Less than 2 Years	0%
2 Years	25%
3 Years	50%
4 Years	75%
5 Years or more	100%

Forfeited Accounts—At December 31, 2009 and 2008, forfeited nonvested accounts totaled $136,227 and $188,539, respectively. These amounts will be used to reduce future employer contributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting—The accompanying financial statements have been prepared on the accrual basis of accounting.

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

Investment Valuation and Income Recognition—The Plan's interest in mutual funds are stated at fair value based on quoted market prices. The shares of mutual funds are valued at the net asset value of shares held by the Plan at year end.

ASC topic 946-210-45-9 (formerly Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and Statement of Position 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans*), requires investment contracts held by a defined-contribution plan to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in the Bank of America, N.A Stable Asset Value Fund, a common collective trust which is a fully benefit-responsive investment. For the years ended December 31, 2009 and 2008, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment from fair value to contract value and the Statement of Changes in Net Assets Available for Benefits was prepared on the fair value basis and includes an adjustment from fair value to contract value.

The Plan's interest in the Bank of America, N.A Stable Asset Value Fund, a common collective trust fund, is valued at the amount of participant and Company contributions plus accrued interest thereon (fair value). The fund invests in guaranteed investment contracts and synthetic guaranteed investment contracts issued by various insurance companies, commercial banks and investment funds.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The fund's crediting interest rates at December 31, 2009 and 2008 were 2.99% and 4.41%, respectively, and the effective interest rate for the years ended December 31, 2009 and 2008 were 2.95% and 4.30%, respectively.

Administrative Expenses—The Company pays legal and accounting fees for the Plan. All other expenses in connection with the administration of the Plan are paid from plan assets as provided in the plan document.

Payment of Benefits—Benefit payments to participants are recorded upon distribution. As of December 31, 2009 and 2008 the Plan had no pending distributions to participants who elected to withdraw from the Plan.

3. FAIR VALUE MEASUREMENTS (Unaudited)

ASC topic 820 (formerly SFAS No. 157, *Fair Value Measurements*), establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level I, defined as observable inputs such as quoted market prices in active markets; Level II, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level III, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Assets at fair value as of December 31, 2009

	Level I	Level II	Level III	Total
Mutual Funds	173,623,163	-	-	173,623,163
Common Collective Trust Fund	-	56,880,336	-	56,880,336
Participant Loans	-	-	11,524,001	11,524,001
Total Assets at Fair Value	173,623,163	56,880,336	11,524,001	242,027,500

Assets at fair value as of December 31, 2008

	Level I	Level II	Level III	Total
Mutual Funds	117,092,293	-	-	117,092,293
Common Collective Trust Fund	-	45,490,858	-	45,490,858
Participant Loans	-	-	9,604,029	9,604,029
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* * * * * *

SUPPLEMENTAL SCHEDULE

REYES HOLDINGS
401(k) THRIFT PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Plan: 005
EIN: 36-4121934
DECEMBER 31, 2009

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	Allianz NFJ Dividend	Mutual Fund	**	4,827,740
	AIM Global Real Estate Fund	Mutual Fund	**	3,407,782
	Lazards Emerging Market	Mutual Fund	**	1,715,556
*	Various Participants	Loans to participants (maturing 2010 to 2025 at interest rates of 4.25% to 10.5%)	-0-	11,524,001
	Total			$ 241,793,554

* Permitted party in interest.

** Cost information is not required for participant-directed investments and, therefore, is not included.

This schedule is based on information which has been certified as complete and accurate by the Hartford, trustee.

Reyes Holdings 401(k) Thrift Plan

Financial Statements
December 31, 2009 and 2008,
and Supplemental Schedule as of
December 31, 2009, and Independent Auditors' Report

REYES HOLDINGS
401(k) THRIFT PLAN

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

BAKER TILLY

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INDEPENDENT AUDITORS' REPORT

To the Employee Benefits and
Retirement Plans Committee of
Reyes Holdings, LLC:

We were engaged to audit the accompanying statements of net assets available for benefits and statements of changes in net assets available for benefits and supplemental schedule of Reyes Holdings 401(k) Thrift Plan (the "Plan") as of December 31, 2009 and 2008, and for the years then ended and the supplemental schedule of Schedule H, line 4i – Schedule of Assets (Held at End of Year) for the year ending 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, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 4 and 6, which was certified by Reliance Trust Company, plan trustee, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2009 and 2008, 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 express, 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 form the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Baker Tilly Virchow Krause, LLP

Chicago, Illinois
September 10, 2010

an independent member of
BAKER TILLY
INTERNATIONAL

REYES HOLDINGS
401(k) THRIFT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS:		
Participant-directed investments—at fair value	$ 242,027,500	$ 172,187,180
Contribution receivable from employer	5,436,054	4,674,987
Net assets available for benefits at fair value	247,463,554	176,862,167
Adjustment from fair value to contract value for fully benefit-responsive contracts	(233,946)	2,024,010
NET ASSETS AVAILABLE FOR BENEFITS	$ 247,229,608	$ 178,886,177

See notes to financial statements

REYES HOLDINGS
401(k) THRIFT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2009 and 2008

	2009	2008
ADDITIONS:		
Contributions:		
Participant contributions	$ 19,589,500	$ 17,631,463
Employer contributions	12,718,135	10,621,153
Participant rollovers	959,622	4,709,249
Total contributions	33,267,257	32,961,865
Investment income:		
Net appreciation in fair value of investments	34,132,069	-
Interest and dividends	5,634,516	6,920,312
Net investment income	39,766,585	6,920,312
Total additions	73,033,842	39,882,177
DEDUCTIONS:		
Benefits paid to participants	(11,156,435)	(15,432,205)
Administrative expenses	(328,673)	(394,020)
Net depreciation in fair value of investments	-	(60,177,397)
Total deductions	(11,485,108)	(76,003,622)
INCREASE (DECREASE) IN NET ASSETS	61,548,734	(36,121,445)
PLAN TRANSFERS	6,794,697	3,938,960
NET ASSETS AVAILABLE FOR BENEFITS — Beginning of year	178,886,177	211,068,662
NET ASSETS AVAILABLE FOR BENEFITS — End of Year	$ 247,229,608	$ 178,886,177

See notes to financial statements

1. DESCRIPTION OF THE PLAN

The following description of the Reyes Holdings 401(k) Thrift Plan (the "Plan") is provided for general information purposes only. Users of these financial statements should refer to the plan document for more complete information.

General— The Plan is a defined contribution plan for all salaried, non-union employees and hourly paid, non-union warehousemen and drivers of Reyes Holdings, LLC, The Martin-Brower Company, LLC, Chicago Beverage Systems, LLC, Harbor Distributing, LLC, Crest Beverage, LLC, Premium Distributors of Virginia, LLC, Premium Distributors of Washington D.C., LLC, Premium Distributors of Maryland, LLC, Henry Lee Distributors, LLC and Reinhart FoodService, LLC (collectively referred to as the "Company") who have completed the necessary service requirements as defined within the Plan document. Union employees of the Company for whom the collective bargaining agreement provides for coverage under the Plan are also eligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is administered by the Employee Benefits and Retirement Plans Committee (the "Committee") of the Company, appointed by the Company's shareholders. The Hartford serves as the administrator of the Plan and Reliance Trust Company serves as the trustee of the Plan.

Plan Mergers and Termination— On August 14, 2009 the Crest Beverage Co. 401(k) Plan (the "Crest Plan") was merged with the Plan, subject to the provisions of ERISA. On August 14, 2009, the Crest Plan net assets were $4,710,734.

On January 2, 2009 the Supreme Foods, Inc. 401(k) Plan (the "Supreme Plan") was merged with the Plan, subject to the provisions of ERISA. On January 2, 2009, the Supreme Plan net assets were $2,083,963.

On August 1, 2008 the Banta Foods, Inc. 401(k) Plan (the "Banta Plan") was merged with the Plan, subject to the provisions of ERISA. On August 1, 2008, the Banta Plan net assets were $3,938,960.

Contributions—Participants may elect to contribute up to 15% of annual compensation, as defined in the Plan, subject to certain Internal Revenue Code ("IRC") limitations. Effective January 1, 2006, all companies began contributing an amount equal to 50% of the percentage contributed by the participant to a maximum of 3%. Additional amounts may be contributed at the discretion of the Company. The Company made discretionary contributions of $5,436,054 and $4,674,987 for the years ended December 31, 2009 and 2008, respectively. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Participant Accounts—Individual accounts are maintained for each plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of Company discretionary contributions and plan earnings. Each participant's account is charged with withdrawals, an allocation of plan losses, and administrative expenses. Allocations are based on participant earnings or account balances, as defined within the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments—Participants direct the investment of their accounts into various investment options offered by the Plan. The Plan currently offers thirteen mutual funds and one common collective trust fund as investment options for participants.

1. DESCRIPTION OF THE PLAN (CONTINUED)

Participant Loans—A participant may borrow from their fund accounts an amount that shall not exceed the lesser of $50,000 or one-half of their account balance. Loans are secured by the participant's account and are repayable through payroll deductions over periods ranging up to 60 months or up to 15 years for the purchase of a primary residence. Terminated employees are required to repay loans within 60 days or they become deemed distributions. Interest is assessed at rates commensurate with local prevailing rates at the time funds are borrowed as determined by the trustee.

Payment of Benefits—Upon termination of service, the participant may elect to receive his or her full account balance or to defer distribution until a later date, but no later than age 70-1/2. A lump-sum payment, an annuity and monthly installment payments are optional forms of benefit payment available under the Plan.

Participants in service may make hardship withdrawals from their voluntary contributions upon demonstrating immediate financial need as defined in the Plan document. No withdrawals may be made from Company contributions.

Vesting of Benefits—Participants are immediately vested in the Plan for their own contributions plus actual earnings thereon. All participants (except for Reinhart FoodService employees) with hire dates prior to January 1, 2006 are vested in the employer matching and discretionary contributions.

Participating Reinhart FoodService employees with hire dates prior to January 1, 2006 are vested in the employer matching and discretionary contributions based on the following schedule:

Less than 2 Years	0%
2 Years	20%
3 Years	40%
4 Years	60%
5 Years	80%
6 Years or more	100%

Effective January 1, 2006, all new participants in the Plan will vest in the employer matching contribution and the employer discretionary contribution based on the following schedule:

Less than 2 Years	0%
2 Years	25%
3 Years	50%
4 Years	75%
5 Years or more	100%

Forfeited Accounts—At December 31, 2009 and 2008, forfeited nonvested accounts totaled $136,227 and $188,539, respectively. These amounts will be used to reduce future employer contributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting—The accompanying financial statements have been prepared on the accrual basis of accounting.

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

Investment Valuation and Income Recognition—The Plan's interest in mutual funds are stated at fair value based on quoted market prices. The shares of mutual funds are valued at the net asset value of shares held by the Plan at year end.

ASC topic 946-210-45-9 (formerly Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and Statement of Position 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans*), requires investment contracts held by a defined-contribution plan to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in the Bank of America, N.A Stable Asset Value Fund, a common collective trust which is a fully benefit-responsive investment. For the years ended December 31, 2009 and 2008, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment from fair value to contract value and the Statement of Changes in Net Assets Available for Benefits was prepared on the fair value basis and includes an adjustment from fair value to contract value.

The Plan's interest in the Bank of America, N.A Stable Asset Value Fund, a common collective trust fund, is valued at the amount of participant and Company contributions plus accrued interest thereon (fair value). The fund invests in guaranteed investment contracts and synthetic guaranteed investment contracts issued by various insurance companies, commercial banks and investment funds.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The fund's crediting interest rates at December 31, 2009 and 2008 were 2.99% and 4.41%, respectively, and the effective interest rate for the years ended December 31, 2009 and 2008 were 2.95% and 4.30%, respectively.

Administrative Expenses—The Company pays legal and accounting fees for the Plan. All other expenses in connection with the administration of the Plan are paid from plan assets as provided in the plan document.

Payment of Benefits—Benefit payments to participants are recorded upon distribution. As of December 31, 2009 and 2008 the Plan had no pending distributions to participants who elected to withdraw from the Plan.

3. FAIR VALUE MEASUREMENTS (Unaudited)

ASC topic 820 (formerly SFAS No. 157, *Fair Value Measurements*), establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level I, defined as observable inputs such as quoted market prices in active markets; Level II, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level III, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Assets at fair value as of December 31, 2009

	Level I	Level II	Level III	Total
Mutual Funds	173,623,163	-	-	173,623,163
Common Collective Trust Fund	-	56,880,336	-	56,880,336
Participant Loans	-	-	11,524,001	11,524,001
Total Assets at Fair Value	173,623,163	56,880,336	11,524,001	242,027,500

Assets at fair value as of December 31, 2008

	Level I	Level II	Level III	Total
Mutual Funds	117,092,293	-	-	117,092,293
Common Collective Trust Fund	-	45,490,858	-	45,490,858
Participant Loans	-	-	9,604,029	9,604,029
Total Assets at Fair Value	117,092,293	45,490,858	9,604,029	172,187,180

Following is a reconciliation of Level 3 investments which significant unobservable inputs were used to determine fair value:

Balance as of December 31, 2007	8,050,055
Earnings	17,642
Transfers in and/or out of Level 3	1,536,332
Balance as of December 31, 2008	9,604,029
Earnings	636,050
Transfers in and/or out of Level 3	1,283,922
Balance as of December 31, 2009	11,524,001

4. INVESTMENTS (Unaudited)

The Plan's investments that represented five percent or more of the Plan's net assets available for benefits as of December 31, 2009 and 2008, respectively, are as follows:

	2009	2008
Bank of America, N.A. Stable Asset Fund, 5,626,235 and 4,751,487 shares, respectively	$ 56,646,390	$ 47,514,868
Loomis Sayles Investment Grade Bond, 2,572,382 shares	30,043,228	N/A
American Funds Europacific A, 749,007 and 532,256 shares, respectively	28,716,518	14,908,504
Columbia Large Company Index Fund—Class Z, 1,269,441 and 1,167,172 shares, respectively	27,305,682	20,227,098
American Funds Amcap, 1,048,269 and 996,323 shares, respectively	17,401,271	12,025,621
Blackrock Large Cap Core-Inst, 1,583,218 and 1,534,171 shares, respectively	15,942,975	12,948,405
Columbia U.S. Treasury Index - Class Z, 1,164,239 and 1,110,206 shares, respectively	12,899,776	13,233,650
Columbia Income, 2,211,241 shares	N/A	17,314,016

During the years ended December 31, 2009 and 2008, the Plan's mutual fund investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2009	2008
American Funds Europacific A	$ 6,794,458	$ (11,147,807)
Columbia Large Company Index Fund - Class Z	5,256,727	(11,977,960)
American Funds Amcap	4,749,399	(7,729,994)
Loomis Sayles Investment Grade Bond	4,391,888	-
Oppenheimer Small & Mid Cap Value	3,464,397	(7,009,650)
Columbia Acorn Select - Class Z	3,003,820	(4,055,745)
Blackrock Large Cap Core-Inst	2,651,426	(7,725,444)
Columbia Acorn	1,901,682	(2,875,571)
Goldman Sachs Mid Cap Value	1,494,245	(2,212,473)
AIM Global Real Estate Fund	729,135	-
Allianz NFJ Dividend	420,318	-
Lazards Emerging Market	311,234	-
Hotchkis & Wiley Large Cap Value	99,274	(2,242,432)
Bank of America, N.A. Stable Asset Fund	38,788	-
AIM Real Estate	(80,939)	(1,277,092)
Columbia Income	(110,568)	(3,022,998)
Columbia U.S. Treasury Index - Class Z	(983,215)	1,099,769
Net appreciation (depreciation) of investments	$ 34,132,069	$ (60,177,397)

4. INVESTMENTS (Unaudited) (Continued)

The Plan provides for investments in mutual funds and a common collective trust fund that, in general, are exposed to various risks such as interest rate, credit and overall market volatility 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 participant account balances and the amounts reported in the net assets available for benefits.

5. FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter, dated November 27, 2002, that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter; however, the Company and the plan administrator believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

6. INFORMATION CERTIFIED BY THE TRUSTEE (Unaudited)

The following is a summary of the unaudited information regarding the Plan as of December 31, 2009 and 2008, and for the years ended December 31, 2009 and 2008, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by Reliance Trust Company, the trustee of the Plan, and furnished the Hartford, the plan administrator. The plan administrator has obtained certifications from the trustee that such information is complete and accurate.

	2009	2008
Statements of Net Assets Available for Benefits:		
Investments—at contract value	$ 241,793,554	$ 174,211,190
Statements of Changes in Net Assets Available for Benefits:		
Investment income:		
Interest and dividends	5,634,516	6,920,312
Net appreciation (depreciation) in fair value of investments	34,132,069	(60,177,397)

7. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan is terminated, participants would become 100 percent vested in their accounts.

8. PARTIES-IN-INTEREST

Certain Plan investments are shares of a common collective trust fund managed by the Hartford, the Plan administrator and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to the Hartford for the investment management services were $237,059 and $178,529 for the years ended December 31, 2009 and 2008, respectively, and were included as a reduction of the return earned on each fund.

9. SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through September 10, 2010, the date the financial statements were available to be issued.

On April 1, 2010 New York Life Investment Management became the new administrator and trustee of the Plan.

* * * * * *

SUPPLEMENTAL SCHEDULE

REYES HOLDINGS
401(k) THRIFT PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Plan: 005
EIN: 36-4121934
DECEMBER 31, 2009

(a)	(b) Identity of issuer	(c) Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Bank of America, N.A. Stable Asset Fund	Common Collective Trust Fund	**	$ 56,646,390
	Loomis Sayles Investment Grade Bond	Mutual Fund	**	30,043,228
	American Funds Europacific A	Mutual Fund	**	28,716,518
*	Columbia Large Company Index Fund—Class Z	Mutual Fund	**	27,305,682
	American Funds Amcap	Mutual Fund	**	17,401,271
*	Blackrock Large Cap Core-Inst	Mutual Fund	**	15,942,975
*	Columbia U.S. Treasury Index—Class Z	Mutual Fund	**	12,899,776
	Oppenheimer Small & Mid Cap Value	Mutual Fund	**	11,192,518
*	Columbia Acorn Select—Class Z	Mutual Fund	**	7,376,329
*	Columbia Acorn	Mutual Fund	**	6,564,237
	Goldman Sachs Mid Cap Value	Mutual Fund	**	6,229,551
	Allianz NFJ Dividend	Mutual Fund	**	4,827,740
	AIM Global Real Estate Fund	Mutual Fund	**	3,407,782
	Lazards Emerging Market	Mutual Fund	**	1,715,556
*	Various Participants	Loans to participants (maturing 2010 to 2025 at interest rates of 4.25% to 10.5%)	-0-	11,524,001
	Total			$ 241,793,554

* Permitted party in interest.

** Cost information is not required for participant-directed investments and, therefore, is not included.

This schedule is based on information which has been certified as complete and accurate by the Hartford, trustee.