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| <div>Form 5500</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security<br/>Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div> | <div>OMB Nos. 1210-0110<br/>1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div> |
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| Part I                                                                                     | Annual Report Identification Information                                                                                                                                                                                                                                                                                     |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009 |                                                                                                                                                                                                                                                                                                                              |
| A                                                                                          | This return/report is for: <div><div><input type="checkbox"/> a multiemployer plan;</div><div><input checked="" type="checkbox"/> a single-employer plan;</div><div><input type="checkbox"/> a multiple-employer plan; or</div><div><input type="checkbox"/> a DFE (specify) ____</div></div>                                |
| B                                                                                          | This return/report is: <div><div><input type="checkbox"/> the first return/report;</div><div><input checked="" type="checkbox"/> an amended return/report;</div><div><input type="checkbox"/> the final return/report;</div><div><input type="checkbox"/> a short plan year return/report (less than 12 months).</div></div> |
| C                                                                                          | If the plan is a collectively-bargained plan, check here. .... ▶ <input type="checkbox"/>                                                                                                                                                                                                                                    |
| D                                                                                          | Check box if filing under: <div><div><input checked="" type="checkbox"/> Form 5558;</div><div><input type="checkbox"/> automatic extension;</div><div><input type="checkbox"/> the DFVC program;</div><div><input type="checkbox"/> special extension (enter description)</div></div>                                        |

|         |                                                                                                                                                                                                                             |                                                                                                                                                                 |
|---------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part II | Basic Plan Information—enter all requested information                                                                                                                                                                      |                                                                                                                                                                 |
| 1a      | Name of plan<br>SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN                                                                                                                                             | 1b Three-digit plan number (PN) ▶ 001                                                                                                                           |
|         |                                                                                                                                                                                                                             | 1c Effective date of plan<br>09/01/1976                                                                                                                         |
| 2a      | Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br>SOUTHERN WINE AND SPIRITS OF AMERICA, INC.<br><br>1600 N.W. 163RD STREET<br>MIAMI, FL 33169-5641 | 2b Employer Identification Number (EIN)<br>59-1285786<br><br>2c Sponsor's telephone number<br>305-625-4171<br><br>2d Business code (see instructions)<br>424940 |

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. | 10/15/2010 | MARK KRAUSS                                                  |
|           | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| SIGN HERE | Filed with authorized/valid electronic signature. | 10/15/2010 | MARK KRAUSS                                                  |
|           | 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                      |

|                                                                                                                                                                                             |                                                                                                               |
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| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>SOUTHERN WINE AND SPIRITS OF AMERICA, INC.<br><br>1600 N.W. 163RD STREET<br>MIAMI, FL 33169-5641 | <b>3b</b> Administrator's EIN<br>59-1285786<br><br><b>3c</b> Administrator's telephone number<br>305-625-4171 |
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|                                                                                                                                                                                                                       |                                   |
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| <b>4</b> 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:<br><br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><b>4c</b> PN |
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|                                                                                                                                                        |           |      |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------|
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                | <b>5</b>  | 8179 |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |           |      |
| <b>a</b> Active participants.....                                                                                                                      | <b>6a</b> | 7176 |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                     | <b>6b</b> | 22   |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                      | <b>6c</b> | 710  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                               | <b>6d</b> | 7908 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                              | <b>6e</b> | 23   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                | <b>6f</b> | 7931 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....         | <b>6g</b> | 5413 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....             | <b>6h</b> | 90   |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                   | <b>7</b>  |      |

**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 2S 2T 3D

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

|                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> 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)

|                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
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| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |
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| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>2009</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>This Form is Open to Public Inspection.</b> |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009                                                                                                                                |                                                                                                                                                                                                                        |                                                |
| <b>A</b> Name of plan<br>SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN                                                                                                                                  | <b>B</b> Three-digit plan number (PN) ▶                                                                                                                                                                                | 001                                            |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>SOUTHERN WINE AND SPIRITS OF AMERICA, INC.                                                                                                               | <b>D</b> Employer Identification Number (EIN)<br>59-1285786                                                                                                                                                            |                                                |

|               |                                                        |
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| <b>Part I</b> | <b>Service Provider Information (see instructions)</b> |
|---------------|--------------------------------------------------------|

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

|                                                                                                                   |                                                   |
|-------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |                                                   |
| CENTURY CAPITAL MANAGEMENT                                                                                        | 100 FEDERAL STREET 29TH FLOOR<br>BOSTON, MA 02110 |

|                                                                                                                  |                                               |
|------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |                                               |
| COLUMBIA MANAGEMENT CO.                                                                                          | ONE FINANCIAL CENTER<br>BOSTON, MA 02111-2621 |

|                                                                                                                   |                                                   |
|-------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |                                                   |
| DAVIS FUNDS                                                                                                       | 2949 EAST ELVIRA ROAD STE 101<br>TUSCON, AZ 85756 |

|                                                                                                                   |                                                          |
|-------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |                                                          |
| PACIFIC INVESTMENT MGMT CORP                                                                                      | 840 NEWPORT CENTER DRIVE<br>NEWPORT BEACH, CA 92660-6397 |

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

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LORD ABBETT

90 HUDSON STREET  
JERSEY CITY, NJ 07302

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

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VANGUARD

100 VANGUARD BLVD  
MALVERN, PA 19355-2331

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

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ARTISAN FUNDS

875 E WISCONSIN AVE STE 800  
MILWAUKEE, WI 53202

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

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PUTNAM INVESTMENTS

1 POST OFFICE SQUARE  
BOSTON, MA 02109

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

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FIDELITY INVESTMENTS

82 DEVONSHIRE ST  
BOSTON, MA 02109

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

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THE AMERICAN FUNDS GROUP

333 SOUTH HOPE STREET  
LOS ANGELES, CA 90071

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

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T ROWE PRICE

100 EAST PRATT STREET  
BALTIMORE, MD 21202

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**(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)

MERCER HR SERVICES, LLC

INVESTORS WAY  
NORWOOD, MA 02062

| <b>(b)</b><br>Service<br>Code(s)          | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|-------------------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 15 21 25 37<br>38 49 59 60<br>62 64 65 99 | RECORDKEEPER/T<br>RUSTEE                                                                                             | 0                                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                                               | 574872                                                                                                                                                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                             |

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

MMC SECURITIES CORP

INVESTORS WAY  
NORWOOD, MA 02062

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 63                               | BROKER/DEALER                                                                                                        | 0                                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                                               | 114666                                                                                                                                                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                             |

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

WELCH HORNSBY & WELCH

PO BOX 235018  
MONTGOMERY, AL 36123

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 27                               | INVESTMENT<br>ADVISOR                                                                                                | 0                                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                                               | 61498                                                                                                                                                                                                    | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                             |

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

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

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

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

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

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

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2                    | (b) Service Codes<br>(see instructions)                                                            | (c) Enter amount of indirect compensation                                                                                                                          |
|----------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| MMC SECURITIES CORP                                                        | 63                                                                                                 | 114666                                                                                                                                                             |
| (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. |
| THE AMERICAN FUNDS GROUP<br>333 SOUTH HOPE STREET<br>LOS ANGELES, CA 90071 | DISTRIBUTION (12B-1) FEES                                                                          |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                    |                                                                                                    | (c) Enter amount of indirect compensation                                                                                                                          |
| MERCER HR SERVICES, LLC                                                    | 15 38 59 60                                                                                        | 47619                                                                                                                                                              |
| (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. |
| THE AMERICAN FUNDS GROUP<br>333 SOUTH HOPE STREET<br>LOS ANGELES, CA 90071 | RECORDKEEPING, PARTICIPANT COMMUNICATION,<br>SHAREHOLDER SERVICING AND SUB-TRANSFER<br>AGENCY FEES |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                    |                                                                                                    | (c) Enter amount of indirect compensation                                                                                                                          |
| WELCH HORNSBY & WELCH                                                      | 27                                                                                                 | 61498                                                                                                                                                              |
| (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. |
| MERCER HR SERVICES, LLC<br>INVESTORS WAY<br>NORWOOD, MA 02062              | INVESTMENT ADVISORY FEES                                                                           |                                                                                                                                                                    |

**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<br>(see instructions)                                                            | (c) Enter amount of indirect compensation                                                                                                                          |
|--------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| MERCER HR SERVICES, LLC                                                  | 15 38 59 60                                                                                        | 175935                                                                                                                                                             |
| (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. |
| ARTISAN FUNDS<br>875 E WISCONSIN AVE STE 800<br>MILWAUKEE, WI 53202      | RECORDKEEPING, PARTICIPANT COMMUNICATION,<br>SHAREHOLDER SERVICING AND SUB-TRANSFER<br>AGENCY FEES |                                                                                                                                                                    |
|                                                                          |                                                                                                    |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                  | (b) Service Codes<br>(see instructions)                                                            | (c) Enter amount of indirect compensation                                                                                                                          |
| MERCER HR SERVICES, LLC                                                  | 15 38 59 60                                                                                        | 1280                                                                                                                                                               |
| (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 CO.<br>ONE FINANCIAL CENTER<br>BOSTON, MA 02111-2621 | RECORDKEEPING, PARTICIPANT COMMUNICATION,<br>SHAREHOLDER SERVICING AND SUB-TRANSFER<br>AGENCY FEES |                                                                                                                                                                    |
|                                                                          |                                                                                                    |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                  | (b) Service Codes<br>(see instructions)                                                            | (c) Enter amount of indirect compensation                                                                                                                          |
| MERCER HR SERVICES, LLC                                                  | 15 38 59 60                                                                                        | 101105                                                                                                                                                             |
| (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. |
| DAVIS FUNDS<br>2949 EAST ELVIRA ROAD STE 101<br>TUSCON, AZ 85756         | RECORDKEEPING, PARTICIPANT COMMUNICATION,<br>SHAREHOLDER SERVICING AND SUB-TRANSFER<br>AGENCY FEES |                                                                                                                                                                    |

**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<br>(see instructions)                  | (c) Enter amount of indirect compensation                                                                                                                          |
|---------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| MERCER HR SERVICES, LLC                                             | 15 38 59 60                                              | 75181                                                                                                                                                              |
| (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 INVESTMENTS                                                | 82 DEVONSHIRE ST<br>BOSTON, MA 02109                     | RECORDKEEPING, PARTICIPANT COMMUNICATION,<br>SHAREHOLDER SERVICING AND SUB-TRANSFER<br>AGENCY FEES                                                                 |
| (a) Enter service provider name as it appears on line 2             |                                                          | (c) Enter amount of indirect compensation                                                                                                                          |
| MERCER HR SERVICES, LLC                                             | 15 38 59 60                                              | 10570                                                                                                                                                              |
| (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                                                         | 90 HUDSON STREET<br>JERSEY CITY, NJ 07302                | RECORDKEEPING, PARTICIPANT COMMUNICATION,<br>SHAREHOLDER SERVICING AND SUB-TRANSFER<br>AGENCY FEES                                                                 |
| (a) Enter service provider name as it appears on line 2             |                                                          | (c) Enter amount of indirect compensation                                                                                                                          |
| MERCER HR SERVICES, LLC                                             | 15 38 59 60                                              | 70884                                                                                                                                                              |
| (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. |
| PACIFIC INVESTMENT MGMT CORP                                        | 840 NEWPORT CENTER DRIVE<br>NEWPORT BEACH, CA 92660-6397 | RECORDKEEPING, PARTICIPANT COMMUNICATION,<br>SHAREHOLDER SERVICING AND SUB-TRANSFER<br>AGENCY FEES                                                                 |

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MERCER HR SERVICES, LLC                                 | 15 38 59 60                             | 79398                                     |

| (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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PUTNAM INVESTMENTS<br>1 POST OFFICE SQUARE<br>BOSTON, MA 02109      | RECORDKEEPING, PARTICIPANT COMMUNICATION,<br>SHAREHOLDER SERVICING AND SUB-TRANSFER<br>AGENCY FEES                                                                 |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MERCER HR SERVICES, LLC                                 | 15 38 59 60                             | 12734                                     |

| (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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| T ROWE PRICE<br>100 EAST PRATT STREET<br>BALTIMORE, MD 21202        | RECORDKEEPING, PARTICIPANT COMMUNICATION,<br>SHAREHOLDER SERVICING AND SUB-TRANSFER<br>AGENCY FEES                                                                 |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(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)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN;       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN;       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                               |                                                                                                                                                                                                                              |                                                                                            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection.</b> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

|                                                                                                                    |                                                             |     |
|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----|
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009                         |                                                             |     |
| <b>A</b> Name of plan<br>SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN                           | <b>B</b> Three-digit plan number (PN) ▶                     | 001 |
|                                                                                                                    |                                                             |     |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br>SOUTHERN WINE AND SPIRITS OF AMERICA, INC. | <b>D</b> Employer Identification Number (EIN)<br>59-1285786 |     |

|                                                                                  |                                                                                                                                                                                  |                                                                                                              |  |
|----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|--|
| <b>Part I</b>                                                                    | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |                                                                                                              |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM STABLE VALUE FUND          |                                                                                                                                                                                  |                                                                                                              |  |
| <b>b</b> Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY |                                                                                                                                                                                  |                                                                                                              |  |
| <b>c</b> EIN-PN 04-3159710-202                                                   | <b>d</b> Entity code C                                                                                                                                                           | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 67613044 |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                   |                                                                                                                                                                                  |                                                                                                              |  |
| <b>b</b> Name of sponsor of entity listed in (a):                                |                                                                                                                                                                                  |                                                                                                              |  |
| <b>c</b> EIN-PN                                                                  | <b>d</b> Entity code                                                                                                                                                             | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                   |                                                                                                                                                                                  |                                                                                                              |  |
| <b>b</b> Name of sponsor of entity listed in (a):                                |                                                                                                                                                                                  |                                                                                                              |  |
| <b>c</b> EIN-PN                                                                  | <b>d</b> Entity code                                                                                                                                                             | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                   |                                                                                                                                                                                  |                                                                                                              |  |
| <b>b</b> Name of sponsor of entity listed in (a):                                |                                                                                                                                                                                  |                                                                                                              |  |
| <b>c</b> EIN-PN                                                                  | <b>d</b> Entity code                                                                                                                                                             | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                   |                                                                                                                                                                                  |                                                                                                              |  |
| <b>b</b> Name of sponsor of entity listed in (a):                                |                                                                                                                                                                                  |                                                                                                              |  |
| <b>c</b> EIN-PN                                                                  | <b>d</b> Entity code                                                                                                                                                             | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                   |                                                                                                                                                                                  |                                                                                                              |  |
| <b>b</b> Name of sponsor of entity listed in (a):                                |                                                                                                                                                                                  |                                                                                                              |  |
| <b>c</b> EIN-PN                                                                  | <b>d</b> Entity code                                                                                                                                                             | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                   |                                                                                                                                                                                  |                                                                                                              |  |
| <b>b</b> Name of sponsor of entity listed in (a):                                |                                                                                                                                                                                  |                                                                                                              |  |
| <b>c</b> EIN-PN                                                                  | <b>d</b> Entity code                                                                                                                                                             | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |

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

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

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

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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>2009</b>                                   |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>This Form is Open to Public Inspection</b> |

|                                                                                                             |                                                                 |     |
|-------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|-----|
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009                  |                                                                 |     |
| <b>A</b> Name of plan<br>SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN                    | <b>B</b> Three-digit plan number (PN) ►                         | 001 |
|                                                                                                             |                                                                 |     |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>SOUTHERN WINE AND SPIRITS OF AMERICA, INC. | <b>D</b> Employer Identification Number (EIN)<br><br>59-1285786 |     |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**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 |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    | 415327                | 471478          |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    | 226397                | 603813          |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    | 12732716              | 13845528        |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    | 69669383              | 67613044        |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   |                       |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   | 194667013             | 280060932       |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

**1d** Employer-related investments:

|                                                                      |       | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|-------|-----------------------|-----------------|
| (1) Employer securities .....                                        | 1d(1) |                       |                 |
| (2) Employer real property .....                                     | 1d(2) |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | 1e    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | 1f    | 277710836             | 362594795       |

**Liabilities**

|                                                                           |    |   |   |
|---------------------------------------------------------------------------|----|---|---|
| <b>g</b> Benefit claims payable .....                                     | 1g |   |   |
| <b>h</b> Operating payables .....                                         | 1h |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | 1i |   |   |
| <b>j</b> Other liabilities .....                                          | 1j |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | 1k | 0 | 0 |

**Net Assets**

|                                                           |    |           |           |
|-----------------------------------------------------------|----|-----------|-----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | 1l | 277710836 | 362594795 |
|-----------------------------------------------------------|----|-----------|-----------|

**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 |
|------------------------------------------------------------------------------------------------------|----------|------------|-----------|
| <b>a Contributions:</b>                                                                              |          |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                  | 2a(1)(A) | 9797501    |           |
| <b>(B)</b> Participants .....                                                                        | 2a(1)(B) | 24039740   |           |
| <b>(C)</b> Others (including rollovers) .....                                                        | 2a(1)(C) | 681411     |           |
| (2) Noncash contributions .....                                                                      | 2a(2)    |            |           |
| (3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2) .....                          | 2a(3)    |            | 34518652  |
| <b>b Earnings on investments:</b>                                                                    |          |            |           |
| (1) Interest:                                                                                        |          |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | 2b(1)(A) |            |           |
| <b>(B)</b> U.S. Government securities .....                                                          | 2b(1)(B) |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                          | 2b(1)(C) |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                  | 2b(1)(D) |            |           |
| <b>(E)</b> Participant loans .....                                                                   | 2b(1)(E) | 1072474    |           |
| <b>(F)</b> Other .....                                                                               | 2b(1)(F) |            |           |
| (G) Total interest. Add lines 2b(1)(A) through (F) .....                                             | 2b(1)(G) |            | 1072474   |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                      | 2b(2)(A) |            |           |
| <b>(B)</b> Common stock .....                                                                        | 2b(2)(B) |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                            | 2b(2)(C) | 4797899    |           |
| (D) Total dividends. Add lines 2b(2)(A), (B), and (C) .....                                          | 2b(2)(D) |            | 4797899   |
| (3) Rents .....                                                                                      | 2b(3)    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                           | 2b(4)(A) |            |           |
| <b>(B)</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 |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | 0         |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            | 1878253   |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            | 62137692  |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            | 56925     |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 104461895 |

**Expenses**

|                                                                                            |              |          |          |
|--------------------------------------------------------------------------------------------|--------------|----------|----------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 15982458 |          |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |          |          |
| (3) Other .....                                                                            | <b>2e(3)</b> |          |          |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |          | 15982458 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |          | 6470     |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |          | 83877    |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |          |          |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> |          |          |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> |          |          |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> |          |          |
| (4) Other .....                                                                            | <b>2i(4)</b> |          |          |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |          | 0        |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |          | 16072805 |

**Net Income and Reconciliation**

|                                                                               |              |  |          |
|-------------------------------------------------------------------------------|--------------|--|----------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 88389090 |
| <b>l</b> Transfers of assets:                                                 |              |  |          |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  | 4707     |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  | 3509838  |

**Part III Accountant's Opinion**

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

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

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

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

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

(1) Name: GRANT THORNTON

(2) EIN: 74-1296484

**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 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|--------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....                 |     | X  |        |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)..... |     | X  |        |
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                                                                                                            |     | X  |        |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                                                                                                                  |     | X  |        |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 500000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |        |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                                      |     | X  |        |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                            |     | X  |        |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |        |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....                                                                                    |     | X  |        |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |        |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |        |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     | X  |        |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                                                                                                        |     |    |        |

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

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

| 5b(1) Name of plan(s)                                                                                                         | 5b(2) EIN(s) | 5b(3) PN(s) |
|-------------------------------------------------------------------------------------------------------------------------------|--------------|-------------|
| LIQUOR & WINE SALES REPRESENTATIVES, WAREHOUSE, CLERICAL, DISTILLERY, RECTIFYING, TIRE, PLASTIC AND ALLIED WORKERS UNION PLAN | 36-7270398   | 001         |
| FEDWAY ASSOCIATES, INC. 401(K) EMPLOYEE SAVINGS PLAN                                                                          | 22-0905070   | 002         |
| MASS MUTUAL                                                                                                                   | 04-1590850   | 001         |
|                                                                                                                               |              |             |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                                                    |                                                                    |
|--------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN</u>                    | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>SOUTHERN WINE AND SPIRITS OF AMERICA, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>59-1285786</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                |          |          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                          | <b>1</b> | <u>0</u> |
| <b>2</b> 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):<br>EIN(s): <u>20-2020334</u> |          |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                               |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                | <b>3</b> |          |

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

|                                                                                                                                                                                                                                                         |                                                                                                                         |                             |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                     | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                    |                                                                                                                         |                             |                              |
| <b>5</b> 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. |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year .....                                                                                                                                                                             | <b>6a</b>                                                                                                               |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                              | <b>6b</b>                                                                                                               |                             |                              |
| <b>c</b> 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).....                                                                                                         | <b>6c</b>                                                                                                               |                             |                              |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                           |                                                                                                                         |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                      | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                                |                                   |                                   |                               |                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                              |                              |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                    | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</b> If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                               | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

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

Schedule R (Form 5500) 2009  
v.092308.1

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

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

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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): \_\_\_\_\_

Financial Statements and Report of Independent  
Certified Public Accountants

**Southern Wine and Spirits of America, Inc.**  
**401(k) Retirement Plan**

December 31, 2009 and 2008

# Contents

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| Statement of changes in net assets available for benefits      | 3           |
| Notes to financial statements                                  | 4 - 12      |
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# Grant Thornton

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## **Report of Independent Certified Public Accountants**

To the Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan, Trustees and Participants

We were engaged to audit the financial statements of Southern Wine and Spirits of America, Inc. 401(k) Retirement Plan (the "Plan") as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedule as of December 31, 2009, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note G, which was certified by Mercer Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by 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 December 31, 2009 and 2008, and for the year ended December 31, 2009 that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America established by the American Institute of Certified Public Accountants 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.

Miami, Florida

September 28, 2010

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

|                                                                                                                                           | <u>2009</u>           | <u>2008</u>           |
|-------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| ASSETS                                                                                                                                    |                       |                       |
| Investments, at fair value                                                                                                                | \$ 364,762,674        | \$ 272,890,585        |
| Receivables:                                                                                                                              |                       |                       |
| Employer contributions                                                                                                                    | 471,478               | 415,327               |
| Participant contributions                                                                                                                 | <u>603,813</u>        | <u>226,397</u>        |
| Total receivables                                                                                                                         | <u>1,075,291</u>      | <u>641,724</u>        |
| Net assets available for benefits at fair value                                                                                           | 365,837,965           | 273,532,309           |
| Adjustment from fair value to contract value for<br>interest in common/collective trust relating to<br>fully benefit-responsive contracts | <u>(2,924,264)</u>    | <u>4,413,555</u>      |
| Net assets available for benefits                                                                                                         | <u>\$ 362,913,701</u> | <u>\$ 277,945,864</u> |

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

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2009

Additions to net assets attributed to:

Investment income:

|                                               |                  |
|-----------------------------------------------|------------------|
| Net appreciation in fair value of investments | \$ 64,014,775    |
| Dividend income                               | 4,797,899        |
| Interest income                               | <u>1,133,865</u> |

|                     |                   |
|---------------------|-------------------|
| Net investment gain | <u>69,946,539</u> |
|---------------------|-------------------|

Contributions:

|             |                |
|-------------|----------------|
| Participant | 24,039,740     |
| Employer    | 9,798,912      |
| Rollovers   | <u>681,411</u> |

|                     |                   |
|---------------------|-------------------|
| Total contributions | <u>34,520,063</u> |
|---------------------|-------------------|

|                 |             |
|-----------------|-------------|
| Total additions | 104,466,602 |
|-----------------|-------------|

Deductions from net assets attributed to:

|                          |              |
|--------------------------|--------------|
| Benefits paid            | 15,982,457   |
| Corrective distributions | <u>6,470</u> |

|                  |            |
|------------------|------------|
| Total deductions | 15,988,927 |
|------------------|------------|

|                                         |                    |
|-----------------------------------------|--------------------|
| Transfers between retirement plans, net | <u>(3,509,838)</u> |
|-----------------------------------------|--------------------|

|                                                   |            |
|---------------------------------------------------|------------|
| Net increase in net assets available for benefits | 84,967,837 |
|---------------------------------------------------|------------|

Net assets available for benefits:

|                   |                    |
|-------------------|--------------------|
| Beginning of year | <u>277,945,864</u> |
|-------------------|--------------------|

|             |                              |
|-------------|------------------------------|
| End of year | <u><u>\$ 362,913,701</u></u> |
|-------------|------------------------------|

The accompanying notes are an integral part of this financial statement.

**Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2009 and 2008**

**NOTE A - DESCRIPTION OF PLAN**

The following description of the Southern Wine and Spirits of America, Inc. 401(k) Retirement Plan ("the Plan") provides general information only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering eligible employees of Southern Wine and Spirits of America, Inc. ("the Company"). Employees with one year and 1,000 hours of service are eligible for participation. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Contributions

Each year, participants may elect to contribute between 1% and 100% of pretax earnings for non-highly compensated employees and between 1% and 7% for highly compensated employees. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan provides for the Company to make matching contributions up to 2% of employees' earnings and discretionary profit sharing contributions. For the year ended December 31, 2009, the Company made matching contributions based on years of service, as follows:

| <u>Years of Service</u> | <u>Percentage<br/>Contributed</u> |
|-------------------------|-----------------------------------|
| 1 - 10                  | 100%                              |
| more than 10            | 200%                              |

For the year ended December 31, 2009, there were no discretionary profit sharing contributions. Contributions are subject to certain limitations. All contributions during the Plan year are subject to a maximum dollar limitation established by the Internal Revenue Code ("IRC"). For the year ended December 31, 2009, the total maximum allowable tax-deferred contribution to the Plan under the IRC from employee sources was \$16,500 and an additional \$5,500 catch-up contribution for participants that are age 50 or older.

Participant Accounts

Each participant's account is credited with the participant's contribution, allocations of the Company's matching contribution and investment earnings. Allocations are based on participant earnings or account balance, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(continued)

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE A - DESCRIPTION OF PLAN - Continued

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants vest in the Company contributions as follows:

| <u>Years of Service</u> | <u>Percentage Vested</u> |
|-------------------------|--------------------------|
| One year                | 6%                       |
| Two years               | 20%                      |
| Three years             | 40%                      |
| Four years              | 60%                      |
| Five years              | 80%                      |
| Six years or more       | 100%                     |

Application of Forfeitures

Forfeitures of non-vested account balances are used to reduce the Plan's ordinary and necessary administrative expenses for the plan year and any remaining forfeited amounts will be used to reduce the Company's fixed matching contributions for the plan year in which the forfeiture occurs. At December 31, 2009 and 2008, unallocated forfeitures totaled \$67,464 and \$138,994, respectively. During 2009, \$523,264 of forfeitures was used to reduce the Company's matching contributions.

Investment Options

Upon enrollment in the Plan, a participant may direct their contributions plus actual earnings thereon to be invested in any of the investment options offered by the Plan. Participants may change their investment options daily.

Payment of Benefits

Upon termination of service, benefits relating to employee contributions and vested employer contributions are distributed or rolled over if the total investment amount is \$5,000 or less. If the investment amount is greater than \$5,000 a participant may elect to receive their vested account value in a lump sum amount or installments. Upon termination of service, an automatic lump-sum distribution will be made for vested amounts less than \$5,000 and unless otherwise directed by the participant, automatic IRA rollovers will be made from vested amounts between \$1,000 and \$5,000. Benefits are recorded as deductions from net assets available for benefits when paid.

(continued)

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE A - DESCRIPTION OF PLAN - Continued

Participant Loans

Participants may borrow from their accounts a minimum of \$1,000 and up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range up to five years. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined quarterly by the Plan administrator.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts and disclosure of assets and liabilities at the date of the financial statements, and the reported amounts of additions and deletions to net assets during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Except for Plan investments in the common/collective trust, investments are stated at fair value as determined by quoted market prices. The Plan's interests in the common/collective trust are valued using information reported by the issuer of the common/collective trust based on the fair value of the underlying investments, which are adjusted to contract value as it is a fully benefit-responsive investment contract.

(continued)

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Investment Valuation and Income Recognition - Continued

Participant loans are valued at cost, which approximates fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

In April 2009, the FASB issued guidance on estimating fair value when the volume and level of activity for an asset or liability have significantly decreased, including guidance on identifying circumstances that indicate a transaction is not orderly. The guidance emphasizes that, regardless of whether the volume and level of activity for an asset or liability have decreased significantly and regardless of which valuation technique was used, the objective of a fair value measurement under ASC 820, *Fair Value Measurements and Disclosures*, remains the same—to estimate the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. The guidance includes expanded disclosure requirements and requires that the Plan determine the major categories for debt and equity securities on the basis of the nature and risks of the investments. The Plan adopted this guidance effective December 31, 2009. The adoption did not have a material impact on the Plan's statement of net assets available for benefits and statement of changes in net assets available for benefits.

Net Appreciation in Fair Value of Investments

Net realized and unrealized appreciation of investment is recorded in the accompanying statement of changes in net asset available for benefits as net appreciation in fair value of investments and includes gains and losses on investments bought and sold as well as held during the year.

Risks and Uncertainties

The Plan provides for investment options in a variety of investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, market volatility, and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Administration of the Plan

Certain administrative functions are performed by officers or employees of the Company. No such officers or employees receive compensation from the Plan. Certain administration expenses, such as professional fees related to the audit, are incurred and paid directly by the Company.

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE C - INVESTMENTS

Investments that represent 5% or more of the Plan's net assets are as follows:

|                                     | <u>December 31,</u> |               |
|-------------------------------------|---------------------|---------------|
|                                     | <u>2009</u>         | <u>2008</u>   |
| Putnam Stable Value Fund            | \$ 70,537,308       | \$ 65,255,827 |
| Artisan Mid Cap Fund                | 56,689,246          | 36,998,866    |
| American Euro Pacific Growth Fund   | 38,744,161          | 26,741,830    |
| Vanguard Institutional Index Fund   | 34,160,272          | 26,397,714    |
| Pimco Total Return Fund Admin Class | 33,467,846          | 24,680,864    |
| Davis New York Venture Fund         | 30,938,207          | 23,055,037    |
| Growth Fund of America              | 20,163,555          | 14,173,897    |

During 2009, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year appreciated in value as follows:

|                         |                      |
|-------------------------|----------------------|
| Mutual Funds            | \$ 62,154,304        |
| Common/Collective Trust | <u>1,860,471</u>     |
|                         | <u>\$ 64,014,775</u> |

NOTE D - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 - Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

(continued)

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE D - FAIR VALUE MEASUREMENTS - Continued

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

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

Mutual funds - Valued based on quoted market prices which represents the net asset value ("NAV") of shares held by the Plan at year-end.

Common/Collective trust - Valued based on the fair value of the common/collective trust's underlying investments using information reported by the investment advisor.

Participant loans - Valued at amortized cost, which approximates fair value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 estimate of fair value at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2009:

|                         | <u>Level 1</u>        | <u>Level 2</u> | <u>Level 3</u>       | <u>Total</u>          |
|-------------------------|-----------------------|----------------|----------------------|-----------------------|
| Mutual funds:           |                       |                |                      |                       |
| Foreign Large Blend     | \$ 38,744,162         | \$ -           | \$ -                 | \$ 38,744,162         |
| Intermediate-Term Bond  | 33,467,846            | -              | -                    | 33,467,846            |
| Large Blend             | 65,098,478            | -              | -                    | 65,098,478            |
| Large Growth            | 20,163,555            | -              | -                    | 20,163,555            |
| Mid-Cap Growth          | 56,689,246            | -              | -                    | 56,689,246            |
| Mid-Cap Value           | 12,408,447            | -              | -                    | 12,408,447            |
| Retirement Income       | 979,856               | -              | -                    | 979,856               |
| Small Blend             | 12,447,600            | -              | -                    | 12,447,600            |
| Small Growth            | 2,199,569             | -              | -                    | 2,199,569             |
| Target Date             | 37,862,174            | -              | -                    | 37,862,174            |
| Common/Collective trust | -                     | -              | 70,537,308           | 70,537,308            |
| Participant loans       | -                     | -              | 14,164,433           | 14,164,433            |
|                         | <u>\$ 280,060,933</u> | <u>\$ -</u>    | <u>\$ 84,701,741</u> | <u>\$ 364,762,674</u> |

(continued)

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE D - FAIR VALUE MEASUREMENTS - Continued

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 investments for the year ended December 31, 2009:

|                                                  |                      |
|--------------------------------------------------|----------------------|
| Participant loans                                |                      |
| Balance, beginning of year                       | \$ 12,967,744        |
| Purchases, sales, issuances and settlements, net | <u>1,196,689</u>     |
| Total assets at fair value                       | <u>\$ 14,164,433</u> |
| Common/Collective trust                          |                      |
| Balance, beginning of year                       | \$ 65,255,827        |
| Purchases, sales, issuances and settlements, net | <u>5,281,481</u>     |
| Total assets at fair value                       | <u>\$ 70,537,308</u> |

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2008:

|                         | <u>Level 1</u>        | <u>Level 2</u> | <u>Level 3</u>       | <u>Total</u>          |
|-------------------------|-----------------------|----------------|----------------------|-----------------------|
| Mutual funds:           |                       |                |                      |                       |
| Foreign Large Blend     | \$ 26,741,830         | \$ -           | \$ -                 | \$ 26,741,830         |
| Intermediate-Term Bond  | 24,680,864            | -              | -                    | 24,680,864            |
| Large Blend             | 49,452,722            | -              | -                    | 49,452,722            |
| Large Growth            | 14,173,897            | -              | -                    | 14,173,897            |
| Mid-Cap Growth          | 36,998,866            | -              | -                    | 36,998,866            |
| Mid-Cap Value           | 7,037,280             | -              | -                    | 7,037,280             |
| Retirement Income       | 1,041,645             | -              | -                    | 1,041,645             |
| Small Blend             | 9,496,197             | -              | -                    | 9,496,197             |
| Small Growth            | 1,197,168             | -              | -                    | 1,197,168             |
| Target Date             | 23,846,545            | -              | -                    | 23,846,545            |
| Common/Collective trust | -                     | -              | 65,255,827           | 65,255,827            |
| Participant loans       | <u>-</u>              | <u>-</u>       | <u>12,967,744</u>    | <u>12,967,744</u>     |
|                         | <u>\$ 194,667,014</u> | <u>\$ -</u>    | <u>\$ 78,223,571</u> | <u>\$ 272,890,585</u> |

NOTE E - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions or terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

**Southern Wine and Spirits of America, Inc.**  
**401(k) Retirement Plan**

**NOTES TO FINANCIAL STATEMENTS - CONTINUED**

**December 31, 2009 and 2008**

**NOTE F - TAX STATUS**

The Internal Revenue Service has determined and informed the Company by a letter dated June 24, 2002, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed and is being operated in compliance with the applicable requirements of the IRC, and that, therefore, the Plan qualifies under section 401(a) and the related trust is tax-exempt as of December 31, 2009 and December 31, 2008. Therefore, no provision for taxes has been included in the Plan's financial statements. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Company has indicated that it will take the necessary steps, if any, to maintain the Plan's qualified status.

The Financial Accounting Standards Board issued new guidance on accounting for uncertainty in income taxes. The Plan adopted this new guidance for the year ended December 31, 2009. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2006.

**NOTE G - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE**

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Mercer Trust Company, the Trustee of the Plan, has certified that the following data included in the financial statements and supplemental schedule is complete and accurate:

- Investments, as shown in the statements of net assets available for benefits as of December 31, 2009 and 2008.
- Investment gain, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2009.
- Schedule H, Line 4i - Schedule of Assets (Held at End of Year), December 31, 2009.

The Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information certified by the Trustee to the related information included in the financial statements and supplemental schedule.

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE H - TRANSFERS BETWEEN RETIREMENT PLANS

Transfers of assets between plans also occur if a change in the employment status of an employee, who participates in a Company sponsored retirement plan, causes the employee to change plans due to eligibility requirements.

NOTE I - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500, as of December 31, 2009 and 2008, respectively:

|                                                                | <u>2009</u>           | <u>2008</u>           |
|----------------------------------------------------------------|-----------------------|-----------------------|
| Net assets available for benefits per the financial statements | \$ 362,913,701        | \$ 277,945,864        |
| Less: Deemed loan activity                                     | <u>(318,906)</u>      | <u>(235,028)</u>      |
| Net assets available for benefits per the Form 5500            | <u>\$ 362,594,795</u> | <u>\$ 277,710,836</u> |

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

|                                                | <u>2009</u>          |
|------------------------------------------------|----------------------|
| Deductions from net assets                     | \$ 15,988,927        |
| Add: Deemed distributions of participant loans | <u>83,877</u>        |
| Deductions from net assets per the Form 5500   | <u>\$ 16,072,804</u> |

NOTE J - SUBSEQUENT EVENTS

The Plan evaluated its December 31, 2009 financial statements for subsequent events through September 28, 2010, the date the financial statements were available to be issued.

**SUPPLEMENTAL SCHEDULE**

**Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan**

**SCHEDULE H - LINE 4i -  
SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

**December 31, 2009**

| (a) | (b)<br>Identity of Issuer           | (c)<br>Description of Investment                  | (d)<br>Cost | (e)<br>Current Value  |
|-----|-------------------------------------|---------------------------------------------------|-------------|-----------------------|
|     | Putnam Stable Value Fund            | Common Collective Trust                           | **          | \$ 70,537,308         |
|     | Artisan Mid Cap Fund                | Mutual Fund                                       | **          | 56,689,246            |
|     | American EuroPacific Growth Fund R4 | Mutual Fund                                       | **          | 38,744,161            |
|     | Vanguard Institutional Index Fund   | Mutual Fund                                       | **          | 34,160,272            |
|     | Pimco Total Return Fund Admin Class | Mutual Fund                                       | **          | 33,467,846            |
|     | Davis New York Venture Fund         | Mutual Fund                                       | **          | 30,938,207            |
|     | Growth Fund of America              | Mutual Fund                                       | **          | 20,163,555            |
|     | Lord Abbett Small Cap Value         | Mutual Fund                                       | **          | 12,447,600            |
|     | T Rowe Price Mid Cap Value          | Mutual Fund                                       | **          | 12,408,447            |
|     | Fidelity Freedom 2020               | Mutual Fund                                       | **          | 7,881,229             |
|     | Fidelity Freedom 2030               | Mutual Fund                                       | **          | 6,022,177             |
|     | Fidelity Freedom 2025               | Mutual Fund                                       | **          | 5,946,918             |
|     | Fidelity Freedom 2040               | Mutual Fund                                       | **          | 4,408,188             |
|     | Fidelity Freedom 2010               | Mutual Fund                                       | **          | 4,288,665             |
|     | Fidelity Freedom 2015               | Mutual Fund                                       | **          | 3,895,038             |
|     | Fidelity Freedom 2035               | Mutual Fund                                       | **          | 3,863,660             |
|     | Columbia Management Small Cap       | Mutual Fund                                       | **          | 2,199,569             |
|     | Fidelity Freedom Income Fund        | Mutual Fund                                       | **          | 979,856               |
|     | Fidelity Freedom 2050               | Mutual Fund                                       | **          | 640,289               |
|     | Fidelity Freedom 2045               | Mutual Fund                                       | **          | 608,499               |
|     | Fidelity Freedom 2005               | Mutual Fund                                       | **          | 307,511               |
| *   | Participant Loans                   | Loans, interest rates ranging<br>from 5% to 11.5% | **          | 14,164,433            |
|     |                                     |                                                   |             | <u>\$ 364,762,674</u> |

\* Represents a party-in-interest

\*\* Not applicable as the Plan is participant directed.

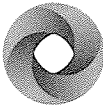
Financial Statements and Report of Independent  
Certified Public Accountants

**Southern Wine and Spirits of America, Inc.**  
**401(k) Retirement Plan**

December 31, 2009 and 2008

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| Statement of changes in net assets available for benefits      | 3           |
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# Grant Thornton

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## **Report of Independent Certified Public Accountants**

To the Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan, Trustees and Participants

We were engaged to audit the financial statements of Southern Wine and Spirits of America, Inc. 401(k) Retirement Plan (the "Plan") as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedule as of December 31, 2009, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note G, which was certified by Mercer Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by 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 December 31, 2009 and 2008, and for the year ended December 31, 2009 that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America established by the American Institute of Certified Public Accountants 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.

Miami, Florida

September 28, 2010

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

|                                                                                                                                           | <u>2009</u>           | <u>2008</u>           |
|-------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| ASSETS                                                                                                                                    |                       |                       |
| Investments, at fair value                                                                                                                | \$ 364,762,674        | \$ 272,890,585        |
| Receivables:                                                                                                                              |                       |                       |
| Employer contributions                                                                                                                    | 471,478               | 415,327               |
| Participant contributions                                                                                                                 | <u>603,813</u>        | <u>226,397</u>        |
| Total receivables                                                                                                                         | <u>1,075,291</u>      | <u>641,724</u>        |
| Net assets available for benefits at fair value                                                                                           | 365,837,965           | 273,532,309           |
| Adjustment from fair value to contract value for<br>interest in common/collective trust relating to<br>fully benefit-responsive contracts | <u>(2,924,264)</u>    | <u>4,413,555</u>      |
| Net assets available for benefits                                                                                                         | <u>\$ 362,913,701</u> | <u>\$ 277,945,864</u> |

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

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2009

Additions to net assets attributed to:

Investment income:

|                                               |                  |
|-----------------------------------------------|------------------|
| Net appreciation in fair value of investments | \$ 64,014,775    |
| Dividend income                               | 4,797,899        |
| Interest income                               | <u>1,133,865</u> |

|                     |                   |
|---------------------|-------------------|
| Net investment gain | <u>69,946,539</u> |
|---------------------|-------------------|

Contributions:

|             |                |
|-------------|----------------|
| Participant | 24,039,740     |
| Employer    | 9,798,912      |
| Rollovers   | <u>681,411</u> |

|                     |                   |
|---------------------|-------------------|
| Total contributions | <u>34,520,063</u> |
|---------------------|-------------------|

|                 |             |
|-----------------|-------------|
| Total additions | 104,466,602 |
|-----------------|-------------|

Deductions from net assets attributed to:

|                          |              |
|--------------------------|--------------|
| Benefits paid            | 15,982,457   |
| Corrective distributions | <u>6,470</u> |

|                  |            |
|------------------|------------|
| Total deductions | 15,988,927 |
|------------------|------------|

|                                         |                    |
|-----------------------------------------|--------------------|
| Transfers between retirement plans, net | <u>(3,509,838)</u> |
|-----------------------------------------|--------------------|

|                                                   |            |
|---------------------------------------------------|------------|
| Net increase in net assets available for benefits | 84,967,837 |
|---------------------------------------------------|------------|

Net assets available for benefits:

|                   |                    |
|-------------------|--------------------|
| Beginning of year | <u>277,945,864</u> |
|-------------------|--------------------|

|             |                              |
|-------------|------------------------------|
| End of year | <u><u>\$ 362,913,701</u></u> |
|-------------|------------------------------|

The accompanying notes are an integral part of this financial statement.

**Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2009 and 2008**

**NOTE A - DESCRIPTION OF PLAN**

The following description of the Southern Wine and Spirits of America, Inc. 401(k) Retirement Plan ("the Plan") provides general information only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering eligible employees of Southern Wine and Spirits of America, Inc. ("the Company"). Employees with one year and 1,000 hours of service are eligible for participation. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Contributions

Each year, participants may elect to contribute between 1% and 100% of pretax earnings for non-highly compensated employees and between 1% and 7% for highly compensated employees. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan provides for the Company to make matching contributions up to 2% of employees' earnings and discretionary profit sharing contributions. For the year ended December 31, 2009, the Company made matching contributions based on years of service, as follows:

| <u>Years of Service</u> | <u>Percentage<br/>Contributed</u> |
|-------------------------|-----------------------------------|
| 1 - 10                  | 100%                              |
| more than 10            | 200%                              |

For the year ended December 31, 2009, there were no discretionary profit sharing contributions. Contributions are subject to certain limitations. All contributions during the Plan year are subject to a maximum dollar limitation established by the Internal Revenue Code ("IRC"). For the year ended December 31, 2009, the total maximum allowable tax-deferred contribution to the Plan under the IRC from employee sources was \$16,500 and an additional \$5,500 catch-up contribution for participants that are age 50 or older.

Participant Accounts

Each participant's account is credited with the participant's contribution, allocations of the Company's matching contribution and investment earnings. Allocations are based on participant earnings or account balance, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(continued)

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE A - DESCRIPTION OF PLAN - Continued

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants vest in the Company contributions as follows:

| <u>Years of Service</u> | <u>Percentage Vested</u> |
|-------------------------|--------------------------|
| One year                | 6%                       |
| Two years               | 20%                      |
| Three years             | 40%                      |
| Four years              | 60%                      |
| Five years              | 80%                      |
| Six years or more       | 100%                     |

Application of Forfeitures

Forfeitures of non-vested account balances are used to reduce the Plan's ordinary and necessary administrative expenses for the plan year and any remaining forfeited amounts will be used to reduce the Company's fixed matching contributions for the plan year in which the forfeiture occurs. At December 31, 2009 and 2008, unallocated forfeitures totaled \$67,464 and \$138,994, respectively. During 2009, \$523,264 of forfeitures was used to reduce the Company's matching contributions.

Investment Options

Upon enrollment in the Plan, a participant may direct their contributions plus actual earnings thereon to be invested in any of the investment options offered by the Plan. Participants may change their investment options daily.

Payment of Benefits

Upon termination of service, benefits relating to employee contributions and vested employer contributions are distributed or rolled over if the total investment amount is \$5,000 or less. If the investment amount is greater than \$5,000 a participant may elect to receive their vested account value in a lump sum amount or installments. Upon termination of service, an automatic lump-sum distribution will be made for vested amounts less than \$5,000 and unless otherwise directed by the participant, automatic IRA rollovers will be made from vested amounts between \$1,000 and \$5,000. Benefits are recorded as deductions from net assets available for benefits when paid.

(continued)

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE A - DESCRIPTION OF PLAN - Continued

Participant Loans

Participants may borrow from their accounts a minimum of \$1,000 and up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range up to five years. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined quarterly by the Plan administrator.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts and disclosure of assets and liabilities at the date of the financial statements, and the reported amounts of additions and deletions to net assets during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Except for Plan investments in the common/collective trust, investments are stated at fair value as determined by quoted market prices. The Plan's interests in the common/collective trust are valued using information reported by the issuer of the common/collective trust based on the fair value of the underlying investments, which are adjusted to contract value as it is a fully benefit-responsive investment contract.

(continued)

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Investment Valuation and Income Recognition - Continued

Participant loans are valued at cost, which approximates fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

In April 2009, the FASB issued guidance on estimating fair value when the volume and level of activity for an asset or liability have significantly decreased, including guidance on identifying circumstances that indicate a transaction is not orderly. The guidance emphasizes that, regardless of whether the volume and level of activity for an asset or liability have decreased significantly and regardless of which valuation technique was used, the objective of a fair value measurement under ASC 820, *Fair Value Measurements and Disclosures*, remains the same—to estimate the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. The guidance includes expanded disclosure requirements and requires that the Plan determine the major categories for debt and equity securities on the basis of the nature and risks of the investments. The Plan adopted this guidance effective December 31, 2009. The adoption did not have a material impact on the Plan's statement of net assets available for benefits and statement of changes in net assets available for benefits.

Net Appreciation in Fair Value of Investments

Net realized and unrealized appreciation of investment is recorded in the accompanying statement of changes in net asset available for benefits as net appreciation in fair value of investments and includes gains and losses on investments bought and sold as well as held during the year.

Risks and Uncertainties

The Plan provides for investment options in a variety of investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, market volatility, and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Administration of the Plan

Certain administrative functions are performed by officers or employees of the Company. No such officers or employees receive compensation from the Plan. Certain administration expenses, such as professional fees related to the audit, are incurred and paid directly by the Company.

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE C - INVESTMENTS

Investments that represent 5% or more of the Plan's net assets are as follows:

|                                     | <u>December 31,</u> |               |
|-------------------------------------|---------------------|---------------|
|                                     | <u>2009</u>         | <u>2008</u>   |
| Putnam Stable Value Fund            | \$ 70,537,308       | \$ 65,255,827 |
| Artisan Mid Cap Fund                | 56,689,246          | 36,998,866    |
| American Euro Pacific Growth Fund   | 38,744,161          | 26,741,830    |
| Vanguard Institutional Index Fund   | 34,160,272          | 26,397,714    |
| Pimco Total Return Fund Admin Class | 33,467,846          | 24,680,864    |
| Davis New York Venture Fund         | 30,938,207          | 23,055,037    |
| Growth Fund of America              | 20,163,555          | 14,173,897    |

During 2009, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year appreciated in value as follows:

|                         |                      |
|-------------------------|----------------------|
| Mutual Funds            | \$ 62,154,304        |
| Common/Collective Trust | <u>1,860,471</u>     |
|                         | <u>\$ 64,014,775</u> |

NOTE D - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 - Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

(continued)

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE D - FAIR VALUE MEASUREMENTS - Continued

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

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

Mutual funds - Valued based on quoted market prices which represents the net asset value ("NAV") of shares held by the Plan at year-end.

Common/Collective trust - Valued based on the fair value of the common/collective trust's underlying investments using information reported by the investment advisor.

Participant loans - Valued at amortized cost, which approximates fair value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 estimate of fair value at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2009:

|                         | <u>Level 1</u>        | <u>Level 2</u> | <u>Level 3</u>       | <u>Total</u>          |
|-------------------------|-----------------------|----------------|----------------------|-----------------------|
| Mutual funds:           |                       |                |                      |                       |
| Foreign Large Blend     | \$ 38,744,162         | \$ -           | \$ -                 | \$ 38,744,162         |
| Intermediate-Term Bond  | 33,467,846            | -              | -                    | 33,467,846            |
| Large Blend             | 65,098,478            | -              | -                    | 65,098,478            |
| Large Growth            | 20,163,555            | -              | -                    | 20,163,555            |
| Mid-Cap Growth          | 56,689,246            | -              | -                    | 56,689,246            |
| Mid-Cap Value           | 12,408,447            | -              | -                    | 12,408,447            |
| Retirement Income       | 979,856               | -              | -                    | 979,856               |
| Small Blend             | 12,447,600            | -              | -                    | 12,447,600            |
| Small Growth            | 2,199,569             | -              | -                    | 2,199,569             |
| Target Date             | 37,862,174            | -              | -                    | 37,862,174            |
| Common/Collective trust | -                     | -              | 70,537,308           | 70,537,308            |
| Participant loans       | -                     | -              | 14,164,433           | 14,164,433            |
|                         | <u>\$ 280,060,933</u> | <u>\$ -</u>    | <u>\$ 84,701,741</u> | <u>\$ 364,762,674</u> |

(continued)

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE D - FAIR VALUE MEASUREMENTS - Continued

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 investments for the year ended December 31, 2009:

|                                                  |                      |
|--------------------------------------------------|----------------------|
| Participant loans                                |                      |
| Balance, beginning of year                       | \$ 12,967,744        |
| Purchases, sales, issuances and settlements, net | <u>1,196,689</u>     |
| Total assets at fair value                       | <u>\$ 14,164,433</u> |
| Common/Collective trust                          |                      |
| Balance, beginning of year                       | \$ 65,255,827        |
| Purchases, sales, issuances and settlements, net | <u>5,281,481</u>     |
| Total assets at fair value                       | <u>\$ 70,537,308</u> |

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2008:

|                         | <u>Level 1</u>        | <u>Level 2</u> | <u>Level 3</u>       | <u>Total</u>          |
|-------------------------|-----------------------|----------------|----------------------|-----------------------|
| Mutual funds:           |                       |                |                      |                       |
| Foreign Large Blend     | \$ 26,741,830         | \$ -           | \$ -                 | \$ 26,741,830         |
| Intermediate-Term Bond  | 24,680,864            | -              | -                    | 24,680,864            |
| Large Blend             | 49,452,722            | -              | -                    | 49,452,722            |
| Large Growth            | 14,173,897            | -              | -                    | 14,173,897            |
| Mid-Cap Growth          | 36,998,866            | -              | -                    | 36,998,866            |
| Mid-Cap Value           | 7,037,280             | -              | -                    | 7,037,280             |
| Retirement Income       | 1,041,645             | -              | -                    | 1,041,645             |
| Small Blend             | 9,496,197             | -              | -                    | 9,496,197             |
| Small Growth            | 1,197,168             | -              | -                    | 1,197,168             |
| Target Date             | 23,846,545            | -              | -                    | 23,846,545            |
| Common/Collective trust | -                     | -              | 65,255,827           | 65,255,827            |
| Participant loans       | <u>-</u>              | <u>-</u>       | <u>12,967,744</u>    | <u>12,967,744</u>     |
|                         | <u>\$ 194,667,014</u> | <u>\$ -</u>    | <u>\$ 78,223,571</u> | <u>\$ 272,890,585</u> |

NOTE E - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions or terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

**Southern Wine and Spirits of America, Inc.**  
**401(k) Retirement Plan**

**NOTES TO FINANCIAL STATEMENTS - CONTINUED**

**December 31, 2009 and 2008**

**NOTE F - TAX STATUS**

The Internal Revenue Service has determined and informed the Company by a letter dated June 24, 2002, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed and is being operated in compliance with the applicable requirements of the IRC, and that, therefore, the Plan qualifies under section 401(a) and the related trust is tax-exempt as of December 31, 2009 and December 31, 2008. Therefore, no provision for taxes has been included in the Plan's financial statements. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Company has indicated that it will take the necessary steps, if any, to maintain the Plan's qualified status.

The Financial Accounting Standards Board issued new guidance on accounting for uncertainty in income taxes. The Plan adopted this new guidance for the year ended December 31, 2009. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2006.

**NOTE G - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE**

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Mercer Trust Company, the Trustee of the Plan, has certified that the following data included in the financial statements and supplemental schedule is complete and accurate:

- Investments, as shown in the statements of net assets available for benefits as of December 31, 2009 and 2008.
- Investment gain, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2009.
- Schedule H, Line 4i - Schedule of Assets (Held at End of Year), December 31, 2009.

The Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information certified by the Trustee to the related information included in the financial statements and supplemental schedule.

Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2009 and 2008

NOTE H - TRANSFERS BETWEEN RETIREMENT PLANS

Transfers of assets between plans also occur if a change in the employment status of an employee, who participates in a Company sponsored retirement plan, causes the employee to change plans due to eligibility requirements.

NOTE I - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500, as of December 31, 2009 and 2008, respectively:

|                                                                | <u>2009</u>           | <u>2008</u>           |
|----------------------------------------------------------------|-----------------------|-----------------------|
| Net assets available for benefits per the financial statements | \$ 362,913,701        | \$ 277,945,864        |
| Less: Deemed loan activity                                     | <u>(318,906)</u>      | <u>(235,028)</u>      |
| Net assets available for benefits per the Form 5500            | <u>\$ 362,594,795</u> | <u>\$ 277,710,836</u> |

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

|                                                | <u>2009</u>          |
|------------------------------------------------|----------------------|
| Deductions from net assets                     | \$ 15,988,927        |
| Add: Deemed distributions of participant loans | <u>83,877</u>        |
| Deductions from net assets per the Form 5500   | <u>\$ 16,072,804</u> |

NOTE J - SUBSEQUENT EVENTS

The Plan evaluated its December 31, 2009 financial statements for subsequent events through September 28, 2010, the date the financial statements were available to be issued.

**SUPPLEMENTAL SCHEDULE**

**Southern Wine and Spirits of America, Inc.  
401(k) Retirement Plan**

**SCHEDULE H - LINE 4i -  
SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

**December 31, 2009**

| (a) | (b)<br>Identity of Issuer           | (c)<br>Description of Investment                  | (d)<br>Cost | (e)<br>Current Value  |
|-----|-------------------------------------|---------------------------------------------------|-------------|-----------------------|
|     | Putnam Stable Value Fund            | Common Collective Trust                           | **          | \$ 70,537,308         |
|     | Artisan Mid Cap Fund                | Mutual Fund                                       | **          | 56,689,246            |
|     | American EuroPacific Growth Fund R4 | Mutual Fund                                       | **          | 38,744,161            |
|     | Vanguard Institutional Index Fund   | Mutual Fund                                       | **          | 34,160,272            |
|     | Pimco Total Return Fund Admin Class | Mutual Fund                                       | **          | 33,467,846            |
|     | Davis New York Venture Fund         | Mutual Fund                                       | **          | 30,938,207            |
|     | Growth Fund of America              | Mutual Fund                                       | **          | 20,163,555            |
|     | Lord Abbett Small Cap Value         | Mutual Fund                                       | **          | 12,447,600            |
|     | T Rowe Price Mid Cap Value          | Mutual Fund                                       | **          | 12,408,447            |
|     | Fidelity Freedom 2020               | Mutual Fund                                       | **          | 7,881,229             |
|     | Fidelity Freedom 2030               | Mutual Fund                                       | **          | 6,022,177             |
|     | Fidelity Freedom 2025               | Mutual Fund                                       | **          | 5,946,918             |
|     | Fidelity Freedom 2040               | Mutual Fund                                       | **          | 4,408,188             |
|     | Fidelity Freedom 2010               | Mutual Fund                                       | **          | 4,288,665             |
|     | Fidelity Freedom 2015               | Mutual Fund                                       | **          | 3,895,038             |
|     | Fidelity Freedom 2035               | Mutual Fund                                       | **          | 3,863,660             |
|     | Columbia Management Small Cap       | Mutual Fund                                       | **          | 2,199,569             |
|     | Fidelity Freedom Income Fund        | Mutual Fund                                       | **          | 979,856               |
|     | Fidelity Freedom 2050               | Mutual Fund                                       | **          | 640,289               |
|     | Fidelity Freedom 2045               | Mutual Fund                                       | **          | 608,499               |
|     | Fidelity Freedom 2005               | Mutual Fund                                       | **          | 307,511               |
| *   | Participant Loans                   | Loans, interest rates ranging<br>from 5% to 11.5% | **          | 14,164,433            |
|     |                                     |                                                   |             | <u>\$ 364,762,674</u> |

\* Represents a party-in-interest

\*\* Not applicable as the Plan is participant directed.

**Attachment to 2009 Form 5500**  
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN EIN: 59-1285786

**Plan Sponsor's Name** SOUTHERN WINE AND SPIRITS OF AMERICA, INC. **PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|-----|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------|-------------------|
|     | AMER. EUROPACIFIC GROWTH FD                               | MUTUAL FUND                                                                                                  |          | 38,744,162        |
|     | DAVIS NEW YORK VENTURE FD                                 | MUTUAL FUND                                                                                                  |          | 30,938,207        |
|     | FIDELITY FREEDOM 2010                                     | MUTUAL FUND                                                                                                  |          | 4,288,665         |
|     | COLUMBIA MGMT SMALL CAP GWT                               | MUTUAL FUND                                                                                                  |          | 2,199,569         |
|     | ARTISAN MID CAP FUND                                      | MUTUAL FUND                                                                                                  |          | 56,689,246        |
|     | GROWTH FUND OF AMERICA                                    | MUTUAL FUND                                                                                                  |          | 20,163,555        |
|     | PIMCO TOTAL RETURN FD ADMIN                               | MUTUAL FUND                                                                                                  |          | 33,467,846        |

**Attachment to 2009 Form 5500**  
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN **EIN:** 459-1285786  
**Plan Sponsor's Name** SOUTHERN WINE AND SPIRITS OF AMERICA, INC. **PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|-----|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------|-------------------|
|     | LORD ABETT SMALL CAP VALUE                                | MUTUAL FUND                                                                                                  |          | 12,447,600        |
|     | FIDELITY FREEDOM 2035                                     | MUTUAL FUND                                                                                                  |          | 3,863,660         |
|     | T ROWE PRICE MID CAP VALUE                                | MUTUAL FUND                                                                                                  |          | 12,408,446        |
|     | FIDELITY FREEDOM 2020                                     | MUTUAL FUND                                                                                                  |          | 7,881,229         |
|     | FIDELITY FREEDOM 2040                                     | MUTUAL FUND                                                                                                  |          | 4,408,187         |
|     | FIDELITY FREEDOM INCM FD                                  | MUTUAL FUND                                                                                                  |          | 979,856           |
|     | FIDELITY FREEDOM 2030                                     | MUTUAL FUND                                                                                                  |          | 6,022,177         |

**Attachment to 2009 Form 5500**  
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN **EIN:** 459-1285786  
**Plan Sponsor's Name** SOUTHERN WINE AND SPIRITS OF AMERICA, INC. **PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|-----|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------|-------------------|
|     | FIDELITY FREEDOM 2005                                     | MUTUAL FUND                                                                                                  |          | 307,511           |
|     | FIDELITY FREEDOM 2015                                     | MUTUAL FUND                                                                                                  |          | 3,895,038         |
|     | FIDELITY FREEDOM 2025                                     | MUTUAL FUND                                                                                                  |          | 5,946,918         |
|     | FIDELITY FREEDOM 2045                                     | MUTUAL FUND                                                                                                  |          | 608,499           |
|     | FIDELITY FREEDOM 2050                                     | MUTUAL FUND                                                                                                  |          | 640,289           |
|     | VANGUARD INSTL INDEX FUND                                 | MUTUAL FUND                                                                                                  |          | 34,160,272        |
|     | LOAN FUND                                                 | PARTICIPANT LOANS                                                                                            |          | 13,845,528        |

|                            |                                                                 |            |             |
|----------------------------|-----------------------------------------------------------------|------------|-------------|
| <b>Plan Name</b>           | SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN | <b>IN:</b> | AS9-1285786 |
| <b>Plan Sponsor's Name</b> | SOUTHERN WINE AND SPIRITS OF AMERICA, INC.                      | <b>PN:</b> | 001         |

[illegible]