# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

**2010**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

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

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

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

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
BUDWEISER DISTRIBUTING COMPANY OF BORGER 401(K) RETIREMENT PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 10/01/1993

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

100 S. PHILADELPHIA
AMARILLO, TX 79104

**2b** Employer Identification Number (EIN) 75-1325404

**2c** Sponsor's telephone number 806-373-1746

**2d** Business code (see instructions) 424800

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

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

| | | | |
|---|---|---|---|
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/13/2011 | DEAN MORRISON |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

| | |
|---|---|
| **3a** Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>BUDWEISER DISTRIBUTING COMPANY OF BORGER<br><br>100 S. PHILADELPHIA<br>AMARILLO, TX 79104 | **3b** Administrator's EIN<br>75-1325404<br>**3c** Administrator's telephone number<br>806-373-1746 |

| | | | |
|---|---|---|---|
| **4** | If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: | | **4b** EIN |
| **a** | Sponsor's name | | **4c** PN |
| **5** | Total number of participants at the beginning of the plan year | **5** | 147 |
| **6** | Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**). | | |
| **a** | Active participants | **6a** | 118 |
| **b** | Retired or separated participants receiving benefits | **6b** | 1 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 21 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 140 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 140 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 107 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 5 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

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

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

| **9a** Plan funding arrangement (check all that apply) | | **9b** Plan benefit arrangement (check all that apply) | |
|---|---|---|---|
| **(1)** | Insurance | **(1)** | Insurance |
| **(2)** | Code section 412(e)(3) insurance contracts | **(2)** | Code section 412(e)(3) insurance contracts |
| **(3)** X | Trust | **(3)** X | Trust |
| **(4)** | General assets of the sponsor | **(4)** | General assets of the sponsor |

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

**a Pension Schedules**

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

**b General Schedules**

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

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2010**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** Name of plan
BUDWEISER DISTRIBUTING COMPANY OF BORGER 401(K) RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
BUDWEISER DISTRIBUTING COMPANY OF BORGER

**D** Employer Identification Number (EIN)
75-1325404

## Part I Service Provider Information (see instructions)

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

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

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

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

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

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

AMERICA S 401K, INC.

9696 SKILLMAN STREET
SUITE 380
DALLAS, TX 75243

75-2261114

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 15 17 | N/A | 6139 | Yes [X] No [ ] | Yes [ ] No [X] | 10692 | Yes [ ] No [X] |

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

CLARKE LANZEN SKALLA INVESTMENT FIR

4020 SOUTH 147TH STREET
OMAHA, NE 68137

13-4109249

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 26 51 | N/A | 28934 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 15 19 | N/A | 31875 | Yes [X] No [ ] | Yes [ ] No [X] | 24829 | Yes [ ] No [X] |

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

NFP SECURITIES, INC.

1250 CAPITAL OF TEXAS HIGHWAY S
BUILDING #2 SUITE 125
AUSTIN, TX 78746

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 27 49 | N/A | | Yes [X] No [ ] | Yes [ ] No [X] | 23272 | Yes [ ] No [X] |

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

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

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

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

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| NATIONWIDE | 49 64 | 15228 |

| **(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. |
|---|---|
| CLARKE LANZEN SKALLA INVESTMENT FIR 1250 CAPITAL OF TEXAS, HWY S BUILDING 2 STE 125 AUSTIN, TX 78746-3300 | ADVISORY/SERVICE PROVIDER FEE |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| NATIONWIDE | 15 49 | 6120 |

| **(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. |
|---|---|
| ADVISOR ONE FUNDS 4020 S. 147TH STREET OMAHA, NE 68137 | MUTUAL FUND PAYMENTS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| AMERICA S 401K, INC. | 15 17 | 10692 |

| **(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. |
|---|---|
| NATIONWIDE ONE NATIONWIDE PLAZA COLUMBUS, OH 43215 | ADVISORY/SERVICE PRODER FEE & ADMINISTRATIVE ERVICES FEE/OV |

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| NATIONWIDE | 15 49 | 1406 |

| **(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. |
|---|---|
| NATIONWIDE FUNDS GROUP ONE NATIONWIDE PLAZA COLUMBUS, OH 43215 | MUTUAL FUND PAYMENTS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| NFP SECURITIES, INC. | 27 49 | 23272 |

| **(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. |
|---|---|
| NATIONWIDE ONE NATIONWIDE PLAZA COLUMBUS, OH 43215 | COMPENSATION |

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

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

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

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Financial Information

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

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

OMB No. 1210-0110

**2010**

**This Form is Open to Public Inspection**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** Name of plan
BUDWEISER DISTRIBUTING COMPANY OF BORGER 401(K) RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
BUDWEISER DISTRIBUTING COMPANY OF BORGER

**D** Employer Identification Number (EIN)
75-1325404

## Part I Asset and Liability Statement

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

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | 6596 |
| **(2)** Participant contributions | 1b(2) | | 15738 |
| **(3)** Other | 1b(3) | | 3539 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | 170698 | 252807 |
| **(8)** Participant loans | 1c(8) | | |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 4398332 | 5291373 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 4569030 | 5570053 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | 1083 |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 1083 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 4569030 | 5568970 |

## Part II Income and Expense Statement

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

| | Income | | (a) Amount | (b) Total |
|---|---|---|---|---|
| **a** | **Contributions:** | | | |
| | **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | 153300 | |
| | **(B)** Participants | 2a(1)(B) | 369514 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 522814 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | | |
| | **(B)** U.S. Government securities | 2b(1)(B) | | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| | **(E)** Participant loans | 2b(1)(E) | 12993 | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 12993 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| | **(B)** Common stock | 2b(2)(B) | | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 0 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| **2b** (5) Unrealized appreciation (depreciation) of assets: (A) Real estate | 2b(5)(A) | | |
| (B) Other | 2b(5)(B) | | |
| (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) | 2b(5)(C) | | 0 |
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 574921 |
| **c** Other income | 2c | | |
| **d** Total income. Add all **income** amounts in column (b) and enter total | 2d | | 1110728 |
| **Expenses** | | | |
| **e** Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 75274 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | | |
| (4) Total benefit payments. Add lines 2e(1) through (3) | 2e(4) | | 75274 |
| **f** Corrective distributions (see instructions) | 2f | | |
| **g** Certain deemed distributions of participant loans (see instructions) | 2g | | |
| **h** Interest expense | 2h | | |
| **i** Administrative expenses: (1) Professional fees | 2i(1) | 6139 | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | 29375 | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines 2i(1) through (4) | 2i(5) | | 35514 |
| **j** Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 110788 |
| **Net Income and Reconciliation** | | | |
| **k** Net income (loss). Subtract line 2j from line 2d | 2k | | 999940 |
| **l** Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CORNELL & COMPANY, P.C. (2) EIN: 75-2535653

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

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

## Part IV Compliance Questions

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

During the plan year:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **a** | Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | 4a | | X | |
| **b** | Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | 4b | | X | |
| **c** | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| **d** | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| **e** | Was this plan covered by a fidelity bond? | 4e | X | | 400000 |
| **f** | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| **g** | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| **h** | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| **i** | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| **j** | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| **k** | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| **l** | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| **m** | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| **n** | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | | |

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

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

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

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Retirement Plan Information

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

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

OMB No. 1210-0110

**2010**

**This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

**A** Name of plan
BUDWEISER DISTRIBUTING COMPANY OF BORGER 401(K) RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
BUDWEISER DISTRIBUTING COMPANY OF BORGER

**D** Employer Identification Number (EIN)
75-1325404

## Part I Distributions

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

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

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

EIN(s): 31-1592130 _____

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

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

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

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

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

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

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

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

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

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

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

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

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

## Part III Amendments

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

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

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

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

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

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

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

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

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**BUDWEISER DISTRIBUTING COMPANY OF BORGER**
**401(K) RETIREMENT PLAN**

**AUDITED FINANCIAL STATEMENTS**
**DECEMBER 31, 2010 AND 2009**

**AND YEARS THEN ENDED**

**BUDWEISER DISTRIBUTING COMPANY OF BORGER**
**401(K) RETIREMENT PLAN**

**AUDITED AND COMPILED FINANCIAL STATEMENTS**
**DECEMBER 31, 2010 AND 2009**

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CORNELL & COMPANY, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

902 SOUTH MONROE • AMARILLO, TEXAS 79101 • PHONE (806) 372-4331 • FAX (806) 372-3963

Patricia D. Buzzell
Kelly W. Hill
Albert W. Cupell
Laurie D. Shepard

W.E. Swenson, Sr., C.P.A.
*Founder*
1926-1976

**Independent Auditors' Report**

Mr. Dean Morrison, Trustee
Budweiser Distributing Company of Borger 401(K) Retirement Plan
Amarillo, Texas

We were engaged to audit the financial statements of Budweiser Distributing Company of Borger 401 (K) Retirement Plan as of December 31, 2010, and for the year then ended, and the supplemental schedules as of and for the years ended December 31, 2010 and 2009 as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 5, 6 & 7 which were certified by Nationwide Financial Services, Inc., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America, and in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Cornell & Company, P.C.

**CORNELL & COMPANY, P.C.**
Amarillo, Texas

October 10, 2011



MEMBERS • AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS • PRIVATE COMPANIES PRACTICE SECTION • TEXAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

**BUDWEISER DISTRIBUTING COMPANY OF BORGER 401(K) RETIREMENT PLAN**
**STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS**

| | December 31, 2010 | December 31, 2009 |
|---|---|---|
| **ASSETS** | | |
| Assets Held in Trust - Notes 5, 6 & 7 | | |
| Investments at Fair Value as Determined by Quoted Market Price | | |
| Mutual Funds | $ 5,291,373 | $ 4,398,332 |
| Receivables | | |
| Participant Loans Receivable | 252,807 | 170,698 |
| Employer Contributions Receivable | 6,596 | - |
| Employee Contributions Receivable | 15,738 | - |
| Loan Repayments Receivable | 3,539 | - |
| | 278,680 | 170,698 |
| Total Assets Held in Trust | 5,570,053 | 4,569,030 |
| Total Assets | 5,570,053 | 4,569,030 |
| **LIABILITIES** | | |
| Excess Match Payable | 1,083 | - |
| Total Liabilities | 1,083 | - |
| **NET ASSETS AVAILABLE FOR PLAN BENEFITS** | $ 5,568,970 | $ 4,569,030 |

See independent auditors' report and notes to financial statements

**BUDWEISER DISTRIBUTING COMPANY OF BORGER 401(K) RETIREMENT PLAN**
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS**

| | December 31, 2010 | December 31, 2009 |
|---|---|---|
| **ADDITIONS** | | |
| Interest and Dividends | $ 12,993 | $ 11,901 |
| Other Investment Income/ (Loss) | - | 95 |
| Contributions | | |
| Employer | 147,300 | 142,158 |
| Participants | 369,514 | 345,890 |
| Rollover | 6,000 | 558 |
| Increase (Decrease) in Fair Value of Investments Held at Year End | 574,921 | 1,048,597 |
| Total Additions | 1,110,728 | 1,549,199 |
| **DEDUCTIONS** | | |
| Benefits Paid to Participants | 67,702 | 14,317 |
| Deemed Distributions of Participant Loans | 7,572 | 6,874 |
| Administrative Expenses | 35,514 | 25,040 |
| Total Deductions | 110,788 | 46,231 |
| Increase (Decrease) in Net Assets Available for Plan Benefits | 999,940 | 1,502,968 |
| **NET ASSETS AVAILABLE FOR PLAN BENEFITS, BEGINNING OF YEAR** | 4,569,030 | 3,066,062 |
| **NET ASSETS AVAILABLE FOR PLAN BENEFITS, END OF YEAR** | $ 5,568,970 | $ 4,569,030 |

See independent auditors' report and notes to financial statements

**BUDWEISER DISTRIBUTING COMPANY OF BORGER**
**401(K) RETIREMENT PLAN**
**NOTES TO FINANCIAL STATEMENTS**
**DECEMBER 31, 2010 AND 2009**

## 1. PLAN DESCRIPTION

The following description of the Budweiser Distributing Company of Borger 401(K) Retirement Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

### A. General

The Plan is a defined contribution plan covering all full-time employees of the Company who have one year of service and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

### B. Contributions

Contributions are made at the discretion of the employer but the total contribution by the employer on behalf of a participant cannot exceed 15% of covered compensation. Participants may make contributions subject to Internal Revenue Service Regulations. The Company has the right under the Plan to discontinue such contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA, which generally require the net assets be vested and distributed to the participants.

### C. Allocations to Participants

Allocation of the annual contribution and forfeitures are made pro-rata based on the participant's compensation to that of the total compensation of the participants in the plan. Earnings and losses for the year are allocated to the participants based on their balances at the beginning of the year.

### D. Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum not to exceed 50% of their total vested account balance. The loans are secured by the balance in the participant’s account and bear interest at rates ranging from 5% to 9%, which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is paid ratably through monthly payroll deductions.

### E. Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Under normal conditions, vesting in the company contributions portion of their accounts plus earnings thereon starts after the 2nd year of service 50% and increases to 100% in the third year of service. Participants will also be 100% vested upon attainment of normal retirement, upon death, and upon permanent and total disability. The plan has provisions for accelerated vesting if the plan is determined to be top heavy as defined by the Internal Revenue Code.

### F. Payment of Benefits

On termination of service due to death, disability or retirement, a participant will receive an amount equal to the value of the participant's interest in his or her account in a lump-sum amount. For termination of service due to other reasons, a participant will receive the value of the vested interest in his or her account as a lump-sum distribution.

### G. Forfeited Accounts

During 2010 and 2009 forfeited non-vested accounts totaled $8,149 and $3,559 respectively.

**H. Plan Termination**

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Investments Valuation**

Investment in securities (U.S. Government and corporate bonds and common and preferred stocks) traded on a national securities exchange are valued at the last reported sales price on the last business day of the year; securities traded in the over-the-counter market and listed securities for which no sale was reported on that date are valued at the mean between the last reported bid and asked prices; investments in restricted securities and other security investments not having an established market are valued at fair value as determined by the Trustee based upon the advice of his investment consultant. At December 31, 2010 and 2009, all investments were traded on national securities exchanges.

**Contributions**

Contributions from participants are recorded in the period Budweiser Distributing Company of Borger makes payroll deductions from participants' earnings. Contributions from Budweiser Distributing Company of Borger are accrued based upon the amount required to be funded under provisions of the 401(K) Trust and additional amounts authorized to be contributed by the employer.

**Income Recognition**

Purchases and sales of securities are reflected on a trade-date basis. Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as earned on an accrual basis. In accordance with the policy of stating investments at fair value, net unrealized asset appreciation or depreciation for the year is reflected in the statement of changes in net assets available for plan benefits.

**Payment of Benefits**

Benefits are recorded when paid.

**Estimates**

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

## 3. TAX STATUS

The United States Treasury Department advised on December 1, 1993, that the Fund constitutes a qualified trust under Section 401(k) of the Internal Revenue Code and is therefore exempt from Federal Income taxes under provisions of Section 501(a). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The amendment had no effect on the Plan benefits or net assets.

## 4. TRANSACTIONS WITH PARTIES-IN-INTEREST

During the years ended December 31, 2010 and 2009, the plan did not enter into any prohibited transactions with parties-in-interest.

## 5. FAIR VALUE MEASUREMENTS

The Plan's Investments are reported at fair value in the accompanying statement of net assets available for benefit.

**December 31, 2010**

| Description | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Fair Value |
|---|---|---|---|---|
| Mutual Funds | $ 5,291,373 | $ - | $ - | $ 5,291,373 |
| Total | $ 5,291,373 | $ - | $ - | $ 5,291,373 |

**December 31, 2009**

| Description | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Fair Value |
|---|---|---|---|---|
| Mutual Funds | $ 4,398,332 | $ - | $ - | $ 4,398,332 |
| Total | $ 4,398,332 | $ - | $ - | $ 4,398,332 |

FASB ASC 820, *Fair Value Measurements and Disclosures* , establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority. Level 2 inputs are primarily obtained from third party pricing services for identical or comparable assets. Level 3 inputs incorporate certain assumptions and projections that are not observable in the market and use significant professional judgment in determining the fair value assigned to such assets and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 or Level 3 inputs were available to the Plan.

**Level 1 Fair Value Measurements**

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair value of common stock and corporate bonds are based on quoted market prices.

## 6. INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets:

| | December 31, 2010 | 2009 |
|---|---|---|
| AdvOne Sel Alloc | $ 440,731 | $ 272,938 |
| AdvOne Amerigo | 1,445,717 | 1,321,186 |
| AdvOne Descartes | 599,905 | 418,482 |
| NW MnyMkt | 347,216 | 460,775 |
| AdvOne Liahona | 434,615 | 91,059 |
| AdvOne Sel App | 524,010 | - |
| AdvOne Clermont | 388,004 | 160,098 |

The Plan's investments (including investments purchased, sold and held during the year) increased (decreased) in value as follows:

Investments at Fair Value as Determined by Quoted Market Price:

| | Dec 31, 2010 | 2009 |
|---|---|---|
| Mutual Funds | $ 574,921 | $ 1,048,597 |
| Net Change in Fair Value | $ 574,921 | $ 1,048,597 |

## 7. INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

All information included in the accompanying financial statements was obtained from data that has been prepared and certified to as complete and accurate by the trustee, Nationwide Financial Services, Inc.

## 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 participant's account balances and the amounts reported in the statement of net assets available for benefits.

## 9. DISTRIBUTION PAYABLE

At December 31, 2010 and 2009, net assets available for plan benefits included $2,599 and $2,330, respectively, for distributions to participants who have requested a distribution from the Plan prior ot the end of the Plan year.

## 10. CLASSIFICATION

Differences in amounts included in the audited financial statements from those on the Form 5500 are due to classification of assets/income, but the overall total is the same

## 11. SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 10, 2011, the date on which the financial statements were available to be issued. Management believes there are no subsequent events to report.

**BUDWEISER DISTRIBUTING COMPANY OF BORGER 401(K) RETIREMENT PLAN 75-1325404**
**FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**FOR THE PERIOD ENDED DECEMBER 31, 2010**

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c ) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | Mutual Funds | | | |
| | Nationwide Trust Company, FSB | AmCent Infl Adj Bd Adv | | $ 3,916 |
| | Nationwide Trust Company, FSB | AmCent Val A | | 26 |
| | Nationwide Trust Company, FSB | AmFds Am Hi Inc Tr R5 | | 52 |
| | Nationwide Trust Company, FSB | AmFds Cap Wld Gr Inc R3 | | 2,958 |
| | Nationwide Trust Company, FSB | AmFds Gr Fd Am R5 | | 136,794 |
| | Nationwide Trust Company, FSB | Astn Optm MdCap N | | 1,691 |
| | Nationwide Trust Company, FSB | AmFds EuroPacfc Gr R5 | | 94,815 |
| | Nationwide Trust Company, FSB | AmFds New Wld R5 | | 46 |
| | Nationwide Trust Company, FSB | BlkRk Intl Oppr Inv A | | 53 |
| | Nationwide Trust Company, FSB | BlkRk Hlth Scnc Oppr Inv A | | 4 |
| | Nationwide Trust Company, FSB | AdvOne Sel App N | | 524,010 |
| | Nationwide Trust Company, FSB | AdvOne Sel Alloc N | | 440,731 |
| | Nationwide Trust Company, FSB | AdvOne Enhcd Inc N | | 115,172 |
| | Nationwide Trust Company, FSB | AdvOne Rsrvor Inv | | 2,645 |
| | Nationwide Trust Company, FSB | AdvOne Amerigo N | | 1,445,717 |
| | Nationwide Trust Company, FSB | AdvOne Descartes N | | 599,905 |
| | Nationwide Trust Company, FSB | AdvOne Liahona N | | 434,615 |
| | Nationwide Trust Company, FSB | AdvOne Flex Inc | | 171,215 |
| | Nationwide Trust Company, FSB | AdvOne Clermont N | | 388,004 |
| | Nationwide Trust Company, FSB | AdvOne Shltr N | | 47,916 |
| | Nationwide Trust Company, FSB | Diamond Hill SmCap A | | 6,393 |
| | Nationwide Trust Company, FSB | Davis NY Vntr A | | 130,368 |
| | Nationwide Trust Company, FSB | BV Divd Bldr A | | 11,343 |
| | Nationwide Trust Company, FSB | FidAdv SmCap A | | 23,670 |
| | Nationwide Trust Company, FSB | FidAdv Free 2020 A | | 830 |
| | Nationwide Trust Company, FSB | Nuvn RealEst Sec A | | 12,655 |
| | Nationwide Trust Company, FSB | FidAdv Eq Inc A | | 21,379 |
| | Nationwide Trust Company, FSB | FidAdv Free 2030 A | | 813 |
| | Nationwide Trust Company, FSB | FidAdv Free 2040 A | | 486 |
| | Nationwide Trust Company, FSB | Fed Kaufman A | | 8,642 |
| | Nationwide Trust Company, FSB | GdmnScs Hi Yld A | | 25,481 |
| | Nationwide Trust Company, FSB | GdmnScs MdCap Val A | | 66,056 |
| | Nationwide Trust Company, FSB | NW Mny Mkt Inst | | 347,216 |
| | Nationwide Trust Company, FSB | Harbor Intl Inst | | 7,885 |
| | Nationwide Trust Company, FSB | Harbor Intl Inv | | 80 |
| | Nationwide Trust Company, FSB | BlkRk Eq Divd Inv A | | 8,965 |
| | Nationwide Trust Company, FSB | MFS Rsrch Intl A | | 7,903 |
| | Nationwide Trust Company, FSB | Opp Devl Mkt A | | 38,351 |
| | Nationwide Trust Company, FSB | Opp Intl Bd A | | 66 |
| | Nationwide Trust Company, FSB | DWS VS Strat Val A | | 132 |
| | Nationwide Trust Company, FSB | DWS Hi Inc Inst | | 25 |
| | Nationwide Trust Company, FSB | Prudntl Jnisn Natrl Rsrc A | | 66,886 |
| | Nationwide Trust Company, FSB | Pionr Strat Inc A | | 12 |
| | Nationwide Trust Company, FSB | PIMCO Real Rtn Inst | | 3,310 |
| | Nationwide Trust Company, FSB | Opp Mn St SmCap A | | 11,198 |

**BUDWEISER DISTRIBUTING COMPANY OF BORGER 401(K) RETIREMENT PLAN 75-1325404**
**FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**FOR THE PERIOD ENDED DECEMBER 31, 2010**

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c ) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity | | (d) Cost | (e) Current Value |
|---|---|---|---|---|---|
| | Nationwide Trust Company, FSB | T. Rowe Pr Grn Stk Fnd | | | 80,917 |
| | Nationwide Trust Company, FSB | WR Ivy Asset Strat Y | | | 26 |
| | Total Investments | | | $ - | $ 5,291,373 |
| | Receivables | Due Date | Int Rate | | |
| | Participant Loans | Various | 3.25%-9% | 252,807 | 252,807 |
| | Employer Contributions Receivable | | | 6,596 | 6,596 |
| | Employee Contributions Receivable | | | 15,738 | 15,738 |
| | Loan Payment Receivable | | | 3,539 | 3,539 |
| | Total Receivables | | | 278,680 | 278,680 |
| | **Total Assets** | | | **$ 278,680** | **$ 5,570,053** |

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

For the plan year beginning 01/01/2010 and ending 12/31/2010

Name of plan

**Budweiser Distributing Company of Borger 401(k) Retirement Plan**

Employer Identification Number

**75-1325404**

Three-digit plan number ► 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | Nationwide Trust Company, FSB | AmCent Infl Adj Bd Adv | | 3,916 |
| | Nationwide Trust Company, FSB | AmCent Val A | | 26 |
| | Nationwide Trust Company, FSB | AmFds Am Hi Inc Tr R5 | | 52 |
| | Nationwide Trust Company, FSB | AmFds Cap Wld Gr Inc R3 | | 2,958 |
| | Nationwide Trust Company, FSB | AmFds Gr Fd Am R5 | | 136,794 |
| | Nationwide Trust Company, FSB | Astn Optm MdCap N | | 1,691 |
| | Nationwide Trust Company, FSB | AmFds EuroPacfc Gr R5 | | 94,815 |
| | Nationwide Trust Company, FSB | AmFds New Wld R5 | | 46 |
| | Nationwide Trust Company, FSB | BlkRk Intl Oppr Inv A | | 53 |
| | Nationwide Trust Company, FSB | BlkRk Hlth Scnc Oppr Inv A | | 4 |
| | Nationwide Trust Company, FSB | AdvOne Sel App N | | 524,010 |
| | Nationwide Trust Company, FSB | AdvOne Sel Alloc N | | 440,731 |
| | Nationwide Trust Company, FSB | AdvOne Enhcd Inc N | | 115,172 |
| | Nationwide Trust Company, FSB | AdvOne Rsrvor Inv | | 2,645 |
| | Nationwide Trust Company, FSB | AdvOne Amerigo N | | 1,445,717 |
| | Nationwide Trust Company, FSB | AdvOne Descartes N | | 599,905 |
| | Nationwide Trust Company, FSB | AdvOne Liahona N | | 434,615 |
| | Nationwide Trust Company, FSB | AdvOne Flex Inc | | 171,215 |
| | Nationwide Trust Company, FSB | AdvOne Clermont N | | 388,004 |
| | Nationwide Trust Company, FSB | AdvOne Shltr N | | 47,916 |
| | Nationwide Trust Company, FSB | Diamond Hill SmCap A | | 6,393 |
| | Nationwide Trust Company, FSB | Davis NY Vntr A | | 130,368 |
| | Nationwide Trust Company, FSB | BV Divd Bldr A | | 11,343 |
| | Nationwide Trust Company, FSB | FidAdv SmCap A | | 23,670 |
| | Nationwide Trust Company, FSB | FidAdv Free 2020 A | | 830 |
| | Nationwide Trust Company, FSB | Nuvn RealEst Sec A | | 12,655 |
| | Nationwide Trust Company, FSB | FidAdv Eq Inc A | | 21,379 |
| | Nationwide Trust Company, FSB | FidAdv Free 2030 A | | 813 |
| | Nationwide Trust Company, FSB | FidAdv Free 2040 A | | 486 |
| | Nationwide Trust Company, FSB | Fed Kaufman A | | 8,642 |
| | Nationwide Trust Company, FSB | GdmnScs Hi Yld A | | 25,481 |
| | Nationwide Trust Company, FSB | Gdmn MdCap Val A | | 66,056 |
| | Nationwide Trust Company, FSB | NW Mny Mkt Inst | | 347,216 |
| | Nationwide Trust Company, FSB | Harbor Intl Inst | | 7,885 |
| | Nationwide Trust Company, FSB | Harbor Intl Inv | | 80 |
| | Nationwide Trust Company, FSB | BlkRk Eq Divd Inv A | | 8,965 |
| | Nationwide Trust Company, FSB | MFS Rsrch Intl A | | 7,903 |
| | Nationwide Trust Company, FSB | Opp Devl Mkt A | | 38,351 |
| | Nationwide Trust Company, FSB | Opp Intl Bd A | | 66 |

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

For the plan year beginning 01/01/2010 and ending 12/31/2010

Name of plan

**Budweiser Distributing Company of Borger 401(k) Retirement Plan**

Employer Identification Number

**75-1325404**

Three-digit plan number ► 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | Nationwide Trust Company, FSB | DWS VS Strat Val A | | 132 |
| | Nationwide Trust Company, FSB | DWS Hi Inc Inst | | 26 |
| | Nationwide Trust Company, FSB | Prudntl Jnisn Natrl Rsrc A | | 66,886 |
| | Nationwide Trust Company, FSB | Pionr Strat Inc A | | 12 |
| | Nationwide Trust Company, FSB | PIMCO Real Rtn Inst | | 3,310 |
| | Nationwide Trust Company, FSB | Opp Mn St SmMdCap A | | 11,198 |
| | Nationwide Trust Company, FSB | TRowePr Gr Stk | | 80,917 |
| | Nationwide Trust Company, FSB | WR Ivy Asst Strat Y | | 26 |
| | Participant Loan | Various Rates | | 252,910 |