Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
SWS OF NEW YORK SALES, WAREHOUSE AND CLERICAL 401(

1b Three-digit plan number (PN) ▶ 010

1c Effective date of plan 12/01/2004

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
SOUTHERN WINE & SPIRITS OF NEW YORK

345 UNDERHILL BOULEVARD
SYOSSET, NY 11791

2b Employer Identification Number (EIN)
65-0879542

2c Sponsor's telephone number
954-602-2594

2d Business code (see instructions)
424800

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
SOUTHERN WINE & SPIRITS OF NEW YORK

345 UNDERHILL BOULEVARD
SYOSSET, NY 11791

3b Administrator's EIN
65-0879542

3c Administrator's telephone number
954-602-2594

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	223
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	254
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	6
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	261
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	261
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	251
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	7
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2J 2F 2G 2K 3D 3H 2T

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
SWS OF NEW YORK SALES, WAREHOUSE AND CLERICAL 401(

B Three-digit plan number (PN) ▶ 010

C Plan sponsor's name as shown on line 2a of Form 5500.
SOUTHERN WINE & SPIRITS OF NEW YORK

D Employer Identification Number (EIN)
65-0879542

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
04-1590850	65935	FL 51865	261	01/01/2009	12/31/2009

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	7792195

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	5
c	Additions: (1) Contributions deposited during the year	7c(1)	1964246		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	100		
	(4) Transferred from separate account	7c(4)	99595		
	(5) Other (specify below)	7c(5)	958578		
	▶ HOLDING ACCOUNT INTEREST, LN DISTRI				
	(6) Total additions			7c(6)	3022519
d	Total of balance and additions (add **b** and **c(6)**)			7d	3022524
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0		
	(2) Administration charge made by carrier	7e(2)	0		
	(3) Transferred to separate account	7e(3)	2922905		
	(4) Other (specify below)	7e(4)	99596		
	▶ PD TRUST LAPSE				
	(5) Total deductions			7e(5)	3022501
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	23

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan
SWS OF NEW YORK SALES, WAREHOUSE AND CLERICAL 401(

B Three-digit plan number (PN) ▶ 010

C Plan sponsor's name as shown on line 2a of Form 5500
SOUTHERN WINE & SPIRITS OF NEW YORK

D Employer Identification Number (EIN)
65-0879542

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
24 52 63 72 99	CONTRACT ADMINISTRATOR	91828	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DESTINATION RETIREMENT 2040 03-0532471	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	52	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GOVERNMENT MONEY MARKET BABSON 04-1590850	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
EQUITY INCOME II FIDELITY 04-3095387	BASIS POINTS * PLAN ASSETS

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PREMIER INT'L EQUITY OFI INST 04-3212044	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PREMIER BALANCED BABSON 04-3212054	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PREM SHORT-DURATION BOND BABSON 04-3212057	BASIS POINTS * PLAN ASSETS

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PREMIER MONEY MARKET BABSON 04-3212059	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PREMIER CORE BOND BABSON 04-3277549	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PREMIER VALUE OFI INST 04-3277550	BASIS POINTS * PLAN ASSETS

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SELECT INDEXED EQTY NORTHRN TRUST 04-3410047	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEL MID CAP GR WELLINGTON/TURNER 04-3464203	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SELECT SM CAP GR W&R/WELLINGTON 04-3464205	BASIS POINTS * PLAN ASSETS

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEL BLUE CHIP GR II T.ROWE PRICE 04-3556992	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CONTRAFUND FIDELITY 04-6056833	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GROWTH MFS 04-6551722	BASIS POINTS * PLAN ASSETS

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72 99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CAPITAL APPRECIATION II OFI 13-3054122	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CHAMPION INCOME OFI 13-6918880	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ULTRA AMERICAN CENTURY 43-1607635	BASIS POINTS * PLAN ASSETS

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PREMIER GLOBAL OFI 51-0529334	BASIS POINTS * PLAN ASSETS	

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
SWS OF NEW YORK SALES, WAREHOUSE AND CLERICAL 401(

B Three-digit plan number (PN) ▶ 010

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SOUTHERN WINE & SPIRITS OF NEW YORK

D Employer Identification Number (EIN)
65-0879542

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-BE DESTINATION RETIREMENT 2040

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-031	P	340768

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-E PREMIER CORE BOND

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-041	P	757775

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-F PREM SHORT-DURATION BOND

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-042	P	629560

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-G PREMIER MONEY MARKET

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-043	P	479937

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-I PREMIER INT'L EQUITY

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-044	P	417297

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-L SEL BLUE CHIP GR II

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-047	P	135137

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-M PREMIER BALANCED

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
04-1590850-067	P	137080

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-N2 CAPITAL APPRECIATION			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-069	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	326270
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-N5 PREMIER MAIN STREET			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-072	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	300599
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-N9 CHAMPION INCOME			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-076	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-ND PREMIER GLOBAL			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-079	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	455706
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-NE CAPITAL APPRECIATION II			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-080	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	219569
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-NV PREMIER VALUE			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-086	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	297516
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-Q SEL MID CAP GR			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-102	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	273598
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-S PREM SMALL CO OPPTY II			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-103	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	353655
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-SC SELECT SM CAP GR			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-105	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	215442
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-U GOVERNMENT MONEY MARKET			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE			
c EIN-PN 04-1590850-109	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	502283

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-W0 GROWTH

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-112	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 271992

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-W2 CONTRAFUND

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-114	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 650686

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-W3 EQUITY INCOME II

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-115	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 368479

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-W7 ULTRA

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-119	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 215465

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-X SELECT INDEXED EQTY

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-133	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 443383

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
SWS OF NEW YORK SALES, WAREHOUSE AND CLERICAL 401(

B Three-digit plan number (PN) ▶ 010

C Plan sponsor's name as shown on line 2a of Form 5500
SOUTHERN WINE & SPIRITS OF NEW YORK

D Employer Identification Number (EIN)
65-0879542

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	100263	220051
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	4258566	7792195
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	5	23
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	4358834	8012269
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4358834	8012269

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	19	
	(B) Participants	2a(1)(B)	1964228	
	(C) Others (including rollovers)	2a(1)(C)	860748	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2824995
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	11081	
	(F) Other	2b(1)(F)	100	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		11181
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1380000
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		4216176
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	185011	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	99597	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		284608
f Corrective distributions (see instructions)	2f		178447
g Certain deemed distributions of participant loans (see instructions)	2g		7859
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	16551	
(3) Investment advisory and management fees	2i(3)	75151	
(4) Other	2i(4)	125	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		91827
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		562741
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		3653435
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: GRANT THORTON (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
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	**4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		50000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
SWS OF NEW YORK SALES, WAREHOUSE AND CLERICAL 401(

B Three-digit plan number (PN) ▶ 010

C Plan sponsor's name as shown on line 2a of Form 5500
SOUTHERN WINE & SPIRITS OF NEW YORK

D Employer Identification Number (EIN)
65-0879542

Part I Distributions

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

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

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

EIN(s): 04-1590850

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Financial Statements and Report of Independent Certified Public Accountants

SWS of New York Sales, Warehouse and Clerical 401(k) Plan

December 31, 2009 and 2008

Contents

	Page
Report of Independent Certified Public Accountants	1
Statements of net assets available for benefits	2
Statement of changes in net assets available for benefits	3
Notes to financial statements	4 - 14
Supplemental Schedule	
Schedule H, Line 4i - Schedule of assets (held at end of year)	16

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Report of Independent Certified Public Accountants

SWS of New York Sales, Warehouse
and Clerical 401(k) Plan and Participants

We were engaged to audit the financial statements of SWS of New York Sales, Warehouse and Clerical 401(k) 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 H, which was certified by Mass Mutual Life Insurance Company, the custodian 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 custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian 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 custodian 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 custodian, 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.

Grant Thornton LLP

Miami, Florida
October 13, 2010

SWS of New York Sales, Warehouse and Clerical 401(k) Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	2009	2008
ASSETS		
Investments, at fair value	$ 8,012,270	$ 4,358,833
Participant contributions receivable	-	18,514
Total assets	8,012,270	4,377,347
LIABILITIES		
Excess contributions to be refunded	-	261,300
Net assets available for benefits	$ 8,012,270	$ 4,116,047

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

SWS of New York Sales, Warehouse and Clerical 401(k) 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	$ 1,462,853
Interest and dividend income	11,181
Net investment gain	1,474,034
Contributions:	
Participants	1,945,714
Rollovers	860,767
Total contributions	2,806,481
Total additions	4,280,515
Deductions from net assets attributed to:	
Benefits paid to participants	292,465
Administrative expenses	91,827
Total deductions	384,292
Net increase in net assets available for benefits	3,896,223
Net assets available for benefits:	
Beginning of year	4,116,047
End of year	$ 8,012,270

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

NOTE A - DESCRIPTION OF PLAN

The following description of the SWS of New York Sales, Warehouse and Clerical 401(k) 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 New York, Inc. ("the Company"). Employees with three months of service and are at least 21 years old are eligible for participation. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Plan Amendments

Effective January 1, 2008, the Plan was amended to elect the top-paid group election in determining who is a highly compensated employee. Under this election, an employee who is not a 5% owner at any time during the determination year or the look-back year with compensation in excess of $105,000 for the look-back year is a highly compensated employee only if the employee was in the top-paid group for the look-back year.

Effective October 1, 2008, the Plan was amended to recognize prior service with Southern Wine and Spirits of New Jersey, Inc. for purposes of eligibility and vesting.

Contributions

Each year, participants may elect to contribute up to 100% of their annual pretax compensation, as defined in the Plan, subject to maximum dollar limitations established by the Internal Revenue Code ("IRC"). Participants may also contribute amounts representing distributions from other qualified plans ("rollovers"). The total maximum allowable tax deferred contribution to the Plan under the IRC from employee sources was $16,500 plus catch-up contributions of $5,500 for employees 50 years of age or over for 2009.

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan provides that the Company may make matching contributions and discretionary profit sharing contributions. The Company may make a matching contribution equal to a uniform percentage of employee salary deferrals, which will be determined each year. Each year, the Company may make a discretionary profit sharing contribution. In order to be eligible to share in the profit sharing

(continued)

NOTE A - DESCRIPTION OF PLAN - Continued

Contributions - Continued

contributions, the employee must be actively employed on the last day of the Plan year and completed a year of service during the Plan year. Discretionary profit sharing contributions are calculated as follows:

$$\text{Discretionary Contribution} \times \frac{\text{Employee's Compensation}}{\text{Total Compensation of all Participants Eligible to Share}}$$

For the year ended December 31, 2009, there were no matching contributions or discretionary profit sharing contributions. Excess contributions to be refunded consist of contributions from participants in excess of amounts under the non-discriminatory rules of the IRC.

Participant Accounts

Each participant's account is credited with the participant's contribution, allocations of the Company's matching and profit sharing contribution, if any, 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.

Vesting

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

Years of Service	Percentage Vested
One year	0%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six years or more	100%

Application of Forfeitures

Forfeitures of nonvested account balances of the Company contributions are used by the Company to reduce the discretionary matching contributions for the Plan year in which the forfeiture occurs. Forfeitures of nonvested account balances of the profit sharing contributions are reallocated to all eligible participants on a pro-rata basis. During 2009, there were no forfeitures. There were no remaining unallocated Plan forfeitures as of December 31, 2009 and 2008.

(continued)

NOTE A - DESCRIPTION OF PLAN - Continued

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 Company 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 the following annuity options: life annuity, joint and survivor annuity, or life annuity with certain terms. Upon termination of service, an automatic lump-sum distribution will be made for vested amounts less than $1,000 and unless otherwise directed by the participant. Automatic 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.

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.

Use of 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.

(continued)

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. 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 Financial Accounting Standards Board (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 investments is recorded in the accompanying statement of changes in net assets 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.

(continued)

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Administration of the Plan

Certain administrative functions are performed by employees of the Company. No such employees receive compensation from the Plan. Certain administration expenses, such as professional fees, are paid directly by the Company. Fees paid by the Company were approximately $35,000 for 2009.

NOTE C - INVESTMENTS

The following presents investments that represent five percent or more of the Plan's net assets at December 31:

	2009	2008
Babson Premier Core Bond Fund	$ 757,775	$ 371,802
Fidelity Contrafund	650,686	366,789
Babson Premier Short-Duration Bond Fund	629,560	225,820
Babson Government Money Market Fund	502,283	393,995
Babson Premier Money Market Fund	479,937	529,343
OFI Premier Global Fund	455,706	184,110
Northern Trust Select Indexed Equity Fund	443,383	263,471
OFI Inst. Premier International Equity Fund	417,297	207,150
Fidelity Equity-Income II Fund	368,479	224,530

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 by $1,462,853; all of which relate to the pooled separate account investments.

NOTE D - FAIR VALUE MEASUREMENTS

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.

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:

Pooled Separate Accounts- Valued based on the unit value reported by Mass Mutual Life Insurance Company by dividing the fund's net assets at fair value by units outstanding.

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.

(continued)

NOTE D - FAIR VALUE MEASUREMENTS - Continued

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

	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Bonds	$ -	$ 1,387,335	$ -	$ 1,387,335
Foreign Large Growth	-	417,297	-	417,297
Large Blend	-	743,982	-	743,982
Large Growth	-	1,819,119	-	1,819,119
Large Value	-	665,995	-	665,995
Mid-Cap Growth	-	273,598	-	273,598
Moderate Allocation	-	137,080	-	137,080
Money Market	-	982,220	-	982,220
Small Blend	-	353,655	-	353,655
Small Growth	-	215,442	-	215,442
Target Date	-	340,768	-	340,768
World Stock	-	455,706	-	455,706
Participant loans	-	-	220,073	220,073
	$ -	$ 7,792,197	$ 220,073	$ 8,012,270

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	$ 100,268
Realized gains (losses)	-
Unrealized gains (losses) relating to instruments still held at the reporting date	-
Purchases, sales, issuances, and settlements, net	119,805
Balance, end of year	$ 220,073

(continued)

NOTE D - FAIR VALUE MEASUREMENTS - Continued

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

	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Bonds	$ -	$ 636,127	$ -	$ 636,127
Foreign Large Growth	-	207,150	-	207,150
Large Blend	-	380,949	-	380,949
Large Growth	-	974,265	-	974,265
Large Value	-	378,468	-	378,468
Mid-Cap Growth	-	56,358	-	56,358
Moderate Allocation	-	92,260	-	92,260
Money Market	-	923,338	-	923,338
Small Blend	-	157,573	-	157,573
Small Growth	-	114,578	-	114,578
Target Date	-	153,389	-	153,389
World Stock	-	184,110	-	184,110
Participant loans	-	-	100,268	100,268
	$ -	$ 4,258,565	$ 100,268	$ 4,358,833

NOTE E - RELATED PARTY TRANSACTIONS

Certain Plan investments include pooled separate accounts managed by Mass Mutual Life Insurance Company subsidiaries and managers. Mass Mutual Life Insurance Company is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to Mass Mutual for administrative services amounted to $91,827 for the year ended December 31, 2009.

NOTE F - 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 percent vested in their accounts.

NOTE G - TAX STATUS

On April 23, 2002, the Internal Revenue Service ("IRS") stated that the prototype adopted by the Plan, as then designed, qualifies under section 401(a) of the IRC. The Plan has not received a determination letter specific to the Plan itself. 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 2008. Therefore, no provision for taxes has been included in the Plan's financial statements.

The FASB 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 H - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN

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, Mass Mutual Life Insurance Company, the Custodian 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 statements 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 Custodian to the related information included in the financial statements and supplemental schedule.

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:

	2009	2008
Net assets available for benefits per the financial statements	$ 8,012,270	$ 4,116,047
Less: Participant contributions due at end of the plan year	-	(18,514)
Add: Excess contributions to be refunded at end of the plan year	-	261,300
Net assets available for benefits per the Form 5500	$ 8,012,270	$ 4,358,833

The following is a reconciliation of net appreciation in fair value of investments per the financial statements to the Form 5500:

	2009
Net appreciation in fair value of investments	$ 1,462,853
Less: Loss on excess refundable contributions for 2008 paid in 2009	82,853
Net appreciation in fair value of investments per the Form 5500	$ 1,380,000

The following is a reconciliation of participant contributions per the financial statements to Form 5500:

	2009
Participant contributions per the financial statements	$ 1,945,714
Add: Contributions received in current year for prior year	18,514
Participant contributions per Form 5500	$ 1,964,228

The following is a reconciliation of total deductions per the financial statements to Form 5500:

	2009
Total deductions per the financial statements	$ 384,292
Add: Excess contributions paid in current year for prior year	178,447
Total deductions per Form 5500	$ 562,739

NOTE J - SUBSEQUENT EVENTS

Subsequent to December 31, 2009, the Plan changed custodians and record keepers. All plan assets at December 31, 2009 were transferred to the new custodian effective January 1, 2010.

The Plan evaluated its December 31, 2009 financial statements for subsequent events through October 13, 2010, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

SWS of New York Sales, Warehouse and Clerical 401(k) Plan

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

December 31, 2009

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
*	Babson Premier Core Bond Fund	Pooled Separate Account	**	$ 757,775
*	Fidelity Contrafund	Pooled Separate Account	**	650,686
*	Babson Premier Short-Duration Bond Fund	Pooled Separate Account	**	629,560
*	Babson Government Money Market Fund	Pooled Separate Account	**	502,283
*	Babson Premier Money Market Fund	Pooled Separate Account	**	479,937
*	OFI Premier Global Fund	Pooled Separate Account	**	455,706
*	Northern Trust Select Indexed Equity Fund	Pooled Separate Account	**	443,383
*	OFI Inst. Premier International Equity Fund	Pooled Separate Account	**	417,297
*	Fidelity Equity-Income II Fund	Pooled Separate Account	**	368,479
*	OFI Inst. Premier Small Company Opportunities II Fund	Pooled Separate Account	**	353,655
*	Select Destination Retirement 2040 Fund	Pooled Separate Account	**	340,768
*	Oppenheimer Capital Appreciation Fund	Pooled Separate Account	**	326,270
*	OFI Inst. Premier Main Street Fund	Pooled Separate Account	**	300,599
*	OFI Inst. Premier Value Fund	Pooled Separate Account	**	297,516
*	Wellington/Turner Select Mid Cap Growth Equity Fund	Pooled Separate Account	**	273,598
*	MFS Emerging Growth Fund	Pooled Separate Account	**	271,992
*	Oppenheimer Capital Appreciation II Fund	Pooled Separate Account	**	219,569
*	American Century Ultra Fund	Pooled Separate Account	**	215,465
*	W&R/Wellington Select Small Cap Growth Equity Fund	Pooled Separate Account	**	215,442
*	Babson Premier Balanced Fund	Pooled Separate Account	**	137,080
*	Select Growth Equity Fund	Pooled Separate Account	**	135,137
*	Participant Loans	Loans, interest rates ranging from 5.25% to 10.25%	**	220,073
				$ 8,012,270

* Represents a party-in-interest
** Not applicable as the Plan is participant directed.

A Name of Plan	B Three-digit plan Number
SWS of New York Sales, Warehouse and Clerical 401(k) Plan	**010**
C Plan sponsor's name as shown on line 2a of Form 5500	**D Employer Identification Number**
Southern Wine & Spirits of New York	**650879542**

Schedule H, line 4i - Schedule of Assets (Held At End of Year)

(a)	(b) Identity of issue, borrower, lessor, or similar part	(c) Description of investment including maturity date, rate of interest,collateral, par, or maturity value	(d) Cost	(e) Current Value
*	MassMutual	Holding Account (GIA)	23	23
*	MassMutual	SIA-BE	317,246	340,768
*	MassMutual	SIA-E	686,992	757,775
*	MassMutual	SIA-F	587,036	629,560
*	MassMutual	SIA-G	475,456	479,937
*	MassMutual	SIA-I	381,130	417,297
*	MassMutual	SIA-L	120,786	135,137
*	MassMutual	SIA-M	128,719	137,080
*	MassMutual	SIA-N2	314,888	326,270
*	MassMutual	SIA-N5	284,366	300,599
*	MassMutual	SIA-N9	0	0
*	MassMutual	SIA-ND	414,324	455,706
*	MassMutual	SIA-NE	207,815	219,569
*	MassMutual	SIA-NV	289,771	297,516
*	MassMutual	SIA-Q	235,240	273,598
*	MassMutual	SIA-S	332,595	353,655
*	MassMutual	SIA-SC	199,683	215,442
*	MassMutual	SIA-U	499,502	502,283
*	MassMutual	SIA-W0	254,010	271,992
*	MassMutual	SIA-W2	602,392	650,686
*	MassMutual	SIA-W3	383,443	368,479
*	MassMutual	SIA-W7	209,817	215,465
*	MassMutual	SIA-X	436,228	443,383
	Participant Loans	-	0	220,051

A Name of Plan	B Three-digit plan Number
SWS of New York Sales, Warehouse and Clerical 401(k) Plan	010
C Plan sponsor's name as shown on line 2a of Form 5500	**D Employer Identification Number**
Southern Wine & Spirits of New York	650879542

Schedule C Formula Description and/or EIC Statement Description

Service Provider Name	Service Provider EIN	Service Provider Address	Formula / EIC Statement
Massachusetts Mutual Life Insurance Company	041590850		Fidelity Investments received estimated Other Fees of 20 basis points * plan assets with respect to Contrafund (Fidelity) (SIA-W2).
Massachusetts Mutual Life Insurance Company	041590850		Fidelity Investments received estimated Other Fees of 21 basis points * plan assets with respect to Equity Income II (Fidelity) (SIA-W3).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Contrafund (Fidelity) separate account (SIA-W2).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Equity Income II (Fidelity) separate account (SIA-W3).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for float revenue received by MassMutual.
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Capital Appreciation (OFI) separate account (SIA-N2).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Capital Appreciation II (OFI) separate account (SIA-NE).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Champion Income (OFI) separate account (SIA-N9).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Contrafund (Fidelity) separate account (SIA-W2).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Equity Income II (Fidelity) separate account (SIA-W3).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Growth (MFS) separate account (SIA-W0).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Prem Short-Duration Bond (Babson) separate account (SIA-F).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Prem Small Co Oppty II (OFI Inst) separate account (SIA-S).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Premier Balanced (Babson) separate account (SIA-M).
Massachusetts Mutual Life Insurance	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees

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Company		received by MassMutual with respect to the mutual fund underlying the Premier Core Bond (Babson) separate account (SIA-E).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Premier Global (OFI) separate account (SIA-ND).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Premier Int'l Equity (OFI Inst) separate account (SIA-I).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Premier Main Street (OFI Inst) separate account (SIA-N5).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Premier Money Market (Babson) separate account (SIA-G).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Premier Value (OFI Inst) separate account (SIA-NV).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Sel Blue Chip Gr II (T.Rowe Price) separate account (SIA-L).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Sel Mid Cap Gr (Wellington/Turner) separate account (SIA-Q).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Select Indexed Eqty (Northrn Trust) separate account (SIA-X).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Select Sm Cap Gr (W&R/Wellington) separate account (SIA-SC).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Ultra (American Century) separate account (SIA-W7).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of 1 basis points * plan assets with respect to the mutual fund underlying the Premier Global (OFI) separate account (SIA-ND).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of 12 basis points * plan assets with respect to the mutual fund underlying the Select Sm Cap Gr (W&R/Wellington) separate account (SIA-SC).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of 14 basis points * plan assets with respect to the mutual fund underlying the Premier Int'l Equity (OFI Inst) separate account (SIA-I).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of 16 basis points * plan assets with respect to the mutual fund underlying the Sel Blue Chip Gr II (T.Rowe Price) separate account (SIA-L).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of 28 basis points * plan assets with respect to the mutual fund underlying the Premier Value (OFI Inst) separate account (SIA-NV).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of 3 basis points * plan assets with respect to the mutual fund underlying the Premier Money Market (Babson) separate account (SIA-G).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of 30 basis points * plan assets with respect to the mutual fund underlying the Select Indexed Eqty (Northrn Trust) separate account (SIA-X).

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Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of 37 basis points * plan assets with respect to the mutual fund underlying the Destination Retirement 2040 separate account (SIA-BE).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of 7 basis points * plan assets with respect to the mutual fund underlying the Premier Balanced (Babson) separate account (SIA-M).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of 8 basis points * plan assets with respect to the mutual fund underlying the Prem Short-Duration Bond (Babson) separate account (SIA-F).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of 9 basis points * plan assets with respect to the mutual fund underlying the Premier Core Bond (Babson) separate account (SIA-E).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of 9 basis points * plan assets with respect to the mutual fund underlying the Sel Mid Cap Gr (Wellington/Turner) separate account (SIA-Q).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Management Fees of 15 basis points * plan assets with respect to the mutual fund underlying the Destination Retirement 2040 separate account (SIA-BE).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Management Fees of 50 basis points * plan assets with respect to the Government Money Market (Babson) separate account (SIA-U).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub TA Fees of 15 basis points * plan assets with respect to the mutual fund underlying the Contrafund (Fidelity) separate account (SIA-W2).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub TA Fees of 15 basis points * plan assets with respect to the mutual fund underlying the Equity Income II (Fidelity) separate account (SIA-W3).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub TA Fees of 15 basis points * plan assets with respect to the mutual fund underlying the Growth (MFS) separate account (SIA-W0).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub TA Fees of 24 basis points * plan assets with respect to the mutual fund underlying the Capital Appreciation (OFI) separate account (SIA-N2).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub TA Fees of 24 basis points * plan assets with respect to the mutual fund underlying the Capital Appreciation II (OFI) separate account (SIA-NE).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub TA Fees of 24 basis points * plan assets with respect to the mutual fund underlying the Champion Income (OFI) separate account (SIA-N9).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub TA Fees of 30 basis points * plan assets with respect to the mutual fund underlying the Ultra (American Century) separate account (SIA-W7).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Supplemental Fees of 14 basis points * plan assets with respect to the mutual fund underlying the Capital Appreciation (OFI) separate account (SIA-N2).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Supplemental Fees of 14 basis points * plan assets with respect to the mutual fund underlying the Capital Appreciation II (OFI) separate account (SIA-NE).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Supplemental Fees of 14 basis points * plan assets with respect to the mutual fund underlying the Champion Income (OFI) separate account (SIA-N9).
Massachusetts Mutual Life Insurance Company	041590850	MFS Investment Management received estimated Other Fees of 29 basis points * plan assets with respect to Growth (MFS) (SIA-W0).
Massachusetts Mutual Life Insurance Company	041590850	Oppenheimer received estimated Other Fees of 22 basis points * plan assets with respect to Capital Appreciation (OFI) (SIA-N2).

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Financial Statements and Report of Independent Certified Public Accountants

SWS of New York Sales, Warehouse and Clerical 401(k) Plan

December 31, 2009 and 2008

Contents

	Page
Report of Independent Certified Public Accountants	1
Statements of net assets available for benefits	2
Statement of changes in net assets available for benefits	3
Notes to financial statements	4 - 14
Supplemental Schedule	
Schedule H, Line 4i - Schedule of assets (held at end of year)	16

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Report of Independent Certified Public Accountants

SWS of New York Sales, Warehouse
and Clerical 401(k) Plan and Participants

We were engaged to audit the financial statements of SWS of New York Sales, Warehouse and Clerical 401(k) 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 H, which was certified by Mass Mutual Life Insurance Company, the custodian 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 custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian 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 custodian 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 custodian, 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.

Grant Thornton LLP

Miami, Florida
October 13, 2010

SWS of New York Sales, Warehouse and Clerical 401(k) Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	2009	2008
ASSETS		
Investments, at fair value	$ 8,012,270	$ 4,358,833
Participant contributions receivable	-	18,514
Total assets	8,012,270	4,377,347
LIABILITIES		
Excess contributions to be refunded	-	261,300
Net assets available for benefits	$ 8,012,270	$ 4,116,047

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

SWS of New York Sales, Warehouse and Clerical 401(k) 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	$ 1,462,853
Interest and dividend income	11,181
Net investment gain	1,474,034
Contributions:	
Participants	1,945,714
Rollovers	860,767
Total contributions	2,806,481
Total additions	4,280,515
Deductions from net assets attributed to:	
Benefits paid to participants	292,465
Administrative expenses	91,827
Total deductions	384,292
Net increase in net assets available for benefits	3,896,223
Net assets available for benefits:	
Beginning of year	4,116,047
End of year	$ 8,012,270

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

NOTE A - DESCRIPTION OF PLAN

The following description of the SWS of New York Sales, Warehouse and Clerical 401(k) 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 New York, Inc. ("the Company"). Employees with three months of service and are at least 21 years old are eligible for participation. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Plan Amendments

Effective January 1, 2008, the Plan was amended to elect the top-paid group election in determining who is a highly compensated employee. Under this election, an employee who is not a 5% owner at any time during the determination year or the look-back year with compensation in excess of $105,000 for the look-back year is a highly compensated employee only if the employee was in the top-paid group for the look-back year.

Effective October 1, 2008, the Plan was amended to recognize prior service with Southern Wine and Spirits of New Jersey, Inc. for purposes of eligibility and vesting.

Contributions

Each year, participants may elect to contribute up to 100% of their annual pretax compensation, as defined in the Plan, subject to maximum dollar limitations established by the Internal Revenue Code ("IRC"). Participants may also contribute amounts representing distributions from other qualified plans ("rollovers"). The total maximum allowable tax deferred contribution to the Plan under the IRC from employee sources was $16,500 plus catch-up contributions of $5,500 for employees 50 years of age or over for 2009.

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan provides that the Company may make matching contributions and discretionary profit sharing contributions. The Company may make a matching contribution equal to a uniform percentage of employee salary deferrals, which will be determined each year. Each year, the Company may make a discretionary profit sharing contribution. In order to be eligible to share in the profit sharing

(continued)

NOTE A - DESCRIPTION OF PLAN - Continued

Contributions - Continued

contributions, the employee must be actively employed on the last day of the Plan year and completed a year of service during the Plan year. Discretionary profit sharing contributions are calculated as follows:

$$\text{Discretionary Contribution} \times \frac{\text{Employee's Compensation}}{\text{Total Compensation of all Participants Eligible to Share}}$$

For the year ended December 31, 2009, there were no matching contributions or discretionary profit sharing contributions. Excess contributions to be refunded consist of contributions from participants in excess of amounts under the non-discriminatory rules of the IRC.

Participant Accounts

Each participant's account is credited with the participant's contribution, allocations of the Company's matching and profit sharing contribution, if any, 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.

Vesting

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

Years of Service	Percentage Vested
One year	0%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six years or more	100%

Application of Forfeitures

Forfeitures of nonvested account balances of the Company contributions are used by the Company to reduce the discretionary matching contributions for the Plan year in which the forfeiture occurs. Forfeitures of nonvested account balances of the profit sharing contributions are reallocated to all eligible participants on a pro-rata basis. During 2009, there were no forfeitures. There were no remaining unallocated Plan forfeitures as of December 31, 2009 and 2008.

(continued)

NOTE A - DESCRIPTION OF PLAN - Continued

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 Company 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 the following annuity options: life annuity, joint and survivor annuity, or life annuity with certain terms. Upon termination of service, an automatic lump-sum distribution will be made for vested amounts less than $1,000 and unless otherwise directed by the participant. Automatic 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.

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.

Use of 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.

(continued)

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. 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 Financial Accounting Standards Board (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 investments is recorded in the accompanying statement of changes in net assets 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.

(continued)

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Administration of the Plan

Certain administrative functions are performed by employees of the Company. No such employees receive compensation from the Plan. Certain administration expenses, such as professional fees, are paid directly by the Company. Fees paid by the Company were approximately $35,000 for 2009.

NOTE C - INVESTMENTS

The following presents investments that represent five percent or more of the Plan's net assets at December 31:

	2009	2008
Babson Premier Core Bond Fund	$ 757,775	$ 371,802
Fidelity Contrafund	650,686	366,789
Babson Premier Short-Duration Bond Fund	629,560	225,820
Babson Government Money Market Fund	502,283	393,995
Babson Premier Money Market Fund	479,937	529,343
OFI Premier Global Fund	455,706	184,110
Northern Trust Select Indexed Equity Fund	443,383	263,471
OFI Inst. Premier International Equity Fund	417,297	207,150
Fidelity Equity-Income II Fund	368,479	224,530

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 by $1,462,853; all of which relate to the pooled separate account investments.

NOTE D - FAIR VALUE MEASUREMENTS

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.

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:

Pooled Separate Accounts- Valued based on the unit value reported by Mass Mutual Life Insurance Company by dividing the fund's net assets at fair value by units outstanding.

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.

(continued)

NOTE D - FAIR VALUE MEASUREMENTS - Continued

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

	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Bonds	$ -	$ 1,387,335	$ -	$ 1,387,335
Foreign Large Growth	-	417,297	-	417,297
Large Blend	-	743,982	-	743,982
Large Growth	-	1,819,119	-	1,819,119
Large Value	-	665,995	-	665,995
Mid-Cap Growth	-	273,598	-	273,598
Moderate Allocation	-	137,080	-	137,080
Money Market	-	982,220	-	982,220
Small Blend	-	353,655	-	353,655
Small Growth	-	215,442	-	215,442
Target Date	-	340,768	-	340,768
World Stock	-	455,706	-	455,706
Participant loans	-	-	220,073	220,073
	$ -	$ 7,792,197	$ 220,073	$ 8,012,270

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	$ 100,268
Realized gains (losses)	-
Unrealized gains (losses) relating to instruments still held at the reporting date	-
Purchases, sales, issuances, and settlements, net	119,805
Balance, end of year	$ 220,073

(continued)

NOTE D - FAIR VALUE MEASUREMENTS - Continued

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

	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Bonds	$ -	$ 636,127	$ -	$ 636,127
Foreign Large Growth	-	207,150	-	207,150
Large Blend	-	380,949	-	380,949
Large Growth	-	974,265	-	974,265
Large Value	-	378,468	-	378,468
Mid-Cap Growth	-	56,358	-	56,358
Moderate Allocation	-	92,260	-	92,260
Money Market	-	923,338	-	923,338
Small Blend	-	157,573	-	157,573
Small Growth	-	114,578	-	114,578
Target Date	-	153,389	-	153,389
World Stock	-	184,110	-	184,110
Participant loans	-	-	100,268	100,268
	$ -	$ 4,258,565	$ 100,268	$ 4,358,833

NOTE E - RELATED PARTY TRANSACTIONS

Certain Plan investments include pooled separate accounts managed by Mass Mutual Life Insurance Company subsidiaries and managers. Mass Mutual Life Insurance Company is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to Mass Mutual for administrative services amounted to $91,827 for the year ended December 31, 2009.

NOTE F - 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 percent vested in their accounts.

NOTE G - TAX STATUS

On April 23, 2002, the Internal Revenue Service ("IRS") stated that the prototype adopted by the Plan, as then designed, qualifies under section 401(a) of the IRC. The Plan has not received a determination letter specific to the Plan itself. 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 2008. Therefore, no provision for taxes has been included in the Plan's financial statements.

The FASB 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 H - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN

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, Mass Mutual Life Insurance Company, the Custodian 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 statements 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 Custodian to the related information included in the financial statements and supplemental schedule.

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:

	2009	2008
Net assets available for benefits per the financial statements	$ 8,012,270	$ 4,116,047
Less: Participant contributions due at end of the plan year	-	(18,514)
Add: Excess contributions to be refunded at end of the plan year	-	261,300
Net assets available for benefits per the Form 5500	$ 8,012,270	$ 4,358,833

The following is a reconciliation of net appreciation in fair value of investments per the financial statements to the Form 5500:

	2009
Net appreciation in fair value of investments	$ 1,462,853
Less: Loss on excess refundable contributions for 2008 paid in 2009	82,853
Net appreciation in fair value of investments per the Form 5500	$ 1,380,000

The following is a reconciliation of participant contributions per the financial statements to Form 5500:

	2009
Participant contributions per the financial statements	$ 1,945,714
Add: Contributions received in current year for prior year	18,514
Participant contributions per Form 5500	$ 1,964,228

The following is a reconciliation of total deductions per the financial statements to Form 5500:

	2009
Total deductions per the financial statements	$ 384,292
Add: Excess contributions paid in current year for prior year	178,447
Total deductions per Form 5500	$ 562,739

NOTE J - SUBSEQUENT EVENTS

Subsequent to December 31, 2009, the Plan changed custodians and record keepers. All plan assets at December 31, 2009 were transferred to the new custodian effective January 1, 2010.

The Plan evaluated its December 31, 2009 financial statements for subsequent events through October 13, 2010, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

SWS of New York Sales, Warehouse and Clerical 401(k) Plan

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

December 31, 2009

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
*	Babson Premier Core Bond Fund	Pooled Separate Account	**	$ 757,775
*	Fidelity Contrafund	Pooled Separate Account	**	650,686
*	Babson Premier Short-Duration Bond Fund	Pooled Separate Account	**	629,560
*	Babson Government Money Market Fund	Pooled Separate Account	**	502,283
*	Babson Premier Money Market Fund	Pooled Separate Account	**	479,937
*	OFI Premier Global Fund	Pooled Separate Account	**	455,706
*	Northern Trust Select Indexed Equity Fund	Pooled Separate Account	**	443,383
*	OFI Inst. Premier International Equity Fund	Pooled Separate Account	**	417,297
*	Fidelity Equity-Income II Fund	Pooled Separate Account	**	368,479
*	OFI Inst. Premier Small Company Opportunities II Fund	Pooled Separate Account	**	353,655
*	Select Destination Retirement 2040 Fund	Pooled Separate Account	**	340,768
*	Oppenheimer Capital Appreciation Fund	Pooled Separate Account	**	326,270
*	OFI Inst. Premier Main Street Fund	Pooled Separate Account	**	300,599
*	OFI Inst. Premier Value Fund	Pooled Separate Account	**	297,516
*	Wellington/Turner Select Mid Cap Growth Equity Fund	Pooled Separate Account	**	273,598
*	MFS Emerging Growth Fund	Pooled Separate Account	**	271,992
*	Oppenheimer Capital Appreciation II Fund	Pooled Separate Account	**	219,569
*	American Century Ultra Fund	Pooled Separate Account	**	215,465
*	W&R/Wellington Select Small Cap Growth Equity Fund	Pooled Separate Account	**	215,442
*	Babson Premier Balanced Fund	Pooled Separate Account	**	137,080
*	Select Growth Equity Fund	Pooled Separate Account	**	135,137
*	Participant Loans	Loans, interest rates ranging from 5.25% to 10.25%	**	220,073
				$ 8,012,270

* Represents a party-in-interest
** Not applicable as the Plan is participant directed.