

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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>NATIONAL DISTRIBUTING COMPANY INC PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>06/01/1976</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>06/01/1976</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>06/01/1976</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>NATIONAL DISTRIBUTING COMPANY INC</u> <u>ONE NATIONAL DRIVE, SW</u> <u>ATLANTA, GA 30336</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>58-0516238</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>404-696-9440</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>424800</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>58-0516238</u>	2c Sponsor's telephone number <u>404-696-9440</u>	2d Business code (see instructions) <u>424800</u>	
2b Employer Identification Number (EIN) <u>58-0516238</u>					
2c Sponsor's telephone number <u>404-696-9440</u>					
2d Business code (see instructions) <u>424800</u>					

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.	10/10/2012	JAY DAVIS
	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

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") NATIONAL DISTRIBUTING COMPANY INC ONE NATIONAL DRIVE, SW ATLANTA, GA 30336	3b Administrator's EIN 58-0516238 3c Administrator's telephone number 404-696-9440
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	1799
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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	792
b Retired or separated participants receiving benefits.....	6b	309
c Other retired or separated participants entitled to future benefits.....	6c	594
d Subtotal. Add lines 6a , 6b , and 6c	6d	1695
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	75
f Total. Add lines 6d and 6e	6f	1770
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
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	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1A 1G 1I 3H

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

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

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

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)

(2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

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

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>	
2 Assets:	
a Market value	2a <u>62032378</u>
b Actuarial value	2b <u>57916972</u>
3 Funding target/participant count breakdown:	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>347</u> <u>27003436</u>
b For terminated vested participants	3b <u>616</u> <u>13522916</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>212036</u>
(2) Vested benefits	3c(2) <u>31654104</u>
(3) Total active	3c(3) <u>836</u> <u>31866140</u>
d Total	3d <u>1799</u> <u>72392492</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.31 %</u>
6 Target normal cost	6 <u>350000</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>09/28/2012</u>
Signature of actuary	Date
<u>PAUL W. FOLEY, A.S.A., E.A.</u>	<u>11-05775</u>
Type or print name of actuary	Most recent enrollment number
<u>DIVERSIFIED</u>	<u>508-903-6016</u>
Firm name	Telephone number (including area code)
<u>24 PRIME PARK WAY, SUITE 400</u> <u>NATICK, MA 01760</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2011
v.012611

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	2876342
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	95820
9	Amount remaining (line 7 minus line 8)	0	2780522
10	Interest on line 9 using prior year's actual return of <u>12.50</u> %	0	347565
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		2030405
b	Interest on (a) using prior year's effective rate of <u>6.70</u> % except as otherwise provided (see instructions)		141595
c	Total available at beginning of current plan year to add to prefunding balance.....		2172000
d	Portion of (c) to be added to prefunding balance.....		2172000
12	Other reductions in balances due to elections or deemed elections	0	5297109
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	2978

Part III		Funding percentages	
14	Funding target attainment percentage.....	14	80.00 %
15	Adjusted funding target attainment percentage.....	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	80.00 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV		Contributions and liquidity shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2011	642000		07/03/2012	380000	
07/11/2011	642000				
10/11/2011	642000				
01/11/2012	642000				
03/07/2012	2035000				
04/12/2012	380000				
			Totals ▶	18(b)	5363000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 5059249
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No	
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 3.78%	2nd segment: 6.31%	3rd segment: 6.57%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6)	31a	350000										
b Excess assets, if applicable, but not greater than 31a	31b	0										
32 Amortization installments:	<table border="1"> <tr> <td></td> <td>Outstanding Balance</td> <td>Installment</td> </tr> <tr> <td>a Net shortfall amortization installment</td> <td>14478498</td> <td>2594757</td> </tr> <tr> <td>b Waiver amortization installment</td> <td></td> <td></td> </tr> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment	14478498	2594757	b Waiver amortization installment		
	Outstanding Balance	Installment										
a Net shortfall amortization installment	14478498	2594757										
b Waiver amortization installment												
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33											
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	2944757										
	Carryover balance	Prefunding balance	Total balance									
35 Balances elected for use to offset funding requirement.....	0	0	0									
36 Additional cash requirement (line 34 minus line 35)	36	2944757										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	5059249										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	2114492										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0										
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years.....	40	0										

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
WELLS FARGO BANK NA 464 CALIFORNIA STREET
SAN FRANCISCO, CA 94104-1204

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
DIVERSIFIED RETIREMENT CORPORATION

13-3689044

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

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

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

AON CONSULTING

3565 PIEDMONT ROAD
BLDG 1 SUITE 600
ATLANTA, GA 30305

(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?
70 50 11	ACTUARY	83298	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CRAWFORD INVESTMENT COUNSEL, INC.

600 GALLERIA PARKWAY
SUITE 1650
ATLANTA, GA 30339

(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?
51	INVESTMENT MANAGER	67002	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WILMINGTON TRUST CO

3280 PEACHTREE ROAD NE
27TH FLOOR
ATLANTA, GA 30305

(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?
51	INVESTMENT MANAGER	59383	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

MARVIN & PALMER ASSOCIATES, INC.

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

(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?
51	INVESTMENT MANAGER	33045	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WHITE HORSE ADVISORS, LLC

6151 POWERS FERRY ROAD
SUITE 400
ATLANTA, GA 30339

(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?
51	INVESTMENT MANAGER	40636	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WELLS FARGO BANK NA

464 CALIFORNIA STREET
SAN FRANCISCO, CA 94104-1204

(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?
49 50 26 11	RECORDKEEPER	56873	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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)

MANUFACTURERS AND TRADERS TRUST CO

1 M AND T PLAZA
BUFFALO, NY 14203

(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?
51	INVESTMENT MANAGER	27575	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DIVERSIFIED RETIREMENT CORPORATION

13-3689044

(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?
11 12 15 28 38 50 59 61 62 63 64	RECORDKEEPER	59468	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

NATIONAL FINANCIAL SERVICES

04-3523567

(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?
33	SECURITIES BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	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
DIVERSIFIED RETIREMENT CORPORATION	11 12 15 28 38 50 59 61 62 63 64	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.
RIDGE WORTH 3333 PIEDMONT ROAD SUITE 1500 ATLANTA, GA 30305	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	11 12 15 28 38 50 59 61 62 63 64	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.
THORNBURG 2300 NORTH RIDGETOP ROAD SANTA FE, NM 87506	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED RETIREMENT CORPORATION	11 12 15 28 38 50 59 61 62 63 64	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.
WELLS FARGO 30 DAN ROAD CANTON, MA 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

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
NATIONAL FINANCIAL SERVICES	33	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 30 DAN ROAD CANTON, MA 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	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.
OPPENHEIMER TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET NEW YORK, NY 10281	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	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 30 DAN ROAD CANTON, MA 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

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
NATIONAL FINANCIAL SERVICES	33	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.
RIDGE WORTH 3333 PIEDMONT ROAD SUITE 1500 ATLANTA, GA 30305	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	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.
THORNBURG 2300 NORTH RIDGETOP ROAD SANTA FE, NM 87506	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	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.
WELLS FARGO 30 DAN ROAD CANTON, MA 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

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

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

a Name: JEFFREY S. PACIERO	b EIN: 22-2232264
c Position: ACTUARY	
d Address: 3565 PIEDMONT RD, NE. BUILDING ONE, SUITE 600 ATLANTA, GA 30305	e Telephone: 404-264-3084

Explanation: CHANGE IN ACTUARIAL SERVICES PROVIDER.

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="font-size: 24pt; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>NATIONAL DISTRIBUTING COMPANY INC PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NATIONAL DISTRIBUTING COMPANY INC</u>	D Employer Identification Number (EIN) <u>58-0516238</u>	

Part I	Asset and Liability Statement
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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)	4860000	3437000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	28141	2
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2351552	
(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)	28063239	0
(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)		
(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)	26787841	57464669
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	62090773	60901671

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 through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	62090773	60901671
---	-----------	----------	----------

Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	5363000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5363000

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	251	
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		251
(2) Dividends: (A) Preferred stock	2b(2)(A)	407160	
(B) Common stock	2b(2)(B)	702752	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1109912
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	98708746	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	100325179	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-1616433

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-719083	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-719083
(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)		-1920283
c Other income.....	2c		-3436
d Total income. Add all income amounts in column (b) and enter total.....	2d		2213928

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2975750	
(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)		2975750
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)	58468	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	310939	
(4) Other	2i(4)	57873	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		427280
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3403030

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-1189102
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(2) EIN: 58-2407872

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
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.).....		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.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	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?		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?		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?		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.).....	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.).....	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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

Part I	Distributions
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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
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): <u>58-6261231</u>	
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 <u>8</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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 (include any prior year accumulated funding deficiency not waived)	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 or other authority 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
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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. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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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): _____

- 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: 78.1% Investment-Grade Debt: 17.1% High-Yield Debt: _____% Real Estate: _____% Other: 4.8%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

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

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2011 AND 2010

NATIONAL DISTRIBUTING COMPANY, INC.
PENSION PLAN
YEARS ENDED DECEMBER 31, 2011 AND 2010

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INDEPENDENT AUDITORS' REPORT

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

We were engaged to audit the accompanying financial statements of National Distributing Company, Inc. Pension Plan as of December 31, 2011 and 2010, and for the years then ended and the 2011 supplemental schedules as listed in the accompanying Table of Contents. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 4, which was certified by State Street Bank and Trust Company, Wells Fargo Bank, N.A. and Wachovia Bank, N.A., the trustees of the Plan, except for comparing such information with the related information included in the 2011 and 2010 financial statements and supplemental schedules. We have been informed by the Plan administrator that Wachovia Bank, N.A. held the Plan's investments assets and executed investments transactions from January 1, 2010 to March 19, 2010 and that Wells Fargo Bank, N.A., held the Plan's investment assets and executed investment transactions from March 20, 2010 to December 14, 2011 and that State Street Bank and Trust Company held the Plan's investment assets and executed investment transactions as of December 15, 2011 and for the period December 15, 2011 to December 31, 2011. The Plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan administrator by the trustees is complete and accurate.

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

Robinson, Rabinowitz & Bernstein, P.C.

September 27, 2012

NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2011 AND 2010

	ASSETS	
	<u>2011</u>	<u>2010</u>
Investments, at fair value:		
Money Market Funds	\$ 758,489	\$ 2,351,552
Common stocks		28,063,239
Registered investment companies	<u>56,706,180</u>	<u>26,787,841</u>
	57,464,669	57,202,632
Employer contribution receivable	3,437,000	4,860,000
Accrued income	<u>2</u>	<u>28,141</u>
Total assets	<u>60,901,671</u>	<u>62,090,773</u>
Net assets available for benefits	<u>\$ 60,901,671</u>	<u>\$ 62,090,773</u>

See notes to financial statements.

NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2011 AND 2010

	<u>2011</u>	<u>2010</u>
Additions to net assets attributed to:		
Interest and dividend investment income	\$ 1,110,163	\$ 401,514
Net appreciation (depreciation) in fair value of investments	(3,760,478)	6,331,056
Contribution	5,363,000	4,860,000
Other	(3,435)	19,396
Total additions	<u>2,709,250</u>	<u>11,611,966</u>
Deductions from net assets attributed to:		
Benefits paid directly to participants	(2,975,751)	(3,089,659)
Administrative expenses	(427,280)	(576,523)
Total deductions	(<u>3,403,031</u>)	(<u>3,666,182</u>)
Net increase (decrease)	(693,781)	7,945,784
Transfers from the plan	(<u>495,321</u>)	<u> </u>
Net increase (decrease)	(1,189,102)	7,945,784
Net assets available for benefits, beginning of year	<u>62,090,773</u>	<u>54,144,989</u>
Net assets available for benefits, end of year	<u>\$ 60,901,671</u>	<u>\$ 62,090,773</u>

See notes to financial statements.

NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

1. PLAN DESCRIPTION:

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

General:

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

As of December 31, 2006, all benefits under the Plan were frozen. The normal retirement benefit as of December 31, 2006 remained fixed.

Pension Benefits:

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

If the participant has 10 years of Vesting Service at exit, the benefit can be paid as early as age 55, with a benefit based on the frozen accrued normal retirement benefit.

In 2007, as a result of the Plan being frozen, all active participants became fully vested in their frozen accrued normal retirement benefit calculated as of December 31, 2006. If a participant had not attained the service requirement eligibility for early retirement, then they would not be vested in the full early retirement benefit until the early retirement eligibility service requirement is met. Accordingly, certain amounts of the accumulated benefit obligation would reflect these as non-vested.

NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2011 AND 2010

1. PLAN DESCRIPTIONS (CONTINUED):

Death and Disability Benefits:

Death benefits are provided to participant's designated beneficiaries upon death of a participant in accordance with plan provisions which may vary depending upon if death is prior to participant's retirement or after termination of employment and before pension payments commence. Forms of death benefit payments and amounts may vary dependent upon plan provisions. Amounts of death benefits may vary according to certain conditions noted above but will be based on frozen accrued benefit calculated as of December 31, 2006.

Participants whose employment is terminated on account of Disability before death or retirement are eligible for a disability retirement pension. Payment of disability retirement pension shall commence as of the participants normal retirement date, subject to early retirement eligibility and reduced benefit. Accrued benefits for purposes of disability payment will be based on frozen benefit calculated as of December 31, 2006

Funding Policy:

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

The Plan has complied with the minimum funding requirements of ERISA. Effective January 1, 1995, employee contributions were discontinued. Accumulated employee contributions as of December 31, 2011 and 2010 approximated \$1,120,413 and \$1,133,549, respectively. Interest has been credited thereon at an interest rate of 2.34% in 2011 and 2.95 % in 2010, compounded annually. The accumulated contributions, including cumulative interest credited thereon, approximated \$2,112,052 and \$2,185,821 at December 31, 2011 and 2010, respectively.

Plan Termination:

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

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

NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2011 AND 2010

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Presentation:

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

Valuation of Investments:

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

Actuarial Present Value of Accumulated Plan Benefits:

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

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

Benefits Paid:

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

Administrative Expenses:

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

Use of Estimates:

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

NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2011 AND 2010

3. ACCUMULATED PLAN BENEFITS:

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

Actuarial Present Value of Accumulated Plan Benefits at the beginning of the years is comprised of the following:

	January 1	
	2011	2010
Vested Benefits:		
Participants currently receiving payments	\$ 23,541,294	\$ 23,900,610
Other participants	35,742,872	32,914,652
Total	59,284,166	56,815,262
Non-Vested Benefits	290,209	282,499
Present Value of Accumulated Plan Benefits	59,574,375	57,097,761
Net Assets Available for Benefits as of the		
Valuation Date	62,090,773	54,144,989
Overfunded (Unfunded) Present Value of		
Accumulated Plan Benefits	\$ 2,516,398	(\$ 2,952,772)

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

	January 1	
	2011	2010
Present Value of Accumulated Plan Benefits		
for the prior year	\$ 57,097,761	\$ 52,518,828
Increases (Decreases) Attributable to:		
Benefits accumulated	139,104	3,671,740
Benefits paid	(3,109,810)	(3,169,954)
Interest	4,445,822	4,077,147
Assumption changes	1,001,498	
Total increases, net	2,476,614	4,578,933
Present Value of Accumulated Plan Benefits	\$ 59,574,375	\$ 57,097,761

NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2011 AND 2010

3. ACCUMULATED PLAN BENEFITS (CONTINUED):

Significant underlying assumptions of the actuarial computations are as follows:

	As of January 1,	
	2011	2010
Mortality Basis	RP2000 mortality table	RP2000 mortality table
Assumed rate of return on investments	8.00%	8.00%
Retirement Age	Graduated table of ages between 55 and 65	Graduated table of ages between 55 and 65

The following actuarial method and assumption changes were reflected in this valuation:

- Interest rates used to value liabilities under PPA declined during 2010. The Target Liability effective interest rate declined from 6.70% as of January 1, 2010 to 6.31% as of January 1, 2011.
- As required by PPA, the mortality table was updated. This change had a minimal effect on Plan costs.
- The assumed administrative expenses included in the Target Normal Cost were reduced.

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

4. INVESTMENTS:

The Plan's investments were held by State Street Bank and Trust Company from December 15, 2011 to December 31, 2011 and by Wells Fargo Bank, N.A. from March 20, 2010 to December 14, 2011 and Wachovia Bank, N.A. from January 1, 2010 to March 19, 2010. All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2011 and 2010, and net appreciation (depreciation) in fair value of investments, interest and dividends for the years then ended, were obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by State Street Bank and Trust Company and by Wells Fargo Bank, N.A. and Wachovia Bank, N.A., the trustees for the Plan.

NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2011 AND 2010

4. INVESTMENTS (CONTINUED):

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

	2011	2010
PIMCO Total Return	\$ 11,325,143	\$ 9,820,221
Crawford Dividend Growth I	11,456,631	*
Pioneer Bond	11,077,904	*
Wells Fargo Advantage Growth I	7,277,585	*
Thornburg International Value R5	5,468,566	*
Ridge Worth Small Cap Value Equity I	4,653,787	*
Wells Fargo Adv Small Cap Value Fund	*	4,036,141
Value Line Emerging Opportunities	*	3,715,031
Artio International Equity Fund	*	8,865,177

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

During the years ended December 31, 2011 and 2010, the Plan's investments (including investments bought, sold, as well as held during the year) appreciated (depreciated) in fair value as follows:

	2011	2010
Common stocks	(\$ 1,698,373)	\$ 3,771,007
Registered investment companies	(2,062,105)	2,560,049
	(\$ 3,760,478)	\$ 6,331,056

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

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

5. FAIR VALUE MEASUREMENTS:

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

NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2011 AND 2010

5. FAIR MARKET MEASUREMENTS (CONTINUED):

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis.

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

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

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

NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2011 AND 2010

5. FAIR MARKET MEASUREMENTS (CONTINUED):

	<i>Assets at Fair Value as of December 31, 2011</i>		
	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Mutual funds:			
Bond funds	\$ 22,403,047		\$ 22,403,047
Growth funds	31,549,964		31,549,964
Diversified funds	2,753,169		2,753,169
Money market fund	758,489		758,489
Total assets at fair value	<u>\$ 57,464,669</u>	<u>\$</u>	<u>\$ 57,464,669</u>

	<i>Assets at Fair Value as of December 31, 2010</i>		
	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Mutual funds:			
Bond funds	\$ 9,820,221		\$ 9,820,221
Growth funds	16,616,349		16,616,349
Diversified funds	351,271		351,271
Common stocks:			
Consumer discretionary	4,866,296		4,866,296
Consumer staples	1,289,871		1,289,871
Energy	3,804,454		3,804,454
Financial	2,719,954		2,719,954
Health care	2,359,523		2,359,523
Industrials	4,645,418		4,645,418
Information technology	6,534,423		6,534,423
Materials	1,489,271		1,489,271
Telecommunications	354,029		354,029
Money market fund	2,351,552		2,351,552
Total assets at fair value	<u>\$ 57,202,632</u>	<u>\$</u>	<u>\$ 57,202,632</u>

6. INCOME TAX STATUS:

The Plan obtained its latest determination letter on July 30, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. No provision for income taxes has been included in the Plan's financial statements. The Plan has open tax years 2008-2011.

NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2011 AND 2010

7. RISKS AND UNCERTAINTIES:

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

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

8. SUBSEQUENT EVENTS:

The Plan has considered subsequent events through September 27, 2012, the date which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

EIN: 58-0516238 PLAN NUMBER: 002

SCHEDULE H, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2011

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
	Registered Investment Companies			
	Crawford	Crawford Dividend Growth I 1,096,328 shares	\$ 11,074,737	\$ 11,456,631
	PIMCO	PIMCO Total Return Instl 1,041,871 shares	11,335,482	11,325,143
	Pioneer	Pioneer Bond Y 1,172,265 shares	11,101,173	11,077,904
	Wells Fargo	Wells Fargo Advantage Growth I 197,976 shares	7,085,532	7,277,585
	Thornburg	Thornburg Int'l Value R5 222,843 shares	5,337,179	5,468,566
	RidgeWorth	RidgeWorth Small Cap Value Equity I 375,912 shares	4,710,097	4,653,787
	MFS	MFS Int'l New Discovery R4 138,691 shares	2,606,014	2,693,395
	Oppenheimer	Oppenheimer Developing Markets Y 91,902 shares	2,594,385	2,662,403
	Vanguard	Vanguard Prime Money Market Fund 758,489 shares	758,489	758,489
	Gleacher Diversified Strategies Fund	Diversified Fund shares	<u>105,147</u>	<u>90,766</u>
	Total Investments		<u><u>\$ 56,708,235</u></u>	<u><u>\$ 57,464,669</u></u>

NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

EIN: 58-0516238 PLAN NUMBER: 002

SCHEDULE H, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS

DECEMBER 31, 2011

a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Category (iii) – Series of transactions in excess of 5% of Plan assets.						
State Street Bank & Trust Company	Pimco Total Return	\$ 11,335,482		\$ 11,335,482	\$ 11,335,482	
State Street Bank & Trust Company	Crawford Dividend Growth I	11,074,737		11,074,737	11,074,737	
State Street Bank & Trust Company	Pioneer Bond Y	11,101,173		11,101,173	11,101,173	
State Street Bank & Trust Company	Wells Fargo Advantage Growth I	7,085,532		7,085,532	7,085,532	
State Street Bank & Trust Company	Thornburg International Value R5	5,337,179		5,337,179	5,337,179	
State Street Bank & Trust Company	RidgeWorth Small Cap Value Equity I	4,710,097		4,710,097	4,710,097	
Wells Fargo Bank N.A.	Wells Fargo Adv Small Cap Value Fund		3,858,506	4,876,518	3,858,506	(1,018,012)
Wells Fargo Bank N.A.	Value Line Emerging Opportunities		3,991,540	3,926,210	3,991,540	65,329
Wells Fargo Bank N.A.	Artio International Equity Fund		7,786,226	10,178,758	7,786,226	(2,392,531)

NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

EIN: 58-0516238 PLAN NUMBER: 002

SCHEDULE H, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS (CONTINUED)

DECEMBER 31, 2011

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Wells Fargo Bank N.A.	WF Adv MM Svc #3656	\$ 15,646,272		\$ 15,646,272	\$ 15,646,272	
Wells Fargo Bank N.A.	WF Adv MM Svc #3656		15,600,000	15,600,000	15,600,000	
Wells Fargo Bank N.A.	WF Adv MM Svc #3656	15,787,839		15,787,839	15,787,839	
Wells Fargo Bank N.A.	WF Adv MM Svc #3656		15,700,000	15,700,000	15,700,000	
Wells Fargo Bank N.A.	WF Adv MM Svc #3656	4,003,505		4,003,505	4,003,505	
Wells Fargo Bank N.A.	WF Adv MM Svc #3656		3,498,063	3,498,063	3,498,063	
Wells Fargo Bank N.A.	WF Adv MM Svc #3656	14,597,599		14,597,599	14,597,599	
Wells Fargo Bank N.A.	WF Adv MM Svc #3656		15,787,839	15,787,839	15,787,839	

NATIONAL DISTRIBUTING COMPANY, INC. PENSION PLAN

EIN: 58-0516238 PLAN NUMBER: 002

SCHEDULE H, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS (CONTINUED)

DECEMBER 31, 2011

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Category (i) – Single transactions in excess of 5% of Plan assets.						
Wells Fargo Bank N.A.	Pioneer Bond Fund	\$ 9,000,000		\$ 9,000,000	\$ 9,000,000	
Wells Fargo Bank N.A.	RidgeWorth Small Cap Value Equity	4,500,000		4,500,000	4,500,000	
Wells Fargo Bank N.A.	Thornburg International Value Fund	5,600,000		5,600,000	5,600,000	
Wells Fargo Bank N.A.	Crawford Dividend Growth		4,000,000	4,000,000	4,000,000	
Wells Fargo Bank N.A.	WF Adv Growth Fund	6,700,000		6,700,000	6,700,000	

**Attachment to 2011 Form 5500 Schedule SB,
Line 26 – Schedule of Active Participant Data**

**Plan Name: National Distributing Company Inc Pension Plan
Plan Sponsor: National Distributing Company Inc**

**E.I.N.: 58-0516238 Plan No.: 002
Plan Year: January 1, 2011 to December 31, 2011**

..... Completed Years of Credited Service											
<u>Age</u>	0 to <u>1</u>	1 to <u>4</u>	5 to <u>9</u>	10 to <u>14</u>	15 to <u>19</u>	20 to <u>24</u>	25 to <u>29</u>	30 to <u>34</u>	35 to <u>39</u>	40 ±	<u>Total</u>
0 – 24	0	0	0	0	0	0	0	0	0	0	0
25 – 29	0	0	0	0	0	0	0	0	0	0	0
30 – 34	0	7	18	0	0	0	0	0	0	0	25
35 – 39	0	14	51	17	0	0	0	0	0	0	82
40 – 44	0	27	56	27	4	1	0	0	0	0	115
45 – 49	0	27	55	46	34	14	0	0	0	0	176
50 – 54	0	31	42	34	33	22	8	0	0	0	170
55 – 59	0	33	34	31	35	16	10	5	0	0	164
60 – 64	0	24	17	9	15	10	5	5	3	0	88
65 – 69	0	5	4	2	1	1	0	1	2	0	16
70 & Up	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Totals	0	168	277	166	122	64	23	11	5	0	836

**Attachment to 2011 Form 5500 Schedule SB,
Part V – Statement of Actuarial Assumptions/Methods**

**Plan Name: National Distributing Company Inc Pension Plan
Plan Sponsor: National Distributing Company Inc**

**E.I.N.: 58-0516238 Plan No.: 002
Plan Year: January 1, 2011 to December 31, 2011**

A ACTUARIAL COST METHOD

The actuarial cost method used to determine the target normal cost, target liability and required contribution amounts for the plan is the Traditional Unit Credit Actuarial Cost Method. Under this method, both the target normal cost and target liability are based on the annual accrual of benefits as accruals occur each year.

The target liability for each active plan participant is equal to the actuarial present value of the participant's accrued benefit as of the valuation date. The total target liability of the plan is equal to the sum of such liabilities as determined for each active participant plus the actuarial present value of benefits being paid, or due to be paid, to retirees, beneficiaries and former participants with deferred vested benefits.

The target normal cost for each active participant is equal to the actuarial present value of the benefit expected to be earned during the year starting on the valuation date. The total target normal cost of the plan is the sum of the target normal costs for each active plan participant.

All employees who are plan participants on a valuation date are included in the actuarial valuation.

B ASSET VALUATION METHOD

The actuarial value of assets is equal to the market value of assets on the valuation date reduced by the sum of:

1. 66.67% of gains and losses of the prior year;
2. 33.33% of gains and losses of the second prior year.

Investment gains and losses are determined by the excess or deficiency of the expected return (at the valuation interest rate) over the actual return on the market value (including employer contributions receivable for any given year).

The actuarial valuation of assets is further constrained to be not less than 90% or more than 110% of market value (including employer contributions receivable).

**Attachment to 2011 Form 5500 Schedule SB,
Part V – Statement of Actuarial Assumptions/Methods**

**Plan Name: National Distributing Company Inc Pension Plan
Plan Sponsor: National Distributing Company Inc**

**E.I.N.: 58-0516238 Plan No.: 002
Plan Year: January 1, 2011 to December 31, 2011**

C ACTUARIAL ASSUMPTIONS

Target Liability Interest Rates

Three segment rates for the month of September preceding the valuation date:

First Segment Rate	3.78%
Second Segment Rate	6.31%
Third Segment Rate	6.57%

(previously, the September 2009 segment rates were used, equivalent to a single effective rate of 6.70%.)

ASC960-20 Interest Rate

8.00% (unchanged).

Pre- and Post-Retirement Mortality

Static mortality table in accordance with IRS Regulation 1.430(h) (3)-1 updated for 2011 (previously, the 2010 static mortality table).

IRC Maximum Benefit and
Compensation Limitations

Benefit Limit

\$195,000 for 2011 (unchanged).

Compensation Limit

\$245,000 for 2011 (unchanged).

Salary Increases

None.

Social Security Wage Base

None.

Withdrawal Rates

Sample rates as follows:

<u>Age</u>	<u>Rates</u>
25	15.066%
40	10.075%
55	7.251%
65	0.000%

**Attachment to 2011 Form 5500 Schedule SB,
Part V – Statement of Actuarial Assumptions/Methods**

**Plan Name: National Distributing Company Inc Pension Plan
Plan Sponsor: National Distributing Company Inc**

**E.I.N.: 58-0516238 Plan No.: 002
Plan Year: January 1, 2011 to December 31, 2011**

C ACTUARIAL ASSUMPTIONS *(cont'd)*

Retirement Age

Rates as follows:

<u>Age</u>	<u>Rate</u>
55-60	3.0%
61	7.5%
62	20.0%
63	15.0%
64	20.0%
65	100.0%

Incidence of Disability

Sample rates as follows:

<u>Age</u>	<u>Rate</u>
25	0.089%
40	0.191%
55	0.970%
65	0.000%

Form of Payment

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

Marital Assumption

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

Plan Expenses

For 2011, \$350,000 included in target normal cost (previously, \$700,000).

**ATTACHMENT TO THE 2011 SCHEDULE H OF FORM 5500
LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) &
LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS**

Plan Sponsor: National Distributing Company, Inc.

Plan Name: National Distributing Company, Inc. Pension Plan

Plan Year: January 1, 2011 to December 31, 2011

EIN: 58-0516238

Plan No.: 002

Item 4i- Schedule of Assets Held at End of Year

Page 13 of the attached auditor's report of the Plan for the plan year ending December 31, 2011 provides the schedule of assets information.

Item 4j- Schedule of Reportable Transactions

Pages 14-16 of the attached auditor's report of the Plan for the plan year ending December 31, 2011 provides the schedule of reportable transactions.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

A Name of plan NATIONAL DISTRIBUTING COMPANY INC PENSION PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF NATIONAL DISTRIBUTING COMPANY INC	D Employer Identification Number (EIN) 58-0516238	

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B **F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information			
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>		
2	Assets:		
a	Market value.....	2a	62032378
b	Actuarial value.....	2b	57916972
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment.....	3a	27003436
b	For terminated vested participants.....	3b	13522916
c	For active participants:		
	(1) Non-vested benefits.....	3c(1)	212036
	(2) Vested benefits.....	3c(2)	31654104
	(3) Total active.....	3c(3)	31866140
d	Total.....	3d	72392492
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
a	Funding target disregarding prescribed at-risk assumptions.....	4a	
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	
5	Effective interest rate.....	5	6.31 %
6	Target normal cost.....	6	350000

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

SIGN HERE		09/28/2012 Date
	Signature of actuary	
	PAUL W. FOLEY, A.S.A., E.A. Type or print name of actuary	11-05775 Most recent enrollment number
	DIVERSIFIED Firm name	508-903-6016 Telephone number (including area code)
	24 PRIME PARK WAY, SUITE 400 NATICK MA 01760 Address of the firm	

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

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	2876342
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	95820
9 Amount remaining (line 7 minus line 8)	0	2780522
10 Interest on line 9 using prior year's actual return of <u>12.50</u> %	0	347565
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		2030405
b Interest on (a) using prior year's effective rate of <u>6.70</u> % except as otherwise provided (see instructions)		141595
c Total available at beginning of current plan year to add to prefunding balance		2172000
d Portion of (c) to be added to prefunding balance		2172000
12 Other reductions in balances due to elections or deemed elections	0	5297109
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	2978

Part III Funding percentages

14 Funding target attainment percentage	14	80.00 %
15 Adjusted funding target attainment percentage	15	80.00 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.00 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2011	642000		07/03/2012	380000	
07/11/2011	642000				
10/11/2011	642000				
01/11/2012	642000				
03/07/2012	2035000				
04/12/2012	380000				
Totals ▶			18(b)	5363000	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	5059249

20 Quarterly contributions and liquidity shortfalls:

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

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:			
a Segment rates:	1st segment: 3.78 %	2nd segment: 6.31 %	3rd segment: 6.57 %
			☐ N/A, full yield curve used
b Applicable month (enter code)	21b		4
22 Weighted average retirement age	22		63
23 Mortality table(s) (see instructions)	☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute		

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	350000	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	14478498		2594757
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	2944757	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	2944757	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	5059249	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	2114492	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Schedule C, Line 2(h) Formula Descriptions

National Distributing Company, Inc. Pension Plan

EIN No.: 58-0516238, Plan No. 002

Plan Year Ending: 12/31/2011

Indirect Compensation in the form of revenue sharing was paid to the following Service Providers:

DIVERSIFIED RETIREMENT CORPORATION	13-3689044
NATIONAL FINANCIAL SERVICES	04-3523567

Revenue amounts are shown in annualized basis points of plan assets invested in applicable fund

Fund Family	Fund Name	Start Date	End Date	Revenue to DIVERSIFIED RETIREMENT CORPORATION	Revenue to National Financial Services
THORNBURG	THORNBURG INTL VAL	1/1/2011	12/31/2011	24.375	0.625
OPPENHEIMER	OPPENHEIMER DEVELOPING MARKETS***	1/1/2011	12/31/2011	24.375	0.625
RIDGEWORTH	RIDGEWORTH SMALL CAP VALUE EQ	1/1/2011	12/31/2011	48.750	1.250
WELLS FARGO	WELLS FARGO ADV GROWTH I	1/1/2011	12/31/2011	14.625	0.375
PIONEER	PIONEER BOND Y	1/1/2011	12/31/2011	24.375	0.625
MFS	MFS INTERNTNL NEW DISCOVERY	1/1/2011	12/31/2011	14.625	0.375

*** In addition to the annualized basis points shown, \$18 per participant (with activity in this fund during the year) is shared pro-rata among service providers

**Attachment to 2011 Form 5500 Schedule SB,
Line 19 – Discounted Employer Contributions**

**Plan Name: National Distributing Company Inc Pension Plan
Plan Sponsor: National Distributing Company Inc**

**E.I.N.: 58-0516238 Plan No.: 002
Plan Year: January 1, 2011 to December 31, 2011**

<u><i>Date</i></u>	<u><i>Actual Contribution</i></u>	<u><i>Discounted Contribution</i></u>	<u><i>Effective Rate</i></u>	<u><i>Plan Year</i></u>
April 12, 2011	\$ 642,000	\$ 631,221	6.31%	1/1/2011 – 12/31/2011
July 11, 2011	\$ 642,000	\$ 621,769	6.31%	1/1/2011 – 12/31/2011
October 11, 2011	\$ 642,000	\$ 612,253	6.31%	1/1/2011 – 12/31/2011
January 11, 2012	\$ 642,000	\$ 602,883	6.31%	1/1/2011 – 12/31/2011
March 7, 2012	\$ 2,035,000	\$ 1,893,150	6.31%	1/1/2011 – 12/31/2011
April 12, 2012	\$ 380,000	\$ 351,385	6.31%	1/1/2011 – 12/31/2011
July 3, 2012	\$ <u>380,000</u>	\$ <u>346,588</u>	6.31%	1/1/2011 – 12/31/2011
 Total	 \$ 5,363,000	 \$ 5,059,249		

**Attachment to 2011 Form 5500 Schedule SB,
Line 22 – Description of Weighted Average Retirement Age**

**Plan Name: National Distributing Company Inc Pension Plan
Plan Sponsor: National Distributing Company Inc**

**E.I.N.: 58-0516238 Plan No.: 002
Plan Year: January 1, 2011 to December 31, 2011**

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

x	q_x^r	l_x	${}_{x-55}P_{55} = \frac{l_x}{l_{55}}$	$q_x^r \cdot l_x / l_{55}$	$x \cdot q_x^r \cdot l_x / l_{55}$
55	0.03	1,000,000	1	0.03	1.65
56	0.03	970,000	0.97	0.0291	1.6296
57	0.03	940,900	0.9409	0.02823	1.608939
58	0.03	912,673	0.91267	0.02738	1.588051
59	0.03	885,293	0.88529	0.02656	1.5669683
60	0.03	858,734	0.85873	0.02576	1.5457212
61	0.075	832,972	0.83297	0.06247	3.8108469
62	0.2	770,499	0.7705	0.1541	9.5541889
63	0.15	616,399	0.6164	0.09246	5.8249732
64	0.2	523,939	0.52394	0.10479	6.7064242
65	1	419,152	0.41915	0.41915	27.244848

Average age at retirement 62.730561

Rounded for Schedule SB item 22 63

**Attachment to 2011 Form 5500 Schedule SB,
Part V – Summary of Plan Provisions**

**Plan Name: National Distributing Company Inc Pension Plan
Plan Sponsor: National Distributing Company Inc**

E.I.N.: 58-0516238 Plan No.: 002

Plan Year: January 1, 2011 to December 31, 2011

<u>Effective Date</u>	Original effective date is June 1, 1976. The date on which the provisions of this amended and restated Plan are effective is January 1, 2008.
<u>EIN/PN</u>	58-0516238/002
<u>Eligibility</u>	All employees of the Employer are eligible to participate in the Plan as of the January 1 or next following the completion of six months of employment. No one hired or rehired after January 1, 2004, is allowed to participate in the plan.
<u>Vesting Service</u>	Vesting Service is granted using the elapsed time method from date of hire.
<u>Benefit Accrual Service</u>	Benefit Accrual Service is calculated using the elapsed time method. No Benefit Accrual Service is granted prior to acquisition dates. For the Mid-Atlantic Companies no Benefit Accrual Service is granted prior to January 1, 2003. The Plan is frozen to additional benefit service after December 31, 2006.
<u>Compensation</u>	Wages defines in Section 3401(a) of the Code for a calendar year.
<u>Average Monthly Compensation</u>	One-twelfth of the average of the highest five complete consecutive plan years of compensation paid during the last ten years. Compensation for each year shall not exceed the IRC Section 401(a)(17) limit, with the \$200,000 cap applied retroactively.

**Attachment to 2011 Form 5500 Schedule SB,
Part V – Summary of Plan Provisions**

**Plan Name: National Distributing Company Inc Pension Plan
Plan Sponsor: National Distributing Company Inc**

**E.I.N.: 58-0516238 Plan No.: 002
Plan Year: January 1, 2011 to December 31, 2011**

Normal Retirement

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

Normal Retirement Benefit

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

(1) (0.65% percent of Average Monthly Compensation + 0.55% of Average Monthly Compensation in excess of Covered Compensation) multiplied by years of Benefit Accrual Service not in excess of 30 years.

(2) For Prior Plan Participants, one's accrued benefit from Employee Contributions.

Certain participants have prior benefits that might apply. The Accrued Benefit is frozen as of December 31, 2006.

Form of Payment

The Normal Form of Payment is a monthly annuity paid for life.

Early Retirement

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

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

Late Retirement

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

**Attachment to 2011 Form 5500 Schedule SB,
Part V – Summary of Plan Provisions**

**Plan Name: National Distributing Company Inc Pension Plan
Plan Sponsor: National Distributing Company Inc**

**E.I.N.: 58-0516238 Plan No.: 002
Plan Year: January 1, 2011 to December 31, 2011**

Disability Benefit

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

Termination Benefit

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

Participants who are employees on December 31, 2006 will be deemed 100% vested in their Accrued Benefit.

Pre-Retirement Spouse's Benefit

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

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

(2) Present value of the Accrued Benefit.

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

(1) Life annuity.

(2) 10 or 15 year certain only benefit.

(3) Lump sum if the present value is \$75,000 or less.

In the event of a vested participant's death following severance from the plan but prior to commencement, the benefit will be based on a Joint and 50% Survivor Annuity, payable on the later of the Participant's date of death or earliest retirement age.

Optional Form of Payment

Life annuity; 50%, 66 2/3%, 75% or 100% Joint and Survivor; 5, 10 or 15 Year Certain and Life; Social Security Level Option; Lump Sum not greater than \$10,000.

ATTACHMENT TO THE 2011 SCHEDULE H OF FORM 5500
LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) &
LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS

Plan Sponsor: National Distributing Company, Inc.

Plan Name: National Distributing Company, Inc. Pension Plan

Plan Year: January 1, 2011 to December 31, 2011

EIN: 58-0516238

Plan No.: 002

Item 4i- Schedule of Assets Held at End of Year

Page 13 of the attached auditor's report of the Plan for the plan year ending December 31, 2011 provides the schedule of assets information.

Item 4j- Schedule of Reportable Transactions

Pages 14-16 of the attached auditor's report of the Plan for the plan year ending December 31, 2011 provides the schedule of reportable transactions.

**Attachment to 2011 Form 5500 Schedule SB,
Line 32 – Schedule of Amortization Bases**

**Plan Name: National Distributing Company Inc Pension Plan
Plan Sponsor: National Distributing Company Inc**

**E.I.N.: 58-0516238 Plan No.: 002
Plan Year: January 1, 2011 to December 31, 2011**

Amortization Schedule

(a) <u>Year</u>	(b) <u>Type</u>	(c) <u>Present Value</u>	(d) <u>Years Left</u>	(e) <u>Payment</u>
2010	Shortfall	10,046,200	6	1,865,513
2011	Shortfall	<u>4,432,298</u>	7	<u>729,244</u>
Total		\$ 14,478,498		\$ 2,594,757

**Attachment to 2011 Form 5500 Schedule SB,
Line 25 – Change in Funding Method**

**Plan Name: National Distributing Company Inc Pension Plan
Plan Sponsor: National Distributing Company Inc**

**E.I.N.: 58-0516238 Plan No.: 002
Plan Year: January 1, 2011 to December 31, 2011**

The Target Liability Interest Rates were changed to use segment rates based on a September lookback month. Previously, segment rates were based on a January lookback month, reflected in 2010.

**Attachment to 2011 Form 5500 Schedule SB,
Line 24 – Change in Actuarial Assumptions**

**Plan Name: National Distributing Company Inc Pension Plan
Plan Sponsor: National Distributing Company Inc**

**E.I.N.: 58-0516238 Plan No.: 002
Plan Year: January 1, 2011 to December 31, 2011**

A load based on prior year administrative expenses, rounded to nearest \$5,000 included in target normal cost for expenses. For 2011, equal to \$350,000 (previously, \$700,000).