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;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
FOLEY FAMILY WINES 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2001

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
FOLEY FAMILY WINES, LLC

10300 CHALK HILL ROAD
HEALDSBURG, CA 95448

10300 CHALK HILL ROAD
HEALDSBURG, CA 95448

2b Employer Identification Number (EIN)
26-0823176

2c Sponsor's telephone number
707-838-4306

2d Business code (see instructions)
312130

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.	10/17/2011	DIMITRI VIRIPAEFF
	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")
FOLEY FAMILY WINES, LLC

10300 CHALK HILL ROAD
HEALDSBURG, CA 95448

3b Administrator's EIN
26-0823176

3c Administrator's telephone number
707-838-4306

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

a Sponsor's name
FOLEY ESTATES VINEYARD AND WINERY, LLC

4b EIN
77-0453888

4c PN
001

5	Total number of participants at the beginning of the plan year	**5**	196
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**	284
b	Retired or separated participants receiving benefits	**6b**	4
c	Other retired or separated participants entitled to future benefits	**6c**	63
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	351
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	352
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	228
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
FOLEY FAMILY WINES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FOLEY FAMILY WINES, LLC

D Employer Identification Number (EIN)
26-0823176

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID INV INST OPS CO

04-2647786

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65 60	RECORDKEEPER	575	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

MERRILL LYNCH PIERCE FENNER & SMITH

13-5674085

(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?
61	ADVISOR	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT DIV BOND A - AMERICAN CENTU 44-0619208	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLKRK GLOBAL ALLOC A - PNC GLB INVE 04-2871943	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLKRK INFL PROTECT A - PNC GLOBAL I 04-2871943	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREY EMERGING MKTS A - DREYFUS TRAN 13-5673135	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREYFUS INTL BOND A - DREYFUS TRANS 13-5673135	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
EV ATL CAP SMID-CP A - PNC GLOBAL I 04-2871943	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
EV STRATEGIC INC A - PNC GLOBAL INV 04-2871943	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GS HIGH YIELD A - GOLDMAN, SACHS & 13-5108880	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GS SHORT DUR GOVT A - GOLDMAN, SACH 13-5108880	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GS SM/MD CAP GRTH A - GOLDMAN, SACH 13-5108880	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS FORTY S - JANUS SERVICES LLC 43-1804048	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS OVERSEAS S - JANUS SERVICES L 43-1804048	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LD ABBETT TOT RTN A - DST SYSTEMS, 43-1581814	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LD ABT CLASSIC STK A - DST SYSTEMS, 43-1581814	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS INTL VALUE R3 - MFS SERVICE CEN 04-2865649	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PERKINS MID CP VAL S - JANUS SERVIC 43-1804048	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIONEER CULLEN VAL A - PIONEER INVE 04-2890696	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA BIOTECHNOLOGY A - FIDELITY DISTR 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

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
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA COMM EQUIP A - FIDELITY DISTRIBU 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA CONS STAPLES A - FIDELITY DISTRI 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA ENERGY A - FIDELITY DISTRIBUTORS 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

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
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA FINANCIAL SVCS A - FIDELITY DIST 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA FREEDOM INC A - FIDELITY DISTRIB 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA FREEDOM 2005 A - FIDELITY DISTRI 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

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
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA FREEDOM 2010 A - FIDELITY DISTRI 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA FREEDOM 2015 A - FIDELITY DISTRI 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA FREEDOM 2020 A - FIDELITY DISTRI 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

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
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA FREEDOM 2025 A - FIDELITY DISTRI 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA FREEDOM 2030 A - FIDELITY DISTRI 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA FREEDOM 2035 A - FIDELITY DISTRI 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

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
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA FREEDOM 2040 A - FIDELITY DISTRI 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA FREEDOM 2045 A - FIDELITY DISTRI 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA FREEDOM 2050 A - FIDELITY DISTRI 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

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
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA GOLD A - FIDELITY DISTRIBUTORS C 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA HEALTH CARE A - FIDELITY DISTRIB 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA INDUSTRIALS A - FIDELITY DISTRIB 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

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
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA MATERIALS A - FIDELITY DISTRIBUT 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA REAL ESTATE A - FIDELITY DISTRIB 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA TECHNOLOGY A - FIDELITY DISTRIBU 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

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
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA TELECOMM A - FIDELITY DISTRIBUTO 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FA UTILITIES A - FIDELITY DISTRIBUT 04-2270522	$1M-<$4M=1.00% $4M-<$25M=0.50% $25M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MERRILL LYNCH PIERCE FENNER & SMITH	61	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIONEER CULLEN VAL A - PIONEER FUND 04-3042318	$0-<$50M=0.50% $50M+=0.25%

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
FOLEY FAMILY WINES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FOLEY FAMILY WINES, LLC

D Employer Identification Number (EIN)
26-0823176

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	140679
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	0	61925
(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)	193555	9020375
(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	193555	9222979
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	193555	9222979

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)		
(B) Participants	2a(1)(B)	347367	
(C) Others (including rollovers)	2a(1)(C)	281858	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		629225
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	-4	
(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)	1295	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1291
(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)	199831	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		199831
(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)		

		(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)		
(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)		1001519
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1831866
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2112477	
(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)		2112477
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	588	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		588
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2113065
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-281199
l Transfers of assets:			
(1) To this plan	2l(1)		9310623
(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) ☒ 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: MOSS ADAMS LLP (2) EIN: 91-0189318

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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

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
FOLEY FAMILY WINES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FOLEY FAMILY WINES, LLC

D Employer Identification Number (EIN)
26-0823176

Part I Distributions

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

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

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

EIN(s): 04-1590850 04-6568107

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

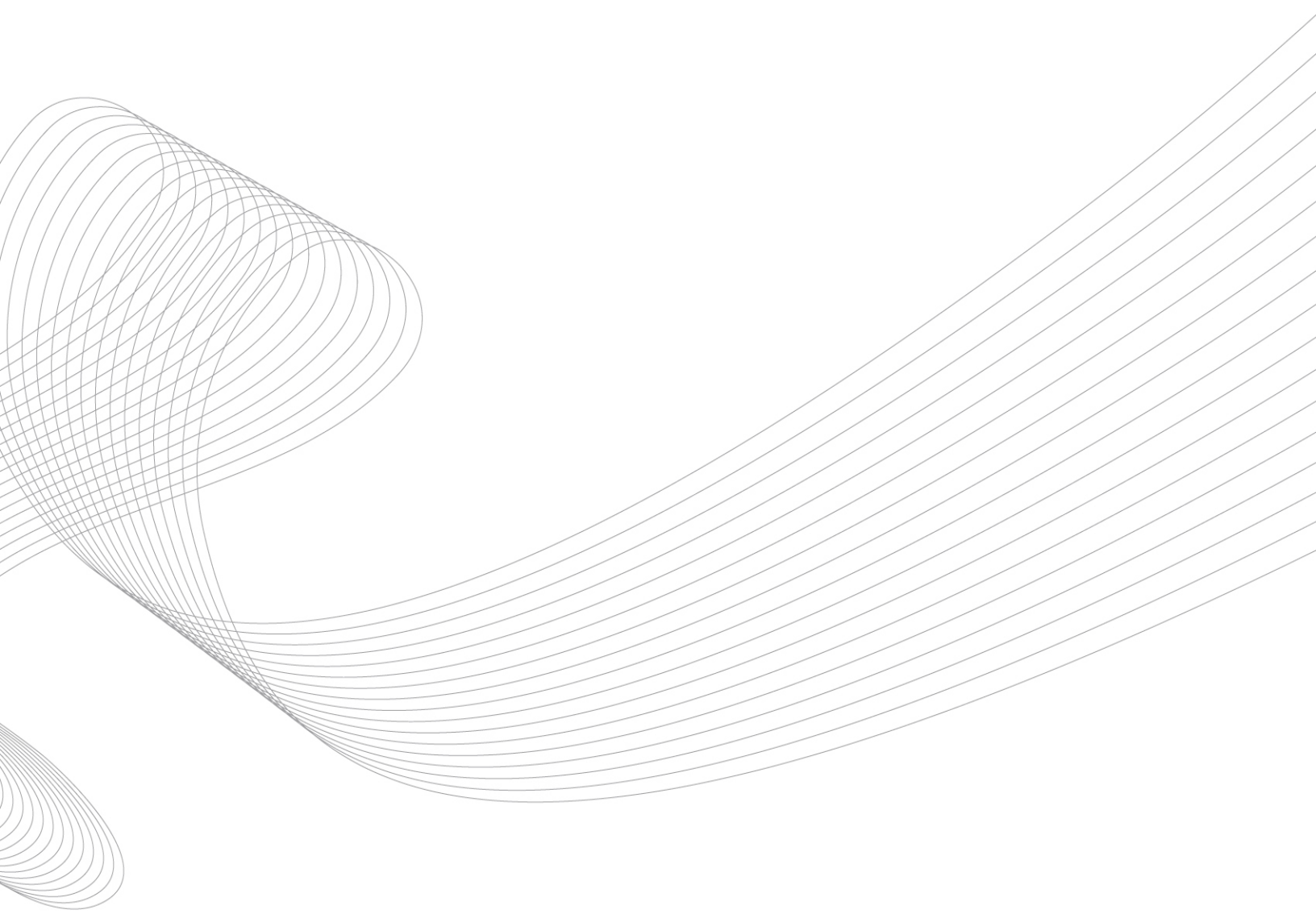
18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding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



Report of Independent Auditors and
Financial Statements with
Supplemental Schedules

Foley Family Wines 401(k) Plan

December 31, 2010 and 2009

MOSS-ADAMS LLP

Certified Public Accountants | Business Consultants

Acumen. Agility. Answers.

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MOSS-ADAMS LLP
Certified Public Accountants | Business Consultants

REPORT OF INDEPENDENT AUDITORS

To the Trustee and Plan Administrator
Foley Family Wines 401(k) Plan

We were engaged to audit the accompanying statement of net assets available for benefits of Foley Family Wines 401(k) Plan as of December 31, 2010, and the related statement of changes in net assets available for benefits for the year then ended, and the supplemental schedules of schedule H, line 4(i) - schedule of assets (held at end of year) and schedule H, line 4(a) - schedule of delinquent participant contributions as of December 31, 2010. 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 (ERISA), 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 7, which was certified by Wells Fargo Business Retirement Solutions, the custodian of the Plan, for the period January 1, 2010 through February 8, 2010 and Fidelity Management Trust Company, the custodian of the Plan, from February 8, 2010 through December 31, 2010, 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 custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians as of December 31, 2010 and for the year then ended, that the information provided to the plan administrator by the custodians is complete and accurate.

Because of the significance of the information we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from information certified by the custodians, 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 ERISA.

We have compiled the accompanying statement of net assets available for benefits of Foley Family Wines 401(k) Plan as of December 31, 2009, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying statement of net assets available for benefits as of December 31, 2009, and, accordingly, do not express an opinion or any other form of assurance on it.

Moss Adams LLP

Santa Rosa, California
October 14, 2011

Praxity MEMBER
GLOBAL ALLIANCE OF INDEPENDENT FIRMS

FINANCIAL STATEMENTS

_____

FOLEY FAMILY WINES 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2010 and 2009

	2010	2009 (Unaudited)
ASSETS		
Participant-directed investments, at fair value	$ 9,161,054	$ 193,555
Receivables		
Participant contributions receivable	838	-
Notes receivable from participants	61,925	-
Receivable from other plan	28,200	-
Total receivables	90,963	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 9,252,017	$ 193,555

See accompanying notes.

ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Net appreciation in fair value of participant-directed investments	$	1,001,435
Interest and dividends		199,912
		1,201,347
Interest income on notes receivable from participants		1,295
Contributions		
Participant		348,205
Rollovers		281,858
Transfer from other plans		9,339,188
Total additions		11,171,893
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits paid to participants		2,112,843
Transaction fees		588
Total deductions		2,113,431
CHANGE IN NET ASSETS		9,058,462
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year		193,555
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$	9,252,017

See accompanying notes.

NOTE 1 – DESCRIPTION OF PLAN

The following description of Foley Family Wines 401(k) Plan provides only general information. Participants should refer to the plan document, as amended, for a more complete description of plan provisions.

General – The Plan is a 401(k) defined contribution plan covering all eligible employees of Foley Family Wines, Inc. (the Company), and is subject to provisions of ERISA. Foley Family Wines, Inc is the Plan's sponsor and serves as plan administrator.

Eligibility – Employees who are at least age 21, completed 6 months of service, and who are not members of a collective bargaining unit or a nonresident alien, are eligible to participate in the Plan.

Contributions – Participants may elect to defer a portion of eligible compensation to the Plan each year. Participants may also contribute amounts representing distributions from other qualified plans. The Company may elect to make discretionary matching contributions, which is allocated as a percentage of a participant's compensation to total compensation of all eligible participants. Participants are eligible for the discretionary matching contribution if employed at December 31, are not considered highly compensated employees, and have completed 6 months of service. Contributions are subject to regulatory limitations. There were no Company contributions in 2010.

Participant accounts – Each participant's account is credited with the participant's contribution, allocations of the Company's contribution, and investment earnings. Participants may direct the investment of their account balances into investment options offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting – Participants are immediately vested in Company contributions and their contributions plus actual earnings thereon.

Notes receivable to participants – A participant may borrow from their account a minimum of $1,000 and up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Notes receivable are secured by the balance of the participant's account and bear fixed, reasonable rates of interest, as determined by the plan administrator. The maximum note receivable term is five years unless the note receivable term qualifies as a home loan. Principal and interest are paid ratably through payroll deductions. A participant may have two outstanding notes receivable at a time. As of December 31, 2010, the rates of interest on outstanding notes receivable ranged from 4.25% to 5.5%, with various maturities through October 2015.

Payment of benefits – On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the participant's account balance, or a direct rollover into an IRA or other eligible retirement plan. The Plan permits hardship distributions if a participant meets certain criteria, as defined in the plan document.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Use of estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions that may affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Recent accounting pronouncements – In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820) – Improving Disclosures about Fair Value Measurements*. The new guidance requires additional disclosures about transfers between levels within the fair value hierarchy and clarifies existing disclosure requirements regarding classes of assets and liabilities measured at fair value. The new guidance requires the Plan to: (a) disclose separately the amounts of significant transfers into and out of each level of the fair value hierarchy and describe the reasons for those transfers; (b) disclose the Plan's policy for determining when transfers between levels of the fair value hierarchy are recognized, and (c) present information about purchases, sales, issuances, and settlements on a gross basis in the reconciliation of the beginning and ending balance of Level 3 fair value measurements. The new guidance is effective for reporting periods beginning after December 15, 2009, except for the Level 3 reconciliation disclosures, which are effective for reporting periods beginning after December 15, 2010. The Plan adopted this guidance on January 1, 2010 (See Note 4).

In September 2010, the FASB issued ASU 2010-25, *Plan Accounting-Defined Contribution Pension Plans,* which amends existing guidance by requiring participant loans to be classified as notes receivable from participants, segregated from plan investments, and measured at their unpaid principal balance plus any accrued but unpaid interest. The amendments to the Accounting Standards Codification (ASC) included in ASU 2010-25 are effective for fiscal years ending after December 15, 2010. The Plan has adopted this guidance effective December 31, 2010.

Investment valuation – Investments are reported at fair value, as certified by the Plan's custodian, Fidelity Management Trust Company.

Income recognition – Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. The net appreciation in fair value of participant-directed investments consists of both the realized gains or losses and unrealized appreciation or depreciation of those investments.

Payment of benefits – Benefits are recorded when paid.

Expenses – Administrative expenses are paid by the Company. Certain transaction fees are paid by the Plan.

Subsequent events – Subsequent events are events or transactions that occur after the statement of net assets available for benefits date but before financial statements are available to be issued. The Plan recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statement of net assets available for benefits, including the estimates inherent in the process of preparing the financial statements. The Plan's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statement of net assets available for benefits but arose after the statement of net assets available for benefits date and before financial statements are available to be issued.

The Plan has evaluated subsequent events through October 14, 2011, which is the date the financial statements were available to be issued.

NOTE 3 – INVESTMENTS

Investments representing 5% or more of net assets available for benefits consisted of the following as of December 31:

	2010	2009 (Unaudited)
Fidelity Advisor Freedom 2020 Class A	$ 2,183,200	$ -
Fidelity Advisor Freedom 2025 Class A	1,162,041	-
Fidelity Advisor Freedom 2015 Class A	777,237	-
Fidelity Advisor Freedom 2030 Class A	510,086	-
Wells Fargo Adv Total Return Bond	-	21,651
Van Kampen Comstock Fund A	-	24,220
Wells Fargo Advantage Capital Growth	-	45,098
MFS Research International R3	-	27,164
Wells Fargo Advangage Dow Jones Target 2020	-	68,092

NOTE 4 – FAIR VALUE MEASUREMENTS

Fair value is defined as the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Investments are classified based on an established fair value hierarchy that prioritizes the inputs to valuation techniques used in arriving at fair value. The measurement of an asset's or liability's fair value within the fair value hierarchy requires the maximum use of observable inputs and minimizes the use of unobservable inputs, and is based on the lowest level of any input that is significant to the fair value measurement.

Methods in arriving at fair value 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 used 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.

The three levels of inputs used to establish fair value are as follows:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Quoted prices in markets that are not considered to be active or financial instruments without quoted market prices, but for which all significant inputs are observable, either directly or indirectly.

Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following sets forth, by level within the fair value hierarchy, the Plan's investment assets at fair value at December 31:

	2010			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies				
Cash equivalents	$ 140,679	$ -	$ -	$ 140,679
Blended Other	5,471,688	-	-	5,471,688
Mid/Large Cap	964,019	-	-	964,019
Bond Fund	966,418	-	-	966,418
Mid Cap	489,227	-	-	489,227
International	613,112	-	-	613,112
Large Cap	475,623	-	-	475,623
Small Cap	31,337	-	-	31,337
Real Estate	8,951	-	-	8,951
	$ 9,161,054	$ -	$ -	$ 9,161,054

	2009 (Unaudited)			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies				
Fixed Account	$ -	$ -	$ 228	$ 228
Growth Fund	46,430	-	-	46,430
Large Value	24,220	-	-	24,220
Large Cap Blended	73,265	-	-	73,265
Mid Cap Blend	597	-	-	597
Bond Fund	21,651	-	-	21,651
International	27,164	-	-	27,164
	$ 193,327	$ -	$ 228	$ 193,555

NOTE 5 – TAX STATUS

The Plan is a volume submitter profit sharing plan that received a favorable opinion letter from the Internal Revenue Service (IRS) on March 31, 2008, which stated that the Plan, as then designed, was in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the opinion letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset), if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 6 – RISKS AND UNCERTAINTIES

Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risks. It is reasonably possible that given the level of risk associated with investment securities, changes in the near term could materially affect a participant's account balance and the amounts reported in the financial statements.

NOTE 7 – INFORMATION CERTIFIED BY THE CUSTODIANS

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

Accordingly, Fidelity Management Trust Company has certified to the completeness and accuracy of:

- participant-directed investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2010;
- net appreciation in fair value of participant-directed investments, interest and dividends, and interest income on notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits for the period from February 8, 2010 to December 31, 2010; and
- investments reflected on the supplemental schedule of assets (held at end of year).

Wells Fargo Business Retirement Solutions has certified to the completeness and accuracy of:

- net appreciation in fair value of participant-directed investments, interest and dividends, and interest income on notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits for the period from January 1, 2010 to February 8, 2010.

NOTE 8 – PARTY-IN-INTEREST TRANSACTIONS

Plan investments include shares of registered investment companies managed by Fidelity Management Trust Company, the custodian of the Plan. Therefore, transactions with this entity qualify as exempt party-in-interest transactions.

NOTE 9 – PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right to terminate the Plan and discontinue its contributions at any time. If the Plan is terminated, amounts allocated to a participant's account become fully vested.

NOTE 10 – RECONCILIATION TO FORM 5500

The following is a reconciliation of change in net assets per the financial statements for the year ended December 31, 2010, to the Form 5500:

Net assets available for benefits, per the financial statements	$	9,252,017
Less receivable from other plan		(28,200)
Less participant contributions receivable		(838)
Net assets available for benefits, per the Form 5500	$	9,222,979

Change in net assets, per the financial statements	$	9,058,462
Less transfers from other plan		(28,200)
Less participant contributions receivable		(838)
Change in net assets, per the Form 5500	$	9,029,424

NOTE 11 – LATE CONTRIBUTIONS

Certain employee deferrals and loan repayments were not remitted to the Plan within the time period required by the Department of Labor (DOL). The Company plans to correct the non-exempt prohibited transactions through the DOL's Voluntary Fiduciary Correction Program (VFCP). Management has determined that lost earnings are not material to the plan; however, no amounts have yet been contributed to participant accounts.

NOTE 12 – PLAN MERGER

On February 1, 2010, the Plan changed its name from Foley Estates 401(k) Plan to Foley Family Wines 401(k) Plan and merged with three other plans that were all administered by the Company. All assets of Firestone Vineyard, LP 401(k) Profit Sharing Plan and Kuleto Estate 401(k) Plan transferred to the Plan, and those plans subsequently terminated. Assets related to non-union employees in Sebastiani Vineyards, Inc. Tax Sheltered Retirement Savings 401(k) Plan, were transferred to the Plan, and that plan remains in effect for union employees of the Company.

Transfers in from other plans consisted of the following for the year ended December 31, 2010:

Sebastiani Vineyards, Inc. Tax Sheltered Retirement Savings 401(k) Plan	$	9,068,360
Firestone Vineyard, LP 401(k) Profit Sharing Plan		185,121
Kuleto Estate 401(k) Plan		85,707
Total	$	9,339,188

SUPPLEMENTAL SCHEDULES

REQUIRED BY THE DEPARTMENT OF LABOR

_____

FOLEY FAMILY WINES 401(k) PLAN
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2010

Plan sponsor: Foley Family Wines, Inc.
Employer identification number: 26-0823176
Plan number: 001
Schedule H, Line 4(i)

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Fidelity Advisor Freedom 2020 Class A	Registered investment company	**	$ 2,183,200
*	Fidelity Advisor Freedom 2025 Class A	Registered investment company	**	1,162,041
*	Fidelity Advisor Freedom 2015 Class A	Registered investment company	**	777,237
*	Fidelity Advisor Freedom 2030 Class A	Registered investment company	**	510,086
	Eaton Vance Strategic income Fund Class A	Registered investment company	**	377,816
	BlackRock Global Allocation Fund Class A	Registered investment company	**	333,823
	Goldman Sachs High Yield Fund Class A	Registered investment company	**	298,403
*	Fidelity Advisor Freedom 2005 Class A	Registered investment company	**	297,578
	Eaton Vance Atlanta Capital SMID-Cap Fund Class A	Registered investment company	**	263,469
	Pioneer Cullen Value Fund Class A	Registered investment company	**	218,598
	Janus Forty Fund Class S	Registered investment company	**	214,114
*	Fidelity Advisor Technology Fund Class A	Registered investment company	**	201,515
	Perkins Mid Cap Value Fund Class S	Registered investment company	**	192,105
*	Fidelity Advisor Consumer Staples Fund Class A	Registered investment company	**	176,837
	Dreyfus Emerging Markets Fund Class A	Registered investment company	**	175,917
*	Fidelity Advisor Freedom 2040 Class A	Registered investment company	**	172,665
*	Fidelity Advisor Gold Fund Class A	Registered investment company	**	167,871
*	Fidelity Advisor Freedom 2035 Class A	Registered investment company	**	148,105
	Goldman Sachs Short Duration Govt Fund Class A	Registered investment company	**	146,012
*	Fidelity Cash Management Prime Fund	Money market	**	140,679
*	Fidelity Advisor Freedom 2010 Class A	Registered investment company	**	111,453
*	Fidelity Advisor Telecommunications Fund Class A	Registered investment company	**	105,875
	Janus Overseas Fund S	Registered investment company	**	100,804
*	Fidelity Advisor Freedom 2045 Class A	Registered investment company	**	82,488
*	Fidelity Advisor Financial Services Fund Class A	Registered investment company	**	79,190
*	Fidelity Advisor Biotechnology Fund Class A	Registered investment company	**	77,005
*	Fidelity Advisor Materials Fund Class A	Registered investment company	**	52,980
	Dreyfus lnternational Bond Fund Class A	Registered investment company	**	51,283
	Lord Abbett Total Return Fund Class A	Registered investment company	**	50,722
*	Fidelity Advisor Consumer Discretionary Fund Class A	Registered investment company	**	48,235
	Lord Abbett Classic Stock Fund Class A	Registered investment company	**	42,910
	BlackRock Inflation Protected Bond Class A	Registered investment company	**	42,077
	Goldman Sachs Small/Mid Cap Growth Fund Class A	Registered investment company	**	33,120
*	Fidelity Advisor Small Cap Fund Class A	Registered investment company	**	31,337
*	Fidelity Advisor Energy Fund Class A	Registered investment company	**	27,021
*	Fidelity Advisor Freedom 2050 Class A	Registered investment company	**	26,430
*	Fidelity Advisor Utilities Fund Class A	Registered investment company	**	9,396
*	Fidelity Advisor Real Estate Fund Class A	Registered investment company	**	8,951
*	Fidelity Advisor Health Care Fund Class A	Registered investment company	**	8,670
*	Fidelity Advisor Industrials Fund Class A	Registered investment company	**	5,919
*	Fidelity Advisor Communications Equipment Fund Class	Registered investment company	**	3,507
	MFS® lnternational Value Fund Class R3	Registered investment company	**	2,567

Plan sponsor: Foley Family Wines, Inc.
Employer identification number: 26-0823176
Plan number: 001
Schedule H, Line 4(i)

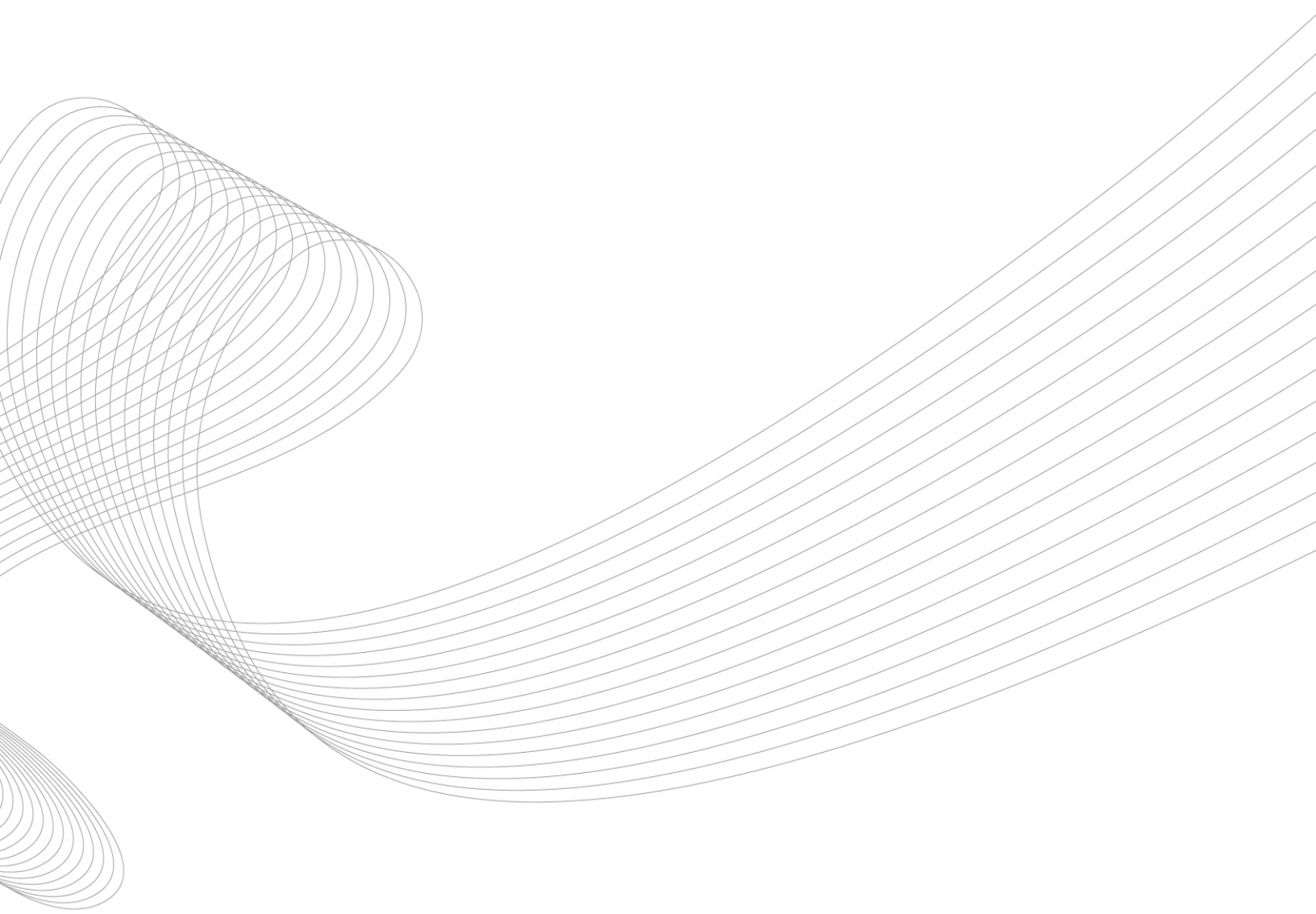
(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Fidelity Advisor Leveraged Company Stock Fund Class A	Registered investment company	**	533
*	Fidelity Advisor Freedom Income Fund Class A	Registered investment company	**	405
	American Century Diversified Bond Fund Class A	Registered investment company	**	105
*	Loans to participants	Interest rates range from 4.25% to 5.5%; maturing through October 2015		61,925
				$ 9,222,979

* Indicates party-in-interest
** Information not required as investments are participant-directed

FOLEY FAMILY WINES 401(K) PLAN
SCHEDULE H, LINE 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
December 31, 2010

Plan sponsor: Foley Family Wines, LLC
Employer identification number: 26-0823176
Plan number: 001
Schedule H, Line 4(a)

	Total that Constitute Nonexempt Prohibited Transactions at December 31, 2010			
	Contributions Not Corrected	**Contributions Corrected Outside VFCP**	**Contributions Pending Correction in VFCP**	**Total Fully Corrected Under VFCP and PTE 2002-51**
Participant loan repayments transferred late to Plan	$ 5	$ -	$ 5	$ -



Report of Independent Auditors and
Financial Statements with
Supplemental Schedules

Foley Family Wines 401(k) Plan

December 31, 2010 and 2009

MOSS-ADAMS LLP

Certified Public Accountants | Business Consultants

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MOSS-ADAMS LLP
Certified Public Accountants | Business Consultants

REPORT OF INDEPENDENT AUDITORS

To the Trustee and Plan Administrator
Foley Family Wines 401(k) Plan

We were engaged to audit the accompanying statement of net assets available for benefits of Foley Family Wines 401(k) Plan as of December 31, 2010, and the related statement of changes in net assets available for benefits for the year then ended, and the supplemental schedules of schedule H, line 4(i) - schedule of assets (held at end of year) and schedule H, line 4(a) - schedule of delinquent participant contributions as of December 31, 2010. 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 (ERISA), 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 7, which was certified by Wells Fargo Business Retirement Solutions, the custodian of the Plan, for the period January 1, 2010 through February 8, 2010 and Fidelity Management Trust Company, the custodian of the Plan, from February 8, 2010 through December 31, 2010, 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 custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians as of December 31, 2010 and for the year then ended, that the information provided to the plan administrator by the custodians is complete and accurate.

Because of the significance of the information we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from information certified by the custodians, 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 ERISA.

We have compiled the accompanying statement of net assets available for benefits of Foley Family Wines 401(k) Plan as of December 31, 2009, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying statement of net assets available for benefits as of December 31, 2009, and, accordingly, do not express an opinion or any other form of assurance on it.

Moss Adams LLP

Santa Rosa, California
October 14, 2011

Praxity MEMBER
GLOBAL ALLIANCE OF INDEPENDENT FIRMS

FINANCIAL STATEMENTS

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FOLEY FAMILY WINES 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2010 and 2009

	2010	2009 (Unaudited)
ASSETS		
Participant-directed investments, at fair value	$ 9,161,054	$ 193,555
Receivables		
Participant contributions receivable	838	-
Notes receivable from participants	61,925	-
Receivable from other plan	28,200	-
Total receivables	90,963	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 9,252,017	$ 193,555

See accompanying notes.

ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Net appreciation in fair value of participant-directed investments	$	1,001,435
Interest and dividends		199,912
		1,201,347
Interest income on notes receivable from participants		1,295
Contributions		
Participant		348,205
Rollovers		281,858
Transfer from other plans		9,339,188
Total additions		11,171,893
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits paid to participants		2,112,843
Transaction fees		588
Total deductions		2,113,431
CHANGE IN NET ASSETS		9,058,462
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year		193,555
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$	9,252,017

See accompanying notes.

NOTE 1 – DESCRIPTION OF PLAN

The following description of Foley Family Wines 401(k) Plan provides only general information. Participants should refer to the plan document, as amended, for a more complete description of plan provisions.

General – The Plan is a 401(k) defined contribution plan covering all eligible employees of Foley Family Wines, Inc. (the Company), and is subject to provisions of ERISA. Foley Family Wines, Inc is the Plan's sponsor and serves as plan administrator.

Eligibility – Employees who are at least age 21, completed 6 months of service, and who are not members of a collective bargaining unit or a nonresident alien, are eligible to participate in the Plan.

Contributions – Participants may elect to defer a portion of eligible compensation to the Plan each year. Participants may also contribute amounts representing distributions from other qualified plans. The Company may elect to make discretionary matching contributions, which is allocated as a percentage of a participant's compensation to total compensation of all eligible participants. Participants are eligible for the discretionary matching contribution if employed at December 31, are not considered highly compensated employees, and have completed 6 months of service. Contributions are subject to regulatory limitations. There were no Company contributions in 2010.

Participant accounts – Each participant's account is credited with the participant's contribution, allocations of the Company's contribution, and investment earnings. Participants may direct the investment of their account balances into investment options offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting – Participants are immediately vested in Company contributions and their contributions plus actual earnings thereon.

Notes receivable to participants – A participant may borrow from their account a minimum of $1,000 and up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Notes receivable are secured by the balance of the participant's account and bear fixed, reasonable rates of interest, as determined by the plan administrator. The maximum note receivable term is five years unless the note receivable term qualifies as a home loan. Principal and interest are paid ratably through payroll deductions. A participant may have two outstanding notes receivable at a time. As of December 31, 2010, the rates of interest on outstanding notes receivable ranged from 4.25% to 5.5%, with various maturities through October 2015.

Payment of benefits – On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the participant's account balance, or a direct rollover into an IRA or other eligible retirement plan. The Plan permits hardship distributions if a participant meets certain criteria, as defined in the plan document.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Use of estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions that may affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Recent accounting pronouncements – In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820) – Improving Disclosures about Fair Value Measurements*. The new guidance requires additional disclosures about transfers between levels within the fair value hierarchy and clarifies existing disclosure requirements regarding classes of assets and liabilities measured at fair value. The new guidance requires the Plan to: (a) disclose separately the amounts of significant transfers into and out of each level of the fair value hierarchy and describe the reasons for those transfers; (b) disclose the Plan's policy for determining when transfers between levels of the fair value hierarchy are recognized, and (c) present information about purchases, sales, issuances, and settlements on a gross basis in the reconciliation of the beginning and ending balance of Level 3 fair value measurements. The new guidance is effective for reporting periods beginning after December 15, 2009, except for the Level 3 reconciliation disclosures, which are effective for reporting periods beginning after December 15, 2010. The Plan adopted this guidance on January 1, 2010 (See Note 4).

In September 2010, the FASB issued ASU 2010-25, *Plan Accounting-Defined Contribution Pension Plans,* which amends existing guidance by requiring participant loans to be classified as notes receivable from participants, segregated from plan investments, and measured at their unpaid principal balance plus any accrued but unpaid interest. The amendments to the Accounting Standards Codification (ASC) included in ASU 2010-25 are effective for fiscal years ending after December 15, 2010. The Plan has adopted this guidance effective December 31, 2010.

Investment valuation – Investments are reported at fair value, as certified by the Plan's custodian, Fidelity Management Trust Company.

Income recognition – Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. The net appreciation in fair value of participant-directed investments consists of both the realized gains or losses and unrealized appreciation or depreciation of those investments.

Payment of benefits – Benefits are recorded when paid.

Expenses – Administrative expenses are paid by the Company. Certain transaction fees are paid by the Plan.

Subsequent events – Subsequent events are events or transactions that occur after the statement of net assets available for benefits date but before financial statements are available to be issued. The Plan recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statement of net assets available for benefits, including the estimates inherent in the process of preparing the financial statements. The Plan's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statement of net assets available for benefits but arose after the statement of net assets available for benefits date and before financial statements are available to be issued.

The Plan has evaluated subsequent events through October 14, 2011, which is the date the financial statements were available to be issued.

NOTE 3 – INVESTMENTS

Investments representing 5% or more of net assets available for benefits consisted of the following as of December 31:

	2010	2009 (Unaudited)
Fidelity Advisor Freedom 2020 Class A	$ 2,183,200	$ -
Fidelity Advisor Freedom 2025 Class A	1,162,041	-
Fidelity Advisor Freedom 2015 Class A	777,237	-
Fidelity Advisor Freedom 2030 Class A	510,086	-
Wells Fargo Adv Total Return Bond	-	21,651
Van Kampen Comstock Fund A	-	24,220
Wells Fargo Advantage Capital Growth	-	45,098
MFS Research International R3	-	27,164
Wells Fargo Advangage Dow Jones Target 2020	-	68,092

NOTE 4 – FAIR VALUE MEASUREMENTS

Fair value is defined as the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Investments are classified based on an established fair value hierarchy that prioritizes the inputs to valuation techniques used in arriving at fair value. The measurement of an asset's or liability's fair value within the fair value hierarchy requires the maximum use of observable inputs and minimizes the use of unobservable inputs, and is based on the lowest level of any input that is significant to the fair value measurement.

Methods in arriving at fair value 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 used 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.

The three levels of inputs used to establish fair value are as follows:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Quoted prices in markets that are not considered to be active or financial instruments without quoted market prices, but for which all significant inputs are observable, either directly or indirectly.

Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following sets forth, by level within the fair value hierarchy, the Plan's investment assets at fair value at December 31:

	2010			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies				
Cash equivalents	$ 140,679	$ -	$ -	$ 140,679
Blended Other	5,471,688	-	-	5,471,688
Mid/Large Cap	964,019	-	-	964,019
Bond Fund	966,418	-	-	966,418
Mid Cap	489,227	-	-	489,227
International	613,112	-	-	613,112
Large Cap	475,623	-	-	475,623
Small Cap	31,337	-	-	31,337
Real Estate	8,951	-	-	8,951
	$ 9,161,054	$ -	$ -	$ 9,161,054

	2009 (Unaudited)			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies				
Fixed Account	$ -	$ -	$ 228	$ 228
Growth Fund	46,430	-	-	46,430
Large Value	24,220	-	-	24,220
Large Cap Blended	73,265	-	-	73,265
Mid Cap Blend	597	-	-	597
Bond Fund	21,651	-	-	21,651
International	27,164	-	-	27,164
	$ 193,327	$ -	$ 228	$ 193,555

NOTE 5 – TAX STATUS

The Plan is a volume submitter profit sharing plan that received a favorable opinion letter from the Internal Revenue Service (IRS) on March 31, 2008, which stated that the Plan, as then designed, was in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the opinion letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset), if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 6 – RISKS AND UNCERTAINTIES

Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risks. It is reasonably possible that given the level of risk associated with investment securities, changes in the near term could materially affect a participant's account balance and the amounts reported in the financial statements.

NOTE 7 – INFORMATION CERTIFIED BY THE CUSTODIANS

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

Accordingly, Fidelity Management Trust Company has certified to the completeness and accuracy of:

- participant-directed investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2010;
- net appreciation in fair value of participant-directed investments, interest and dividends, and interest income on notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits for the period from February 8, 2010 to December 31, 2010; and
- investments reflected on the supplemental schedule of assets (held at end of year).

Wells Fargo Business Retirement Solutions has certified to the completeness and accuracy of:

- net appreciation in fair value of participant-directed investments, interest and dividends, and interest income on notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits for the period from January 1, 2010 to February 8, 2010.

NOTE 8 – PARTY-IN-INTEREST TRANSACTIONS

Plan investments include shares of registered investment companies managed by Fidelity Management Trust Company, the custodian of the Plan. Therefore, transactions with this entity qualify as exempt party-in-interest transactions.

NOTE 9 – PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right to terminate the Plan and discontinue its contributions at any time. If the Plan is terminated, amounts allocated to a participant's account become fully vested.

NOTE 10 – RECONCILIATION TO FORM 5500

The following is a reconciliation of change in net assets per the financial statements for the year ended December 31, 2010, to the Form 5500:

Net assets available for benefits, per the financial statements	$	9,252,017
Less receivable from other plan		(28,200)
Less participant contributions receivable		(838)
Net assets available for benefits, per the Form 5500	$	9,222,979

Change in net assets, per the financial statements	$	9,058,462
Less transfers from other plan		(28,200)
Less participant contributions receivable		(838)
Change in net assets, per the Form 5500	$	9,029,424

NOTE 11 – LATE CONTRIBUTIONS

Certain employee deferrals and loan repayments were not remitted to the Plan within the time period required by the Department of Labor (DOL). The Company plans to correct the non-exempt prohibited transactions through the DOL's Voluntary Fiduciary Correction Program (VFCP). Management has determined that lost earnings are not material to the plan; however, no amounts have yet been contributed to participant accounts.

NOTE 12 – PLAN MERGER

On February 1, 2010, the Plan changed its name from Foley Estates 401(k) Plan to Foley Family Wines 401(k) Plan and merged with three other plans that were all administered by the Company. All assets of Firestone Vineyard, LP 401(k) Profit Sharing Plan and Kuleto Estate 401(k) Plan transferred to the Plan, and those plans subsequently terminated. Assets related to non-union employees in Sebastiani Vineyards, Inc. Tax Sheltered Retirement Savings 401(k) Plan, were transferred to the Plan, and that plan remains in effect for union employees of the Company.

Transfers in from other plans consisted of the following for the year ended December 31, 2010:

Sebastiani Vineyards, Inc. Tax Sheltered Retirement Savings 401(k) Plan	$	9,068,360
Firestone Vineyard, LP 401(k) Profit Sharing Plan		185,121
Kuleto Estate 401(k) Plan		85,707
Total	$	9,339,188

SUPPLEMENTAL SCHEDULES

REQUIRED BY THE DEPARTMENT OF LABOR

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FOLEY FAMILY WINES 401(k) PLAN
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2010

Plan sponsor: Foley Family Wines, Inc.
Employer identification number: 26-0823176
Plan number: 001
Schedule H, Line 4(i)

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Fidelity Advisor Freedom 2020 Class A	Registered investment company	**	$ 2,183,200
*	Fidelity Advisor Freedom 2025 Class A	Registered investment company	**	1,162,041
*	Fidelity Advisor Freedom 2015 Class A	Registered investment company	**	777,237
*	Fidelity Advisor Freedom 2030 Class A	Registered investment company	**	510,086
	Eaton Vance Strategic income Fund Class A	Registered investment company	**	377,816
	BlackRock Global Allocation Fund Class A	Registered investment company	**	333,823
	Goldman Sachs High Yield Fund Class A	Registered investment company	**	298,403
*	Fidelity Advisor Freedom 2005 Class A	Registered investment company	**	297,578
	Eaton Vance Atlanta Capital SMID-Cap Fund Class A	Registered investment company	**	263,469
	Pioneer Cullen Value Fund Class A	Registered investment company	**	218,598
	Janus Forty Fund Class S	Registered investment company	**	214,114
*	Fidelity Advisor Technology Fund Class A	Registered investment company	**	201,515
	Perkins Mid Cap Value Fund Class S	Registered investment company	**	192,105
*	Fidelity Advisor Consumer Staples Fund Class A	Registered investment company	**	176,837
	Dreyfus Emerging Markets Fund Class A	Registered investment company	**	175,917
*	Fidelity Advisor Freedom 2040 Class A	Registered investment company	**	172,665
*	Fidelity Advisor Gold Fund Class A	Registered investment company	**	167,871
*	Fidelity Advisor Freedom 2035 Class A	Registered investment company	**	148,105
	Goldman Sachs Short Duration Govt Fund Class A	Registered investment company	**	146,012
*	Fidelity Cash Management Prime Fund	Money market	**	140,679
*	Fidelity Advisor Freedom 2010 Class A	Registered investment company	**	111,453
*	Fidelity Advisor Telecommunications Fund Class A	Registered investment company	**	105,875
	Janus Overseas Fund S	Registered investment company	**	100,804
*	Fidelity Advisor Freedom 2045 Class A	Registered investment company	**	82,488
*	Fidelity Advisor Financial Services Fund Class A	Registered investment company	**	79,190
*	Fidelity Advisor Biotechnology Fund Class A	Registered investment company	**	77,005
*	Fidelity Advisor Materials Fund Class A	Registered investment company	**	52,980
	Dreyfus lnternational Bond Fund Class A	Registered investment company	**	51,283
	Lord Abbett Total Return Fund Class A	Registered investment company	**	50,722
*	Fidelity Advisor Consumer Discretionary Fund Class A	Registered investment company	**	48,235
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*	Fidelity Advisor Health Care Fund Class A	Registered investment company	**	8,670
*	Fidelity Advisor Industrials Fund Class A	Registered investment company	**	5,919
*	Fidelity Advisor Communications Equipment Fund Class	Registered investment company	**	3,507
	MFS® lnternational Value Fund Class R3	Registered investment company	**	2,567

Plan sponsor: Foley Family Wines, Inc.
Employer identification number: 26-0823176
Plan number: 001
Schedule H, Line 4(i)

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Fidelity Advisor Leveraged Company Stock Fund Class A	Registered investment company	**	533
*	Fidelity Advisor Freedom Income Fund Class A	Registered investment company	**	405
	American Century Diversified Bond Fund Class A	Registered investment company	**	105
*	Loans to participants	Interest rates range from 4.25% to 5.5%; maturing through October 2015		61,925
				$ 9,222,979

* Indicates party-in-interest
** Information not required as investments are participant-directed

FOLEY FAMILY WINES 401(K) PLAN
SCHEDULE H, LINE 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
December 31, 2010

Plan sponsor: Foley Family Wines, LLC
Employer identification number: 26-0823176
Plan number: 001
Schedule H, Line 4(a)

	Total that Constitute Nonexempt Prohibited Transactions at December 31, 2010			
	Contributions Not Corrected	**Contributions Corrected Outside VFCP**	**Contributions Pending Correction in VFCP**	**Total Fully Corrected Under VFCP and PTE 2002-51**
Participant loan repayments transferred late to Plan	$ 5	$ -	$ 5	$ -