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
FAUST DISTRIBUTING COMPANY INC 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 07/01/1993

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
FAUST DISTRIBUTING COMPANY INC

10040 I-10 EAST
HOUSTON, TX 77029-1902

2b Employer Identification Number (EIN) 74-1386097

2c Sponsor's telephone number 713-673-5111

2d Business code (see instructions) 424800

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/05/2010	DONALD CHANCELLOR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/05/2010	DONALD CHANCELLOR
	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")
FAUST DISTRIBUTING COMPANY INC

10040 I-10 EAST
HOUSTON, TX 77029-1902

3b Administrator's EIN
74-1386097

3c Administrator's telephone number
713-673-5111

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**	191
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**	174
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	6
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	180
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	180
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	124
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
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)	X	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)	X	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)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)			**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
FAUST DISTRIBUTING COMPANY INC 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500.
FAUST DISTRIBUTING COMPANY INC

D Employer Identification Number (EIN)
74-1386097

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

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	040329	180	01/01/2009	12/31/2009

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	1090103
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	987354
c	Additions: (1) Contributions deposited during the year	7c(1)	101492		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	33021		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	59670		
	▶ LOAN REPAYMENTS, FORFS, MISC.				
	(6) Total additions			7c(6)	194183
d	Total of balance and additions (add **b** and **c(6)**).			7d	1181537
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	404		
	(2) Administration charge made by carrier	7e(2)	254		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	90776		
	▶ LOAN INITIATIONS, FORFS, MISC.				
	(5) Total deductions			7e(5)	91434
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	1090103

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

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
FAUST DISTRIBUTING COMPANY INC 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FAUST DISTRIBUTING COMPANY INC

D Employer Identification Number (EIN)
74-1386097

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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)

NATIONAL FINANCIAL PARTNERS

74-2794194

(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?
27	NONE	15000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

EDWARDS & LEATHERS, P.C

20-8739519

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	8100	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

IPS ADVISORS, INC.

75-2817385

(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?
27	INVESTMENT ADVISOR	5000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 37 50 64	NONE	1505	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

PRUDENTIAL INVESTMENT MANAGEMENT SE

13-4122960

(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?
63	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

THE PRUDENTIAL INSURANCE COMPANY OF

22-1211670

(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 37 50 64	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	0

(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.
ALLIANCEBERNSTEIN INVESTMENTS. INC. 13-3191825	30.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 ALLI BERN REAL ESTATE A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	0

(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.
ALLIANZ GLOBAL INVESTORS DIST., LLC 06-1500307	25.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 ALLIANZ NFJ SM CAP VAL A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	0

(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.
ALLIANZ GLOBAL INVESTORS DIST., LLC 06-1500307	25.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 PIMCO REAL RET BOND FD A

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
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	0

(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.
ALLIANZ GLOBAL INVESTORS DIST., LLC 06-1500307	25.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 PIMCO TOTAL RETURN A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	0

(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.
AMERICAN FUNDS DISTRIBUTORS INC 95-2769620	50.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 FUNDAMENTAL INV FD R3

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	0

(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.
BLACKROCK INVESTMENTS, INC 32-0174431	50.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 BLACKROCK EQUITY DIV R

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
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	0

(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.
COLUMBIA MANAGEMENT DISTRIBUTORS, I 04-3156901	50.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 COLUMBIA MID CAP VA FD R

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	0

(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.
DELAWARE DISTRIBUTORS INC 35-1140070	30.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 DELAWARE DIVERS INCO A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	0

(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.
FIDELITY DISTRIBUTORS CORPORATION 04-2270522	50.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 FID ADV LEVERAG CO STK T

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
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	0

(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.
INVESCO AIM DISTRIBUTORS, INC. 74-1894784	25.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 AIM MID CAP EQUITY FUND A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	0

(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.
INVESCO AIM DISTRIBUTORS, INC. 74-1894784	25.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 AIM SUMMIT A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	0

(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.
JOHN HANCOCK FUNDS, LLC 04-3111116	25.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 JOHN HAN HIGH YIELD BD A

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
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	0

(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.
LORD ABBETT DISTRIBUTOR LLC 13-3897544	35.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 LORD ABBETT DEVLP GRTH A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	0

(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.
THORNBURG SECURITIES CORPORATION 85-0318563	50.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 THORNB INCOME BUILDER R3

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	0

(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.
THORNBURG SECURITIES CORPORATION 85-0318563	50.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 THORNBURG CORE GROWTH R3

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
PRUDENTIAL INVESTMENT MANAGEMENT SE	63	0

(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.
THORNBURG SECURITIES CORPORATION 85-0318563	50.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 THORNBURG INTERN VALUE R3

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
ALLIANCEBERNSTEIN INVESTOR SVCS 13-3211780	25.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 ALLI BERN REAL ESTATE A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
AMERICAN FUNDS SERVICE CO 95-2566717	15.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 FUNDAMENTAL INV FD R3

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
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
BOSTON FINANCIAL DATA SERVICE, INC 04-2526037	55.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 WELLS FARGO ADV SM CAP

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
BOSTON FINANCIAL DATA SERVICES, INC 04-2526037	20.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 THORNB INCOME BUILDER R3

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
BOSTON FINANCIAL DATA SERVICES, INC 04-2526037	20.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 THORNBURG CORE GROWTH R3

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
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
BOSTON FINANCIAL DATA SERVICES, INC 04-2526037	20.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 THORNBURG INTERN VALUE R3

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
BOSTON FINANCIAL DATA SVCS 04-2526037	25.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 ALLIANZ NFJ SM CAP VAL A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
COLUMBIA MANAGEMENT SERVICES INC 04-2838628	25.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 COLUMBIA MID CAP VA FD R

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
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
DELAWARE SERVICE COMPANY 35-1140070	15.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 DELAWARE DIVERS INCO A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
DST SYSTEMS, INC. 43-1581814	0.000 BPS AND $16.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 LORD ABBETT DEVLP GRTH A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
FIDELITY INV INSTITU OPERATIONS CO 04-2882358	15.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 FID ADV LEVERAG CO STK T

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
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
INVESCO AIM INVESTMENT SERVICES, IN 98-0557567	25.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 AIM MID CAP EQUITY FUND A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
INVESCO AIM INVESTMENT SERVICES, IN 98-0557567	25.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 AIM SUMMIT A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
JOHN HANCOCK SIGNATURE SERVICES INC 10-7389400	25.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 JOHN HAN HIGH YIELD BD A

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
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
PFPC GLOBAL SERVICES 23-7801381	20.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 PIMCO REAL RET BOND FD A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
PFPC GLOBAL SERVICES 23-7801381	20.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 PIMCO TOTAL RETURN A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(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.
PNC GLOBAL INVESMNT SRVCNG U.S. INC 04-2871943	25.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 BLACKROCK EQUITY DIV R

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
THE PRUDENTIAL INSURANCE COMPANY OF	61 72	0

(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.
PRUDENTIAL INVESTMENTS, LLC 22-3468527	21.500 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 6/30/2009 DRYDEN STOCK INDEX FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	60	0

(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.
PRUDENTIAL MUTUAL FUND SERVICES, LL 22-3489487	13.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2009 TO 12/31/2009 DRYDEN STOCK INDEX FUND

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
FAUST DISTRIBUTING COMPANY INC 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FAUST DISTRIBUTING COMPANY INC

D Employer Identification Number (EIN)
74-1386097

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)		
(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)	265411	285215
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	0	
(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)	4468627	6485866
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	987354	1090103
(15) Other	1c(15)	0	

			(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	5721392	7861184
	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	5721392	7861184

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)	168605	
	(B) Participants	2a(1)(B)	476537	
	(C) Others (including rollovers)	2a(1)(C)	116920	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		762062
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)	19651	
	(F) Other	2b(1)(F)	33021	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		52672
	(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)	116045	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		116045
	(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)		
(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)		1286964
c Other income	2c		19980
d Total income. Add all **income** amounts in column (b) and enter total	2d		2237723
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	65479	
(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)		65479
f Corrective distributions (see instructions)	2f		2752
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	29700	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		29700
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		97931
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		2139792
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: EDWARDS & LEATHERS (2) EIN: 76-0341565

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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

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
FAUST DISTRIBUTING COMPANY INC 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FAUST DISTRIBUTING COMPANY INC

D Employer Identification Number (EIN)
74-1386097

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): 22-1211670

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):

FAUST DISTRIBUTING COMPANY, INC 401 (K) SAVINGS PLAN REPORT ON AUDITS OF FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

DECEMBER 31, 2009 and 2008

CONTENTS

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EDWARDS AND LEATHERS, P.C.

Certified Public Accountants

Larry V. Edwards
Michael R. Leathers

To the Participants and the Board of Trustees of
Faust Distributing Company, Inc. 401(k) Savings Plan
Houston, Texas

We were engaged to audit the Statements of Net Assets Available for Benefits of Faust Distributing Company, Inc. 401(k) Savings Plan as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules as of and for the years ended December 31, 2009 and 2008 as listed in the accompanying index. These financial statements and schedules 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 Note D, which was certified by Prudential Retirement Insurance and Annuity Company for the year ended December 31, 2009 and 2008 the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the 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, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from 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.

Edwards & Leathers, P.C.

Baytown, Texas
September 22, 2010

Edwards and Leathers, P.C.
Certified Public Accountants

606 Rollingbrook • P.O. Box 860 • Baytown, Texas 77522-0860 • (281) 428-1655 • Fax (281) 422-6744

Member of the American Institute of Certified Public Accountants
MEMBER OF THE TEXAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

Faust Distributing Company, Inc. 401(k) Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	2009	2008
ASSETS		
Investments:		
at fair value (Note)		
Pooled separate accounts	$ -0-	$ -0-
Mutual funds	6,485,866	4,468,627
Insurance contract	1,090,103	987,354
Participant loans	285,215	265,411
Other	-0-	-0-
Total investments	7,861,184	5,721,392
Total assets	7,861,184	5,721,392
LIABILITIES		
Other liabilities	-0-	-0-
Total liabilities	-0-	-0-
Net assets available for benefits	$ 7,861,184	$ 5,721,392

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

Faust Distributing Company, Inc. 401(k) Savings Plan,
Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2009 and 2008

	December 31, 2009	2008
Additions to net assets attributed to:		
Investment income:		
Net investment return	$ 1,286,964	$(2,691,015)
Dividends	116,045	-0-
Interest	72,652	66,096
Total investment income (loss)	1,475,661	(2,624,919)
Contributions:		
Employer contributions	168,605	128,794
Employees' contributions	476,537	481,137
Rollover contributions	116,920	-0-
Total contributions	762,062	609,931
Other income	-0-	(32,463)
Total additions	2,237,723	(2,047,451)
Deductions from net assets attributed to:		
Benefits paid to participants	68,231	568,335
Total benefits	68,231	568,338
Administrative fees	29,700	10,923
Total deductions	97,931	579,258
Net increase (decrease)	2,139,792	(2,626,709)
Net assets available for benefits:		
Beginning of year	5,721,392	8,348,101
End of year	$ 7,861,184	$ 5,721,392

The accompanying notes are integral part of these financial statements.

A. DESCRIPTION OF THE PLAN

The following brief description of Faust Distributing Company, Inc. 401(k) Savings Plan is provided for general information purposes only. Participants should refer to their Plan agreement for more complete information.

1. **General.** The plan, Faust Distributing Company, Inc. 401(k) Savings Plan, was created effective January 1, 1993. The adopting employer was Donald F. Faust dba South Texas Distributing Company. In 2000 Faust DC, Ltd. became an adopting employer replacing South Texas Distributing Company. The plan was created for the purpose of providing retirement benefits for the employees.

2. **Contributions.** Each year the Company will match 50.00% of your deferral contributions to the Plan up to an amount equal to 6.00% of your pay. The percentage of your deferral contributions to be matched by the Company may be increased or decreased by resolution of the Board of Trustees of the Company.

   Matching contributions made for Highly Compensated Employees may be restricted by certain discrimination tests as required by law. Generally, the average rate of matching contributions made for Highly Compensated Employees may not exceed the average rate of matching contributions made for Non-Highly Compensated Employees by more than the greater of (i)125%, (ii) 200%, if the Non -Highly Compensated average rate of matching contributions is less than 2%, or (iii) an additional 2% if the Non-Highly Compensated average rate of matching contributions exceeds 2%. In applying these limits, any matching contributions made for certain family members of a Highly Compensated Employee will be considered as if made for that Employee.

3. **Participant Accounts.** Each participant's account is fixed annually at the valuation date of December 31 by the Board of Trustees. Employment on the Allocation Date is not required in order for an employee to share in the allocation of the Company's matching contribution. If an employee retires at or after his Normal Retirement Date, his account will receive a contribution allocation during the year which he retires, regardless of the number of hours he worked in that Plan year.

4. **Vesting.** Vesting Service is defined as all years of employment with the employer. A year of vesting shall be credited for each year during which the employee is credited with 1000 hours of service.

Top Heavy Vesting Schedule:

Years of Vesting Service	Vested Percentage
Less than 2 years	0%
At least 2	20%
3	40%
4	60%
5	80%
6	100%

Termination Benefits-Vesting: Employees are vested in their Employer Account Balance in accordance with the following schedule:

Years of Vesting Service	Vested Percentage
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

5. **Eligibility.** An employee is eligible to enter the plan on his Entry Date following completion of the eligibility requirements below.

Hours of Service:	1000.0
Minimum Age:	21.0

6. **Participant Accounts.**

TRUST EARNINGS AND LOSSES

All accounts will be valued at the end of each Accounting Period to determine that fair market value of Plan assets and the increase or decrease in the value of those assets since the preceding valuation date. Each account will receive an allocation of the earnings or losses for each Accounting Period.

This allocation is generally based upon the ratio which the value of the account bears to the value of the Accounts of all Participants at the close of the preceding Accounting Period and after each share of all contributions are allocated to each Account for the prior Accounting Period. However, if an employee has received a distribution or other withdrawal from his account during the period, or if some portion of his account is used to pay expenses directly attributable to him, his share of earnings or losses will be adjusted accordingly.

7. **Benefits.** Benefit payments begin upon retirement, termination, disability, or death.

   a. **Normal Retirement Benefits.** An employee will be eligible to retire and to begin receiving a Normal Retirement Benefit on the Normal Retirement Date, which is age 65 or on the employee's 5th anniversary of joining the Plan, if later.

   b. **Late Retirement Benefits.** If an employee continues to work past his Normal Retirement Date he will be eligible to receive a benefit as of his Late Retirement Date equal to his account balance(s). His benefit must commence no later than the April 1st following the calendar year in which he attains age 70½. This requirement is waived if the employee attained age 70½ before January 1, 1988.

   c. **Disability Benefits.** If an employee becomes disabled while in the employ of the Employer, he will be eligible for a Disability Benefit. The Plan Administrator, before approving the payment of a Disability Retirement Benefit, may require satisfactory proof, in the form of a certificate from a duly licensed physician selected or approved by the Plan Administrator, that the Participant has become disabled as provided by the Plan.

   d. **Death Benefits.** In the event of an employee's death prior to Normal Retirement, the Plan provides for payment of a Pre-retirement Death Benefit.

The summary plan description should be reviewed for a more detailed description of the plan's benefits.

8. **Participant Loans.** Loans to Participants are allowed, subject to terms and conditions set by the Plan Administrator. Generally, the loan must bear a reasonable rate of interest, the loan shall be secured by the Participant's Vested Account Balance(s), all loan applications shall be in writing and principal and interest shall be paid no less often than quarterly. The loan must be repaid within 5 years, unless used for the purchase of a primary residence. No distributions shall be made to a Participant or a designated beneficiary until the unpaid balance of a loan, if any, has been liquidated.

   The total loan shall not exceed $50,000 or, if less, ½ of Vested Interest of the Participant's Account Balance(s). Certain restrictions may also apply if refinancing an existing participant loan. A copy of the loan guidelines currently in effect accompanies this summary. The Company reserves the right to amend, limit or terminate the availability of participant loans by amending the loan guidelines.

   In no event, however, shall a loan be made to a Participant who is an owner-employee (an employee who is self-employed with respect to the business and who owns more than 10% of the capital or profit interest of the business). No loan shall be made to a Participant who is a shareholder-employee owning more than 5% of the stock if the Corporation is a Sub-S Corporation.

9. **Funding Policy.** Faust Distributing Company, Inc. (the Company) has established the Faust Distributing Co., Inc. 401 (k) Savings Plan (hereafter called the Plan), the purpose of which is to provide plan participants with retirement benefits in order to supplement their social security benefits.

   The Plan will also provide benefits to participants who die, who become disabled, or who terminate employment with the Company for reasons other than retirement, death or disability, provided they have accrued a vested interest in their account balanced under the terms of the Plan.

   Since the primary purpose of the Plan is to provide retirement benefits, the primary investment strategy to be followed by the Trustee should stress the security and long-term stability of Plan assets, combined with moderate growth that corresponds to participants' anticipated retirement dates.

Investments should be reasonably diversified in order to prevent asset erosion by inflation. Investments should also provide for sufficient liquid assets to allow the plan to make distributions on short notice to participants who have died or become disabled and are entitled to benefits.

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Date of Management's Review. Subsequent events were evaluated through September 23, 2010, which is the date the financial statements were available to be issued.

Basis of Accounting. The financial statements of the Plan are prepared under the accrual basis of accounting.

Use of Estimates. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The estimates included in these financial statements are those for the fair value of investments. Actual results could differ from those estimates. Estimates may change prior to December 31, 2010.

Investment Valuation and Income Recognition. The fair value of investments is determined by the Plan's investment advisor who uses the services of an investment service bureau. Interest Income is recorded on the accrual basis.

Payment of Benefits. Benefits are recorded when paid.

C. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

	Fair Value	Fair Value Measurements at Reporting Date Using: Quoted Prices In Active Markets for Identical Assets (Level 1)	(Level 3)
December 31, 2009			
Mutual Fund	$ 6,485,866	$ 6,485,866	
Participant loans	285,215		285,215
Insurance contract	1,090,103		1,090,103
Total	$ 7,861,184	$ 6,485,866	$ 1,375,318
December 31, 2008			
Mutual Fund	$ 4,468,627	$ 4,468,627	
Participant loans	265,411		265,411
Insurance contract	987,354		987,354
Total	$ 5,721,392	$ 4,468,627	$ 1,252,765

The fair value measurements accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority. Level 2 inputs consist of observable inputs other that quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs were used only when Level 1 inputs were not available.

Level 1 Fair Value Measurements

The fair values of mutual funds in trust accounts are based on quoted market prices from active markets.

Level 3

The investment in Contract with insurance company and the participant loans are not actively traded and significant other observable inputs are not available. The fair value of the Contract with insurance company and the participant loans are determined by the report provided by the custodian of the Contract with insurance company and participant loans.

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

	INVESTMENT CONTRACT	PARTICIPANT LOANS	TOTAL
December 31, 2009			
Beginning balance	$ 987,354	$ 265,411	$ 1,252,765
Total gains or losses included in changes in net assets available for benefits	102,749	19,804	122,553
Ending balance	$ 1,090,103	$ 285,215	$ 1,375,318
December 31, 2008			
Beginning balance	$ 735,516	$ 327,933	$ 1,063,449
Total gains or losses included in changes in net assets available for benefits	251,838	(62,522)	189,316
Ending balance	$ 987,354	$ 265,411	$ 1,252,765

D. INVESTMENTS

The Plan's investments consisted of mutual funds, participants loans, and other investments for 2009 and 2008. The following table presents the fair value of investments. Investments that represent 5 percent or more of net assets available for benefits are separately identified.

Fair Value of Investments

	2009 Fair Value	2008 Fair Value
Investments at Fair Value as Determined by Quoted Market Price		
Mutual funds	$ 6,485,866	$ 4,468,627
Investments at Fair Value		
Insurance contract	1,090,103	987,354
Participant Loans	285,215	265,411
Total investments	$ 7,861,184	$ 5,721,392

Mutual funds, and insurance contract represented 5 percent or more of net assets available for benefits.

E. DOL LIMITED SCOPE AUDIT

The trustee of the Plan is Prudential Retirement Insurance and Annuity Company at December 31, 2009 and December 31, 2008. In accordance with section 2520. 103-5 of the Department of Labor Regulations, Prudential Retirement Insurance and Annuity Company certifies the investments, earnings and plan activity are complete and accurate for the year ending December 31, 2009 and 2008, respectively.

F. PLAN TERMINATION

Currently there are no intentions to terminate the plan, but the company shall have the right at any time to terminate the Plan. Upon such termination, each Account Balance will become 100% vested and nonforfeitable.

Upon such termination, the Company shall arrange for the allocation of all assets among the Participants. In no event shall any amount contributed to the Plan revert to the Company, except to the extent allowed by law.

G. INCOME TAX STATUS

The plan obtained its latest determination letter on June 2, 1993, in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan has been amended since receiving the determination letter. However, the plan administrator and the plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the plan's financial statements.

H. CONCENTRATION OF RISK

The employers and employees who contribute to the Plan are located in southeast Texas. A down turn in the economy in this region of the state could adversely affect the Plan.

\ future contribution

I. PARTY - IN - INTEREST

Transactions with parties-in-interest consisted of transactions with the Plan's investment manager and the Plan's auditor in the ordinary course of business. Transactions with all parties – in – interest are equivalent to those that prevail in arms-length transactions.

J. RECONCILIATION OF FINANCIAL STATEMENTS TO INTERNAL REVENUE SERVICE FORM 5500 AMOUNTS

The difference between the information in the financial statements and in the assets, liabilities, income, expenses, and changes in net assets reported in Form 5500 are explained below.

There were no differences between the information in the financial statements and the Forms 5500.

SUPPLEMENTAL SCHEDULES

FAUST DISTRIBUTING COMPANY, INC. 401(K) SAVINGS PLAN
Supplemental Schedules
December 31, 2009 and 2008

(A) Schedule of Assets Held for Investment Purposes at Year End

See Schedule 1

(B) Schedule of Investment Assets That Were Both Acquired and Disposed of Within The Plan Year

None

(C) Schedule of Loans and Fixed Income Obligations

None

(D) Schedule of Leases in Default or Classified as Uncollectible

None

(E) Schedule of Reportable Transactions

None

(F) Schedule of Nonexempt (Prohibited) Transactions That Are Disclosed in Notes to Financial Statements

None

(G) Schedule of Nonexempt (Prohibited) Transactions That Are Not Disclosed in Notes to the Financial Statements

None

FAUST DISTRIBUTING COMPANY, INC. 401 (k) SAVINGS PLAN
EIN # 74-1386097
PN # 002

Item 27a-Schedule of Assets Held for Investments Purpose
DECEMBER 31, 2009

Schedule 1

(a)(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment	(d) Cost	(e) Current Value
PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO.			
PRUDENTIAL RETIREMENT INS	INSURANCE CONTRACT	$ 1,090,103	$ 1,090,103
TOTAL PRUDENTIAL RET. INSURANCE & ANNUITY CO.		**$ 1,090,103**	**$ 1,090,103**
MUTUAL FUNDS			
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	495,019	437,533
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	1,709,740	1,449,545
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	222,009	190,718
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	526,316	549,492
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	285,433	259,229
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	43,828	39,142
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	153,181	186,607
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	94,450	96,210
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	1,366,925	1,058,308
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	995,014	895,090
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	315,408	275,939
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	153,922	153,518
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	346,926	339,457
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	11,700	14,595
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	618,493	540,483
TOTAL MUTUAL FUNDS		**$ 7,338,364**	**$ 6,485,866**

FAUST DISTRIBUTING COMPANY, INC. 401 (k) SAVINGS PLAN
EIN # 74-1386097
PN # 002

Item 27a-Schedule of Assets Held for Investments Purpose
DECEMBER 31, 2009

Schedule 1

(a)(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including interest rate		(d) Cost	(e) Current Value
PARTICIPANT LOANS				
* STOMBAUGH	PARTICIPANT LOANS	5.250%	12,988	12,988
* ALLEN	PARTICIPANT LOANS	7.750%	3,379	3,379
* MCKENZIE	PARTICIPANT LOANS	8.250%	6,076	6,076
* CRUZ	PARTICIPANT LOANS	7.250%	2,329	2,329
* SANDOVAL	PARTICIPANT LOANS	5.250%	8,900	8,900
* SANDOVAL	PARTICIPANT LOANS	5.250%	5,426	5,426
* THIBODAUX	PARTICIPANT LOANS	5.250%	5,645	5,645
* LEE	PARTICIPANT LOANS	5.250%	7,434	7,434
* LOWE	PARTICIPANT LOANS	8.250%	17,321	17,321
* LUNDSFORD	PARTICIPANT LOANS	5.250%	17,023	17,023
* HAWKS	PARTICIPANT LOANS	5.250%	15,528	15,528

* Party in Interest.

FAUST DISTRIBUTING COMPANY, INC. 401 (k) SAVINGS PLAN
EIN # 74-1386097
PN # 002

Item 27a-Schedule of Assets Held for Investments Purpose
DECEMBER 31, 2009

Schedule 1

(a)(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including interest rate		(d) Cost	(e) Current Value
PARTICIPANT LOANS - CONT.				
* LADD	PARTICIPANT LOANS	7.000%	9,757	9,757
* BERCKENHOFF	PARTICIPANT LOANS	6.000%	1,611	1,611
* WILLIAMS	PARTICIPANT LOANS	5.250%	10,941	10,941
* ROMO	PARTICIPANT LOANS	5.250%	1,167	1,167
* PARTSCH	PARTICIPANT LOANS	7.250%	13,672	13,672
* CROOK	PARTICIPANT LOANS	7.250%	10,973	10,973
* BURNS	PARTICIPANT LOANS	8.250%	1,524	1,524
* ZVOLENSKY	PARTICIPANT LOANS	8.250%	1,328	1,328
* MILLER	PARTICIPANT LOANS	5.250%	5,350	5,350
* MARTINEZ	PARTICIPANT LOANS	8.000%	3,578	3,578
* BURCH	PARTICIPANT LOANS	8.250%	7,626	7,626
* JOSEPH	PARTICIPANT LOANS	8.250%	752	752
* HILLEY	PARTICIPANT LOANS	7.750%	15,889	15,889

* Party in Interest.

FAUST DISTRIBUTING COMPANY, INC. 401 (k) SAVINGS PLAN
EIN # 74-1386097
PN # 002

Item 27a-Schedule of Assets Held for Investments Purpose
DECEMBER 31, 2009

Schedule 1

(a)(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including interest rate		(d) Cost	(e) Current Value
PARTICIPANT LOANS - CONT.				
* RIOS	PARTICIPANT LOANS	8.250%	4,347	4,347
* LINSCOMBE	PARTICIPANT LOANS	8.250%	15,796	15,796
* HARVEY	PARTICIPANT LOANS	8.250%	2,518	2,518
* BERCKENHOFF	PARTICIPANT LOANS	5.250%	3,614	3,614
* FESSLER	PARTICIPANT LOANS	6.750%	1,974	1,974
* CHISUM	PARTICIPANT LOANS	5.250%	2,873	2,873
* SLATON	PARTICIPANT LOANS	8.250%	10,550	10,550
* SANCHEZ	PARTICIPANT LOANS	7.750%	4,250	4,250
* STANBERRY	PARTICIPANT LOANS	5.250%	1,623	1,623
* TELLEZ	PARTICIPANT LOANS	5.250%	14,092	14,092
* BLANCHARD	PARTICIPANT LOANS	8.250%	23,581	23,581
* VARGAS	PARTICIPANT LOANS	8.000%	4,164	4,164
* VARGAS	PARTICIPANT LOANS	5.250%	7,784	7,784
* BOUTWELL	PARTICIPANT LOANS	7.250%	1,832	1,832
* Party in Interest.				
TOTAL PARTICIPANT LOANS			$ 285,215	$ 285,215
TOTAL INVESTMENTS			$ 8,713,682	$ 7,861,184

FAUST DISTRIBUTING COMPANY, INC. 401 (k) SAVINGS PLAN
EIN # 74-1386097
PN # 002

Item 27a-Schedule of Assets Held for Investments Purpose
DECEMBER 31, 2008

Schedule 1

(a)(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment	(d) Cost	(e) Current Value
PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO.			
PRUDENTIAL RET. INS. & ANN. CO.	GUARANTEED INCOME FUND	$ 987,354	$ 987,354
TOTAL PRUDENTIAL RET. INSURANCE & ANNUITY CO.		**$ 987,354**	**$ 987,354**
MUTUAL FUNDS			
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	204,927	134,749
FUNDAMENTAL INV FD R3	MUTUAL FUNDS	446,716	284,331
FID ADV LEVERAG CO STK T	MUTUAL FUNDS	231,485	111,229
THORNBURG INTERN VALUE R3	MUTUAL FUNDS	1,620,350	1,012,256
DELAWARE DIVERS INCO A	MUTUAL FUNDS	439,520	399,764
THORNBURG CORE GROWTH R3	MUTUAL FUNDS	263,001	155,620
ALLIANZ NFJ SM CAP VAL A	MUTUAL FUNDS	36,401	24,910
ALLI BERN REAL ESTATE A	MUTUAL FUNDS	71,062	49,630
AIM SUMMIT A	MUTUAL FUNDS	1,311,316	814,859
THORNB INCOME BUILDER R3	MUTUAL FUNDS	929,790	629,766
COLUMBIA MID CAP VALUE R	MUTUAL FUNDS	285,717	178,972
PIMCO REAL RET BOND FD A	MUTUAL FUNDS	119,331	102,158
LORD ABBETT DEVLP GR A	MUTUAL FUNDS	305,635	194,179
WELLS FARGO ADV SM CAP	MUTUAL FUNDS	4,610	3,244
BLACKROCK EQUITY DIV R	MUTUAL FUNDS	540,525	372,960
TOTAL MUTUAL FUNDS		**$ 6,810,386**	**$ 4,468,627**

FAUST DISTRIBUTING COMPANY, INC. 401 (k) SAVINGS PLAN
EIN # 74-1386097
PN # 002

Item 27a-Schedule of Assets Held for Investments Purpose
DECEMBER 31, 2008

Schedule 1

(a)(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including interest rate	(d) Cost	(e) Current Value
PARTICIPANT LOANS			
* ALLEN	PARTICIPANT LOANS	7.750%	4,674	4,674
* BERCKENHOFF	PARTICIPANT LOANS	6.000%	4,956	4,956
* BERCKENHOFF	PARTICIPANT LOANS	5.250%	5,049	5,049
* BLANCHARD	PARTICIPANT LOANS	8.250%	31,135	31,135
* BOUTWELL	PARTICIPANT LOANS	7.250%	3,311	3,311
* BROWNLOW	PARTICIPANT LOANS	7.750%	750	750
* BURCH	PARTICIPANT LOANS	8.250%	10,770	10,770
* BURNS	PARTICIPANT LOANS	8.250%	3,525	3,525
* CHISUM	PARTICIPANT LOANS	5.250%	3,668	3,668
* CROOK	PARTICIPANT LOANS	7.250%	14,435	14,435
* CRUZ	PARTICIPANT LOANS	7.250%	3,216	3,216
* FESSLER	PARTICIPANT LOANS	6.750%	4,170	4,170
* HARVEY	PARTICIPANT LOANS	8.250%	3,473	3,473
* HAWKS	PARTICIPANT LOANS	7.250%	4,672	4,672
* HILLEY	PARTICIPANT LOANS	7.750%	20,621	20,621

* **Party in interest.**

FAUST DISTRIBUTING COMPANY, INC. 401 (k) SAVINGS PLAN
EIN # 74-1386097
PN # 002

Item 27a-Schedule of Assets Held for Investments Purpose
DECEMBER 31, 2008

Schedule 1

(a)(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including interest rate	(d) Cost	(e) Current Value
PARTICIPANT LOANS - CONT.			
* JACKS	PARTICIPANT LOANS	5.750%	830	830
* JONES	PARTICIPANT LOANS	7.250%	211	211
* JOSEPH	PARTICIPANT LOANS	8.250%	1,017	1,017
* LADD	PARTICIPANT LOANS	7.000%	11,845	11,845
* LEE	PARTICIPANT LOANS	4.000%	1,230	1,230
* LINSCOMBE	PARTICIPANT LOANS	8.250%	20,992	20,992
* LOWE	PARTICIPANT LOANS	8.250%	23,311	23,311
* LUNSFORD	PARTICIPANT LOANS	4.000%	2,313	2,313
* MARTINEZ	PARTICIPANT LOANS	8.000%	5,680	5,680
* MCKENZIE	PARTICIPANT LOANS	8.250%	8,339	8,339
* MILLER	PARTICIPANT LOANS	5.250%	3,100	3,100
* PARTSCH	PARTICIPANT LOANS	7.250%	17,620	17,620
* RIOS	PARTICIPANT LOANS	8.250%	6,435	6,435

*** Party in interest.**

FAUST DISTRIBUTING COMPANY, INC. 401 (k) SAVINGS PLAN
EIN # 74-1386097
PN # 002

Item 27a-Schedule of Assets Held for Investments Purpose
DECEMBER 31, 2008

Schedule 1

(a)(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including interest rate		(d) Cost	(e) Current Value
PARTICIPANT LOANS - CONT.				
* ROMO	PARTICIPANT LOANS	7.250%	237	237
* SANCHEZ	PARTICIPANT LOANS	7.750%	7,224	7,224
* SLATON	PARTICIPANT LOANS	8.250%	14,687	14,687
* STOMBAUGH	PARTICIPANT LOANS	8.250%	8,824	8,824
* THIBODAUX	PARTICIPANT LOANS	8.250%	3,802	3,802
* VARGAS	PARTICIPANT LOANS	8.000%	6,623	6,623
* ZVOLENSKY	PARTICIPANT LOANS	8.250%	2,666	2,666
TOTAL PARTICIPANT LOANS			$ 265,411	$ 265,411
TOTAL INVESTMENTS			$ 8,063,151	$ 5,721,392

FAUST DISTRIBUTING COMPANY, INC.
401 (K) SAVINGS PLAN
Schedules of Operating Expenses
December 31, 2009 and 2008

	2009	2008
Administrative fee	$ 29,700	$ 10,923
Total operating expenses	$ 29,700	$ 10,923

RUN DATE: 01/18/10
CYCLE: 1003YEA
PLAN NBR: 701615

PLAN NAME: Faust Distributing Company

PLAN SPONSOR EIN: 741386097

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES FOR PLAN YEAR 2009

IDENTITY OF ISSUE, BORROWER, LESSOR, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST,COLLATERAL, PAR OR MATURITY VALUE	COST	CURRENT VALUE
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY	GUARANTEED INCOME FUND	1,090,103	1,090,103
PRUDENTIAL MUTUAL FUNDS	FUNDAMENTAL INV FD R3	495,019	437,533
PRUDENTIAL MUTUAL FUNDS	THORNBURG INTERN VALUE R3	1,709,740	1,449,545
PRUDENTIAL MUTUAL FUNDS	DRYDEN STOCK INDEX FUND Z	222,009	190,718
PRUDENTIAL MUTUAL FUNDS	PIMCO TOTAL RETURN A	526,316	549,493
PRUDENTIAL MUTUAL FUNDS	THORNBURG CORE GROWTH R3	285,433	259,229
PRUDENTIAL MUTUAL FUNDS	ALLIANZ NFJ SM CAP VAL A	43,828	39,142
PRUDENTIAL MUTUAL FUNDS	AIM MID CAP EQUITY FUND A	153,181	186,607
PRUDENTIAL MUTUAL FUNDS	ALLI BERN REAL ESTATE A	94,450	96,210
PRUDENTIAL MUTUAL FUNDS	AIM SUMMIT A	1,366,925	1,058,308
PRUDENTIAL MUTUAL FUNDS	THORNB INCOME BUILDER R3	995,014	895,091
PRUDENTIAL MUTUAL FUNDS	COLUMBIA MID CAP VALUE R	315,408	275,939
PRUDENTIAL MUTUAL FUNDS	PIMCO REAL RET BOND FD A	153,922	153,518
PRUDENTIAL MUTUAL FUNDS	LORD ABBETT DEVLP GR A	346,926	339,457
PRUDENTIAL MUTUAL FUNDS	WELLS FARGO ADV SM CAP	11,700	14,595
PRUDENTIAL MUTUAL FUNDS	BLACKROCK EQUITY DIV R	618,493	540,483
PARTICIPANT LOANS	4.00% - 8.25%	0	285,215

FAUST DISTRIBUTING COMPANY, INC 401 (K) SAVINGS PLAN REPORT ON AUDITS OF FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

DECEMBER 31, 2009 and 2008

CONTENTS

FINANCIAL INFORMATION

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EDWARDS AND LEATHERS, P.C.

Certified Public Accountants

Larry V. Edwards
Michael R. Leathers

To the Participants and the Board of Trustees of
Faust Distributing Company, Inc. 401(k) Savings Plan
Houston, Texas

We were engaged to audit the Statements of Net Assets Available for Benefits of Faust Distributing Company, Inc. 401(k) Savings Plan as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules as of and for the years ended December 31, 2009 and 2008 as listed in the accompanying index. These financial statements and schedules 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 Note D, which was certified by Prudential Retirement Insurance and Annuity Company for the year ended December 31, 2009 and 2008 the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the 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, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from 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.

Edwards & Leathers, P.C.

Baytown, Texas
September 22, 2010

Edwards and Leathers, P.C.
Certified Public Accountants

606 Rollingbrook • P.O. Box 860 • Baytown, Texas 77522-0860 • (281) 428-1655 • Fax (281) 422-6744

Member of the American Institute of Certified Public Accountants
MEMBER OF THE TEXAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

Faust Distributing Company, Inc. 401(k) Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	2009	2008
ASSETS		
Investments:		
at fair value (Note)		
Pooled separate accounts	$ -0-	$ -0-
Mutual funds	6,485,866	4,468,627
Insurance contract	1,090,103	987,354
Participant loans	285,215	265,411
Other	-0-	-0-
Total investments	7,861,184	5,721,392
Total assets	7,861,184	5,721,392
LIABILITIES		
Other liabilities	-0-	-0-
Total liabilities	-0-	-0-
Net assets available for benefits	$ 7,861,184	$ 5,721,392

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

Faust Distributing Company, Inc. 401(k) Savings Plan,
Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2009 and 2008

	December 31, 2009	2008
Additions to net assets attributed to:		
Investment income:		
Net investment return	$ 1,286,964	$(2,691,015)
Dividends	116,045	-0-
Interest	72,652	66,096
Total investment income (loss)	1,475,661	(2,624,919)
Contributions:		
Employer contributions	168,605	128,794
Employees' contributions	476,537	481,137
Rollover contributions	116,920	-0-
Total contributions	762,062	609,931
Other income	-0-	(32,463)
Total additions	2,237,723	(2,047,451)
Deductions from net assets attributed to:		
Benefits paid to participants	68,231	568,335
Total benefits	68,231	568,338
Administrative fees	29,700	10,923
Total deductions	97,931	579,258
Net increase (decrease)	2,139,792	(2,626,709)
Net assets available for benefits:		
Beginning of year	5,721,392	8,348,101
End of year	$ 7,861,184	$ 5,721,392

The accompanying notes are integral part of these financial statements.

A. DESCRIPTION OF THE PLAN

The following brief description of Faust Distributing Company, Inc. 401(k) Savings Plan is provided for general information purposes only. Participants should refer to their Plan agreement for more complete information.

1. **General.** The plan, Faust Distributing Company, Inc. 401(k) Savings Plan, was created effective January 1, 1993. The adopting employer was Donald F. Faust dba South Texas Distributing Company. In 2000 Faust DC, Ltd. became an adopting employer replacing South Texas Distributing Company. The plan was created for the purpose of providing retirement benefits for the employees.

2. **Contributions.** Each year the Company will match 50.00% of your deferral contributions to the Plan up to an amount equal to 6.00% of your pay. The percentage of your deferral contributions to be matched by the Company may be increased or decreased by resolution of the Board of Trustees of the Company.

   Matching contributions made for Highly Compensated Employees may be restricted by certain discrimination tests as required by law. Generally, the average rate of matching contributions made for Highly Compensated Employees may not exceed the average rate of matching contributions made for Non-Highly Compensated Employees by more than the greater of (i)125%, (ii) 200%, if the Non -Highly Compensated average rate of matching contributions is less than 2%, or (iii) an additional 2% if the Non-Highly Compensated average rate of matching contributions exceeds 2%. In applying these limits, any matching contributions made for certain family members of a Highly Compensated Employee will be considered as if made for that Employee.

3. **Participant Accounts.** Each participant's account is fixed annually at the valuation date of December 31 by the Board of Trustees. Employment on the Allocation Date is not required in order for an employee to share in the allocation of the Company's matching contribution. If an employee retires at or after his Normal Retirement Date, his account will receive a contribution allocation during the year which he retires, regardless of the number of hours he worked in that Plan year.

4. **Vesting.** Vesting Service is defined as all years of employment with the employer. A year of vesting shall be credited for each year during which the employee is credited with 1000 hours of service.

Top Heavy Vesting Schedule:

Years of Vesting Service	Vested Percentage
Less than 2 years	0%
At least 2	20%
3	40%
4	60%
5	80%
6	100%

Termination Benefits-Vesting: Employees are vested in their Employer Account Balance in accordance with the following schedule:

Years of Vesting Service	Vested Percentage
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

5. **Eligibility.** An employee is eligible to enter the plan on his Entry Date following completion of the eligibility requirements below.

Hours of Service:	1000.0
Minimum Age:	21.0

6. **Participant Accounts.**

TRUST EARNINGS AND LOSSES

All accounts will be valued at the end of each Accounting Period to determine that fair market value of Plan assets and the increase or decrease in the value of those assets since the preceding valuation date. Each account will receive an allocation of the earnings or losses for each Accounting Period.

This allocation is generally based upon the ratio which the value of the account bears to the value of the Accounts of all Participants at the close of the preceding Accounting Period and after each share of all contributions are allocated to each Account for the prior Accounting Period. However, if an employee has received a distribution or other withdrawal from his account during the period, or if some portion of his account is used to pay expenses directly attributable to him, his share of earnings or losses will be adjusted accordingly.

7. **Benefits.** Benefit payments begin upon retirement, termination, disability, or death.

   a. **Normal Retirement Benefits.** An employee will be eligible to retire and to begin receiving a Normal Retirement Benefit on the Normal Retirement Date, which is age 65 or on the employee's 5th anniversary of joining the Plan, if later.

   b. **Late Retirement Benefits.** If an employee continues to work past his Normal Retirement Date he will be eligible to receive a benefit as of his Late Retirement Date equal to his account balance(s). His benefit must commence no later than the April 1st following the calendar year in which he attains age 70½. This requirement is waived if the employee attained age 70½ before January 1, 1988.

   c. **Disability Benefits.** If an employee becomes disabled while in the employ of the Employer, he will be eligible for a Disability Benefit. The Plan Administrator, before approving the payment of a Disability Retirement Benefit, may require satisfactory proof, in the form of a certificate from a duly licensed physician selected or approved by the Plan Administrator, that the Participant has become disabled as provided by the Plan.

   d. **Death Benefits.** In the event of an employee's death prior to Normal Retirement, the Plan provides for payment of a Pre-retirement Death Benefit.

The summary plan description should be reviewed for a more detailed description of the plan's benefits.

8. **Participant Loans.** Loans to Participants are allowed, subject to terms and conditions set by the Plan Administrator. Generally, the loan must bear a reasonable rate of interest, the loan shall be secured by the Participant's Vested Account Balance(s), all loan applications shall be in writing and principal and interest shall be paid no less often than quarterly. The loan must be repaid within 5 years, unless used for the purchase of a primary residence. No distributions shall be made to a Participant or a designated beneficiary until the unpaid balance of a loan, if any, has been liquidated.

   The total loan shall not exceed $50,000 or, if less, ½ of Vested Interest of the Participant's Account Balance(s). Certain restrictions may also apply if refinancing an existing participant loan. A copy of the loan guidelines currently in effect accompanies this summary. The Company reserves the right to amend, limit or terminate the availability of participant loans by amending the loan guidelines.

   In no event, however, shall a loan be made to a Participant who is an owner-employee (an employee who is self-employed with respect to the business and who owns more than 10% of the capital or profit interest of the business). No loan shall be made to a Participant who is a shareholder-employee owning more than 5% of the stock if the Corporation is a Sub-S Corporation.

9. **Funding Policy.** Faust Distributing Company, Inc. (the Company) has established the Faust Distributing Co., Inc. 401 (k) Savings Plan (hereafter called the Plan), the purpose of which is to provide plan participants with retirement benefits in order to supplement their social security benefits.

   The Plan will also provide benefits to participants who die, who become disabled, or who terminate employment with the Company for reasons other than retirement, death or disability, provided they have accrued a vested interest in their account balanced under the terms of the Plan.

   Since the primary purpose of the Plan is to provide retirement benefits, the primary investment strategy to be followed by the Trustee should stress the security and long-term stability of Plan assets, combined with moderate growth that corresponds to participants' anticipated retirement dates.

Investments should be reasonably diversified in order to prevent asset erosion by inflation. Investments should also provide for sufficient liquid assets to allow the plan to make distributions on short notice to participants who have died or become disabled and are entitled to benefits.

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Date of Management's Review. Subsequent events were evaluated through September 23, 2010, which is the date the financial statements were available to be issued.

Basis of Accounting. The financial statements of the Plan are prepared under the accrual basis of accounting.

Use of Estimates. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The estimates included in these financial statements are those for the fair value of investments. Actual results could differ from those estimates. Estimates may change prior to December 31, 2010.

Investment Valuation and Income Recognition. The fair value of investments is determined by the Plan's investment advisor who uses the services of an investment service bureau. Interest Income is recorded on the accrual basis.

Payment of Benefits. Benefits are recorded when paid.

C. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

	Fair Value	Fair Value Measurements at Reporting Date Using: Quoted Prices In Active Markets for Identical Assets (Level 1)	(Level 3)
December 31, 2009			
Mutual Fund	$ 6,485,866	$ 6,485,866	
Participant loans	285,215		285,215
Insurance contract	1,090,103		1,090,103
Total	$ 7,861,184	$ 6,485,866	$ 1,375,318
December 31, 2008			
Mutual Fund	$ 4,468,627	$ 4,468,627	
Participant loans	265,411		265,411
Insurance contract	987,354		987,354
Total	$ 5,721,392	$ 4,468,627	$ 1,252,765

The fair value measurements accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority. Level 2 inputs consist of observable inputs other that quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs were used only when Level 1 inputs were not available.

Level 1 Fair Value Measurements

The fair values of mutual funds in trust accounts are based on quoted market prices from active markets.

Level 3

The investment in Contract with insurance company and the participant loans are not actively traded and significant other observable inputs are not available. The fair value of the Contract with insurance company and the participant loans are determined by the report provided by the custodian of the Contract with insurance company and participant loans.

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

	INVESTMENT CONTRACT	PARTICIPANT LOANS	TOTAL
December 31, 2009			
Beginning balance	$ 987,354	$ 265,411	$ 1,252,765
Total gains or losses included in changes in net assets available for benefits	102,749	19,804	122,553
Ending balance	$ 1,090,103	$ 285,215	$ 1,375,318
December 31, 2008			
Beginning balance	$ 735,516	$ 327,933	$ 1,063,449
Total gains or losses included in changes in net assets available for benefits	251,838	(62,522)	189,316
Ending balance	$ 987,354	$ 265,411	$ 1,252,765

D. INVESTMENTS

The Plan's investments consisted of mutual funds, participants loans, and other investments for 2009 and 2008. The following table presents the fair value of investments. Investments that represent 5 percent or more of net assets available for benefits are separately identified.

Fair Value of Investments

	2009 Fair Value	2008 Fair Value
Investments at Fair Value as Determined by Quoted Market Price		
Mutual funds	$ 6,485,866	$ 4,468,627
Investments at Fair Value		
Insurance contract	1,090,103	987,354
Participant Loans	285,215	265,411
Total investments	$ 7,861,184	$ 5,721,392

Mutual funds, and insurance contract represented 5 percent or more of net assets available for benefits.

E. DOL LIMITED SCOPE AUDIT

The trustee of the Plan is Prudential Retirement Insurance and Annuity Company at December 31, 2009 and December 31, 2008. In accordance with section 2520. 103-5 of the Department of Labor Regulations, Prudential Retirement Insurance and Annuity Company certifies the investments, earnings and plan activity are complete and accurate for the year ending December 31, 2009 and 2008, respectively.

F. PLAN TERMINATION

Currently there are no intentions to terminate the plan, but the company shall have the right at any time to terminate the Plan. Upon such termination, each Account Balance will become 100% vested and nonforfeitable.

Upon such termination, the Company shall arrange for the allocation of all assets among the Participants. In no event shall any amount contributed to the Plan revert to the Company, except to the extent allowed by law.

G. INCOME TAX STATUS

The plan obtained its latest determination letter on June 2, 1993, in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan has been amended since receiving the determination letter. However, the plan administrator and the plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the plan's financial statements.

H. CONCENTRATION OF RISK

The employers and employees who contribute to the Plan are located in southeast Texas. A down turn in the economy in this region of the state could adversely affect the Plan.

\ future contribution

I. PARTY - IN - INTEREST

Transactions with parties-in-interest consisted of transactions with the Plan's investment manager and the Plan's auditor in the ordinary course of business. Transactions with all parties – in – interest are equivalent to those that prevail in arms-length transactions.

J. RECONCILIATION OF FINANCIAL STATEMENTS TO INTERNAL REVENUE SERVICE FORM 5500 AMOUNTS

The difference between the information in the financial statements and in the assets, liabilities, income, expenses, and changes in net assets reported in Form 5500 are explained below.

There were no differences between the information in the financial statements and the Forms 5500.

SUPPLEMENTAL SCHEDULES

FAUST DISTRIBUTING COMPANY, INC. 401(K) SAVINGS PLAN
Supplemental Schedules
December 31, 2009 and 2008

(A) Schedule of Assets Held for Investment Purposes at Year End

See Schedule 1

(B) Schedule of Investment Assets That Were Both Acquired and Disposed of Within The Plan Year

None

(C) Schedule of Loans and Fixed Income Obligations

None

(D) Schedule of Leases in Default or Classified as Uncollectible

None

(E) Schedule of Reportable Transactions

None

(F) Schedule of Nonexempt (Prohibited) Transactions That Are Disclosed in Notes to Financial Statements

None

(G) Schedule of Nonexempt (Prohibited) Transactions That Are Not Disclosed in Notes to the Financial Statements

None

FAUST DISTRIBUTING COMPANY, INC. 401 (k) SAVINGS PLAN
EIN # 74-1386097
PN # 002

Item 27a-Schedule of Assets Held for Investments Purpose
DECEMBER 31, 2009

Schedule 1

(a)(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment	(d) Cost	(e) Current Value
PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO.			
PRUDENTIAL RETIREMENT INS	INSURANCE CONTRACT	$ 1,090,103	$ 1,090,103
TOTAL PRUDENTIAL RET. INSURANCE & ANNUITY CO.		**$ 1,090,103**	**$ 1,090,103**
MUTUAL FUNDS			
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	495,019	437,533
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	1,709,740	1,449,545
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	222,009	190,718
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	526,316	549,492
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	285,433	259,229
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	43,828	39,142
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	153,181	186,607
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	94,450	96,210
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	1,366,925	1,058,308
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	995,014	895,090
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	315,408	275,939
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	153,922	153,518
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	346,926	339,457
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	11,700	14,595
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	618,493	540,483
TOTAL MUTUAL FUNDS		**$ 7,338,364**	**$ 6,485,866**

FAUST DISTRIBUTING COMPANY, INC. 401 (k) SAVINGS PLAN
EIN # 74-1386097
PN # 002

Item 27a-Schedule of Assets Held for Investments Purpose
DECEMBER 31, 2009

Schedule 1

(a)(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including interest rate		(d) Cost	(e) Current Value
PARTICIPANT LOANS				
* STOMBAUGH	PARTICIPANT LOANS	5.250%	12,988	12,988
* ALLEN	PARTICIPANT LOANS	7.750%	3,379	3,379
* MCKENZIE	PARTICIPANT LOANS	8.250%	6,076	6,076
* CRUZ	PARTICIPANT LOANS	7.250%	2,329	2,329
* SANDOVAL	PARTICIPANT LOANS	5.250%	8,900	8,900
* SANDOVAL	PARTICIPANT LOANS	5.250%	5,426	5,426
* THIBODAUX	PARTICIPANT LOANS	5.250%	5,645	5,645
* LEE	PARTICIPANT LOANS	5.250%	7,434	7,434
* LOWE	PARTICIPANT LOANS	8.250%	17,321	17,321
* LUNDSFORD	PARTICIPANT LOANS	5.250%	17,023	17,023
* HAWKS	PARTICIPANT LOANS	5.250%	15,528	15,528

* Party in Interest.

FAUST DISTRIBUTING COMPANY, INC. 401 (k) SAVINGS PLAN
EIN # 74-1386097
PN # 002

Item 27a-Schedule of Assets Held for Investments Purpose
DECEMBER 31, 2009

Schedule 1

(a)(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including interest rate		(d) Cost	(e) Current Value
PARTICIPANT LOANS - CONT.				
* LADD	PARTICIPANT LOANS	7.000%	9,757	9,757
* BERCKENHOFF	PARTICIPANT LOANS	6.000%	1,611	1,611
* WILLIAMS	PARTICIPANT LOANS	5.250%	10,941	10,941
* ROMO	PARTICIPANT LOANS	5.250%	1,167	1,167
* PARTSCH	PARTICIPANT LOANS	7.250%	13,672	13,672
* CROOK	PARTICIPANT LOANS	7.250%	10,973	10,973
* BURNS	PARTICIPANT LOANS	8.250%	1,524	1,524
* ZVOLENSKY	PARTICIPANT LOANS	8.250%	1,328	1,328
* MILLER	PARTICIPANT LOANS	5.250%	5,350	5,350
* MARTINEZ	PARTICIPANT LOANS	8.000%	3,578	3,578
* BURCH	PARTICIPANT LOANS	8.250%	7,626	7,626
* JOSEPH	PARTICIPANT LOANS	8.250%	752	752
* HILLEY	PARTICIPANT LOANS	7.750%	15,889	15,889

* Party in Interest.

FAUST DISTRIBUTING COMPANY, INC. 401 (k) SAVINGS PLAN
EIN # 74-1386097
PN # 002

Item 27a-Schedule of Assets Held for Investments Purpose
DECEMBER 31, 2009

Schedule 1

(a)(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including interest rate		(d) Cost	(e) Current Value
PARTICIPANT LOANS - CONT.				
* RIOS	PARTICIPANT LOANS	8.250%	4,347	4,347
* LINSCOMBE	PARTICIPANT LOANS	8.250%	15,796	15,796
* HARVEY	PARTICIPANT LOANS	8.250%	2,518	2,518
* BERCKENHOFF	PARTICIPANT LOANS	5.250%	3,614	3,614
* FESSLER	PARTICIPANT LOANS	6.750%	1,974	1,974
* CHISUM	PARTICIPANT LOANS	5.250%	2,873	2,873
* SLATON	PARTICIPANT LOANS	8.250%	10,550	10,550
* SANCHEZ	PARTICIPANT LOANS	7.750%	4,250	4,250
* STANBERRY	PARTICIPANT LOANS	5.250%	1,623	1,623
* TELLEZ	PARTICIPANT LOANS	5.250%	14,092	14,092
* BLANCHARD	PARTICIPANT LOANS	8.250%	23,581	23,581
* VARGAS	PARTICIPANT LOANS	8.000%	4,164	4,164
* VARGAS	PARTICIPANT LOANS	5.250%	7,784	7,784
* BOUTWELL	PARTICIPANT LOANS	7.250%	1,832	1,832
* Party in Interest.				
TOTAL PARTICIPANT LOANS			$ 285,215	$ 285,215
TOTAL INVESTMENTS			$ 8,713,682	$ 7,861,184

FAUST DISTRIBUTING COMPANY, INC. 401 (k) SAVINGS PLAN
EIN # 74-1386097
PN # 002

Item 27a-Schedule of Assets Held for Investments Purpose
DECEMBER 31, 2008

Schedule 1

(a)(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment	(d) Cost	(e) Current Value
PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO.			
PRUDENTIAL RET. INS. & ANN. CO.	GUARANTEED INCOME FUND	$ 987,354	$ 987,354
TOTAL PRUDENTIAL RET. INSURANCE & ANNUITY CO.		**$ 987,354**	**$ 987,354**
MUTUAL FUNDS			
PRUDENTIAL MUTUAL FUNDS	MUTUAL FUNDS	204,927	134,749
FUNDAMENTAL INV FD R3	MUTUAL FUNDS	446,716	284,331
FID ADV LEVERAG CO STK T	MUTUAL FUNDS	231,485	111,229
THORNBURG INTERN VALUE R3	MUTUAL FUNDS	1,620,350	1,012,256
DELAWARE DIVERS INCO A	MUTUAL FUNDS	439,520	399,764
THORNBURG CORE GROWTH R3	MUTUAL FUNDS	263,001	155,620
ALLIANZ NFJ SM CAP VAL A	MUTUAL FUNDS	36,401	24,910
ALLI BERN REAL ESTATE A	MUTUAL FUNDS	71,062	49,630
AIM SUMMIT A	MUTUAL FUNDS	1,311,316	814,859
THORNB INCOME BUILDER R3	MUTUAL FUNDS	929,790	629,766
COLUMBIA MID CAP VALUE R	MUTUAL FUNDS	285,717	178,972
PIMCO REAL RET BOND FD A	MUTUAL FUNDS	119,331	102,158
LORD ABBETT DEVLP GR A	MUTUAL FUNDS	305,635	194,179
WELLS FARGO ADV SM CAP	MUTUAL FUNDS	4,610	3,244
BLACKROCK EQUITY DIV R	MUTUAL FUNDS	540,525	372,960
TOTAL MUTUAL FUNDS		**$ 6,810,386**	**$ 4,468,627**

FAUST DISTRIBUTING COMPANY, INC. 401 (k) SAVINGS PLAN
EIN # 74-1386097
PN # 002

Item 27a-Schedule of Assets Held for Investments Purpose
DECEMBER 31, 2008

Schedule 1

(a)(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including interest rate	(d) Cost	(e) Current Value
PARTICIPANT LOANS			
* ALLEN	PARTICIPANT LOANS	7.750%	4,674	4,674
* BERCKENHOFF	PARTICIPANT LOANS	6.000%	4,956	4,956
* BERCKENHOFF	PARTICIPANT LOANS	5.250%	5,049	5,049
* BLANCHARD	PARTICIPANT LOANS	8.250%	31,135	31,135
* BOUTWELL	PARTICIPANT LOANS	7.250%	3,311	3,311
* BROWNLOW	PARTICIPANT LOANS	7.750%	750	750
* BURCH	PARTICIPANT LOANS	8.250%	10,770	10,770
* BURNS	PARTICIPANT LOANS	8.250%	3,525	3,525
* CHISUM	PARTICIPANT LOANS	5.250%	3,668	3,668
* CROOK	PARTICIPANT LOANS	7.250%	14,435	14,435
* CRUZ	PARTICIPANT LOANS	7.250%	3,216	3,216
* FESSLER	PARTICIPANT LOANS	6.750%	4,170	4,170
* HARVEY	PARTICIPANT LOANS	8.250%	3,473	3,473
* HAWKS	PARTICIPANT LOANS	7.250%	4,672	4,672
* HILLEY	PARTICIPANT LOANS	7.750%	20,621	20,621

* **Party in interest.**

FAUST DISTRIBUTING COMPANY, INC. 401 (k) SAVINGS PLAN
EIN # 74-1386097
PN # 002

Item 27a-Schedule of Assets Held for Investments Purpose
DECEMBER 31, 2008

Schedule 1

(a)(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including interest rate	(d) Cost	(e) Current Value
PARTICIPANT LOANS - CONT.			
* JACKS	PARTICIPANT LOANS	5.750%	830	830
* JONES	PARTICIPANT LOANS	7.250%	211	211
* JOSEPH	PARTICIPANT LOANS	8.250%	1,017	1,017
* LADD	PARTICIPANT LOANS	7.000%	11,845	11,845
* LEE	PARTICIPANT LOANS	4.000%	1,230	1,230
* LINSCOMBE	PARTICIPANT LOANS	8.250%	20,992	20,992
* LOWE	PARTICIPANT LOANS	8.250%	23,311	23,311
* LUNSFORD	PARTICIPANT LOANS	4.000%	2,313	2,313
* MARTINEZ	PARTICIPANT LOANS	8.000%	5,680	5,680
* MCKENZIE	PARTICIPANT LOANS	8.250%	8,339	8,339
* MILLER	PARTICIPANT LOANS	5.250%	3,100	3,100
* PARTSCH	PARTICIPANT LOANS	7.250%	17,620	17,620
* RIOS	PARTICIPANT LOANS	8.250%	6,435	6,435

*** Party in interest.**

FAUST DISTRIBUTING COMPANY, INC. 401 (k) SAVINGS PLAN
EIN # 74-1386097
PN # 002

Item 27a-Schedule of Assets Held for Investments Purpose
DECEMBER 31, 2008

Schedule 1

(a)(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including interest rate		(d) Cost	(e) Current Value
PARTICIPANT LOANS - CONT.				
* ROMO	PARTICIPANT LOANS	7.250%	237	237
* SANCHEZ	PARTICIPANT LOANS	7.750%	7,224	7,224
* SLATON	PARTICIPANT LOANS	8.250%	14,687	14,687
* STOMBAUGH	PARTICIPANT LOANS	8.250%	8,824	8,824
* THIBODAUX	PARTICIPANT LOANS	8.250%	3,802	3,802
* VARGAS	PARTICIPANT LOANS	8.000%	6,623	6,623
* ZVOLENSKY	PARTICIPANT LOANS	8.250%	2,666	2,666
TOTAL PARTICIPANT LOANS			$ 265,411	$ 265,411
TOTAL INVESTMENTS			$ 8,063,151	$ 5,721,392

FAUST DISTRIBUTING COMPANY, INC.
401 (K) SAVINGS PLAN
Schedules of Operating Expenses
December 31, 2009 and 2008

	2009	2008
Administrative fee	$ 29,700	$ 10,923
Total operating expenses	$ 29,700	$ 10,923