

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

|                                                                                                                                                                                                                           |                                                                |                                                      |                                                      |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------|------------------------------------------------------|
| <b>Part II</b>                                                                                                                                                                                                            | <b>Basic Plan Information</b> —enter all requested information |                                                      |                                                      |
| <b>1a</b> Name of plan<br>NATIONAL DISTRIBUTING COMPANY INC PENSION PLAN                                                                                                                                                  | <b>1b</b> Three-digit plan number (PN) ►                       | 002                                                  |                                                      |
|                                                                                                                                                                                                                           | <b>1c</b> Effective date of plan                               | 06/01/1976                                           |                                                      |
| <b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br>NATIONAL DISTRIBUTING COMPANY, INC<br><br>ONE NATIONAL DRIVE SW<br>ATLANTA, GA 30336 | <b>2b</b> Employer Identification Number (EIN)<br>58-0516238   | <b>2c</b> Sponsor's telephone number<br>404-696-9440 | <b>2d</b> Business code (see instructions)<br>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.

|                  |                                                   |            |                                                              |
|------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | Filed with authorized/valid electronic signature. | 10/19/2010 | JAY DAVIS                                                    |
|                  | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> |                                                   |            |                                                              |
|                  | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                   |            |                                                              |
|                  | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |

|                                                                                                                                                                                |                                                                                                               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>NATIONAL DISTRIBUTING COMPANY INC<br><br>ONE NATIONAL DRIVE SW<br>ATLANTA, GA 30336 | <b>3b</b> Administrator's EIN<br>58-0516238<br><br><b>3c</b> Administrator's telephone number<br>404-696-9440 |
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|                                                                                                                                                                                                                       |                                   |
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| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><b>4c</b> PN |
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|                                                                         |          |      |
|-------------------------------------------------------------------------|----------|------|
| <b>5</b> Total number of participants at the beginning of the plan year | <b>5</b> | 2044 |
|-------------------------------------------------------------------------|----------|------|

|                                                                                                                                                        |           |      |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------|
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |           |      |
| <b>a</b> Active participants.....                                                                                                                      | <b>6a</b> | 1027 |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                     | <b>6b</b> | 306  |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                      | <b>6c</b> | 596  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                               | <b>6d</b> | 1929 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                              | <b>6e</b> |      |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                | <b>6f</b> | 1929 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....         | <b>6g</b> |      |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....             | <b>6h</b> |      |

|                                                                                                                                      |          |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) ..... | <b>7</b> |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:  
 1G 1A

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

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

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

**a Pension Schedules**

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

|                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
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| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection</b> |
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>NATIONAL DISTRIBUTING COMPANY INC PENSION PLAN</u>                                                            | <b>B</b> Three-digit plan number (PN) ▶ <u>002</u>                                                                                                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><u>NATIONAL DISTRIBUTING COMPANY, INC</u>                     | <b>D</b> Employer Identification Number (EIN)<br><u>58-0516238</u>                                                                                      |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |

|               |                                                                                                                                                                                                        |
|---------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Basic Information</b>                                                                                                                                                                               |
| <b>1</b>      | Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>                                                                                                                               |
| <b>2</b>      | Assets:                                                                                                                                                                                                |
| <b>a</b>      | Market value ..... <b>2a</b> <u>48527943</u>                                                                                                                                                           |
| <b>b</b>      | Actuarial value ..... <b>2b</b> <u>53380737</u>                                                                                                                                                        |
| <b>3</b>      | Funding target/participant count breakdown                                                                                                                                                             |
|               | (1) Number of participants (2) Funding Target                                                                                                                                                          |
| <b>a</b>      | For retired participants and beneficiaries receiving payment ..... <b>3a</b> <u>306</u> <u>19868454</u>                                                                                                |
| <b>b</b>      | For terminated vested participants ..... <b>3b</b> <u>596</u> <u>8528971</u>                                                                                                                           |
| <b>c</b>      | For active participants:                                                                                                                                                                               |
| (1)           | Non-vested benefits ..... <b>3c(1)</b> <u>262174</u>                                                                                                                                                   |
| (2)           | Vested benefits ..... <b>3c(2)</b> <u>26243960</u>                                                                                                                                                     |
| (3)           | Total active ..... <b>3c(3)</b> <u>1027</u> <u>26506134</u>                                                                                                                                            |
| <b>d</b>      | Total ..... <b>3d</b> <u>1929</u> <u>54903559</u>                                                                                                                                                      |
| <b>4</b>      | If the plan is at-risk, check the box and complete items (a) and (b) ..... <input type="checkbox"/>                                                                                                    |
| <b>a</b>      | Funding target disregarding prescribed at-risk assumptions ..... <b>4a</b>                                                                                                                             |
| <b>b</b>      | Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor ..... <b>4b</b> |
| <b>5</b>      | Effective interest rate ..... <b>5</b> <u>8.08</u> %                                                                                                                                                   |
| <b>6</b>      | Target normal cost ..... <b>6</b> <u>100000</u>                                                                                                                                                        |

**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

|                                                                      |                                        |
|----------------------------------------------------------------------|----------------------------------------|
| <b>SIGN HERE</b>                                                     | <u>09/30/2010</u>                      |
| Signature of actuary                                                 | Date                                   |
| <u>JEFFREY S PACIERO FSA</u>                                         | <u>08-04960</u>                        |
| Type or print name of actuary                                        | Most recent enrollment number          |
| <u>AON CONSULTING</u>                                                | <u>404-264-3084</u>                    |
| Firm name                                                            | Telephone number (including area code) |
| <u>3565 PIEDMONT ROAD BLDG 1 STE 600</u><br><u>ATLANTA, GA 30305</u> |                                        |
| Address of the firm                                                  |                                        |

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

**Schedule SB (Form 5500) 2009**  
**v.092308.1**

| Part II Beginning of year carryover and prefunding balances |                                                                                                 | (a) Carryover balance | (b) Prefunding balance |
|-------------------------------------------------------------|-------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| 7                                                           | Balance at beginning of prior year after applicable adjustments (Item 13 from prior year) ..... | 12053517              |                        |
| 8                                                           | Portion used to offset prior year's funding requirement (Item 35 from prior year) .....         |                       |                        |
| 9                                                           | Amount remaining (Item 7 minus item 8).....                                                     | 12053517              |                        |
| 10                                                          | Interest on item 9 using prior year's actual return of <u>-31.15</u> % .....                    | -3754671              |                        |
| 11                                                          | Prior year's excess contributions to be added to prefunding balance:                            |                       |                        |
| a                                                           | Excess contributions (Item 38 from prior year) .....                                            |                       | 3774911                |
| b                                                           | Interest on (a) using prior year's effective rate of <u>6.10</u> % .....                        |                       | 230270                 |
| c                                                           | Total available at beginning of current plan year to add to prefunding balance .....            |                       | 4005181                |
| d                                                           | Portion of (c) to be added to prefunding balance.....                                           |                       | 4005181                |
| 12                                                          | Reduction in balances due to elections or deemed elections.....                                 |                       |                        |
| 13                                                          | Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....               | 8298846               | 4005181                |

| Part III Funding percentages |                                                                                                                                                                 |    |         |
|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|
| 14                           | Funding target attainment percentage.....                                                                                                                       | 14 | 74.81 % |
| 15                           | Adjusted funding target attainment percentage.....                                                                                                              | 15 | 97.23 % |
| 16                           | Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement..... | 16 | 95.70 % |
| 17                           | If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....                                        | 17 | %       |

| Part IV Contributions and liquidity shortfalls                                    |                                   |                                 |                          |                                   |                                 |
|-----------------------------------------------------------------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| 18 Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                 |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                          | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 | Totals ►                 | 18(b)                             | 18(c)                           |

|                                                                                                                               |                                                                     |
|-------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| 19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year: |                                                                     |
| a Contributions allocated toward unpaid minimum required contribution from prior years.....                                   | 19a                                                                 |
| b Contributions made to avoid restrictions adjusted to valuation date .....                                                   | 19b                                                                 |
| c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....               | 19c                                                                 |
| 20 Quarterly contributions and liquidity shortfalls:                                                                          |                                                                     |
| a Did the plan have a "funding shortfall" for the prior year? .....                                                           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? .....                   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| c If 20a is "Yes," see instructions and complete the following table as applicable:                                           |                                                                     |

| Liquidity shortfall as of end of Quarter of this plan year |         |         |         |
|------------------------------------------------------------|---------|---------|---------|
| (1) 1st                                                    | (2) 2nd | (3) 3rd | (4) 4th |
|                                                            |         |         |         |

**Part V Assumptions used to determine funding target and target normal cost**

|                                                                                                                                                                                              |                   |                   |                   |                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|-------------------|----------------------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                   |                   |                   |                                                                |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>% | 2nd segment:<br>% | 3rd segment:<br>% | <input checked="" type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....                                                                                                                                                 |                   |                   |                   | <b>21b</b> 2                                                   |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                   |                   |                   | <b>22</b> 63                                                   |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                   |                   |                   |                                                                |

**Part VI Miscellaneous items**

|                                                                                                                                                                        |                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. .... | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....                                      | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....                             | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>27</b> If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....                   | <b>27</b>                                                           |

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

|                                                                                                                                     |           |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------|
| <b>28</b> Unpaid minimum required contribution for all prior years .....                                                            | <b>28</b> |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)..... | <b>29</b> |
| <b>30</b> Remaining amount of unpaid minimum required contributions (item 28 minus item 29) .....                                   | <b>30</b> |

**Part VIII Minimum required contribution for current year**

|                                                                                                                                                                                      |                     |                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|
| <b>31</b> Target normal cost, adjusted, if applicable (see instructions).....                                                                                                        | <b>31</b>           | 100000             |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                |                     |                    |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       |                     |                    |
| <b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount ..... | <b>33</b>           |                    |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....                                                   | <b>34</b>           | 100000             |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance |
| <b>35</b> Balances used to offset funding requirement .....                                                                                                                          | 100000              | 100000             |
| <b>36</b> Additional cash requirement (item 34 minus item 35).....                                                                                                                   | <b>36</b>           |                    |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....                                                   | <b>37</b>           |                    |
| <b>38</b> Interest-adjusted excess contributions for current year (see instructions).....                                                                                            | <b>38</b>           |                    |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....                                                                       | <b>39</b>           |                    |
| <b>40</b> Unpaid minimum required contribution for all years .....                                                                                                                   | <b>40</b>           |                    |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>2009</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>This Form is Open to Public Inspection.</b> |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009                                                                                                                                |                                                                                                                                                                                                                        |                                                |
| <b>A</b> Name of plan<br>NATIONAL DISTRIBUTING COMPANY INC PENSION PLAN                                                                                                                                                   | <b>B</b> Three-digit plan number (PN) ▶                                                                                                                                                                                | 002                                            |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>NATIONAL DISTRIBUTING COMPANY, INC                                                                                                                       | <b>D</b> Employer Identification Number (EIN)<br>58-0516238                                                                                                                                                            |                                                |

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

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

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

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

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|-------------------------------------------------------------------------------------------------------------------|

|                                                                                                                  |
|------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |
|------------------------------------------------------------------------------------------------------------------|

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
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|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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

**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)

HUBBELL CONSULTING LLC

13850 BALLANTYNE CORPORATE PLACE  
SUITE 500  
CHARLOTTE, NC 28277

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 50 17                            | NONE                                                                                                                 | 43000                                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

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

AON CONSULTING

3565 PIEDMONT ROAD NE  
ATLANTA, GA 30305

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 70 50 11                         | NONE                                                                                                                 | 432852                                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

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

SECURIAN FINANCIAL SERVICES

400 ROBERT STREET N  
ST PAUL, MN 55101-2098

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| 51                               | NONE                                                                                                                 | 20000                                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                     | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

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

CRAWFORD INVESTMENT COUNSEL INC.

600 GALLERIA PARKWAY  
SUITE 1650  
ATLANTA, GA 30339

| (b)<br>Service<br>Code(s) | (c)<br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | (d)<br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | (e)<br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | (f)<br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | (g)<br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | (h)<br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|---------------------------|---------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| 51                        | NONE                                                                                                          | 68651                                                                           | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                              | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                   |                                                                                                                                                                                                   | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                 |

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

MARVIN &amp; PALMER ASSOCIATES, INC

1201 NORTH MARKET STREET  
SUITE 2300  
WILMINGTON, DE 19801-1165

| (b)<br>Service<br>Code(s) | (c)<br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | (d)<br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | (e)<br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | (f)<br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | (g)<br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | (h)<br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|---------------------------|---------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| 51                        | NONE                                                                                                          | 98688                                                                           | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                              | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                   |                                                                                                                                                                                                   | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                 |

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

WACHOVIA BANK, NA

56-0927594

| (b)<br>Service<br>Code(s) | (c)<br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | (d)<br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | (e)<br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | (f)<br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | (g)<br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | (h)<br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|---------------------------|---------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| 49 50 26 11               | NONE                                                                                                          | 61275                                                                           | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                              | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                   |                                                                                                                                                                                                   | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                 |

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

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

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                                                         |                                         |                                           |

| (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<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                                                         |                                         |                                           |

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

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                                                         |                                         |                                           |

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

**Part II Service Providers Who Fail or Refuse to Provide Information**

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

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

**Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                           |
| <b>A</b> Name of plan<br><u>NATIONAL DISTRIBUTING COMPANY INC PENSION PLAN</u>                                                                                                                                                                                           | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span>                                                                                                                                                                                                   | <u>002</u>                                                                                |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>NATIONAL DISTRIBUTING COMPANY, INC</u>                                                                                                                                                               | <b>D</b> Employer Identification Number (EIN)<br><br><u>58-0516238</u>                                                                                                                                                                                                       |                                                                                           |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement                                                                      |                 | (a) Beginning of Year | (b) End of Year |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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. |                                                                                                    |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Assets</b>                                                                                      |                 |                       |                 |
| <b>a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Total noninterest-bearing cash .....                                                               | <b>1a</b>       |                       |                 |
| <b>b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Receivables (less allowance for doubtful accounts):                                                |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(1)</b> Employer contributions .....                                                            | <b>1b(1)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(2)</b> Participant contributions .....                                                         | <b>1b(2)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(3)</b> Other .....                                                                             | <b>1b(3)</b>    | 241966                | 611586          |
| <b>c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | General investments:                                                                               |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....   | <b>1c(1)</b>    | 3805614               | 722290          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(2)</b> U.S. Government securities .....                                                        | <b>1c(2)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(3)</b> Corporate debt instruments (other than employer securities):                            |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(A)</b> Preferred .....                                                                         | <b>1c(3)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(B)</b> All other .....                                                                         | <b>1c(3)(B)</b> | 3727065               |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(4)</b> Corporate stocks (other than employer securities):                                      |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(A)</b> Preferred .....                                                                         | <b>1c(4)(A)</b> | 69330                 |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(B)</b> Common .....                                                                            | <b>1c(4)(B)</b> | 19003490              | 24572462        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(5)</b> Partnership/joint venture interests .....                                               | <b>1c(5)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(6)</b> Real estate (other than employer real property) .....                                   | <b>1c(6)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(7)</b> Loans (other than to participants) .....                                                | <b>1c(7)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(8)</b> Participant loans .....                                                                 | <b>1c(8)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(9)</b> Value of interest in common/collective trusts .....                                     | <b>1c(9)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(10)</b> Value of interest in pooled separate accounts .....                                    | <b>1c(10)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(11)</b> Value of interest in master trust investment accounts .....                            | <b>1c(11)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(12)</b> Value of interest in 103-12 investment entities .....                                  | <b>1c(12)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds) .....        | <b>1c(13)</b>   | 17298521              | 28238651        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts) ..... | <b>1c(14)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(15)</b> Other .....                                                                            | <b>1c(15)</b>   | 4381957               |                 |

**1d** Employer-related investments:

|                                                                      |       | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|-------|-----------------------|-----------------|
| (1) Employer securities .....                                        | 1d(1) |                       |                 |
| (2) Employer real property .....                                     | 1d(2) |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | 1e    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | 1f    | 48527943              | 54144989        |

**Liabilities**

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

**Net Assets**

|                                                           |    |          |          |
|-----------------------------------------------------------|----|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | 1l | 48527943 | 54144989 |
|-----------------------------------------------------------|----|----------|----------|

**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 Contributions:**

|                                                                                                            |          | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|----------|------------|-----------|
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | 2a(1)(A) |            |           |
| <b>(B)</b> Participants .....                                                                              | 2a(1)(B) |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | 2a(1)(C) |            |           |
| (2) Noncash contributions .....                                                                            | 2a(2)    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | 2a(3)    |            |           |

**b Earnings on investments:****(1) Interest:**

|                                                                                                      |          |        |        |
|------------------------------------------------------------------------------------------------------|----------|--------|--------|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | 2b(1)(A) | 749219 |        |
| <b>(B)</b> U.S. Government securities .....                                                          | 2b(1)(B) |        |        |
| <b>(C)</b> Corporate debt instruments .....                                                          | 2b(1)(C) |        |        |
| <b>(D)</b> Loans (other than to participants) .....                                                  | 2b(1)(D) |        |        |
| <b>(E)</b> Participant loans .....                                                                   | 2b(1)(E) |        |        |
| <b>(F)</b> Other .....                                                                               | 2b(1)(F) |        |        |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | 2b(1)(G) |        | 749219 |

|                                                                                           |          |         |         |
|-------------------------------------------------------------------------------------------|----------|---------|---------|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | 2b(2)(A) |         |         |
| <b>(B)</b> Common stock .....                                                             | 2b(2)(B) | 1613037 |         |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | 2b(2)(C) |         |         |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | 2b(2)(D) |         | 1613037 |

|                 |       |  |  |
|-----------------|-------|--|--|
| (3) Rents ..... | 2b(3) |  |  |
|-----------------|-------|--|--|

|                                                                                           |          |          |        |
|-------------------------------------------------------------------------------------------|----------|----------|--------|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | 2b(4)(A) | 57555747 |        |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | 2b(4)(B) | 57589558 |        |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | 2b(4)(C) |          | -33811 |

|                                                                                                          |                 | (a) Amount | (b) Total |
|----------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate.....              | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                   | <b>2b(5)(B)</b> | 7179781    |           |
| <b>(C)</b> Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | 7179781   |
| <b>(6)</b> Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            |           |
| <b>(7)</b> Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            |           |
| <b>(8)</b> Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            |           |
| <b>(9)</b> Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| <b>(10)</b> Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            |           |
| <b>c</b> Other income.....                                                                               | <b>2c</b>       |            | 15380     |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....                  | <b>2d</b>       |            | 9523606   |

**Expenses**

|                                                                                            |              |         |         |
|--------------------------------------------------------------------------------------------|--------------|---------|---------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |         |         |
| <b>(1)</b> Directly to participants or beneficiaries, including direct rollovers .....     | <b>2e(1)</b> | 3181643 |         |
| <b>(2)</b> To insurance carriers for the provision of benefits .....                       | <b>2e(2)</b> |         |         |
| <b>(3)</b> Other .....                                                                     | <b>2e(3)</b> |         |         |
| <b>(4)</b> Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....         | <b>2e(4)</b> |         | 3181643 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |         |         |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |         |         |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |         |         |
| <b>i</b> Administrative expenses: <b>(1)</b> Professional fees .....                       | <b>2i(1)</b> | 475852  |         |
| <b>(2)</b> Contract administrator fees .....                                               | <b>2i(2)</b> |         |         |
| <b>(3)</b> Investment advisory and management fees .....                                   | <b>2i(3)</b> | 218950  |         |
| <b>(4)</b> Other .....                                                                     | <b>2i(4)</b> | 30115   |         |
| <b>(5)</b> Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....  | <b>2i(5)</b> |         | 724917  |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |         | 3906560 |

**Net Income and Reconciliation**

|                                                                               |              |  |         |
|-------------------------------------------------------------------------------|--------------|--|---------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 5617046 |
| <b>l</b> Transfers of assets:                                                 |              |  |         |
| <b>(1)</b> To this plan.....                                                  | <b>2l(1)</b> |  |         |
| <b>(2)</b> From this plan .....                                               | <b>2l(2)</b> |  |         |

**Part III Accountant's Opinion**

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

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

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

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

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

(1) Name: ROBINSON, RABINOWITZ & BERNSTEIN, PC

(2) EIN: 58-2407872

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

**Part IV Compliance Questions**

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

|                                                                                                                                                                                                                                                                                                                 | Yes | No | Amount  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|---------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....                 |     | X  |         |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)..... |     | X  |         |
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                                                                                                            |     | X  |         |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                                                                                                                  |     | X  |         |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 1000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |         |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                                      |     | X  |         |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                            |     | X  |         |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |         |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....                                                                                    | X   |    |         |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |         |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |         |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     | X  |         |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                                                                                                        |     | 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)

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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            | <b>2009</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            | <b>This Form is Open to Public Inspection.</b> |

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

|                                                                                                            |                                                                    |
|------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>NATIONAL DISTRIBUTING COMPANY INC PENSION PLAN</u>                             | <b>B</b> Three-digit plan number (PN) ▶<br><u>002</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>NATIONAL DISTRIBUTING COMPANY, INC</u> | <b>D</b> Employer Identification Number (EIN)<br><u>58-0516238</u> |

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

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

|                                                                                                                                                                                                                                                                |                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                          | <b>1</b>          |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br>EIN(s): <u>58-6261231</u> |                   |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                        |                   |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                | <b>3</b> <u>0</u> |

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

|                                                                                                                                                                                                                                                                                                                                                                           |                              |                                        |                                         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------------------|-----------------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | <input type="checkbox"/> N/A            |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                              |                                        |                                         |
| <b>5</b> If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                                        |                                         |
| <b>6 a</b> Enter the minimum required contribution for this plan year .....                                                                                                                                                                                                                                                                                               | <b>6a</b>                    |                                        |                                         |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                                | <b>6b</b>                    |                                        |                                         |
| <b>c</b> Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....                                                                                                                                                                                                                           | <b>6c</b>                    |                                        |                                         |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                              |                                        |                                         |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes | <input type="checkbox"/> No            | <input type="checkbox"/> N/A            |
| <b>8</b> If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No            | <input checked="" type="checkbox"/> N/A |

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

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

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

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

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

Schedule R (Form 5500) 2009  
v.092308.1

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

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

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

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

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

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

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

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

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

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

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

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: 59.2% Investment-Grade Debt: 24.2% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: 16.6%

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

**NATIONAL DISTRIBUTING COMPANY, INC.  
PENSION PLAN**

**FINANCIAL STATEMENTS**

**YEARS ENDED DECEMBER 31, 2009 AND 2008**

**NATIONAL DISTRIBUTING COMPANY, INC.  
PENSION PLAN**

**YEARS ENDED DECEMBER 31, 2009 AND 2008**

**TABLE OF CONTENTS**

|                                                                      | <u>Page</u> |
|----------------------------------------------------------------------|-------------|
| Independent auditors' report                                         | 1           |
| Financial statements:                                                |             |
| Statements of net assets available for benefits                      | 2           |
| Statements of changes in net assets available for benefits           | 3           |
| Notes to financial statements                                        | 4-11        |
| Supplemental information to financial statements:                    |             |
| Schedule of assets held for investment purposes at December 31, 2009 | 12-15       |
| Schedule of reportable transactions                                  | 16          |



Robinson Rabinowitz & Bernstein P.C.  
CERTIFIED PUBLIC ACCOUNTANTS

## INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of  
National Distributing Company, Inc. Pension Plan

We were engaged to audit the accompanying financial statements of National Distributing Company, Inc. Pension Plan as of December 31, 2009 and 2008, and for the years then ended and the 2009 supplemental schedules as listed on the accompanying table of contents. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in note 4, which was certified by Wachovia Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

*Robinson, Rabinowitz & Bernstein, P.C.*

October 8, 2010

**NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**  
**DECEMBER 31, 2009 AND 2008**

|                                   | <b>ASSETS</b> | <u>2009</u>          | <u>2008</u>          |
|-----------------------------------|---------------|----------------------|----------------------|
| Investments, at fair value:       |               |                      |                      |
| Interest-bearing cash             |               | \$ 722,290           | \$ 3,805,614         |
| Common stocks                     |               | 24,572,462           | 19,003,490           |
| Registered investment companies   |               | 28,238,651           | 13,748,208           |
| Common trust                      |               |                      | 11,728,665           |
|                                   |               | <u>53,533,403</u>    | <u>48,285,977</u>    |
| Accrued income                    |               | <u>611,586</u>       | <u>241,966</u>       |
| Total assets                      |               | <u>54,144,989</u>    | <u>48,527,943</u>    |
| Net assets available for benefits |               | <u>\$ 54,144,989</u> | <u>\$ 48,527,943</u> |

See notes to financial statements.

**NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN**  
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**YEARS ENDED DECEMBER 31, 2009 AND 2008**

|                                                      | <u>2009</u>          | <u>2008</u>           |
|------------------------------------------------------|----------------------|-----------------------|
| Additions to net assets attributed to:               |                      |                       |
| Interest and dividend investment income              | \$ 2,362,256         | \$ 1,533,696          |
| Net appreciation in fair value of investments        | 7,145,971            |                       |
| Contributions                                        |                      | 4,000,000             |
| Other                                                | 15,380               |                       |
| Total additions                                      | <u>9,523,607</u>     | <u>5,533,696</u>      |
| Deductions from net assets attributed to:            |                      |                       |
| Benefits paid directly to participants               | ( 3,181,644 )        | ( 3,707,007 )         |
| Administrative expenses                              | ( 724,917 )          | ( 235,890 )           |
| Net depreciation in fair value of investments        | ( )                  | ( 22,210,940 )        |
| Total deductions                                     | <u>( 3,906,561 )</u> | <u>( 26,153,837 )</u> |
| Net increase (decrease)                              | 5,617,046            | ( 20,620,141 )        |
| Net assets available for benefits, beginning of year | <u>48,527,943</u>    | <u>69,148,084</u>     |
| Net assets available for benefits, end of year       | <u>\$ 54,144,989</u> | <u>\$ 48,527,943</u>  |

See notes to financial statements.

# **NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN**

## **NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2009 AND 2008**

### **1. PLAN DESCRIPTION:**

The following description of the National Distributing Company, Inc. Pension Plan ("the Plan") provides only general information. Participants should refer to the Plan Agreement for more complete information.

#### **General:**

The Plan is a non-contributory defined benefit pension plan covering substantially all of the employees of National Distributing Company, Inc. (the Company or Plan Sponsor) who have completed at least six months of employment. It is subject to the provisions of the Employee Retirement Security Act of 1974 (ERISA).

As of December 31, 2006, all benefits under the Plan were frozen. Benefits will no longer accrue but the Plan will remain in existence as long as necessary to pay previously accrued benefits.

#### **Pension Benefits:**

The Plan's benefits are based on the sum of .65% of final average monthly earnings up to covered compensation, which varies based on age, and .55% of average monthly earnings in excess of covered compensation, multiplied by the years of service through December 31, 2006 (the date the Plan was frozen), limited to thirty years. Normal retirement age is 65. Participants are entitled to early retirement after attaining age 55 and completing ten years of service at a reduced amount.

If the participant has 10 years of Vesting Service at exit, the benefit can be paid as early as age 55, reduced as for early retirement. In 2007, as a result of the Plan being frozen, all participants became fully vested.

#### **Death and Disability Benefits:**

Upon the death of an active participant, the beneficiary shall receive a death benefit equal to the greater of: (1) an amount equal to fifty times the monthly accrued benefit at time of death; or (2) the actuarially determined lump sum value of the deceased's total accrued benefit determined at the time of death. This benefit is payable either as an annuity or lump sum payment. An active participant that becomes disabled after five years of service is 100% vested in his accrued benefit.

The accrued benefit at disability is payable at age 65. If the participant has 10 years of Vesting Service at exit, the benefit can be paid as early as age 55, reduced as for early retirement.

# **NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN**

## **NOTES TO FINANCIAL STATEMENTS (CONTINUED)**

**DECEMBER 31, 2009 AND 2008**

### **1. PLAN DESCRIPTIONS (CONTINUED):**

#### **Funding Policy:**

The Company's funding policy is to contribute at least the amount necessary to remain a qualified plan under the Internal Revenue Code. Plan contributions are computed using the projected unit credit cost method and, as prescribed by the Internal Revenue Service, are designed to fund the Plan's normal costs currently and to fund the costs arising from qualifying service before the establishment of the Plan.

The Plan has complied with the minimum funding requirements of ERISA. Effective January 1, 1995, employee contributions were discontinued. Accumulated employee contributions as of December 31, 2009 and 2008 approximated \$ 518,669 and \$574,351, respectively. Interest has been credited thereon at an interest rate of 2.48% in 2009 and 4.31% in 2008, compounded annually. The accumulated contributions, including cumulative interest credited thereon, approximated \$ 1,705,060 and \$1,810,050 at December 31, 2009 and 2008, respectively.

#### **Plan Termination:**

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. As a result of the Plan being frozen at December 31, 2006, all participants became fully vested.

Should the Plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guarantee, while other benefits may not be provided for at all.

### **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

#### **Basis of Presentation:**

The financial statements of the Plan are presented on the accrual basis of accounting.

#### **Valuation of Investments:**

Common stocks are stated at fair value on the last business day of the Plan year based on quoted market values. Shares of registered investment companies, mutual funds and a money market fund are valued at the net asset value ("NAV") on the last day of business of the Plan year based on quoted market values. Common trust is stated at fair value based upon the quoted market value for the underlying assets.

**NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN**

**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**

**DECEMBER 31, 2009 AND 2008**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):**

**Actuarial Present Value of Accumulated Plan Benefits:**

Accumulated plan benefits, as discussed in Note 3, are those estimated future periodic payments including lump-sum distributions that are attributable under the Plan's provisions to services rendered by the participants at the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated participants or their beneficiaries, (b) beneficiaries of participants who have died, and (c) present participants or their beneficiaries.

Benefits for retired or terminated employees or their beneficiaries are based on an average of the employees' compensation during five of their last ten years of credited service. The accumulated plan benefits for active employees (as of December 31, 2006, the date the Plan was frozen) are based on their average compensation during the five years preceding December 31, 2006 (the date the Plan was frozen). Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

**Benefits Paid:**

Benefits are recognized as deductions during the period in which they are paid.

**Administrative Expenses:**

Administrative expenses are paid by the Plan as permitted by the Plan document provisions to the extent that they are not paid by the Plan Sponsor.

**Use of Estimates:**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

**3. ACCUMULATED PLAN BENEFITS:**

An actuary estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

# NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2009 AND 2008

### 3. ACCUMULATED PLAN BENEFITS (CONTINUED):

Actuarial present Value of Accumulated Plan Benefits at the beginning of the years are comprised of the following:

|                                             | January 1     |               |
|---------------------------------------------|---------------|---------------|
|                                             | 2009          | 2008          |
| Vested Benefits:                            |               |               |
| Participants currently receiving payments   | \$ 20,028,755 | \$ 18,356,595 |
| Other participants                          | 32,129,692    | 36,006,631    |
| Total                                       | 52,158,447    | 54,363,226    |
| Non-Vested Benefits                         | 360,381       |               |
| Present Value of Accumulated Plan Benefits  | 52,518,828    | 54,363,226    |
| Net Assets Available for Benefits as of the |               |               |
| Valuation Date                              | 48,527,943    | 69,148,084    |
| Unfunded Present Value of Accumulated       |               |               |
| Plan Benefits                               | \$ 3,990,885  | \$ 0          |

Changes in the Actuarial Present Value of Accumulated Plan Benefits at the beginning of the years are as follows:

|                                            | January 1     |               |
|--------------------------------------------|---------------|---------------|
|                                            | 2009          | 2008          |
| Present Value of Accumulated Plan Benefits |               |               |
| for the prior year                         | \$ 54,363,226 | \$ 52,794,155 |
| Increases (Decreases) Attributable to:     |               |               |
| Benefits accumulated                       | ( 2,615,172 ) | 2,241,402     |
| Benefits paid                              | ( 3,443,205 ) | ( 4,711,049 ) |
| Interest                                   | 4,213,979     | 4,038,718     |
| Total increases (decreases), net           | ( 1,844,398 ) | 1,569,071     |
| Present Value of Accumulated Plan Benefits | \$ 52,518,828 | \$ 54,363,226 |

Significant underlying assumptions of the actuarial computations as of January 1, 2009 and 2008 were as follows:

|                                       |                                             |
|---------------------------------------|---------------------------------------------|
| Mortality Basis                       | - RP2000 mortality table                    |
| Assumed rate of return on investments | - 8.0% (compounded annually)                |
| Retirement Age                        | - Graduated table of ages between 55 and 65 |

# NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2009 AND 2008

### 3. ACCUMULATED PLAN BENEFITS (CONTINUED):

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

### 4. INVESTMENTS:

The Plan's investments were held by Wachovia Bank, N.A. as of December 31, 2009 and 2008. All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2009 and 2008, and net appreciation (depreciation) in fair value of investments, interest and dividends for the years then ended, were obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Wachovia Bank, N.A., the trustee for the Plan.

The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows:

|                                             | 2009       | 2008          |
|---------------------------------------------|------------|---------------|
| Wachovia Bank Diversified Fixed Income Fund | \$ *       | \$ 11,728,665 |
| Pimco Total Return                          | 11,040,523 | 3,341,148     |
| Evergreen Small Cap Value Fund              | 3,310,053  | 2,448,558     |
| Evergreen Money Market Fund                 | *          | 3,805,614     |
| Value Line Emerging Opportunities           | 3,068,823  | 2,441,335     |
| Artio International Equity Fund             | 8,152,704  | 4,762,005     |
| Gleacher Diversified Strategies Fund        | *          | 4,096,410     |

\* Zero balance indicates investment did not exceed 5% of the Plan's net assets during the referenced year.

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

|                                 | 2009                | 2008                     |
|---------------------------------|---------------------|--------------------------|
| Common trust funds              | \$                  | ( \$ 2,940,041 )         |
| Common stocks                   | 4,129,648           | ( 11,762,990 )           |
| Registered investment companies | 3,016,323           | ( 7,507,909 )            |
|                                 | <u>\$ 7,145,971</u> | <u>( \$ 22,210,940 )</u> |

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure of ERISA.

**NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN**

**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**

**DECEMBER 31, 2009 AND 2008**

**4. INVESTMENTS (CONTINUED):**

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

**5. FAIR VALUE MEASUREMENTS:**

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That 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 asset or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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 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 on a recurring basis.

*Registered investment companies, mutual funds and money market fund* – Valued at the net asset value ("NAV") of shares held by the Plan at year end.

# NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2009 AND 2008

### 5. FAIR MARKET MEASUREMENTS (CONTINUED):

*Common trust* – Fair value is based upon quoted market values for the underlying asset.

*Common stocks* – Valued at the closing price reported on the active market on which the individual securities are traded.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes the valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

|                            | <i>Assets at Fair Value as of December 31, 2009</i> |                |                      |
|----------------------------|-----------------------------------------------------|----------------|----------------------|
|                            | <b>Level 1</b>                                      | <b>Level 2</b> | <b>Total</b>         |
| Mutual funds:              |                                                     |                |                      |
| Bond funds                 | \$ 11,040,523                                       |                | \$ 11,040,523        |
| Value funds                | 3,310,053                                           |                | 3,310,053            |
| Growth funds               | 11,221,527                                          |                | 11,221,527           |
| Diversified funds          | 2,666,548                                           |                | 2,666,548            |
| Common stocks              | 24,572,462                                          |                | 24,572,462           |
| Money market fund          | 722,290                                             |                | 722,290              |
| Total assets at fair value | <u>\$ 53,533,403</u>                                | <u>\$</u>      | <u>\$ 53,533,403</u> |

|                            | <i>Assets at Fair Value as of December 31, 2008</i> |                      |                      |
|----------------------------|-----------------------------------------------------|----------------------|----------------------|
|                            | <b>Level 1</b>                                      | <b>Level 2</b>       | <b>Total</b>         |
| Common trust               |                                                     | \$ 11,728,665        | \$ 11,728,665        |
| Mutual funds:              |                                                     |                      |                      |
| Value funds                | \$ 2,448,558                                        |                      | 2,448,558            |
| Growth funds               | 7,203,240                                           |                      | 7,203,240            |
| Diversified funds          | 4,096,410                                           |                      | 4,096,410            |
| Common stocks              | 19,003,490                                          |                      | 19,003,490           |
| Money market fund          | 3,805,614                                           |                      | 3,805,614            |
| Total assets at fair value | <u>\$ 36,557,312</u>                                | <u>\$ 11,728,665</u> | <u>\$ 48,285,977</u> |

**NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN**

**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**

**DECEMBER 31, 2009 AND 2008**

**6. DOL LIMITED SCOPE INFORMATION:**

The Plan's trustee, Wachovia Bank, N.A., has certified as complete and accurate certain information under 29 CFR 2520.103-5(c). This information includes investment assets, transactions, income and schedules of investments and reportable transactions.

**7. INCOME TAX STATUS:**

The Plan obtained its latest determination letter on July 30, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. No provision for income taxes has been included in the Plan's financial statements. The Plan has open tax years 2006-2009.

**8. RISKS AND UNCERTAINTIES:**

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

**9. SUBSEQUENT EVENTS:**

The Plan has considered subsequent events through October 8, 2010, the date which the financial statements were available to be issued.

## **SUPPLEMENTAL SCHEDULES**

**NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN**

**EIN: 58-0516238      PLAN NUMBER: 002**

**SCHEDULE H, LINE 4i**

**SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

**DECEMBER 31, 2009**

| (a) | (b)<br>Identity of Issue             | (c)<br>Description of<br>Investment | (d)<br>Cost | (e)<br>Current Value |
|-----|--------------------------------------|-------------------------------------|-------------|----------------------|
|     | <b>Interest-bearing cash</b>         |                                     |             |                      |
| *   | Wachovia bank, N.A.                  | Evergreen Money<br>Market Fund      | \$ 722,290  | \$ 722,290           |
|     | <b>Common Stock</b>                  |                                     |             |                      |
|     | AT&T, Inc.                           | 12,050 shares                       | 289,323     | 337,761              |
|     | Abbott Labs Co.                      | 6,250 shares                        | 280,009     | 337,437              |
|     | Adobe Sys, Inc.                      | 4,700 shares                        | 169,051     | 172,866              |
|     | Amazon Com Inc.                      | 2,700 shares                        | 177,354     | 363,204              |
|     | Apple, Inc.                          | 2,650 shares                        | 336,203     | 558,440              |
|     | Broadcom Corp.                       | 3,500 shares                        | 70,841      | 110,145              |
|     | CSX Corp.                            | 10,100 shares                       | 424,246     | 489,749              |
|     | Carnival Corp.                       | 4,800 shares                        | 156,745     | 152,112              |
|     | Caterpillar, Inc.                    | 2,400 shares                        | 128,888     | 136,776              |
|     | Celgene Corp.                        | 1,700 shares                        | 79,144      | 94,656               |
|     | Cerner Corp.                         | 700 shares                          | 56,654      | 57,708               |
|     | Chevron Corp.                        | 5,375 shares                        | 301,052     | 413,821              |
|     | Cisco Systems, Inc.                  | 14,700 shares                       | 326,259     | 351,918              |
|     | Coca-Cola Co.                        | 1,900 shares                        | 75,377      | 108,300              |
|     | Cognizant Tech Solutions Corp.       | 11,900 shares                       | 294,604     | 539,427              |
|     | Colgate-Palmolive Co.                | 3,100 shares                        | 222,670     | 254,665              |
|     | Cullen Frost Bankers, Inc.           | 5,975 shares                        | 284,672     | 298,750              |
|     | Cummins, Inc.                        | 3,700 shares                        | 173,217     | 169,682              |
|     | EMC Corp.                            | 15,800 shares                       | 210,887     | 276,026              |
|     | Exxon Mobile Corp.                   | 5,300 shares                        | 223,711     | 361,407              |
|     | Federated Invs Inc.                  | 9,225 shares                        | 220,656     | 253,688              |
|     | Freeport McMoran Copper & Gold, Inc. | 4,600 shares                        | 255,114     | 369,334              |
|     | Arthur J. Gallagher & Co.            | 14,800 shares                       | 443,521     | 333,148              |
|     | General Dynamics Corp.               | 5,800 shares                        | 299,972     | 395,386              |
|     | Genuine Parts Co.                    | 8,850 shares                        | 436,360     | 335,946              |
|     | Gilead Science Inc.                  | 5,600 shares                        | 251,101     | 242,312              |
|     | Goldman Sachs Group, Inc.            | 2,050 shares                        | 210,405     | 346,122              |
|     | Google, Inc.                         | 970 shares                          | 377,312     | 601,381              |
|     | W.W. Grainger, Inc.                  | 4,075 shares                        | 252,775     | 394,582              |
|     | Helmerich & Payne, Inc.              | 3,800 shares                        | 94,083      | 151,544              |

**NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN**

**EIN: 58-0516238      PLAN NUMBER: 002**

**SCHEDULE H, LINE 4i**

**SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)**

**DECEMBER 31, 2009**

| (a) | (b)<br>Identity of Issue             | (c)<br>Description of<br>Investment | (d)<br>Cost | (e)<br>Current Value |
|-----|--------------------------------------|-------------------------------------|-------------|----------------------|
|     | Holly Corp.                          | 6,200 shares                        | 296,125     | 158,906              |
|     | Hudson City Bancorp, Inc.            | 21,625 shares                       | 261,167     | 296,911              |
|     | Illinois Tool Works, Inc.            | 8,200 shares                        | 301,719     | 393,518              |
|     | Intel Corp.                          | 14,900 shares                       | 299,164     | 303,960              |
|     | International Business Machine Corp. | 4,150 shares                        | 333,386     | 543,235              |
|     | Johnson & Johnson, Inc.              | 6,450 shares                        | 421,089     | 415,444              |
|     | Juniper Networks, Inc.               | 10,600 shares                       | 224,632     | 282,702              |
|     | Kohls Corp.                          | 4,000 shares                        | 147,281     | 215,720              |
|     | Las Vegas Sands Corp.                | 6,800 shares                        | 95,214      | 101,592              |
|     | Life Technology Corp.                | 4,400 shares                        | 158,573     | 229,768              |
|     | Linear Technology Corp.              | 14,725 shares                       | 454,671     | 449,996              |
|     | Lowe's                               | 14,975 shares                       | 354,693     | 350,265              |
|     | McCormick & Co, Inc.                 | 12,425 shares                       | 458,978     | 448,915              |
|     | McDermott Intl, Inc.                 | 3,300 shares                        | 73,738      | 79,233               |
|     | Medco Health Solutions, Inc.         | 3,200 shares                        | 153,550     | 204,512              |
|     | Merck & Co, Inc.                     | 11,375 shares                       | 345,765     | 415,643              |
|     | Microsoft Corp.                      | 6,200 shares                        | 186,067     | 188,976              |
|     | Micron Technology, Inc.              | 28,200 shares                       | 207,075     | 297,792              |
|     | Morgan Stanley                       | 5,000 shares                        | 116,435     | 148,000              |
|     | Mosaic Co.                           | 2,800 shares                        | 170,950     | 167,244              |
|     | National Oilwell Varco, Inc.         | 2,600 shares                        | 89,319      | 114,634              |
|     | NetApp Inc.                          | 14,600 shares                       | 286,066     | 501,656              |
|     | Newmonth Mng Corp.                   | 1,100 shares                        | 57,900      | 52,041               |
|     | Nike, Inc.                           | 2,100 shares                        | 138,473     | 138,747              |
|     | Northern Trust Corp.                 | 7,175 shares                        | 429,980     | 375,970              |
|     | Pepsico, Inc.                        | 8,300 shares                        | 524,456     | 504,640              |
|     | Precision Castparts Corp.            | 1,900 shares                        | 140,946     | 209,665              |
|     | T Rowe Price Group, Inc.             | 8,300 shares                        | 446,616     | 441,975              |
|     | Priceline.com, Inc.                  | 1,150 shares                        | 207,047     | 251,172              |
|     | Proctor & Gamble Co.                 | 7,000 shares                        | 442,093     | 424,410              |
|     | Progress Energy, Inc.                | 5,250 shares                        | 207,685     | 215,303              |
|     | Questar Corp.                        | 6,350 shares                        | 209,186     | 263,970              |
|     | Raytheon Co.                         | 156 warrants                        | 1           | 2,262                |
|     | Red Hat, Inc.                        | 5,800 shares                        | 165,700     | 179,220              |
|     | Salesforce.com, Inc.                 | 5,200 shares                        | 267,104     | 383,604              |
|     | Schlumberger, Ltd.                   | 5,300 shares                        | 294,975     | 344,977              |
|     | Stryker Corp.                        | 9,975 shares                        | 598,171     | 502,441              |
|     | Target Corp.                         | 2,600 shares                        | 106,767     | 125,762              |
|     | Texas Instruments, Inc.              | 5,800 shares                        | 107,607     | 151,148              |
|     | 3M Co.                               | 2,200 shares                        | 180,558     | 181,874              |
|     | Ultra Petroleum Corp.                | 1,700 shares                        | 93,524      | 84,762               |
|     | Union Pacific Corp.                  | 5,600 shares                        | 313,014     | 357,840              |
|     | United Parcel Service                | 5,300 shares                        | 304,504     | 304,061              |
|     | United Technologies Corp.            | 4,100 shares                        | 277,301     | 284,581              |

**NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN**

**EIN: 58-0516238**

**PLAN NUMBER: 002**

**SCHEDULE H, LINE 4i**

**SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)**

**DECEMBER 31, 2009**

| (a) | (b)<br>Identity of Issue     | (c)<br>Description of<br>Investment | (d)<br>Cost       | (e)<br>Current Value |
|-----|------------------------------|-------------------------------------|-------------------|----------------------|
|     | V F Corp.                    | 1,800 shares                        | 126,554           | 131,832              |
|     | Valspar Corp.                | 13,900 shares                       | 370,712           | 377,246              |
|     | Verizon Communications, Inc. | 8,925 shares                        | 291,971           | 295,685              |
|     | Visa, Inc.                   | 1,800 shares                        | 143,348           | 157,428              |
|     | Vmware, Inc.                 | 4,100 shares                        | 156,864           | 173,758              |
|     | Wal-mart Stores, Inc.        | 1,800 shares                        | 97,138            | 96,210               |
|     | Walgreen Co.                 | 10,400 shares                       | 438,603           | 381,888              |
|     | Wellpoint, Inc.              | 2,000 shares                        | 101,153           | 116,580              |
|     | Wells Fargo & Co.            | 5,600 shares                        | 159,477           | 151,144              |
|     | Wolverine World Wide, Inc.   | 17,500 shares                       | 383,385           | 476,350              |
|     | Yahoo!, Inc.                 | 6,600 shares                        | 102,522           | 110,748              |
|     | Partnerre, Ltd.              | 4,900 shares                        | 318,404           | 365,834              |
|     | Seagate Technology           | 21,000 shares                       | 317,222           | 381,990              |
|     | Warner Chilcott Plc.         | 3,700 shares                        | 87,149            | 105,339              |
|     | Weatherford Int'l., Ltd.     | 3,000 shares                        | 56,531            | 53,730               |
|     | Transocean, Ltd.             | 1,200 shares                        | 79,206            | 99,360               |
|     | <b>Total Common Stock</b>    |                                     | <b>21,301,710</b> | <b>24,572,462</b>    |

\*Party in interest

(Continued on next page)

**NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN**

**EIN: 58-0516238      PLAN NUMBER: 002**

**SCHEDULE H, LINE 4i**

**SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)**

**DECEMBER 31, 2009**

| (a) | (b)<br>Identity of Issue               | (c)<br>Description of Investment                 | (d)<br>Cost          | (e)<br>Current Value |
|-----|----------------------------------------|--------------------------------------------------|----------------------|----------------------|
|     | <b>Registered Investment Companies</b> |                                                  |                      |                      |
|     | Pimco Total Return                     | Pimco Total Return Fund Inst<br>1,022,271 shares | \$ 10,609,416        | \$ 11,040,523        |
| *   | Evergreen Small Cap Value Fund         | Small Cap Value Fund CI I<br>311,681 shares      | 4,574,491            | 3,310,053            |
|     | Value Line Emerging Opportunities Fund | Emerging Opportunities<br>118,442 shares         | 3,625,071            | 3,068,823            |
|     | Artio Intl. Equity Fund                | International Equity Fund<br>288,693 shares      | 9,102,703            | 8,152,704            |
|     | Gleacher Diversified Strategies Fund   | Diversified Fund<br>2,222 shares                 | 2,562,018            | 2,666,548            |
|     | <b>Total Registered Investment Co.</b> |                                                  | <u>\$ 30,473,699</u> | <u>\$ 28,238,651</u> |
|     | <b>Total Investments</b>               |                                                  | <u>\$ 52,497,699</u> | <u>\$ 53,533,403</u> |

\*Party in interest

**NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN**

**EIN: 58-0516238      PLAN NUMBER: 002**

**SCHEDULE H, LINE 4j**

**SCHEDULE OF REPORTABLE TRANSACTIONS**

**DECEMBER 31, 2009**

| (a)<br>Identity of Party<br>Involved                                    | (b)<br>Description of Asset  | (c)<br>Purchase<br>Price | (d)<br>Selling<br>Price | (g)<br>Cost of<br>Asset | (h)<br>Current<br>Value of<br>Asset on<br>Transaction<br>Date | (i)<br>Net Gain<br>or (Loss) |
|-------------------------------------------------------------------------|------------------------------|--------------------------|-------------------------|-------------------------|---------------------------------------------------------------|------------------------------|
| Category (iii) – Series of transactions in excess of 5% of Plan assets. |                              |                          |                         |                         |                                                               |                              |
| Wachovia Bank, N.A.                                                     | Evergreen MM Fund            | \$ 18,921,461            |                         | \$ 18,921,461           | \$ 18,921,461                                                 |                              |
| Wachovia Bank, N.A.                                                     | Evergreen MM Fund            |                          | \$ 22,004,785           | 22,004,785              | 22,004,785                                                    |                              |
| Wachovia Bank, N.A.                                                     | Pimco Total Return           | 9,153,367                |                         | 9,153,367               | 9,153,367                                                     |                              |
| Wachovia Bank, N.A.                                                     | Artio International Equity I | 2,137,425                |                         | 2,137,425               | 2,137,425                                                     |                              |
| Wachovia Bank, N.A.                                                     | Artio International Equity I | 577,699                  |                         | 577,699                 | 577,699                                                       |                              |

NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

EIN: 58-0516238 PLAN NUMBER: 002

SCHEDULE H, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS

DECEMBER 31, 2009

| (a)<br>Identity of Party<br>Involved                                    | (b)<br>Description of Asset  | (c)<br>Purchase<br>Price | (d)<br>Selling<br>Price | (g)<br>Cost of<br>Asset | (h)<br>Current<br>Value of<br>Asset on<br>Transaction<br>Date | (i)<br>Net Gain<br>or (Loss) |
|-------------------------------------------------------------------------|------------------------------|--------------------------|-------------------------|-------------------------|---------------------------------------------------------------|------------------------------|
| Category (iii) – Series of transactions in excess of 5% of Plan assets. |                              |                          |                         |                         |                                                               |                              |
| Wachovia Bank, N.A.                                                     | Evergreen MM Fund            | \$ 18,921,461            |                         | \$ 18,921,461           | \$ 18,921,461                                                 |                              |
| Wachovia Bank, N.A.                                                     | Evergreen MM Fund            |                          | \$ 22,004,785           | 22,004,785              | 22,004,785                                                    |                              |
| Wachovia Bank, N.A.                                                     | Pimco Total Return           | 9,153,367                |                         | 9,153,367               | 9,153,367                                                     |                              |
| Wachovia Bank, N.A.                                                     | Artio International Equity I | 2,137,425                |                         | 2,137,425               | 2,137,425                                                     |                              |
| Wachovia Bank, N.A.                                                     | Artio International Equity I | 577,699                  |                         | 577,699                 | 577,699                                                       |                              |

|                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                       |                                                                                                  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><small>Department of Labor<br/>Employee Benefits Security Administration<br/>Pension Benefit Guaranty Corporation</small> | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><p>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</p> <p>► <b>File as an attachment to Form 5500 or 5500-SF.</b></p> | <small>OMB No. 1210-0110</small><br><b>2009</b><br><b>This Form is Open to Public Inspection</b> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|

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

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

|                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                    |                                         |     |                                                                 |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-----|-----------------------------------------------------------------|--|
| <b>A</b> Name of plan<br><br>National Distributing Company, Inc. Pension Plan                                                                           | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;"><b>B</b> Three-digit plan number (PN) ►</td> <td style="width: 40%; text-align: center;">002</td> </tr> <tr> <td colspan="2"><b>D</b> Employer Identification Number (EIN)<br/><br/>58-0516238</td> </tr> </table> | <b>B</b> Three-digit plan number (PN) ► | 002 | <b>D</b> Employer Identification Number (EIN)<br><br>58-0516238 |  |
| <b>B</b> Three-digit plan number (PN) ►                                                                                                                 | 002                                                                                                                                                                                                                                                                                                                |                                         |     |                                                                 |  |
| <b>D</b> Employer Identification Number (EIN)<br><br>58-0516238                                                                                         |                                                                                                                                                                                                                                                                                                                    |                                         |     |                                                                 |  |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><br>National Distributing Company, Inc.                                     |                                                                                                                                                                                                                                                                                                                    |                                         |     |                                                                 |  |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B               |                                                                                                                                                                                                                                                                                                                    |                                         |     |                                                                 |  |
| <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |                                                                                                                                                                                                                                                                                                                    |                                         |     |                                                                 |  |

|                                                                                                                                                                                               |              |                            |                    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----------------------------|--------------------|
| <b>Part I Basic Information</b>                                                                                                                                                               |              |                            |                    |
| <b>1</b> Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>                                                                                                               |              |                            |                    |
| <b>2</b> Assets:                                                                                                                                                                              |              |                            |                    |
| a Market value.....                                                                                                                                                                           | <b>2a</b>    |                            | 48,527,943         |
| b Actuarial value.....                                                                                                                                                                        | <b>2b</b>    |                            | 53,380,737         |
| <b>3</b> Funding target/participant count breakdown                                                                                                                                           |              |                            |                    |
|                                                                                                                                                                                               |              | (1) Number of participants | (2) Funding Target |
| a For retired participants and beneficiaries receiving payment.....                                                                                                                           | <b>3a</b>    | 306                        | 19,868,454         |
| b For terminated vested participants.....                                                                                                                                                     | <b>3b</b>    | 596                        | 8,528,971          |
| c For active participants:                                                                                                                                                                    |              |                            |                    |
| (1) Non-vested benefits.....                                                                                                                                                                  | <b>3c(1)</b> |                            | 262,174            |
| (2) Vested benefits.....                                                                                                                                                                      | <b>3c(2)</b> |                            | 26,243,960         |
| (3) Total active.....                                                                                                                                                                         | <b>3c(3)</b> | 1,027                      | 26,506,134         |
| d Total.....                                                                                                                                                                                  | <b>3d</b>    | 1,929                      | 54,903,559         |
| <b>4</b> If the plan is at-risk, check the box and complete items (a) and (b) <input type="checkbox"/>                                                                                        |              |                            |                    |
| a Funding target disregarding prescribed at-risk assumptions.....                                                                                                                             | <b>4a</b>    |                            |                    |
| b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor..... | <b>4b</b>    |                            |                    |
| <b>5</b> Effective interest rate.....                                                                                                                                                         | <b>5</b>     | 8.08 %                     |                    |
| <b>6</b> Target normal cost.....                                                                                                                                                              | <b>6</b>     | 100,000                    |                    |

**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

|                                                             |                                                                                                             |                                                          |
|-------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|
| <b>SIGN HERE</b>                                            | <br>Signature of actuary | <u>9/30/10</u><br>Date                                   |
| Jeffrey S. Paciero, F.S.A.<br>Type or print name of actuary |                                                                                                             | 08-04960<br>Most recent enrollment number                |
| Aon Consulting<br>Firm name                                 |                                                                                                             | (404) 264-3141<br>Telephone number (including area code) |
| 3565 Piedmont Road NE<br>Address of the firm                |                                                                                                             |                                                          |
| Atlanta GA 30305-                                           |                                                                                                             |                                                          |

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2009  
v.092308.1

**Part II Beginning of year carryover and prefunding balances**

|                                                                                                          | (a) Carryover balance | (b) Prefunding balance |
|----------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| <b>7</b> Balance at beginning of prior year after applicable adjustments (Item 13 from prior year) ..... | 12,053,517            | N/A                    |
| <b>8</b> Portion used to offset prior year's funding requirement (Item 35 from prior year) .....         | 0                     | 0                      |
| <b>9</b> Amount remaining (Item 7 minus item 8) .....                                                    | 12,053,517            | 0                      |
| <b>10</b> Interest on item 9 using prior year's actual return of <u>(31.15)</u> % .....                  | (3,754,671)           |                        |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                           |                       |                        |
| <b>a</b> Excess contributions (Item 38 from prior year) .....                                            |                       | 3,774,911              |
| <b>b</b> Interest on (a) using prior year's effective rate of <u>6.10</u> % .....                        |                       | 230,270                |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance .....            |                       | 4,005,181              |
| <b>d</b> Portion of (c) to be added to prefunding balance .....                                          |                       | 4,005,181              |
| <b>12</b> Reduction in balances due to elections or deemed elections .....                               | 0                     | 0                      |
| <b>13</b> Balance at beginning of current year (item 9 + item 10 + item 11d - item 12) .....             | 8,298,846             | 4,005,181              |

**Part III Funding percentages**

|                                                                                                                                                                            |           |         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>14</b> Funding target attainment percentage .....                                                                                                                       | <b>14</b> | 74.82 % |
| <b>15</b> Adjusted funding target attainment percentage .....                                                                                                              | <b>15</b> | 97.23 % |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement ..... | <b>16</b> | 95.70 % |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage .....                                        | <b>17</b> | %       |

**Part IV Contributions and liquidity shortfalls****18** Contributions made to the plan for the plan year by employer(s) and employees:

| (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|--------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
| <b>Totals ▶</b>          |                                   |                                 | <b>18(b)</b>             | 0                                 | <b>18(c)</b> 0                  |

**19** Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

|                                                                                                                         |            |   |
|-------------------------------------------------------------------------------------------------------------------------|------------|---|
| <b>a</b> Contributions allocated toward unpaid minimum required contribution from prior years .....                     | <b>19a</b> | 0 |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                      | <b>19b</b> | 0 |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date ..... | <b>19c</b> | 0 |

**20** Quarterly contributions and liquidity shortfalls:**a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No**b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No**c** If 20a is "Yes," see instructions and complete the following table as applicable:

| Liquidity shortfall as of end of Quarter of this plan year |         |         |         |
|------------------------------------------------------------|---------|---------|---------|
| (1) 1st                                                    | (2) 2nd | (3) 3rd | (4) 4th |
| 0                                                          | 0       | 0       | 0       |

**Part V Assumptions used to determine funding target and target normal cost**

|                                                                                                                                                                                              |                   |                   |                   |                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|-------------------|----------------------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                   |                   |                   |                                                                |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>% | 2nd segment:<br>% | 3rd segment:<br>% | <input checked="" type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....                                                                                                                                                 |                   |                   |                   | <b>21b</b> 2                                                   |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                   |                   |                   | <b>22</b> 63                                                   |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                   |                   |                   |                                                                |

**Part VI Miscellaneous items**

|                                                                                                                                                                        |                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment ..... | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment .....                                      | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment .....                            | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>27</b> If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment .....                  | <b>27</b>                                                           |

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

|                                                                                                                                      |           |   |
|--------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>28</b> Unpaid minimum required contribution for all prior years .....                                                             | <b>28</b> | 0 |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a) ..... | <b>29</b> | 0 |
| <b>30</b> Remaining amount of unpaid minimum required contributions (item 28 minus item 29) .....                                    | <b>30</b> | 0 |

**Part VIII Minimum required contribution for current year**

|                                                                                                                                                                                      |                     |                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|
| <b>31</b> Target normal cost, adjusted, if applicable (see instructions) .....                                                                                                       | <b>31</b>           | 100,000            |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | 0                   | 0                  |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 0                   | 0                  |
| <b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount ..... | <b>33</b>           |                    |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33) .....                                                  | <b>34</b>           | 100,000            |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance |
| <b>35</b> Balances used to offset funding requirement .....                                                                                                                          | 100,000             | 0                  |
| <b>36</b> Additional cash requirement (item 34 minus item 35) .....                                                                                                                  | <b>36</b>           | 0                  |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) .....                                                  | <b>37</b>           | 0                  |
| <b>38</b> Interest-adjusted excess contributions for current year (see instructions) .....                                                                                           | <b>38</b>           | 0                  |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37) .....                                                                      | <b>39</b>           | 0                  |
| <b>40</b> Unpaid minimum required contribution for all years .....                                                                                                                   | <b>40</b>           | 0                  |

**NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN**

**EIN: 58-0516238      PLAN NUMBER: 002**

**SCHEDULE H, LINE 4i**

**SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

**DECEMBER 31, 2009**

| (a) | (b)<br>Identity of Issue             | (c)<br>Description of<br>Investment | (d)<br>Cost | (e)<br>Current Value |
|-----|--------------------------------------|-------------------------------------|-------------|----------------------|
|     | <b>Interest-bearing cash</b>         |                                     |             |                      |
| *   | Wachovia bank, N.A.                  | Evergreen Money<br>Market Fund      | \$ 722,290  | \$ 722,290           |
|     | <b>Common Stock</b>                  |                                     |             |                      |
|     | AT&T, Inc.                           | 12,050 shares                       | 289,323     | 337,761              |
|     | Abbott Labs Co.                      | 6,250 shares                        | 280,009     | 337,437              |
|     | Adobe Sys, Inc.                      | 4,700 shares                        | 169,051     | 172,866              |
|     | Amazon Com Inc.                      | 2,700 shares                        | 177,354     | 363,204              |
|     | Apple, Inc.                          | 2,650 shares                        | 336,203     | 558,440              |
|     | Broadcom Corp.                       | 3,500 shares                        | 70,841      | 110,145              |
|     | CSX Corp.                            | 10,100 shares                       | 424,246     | 489,749              |
|     | Carnival Corp.                       | 4,800 shares                        | 156,745     | 152,112              |
|     | Caterpillar, Inc.                    | 2,400 shares                        | 128,888     | 136,776              |
|     | Celgene Corp.                        | 1,700 shares                        | 79,144      | 94,656               |
|     | Cerner Corp.                         | 700 shares                          | 56,654      | 57,708               |
|     | Chevron Corp.                        | 5,375 shares                        | 301,052     | 413,821              |
|     | Cisco Systems, Inc.                  | 14,700 shares                       | 326,259     | 351,918              |
|     | Coca-Cola Co.                        | 1,900 shares                        | 75,377      | 108,300              |
|     | Cognizant Tech Solutions Corp.       | 11,900 shares                       | 294,604     | 539,427              |
|     | Colgate-Palmolive Co.                | 3,100 shares                        | 222,670     | 254,665              |
|     | Cullen Frost Bankers, Inc.           | 5,975 shares                        | 284,672     | 298,750              |
|     | Cummins, Inc.                        | 3,700 shares                        | 173,217     | 169,682              |
|     | EMC Corp.                            | 15,800 shares                       | 210,887     | 276,026              |
|     | Exxon Mobile Corp.                   | 5,300 shares                        | 223,711     | 361,407              |
|     | Federated Invs Inc.                  | 9,225 shares                        | 220,656     | 253,688              |
|     | Freeport McMoran Copper & Gold, Inc. | 4,600 shares                        | 255,114     | 369,334              |
|     | Arthur J. Gallagher & Co.            | 14,800 shares                       | 443,521     | 333,148              |
|     | General Dynamics Corp.               | 5,800 shares                        | 299,972     | 395,386              |
|     | Genuine Parts Co.                    | 8,850 shares                        | 436,360     | 335,946              |
|     | Gilead Science Inc.                  | 5,600 shares                        | 251,101     | 242,312              |
|     | Goldman Sachs Group, Inc.            | 2,050 shares                        | 210,405     | 346,122              |
|     | Google, Inc.                         | 970 shares                          | 377,312     | 601,381              |
|     | W.W. Grainger, Inc.                  | 4,075 shares                        | 252,775     | 394,582              |
|     | Helmerich & Payne, Inc.              | 3,800 shares                        | 94,083      | 151,544              |

**NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN**

**EIN: 58-0516238      PLAN NUMBER: 002**

**SCHEDULE H, LINE 4i**

**SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)**

**DECEMBER 31, 2009**

| (a) | (b)<br>Identity of Issue             | (c)<br>Description of<br>Investment | (d)<br>Cost | (e)<br>Current Value |
|-----|--------------------------------------|-------------------------------------|-------------|----------------------|
|     | Holly Corp.                          | 6,200 shares                        | 296,125     | 158,906              |
|     | Hudson City Bancorp, Inc.            | 21,625 shares                       | 261,167     | 296,911              |
|     | Illinois Tool Works, Inc.            | 8,200 shares                        | 301,719     | 393,518              |
|     | Intel Corp.                          | 14,900 shares                       | 299,164     | 303,960              |
|     | International Business Machine Corp. | 4,150 shares                        | 333,386     | 543,235              |
|     | Johnson & Johnson, Inc.              | 6,450 shares                        | 421,089     | 415,444              |
|     | Juniper Networks, Inc.               | 10,600 shares                       | 224,632     | 282,702              |
|     | Kohls Corp.                          | 4,000 shares                        | 147,281     | 215,720              |
|     | Las Vegas Sands Corp.                | 6,800 shares                        | 95,214      | 101,592              |
|     | Life Technology Corp.                | 4,400 shares                        | 158,573     | 229,768              |
|     | Linear Technology Corp.              | 14,725 shares                       | 454,671     | 449,996              |
|     | Lowe's                               | 14,975 shares                       | 354,693     | 350,265              |
|     | McCormick & Co, Inc.                 | 12,425 shares                       | 458,978     | 448,915              |
|     | McDermott Intl, Inc.                 | 3,300 shares                        | 73,738      | 79,233               |
|     | Medco Health Solutions, Inc.         | 3,200 shares                        | 153,550     | 204,512              |
|     | Merck & Co, Inc.                     | 11,375 shares                       | 345,765     | 415,643              |
|     | Microsoft Corp.                      | 6,200 shares                        | 186,067     | 188,976              |
|     | Micron Technology, Inc.              | 28,200 shares                       | 207,075     | 297,792              |
|     | Morgan Stanley                       | 5,000 shares                        | 116,435     | 148,000              |
|     | Mosaic Co.                           | 2,800 shares                        | 170,950     | 167,244              |
|     | National Oilwell Varco, Inc.         | 2,600 shares                        | 89,319      | 114,634              |
|     | NetApp Inc.                          | 14,600 shares                       | 286,066     | 501,656              |
|     | Newmonth Mng Corp.                   | 1,100 shares                        | 57,900      | 52,041               |
|     | Nike, Inc.                           | 2,100 shares                        | 138,473     | 138,747              |
|     | Northern Trust Corp.                 | 7,175 shares                        | 429,980     | 375,970              |
|     | Pepsico, Inc.                        | 8,300 shares                        | 524,456     | 504,640              |
|     | Precision Castparts Corp.            | 1,900 shares                        | 140,946     | 209,665              |
|     | T Rowe Price Group, Inc.             | 8,300 shares                        | 446,616     | 441,975              |
|     | Priceline.com, Inc.                  | 1,150 shares                        | 207,047     | 251,172              |
|     | Proctor & Gamble Co.                 | 7,000 shares                        | 442,093     | 424,410              |
|     | Progress Energy, Inc.                | 5,250 shares                        | 207,685     | 215,303              |
|     | Questar Corp.                        | 6,350 shares                        | 209,186     | 263,970              |
|     | Raytheon Co.                         | 156 warrants                        | 1           | 2,262                |
|     | Red Hat, Inc.                        | 5,800 shares                        | 165,700     | 179,220              |
|     | Salesforce.com, Inc.                 | 5,200 shares                        | 267,104     | 383,604              |
|     | Schlumberger, Ltd.                   | 5,300 shares                        | 294,975     | 344,977              |
|     | Stryker Corp.                        | 9,975 shares                        | 598,171     | 502,441              |
|     | Target Corp.                         | 2,600 shares                        | 106,767     | 125,762              |
|     | Texas Instruments, Inc.              | 5,800 shares                        | 107,607     | 151,148              |
|     | 3M Co.                               | 2,200 shares                        | 180,558     | 181,874              |
|     | Ultra Petroleum Corp.                | 1,700 shares                        | 93,524      | 84,762               |
|     | Union Pacific Corp.                  | 5,600 shares                        | 313,014     | 357,840              |
|     | United Parcel Service                | 5,300 shares                        | 304,504     | 304,061              |
|     | United Technologies Corp.            | 4,100 shares                        | 277,301     | 284,581              |

**NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN**

**EIN: 58-0516238      PLAN NUMBER: 002**

**SCHEDULE H, LINE 4i**

**SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)**

**DECEMBER 31, 2009**

| (a) | (b)<br>Identity of Issue     | (c)<br>Description of<br>Investment | (d)<br>Cost       | (e)<br>Current Value |
|-----|------------------------------|-------------------------------------|-------------------|----------------------|
|     | V F Corp.                    | 1,800 shares                        | 126,554           | 131,832              |
|     | Valspar Corp.                | 13,900 shares                       | 370,712           | 377,246              |
|     | Verizon Communications, Inc. | 8,925 shares                        | 291,971           | 295,685              |
|     | Visa, Inc.                   | 1,800 shares                        | 143,348           | 157,428              |
|     | Vmware, Inc.                 | 4,100 shares                        | 156,864           | 173,758              |
|     | Wal-mart Stores, Inc.        | 1,800 shares                        | 97,138            | 96,210               |
|     | Walgreen Co.                 | 10,400 shares                       | 438,603           | 381,888              |
|     | Wellpoint, Inc.              | 2,000 shares                        | 101,153           | 116,580              |
|     | Wells Fargo & Co.            | 5,600 shares                        | 159,477           | 151,144              |
|     | Wolverine World Wide, Inc.   | 17,500 shares                       | 383,385           | 476,350              |
|     | Yahoo!, Inc.                 | 6,600 shares                        | 102,522           | 110,748              |
|     | Partnerre, Ltd.              | 4,900 shares                        | 318,404           | 365,834              |
|     | Seagate Technology           | 21,000 shares                       | 317,222           | 381,990              |
|     | Warner Chilcott Plc.         | 3,700 shares                        | 87,149            | 105,339              |
|     | Weatherford Int'l., Ltd.     | 3,000 shares                        | 56,531            | 53,730               |
|     | Transocean, Ltd.             | 1,200 shares                        | 79,206            | 99,360               |
|     | <b>Total Common Stock</b>    |                                     | <b>21,301,710</b> | <b>24,572,462</b>    |

\*Party in interest

(Continued on next page)

**NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN**

**EIN: 58-0516238      PLAN NUMBER: 002**

**SCHEDULE H, LINE 4i**

**SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)**

**DECEMBER 31, 2009**

| (a) | (b)<br>Identity of Issue                  | (c)<br>Description of Investment                 | (d)<br>Cost          | (e)<br>Current<br>Value |
|-----|-------------------------------------------|--------------------------------------------------|----------------------|-------------------------|
|     | <b>Registered Investment Companies</b>    |                                                  |                      |                         |
|     | Pimco Total Return                        | Pimco Total Return Fund Inst<br>1,022,271 shares | \$ 10,609,416        | \$ 11,040,523           |
| *   | Evergreen Small Cap Value Fund            | Small Cap Value Fund Cl I<br>311,681 shares      | 4,574,491            | 3,310,053               |
|     | Value Line Emerging<br>Opportunities Fund | Emerging Opportunities<br>118,442 shares         | 3,625,071            | 3,068,823               |
|     | Artio Intl. Equity Fund                   | International Equity Fund<br>288,693 shares      | 9,102,703            | 8,152,704               |
|     | Gleacher Diversified Strategies Fund      | Diversified Fund<br>2,222 shares                 | 2,562,018            | 2,666,548               |
|     | <b>Total Registered Investment Co.</b>    |                                                  | <b>\$ 30,473,699</b> | <b>\$ 28,238,651</b>    |
|     | <b>Total Investments</b>                  |                                                  | <b>\$ 52,497,699</b> | <b>\$ 53,533,403</b>    |

\*Party in interest

## **1. Valuation Methods and Assumptions**

### **Cost Method**

Funding: The funding target liability as mandated by PPA.

FAS 87: Projected Unit Credit.

### **Asset Method**

Funding: The actuarial value of assets is determined by using an Actuarial Value method. The market value of assets is brought forward at the funding rate using actual benefit payments and contributions made during the year. This brought forward result is then compared to the actual market value of assets to determine the asset (gain)/loss for the year. These asset (gains)/losses are recognized over a three-year period and any receivable contributions for the prior year are added, yielding the preliminary actuarial value of assets.

This preliminary actuarial value of assets is restricted so that it may not exceed 110% of market value of assets, nor be less than 90% of market value of assets, to produce the final actuarial value of assets.

FAS 87: The Market-Related Value of Assets is determined by using Fair Value.

### **Dates of Calculations**

Funding: The Valuation Date is January 1, 2009.

FAS 87: The Measurement Date is January 1, 2009.

### **Employees Included in the Calculations**

All active employees who have met the Plan's eligibility requirements as of the valuation date are included in the calculations. Former employees or their survivors who are receiving or entitled to receive an immediate or deferred benefit under the provisions of the Plan are also included.

## 1. Valuation Methods and Assumptions (cont.)

### Source of Data

Data is as of the valuation date and is supplied to us by the Employer.

Past salaries are based on actual salary history.

We rely on the Employer to inform us of any former participants who have been rehired and lost prior service because of the length of their break in service. These employees may have participation requirements different from other new employees.

Financial information was supplied to us by the Trustee.

Although we believe these to be accurate and complete, the data and financial information have not been audited by us.

### Interest and Other Rate Assumptions

Below is a summary of interest and inflation rates used for the January 1, 2009 valuation.

| Interest Rates                         | Assumption               |
|----------------------------------------|--------------------------|
| (1) Funding                            | October 2008 Yield Curve |
| (2) FAS 35                             | 8.00%                    |
| (3) FAS 87                             |                          |
| (a) Discount                           | 6.38%                    |
| (b) Long Term Rate of Return           | 8.00%                    |
| (4) Interest on Employee Contributions | 7.00%                    |

  

| Other Rates                                                                  | Assumption |
|------------------------------------------------------------------------------|------------|
| (1) Social Security Wage Bases                                               | N/A        |
| (2) Future Salaries                                                          |            |
| (a) Funding                                                                  | N/A        |
| (b) FAS 35                                                                   | None       |
| (c) FAS 87                                                                   | N/A        |
| (3) Increase Rate for the Maximum Benefit and Compensation Limits for FAS 87 | 3.00%      |

## 1. Valuation Methods and Assumptions (cont.)

### Decrement Assumptions

Below is a summary of decrements used in this valuation.

| <b>Mortality Decrements</b> | <b>Description</b>                                                                                                  |
|-----------------------------|---------------------------------------------------------------------------------------------------------------------|
| (4) FAS 35 and FAS 87       | RP 2000 Combined Healthy separately for males and females                                                           |
| (5) Funding                 | RP 2000 Blended for annuitants and non-annuitants separately for males and females, as mandated by the IRS for 2009 |

| <b>—Retirement—</b> |              | <b>—Disability—</b> |              |               | <b>—Termination—</b> |              |               |
|---------------------|--------------|---------------------|--------------|---------------|----------------------|--------------|---------------|
| <b>Decrement</b>    |              | <b>Decrement</b>    | <b>Male</b>  | <b>Female</b> | <b>Decrement</b>     | <b>Male</b>  | <b>Female</b> |
| <b>Age</b>          | <b>Rates</b> | <b>Age</b>          | <b>Rates</b> | <b>Rates</b>  | <b>Age</b>           | <b>Rates</b> | <b>Rates</b>  |
| 55                  | 0.030000     | 25                  | 0.000890     | 0.000890      | 25                   | 0.150660     | 0.150660      |
| 56                  | 0.030000     | 40                  | 0.001910     | 0.001910      | 40                   | 0.100750     | 0.100750      |
| 57                  | 0.030000     | 55                  | 0.009700     | 0.009700      | 55                   | 0.072510     | 0.072510      |
| 58                  | 0.030000     | 65                  | 0.000000     | 0.000000      | 65                   | 0.000000     | 0.000000      |
| 59                  | 0.030000     |                     |              |               |                      |              |               |
| 60                  | 0.030000     |                     |              |               |                      |              |               |
| 61                  | 0.075000     |                     |              |               |                      |              |               |
| 62                  | 0.200000     |                     |              |               |                      |              |               |
| 63                  | 0.150000     |                     |              |               |                      |              |               |
| 64                  | 0.200000     |                     |              |               |                      |              |               |
| 65                  | 1.000000     |                     |              |               |                      |              |               |

The weighted average retirement age is 63. Sample Retirement, Disability, and Termination rates are illustrated in the tables above.

### Expenses

Estimated non investment related expenses to be paid from the trust are added to the funding normal cost.

## **1. Valuation Methods and Assumptions (cont.)**

### **Form of Benefit Payment**

Participants are assumed to elect the Normal Form of benefit, a life annuity.

### **Married Assumption**

For the purpose of valuing death benefits, 100% of the employees are assumed to be married. Wives are assumed to be the same age as their husbands.

### **Conversion of Employee Contributions to an Annuity**

Employee contributions are converted to an equivalent annuity using the '94 GAR mortality table and a 6.0% interest rate.

### **Changes in Valuation Assumptions**

The following changes in actuarial assumptions or methods have been made since the prior valuation:

- (1) Funding assumptions were changed as shown below:

The interest rates used were changed from the October 2007 24-month averaged segmented rates of 5.29%/5.86%/6.40% to the October 31, 2008 yield curve.

Estimated non-investment related expenses for the year were added to the normal cost.

The required mortality table used to value the obligations was projected an additional year.

- (2) PBGC assumptions were changed as shown below:

The interest rates used were changed from the January 2008 segment rates to the funding rates.

The required mortality table used to value the obligations was projected an additional year.

- (3) FAS 87 assumptions were changed as shown below:

The discount rate was reduced from 6.50% as of January 1, 2008 to 6.38% as of January 1, 2009.

## 2. Summary of Principal Plan Provisions

The following summary describes principal plan provisions assumed in calculating the cost of your pension plan.

### General Information

|                                   |                              |
|-----------------------------------|------------------------------|
| Original Effective Date:          | June 1, 1976                 |
| Effective Date of Last Amendment: | December 13, 2006            |
| Plan Year:                        | January 1st to December 31st |
| Employer Fiscal Year              | January 1st to December 31st |
| Employer ID Number:               | 58-0516238                   |
| Plan Number:                      | 002                          |

### Eligibility

All employees of the Employer are eligible to participate in the Plan as of the January 1 or next following the completion of six months of employment. No one hired after January 1, 2004, is allowed to participate in the plan.

### Vesting Service

Vesting Service is granted using the elapsed time method from date of hire.

### Benefit Accrual Service

Benefit Accrual Service is calculated using the elapsed time method. No Benefit Accrual Service is granted prior to acquisition dates. For the Mid-Atlantic Companies no Benefit Accrual Service is granted prior to January 1, 2003. The Plan is frozen to additional benefit service after December 31, 2006.

### Normal Retirement Date

Normal Retirement Date is the later of the attainment of age 65 and the 5th anniversary of participation.

## **2. Summary of Principal Plan Provisions (cont.)**

### **Early Retirement Date**

A participant may retire early upon the attainment of age 55 with 10 years of Vesting Service.

### **Disability Retirement**

A participant who becomes disabled after completing five years of Vesting Service is eligible for a Disability Retirement Benefit.

### **Average Monthly Compensation**

One-twelfth of the average of the highest five consecutive plan years of compensation paid during the ten years preceding exit. Compensation for each year shall not exceed the IRC Section 401(a)(17) limit, with the \$200,000 cap applied retroactively.

### **Covered Compensation**

One-twelfth of the average of the taxable wage bases in effect for each calendar year during the 35-year period ending at the participant's Social Security retirement age.

### **Accrued Benefit**

The amount of annual benefit based on Benefit Accrual Service, Average Monthly Compensation, and Covered Compensation at exit is the sum of (1) and (2):

- (1)  $(0.65\% \text{ percent of Average Monthly Compensation} + .55\% \text{ of Average Monthly Compensation in excess of Covered Compensation})$  multiplied by years of Benefit Accrual Service not in excess of 30 years.
- (2) For Prior Plan Participants, one's accrued benefit from Employee Contributions.

Certain participants have prior benefits that might apply.

The Accrued Benefit is frozen as of December 31, 2006.

### **Normal Retirement Benefit**

The Accrued Benefit at retirement.

## **2. Summary of Principal Plan Provisions (cont.)**

### **Postponed Retirement**

A participant may continue in the employment of the Employer after his Normal Retirement Date. In such event he will receive at actual retirement the greater of the actuarial equivalent of his Normal Retirement Benefit or the benefit based on service and compensation as of actual Retirement Date.

### **Early Retirement Benefit**

A benefit equal to the Accrued Benefit reduced 1/15 for the first five years and 1/30 for the next five years that one's Early Retirement Date precedes Normal Retirement Date.

### **Disability Benefit**

The accrued benefit at disability is payable at age 65. If the participant has 10 years of Vesting Service at exit the benefit can be paid as early as age 55, reduced as for early retirement.

### **Death Benefit**

In the event of an active participant's death, the contingent annuitant shall receive a monthly benefit actuarially equivalent to the larger of (1) and (2) below:

- (1) 50 times the Accrued Benefit derived from Employer Contributions plus, for Prior Plan Participants, the Employee Contributions with interest.
- (2) Present value of the Accrued Benefit.

Upon death of the participant the surviving annuitant may elect an optional form of benefit from:

- (1) Life annuity.
- (2) 10 or 15 year certain benefit.
- (3) Lump sum if the present value is less than \$75,000.

In the event of a vested participant's death following severance from the plan but prior to commencement of one's benefit the Accrued Benefit as of the date of death, but payable as if the participant had separated from service on the date of death, survived to the earliest retirement age, elected a Joint and 50% Survivor Annuity, and died on the day after the earliest retirement age.

In the event of a participant's death following commencement of benefit, the benefit as provided under the optional form elected.

## **2. Summary of Principal Plan Provisions (cont.)**

### **Severance Benefit**

Upon the termination of employment after 5 or more years of Vesting Service a participant shall be vested in his Accrued Benefit. The accrued benefit at exit is payable at age 65. If the participant has 10 years of Vesting Service at exit the benefit can be paid as early as age 55, reduced as for early retirement.

### **Normal Form of Payment**

The Normal Form of Payment is an annuity paid in monthly installments for life.

### **Optional Methods of Settlement**

All Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment. The options are:

- (1) Joint & Survivor: A reduced benefit to be paid during the participant's lifetime with the option of 50%, 66 2/3%, or 100% of the reduced benefit to be continued to the contingent annuitant for their lifetime after the participant's death.
- (2) Certain & Life: A reduced benefit to be paid for 5, 10, or 15 years certain and thereafter for life.
- (3) Lump Sum: A lump sum if the value is under \$10,000 (Servitex employees may receive an unlimited lump sum option).
- (4) Level Income: An increased benefit prior to commencement of Social Security with a reduced pension after Social Security commencement. The benefit is calculated so that the total benefit from the plan and Social Security remains level over the participant's lifetime.

All Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment on a unisex basis based on the UP-1984 Mortality Table set forward two years using a 6.5% interest rate. Lump sums and level income benefits are based upon the GATT assumptions using the November interest rate prior to the start of the plan year.

### **Amendment or Termination of Plan**

The Employer reserves the right to amend or terminate the Plan at any time. Generally, the Pension Benefit Guaranty Corporation reserves the right to terminate the Plan if the Employer fails to meet the minimum funding standards or is unable to pay benefits when due.

If the Plan is terminated, the Plan assets will be distributed among the Plan participants based upon a priority allocation procedure, and the Employer shall be liable for any unfunded vested benefits to the extent required by law.

## 2. Summary of Principal Plan Provisions (cont.)

### Participating Employees

Following are the acquisition dates for certain locations:

| <u>Location</u>                                                             | <u>Benefit Service Date</u> |
|-----------------------------------------------------------------------------|-----------------------------|
| Bay Distributing Company (Tampa)                                            | 12/01/1976                  |
| Best Brands, Inc. (Denver)                                                  | 06/01/1980                  |
| Kahn Company (Pensacola)                                                    | 05/01/1982                  |
| Standard Distributing (Vidalia)                                             | 03/01/1985                  |
| Hartley-Parker (Miami/Deerfield)                                            | 10/01/1986                  |
| Phillips (Albuquerque)                                                      | 07/01/1991                  |
| Midwest Wine & Spirits (Cincinnati)                                         | 08/01/1995                  |
| Quality Imports (Albuquerque)                                               | 02/14/2000                  |
| Mid-Atlantic Locations ( Jessup, Springfield, Sandston,<br>Washington D.C.) | 01/01/2003                  |

### Additional Information

The above description is a summary only; for additional details, reference should be made to the formal Plan document.

## **1. Valuation Methods and Assumptions**

### **Cost Method**

Funding: The funding target liability as mandated by PPA.

FAS 87: Projected Unit Credit.

### **Asset Method**

Funding: The actuarial value of assets is determined by using an Actuarial Value method. The market value of assets is brought forward at the funding rate using actual benefit payments and contributions made during the year. This brought forward result is then compared to the actual market value of assets to determine the asset (gain)/loss for the year. These asset (gains)/losses are recognized over a three-year period and any receivable contributions for the prior year are added, yielding the preliminary actuarial value of assets.

This preliminary actuarial value of assets is restricted so that it may not exceed 110% of market value of assets, nor be less than 90% of market value of assets, to produce the final actuarial value of assets.

FAS 87: The Market-Related Value of Assets is determined by using Fair Value.

### **Dates of Calculations**

Funding: The Valuation Date is January 1, 2009.

FAS 87: The Measurement Date is January 1, 2009.

### **Employees Included in the Calculations**

All active employees who have met the Plan's eligibility requirements as of the valuation date are included in the calculations. Former employees or their survivors who are receiving or entitled to receive an immediate or deferred benefit under the provisions of the Plan are also included.

## 1. Valuation Methods and Assumptions (cont.)

### Source of Data

Data is as of the valuation date and is supplied to us by the Employer.

Past salaries are based on actual salary history.

We rely on the Employer to inform us of any former participants who have been rehired and lost prior service because of the length of their break in service. These employees may have participation requirements different from other new employees.

Financial information was supplied to us by the Trustee.

Although we believe these to be accurate and complete, the data and financial information have not been audited by us.

### Interest and Other Rate Assumptions

Below is a summary of interest and inflation rates used for the January 1, 2009 valuation.

| Interest Rates                         | Assumption               |
|----------------------------------------|--------------------------|
| (1) Funding                            | October 2008 Yield Curve |
| (2) FAS 35                             | 8.00%                    |
| (3) FAS 87                             |                          |
| (a) Discount                           | 6.38%                    |
| (b) Long Term Rate of Return           | 8.00%                    |
| (4) Interest on Employee Contributions | 7.00%                    |

  

| Other Rates                                                                  | Assumption |
|------------------------------------------------------------------------------|------------|
| (1) Social Security Wage Bases                                               | N/A        |
| (2) Future Salaries                                                          |            |
| (a) Funding                                                                  | N/A        |
| (b) FAS 35                                                                   | None       |
| (c) FAS 87                                                                   | N/A        |
| (3) Increase Rate for the Maximum Benefit and Compensation Limits for FAS 87 | 3.00%      |

## 1. Valuation Methods and Assumptions (cont.)

### Decrement Assumptions

Below is a summary of decrements used in this valuation.

| <b>Mortality Decrements</b> | <b>Description</b>                                                                                                  |
|-----------------------------|---------------------------------------------------------------------------------------------------------------------|
| (4) FAS 35 and FAS 87       | RP 2000 Combined Healthy separately for males and females                                                           |
| (5) Funding                 | RP 2000 Blended for annuitants and non-annuitants separately for males and females, as mandated by the IRS for 2009 |

| <b>—Retirement—</b> |              | <b>—Disability—</b> |              |               | <b>—Termination—</b> |              |               |
|---------------------|--------------|---------------------|--------------|---------------|----------------------|--------------|---------------|
| <b>Decrement</b>    |              | <b>Decrement</b>    | <b>Male</b>  | <b>Female</b> | <b>Decrement</b>     | <b>Male</b>  | <b>Female</b> |
| <b>Age</b>          | <b>Rates</b> | <b>Age</b>          | <b>Rates</b> | <b>Rates</b>  | <b>Age</b>           | <b>Rates</b> | <b>Rates</b>  |
| 55                  | 0.030000     | 25                  | 0.000890     | 0.000890      | 25                   | 0.150660     | 0.150660      |
| 56                  | 0.030000     | 40                  | 0.001910     | 0.001910      | 40                   | 0.100750     | 0.100750      |
| 57                  | 0.030000     | 55                  | 0.009700     | 0.009700      | 55                   | 0.072510     | 0.072510      |
| 58                  | 0.030000     | 65                  | 0.000000     | 0.000000      | 65                   | 0.000000     | 0.000000      |
| 59                  | 0.030000     |                     |              |               |                      |              |               |
| 60                  | 0.030000     |                     |              |               |                      |              |               |
| 61                  | 0.075000     |                     |              |               |                      |              |               |
| 62                  | 0.200000     |                     |              |               |                      |              |               |
| 63                  | 0.150000     |                     |              |               |                      |              |               |
| 64                  | 0.200000     |                     |              |               |                      |              |               |
| 65                  | 1.000000     |                     |              |               |                      |              |               |

The weighted average retirement age is 63. Sample Retirement, Disability, and Termination rates are illustrated in the tables above.

### Expenses

Estimated non investment related expenses to be paid from the trust are added to the funding normal cost.

## **1. Valuation Methods and Assumptions (cont.)**

### **Form of Benefit Payment**

Participants are assumed to elect the Normal Form of benefit, a life annuity.

### **Married Assumption**

For the purpose of valuing death benefits, 100% of the employees are assumed to be married. Wives are assumed to be the same age as their husbands.

### **Conversion of Employee Contributions to an Annuity**

Employee contributions are converted to an equivalent annuity using the '94 GAR mortality table and a 6.0% interest rate.

### **Changes in Valuation Assumptions**

The following changes in actuarial assumptions or methods have been made since the prior valuation:

- (1) Funding assumptions were changed as shown below:

The interest rates used were changed from the October 2007 24-month averaged segmented rates of 5.29%/5.86%/6.40% to the October 31, 2008 yield curve.

Estimated non-investment related expenses for the year were added to the normal cost.

The required mortality table used to value the obligations was projected an additional year.

- (2) PBGC assumptions were changed as shown below:

The interest rates used were changed from the January 2008 segment rates to the funding rates.

The required mortality table used to value the obligations was projected an additional year.

- (3) FAS 87 assumptions were changed as shown below:

The discount rate was reduced from 6.50% as of January 1, 2008 to 6.38% as of January 1, 2009.

## 2. Summary of Principal Plan Provisions

The following summary describes principal plan provisions assumed in calculating the cost of your pension plan.

### General Information

|                                   |                              |
|-----------------------------------|------------------------------|
| Original Effective Date:          | June 1, 1976                 |
| Effective Date of Last Amendment: | December 13, 2006            |
| Plan Year:                        | January 1st to December 31st |
| Employer Fiscal Year              | January 1st to December 31st |
| Employer ID Number:               | 58-0516238                   |
| Plan Number:                      | 002                          |

### Eligibility

All employees of the Employer are eligible to participate in the Plan as of the January 1 or next following the completion of six months of employment. No one hired after January 1, 2004, is allowed to participate in the plan.

### Vesting Service

Vesting Service is granted using the elapsed time method from date of hire.

### Benefit Accrual Service

Benefit Accrual Service is calculated using the elapsed time method. No Benefit Accrual Service is granted prior to acquisition dates. For the Mid-Atlantic Companies no Benefit Accrual Service is granted prior to January 1, 2003. The Plan is frozen to additional benefit service after December 31, 2006.

### Normal Retirement Date

Normal Retirement Date is the later of the attainment of age 65 and the 5th anniversary of participation.

## **2. Summary of Principal Plan Provisions (cont.)**

### **Early Retirement Date**

A participant may retire early upon the attainment of age 55 with 10 years of Vesting Service.

### **Disability Retirement**

A participant who becomes disabled after completing five years of Vesting Service is eligible for a Disability Retirement Benefit.

### **Average Monthly Compensation**

One-twelfth of the average of the highest five consecutive plan years of compensation paid during the ten years preceding exit. Compensation for each year shall not exceed the IRC Section 401(a)(17) limit, with the \$200,000 cap applied retroactively.

### **Covered Compensation**

One-twelfth of the average of the taxable wage bases in effect for each calendar year during the 35-year period ending at the participant's Social Security retirement age.

### **Accrued Benefit**

The amount of annual benefit based on Benefit Accrual Service, Average Monthly Compensation, and Covered Compensation at exit is the sum of (1) and (2):

- (1)  $(0.65\% \text{ percent of Average Monthly Compensation} + .55\% \text{ of Average Monthly Compensation in excess of Covered Compensation})$  multiplied by years of Benefit Accrual Service not in excess of 30 years.
- (2) For Prior Plan Participants, one's accrued benefit from Employee Contributions.

Certain participants have prior benefits that might apply.

The Accrued Benefit is frozen as of December 31, 2006.

### **Normal Retirement Benefit**

The Accrued Benefit at retirement.

## **2. Summary of Principal Plan Provisions (cont.)**

### **Postponed Retirement**

A participant may continue in the employment of the Employer after his Normal Retirement Date. In such event he will receive at actual retirement the greater of the actuarial equivalent of his Normal Retirement Benefit or the benefit based on service and compensation as of actual Retirement Date.

### **Early Retirement Benefit**

A benefit equal to the Accrued Benefit reduced 1/15 for the first five years and 1/30 for the next five years that one's Early Retirement Date precedes Normal Retirement Date.

### **Disability Benefit**

The accrued benefit at disability is payable at age 65. If the participant has 10 years of Vesting Service at exit the benefit can be paid as early as age 55, reduced as for early retirement.

### **Death Benefit**

In the event of an active participant's death, the contingent annuitant shall receive a monthly benefit actuarially equivalent to the larger of (1) and (2) below:

- (1) 50 times the Accrued Benefit derived from Employer Contributions plus, for Prior Plan Participants, the Employee Contributions with interest.
- (2) Present value of the Accrued Benefit.

Upon death of the participant the surviving annuitant may elect an optional form of benefit from:

- (1) Life annuity.
- (2) 10 or 15 year certain benefit.
- (3) Lump sum if the present value is less than \$75,000.

In the event of a vested participant's death following severance from the plan but prior to commencement of one's benefit the Accrued Benefit as of the date of death, but payable as if the participant had separated from service on the date of death, survived to the earliest retirement age, elected a Joint and 50% Survivor Annuity, and died on the day after the earliest retirement age.

In the event of a participant's death following commencement of benefit, the benefit as provided under the optional form elected.

## **2. Summary of Principal Plan Provisions (cont.)**

### **Severance Benefit**

Upon the termination of employment after 5 or more years of Vesting Service a participant shall be vested in his Accrued Benefit. The accrued benefit at exit is payable at age 65. If the participant has 10 years of Vesting Service at exit the benefit can be paid as early as age 55, reduced as for early retirement.

### **Normal Form of Payment**

The Normal Form of Payment is an annuity paid in monthly installments for life.

### **Optional Methods of Settlement**

All Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment. The options are:

- (1) Joint & Survivor: A reduced benefit to be paid during the participant's lifetime with the option of 50%, 66 2/3%, or 100% of the reduced benefit to be continued to the contingent annuitant for their lifetime after the participant's death.
- (2) Certain & Life: A reduced benefit to be paid for 5, 10, or 15 years certain and thereafter for life.
- (3) Lump Sum: A lump sum if the value is under \$10,000 (Servitex employees may receive an unlimited lump sum option).
- (4) Level Income: An increased benefit prior to commencement of Social Security with a reduced pension after Social Security commencement. The benefit is calculated so that the total benefit from the plan and Social Security remains level over the participant's lifetime.

All Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment on a unisex basis based on the UP-1984 Mortality Table set forward two years using a 6.5% interest rate. Lump sums and level income benefits are based upon the GATT assumptions using the November interest rate prior to the start of the plan year.

### **Amendment or Termination of Plan**

The Employer reserves the right to amend or terminate the Plan at any time. Generally, the Pension Benefit Guaranty Corporation reserves the right to terminate the Plan if the Employer fails to meet the minimum funding standards or is unable to pay benefits when due.

If the Plan is terminated, the Plan assets will be distributed among the Plan participants based upon a priority allocation procedure, and the Employer shall be liable for any unfunded vested benefits to the extent required by law.

## 2. Summary of Principal Plan Provisions (cont.)

### Participating Employees

Following are the acquisition dates for certain locations:

| <u>Location</u>                                                             | <u>Benefit Service Date</u> |
|-----------------------------------------------------------------------------|-----------------------------|
| Bay Distributing Company (Tampa)                                            | 12/01/1976                  |
| Best Brands, Inc. (Denver)                                                  | 06/01/1980                  |
| Kahn Company (Pensacola)                                                    | 05/01/1982                  |
| Standard Distributing (Vidalia)                                             | 03/01/1985                  |
| Hartley-Parker (Miami/Deerfield)                                            | 10/01/1986                  |
| Phillips (Albuquerque)                                                      | 07/01/1991                  |
| Midwest Wine & Spirits (Cincinnati)                                         | 08/01/1995                  |
| Quality Imports (Albuquerque)                                               | 02/14/2000                  |
| Mid-Atlantic Locations ( Jessup, Springfield, Sandston,<br>Washington D.C.) | 01/01/2003                  |

### Additional Information

The above description is a summary only; for additional details, reference should be made to the formal Plan document.

## Age - Service Distribution

Shown below is the distribution of active participants based on age and credited service as of the valuation date. As the plan is hard frozen and the average accrued benefit is shown in lieu of compensation. For each age/service group, if there are 20 or more participants and 1000 or more total active participants the average accrued benefit is shown. Dashes are shown instead of the average accrued benefit if there are fewer than 20 participants in the age/service group or fewer than 1000 total active participants. The information provided is appropriate to be used for the age/service/accrued benefit attachment to the Form 5500 Schedule SB.

| Age      | Years of Credited Service as of 01/01/2009 |        |        |          |          |          |          |          |          |         | Total |
|----------|--------------------------------------------|--------|--------|----------|----------|----------|----------|----------|----------|---------|-------|
|          | Under 1                                    | 1 to 4 | 5 to 9 | 10 to 14 | 15 to 19 | 20 to 24 | 25 to 29 | 30 to 34 | 35 to 39 | 40 & up |       |
| Under 25 | 0                                          | 0      | 0      | 0        | 0        | 0        | 0        | 0        | 0        | 0       | 0     |
| 25 to 29 | 0                                          | 7      | 3      | 0        | 0        | 0        | 0        | 0        | 0        | 0       | 10    |
| 30 to 34 | 0                                          | 22     | 39     | 3        | 0        | 0        | 0        | 0        | 0        | 0       | 64    |
| 35 to 39 | 0                                          | 36     | 65     | 27       | 0        | 0        | 0        | 0        | 0        | 0       | 128   |
| 40 to 44 | 0                                          | 38     | 64     | 43       | 23       | 7        | 0        | 0        | 0        | 0       | 175   |
| 45 to 49 | 0                                          | 36     | 60     | 45       | 39       | 16       | 1        | 0        | 0        | 0       | 197   |
| 50 to 54 | 0                                          | 33     | 53     | 31       | 35       | 26       | 14       | 1        | 0        | 0       | 193   |
| 55 to 59 | 0                                          | 38     | 33     | 28       | 26       | 14       | 6        | 8        | 0        | 0       | 153   |
| 60 to 64 | 0                                          | 27     | 12     | 9        | 18       | 11       | 5        | 3        | 5        | 0       | 90    |
| 65 to 69 | 0                                          | 2      | 1      | 0        | 3        | 1        | 1        | 2        | 0        | 0       | 10    |
| 70 & up  | 0                                          | 2      | 0      | 0        | 0        | 2        | 2        | 0        | 1        | 0       | 7     |
| Total    | 0                                          | 241    | 330    | 186      | 144      | 77       | 29       | 14       | 6        | 0       | 1,027 |
|          | -                                          | 2,023  | 3,106  | 5,978    | 9,722    | 14,373   | 17,683   | -        | -        | -       | 6,106 |

The following table shows averages for the costed participants in the current valuation.

| Averages | Amount |
|----------|--------|
| Age:     | 48.43  |
| Service: | 14.76  |

Schedule SB, line 25 – Change in Method  
National Distributing Company, Inc. Pension Plan  
Plan Number: 002 EIN: 580516238

## Changes in Valuation Method

The method for interest discount assumptions has been changed from Segment Rates last year to Yield Curve in current year. Current year liabilities are being calculated using October 31, 2008 yield curve instead of October Segment Rates used last year.

Schedule SB, line 24 – Change in Actuarial Assumptions  
National Distributing Company, Inc. Pension Plan  
Plan Number: 002 EIN: 580516238

## Changes in Actuarial Assumptions

Estimated non-investment related expenses to be paid from the trust were added to the funding normal cost.

Schedule SB, line 22 – Description of Weighted Average Retirement Age  
National Distributing Company, Inc. Pension Plan  
Plan Number: 002 EIN: 580516238

**Weighted Average Retirement Age**

| Age                               | Percent Retiring | Remaining Active | Number Retiring | # Retiring x Age    |
|-----------------------------------|------------------|------------------|-----------------|---------------------|
| 55                                | 3.0%             | 1.00000          | 0.03000         | 1.65                |
| 56                                | 3.0%             | 0.97000          | 0.02910         | 1.63                |
| 57                                | 3.0%             | 0.94090          | 0.02823         | 1.61                |
| 58                                | 3.0%             | 0.91267          | 0.02738         | 1.59                |
| 59                                | 3.0%             | 0.88529          | 0.02656         | 1.57                |
| 60                                | 3.0%             | 0.85873          | 0.02576         | 1.55                |
| 61                                | 7.5%             | 0.83297          | 0.06247         | 3.81                |
| 62                                | 20.0%            | 0.77050          | 0.15410         | 9.55                |
| 63                                | 15.0%            | 0.61640          | 0.09246         | 5.82                |
| 64                                | 20.0%            | 0.52394          | 0.10479         | 6.71                |
| 65                                | 100.0%           | 0.41915          | 0.41915         | 27.24               |
| <b>Schedule SB Retirement Age</b> |                  |                  |                 | <b><u>62.73</u></b> |