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).

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

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 07/01/2011 and ending 06/30/2012

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
SAN ANTONIO WINERY, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/30/1970

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

SAN ANTONIO WINERY, INC.

737 LAMAR ST
LOS ANGELES, CA 90031-2514

2b Employer Identification Number (EIN) 95-1824179

2c Sponsor's telephone number 323-223-1401

2d Business code (see instructions) 312130

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	04/12/2013	SANTO RIBOLI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	04/12/2013	STEVEN RIBOLI
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
SAN ANTONIO WINERY, INC.

737 LAMAR ST
LOS ANGELES, CA 90031-2514

3b Administrator's EIN
95-1824179

3c Administrator's telephone number
323-223-1401

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

5	Total number of participants at the beginning of the plan year	**5**	135
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**	102
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	27
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	129
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	129
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	111
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan
SAN ANTONIO WINERY, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SAN ANTONIO WINERY, INC.

D Employer Identification Number (EIN)
95-1824179

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

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

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

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

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

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

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

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

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

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

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

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

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

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

HARTFORD RETIREMENT SERVICES, LLC

26-1589907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 38 49 50 64 65 99	N/A	1320	Yes [X] No [ ]	Yes [X] No [ ]	13236	Yes [ ] No [X]

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

MORNINGSTAR ASSOCIATES, LLC

36-4317381

(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	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	44	Yes [ ] No [X]

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

RELIANCE TRUST COMPANY

58-1428634

(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?
19 99	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	285	Yes [ ] No [X]

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)

GPC SECURITIES, INC.

58-1517899

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 64 65	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	769	Yes [ ] No [X]

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

BANK OF AMERICA CORPORATION

94-1687665

(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?
52 59 60 63	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	38838	Yes [ ] No [X]

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

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

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
HARTFORD RETIREMENT SERVICES, LLC	15	13236

(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.
BANK OF AMERICA CORPORATION 94-1687665	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORNINGSTAR ASSOCIATES, LLC	49	44

(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.
HARTFORD LIFE INSURANCE COMPANY 06-0974148	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
RELAINCE TRUST COMPANY	19 99	285

(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.
HARTFORD RETIREMENT SERVICES 26-1589907	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

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
GPC SECURITIES, INC	15 64 65	769

(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.
HARTFORD RETIREMENT SERVICES, LLC 26-1589907	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
BANK OF AMERICA	52 59 60 63	38838

(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.
SEE ATTACHED FORM SCHEDULE C REPORT 94-1687665	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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 07/01/2011 and ending 06/30/2012

A Name of plan
SAN ANTONIO WINERY, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SAN ANTONIO WINERY, INC.

D Employer Identification Number (EIN)
95-1824179

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: STABLE ASSET FUND

b Name of sponsor of entity listed in (a): BANK OF AMERICA NA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
22-6459529-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan
SAN ANTONIO WINERY, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SAN ANTONIO WINERY, INC.

D Employer Identification Number (EIN)
95-1824179

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	112718	111055
(9) Value of interest in common/collective trusts	1c(9)	99485	0
(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)	5755399	6264688
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	5967602	6375743
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	5967602	6375743

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	349840	
(B) Participants	2a(1)(B)	251780	
(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)		601620
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	4862	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		4862
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	179508	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		179508
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2273
(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)		-215544
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		572719
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	163258	
(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)		163258
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	1320	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1320
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		164578
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		408141
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: RIVERA, JAMJIAN & DILLARD, LLP (2) EIN: 20-3729687

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan
SAN ANTONIO WINERY, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SAN ANTONIO WINERY, INC.

D Employer Identification Number (EIN)
95-1824179

Part I Distributions

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

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

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

EIN(s): 06-0974148

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

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

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

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

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

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

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

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

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**

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

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

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

San Antonio Winery, Inc. 401(k) Plan

Financial Statements for the Year Ended June 30, 2012,
and Independent Auditor's Report

CONTENTS

INDEPENDENT AUDITOR'S REPORT	1
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to the Financial Statements	4 – 9
REQUIRED SUPPLEMENTARY INFORMATION:	
Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	10

INDEPENDENT AUDITOR'S REPORT

To the Trustees of
San Antonio Winery, Inc. 401(k) Plan
Los Angeles, California

We were engaged to audit the accompanying statements of net assets available for benefits of San Antonio Winery, Inc. 401(k) Plan (the "Plan") as of June 30, 2012, and the related statement of changes in net assets available for benefits for the year ended June 30, 2012, and the supplemental Schedule H, line 4i-Schedule of Assets (Held At End of Year). These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by Reliance Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan's administrator has obtained a certification from the custodian as of June 30, 2012, and for the year ended June 30, 2012, that the information provided to the plan administrator by the custodian 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 form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee or custodian, 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.

We have compiled the accompanying statement of net assets available for benefits of the Plan as of June 30, 2011, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

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

Rivera, Jamjian & Dillard, LLP

April 11, 2013

811 Wilshire Blvd.
Suite 1805
Los Angeles, CA 90017

Phone: 213.412.2002
Fax: 213-412-2001

www.rdj-cpa.com

SAN ANTONIO WINERY, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
JUNE 30, 2012 AND 2011

	2012 (Audited)	2011 (Unaudited)
ASSETS		
Cash equivalents	$ 153,547	$ -
Investments (at fair value):		
Common/collective trusts	-	99,485
Mutual funds	6,111,141	5,755,399
Receivables:		
Employer contributions	466,657	349,840
Notes receivable from participants	111,055	112,718
Total assets	6,842,400	6,317,442
Total liabilities	-	-
Net assets available for benefits	$ 6,842,400	$ 6,317,442

See accompanying notes to financial statements.

SAN ANTONIO WINERY, INC. 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED JUNE 30, 2012

Additions to net assets attributed to:		
Investment income:		
Net depreciation in fair value of investments	$	(213,272)
Dividends		179,508
Interest income on notes receivable from participants		4,863
Contributions:		
Participants		251,780
Employer		466,657
Total additions		689,536
Deductions from net assets attributed to:		
Benefits paid to participants		163,258
Administrative expenses		1,320
Total deductions		164,578
Net increase		524,958
Net assets available for plan benefits:		
Beginning of year		6,317,442
End of year	$	6,842,400

See accompanying notes to financial statements.

NOTE 1. DESCRIPTION OF PLAN

The following description of the San Antonio Winery, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering all full-time employees of San Antonio Winery, Inc. (the "Company") who have one year of service and are age twenty-one or older. The Plan is subject to the provisions of ERISA.

Contributions: Each year, participants may contribute a percentage of pretax compensation as limited by the law. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants direct the investments of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. The Company makes a matching contribution based on a percentage of participant contributions to the Plan and the Company's matching contribution is invested directly in a portfolio of investments as directed by the Company. Additional profit sharing amounts may be contributed at the option of the Company's board of directors and are invested in a portfolio of investments as directed by the Company. Contributions are subject to certain limitations.

Participant accounts: Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution, (b) Plan earnings, (c) forfeitures of terminated participant's nonvested accounts and charged with an allocation of administrative expenses. Allocations may be determined proportionately based on account balances or equally based on the number of participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after six years of credited service.

Notes receivable from participants: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 of 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear a reasonable rate of interest as determined by the Plan's administrator. Principal and interest is paid ratably through payroll deductions. Interest rates on outstanding loans ranged from 3.25% to 8.25% at June 30, 2012, with loans maturing at various dates through December 2024.

Payment of benefits: On termination of service due to death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either lump-sum amount, or in installments over a period not to exceed the participant's assumed life expectancy. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited accounts: As of June 30, 2012 (audited) and June 30, 2011 (unaudited), the forfeited nonvested accounts totaled $26,417 and $18,902, respectively. Forfeitures of nonvested accounts may first be used to pay any administrative expenses and any remaining forfeitures will be used to reduce any Company contribution.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment valuation and income recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as held during the year.

Notes receivable from participants: Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of benefits: Benefits are recorded when paid.

Operating expenses: The Company absorbs a significant portion of the Plan's administrative expenses.

Subsequent events: The Plan has evaluated subsequent events through April 11, 2013, the date the financial statements were available for issuance.

NOTE 3. INVESTMENTS

The following presents investments that represent five percent or more of the Plan's net assets as of June 30:

	2012 (Audited)	2011 (Unaudited)
PIMCO Total Return Fund (Administrative Class), 119,754 and 92,788 shares, respectively	$ 1,289,752	$ 934,371
Thornburg International Value Fund (Class R4), 4,626 and 15,140 shares, respectively	113,302	435,736
BlackRock Equity Dividend Fund (Investor A Shares), 66,059 and 48,073 shares, respectively	1,253,144	865,791
Lazard Emerging Markets Equity Fund (Class Open), 27,748 and 11,135 shares, respectively	492,520	222,253
Prudential Jennison Natural Resources Fund (Class A), 4,709 and 7,284 shares, respectively	195,224	410,843
Loomis Sayles Strategic Income Fund (Class A), 67,052 and 48,082 shares, respectively	960,851	672,187
Alger Capital Appreciation Fund (Class A), 39,100 and 29,690 shares, respectively	616,601	454,254
	$ 4,921,394	$ 3,995,435

During the year ended June 30, 2012, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $215,545.

NOTE 4. 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:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active market.
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.

Mutual funds are valued at the net asset value of shares held by the Plan at year-end. There have been no changes in the methodologies used at June 30, 2012 and 2011.

NOTE 4. FAIR VALUE MEASUREMENTS (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2012 and 2011:

	Assets at Fair Value as of June 30, 2012 (audited)			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Asset allocation funds	$ 230,618	$ -	$ -	$ 230,618
Fixed income funds	2,420,738	-	-	2,420,738
Balanced funds	8,687	-	-	8,687
Large cap funds	2,170,381	-	-	2,170,381
Mid-cap funds	140,787	-	-	140,787
Small cap funds	237,303	-	-	237,303
International funds	704,359	-	-	704,359
Commodity funds	198,268	-	-	198,268
Total assets at fair value	$ 6,111,141	$ -	$ -	$ 6,111,141

	Assets at Fair Value as of June 30, 2011 (unaudited)			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Asset allocation funds	$ 454,914	$ -	$ -	$ 454,914
Fixed income funds	1,608,072	-	-	1,608,072
Balanced funds	107,233	-	-	107,233
Large cap funds	1,862,763	-	-	1,862,763
Mid-cap funds	266,428	-	-	266,428
Small cap funds	180,784	-	-	180,784
International funds	816,356	-	-	816,356
Commodity funds	458,849	-	-	458,849
Total assets at fair value	$ 5,755,399	$ -	$ -	$ 5,755,399

NOTE 5. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts. Any unallocated assets of the Plan should be allocated to participant accounts and distributed in such a manner as the Company may determine.

NOTE 6. TAX STATUS

The IRS has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan's administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require the Plan's management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the federal or state tax authorities. The Plan's administrator has analyzed the tax positions taken by the Plan, and has concluded that as of June 30, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax periods in progress. The Plan's administrator believes the Plan is no longer subject to income tax examinations for years prior to 2007.

NOTE 7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at June 30, 2012 (audited) and June 30, 2011 (unaudited) to Form 5500:

	2012 (Audited)	2011 (Unaudited)
Net assets available for benefits per the financial statements	$ 6,842,400	$ 6,317,442
Amounts accrued for employer contributions	(466,657)	(349,840)
Net assets available for benefits per the Form 5500	$ 6,375,743	$ 5,967,602

NOTE 8. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

NOTE 9. LIMITED-SCOPE AUDIT

The Plan's administrator has elected the method of annual reporting permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations of Reporting and Disclosure under ERISA. Accordingly, the Custodian has certified that the following data in the accompanying financial statements and required supplementary information is complete and accurate:

	2012	2011
Cash equivalents	$ 153,547	$ -
Investments, at fair value	6,111,141	5,854,884
Net depreciation in fair value of investments	(213,272)	-
Dividends	179,508	-
Administrative expenses	1,320	-

REQUIRED SUPPLEMENTARY INFORMATION

SAN ANTONIO WINERY, INC. 401(K) PLAN
PLAN SPONSOR EIN: 95-1824179; PLAN NUMBER: 001
SCHEDULE H, LINE 4I – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
YEAR ENDED JUNE 30, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity date	Cost	Current value
	JPMorgan SmartRetirement 2010 Fund	Mutual fund (class A)	$ 83,183	$ 83,238
	JPMorgan SmartRetirement 2020 Fund	Mutual fund (class A)	21,125	13,675
	JPMorgan SmartRetirement 2030 Fund	Mutual fund (class A)	60,722	44,346
	JPMorgan SmartRetirement 2040 Fund	Mutual fund (class A)	95,267	89,358
	Columbia Income Opportunities Fund	Mutual fund (class Z)	213	369
	PIMCO Total Return Fund	Mutual fund (administrative class)	1,255,142	1,289,752
	Loomis Sayles Strategic Income Fund	Mutual fund (class A)	981,430	960,851
	Columbia Short Term Bond Fund	Mutual fund (class Z)	168,685	169,766
	Columbia Balanced Fund	Mutual fund (class Z)	15,081	8,687
	Alger Capital Appreciation Fund	Mutual fund (class A)	585,933	616,601
	American Funds Growth Fund of America	Mutual fund (class R-4)	138,188	126,906
	BlackRock Equity Dividend Fund Investor	Mutual fund (class A)	1,182,814	1,253,144
	Columbia Large Cap Index Fund	Mutual fund (class Z)	2,586	2,672
	Eaton Vance Large-Cap Value Fund	Mutual fund (class A)	137,276	122,878
	Victory Diversified Stock Fund	Mutual fund (class A)	54,640	48,180
	Columbia Mid Cap Growth Fund	Mutual fund (class Z)	101,174	86,279
	Perkins Mid Cap Value Fund	Mutual fund (class A)	70,803	54,509
	Columbia Small Cap Value Fund I	Mutual fund (class Z)	240,459	222,629
	Fidelity Advisor Small Cap Fund	Mutual fund (class A)	18,451	14,674
	American Funds Capital World Growth and Income Fund	Mutual fund (class R-4)	1,330	428
	American Funds EuroPacific Growth Fund	Mutual fund (class R-4)	120,931	98,109
	Lazard Emerging Markets Equity Fund	Mutual fund (open class)	524,131	492,520
	Thornburg International Value Fund	Mutual fund (class R-4)	173,031	113,302
	Prudential Jennison Natural Resources Fund	Mutual fund (class A)	288,430	195,224
	Oppenheimer Gold & Special Minerals Fund	Mutual fund (class A)	5,663	3,045
	Retirement Reserves Money Fund	Mutual fund (class 1)	156,547	156,547
	Participant Loans	3.25% – 8.25%	-	111,055
	Total investments		$ 6,483,233	$ 6,378,743

Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator ("you") in completing the Form 5500 Schedule C[1] by identifying different types of compensation paid with respect to the Hartford product utilized by your plan.

As permitted under the Schedule C rules, compensation is disclosed in the attached report as an actual dollar amount, an estimate or a formula or rate.

- Where an actual dollar amount of compensation is disclosed, no further notation regarding compensation calculations is generally provided.
- Where an estimate of the compensation amount is disclosed, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount.
- Where a formula or rate is provided to report compensation, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount. This formula or rate may be disclosed to describe the compensation to which it applies under the Schedule C rules. Alternatively, for purposes of Schedule C disclosure or in connection with your fiduciary review of the compensation paid with respect to the services, products and investment options utilized by the plan, you may calculate and disclose an actual or estimated dollar amount by multiplying the rate by the total assets to which it applies.

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 07/01/2011 - 06/30/2012 and indirect compensation is presented on a calendar year basis ending 12/31/2011.

This report includes compensation actually paid to or by the Hartford within the indicated plan year as part of your Hartford product. *(Note: If the plan year period or plan year end indicated in this Schedule C reporting package is incorrect, please notify your Hartford customer service representative immediately).* This report does not include amounts deducted from plan assets and paid to third parties (other than Hartford). In addition, the report does not include compensation related to investments held by the plan that are not serviced on our recordkeeping system. You should contact your other service providers for reportable compensation information. You may also receive information on the compensation reported here from other service providers as is described below.

Please note that we have provided suggested service codes with respect to services provided through our Hartford product. Please review all Schedule C and other Form 5500 materials with your experienced benefits counsel and other professionals to determine the most appropriate codes for your plan. In addition, please note that because plans with fewer than 100 participants (as of the beginning of the plan year) are generally not required to file Schedule C, you should refer to the instructions provided by the IRS for Schedule C and/or review the applicability of Schedule C to your plan with your experienced tax/benefits counsel, to determine whether it is necessary for the plan to report the information contemplated by this report.

Please contact your Hartford Service Team should you require additional information regarding the compensation paid to or by Hartford with respect to your plan.

****

Information provided in this document and related materials we provide are not intended to be and shall not be deemed tax advice, tax form preparation services, legal advice, advice to plans regarding compliance with ERISA reporting compliance, or accounting or other professional services. As described above, the information contained in this report may not cover all of the compensation received by the plan's service providers. We strongly encourage you to review all Schedule C and other Form 5500 materials with experienced benefits counsel and other professionals.

---

[1] Please refer to the Schedule C of the Form 5500 and its instructions (available at: http://www.dol.gov/ebsa/5500main.html), and please confer with experienced benefits counsel and other professionals, to determine the applicability of Schedule C to your plan.

FORM 5500 SCHEDULE C REPORT
SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

SAN ANTONIO WINERY 401(K) PLAN (060128)
EIN #: 95-1824179

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 07/01/2011 - 06/30/2012 and indirect compensation is presented on a calendar year basis ending 12/31/2011.

For use with lines 2(h), 3(c), 3(d), 3(e)

Total Direct Compensation Paid **$1,320.00**

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction for the plan year. Service providers which have received portions of these direct fees are listed below, along with the amount of fees they received. Please note that if there is a discrepancy between the total direct fees reported above and the sum of the direct fees reported below, you should contact your other service providers or your plan records to identify the recipient(s) of the fees and any other information relevant to your Schedule C filing.

Recipient: Hartford Retirement Services, LLC EIN: 26-1589907

Service Codes: 15, 37, 38, 49, 64, 65, 99, 50 (if direct compensation amount reflected below)

Direct Compensation **$1,320.00**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2011 plan year for the above named recipient. Please review other service providers, below, to determine whether direct fees were also paid to them. Also, please review your records to determine whether other service providers may have received any compensation not reported below (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, or a plan auditor).

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to Hartford Retirement Services, LLC are the net result of aggregating direct compensation after the effects of adjustments processed in 2011, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation

Recordkeeping Service Fees Payor: Bank of America Corporation EIN: 94-1687665 **$13,236.26**

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. Hartford's Code of Ethics and Business Conduct generally restricts Hartford employees from giving to or receiving gifts from customers and/or business partners having a value of over $100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the calendar year, including Hartford, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-Hartford parties may not be available to The Hartford.

Please consult with your legal or tax advisors if you have any questions.

Recipient: Bank of America Corporation EIN: 94-1687665

Direct/Indirect Compensation

Bank of America Corporation issue their own fee, expense, and revenue-sharing disclosures directly to Plan Sponsors. Please refer to these disclosures for more detail about indirect and direct fees charged by, or paid to, Bank of America Corporation.

Recipient: GPC Securities, Inc. EIN: 58-1517899

Service Codes: 15, 64, 65

Indirect Compensation

Transaction Processing Services Payor: Hartford Retirement Services, LLC EIN: 26-1589907 **$769.48**

GPC Securities, Inc. performed recordkeeping and trading functions through August 22, 2011. These activities were transferred to Hartford Securities Distribution Company, Inc. ("HSD") on August 23, 2011. HSD is a broker-dealer registered with the Securities and Exchange Commission which executes, clears and settles the Plan's purchase, exchange and redemption of shares or units in the funds on an agency basis. It is a wholly-owned affiliate of Hartford Retirement Services, LLC. More information is available in the Fund Fee Disclosure Notice for Retirement Plan Fiduciaries which accompanies the HSD Securities Account Agreement.

This is an estimate based on multiplying actual 2011 month end assets by 0.020%/12 for months January through August and then summing the results.

Recipient: Morningstar Associates, LLC EIN: 36-4317381

Service Code: 49

Indirect Compensation

"Managed by You" services fee Payor: Hartford Life Insurance Company EIN: 06-0974148 **$43.60**

This is an estimate determined by dividing a flat annual fee paid to Morningstar by the number of plans to whom this feature is made available.

Recipient: Reliance Trust Company EIN: 58-1428634

Indirect Compensation

Custodial/Trust service fee **$285.38**
Service Codes: 19, 25, 99

Payors: Hartford Life Insurance Company EIN: 06-0974148
Hartford Retirement Services, LLC EIN: 26-1589907

This is an estimate based on multiplying actual 2011 month end assets by 0.005%/12 and then summing the results.

Direct Revenue Detail

Recipient: ***Hartford Retirement Services, LLC***

Fee Description	**Dollar Amount**
Loan Set-up Fee	$1,000.00
One-Time Distribution Fee	$320.00
Total Direct Revenue:	**$1,320.00**
Grand Total Direct Fees:	**$1,320.00**

San Antonio Winery, Inc. 401(k) Plan

Financial Statements for the Year Ended June 30, 2012,
and Independent Auditor's Report

CONTENTS

INDEPENDENT AUDITOR'S REPORT	1
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to the Financial Statements	4 – 9
REQUIRED SUPPLEMENTARY INFORMATION:	
Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	10

INDEPENDENT AUDITOR'S REPORT

To the Trustees of
San Antonio Winery, Inc. 401(k) Plan
Los Angeles, California

We were engaged to audit the accompanying statements of net assets available for benefits of San Antonio Winery, Inc. 401(k) Plan (the "Plan") as of June 30, 2012, and the related statement of changes in net assets available for benefits for the year ended June 30, 2012, and the supplemental Schedule H, line 4i-Schedule of Assets (Held At End of Year). These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by Reliance Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan's administrator has obtained a certification from the custodian as of June 30, 2012, and for the year ended June 30, 2012, that the information provided to the plan administrator by the custodian 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 form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee or custodian, 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.

We have compiled the accompanying statement of net assets available for benefits of the Plan as of June 30, 2011, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

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

Rivera, Jamjian & Dillard, LLP

April 11, 2013

811 Wilshire Blvd.
Suite 1805
Los Angeles, CA 90017

Phone: 213.412.2002
Fax: 213-412-2001

www.rdj-cpa.com

SAN ANTONIO WINERY, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
JUNE 30, 2012 AND 2011

	2012 (Audited)	2011 (Unaudited)
ASSETS		
Cash equivalents	$ 153,547	$ -
Investments (at fair value):		
Common/collective trusts	-	99,485
Mutual funds	6,111,141	5,755,399
Receivables:		
Employer contributions	466,657	349,840
Notes receivable from participants	111,055	112,718
Total assets	6,842,400	6,317,442
Total liabilities	-	-
Net assets available for benefits	$ 6,842,400	$ 6,317,442

See accompanying notes to financial statements.

SAN ANTONIO WINERY, INC. 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED JUNE 30, 2012

Additions to net assets attributed to:		
Investment income:		
Net depreciation in fair value of investments	$	(213,272)
Dividends		179,508
Interest income on notes receivable from participants		4,863
Contributions:		
Participants		251,780
Employer		466,657
Total additions		689,536
Deductions from net assets attributed to:		
Benefits paid to participants		163,258
Administrative expenses		1,320
Total deductions		164,578
Net increase		524,958
Net assets available for plan benefits:		
Beginning of year		6,317,442
End of year	$	6,842,400

See accompanying notes to financial statements.

NOTE 1. DESCRIPTION OF PLAN

The following description of the San Antonio Winery, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering all full-time employees of San Antonio Winery, Inc. (the "Company") who have one year of service and are age twenty-one or older. The Plan is subject to the provisions of ERISA.

Contributions: Each year, participants may contribute a percentage of pretax compensation as limited by the law. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants direct the investments of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. The Company makes a matching contribution based on a percentage of participant contributions to the Plan and the Company's matching contribution is invested directly in a portfolio of investments as directed by the Company. Additional profit sharing amounts may be contributed at the option of the Company's board of directors and are invested in a portfolio of investments as directed by the Company. Contributions are subject to certain limitations.

Participant accounts: Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution, (b) Plan earnings, (c) forfeitures of terminated participant's nonvested accounts and charged with an allocation of administrative expenses. Allocations may be determined proportionately based on account balances or equally based on the number of participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after six years of credited service.

Notes receivable from participants: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 of 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear a reasonable rate of interest as determined by the Plan's administrator. Principal and interest is paid ratably through payroll deductions. Interest rates on outstanding loans ranged from 3.25% to 8.25% at June 30, 2012, with loans maturing at various dates through December 2024.

Payment of benefits: On termination of service due to death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either lump-sum amount, or in installments over a period not to exceed the participant's assumed life expectancy. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited accounts: As of June 30, 2012 (audited) and June 30, 2011 (unaudited), the forfeited nonvested accounts totaled $26,417 and $18,902, respectively. Forfeitures of nonvested accounts may first be used to pay any administrative expenses and any remaining forfeitures will be used to reduce any Company contribution.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment valuation and income recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as held during the year.

Notes receivable from participants: Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of benefits: Benefits are recorded when paid.

Operating expenses: The Company absorbs a significant portion of the Plan's administrative expenses.

Subsequent events: The Plan has evaluated subsequent events through April 11, 2013, the date the financial statements were available for issuance.

NOTE 3. INVESTMENTS

The following presents investments that represent five percent or more of the Plan's net assets as of June 30:

	2012 (Audited)	2011 (Unaudited)
PIMCO Total Return Fund (Administrative Class), 119,754 and 92,788 shares, respectively	$ 1,289,752	$ 934,371
Thornburg International Value Fund (Class R4), 4,626 and 15,140 shares, respectively	113,302	435,736
BlackRock Equity Dividend Fund (Investor A Shares), 66,059 and 48,073 shares, respectively	1,253,144	865,791
Lazard Emerging Markets Equity Fund (Class Open), 27,748 and 11,135 shares, respectively	492,520	222,253
Prudential Jennison Natural Resources Fund (Class A), 4,709 and 7,284 shares, respectively	195,224	410,843
Loomis Sayles Strategic Income Fund (Class A), 67,052 and 48,082 shares, respectively	960,851	672,187
Alger Capital Appreciation Fund (Class A), 39,100 and 29,690 shares, respectively	616,601	454,254
	$ 4,921,394	$ 3,995,435

During the year ended June 30, 2012, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $215,545.

NOTE 4. 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:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active market.
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.

Mutual funds are valued at the net asset value of shares held by the Plan at year-end. There have been no changes in the methodologies used at June 30, 2012 and 2011.

NOTE 4. FAIR VALUE MEASUREMENTS (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2012 and 2011:

	Assets at Fair Value as of June 30, 2012 (audited)			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Asset allocation funds	$ 230,618	$ -	$ -	$ 230,618
Fixed income funds	2,420,738	-	-	2,420,738
Balanced funds	8,687	-	-	8,687
Large cap funds	2,170,381	-	-	2,170,381
Mid-cap funds	140,787	-	-	140,787
Small cap funds	237,303	-	-	237,303
International funds	704,359	-	-	704,359
Commodity funds	198,268	-	-	198,268
Total assets at fair value	$ 6,111,141	$ -	$ -	$ 6,111,141

	Assets at Fair Value as of June 30, 2011 (unaudited)			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Asset allocation funds	$ 454,914	$ -	$ -	$ 454,914
Fixed income funds	1,608,072	-	-	1,608,072
Balanced funds	107,233	-	-	107,233
Large cap funds	1,862,763	-	-	1,862,763
Mid-cap funds	266,428	-	-	266,428
Small cap funds	180,784	-	-	180,784
International funds	816,356	-	-	816,356
Commodity funds	458,849	-	-	458,849
Total assets at fair value	$ 5,755,399	$ -	$ -	$ 5,755,399

NOTE 5. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts. Any unallocated assets of the Plan should be allocated to participant accounts and distributed in such a manner as the Company may determine.

NOTE 6. TAX STATUS

The IRS has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan's administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require the Plan's management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the federal or state tax authorities. The Plan's administrator has analyzed the tax positions taken by the Plan, and has concluded that as of June 30, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax periods in progress. The Plan's administrator believes the Plan is no longer subject to income tax examinations for years prior to 2007.

NOTE 7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at June 30, 2012 (audited) and June 30, 2011 (unaudited) to Form 5500:

	2012 (Audited)	2011 (Unaudited)
Net assets available for benefits per the financial statements	$ 6,842,400	$ 6,317,442
Amounts accrued for employer contributions	(466,657)	(349,840)
Net assets available for benefits per the Form 5500	$ 6,375,743	$ 5,967,602

NOTE 8. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

NOTE 9. LIMITED-SCOPE AUDIT

The Plan's administrator has elected the method of annual reporting permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations of Reporting and Disclosure under ERISA. Accordingly, the Custodian has certified that the following data in the accompanying financial statements and required supplementary information is complete and accurate:

	2012	2011
Cash equivalents	$ 153,547	$ -
Investments, at fair value	6,111,141	5,854,884
Net depreciation in fair value of investments	(213,272)	-
Dividends	179,508	-
Administrative expenses	1,320	-

REQUIRED SUPPLEMENTARY INFORMATION

SAN ANTONIO WINERY, INC. 401(K) PLAN
PLAN SPONSOR EIN: 95-1824179; PLAN NUMBER: 001
SCHEDULE H, LINE 4I – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
YEAR ENDED JUNE 30, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity date	Cost	Current value
	JPMorgan SmartRetirement 2010 Fund	Mutual fund (class A)	$ 83,183	$ 83,238
	JPMorgan SmartRetirement 2020 Fund	Mutual fund (class A)	21,125	13,675
	JPMorgan SmartRetirement 2030 Fund	Mutual fund (class A)	60,722	44,346
	JPMorgan SmartRetirement 2040 Fund	Mutual fund (class A)	95,267	89,358
	Columbia Income Opportunities Fund	Mutual fund (class Z)	213	369
	PIMCO Total Return Fund	Mutual fund (administrative class)	1,255,142	1,289,752
	Loomis Sayles Strategic Income Fund	Mutual fund (class A)	981,430	960,851
	Columbia Short Term Bond Fund	Mutual fund (class Z)	168,685	169,766
	Columbia Balanced Fund	Mutual fund (class Z)	15,081	8,687
	Alger Capital Appreciation Fund	Mutual fund (class A)	585,933	616,601
	American Funds Growth Fund of America	Mutual fund (class R-4)	138,188	126,906
	BlackRock Equity Dividend Fund Investor	Mutual fund (class A)	1,182,814	1,253,144
	Columbia Large Cap Index Fund	Mutual fund (class Z)	2,586	2,672
	Eaton Vance Large-Cap Value Fund	Mutual fund (class A)	137,276	122,878
	Victory Diversified Stock Fund	Mutual fund (class A)	54,640	48,180
	Columbia Mid Cap Growth Fund	Mutual fund (class Z)	101,174	86,279
	Perkins Mid Cap Value Fund	Mutual fund (class A)	70,803	54,509
	Columbia Small Cap Value Fund I	Mutual fund (class Z)	240,459	222,629
	Fidelity Advisor Small Cap Fund	Mutual fund (class A)	18,451	14,674
	American Funds Capital World Growth and Income Fund	Mutual fund (class R-4)	1,330	428
	American Funds EuroPacific Growth Fund	Mutual fund (class R-4)	120,931	98,109
	Lazard Emerging Markets Equity Fund	Mutual fund (open class)	524,131	492,520
	Thornburg International Value Fund	Mutual fund (class R-4)	173,031	113,302
	Prudential Jennison Natural Resources Fund	Mutual fund (class A)	288,430	195,224
	Oppenheimer Gold & Special Minerals Fund	Mutual fund (class A)	5,663	3,045
	Retirement Reserves Money Fund	Mutual fund (class 1)	156,547	156,547
	Participant Loans	3.25% – 8.25%	-	111,055
	Total investments		$ 6,483,233	$ 6,378,743

San Antonio Winery, Inc. 401(k) Plan

Financial Statements for the Year Ended June 30, 2012,
and Independent Auditor's Report

CONTENTS

INDEPENDENT AUDITOR'S REPORT	1
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to the Financial Statements	4 – 9
REQUIRED SUPPLEMENTARY INFORMATION:	
Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	10

INDEPENDENT AUDITOR'S REPORT

To the Trustees of
San Antonio Winery, Inc. 401(k) Plan
Los Angeles, California

We were engaged to audit the accompanying statements of net assets available for benefits of San Antonio Winery, Inc. 401(k) Plan (the "Plan") as of June 30, 2012, and the related statement of changes in net assets available for benefits for the year ended June 30, 2012, and the supplemental Schedule H, line 4i-Schedule of Assets (Held At End of Year). These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by Reliance Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan's administrator has obtained a certification from the custodian as of June 30, 2012, and for the year ended June 30, 2012, that the information provided to the plan administrator by the custodian 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 form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee or custodian, 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.

We have compiled the accompanying statement of net assets available for benefits of the Plan as of June 30, 2011, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

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

Rivera, Jamjian & Dillard, LLP

April 11, 2013

811 Wilshire Blvd.
Suite 1805
Los Angeles, CA 90017

Phone: 213.412.2002
Fax: 213-412-2001

www.rdj-cpa.com

SAN ANTONIO WINERY, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
JUNE 30, 2012 AND 2011

	2012 (Audited)	2011 (Unaudited)
ASSETS		
Cash equivalents	$ 153,547	$ -
Investments (at fair value):		
Common/collective trusts	-	99,485
Mutual funds	6,111,141	5,755,399
Receivables:		
Employer contributions	466,657	349,840
Notes receivable from participants	111,055	112,718
Total assets	6,842,400	6,317,442
Total liabilities	-	-
Net assets available for benefits	$ 6,842,400	$ 6,317,442

See accompanying notes to financial statements.

SAN ANTONIO WINERY, INC. 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED JUNE 30, 2012

Additions to net assets attributed to:		
Investment income:		
Net depreciation in fair value of investments	$	(213,272)
Dividends		179,508
Interest income on notes receivable from participants		4,863
Contributions:		
Participants		251,780
Employer		466,657
Total additions		689,536
Deductions from net assets attributed to:		
Benefits paid to participants		163,258
Administrative expenses		1,320
Total deductions		164,578
Net increase		524,958
Net assets available for plan benefits:		
Beginning of year		6,317,442
End of year	$	6,842,400

See accompanying notes to financial statements.

NOTE 1. DESCRIPTION OF PLAN

The following description of the San Antonio Winery, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering all full-time employees of San Antonio Winery, Inc. (the "Company") who have one year of service and are age twenty-one or older. The Plan is subject to the provisions of ERISA.

Contributions: Each year, participants may contribute a percentage of pretax compensation as limited by the law. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants direct the investments of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. The Company makes a matching contribution based on a percentage of participant contributions to the Plan and the Company's matching contribution is invested directly in a portfolio of investments as directed by the Company. Additional profit sharing amounts may be contributed at the option of the Company's board of directors and are invested in a portfolio of investments as directed by the Company. Contributions are subject to certain limitations.

Participant accounts: Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution, (b) Plan earnings, (c) forfeitures of terminated participant's nonvested accounts and charged with an allocation of administrative expenses. Allocations may be determined proportionately based on account balances or equally based on the number of participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after six years of credited service.

Notes receivable from participants: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 of 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear a reasonable rate of interest as determined by the Plan's administrator. Principal and interest is paid ratably through payroll deductions. Interest rates on outstanding loans ranged from 3.25% to 8.25% at June 30, 2012, with loans maturing at various dates through December 2024.

Payment of benefits: On termination of service due to death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either lump-sum amount, or in installments over a period not to exceed the participant's assumed life expectancy. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited accounts: As of June 30, 2012 (audited) and June 30, 2011 (unaudited), the forfeited nonvested accounts totaled $26,417 and $18,902, respectively. Forfeitures of nonvested accounts may first be used to pay any administrative expenses and any remaining forfeitures will be used to reduce any Company contribution.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment valuation and income recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as held during the year.

Notes receivable from participants: Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of benefits: Benefits are recorded when paid.

Operating expenses: The Company absorbs a significant portion of the Plan's administrative expenses.

Subsequent events: The Plan has evaluated subsequent events through April 11, 2013, the date the financial statements were available for issuance.

NOTE 3. INVESTMENTS

The following presents investments that represent five percent or more of the Plan's net assets as of June 30:

	2012 (Audited)	2011 (Unaudited)
PIMCO Total Return Fund (Administrative Class), 119,754 and 92,788 shares, respectively	$ 1,289,752	$ 934,371
Thornburg International Value Fund (Class R4), 4,626 and 15,140 shares, respectively	113,302	435,736
BlackRock Equity Dividend Fund (Investor A Shares), 66,059 and 48,073 shares, respectively	1,253,144	865,791
Lazard Emerging Markets Equity Fund (Class Open), 27,748 and 11,135 shares, respectively	492,520	222,253
Prudential Jennison Natural Resources Fund (Class A), 4,709 and 7,284 shares, respectively	195,224	410,843
Loomis Sayles Strategic Income Fund (Class A), 67,052 and 48,082 shares, respectively	960,851	672,187
Alger Capital Appreciation Fund (Class A), 39,100 and 29,690 shares, respectively	616,601	454,254
	$ 4,921,394	$ 3,995,435

During the year ended June 30, 2012, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $215,545.

NOTE 4. 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:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active market.
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.

Mutual funds are valued at the net asset value of shares held by the Plan at year-end. There have been no changes in the methodologies used at June 30, 2012 and 2011.

NOTE 4. FAIR VALUE MEASUREMENTS (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2012 and 2011:

	Assets at Fair Value as of June 30, 2012 (audited)			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Asset allocation funds	$ 230,618	$ -	$ -	$ 230,618
Fixed income funds	2,420,738	-	-	2,420,738
Balanced funds	8,687	-	-	8,687
Large cap funds	2,170,381	-	-	2,170,381
Mid-cap funds	140,787	-	-	140,787
Small cap funds	237,303	-	-	237,303
International funds	704,359	-	-	704,359
Commodity funds	198,268	-	-	198,268
Total assets at fair value	$ 6,111,141	$ -	$ -	$ 6,111,141

	Assets at Fair Value as of June 30, 2011 (unaudited)			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Asset allocation funds	$ 454,914	$ -	$ -	$ 454,914
Fixed income funds	1,608,072	-	-	1,608,072
Balanced funds	107,233	-	-	107,233
Large cap funds	1,862,763	-	-	1,862,763
Mid-cap funds	266,428	-	-	266,428
Small cap funds	180,784	-	-	180,784
International funds	816,356	-	-	816,356
Commodity funds	458,849	-	-	458,849
Total assets at fair value	$ 5,755,399	$ -	$ -	$ 5,755,399

NOTE 5. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts. Any unallocated assets of the Plan should be allocated to participant accounts and distributed in such a manner as the Company may determine.

NOTE 6. TAX STATUS

The IRS has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan's administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require the Plan's management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the federal or state tax authorities. The Plan's administrator has analyzed the tax positions taken by the Plan, and has concluded that as of June 30, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax periods in progress. The Plan's administrator believes the Plan is no longer subject to income tax examinations for years prior to 2007.

NOTE 7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at June 30, 2012 (audited) and June 30, 2011 (unaudited) to Form 5500:

	2012 (Audited)	2011 (Unaudited)
Net assets available for benefits per the financial statements	$ 6,842,400	$ 6,317,442
Amounts accrued for employer contributions	(466,657)	(349,840)
Net assets available for benefits per the Form 5500	$ 6,375,743	$ 5,967,602

NOTE 8. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

NOTE 9. LIMITED-SCOPE AUDIT

The Plan's administrator has elected the method of annual reporting permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations of Reporting and Disclosure under ERISA. Accordingly, the Custodian has certified that the following data in the accompanying financial statements and required supplementary information is complete and accurate:

	2012	2011
Cash equivalents	$ 153,547	$ -
Investments, at fair value	6,111,141	5,854,884
Net depreciation in fair value of investments	(213,272)	-
Dividends	179,508	-
Administrative expenses	1,320	-

REQUIRED SUPPLEMENTARY INFORMATION

SAN ANTONIO WINERY, INC. 401(K) PLAN
PLAN SPONSOR EIN: 95-1824179; PLAN NUMBER: 001
SCHEDULE H, LINE 4I – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
YEAR ENDED JUNE 30, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity date	Cost	Current value
	JPMorgan SmartRetirement 2010 Fund	Mutual fund (class A)	$ 83,183	$ 83,238
	JPMorgan SmartRetirement 2020 Fund	Mutual fund (class A)	21,125	13,675
	JPMorgan SmartRetirement 2030 Fund	Mutual fund (class A)	60,722	44,346
	JPMorgan SmartRetirement 2040 Fund	Mutual fund (class A)	95,267	89,358
	Columbia Income Opportunities Fund	Mutual fund (class Z)	213	369
	PIMCO Total Return Fund	Mutual fund (administrative class)	1,255,142	1,289,752
	Loomis Sayles Strategic Income Fund	Mutual fund (class A)	981,430	960,851
	Columbia Short Term Bond Fund	Mutual fund (class Z)	168,685	169,766
	Columbia Balanced Fund	Mutual fund (class Z)	15,081	8,687
	Alger Capital Appreciation Fund	Mutual fund (class A)	585,933	616,601
	American Funds Growth Fund of America	Mutual fund (class R-4)	138,188	126,906
	BlackRock Equity Dividend Fund Investor	Mutual fund (class A)	1,182,814	1,253,144
	Columbia Large Cap Index Fund	Mutual fund (class Z)	2,586	2,672
	Eaton Vance Large-Cap Value Fund	Mutual fund (class A)	137,276	122,878
	Victory Diversified Stock Fund	Mutual fund (class A)	54,640	48,180
	Columbia Mid Cap Growth Fund	Mutual fund (class Z)	101,174	86,279
	Perkins Mid Cap Value Fund	Mutual fund (class A)	70,803	54,509
	Columbia Small Cap Value Fund I	Mutual fund (class Z)	240,459	222,629
	Fidelity Advisor Small Cap Fund	Mutual fund (class A)	18,451	14,674
	American Funds Capital World Growth and Income Fund	Mutual fund (class R-4)	1,330	428
	American Funds EuroPacific Growth Fund	Mutual fund (class R-4)	120,931	98,109
	Lazard Emerging Markets Equity Fund	Mutual fund (open class)	524,131	492,520
	Thornburg International Value Fund	Mutual fund (class R-4)	173,031	113,302
	Prudential Jennison Natural Resources Fund	Mutual fund (class A)	288,430	195,224
	Oppenheimer Gold & Special Minerals Fund	Mutual fund (class A)	5,663	3,045
	Retirement Reserves Money Fund	Mutual fund (class 1)	156,547	156,547
	Participant Loans	3.25% – 8.25%	-	111,055
	Total investments		$ 6,483,233	$ 6,378,743