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;
- [X] 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
ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 07/01/1988

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

2730 IRVING BLVD.
DALLAS, TX 75207

2b Employer Identification Number (EIN)
03-0509514

2c Sponsor's telephone number
214-525-9400

2d Business code (see instructions)
312120

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2010	JOHN COY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS

2730 IRVING BLVD.
DALLAS, TX 75207

3b Administrator's EIN
03-0509514

3c Administrator's telephone number
214-525-9400

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**	880
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**	1173
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	68
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1241
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1241
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	458
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	18
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 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

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

A Name of plan
ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS

D Employer Identification Number (EIN)
03-0509514

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

HARTFORD RETIREMENT SERVICES, LLC

26-1589907

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

SEI TRUST COMPANY

06-1271230

(b) Enter name and EIN or address of person who provided you disclosures 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)

HARTFORD RETIREMENT SERVICES, LLC

26-1589907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 25 37 50 52 59 60 62 63 64	0	32135	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS

D Employer Identification Number (EIN)
03-0509514

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: FIXED FUND

b Name of sponsor of entity listed in (a): SEI TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
23-2852249-002	C	686654

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS

D Employer Identification Number (EIN)
03-0509514

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)	31024	
(2) Participant contributions	1b(2)	8794	
(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)	1025421	1267815
(9) Value of interest in common/collective trusts	1c(9)	974068	686654
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	8291859	13723170
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	10331166	15677639
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	10331166	15677639

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)	338218	
(B) Participants	2a(1)(B)	1094400	
(C) Others (including rollovers)	2a(1)(C)	37889	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1470507
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)	66684	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		66684
(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)	247763	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		247763
(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)		17515
(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)		2964066
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		4766535
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	591095	
(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)		591095
f Corrective distributions (see instructions)	2f		38136
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	32135	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		32135
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		661366
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		4105169
l Transfers of assets:			
(1) To this plan	2l(1)		1241304
(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: PAYNE & SMITH, LLC (2) EIN: 27-0316262

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
ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS

D Employer Identification Number (EIN)
03-0509514

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): 06-0974148

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS 401(k) PLAN

Financial Statements and Supplemental Schedule

December 31, 2009 and 2008

(With Independent Auditors' Report Thereon)

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PAYNE & SMITH, LLC
Certified Public Accountants

Independent Auditors' Report

Administrative Committee
Andrews Distributing Company of North Texas 401(k) Plan

We were engaged to audit the accompanying statement of net assets available for benefits of the Andrews Distributing Company of North Texas 401(k) Plan (the Plan) as of December 31, 2009 and 2008, the related statement of changes in net assets available for benefits for the years then ended, and the supplemental schedule as of and for the year ended December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by Section 29 CFR 2520.103-8 of the Department of Labor 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 5 which was certified by Reliance Trust Company, the directed trustee of the Plan (referred to as Trustee) as of and for the years ended December 31, 2009 and 2008, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from the trustee that the information provided to the Plan administrator is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with 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.

Payne & Smith, LLC

October 5, 2010

5952 Royal Lane • Suite 158 • Dallas, TX 75230 • 214 / 363-9927 • Fax 214 / 363-9980

ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS 401(k) PLAN

Statement of Net Assets Available for Benefits

December 31, 2009 and 2008

ASSETS	2009	2008
Participant directed investments:		
Mutual funds	$ 13,723,170	$ 8,291,859
Value of interest in common/collective trusts	686,654	974,068
Loans to participants	1,267,815	1,025,421
Total investments	15,677,639	10,291,348
Contributions receivable:		
Employer	-	31,024
Employee	-	8,794
Total contributions receivable	-	39,818
Receivable due from merger of plan	-	1,241,279
Total assets	15,677,639	11,572,445
LIABILITIES		
Accrued payables	-	-
Net assets available for benefits	$ 15,677,639	$ 11,572,445

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

ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS 401(k) PLAN

Statement of Changes in Net Assets Available for Benefits

For the Years Ended December 31, 2009 and 2008

	2009	2008
ADDITIONS (REDUCTIONS) TO NET ASSETS ATTRIBUTED TO:		
Investment income (loss):		
Interest	$ 66,684	$ 42,012
Dividends	247,763	-
Ner realized gains on sales of investments	17,515	25,734
Net appreciation (depreciation) in fair value of assets	2,964,066	(4,490,660)
Net investment income (loss)	3,296,028	(4,422,914)
Contributions:		
Employer	338,218	326,688
Employee	1,094,400	1,012,923
Other	37,889	53,452
Total contributions	1,470,507	1,393,063
Total (reductions) additions	4,766,535	(3,029,851)
DEDUCTIONS FROM NET ASSETS ATRRIBUTED TO:		
Distributions to participants	629,231	525,957
Administrative expenses and other	32,110	28,191
Total deductions	661,341	554,148
NET INCREASE (DECREASE) IN NET ASSETS AVAILABLE FOR BENEFITS PRIOR TO TRANSFERS	4,105,194	(3,583,999)
TRANSFER OF ASSETS FROM MERGED PLAN	-	1,241,279
NET INCREASE (DECREASE) IN NET ASSETS AVAILABLE FOR BENEFITS	4,105,194	(2,342,720)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	11,572,445	13,915,165
End of year	$ 15,677,639	$ 11,572,445

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

1. Description of the Plan

The following description of the Andrews Distributing Company of North Texas 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was established effective by and among Andrews Distributing of North Texas (previously Miller of Dallas, Inc.), Premium Distributing Company, Inc., Andrews Distributing Company, Inc and Willow Distributors, Inc. (all collectively referred to as Employers) and their respective employees.

The Plan is a defined contribution plan covering eligible employees of the participating companies as defined by the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Vesting and Participation

Employees become eligible for participation after completing one year of service and attaining the age of eighteen, as defined by the Plan.

The balance in each participant's account representing salary reduction contributions is fully vested at all times and is not subject to forfeiture. The balance in each participant's account representing the Employers' matching contributions becomes 20% vested upon completion of 2 years of service and 20% for each year thereafter.

Contributions

Participants may elect to contribute a portion of their pretax compensation in amounts up to 100% of total compensation subject to certain maximum limitations imposed by the Internal Revenue Code in the amounts of $16,500 and $15,500 for 2009 and 2008, respectively. The Employers contribute a matching contribution to the Plan, which is equal to the salary reduction amount of each participant up to a maximum amount of $500 for employees with 1 – 5 years of service, $1,000 for employees with 6 -10 years of service and $1,500 for employees with 11 years or more of service for each Plan year.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Employers' matching contributions, and an allocation of Plan earnings. Earnings allocations are based on participant investment elections.

Investment Options

Upon enrollment in the Plan, a participant must direct contributions to selected investments as made available and determined by the Plan. Participants may change their investment options anytime throughout the year through the internet or direct phone access to the Plan's Trustees.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate in effect when the loan is made. Principal and interest is paid ratably through monthly payroll deductions, with repayment periods not to exceed five years and fifteen years for non-homestead and homestead loans, respectively.

Forfeitures

Forfeitures represent the portion of non-vested benefit payments remaining in the Plan for all terminated employees. The forfeiture allocation is applied to reduce Plan expenses. For the years ended December 31, 2009 and 2008, forfeitures applied toward the Employers' contributions were insignificant.

Payment of Benefits

A participant may not make withdrawals from the Plan except in the event of total and permanent disability, retirement, or termination of employment or hardship. At normal retirement date, or such other date when the participant shall be eligible, the participant is entitled to receive the vested amount in his or her account.

Plan Termination

While there is no intention to do so, the employers reserve the right to terminate the Plan. In the event of termination of the Plan, the participants become fully vested in their employer contribution balances, and the net assets of the Plan will be distributed to the participants of the Plan in accordance with the provisions of the Employee Retirement Income Security Act of 1974.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting.

The accompanying financial statements for the years ended December 31, 2009 and 2008 have been prepared from information prepared by the Plan's directed trustee, Reliance Trust Company (Trustee). Such information has been certified as complete and accurate by the Trustee.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments in mutual funds are reported at fair value based on the quoted market price of the fund, which represents the net asset value of the shares held by the fund at year-end. Investments in common/collective trusts are valued at the participation percentage of the respective trustees' underlying assets. Cash and participant loans are stated at cost, which approximates fair value.

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

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

The Plan has evaluated subsequent events for potential recognition and/or disclosure through October 5, 2010, the date these financial statements were issued.

3. Receivable Due From Merger of Plan

In conjunction with the acquisition of the net assets of Miller Distributing of Fort Worth, Inc ., the existing Miller Distributing of Fort Worth, Inc. 401(k) and Profit Sharing Plan (Fort Worth Plan or Merged Plan) was merged with and into the Plan effective December 31, 2008. On this date, all investments and all other assets of the Fort Worth Plan were converted into cash.

The net assets of the Fort Worth Plan were not received by the Plan until January 2, 2009, and, accordingly, the related assets were recorded as a receivable in the accompanying 2008 financial statements.

4. Administration of Plan Assets

The Plan assets were held and managed by the Plan's Trustee as of and for the years ended December 31, 2009 and 2008. The Trustee invests cash received, interest and dividend income as directed by the participants of the Plan. The Trustee also makes distributions to participants.

Certain administrative functions are performed by employees of the Employers. However, no such employees receive compensation from the Plan. All administrative fees and costs related to Plan investments were paid by the Plan.

5. Certified Financial Information

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Plan's Trustee at December 31, 2009 and 2008, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedule.

The following tables present the fair value of the Plan's investments that were certified by the Plan's Trustee as of December 31, 2009 and 2008.

	2009	2008
Mutual funds:		
*T. Rowe Price Retirement 2030 - Adv	$ 3,016,463	$ 1,939,207
*T. Rowe Price Retirement 2040 - Adv	1,388,914	737,040
*Columbia Acorn Fund A	1,219,204	724,587
*MFS Bond Fund - R3	1,054,895	754,060
*American Funds Growth Fund - R3	971,273	570,727
*T. Rowe Price Retirement 2020 - Adv	807,100	530,720
American Funds Cap Wld Gr & Inc - R3	711,796	399,608
Victory Special Value Fund A	700,130	491,732
T. Rowe Price Retirement 2010 - Adv	629,861	525,777
DWS Equity 500 Index Fund S	612,779	351,686
Columbia Mid Cap Value Fund A	603,991	406,400
American Funds Europacific - R3	490,230	107,058
Eaton Vance Inc Fund of Boston A	446,193	253,556
MFS Value Fund - R3	402,372	268,309
Evergreen Treasury	355,851	-
Van Kampen Equity and Income A	289,829	229,347
Oppenheimer Main St Small Cap - A	19,364	1,775
MFS Cash R3	2,925	-
Total mutual funds	$ 13,723,170	$ 8,291,589
Interests in common/collective trusts:		
*Fixed Fund - Institutional	$ 686,654	$ 974,068

* Investment represents 5% or more of the Plan's net assets at December 31, 2009.

During 2009, the Plan's investments (excluding gains and losses on investments purchased and sold, as well as held during the year) appreciated in value by $2,964,066. During 2008, the Plan's investments (excluding gains and losses on investments purchased and sold, as well as held during the year) depreciated in value by $(4,490,660). The changes by investment category during the years ended December 31, 2009 and 2008 are as follows:

	2009	2008
Mutual funds:		
T. Rowe Price Retirement 2030 - Adv	$ 763,731	$ (1,215,897)
T. Rowe Price Retirement 2040 - Adv	333,612	(441,650)
Columbia Acorn Fund A	317,754	(473,784)
American Funds Growth Fund - R3	215,107	(375,805)
MFS Bond Fund - R3	175,269	(81,071)
Victory Special Value Fund A	173,208	(376,919)
Columbia Mid Cap Value Fund A	139,519	(284,322)
American Funds Cap Wld Gr & Inc - R3	136,981	(290,570)
T. Rowe Price Retirement 2010 - Adv	129,799	(182,608)
T. Rowe Price Retirement 2020 - Adv	129,560	(162,784)
Eaton Vance Inc Fund of Boston A	117,130	(109,478)
American Funds Europacific - R3	109,820	(79,449)
DWS Equity 500 Index Fund S	107,441	(218,270)
MFS Value Fund - R3	59,106	(125,953)
Van Kampen Equity & Income A	53,154	(70,836)
Oppenheimer Main St Small Cap - A	2,875	(1,264)
Total mutual funds	$ 2,964,066	$ (4,490,660)

6. Income Taxes

The Plan obtained its latest determination letter on September 4, 2001, in which the Internal Revenue Service stated that, as then designed, the Plan was in compliance with the applicable requirements of the Internal Revenue Code (IRC). While the Plan has been amended since receiving the determination letter, the Plan Administrator believes the Plan is designed and being operated in compliance with the IRC.

7. Risks and Uncertainties

The Plan may invest in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for plan benefits.

9. Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 at December 31, 2008:

Net assets available for benefits per the financial statements	$ 11,572,445
Amount excluded from Form 5500:	
Receivable from merged plan	(1,241,279)
Net assets available for benefits per Schedule H of Form 5500	$ 10,331,166

The following is a reconciliation of changes in net assets available for benefits per the financial statements for the year ended December 31, 2008 to Schedule H of Form 5500:

(Decrease) increase in net assets available for benefits per the financial statements	$ (2,342,720)
Adjustment to arrive at amounts per Schedule H of Form 5500:	
Transfer of assets from merged plan	(1,241,279)
(Decrease) increase in net assets available for benefits per Schedule H of Form 5500	$ (3,583,999)

There were no reconciling items as of and for the year ended December 31, 2009.

10. Fair Value Disclosures

The fair value of an asset or liability is the price that would be received to sell that asset or paid to transfer that liability in an orderly transaction occurring in the principal market (or most advantageous market in the absence of a principal market) for such asset or liability. In estimating fair value, the Plan utilizes valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. Such valuation techniques are consistently applied. Inputs to valuation techniques include the assumptions that market participants would use in pricing an asset or liability. ASC Topic 820, "Fair Value Measurements and Disclosures," establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

- *Level 1 Inputs* - Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

- *Level 2 Inputs* - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, volatilities, prepayment speeds, credit risks, etc.) or inputs that are derived principally from or corroborated by market data by correlation or other means.

- *Level 3 Inputs* - Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

In general, fair value is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts to reflect counterparty credit quality and the Plan's creditworthiness, among other things, as well as unobservable parameters. Any such valuation adjustments are applied consistently over time. The Plan's valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes the Plan's valuation methodologies 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 estimate of fair value at the reporting date. Furthermore, the reported fair value amounts have not been comprehensively revalued since the presentation dates, and therefore, estimates of fair value after the balance sheet date may differ significantly from the amounts presented herein.

Assets and liabilities measured at fair value at December 31, 2009 and 2008 are as follows (in thousands):

	Fair Value Measurements Using		
	Level 1	Level 2	Level 3
December 31, 2009:			
Investments (1)	$ -	$ 15,677,639	$ -
December 31, 2008:			
Investments (1)	$ -	$ 10,291,348	$ -

(1) Investments are measured at fair value on a recurring basis, generally monthly.

SUPPLEMENTAL SCHEDULE

ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS 401(k) PLAN

SCHEDULE H, PART IV, LINE 4 (i) – SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

December 31, 2009

Identity of issuer, borrower, lessor or similar party	**Description of investment**	**Fair Value**
Mutual funds:		
*T. Rowe Price Retirement	200,563 units T. Rowe Price Retirement 2030 - Adv	$ 3,016,463
*T. Rowe Price Retirement	92,164 units T. Rowe Price Retirement 2040 - Adv	1,388,914
*Columbia Funds	50,843 units Columbia Acorn Fund A	1,219,204
*MFS	82,867 units MFS Bond Fund R3	1,054,895
*American Funds	36,067 units American Funds Growth Fund - R3	971,273
*T. Rowe Price Retirement	55,547 units T. Rowe Price Retirement 2020 - Adv	807,100
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*Victory Capital Management	51,670 units Victory Special Value Fund A	700,130
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*DWS Retirement Funds	4897 units DWS Equity 500 Index Fund S	612,779
*Columbia Funds	54,561 units Columbia Mid Cap Value Fund A	603,991
*American Funds	13,010 units American Funds Europacific - R3	490,230
*Eaton Vance Retirement Fund	80,540 units Eaton Vance Inc Fund of Boston A	446,193
*MFS	19,420 units MFS Value Fund - R3	402,372
*Evergreen Treasury	355,851 units Evergreen Treasury Money Market - A	355,851
*Van Kampen Retirement Fund	37,205 units Van Kampen Equity & Income A	289,829
*Oppenheimer Funds	1,167 units Oppenheimer Main St Small Cap - A	19,364
*MFS Cash R3	Unallocated forfeitures	2,925
Total mutual funds		13,723,170
Common/Collective Trusts:		
*MFS	Fixed Fund - Institutional	686,654
Notes and mortgages:		
Participant Loans	Interest from 3.25% to 11.25%, maturity of 1 to 12 years	1,267,815
	Total investments	$ 15,677,639

* Party in interest to the Plan.

The above information, except for participant loans, has been certified by Reliance, the directed trustee, as complete and accurate.

See independent auditors' report.

ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS 401(k) PLAN

Financial Statements and Supplemental Schedule

December 31, 2009 and 2008

(With Independent Auditors' Report Thereon)

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PAYNE & SMITH, LLC
Certified Public Accountants

Independent Auditors' Report

Administrative Committee
Andrews Distributing Company of North Texas 401(k) Plan

We were engaged to audit the accompanying statement of net assets available for benefits of the Andrews Distributing Company of North Texas 401(k) Plan (the Plan) as of December 31, 2009 and 2008, the related statement of changes in net assets available for benefits for the years then ended, and the supplemental schedule as of and for the year ended December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by Section 29 CFR 2520.103-8 of the Department of Labor 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 5 which was certified by Reliance Trust Company, the directed trustee of the Plan (referred to as Trustee) as of and for the years ended December 31, 2009 and 2008, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from the trustee that the information provided to the Plan administrator is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with 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.

Payne & Smith, LLC

October 5, 2010

5952 Royal Lane • Suite 158 • Dallas, TX 75230 • 214 / 363-9927 • Fax 214 / 363-9980

ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS 401(k) PLAN

Statement of Net Assets Available for Benefits

December 31, 2009 and 2008

ASSETS	2009	2008
Participant directed investments:		
Mutual funds	$ 13,723,170	$ 8,291,859
Value of interest in common/collective trusts	686,654	974,068
Loans to participants	1,267,815	1,025,421
Total investments	15,677,639	10,291,348
Contributions receivable:		
Employer	-	31,024
Employee	-	8,794
Total contributions receivable	-	39,818
Receivable due from merger of plan	-	1,241,279
Total assets	15,677,639	11,572,445
LIABILITIES		
Accrued payables	-	-
Net assets available for benefits	$ 15,677,639	$ 11,572,445

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

ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS 401(k) PLAN

Statement of Changes in Net Assets Available for Benefits

For the Years Ended December 31, 2009 and 2008

	2009	2008
ADDITIONS (REDUCTIONS) TO NET ASSETS ATTRIBUTED TO:		
Investment income (loss):		
Interest	$ 66,684	$ 42,012
Dividends	247,763	-
Ner realized gains on sales of investments	17,515	25,734
Net appreciation (depreciation) in fair value of assets	2,964,066	(4,490,660)
Net investment income (loss)	3,296,028	(4,422,914)
Contributions:		
Employer	338,218	326,688
Employee	1,094,400	1,012,923
Other	37,889	53,452
Total contributions	1,470,507	1,393,063
Total (reductions) additions	4,766,535	(3,029,851)
DEDUCTIONS FROM NET ASSETS ATRRIBUTED TO:		
Distributions to participants	629,231	525,957
Administrative expenses and other	32,110	28,191
Total deductions	661,341	554,148
NET INCREASE (DECREASE) IN NET ASSETS AVAILABLE FOR BENEFITS PRIOR TO TRANSFERS	4,105,194	(3,583,999)
TRANSFER OF ASSETS FROM MERGED PLAN	-	1,241,279
NET INCREASE (DECREASE) IN NET ASSETS AVAILABLE FOR BENEFITS	4,105,194	(2,342,720)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	11,572,445	13,915,165
End of year	$ 15,677,639	$ 11,572,445

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

1. Description of the Plan

The following description of the Andrews Distributing Company of North Texas 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was established effective by and among Andrews Distributing of North Texas (previously Miller of Dallas, Inc.), Premium Distributing Company, Inc., Andrews Distributing Company, Inc and Willow Distributors, Inc. (all collectively referred to as Employers) and their respective employees.

The Plan is a defined contribution plan covering eligible employees of the participating companies as defined by the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Vesting and Participation

Employees become eligible for participation after completing one year of service and attaining the age of eighteen, as defined by the Plan.

The balance in each participant's account representing salary reduction contributions is fully vested at all times and is not subject to forfeiture. The balance in each participant's account representing the Employers' matching contributions becomes 20% vested upon completion of 2 years of service and 20% for each year thereafter.

Contributions

Participants may elect to contribute a portion of their pretax compensation in amounts up to 100% of total compensation subject to certain maximum limitations imposed by the Internal Revenue Code in the amounts of $16,500 and $15,500 for 2009 and 2008, respectively. The Employers contribute a matching contribution to the Plan, which is equal to the salary reduction amount of each participant up to a maximum amount of $500 for employees with 1 – 5 years of service, $1,000 for employees with 6 -10 years of service and $1,500 for employees with 11 years or more of service for each Plan year.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Employers' matching contributions, and an allocation of Plan earnings. Earnings allocations are based on participant investment elections.

Investment Options

Upon enrollment in the Plan, a participant must direct contributions to selected investments as made available and determined by the Plan. Participants may change their investment options anytime throughout the year through the internet or direct phone access to the Plan's Trustees.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate in effect when the loan is made. Principal and interest is paid ratably through monthly payroll deductions, with repayment periods not to exceed five years and fifteen years for non-homestead and homestead loans, respectively.

Forfeitures

Forfeitures represent the portion of non-vested benefit payments remaining in the Plan for all terminated employees. The forfeiture allocation is applied to reduce Plan expenses. For the years ended December 31, 2009 and 2008, forfeitures applied toward the Employers' contributions were insignificant.

Payment of Benefits

A participant may not make withdrawals from the Plan except in the event of total and permanent disability, retirement, or termination of employment or hardship. At normal retirement date, or such other date when the participant shall be eligible, the participant is entitled to receive the vested amount in his or her account.

Plan Termination

While there is no intention to do so, the employers reserve the right to terminate the Plan. In the event of termination of the Plan, the participants become fully vested in their employer contribution balances, and the net assets of the Plan will be distributed to the participants of the Plan in accordance with the provisions of the Employee Retirement Income Security Act of 1974.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting.

The accompanying financial statements for the years ended December 31, 2009 and 2008 have been prepared from information prepared by the Plan's directed trustee, Reliance Trust Company (Trustee). Such information has been certified as complete and accurate by the Trustee.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments in mutual funds are reported at fair value based on the quoted market price of the fund, which represents the net asset value of the shares held by the fund at year-end. Investments in common/collective trusts are valued at the participation percentage of the respective trustees' underlying assets. Cash and participant loans are stated at cost, which approximates fair value.

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

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

The Plan has evaluated subsequent events for potential recognition and/or disclosure through October 5, 2010, the date these financial statements were issued.

3. Receivable Due From Merger of Plan

In conjunction with the acquisition of the net assets of Miller Distributing of Fort Worth, Inc ., the existing Miller Distributing of Fort Worth, Inc. 401(k) and Profit Sharing Plan (Fort Worth Plan or Merged Plan) was merged with and into the Plan effective December 31, 2008. On this date, all investments and all other assets of the Fort Worth Plan were converted into cash.

The net assets of the Fort Worth Plan were not received by the Plan until January 2, 2009, and, accordingly, the related assets were recorded as a receivable in the accompanying 2008 financial statements.

4. Administration of Plan Assets

The Plan assets were held and managed by the Plan's Trustee as of and for the years ended December 31, 2009 and 2008. The Trustee invests cash received, interest and dividend income as directed by the participants of the Plan. The Trustee also makes distributions to participants.

Certain administrative functions are performed by employees of the Employers. However, no such employees receive compensation from the Plan. All administrative fees and costs related to Plan investments were paid by the Plan.

5. Certified Financial Information

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Plan's Trustee at December 31, 2009 and 2008, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedule.

The following tables present the fair value of the Plan's investments that were certified by the Plan's Trustee as of December 31, 2009 and 2008.

	2009	2008
Mutual funds:		
*T. Rowe Price Retirement 2030 - Adv	$ 3,016,463	$ 1,939,207
*T. Rowe Price Retirement 2040 - Adv	1,388,914	737,040
*Columbia Acorn Fund A	1,219,204	724,587
*MFS Bond Fund - R3	1,054,895	754,060
*American Funds Growth Fund - R3	971,273	570,727
*T. Rowe Price Retirement 2020 - Adv	807,100	530,720
American Funds Cap Wld Gr & Inc - R3	711,796	399,608
Victory Special Value Fund A	700,130	491,732
T. Rowe Price Retirement 2010 - Adv	629,861	525,777
DWS Equity 500 Index Fund S	612,779	351,686
Columbia Mid Cap Value Fund A	603,991	406,400
American Funds Europacific - R3	490,230	107,058
Eaton Vance Inc Fund of Boston A	446,193	253,556
MFS Value Fund - R3	402,372	268,309
Evergreen Treasury	355,851	-
Van Kampen Equity and Income A	289,829	229,347
Oppenheimer Main St Small Cap - A	19,364	1,775
MFS Cash R3	2,925	-
Total mutual funds	$ 13,723,170	$ 8,291,589
Interests in common/collective trusts:		
*Fixed Fund - Institutional	$ 686,654	$ 974,068

* Investment represents 5% or more of the Plan's net assets at December 31, 2009.

During 2009, the Plan's investments (excluding gains and losses on investments purchased and sold, as well as held during the year) appreciated in value by $2,964,066. During 2008, the Plan's investments (excluding gains and losses on investments purchased and sold, as well as held during the year) depreciated in value by $(4,490,660). The changes by investment category during the years ended December 31, 2009 and 2008 are as follows:

	2009	2008
Mutual funds:		
T. Rowe Price Retirement 2030 - Adv	$ 763,731	$ (1,215,897)
T. Rowe Price Retirement 2040 - Adv	333,612	(441,650)
Columbia Acorn Fund A	317,754	(473,784)
American Funds Growth Fund - R3	215,107	(375,805)
MFS Bond Fund - R3	175,269	(81,071)
Victory Special Value Fund A	173,208	(376,919)
Columbia Mid Cap Value Fund A	139,519	(284,322)
American Funds Cap Wld Gr & Inc - R3	136,981	(290,570)
T. Rowe Price Retirement 2010 - Adv	129,799	(182,608)
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Total mutual funds	$ 2,964,066	$ (4,490,660)

6. Income Taxes

The Plan obtained its latest determination letter on September 4, 2001, in which the Internal Revenue Service stated that, as then designed, the Plan was in compliance with the applicable requirements of the Internal Revenue Code (IRC). While the Plan has been amended since receiving the determination letter, the Plan Administrator believes the Plan is designed and being operated in compliance with the IRC.

7. Risks and Uncertainties

The Plan may invest in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for plan benefits.

9. Reconciliation of Financial Statements to Schedule H of Form 5500

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Net assets available for benefits per the financial statements	$ 11,572,445
Amount excluded from Form 5500:	
Receivable from merged plan	(1,241,279)
Net assets available for benefits per Schedule H of Form 5500	$ 10,331,166

The following is a reconciliation of changes in net assets available for benefits per the financial statements for the year ended December 31, 2008 to Schedule H of Form 5500:

(Decrease) increase in net assets available for benefits per the financial statements	$ (2,342,720)
Adjustment to arrive at amounts per Schedule H of Form 5500:	
Transfer of assets from merged plan	(1,241,279)
(Decrease) increase in net assets available for benefits per Schedule H of Form 5500	$ (3,583,999)

There were no reconciling items as of and for the year ended December 31, 2009.

10. Fair Value Disclosures

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- *Level 3 Inputs* - Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

In general, fair value is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts to reflect counterparty credit quality and the Plan's creditworthiness, among other things, as well as unobservable parameters. Any such valuation adjustments are applied consistently over time. The Plan's valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes the Plan's valuation methodologies 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 estimate of fair value at the reporting date. Furthermore, the reported fair value amounts have not been comprehensively revalued since the presentation dates, and therefore, estimates of fair value after the balance sheet date may differ significantly from the amounts presented herein.

Assets and liabilities measured at fair value at December 31, 2009 and 2008 are as follows (in thousands):

	Fair Value Measurements Using		
	Level 1	Level 2	Level 3
December 31, 2009:			
Investments (1)	$ -	$ 15,677,639	$ -
December 31, 2008:			
Investments (1)	$ -	$ 10,291,348	$ -

(1) Investments are measured at fair value on a recurring basis, generally monthly.

SUPPLEMENTAL SCHEDULE

ANDREWS DISTRIBUTING COMPANY OF NORTH TEXAS 401(k) PLAN

SCHEDULE H, PART IV, LINE 4 (i) – SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

December 31, 2009

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Mutual funds:		
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*T. Rowe Price Retirement	92,164 units T. Rowe Price Retirement 2040 - Adv	1,388,914
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The above information, except for participant loans, has been certified by Reliance, the directed trustee, as complete and accurate.

See independent auditors' report.