

Form 5500-SF Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Short Form Annual Return/Report of Small Employee Benefit Plan This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA), and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). Complete all entries in accordance with the instructions to the Form 5500-SF.	OMB Nos. 1210-0110 1210-0089 <div style="border: 1px solid black; padding: 5px; text-align: center; font-weight: bold; font-size: 1.2em;">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 single-employer plan ☐ a multiple-employer plan (not multiemployer) ☐ a one-participant plan	
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	Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ DFVC program ☐ special extension (enter description)	

Part II Basic Plan Information —enter all requested information			
1a	Name of plan <u>BEVERAGE DISTRIBUTORS, INC. DEFINED BENEFIT PENSION PLAN AND TRUST</u>	1b	Three-digit plan number (PN) <u>001</u>
		1c	Effective date of plan <u>04/02/1962</u>
2a	Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BEVERAGE DISTRIBUTORS, INC.</u> <u>EAST 38TH STREET AND KING AVENUE</u> <u>CLEVELAND, OH 44114</u>	2b	Employer Identification Number (EIN) <u>34-0098340</u>
		2c	Sponsor's telephone number <u>216-431-1600</u>
		2d	Business code (see instructions) <u>424800</u>
3a	Plan administrator's name and address (if same as plan sponsor, enter "Same") <u>BEVERAGE DISTRIBUTORS, INC.</u> <u>EAST 38TH STREET AND KING AVENUE</u> <u>CLEVELAND, OH 44114</u>	3b	Administrator's EIN <u>34-0098340</u>
		3c	Administrator's telephone number <u>216-431-1600</u>
4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN, and the plan number from the last return/report.	4b	EIN
a	Sponsor's name	4c	PN
5a	Total number of participants at the beginning of the plan year	5a	<u>44</u>
b	Total number of participants at the end of the plan year	5b	<u>37</u>
c	Number of participants with account balances as of the end of the plan year (defined benefit plans do not complete this item)	5c	
6a	Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.) ☒ Yes ☐ No		
b	Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.) ☒ Yes ☐ No		

If you answered "No" to either 6a or 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.

Part III Financial Information				
7	Plan Assets and Liabilities		(a) Beginning of Year	(b) End of Year
a	Total plan assets	7a	<u>2032682</u>	<u>1966432</u>
b	Total plan liabilities	7b	<u>0</u>	<u>0</u>
c	Net plan assets (subtract line 7b from line 7a)	7c	<u>2032682</u>	<u>1966432</u>
8	Income, Expenses, and Transfers for this Plan Year		(a) Amount	(b) Total
a	Contributions received or receivable from:			
	(1) Employers	8a(1)	<u>202170</u>	
	(2) Participants	8a(2)	<u>0</u>	
	(3) Others (including rollovers)	8a(3)	<u>0</u>	
b	Other income (loss)	8b	<u>-38423</u>	
c	Total income (add lines 8a(1), 8a(2), 8a(3), and 8b)	8c		<u>163747</u>
d	Benefits paid (including direct rollovers and insurance premiums to provide benefits)	8d	<u>229997</u>	
e	Certain deemed and/or corrective distributions (see instructions)	8e	<u>0</u>	
f	Administrative service providers (salaries, fees, commissions)	8f	<u>0</u>	
g	Other expenses	8g	<u>0</u>	
h	Total expenses (add lines 8d, 8e, 8f, and 8g)	8h		<u>229997</u>
i	Net income (loss) (subtract line 8h from line 8c)	8i		<u>-66250</u>
j	Transfers to (from) the plan (see instructions)	8j		

Part IV Plan Characteristics**9a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1A 1G

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

	Yes	No	Amount
10 During the plan year:			
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (See instructions and DOL's Voluntary Fiduciary Correction Program)		X	
b Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.)		X	
c Was the plan covered by a fidelity bond?	X		210000
d Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
e Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service or other organization that provides some or all of the benefits under the plan? (See instructions.)		X	
f Has the plan failed to provide any benefit when due under the plan?		X	
g Did the plan have any participant loans? (If "Yes," enter amount as of year end.)		X	
h If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
i If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3			

Part VI Pension Funding Compliance

11 Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 5500)). ☒ Yes ☐ No

12 Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA? .. ☐ Yes ☒ No
(If "Yes," complete 12a or 12b, 12c, 12d, and 12e below, as applicable.)

a 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 letter ruling granting the waiver. Month _____ Day _____ Year _____

If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.

b Enter the minimum required contribution for this plan year	12b	
c Enter the amount contributed by the employer to the plan for this plan year	12c	
d Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount)	12d	

e Will the minimum funding amount reported on line 12d be met by the funding deadline?

Part VII Plan Terminations and Transfers of Assets

13a Has a resolution to terminate the plan been adopted in any plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year **13a**

b Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?

c 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.)

13c(1) Name of plan(s):	13c(2) EIN(s)	13c(3) PN(s)

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, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, 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.	10/11/2012	JAMES CONWAY
	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

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>BEVERAGE DISTRIBUTORS, INC. DEFINED BENEFIT PENSION PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BEVERAGE DISTRIBUTORS, INC.</u>	D Employer Identification Number (EIN) <u>34-0098340</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>12</u> Day <u>31</u> Year <u>2011</u>	
2 Assets:	
a Market value	2a <u>1761769</u>
b Actuarial value	2b <u>1761769</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment	3a (1) Number of participants <u>0</u> (2) Funding Target <u>0</u>
b For terminated vested participants	3b <u>14</u> <u>860007</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>0</u>
(2) Vested benefits	3c(2) <u>1182095</u>
(3) Total active	3c(3) <u>23</u> <u>1182095</u>
d Total	3d <u>37</u> <u>2042102</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>5.61 %</u>
6 Target normal cost	6 <u>101528</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>10/05/2012</u>
Signature of actuary	Date
<u>SCOTT R. MCHENRY</u>	<u>11-06614</u>
Type or print name of actuary	Most recent enrollment number
<u>MCHENRY ADVISERS, INC.</u>	<u>800-805-9538</u>
Firm name	Telephone number (including area code)
<u>134 E. MAIN STREET</u> <u>NEW ALBANY, OH 43054</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	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>13.92</u> %	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		11242
b Interest on (a) using prior year's effective rate of <u>6.08</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		11242
d Portion of (c) to be added to prefunding balance		11242
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	11242

Part III Funding percentages		
14 Funding target attainment percentage	14	85.69 %
15 Adjusted funding target attainment percentage	15	91.11 %
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	86.15 %
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
03/21/2011	40434	0			
07/20/2011	40434	0			
12/20/2011	40434	0			
03/13/2012	40434	0			
04/12/2012	40434	0			
			Totals ►	18(b)	202170
				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	203352
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

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

21 Discount rate:				
a Segment rates:	1st segment: 1.99%	2nd segment: 5.12%	3rd segment: 6.24 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 62
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	101528	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	292206	71172	
b Waiver amortization installment	0	0	
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	172700	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	172700	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	203352	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	30652	
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		

BEVERAGE DISTRIBUTORS, INC.**PENSION PLAN**

Schedule of Active Participant Data

Plan Year: 1/1/2011 to 12/31/2011

Valuation Date: 12/31/2011

Age/ Svc	<25	25-29	30-34	35-39	40-44	45-49	50-54	55-59	60-64	65-69	70+	Total
0	0	0	0	0	0	0	0	0	0	0	0	0
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
1-4	0	0	0	0	0	0	0	0	0	0	0	0
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
5-9	0	0	1	1	3	2	2	1	1	1	0	12
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
10-14	0	0	1	2	2	0	2	0	0	0	0	7
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
15-19	0	0	0	0	0	0	1	0	0	0	0	1
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
20-24	0	0	0	0	0	0	0	0	0	0	0	0
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
25-29	0	0	0	0	0	1	0	0	0	0	0	1
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
30-34	0	0	0	0	0	0	0	0	0	0	0	0
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
35-39	0	0	0	0	0	0	0	0	2	0	0	2
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
40+	0	0	0	0	0	0	0	0	0	0	0	0
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Total	0	0	2	3	5	3	5	1	3	1	0	23
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	5546

*Employees who have not met the minimum eligibility requirements are excluded

Average Age: 47.8

Average Service: 12

BEVERAGE DISTRIBUTORS, INC.
PENSION PLAN

Statement of Actuarial Assumptions and Method

Plan Year: 1/1/2011 to 12/31/2011

Valuation Date: 12/31/2011

	<u>For PPA Funding</u>	<u>For 417(e)</u>	<u>For Actuarial Equiv.</u>
Interest Rates	Segment 1 1.99%	Segment 1 2.47%	Pre-Retirement 7.00%
	Segment 2 5.12%	Segment 2 5.07%	Post-Retirement 7.00%
	Segment 3 6.24%	Segment 3 6.10%	
Pre-Retirement			
Turnover	None	None	None
Mortality	Male-modified RP2000 combined healthy male projected 26 & 18 yrs Female-modified RP2000 combined healthy female projected 26 & 18 yrs	None	None
Assumed Ret Age	Normal retirement age 60	Normal retirement age 60	Normal retirement age 60
Post-Retirement			
Mortality	Male-modified RP2000 combined healthy male projected 26 & 18 yrs Female-modified RP2000 combined healthy female projected 26 & 18 yrs	2011 Applicable Mortality Table from Rev Rul 2006-67	GA 1951 PROJECTED TO 1976 WITH SCALE C
Assumed Benefit Form For Funding		Normal Form	
Calculated Effective Interest Rate		5.61%	

An actuarial value of assets is used for funding purposes. This year the actuarial value of assets is 100.0% of the market value of assets.

Form 5500-SFDepartment of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Short Form Annual Return/Report of Small Employee Benefit Plan**

This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA), and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500-SF.**OMB Nos. 1210-0110
1210-0089**2011****This Form is Open to Public Inspection****Part I Annual Report Identification Information**

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

- A** This return/report is for: ☒ a single-employer plan ☐ a multiple-employer plan (not multiemployer) ☐ a one-participant plan
- 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** Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ DFVC program
☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan Beverage Distributors, Inc. Defined Benefit Pension Plan and Trust		1b Three-digit plan number (PN) ▶ 001
		1c Effective date of plan 04/02/1962
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) Beverage Distributors, Inc. East 38th Street and King Avenue Cleveland OH 44114		2b Employer Identification Number (EIN) 34-0098340
		2c Sponsor's telephone number 216-431-1600
		2d Business code (see instructions) 424800
3a Plan administrator's name and address (if same as plan sponsor, enter "Same") Beverage Distributors, Inc. East 38th Street and King Avenue Cleveland OH 44114		3b Administrator's EIN 34-0098340
		3c Administrator's telephone number 216-431-1600
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN, and the plan number from the last return/report.		4b EIN
a Sponsor's name		4c PN
5a Total number of participants at the beginning of the plan year		5a 44
b Total number of participants at the end of the plan year		5b 37
c Number of participants with account balances as of the end of the plan year (defined benefit plans do not complete this item).....		5c
6a Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.)		☒ Yes ☐ No
b Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.).....		☒ Yes ☐ No

If you answered "No" to either 6a or 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.

Part III Financial Information

7 Plan Assets and Liabilities		(a) Beginning of Year	(b) End of Year
a Total plan assets	7a	2032682	1966432
b Total plan liabilities	7b	0	0
c Net plan assets (subtract line 7b from line 7a).....	7c	2032682	1966432
8 Income, Expenses, and Transfers for this Plan Year		(a) Amount	(b) Total
a Contributions received or receivable from:			
(1) Employers	8a(1)	202170	
(2) Participants	8a(2)	0	
(3) Others (including rollovers).....	8a(3)	0	
b Other income (loss).....	8b	-38423	
c Total income (add lines 8a(1), 8a(2), 8a(3), and 8b)	8c		163747
d Benefits paid (including direct rollovers and insurance premiums to provide benefits).....	8d	229997	
e Certain deemed and/or corrective distributions (see instructions).....	8e	0	
f Administrative service providers (salaries, fees, commissions).....	8f	0	
g Other expenses	8g	0	
h Total expenses (add lines 8d, 8e, 8f, and 8g).....	8h		229997
i Net income (loss) (subtract line 8h from line 8c).....	8i		-66250
j Transfers to (from) the plan (see instructions).....	8j		

Part IV Plan Characteristics

- 9a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 1G
- b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

Part V Compliance Questions

10	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? (See instructions and DOL's Voluntary Fiduciary Correction Program)	10a	X	
b	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.)	10b	X	
c	Was the plan covered by a fidelity bond?	10c	X	210000
d	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	10d	X	
e	Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service or other organization that provides some or all of the benefits under the plan? (See instructions.)	10e	X	
f	Has the plan failed to provide any benefit when due under the plan?	10f	X	
g	Did the plan have any participant loans? (If "Yes," enter amount as of year end.)	10g	X	
h	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	10h		
i	If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	10i		

Part VI Pension Funding Compliance

- 11** Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 5500)) ☒ Yes ☐ No
- 12** Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA? .. ☐ Yes ☒ No
(If "Yes," complete 12a or 12b, 12c, 12d, and 12e below, as applicable.)
- a** 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 letter ruling granting the waiver. Month _____ Day _____ Year _____
- If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.**
- b** Enter the minimum required contribution for this plan year **12b** _____
- c** Enter the amount contributed by the employer to the plan for this plan year **12c** _____
- d** Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount) **12d** _____
- e** Will the minimum funding amount reported on line 12d be met by the funding deadline? ☐ Yes ☐ No ☐ N/A

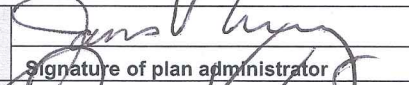
Part VII Plan Terminations and Transfers of Assets

- 13a** Has a resolution to terminate the plan been adopted in any plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year **13a** _____
- b** Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? ☐ Yes ☒ No
- c** 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.)

13c(1) Name of plan(s):	13c(2) EIN(s)	13c(3) PN(s)

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, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, 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		10/9/12	James Conway
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		10/9/12	
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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**

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 BEVERAGE DISTRIBUTORS, INC. DEFINED BENEFIT PENSION PLAN AND TRUST		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BEVERAGE DISTRIBUTORS, INC.		D Employer Identification Number (EIN) 34-0098340
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>12</u> Day <u>31</u> Year <u>2011</u>			
2 Assets:			
a Market value		2a	1761769
b Actuarial value		2b	1761769
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	0	0
b For terminated vested participants	3b	14	860007
c For active participants:			
(1) Non-vested benefits	3c(1)		0
(2) Vested benefits	3c(2)		1182095
(3) Total active	3c(3)	23	1182095
d Total	3d	37	2042102
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	5.61%
6 Target normal cost		6	101528

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	<i>SPMcH</i>	<u>10/5/12</u>
Signature of actuary		Date
SCOTT R., MCHENRY		1106614
Type or print name of actuary		Most recent enrollment number
MCHENRY ADVISERS, INC.		800-805-9538
Firm name		Telephone number (including area code)
134 E. MAIN STREET		
NEW ALBANY OH 43054		
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	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>13.92%</u>	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		11242
b Interest on (a) using prior year's effective rate of <u>6.08%</u> except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		11242
d Portion of (c) to be added to prefunding balance		11242
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	11242

Part III Funding percentages

14 Funding target attainment percentage	14	85.69%
15 Adjusted funding target attainment percentage	15	91.11%
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	86.15%
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
03/21/2011	40434	0			
07/20/2011	40434	0			
12/20/2011	40434	0			
03/13/2012	40434	0			
04/12/2012	40434	0			
Totals ▶			18(b)	202170	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	203352

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

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

21 Discount rate:			
a Segment rates:	1st segment: 1.99%	2nd segment: 5.12%	3rd segment: 6.24%
			☐ N/A, full yield curve used
b Applicable month (enter code)	21b		0
22 Weighted average retirement age	22		62
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	101528										
b Excess assets, if applicable, but not greater than 31a	31b	0										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment</td> <td>292206</td> <td>71172</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment	292206	71172	b Waiver amortization installment	0	0
	Outstanding Balance	Installment										
a Net shortfall amortization installment	292206	71172										
b Waiver amortization installment	0	0										
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	172700										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement			0									
36 Additional cash requirement (line 34 minus line 35)	36	172700										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	203352										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	30652										
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		

**BEVERAGE DISTRIBUTORS, INC.
PENSION PLAN**

Statement of Actuarial Assumptions and Method

Plan Year: 1/1/2011 to 12/31/2011

Valuation Date: 12/31/2011

	<u>For PPA Funding</u>	<u>For 417(e)</u>	<u>For Actuarial Equiv.</u>
Interest Rates	Segment 1 1.99%	Segment 1 2.47%	Pre-Retirement 7.00%
	Segment 2 5.12%	Segment 2 5.07%	Post-Retirement 7.00%
	Segment 3 6.24%	Segment 3 6.10%	
Pre-Retirement			
Turnover	None	None	None
Mortality	Male-modified RP2000 combined healthy male projected 26 & 18 yrs Female-modified RP2000 combined healthy female projected 26 & 18 yrs	None	None
Assumed Ret Age	Normal retirement age 60	Normal retirement age 60	Normal retirement age 60
Post-Retirement			
Mortality	Male-modified RP2000 combined healthy male projected 26 & 18 yrs Female-modified RP2000 combined healthy female projected 26 & 18 yrs	2011 Applicable Mortality Table from Rev Rul 2006-67	GA 1951 PROJECTED TO 1976 WITH SCALE C
Assumed Benefit Form For Funding		Normal Form	
Calculated Effective Interest Rate		5.61%	

An actuarial value of assets is used for funding purposes. This year the actuarial value of assets is 100.0% of the market value of assets.

BEVERAGE DISTRIBUTORS, INC.
PENSION PLAN

Summary of Plan Provisions
Plan Year: 1/1/2011 to 12/31/2011

Plan Effective Date	April 2, 1962
Plan Year	From January 1 to December 31
Eligibility	<p>All employees not excluded by class are eligible to enter on the January 1 or July 1 coincident with or following the completion of the following requirements:</p> <p>1 year of service Minimum age 21</p>
Normal Retirement Age	All participants are eligible to retire with their full retirement benefit on attainment of age 60.
Normal Retirement Benefit	<p>Upon normal retirement each participant will be entitled to a benefit payable in the normal form equal to the following:</p> <p>25 percent of compensation</p> <p>with the benefit reduced proportionately for each year of service less than 20</p> <p>Credited years are plan years commencing with the year of entry and ending with the retirement year excluding the following:</p> <p>Years with less than 1,000 hours</p> <p>Maximum benefit is \$14,104 per month Maximum percent of salary is 100%</p> <p>Benefit is based on average salary during the highest 5 consecutive years of employment during the last 10 years</p>
Early Retirement Age	<p>Attainment of age 55</p> <p>5 years of service</p>
Early Retirement Benefit	Actuarial Equivalence
Normal Form of Benefit	A benefit payable for the life of the participant and payments guaranteed for 10 years
Accrued Benefit	A fraction of the normal retirement benefit, calculated based on average salary on the calculation date. The numerator of the fraction is equal to the participant's credited years earned on the calculation date, and the denominator is equal to the participant's total projected credited years at normal retirement.

BEVERAGE DISTRIBUTORS, INC.
PENSION PLAN

Summary of Plan Provisions
Plan Year: 1/1/2011 to 12/31/2011

Credited years are plan years commencing with the year of entry and ending with the retirement year excluding the following:

Years with less than 1,000 hours

Termination Benefit

Upon termination for any reason other than death, disability or retirement a participant shall be entitled to a portion of the actuarial equivalent of his accrued benefit in accordance with the following vesting schedule:

Credited Years	Vested Percent
1	0
2	0
3	0
4	0
5	100

Credited years are plan years commencing with the year of hire and ending with the retirement year excluding the following:

Years with less than 1,000 hours

Top-Heavy Status

A plan is top-heavy if over 60% of the value of all accrued benefits in all of the employer's plans are for the benefit of key employees. A key employee is generally an officer or owner of the company. This plan is currently not top-heavy.

Death Benefit

Actuarial Equivalent of the accrued benefit earned to date of death

BEVERAGE DISTRIBUTORS, INC.
PENSION PLAN

Shortfall Amortization

Valuation Date: December 31, 2011

<u>Valuation Date</u>	<u>Amortization Method</u>	<u>Number of Future Installments</u>	<u>Installment</u>	<u>Value of Future Installments</u>
12/31/2008	7-year	4	\$35,043	\$136,122
12/31/2009	7-year	5	\$66,285	\$318,741
12/31/2010	7-year	6	\$(38,044)	\$(212,581)
12/31/2011	7-year	7	<u>\$7,888</u>	<u>\$49,924</u>
Total			\$71,172	\$292,206

BEVERAGE DISTRIBUTORS, INC.**PENSION PLAN**

Schedule of Active Participant Data

Plan Year: 1/1/2011 to 12/31/2011

Valuation Date: 12/31/2011

Age/ Svc	<25	25-29	30-34	35-39	40-44	45-49	50-54	55-59	60-64	65-69	70+	Total
0	0	0	0	0	0	0	0	0	0	0	0	0
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
1-4	0	0	0	0	0	0	0	0	0	0	0	0
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
5-9	0	0	1	1	3	2	2	1	1	1	0	12
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
10-14	0	0	1	2	2	0	2	0	0	0	0	7
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
15-19	0	0	0	0	0	0	1	0	0	0	0	1
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
20-24	0	0	0	0	0	0	0	0	0	0	0	0
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
25-29	0	0	0	0	0	1	0	0	0	0	0	1
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
30-34	0	0	0	0	0	0	0	0	0	0	0	0
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
35-39	0	0	0	0	0	0	0	0	2	0	0	2
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
40+	0	0	0	0	0	0	0	0	0	0	0	0
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Total	0	0	2	3	5	3	5	1	3	1	0	23
Ave Sal	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	5546

*Employees who have not met the minimum eligibility requirements are excluded

Average Age: 47.8

Average Service: 12

BEVERAGE DISTRIBUTORS, INC.
PENSION PLAN
Employer ID# 34-0098340: Plan No. 001

Schedule SB, line 19 - Discounted Employer Contributions

Valuation Date: December 31, 2011

<u>Date</u>	<u>Amount</u>	<u>Year</u>	<u>Rate</u>	<u>Adj Ctb</u>
03-21-2011	40,434.00	2011	5.61%	42,185.45
07-20-2011	37,274.00	2011	5.00%/5.61%	38,169.29
	3,160.00	2011	5.61%	3,237.91
12-20-2011	35,694.00	2011	5.00%/5.61%	35,455.03
	4,740.00	2011	5.61%	4,747.66
03-13-2012	34,114.00	2011	10.61%/5.61%	33,489.85
	6,320.00	2011	5.61%	6,250.83
04-12-2012	40,434.00	2011	5.61%	39,815.83
Totals:	202,170.00			203,351.86

- 19** Discounted employer contributions -- see instructions for small plan with a valuation date after the beginning of the year
- | | | | |
|----------|---|------------|------------|
| a | Contributions allocated toward unpaid minimum required contribution from prior years | 19a | 0.00 |
| b | Contributions made to avoid benefit restrictions adjusted to valuation date | 19b | 0.00 |
| c | Contributions allocated toward minimum required contribution for current year, adjusted to valuation date | 19c | 203,351.86 |

Schedule SB, line 22 - Description of Weighted Average Retirement Age

Plan: Beverage Distributors, Inc. Pension Plan

Sponsor: Beverage Distributors, Inc.

EIN: 34-0098340

Plan Number: 001

Plan Year: 01/01/2011 - 12/31/2011

Line 22

The Weighted Average Retirement Age is calculated based upon the PPA Funding Target:

Retirement Age	PPA Funding Target
60	1,491,670
61	175,162
65	8,105
69	12,501
71	354,664

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
---	--	---

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 BEVERAGE DISTRIBUTORS, INC. DEFINED BENEFIT PENSION PLAN AND TRUST	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BEVERAGE DISTRIBUTORS, INC.	D Employer Identification Number (EIN) 34-0098340	

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>12</u> Day <u>31</u> Year <u>2011</u>			
2 Assets:			
a Market value	2a		1761769
b Actuarial value	2b		1761769
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		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	0	0
b For terminated vested participants	3b	14	860007
c For active participants:			
(1) Non-vested benefits	3c(1)		0
(2) Vested benefits	3c(2)		1182095
(3) Total active	3c(3)	23	1182095
d Total	3d	37	2042102
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		5.61%
6 Target normal cost	6		101528

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>10/5/12</u>
	Signature of actuary	Date
	SCOTT R., MCHENRY	1106614
	Type or print name of actuary	Most recent enrollment number
	MCHENRY ADVISERS, INC.	800-805-9538
	Firm name	Telephone number (including area code)
	134 E. MAIN STREET	
	NEW ALBANY OH 43054	
	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	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>13.92</u> %.....	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		11242
b Interest on (a) using prior year's effective rate of <u>6.08</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		11242
d Portion of (c) to be added to prefunding balance		11242
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	11242

Part III Funding percentages

14	Funding target attainment percentage.....	14	85.69 %
15	Adjusted funding target attainment percentage	15	91.11 %
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	86.15 %
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
03/21/2011	40434	0			
07/20/2011	40434	0			
12/20/2011	40434	0			
03/13/2012	40434	0			
04/12/2012	40434	0			
			Totals ►	18(b)	202170
					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	203352

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

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

21 Discount rate:				
a Segment rates:	1st segment: 1.99%	2nd segment: 5.12%	3rd segment: 6.24%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 62
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	101528										
b Excess assets, if applicable, but not greater than 31a	31b	0										
32 Amortization installments:	<table border="1"> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> <tr> <td>a Net shortfall amortization installment</td> <td>292206</td> <td>71172</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment	292206	71172	b Waiver amortization installment	0	0
	Outstanding Balance	Installment										
a Net shortfall amortization installment	292206	71172										
b Waiver amortization installment	0	0										
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	172700										
	Carryover balance	Prefunding balance	Total balance									
35 Balances elected for use to offset funding requirement			0									
36 Additional cash requirement (line 34 minus line 35)	36	172700										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	203352										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	30652										
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		

BEVERAGE DISTRIBUTORS, INC.
PENSION PLAN
Employer ID# 34-0098340: Plan No. 001

Schedule SB, line 19 - Discounted Employer Contributions

Valuation Date: December 31, 2011

<u>Date</u>	<u>Amount</u>	<u>Year</u>	<u>Rate</u>	<u>Adj Cth</u>
03-21-2011	40,434.00	2011	5.61%	42,185.45
07-20-2011	37,274.00	2011	5.00%/5.61%	38,169.29
	3,160.00	2011	5.61%	3,237.91
12-20-2011	35,694.00	2011	5.00%/5.61%	35,455.03
	4,740.00	2011	5.61%	4,747.66
03-13-2012	34,114.00	2011	10.61%/5.61%	33,489.85
	6,320.00	2011	5.61%	6,250.83
04-12-2012	40,434.00	2011	5.61%	39,815.83
Totals:	202,170.00			203,351.86

19	Discounted employer contributions -- see instructions for small plan with a valuation date after the beginning of the year			
a	Contributions allocated toward unpaid minimum required contribution from prior years	19a		0.00
b	Contributions made to avoid benefit restrictions adjusted to valuation date	19b		0.00
c	Contributions allocated toward minimum required contribution for current year, adjusted to valuation date	19c	203,351.86	

Schedule SB, line 22 - Description of Weighted Average Retirement Age

Plan: Beverage Distributors, Inc. Pension Plan

Sponsor: Beverage Distributors, Inc.

EIN: 34-0098340

Plan Number: 001

Plan Year: 01/01/2011 - 12/31/2011

Line 22

The Weighted Average Retirement Age is calculated based upon the PPA Funding Target:

Retirement Age	PPA Funding Target
60	1,491,670
61	175,162
65	8,105
69	12,501
71	354,664

BEVERAGE DISTRIBUTORS, INC.
PENSION PLAN

Summary of Plan Provisions
Plan Year: 1/1/2011 to 12/31/2011

Plan Effective Date	April 2, 1962
Plan Year	From January 1 to December 31
Eligibility	<p>All employees not excluded by class are eligible to enter on the January 1 or July 1 coincident with or following the completion of the following requirements:</p> <p>1 year of service Minimum age 21</p>
Normal Retirement Age	All participants are eligible to retire with their full retirement benefit on attainment of age 60.
Normal Retirement Benefit	<p>Upon normal retirement each participant will be entitled to a benefit payable in the normal form equal to the following:</p> <p>25 percent of compensation</p> <p>with the benefit reduced proportionately for each year of service less than 20</p> <p>Credited years are plan years commencing with the year of entry and ending with the retirement year excluding the following:</p> <p>Years with less than 1,000 hours</p> <p>Maximum benefit is \$14,104 per month Maximum percent of salary is 100%</p> <p>Benefit is based on average salary during the highest 5 consecutive years of employment during the last 10 years</p>
Early Retirement Age	<p>Attainment of age 55</p> <p>5 years of service</p>
Early Retirement Benefit	Actuarial Equivalence
Normal Form of Benefit	A benefit payable for the life of the participant and payments guaranteed for 10 years
Accrued Benefit	A fraction of the normal retirement benefit, calculated based on average salary on the calculation date. The numerator of the fraction is equal to the participant's credited years earned on the calculation date, and the denominator is equal to the participant's total projected credited years at normal retirement.

BEVERAGE DISTRIBUTORS, INC.
PENSION PLAN

Summary of Plan Provisions
Plan Year: 1/1/2011 to 12/31/2011

Credited years are plan years commencing with the year of entry and ending with the retirement year excluding the following:

Years with less than 1,000 hours

Termination Benefit

Upon termination for any reason other than death, disability or retirement a participant shall be entitled to a portion of the actuarial equivalent of his accrued benefit in accordance with the following vesting schedule:

Credited Years	Vested Percent
1	0
2	0
3	0
4	0
5	100

Credited years are plan years commencing with the year of hire and ending with the retirement year excluding the following:

Years with less than 1,000 hours

Top-Heavy Status

A plan is top-heavy if over 60% of the value of all accrued benefits in all of the employer's plans are for the benefit of key employees. A key employee is generally an officer or owner of the company. This plan is currently not top-heavy.

Death Benefit

Actuarial Equivalent of the accrued benefit earned to date of death

BEVERAGE DISTRIBUTORS, INC.
PENSION PLAN

Shortfall Amortization
Valuation Date: December 31, 2011

<u>Valuation Date</u>	<u>Amortization Method</u>	<u>Number of Future Installments</u>	<u>Installment</u>	<u>Value of Future Installments</u>
12/31/2008	7-year	4	\$35,043	\$136,122
12/31/2009	7-year	5	\$66,285	\$318,741
12/31/2010	7-year	6	\$(38,044)	\$(212,581)
12/31/2011	7-year	7	<u>\$7,888</u>	<u>\$49,924</u>
Total			\$71,172	\$292,206