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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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
VALLEY WIDE BEVERAGE 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/11/1996

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

FRESNO BEVERAGE COMPANY, INC.
DBA VALLEY WIDE BEVERAGE COMPANY

4010 E. HARDY AVE.
FRESNO, CA 93725

2b Employer Identification Number (EIN)
77-0057122

2c Sponsor's telephone number
559-650-1500

2d Business code (see instructions)
424800

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/04/2013	TODD HOWERTON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/04/2013	TODD HOWERTON
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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**	219
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**	172
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	172
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	172
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	54
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
VALLEY WIDE BEVERAGE 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FRESNO BEVERAGE COMPANY, INC.

D Employer Identification Number (EIN)
77-0057122

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

GOLDMAN SACHS

13-5108880

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

PIMCO FUNDS

95-2632339

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

AMERICAN CENTURY INVESTMENTS

44-6006315

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

AMERICAN FUNDS

95-1411037

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

DWS

13-3241232

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

LAZARD

20-4571006

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

MFS

04-2747644

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

OAKMARK

04-3276558

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

PRINCIPAL FUNDS

42-1520346

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

ROYCE

52-2343049

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

THORNBURG

85-0301299

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

OPPENHEIMER

13-2527171

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

NEUBERGER BERMAN

13-5521910

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

FRANKLIN

94-3167260

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

FRANKLIN

94-3167260

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

COLUMBIA

93-0577450

(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)

WELLS FARGO BANK, N.A.

94-1347393

(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 49 50 52 62 63 64	SERVICE PROVIDER	16819	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

WELLS FARGO ADVISORS, LLC

23-2384840

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 51	NONE	8818	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WELLS FARGO MANAGEMENT

91-1374280

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 52	NONE	2528	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
WELLS FARGO MANAGEMENT	27 52	2528
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WELLS FARGO BANK, N.A. 94-1347393	110BP < 1M TO 2M, 75BP 2M-3M, 70BP 3M-4M, 65BP >4M	

(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.	

(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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
VALLEY WIDE BEVERAGE 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
FRESNO BEVERAGE COMPANY, INC.

D Employer Identification Number (EIN)
77-0057122

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 RETURN FUND N6

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
52-2251407-001	C	61543

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

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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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
VALLEY WIDE BEVERAGE 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FRESNO BEVERAGE COMPANY, INC.

D Employer Identification Number (EIN)
77-0057122

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	24	64
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)	191827	138841
(9) Value of interest in common/collective trusts	1c(9)	265032	61543
(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)	1793532	2570126
(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	2250415	2770574
	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	2250415	2770574

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)	134810	
	(B) Participants	2a(1)(B)	188651	
	(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)		323461
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)	6366	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		6366
	(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)	108110	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		108110
	(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
	(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1127
(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)		165729
c Other income	2c		1407
d Total income. Add all **income** amounts in column (b) and enter total	2d		606200
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	52136	
(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)		52136
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		5740
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	28165	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		28165
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		86041
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		520159
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: GARABEDIAN GROUP **(2)** EIN: 27-0168995

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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	

			Yes	No	Amount
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)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
VALLEY WIDE BEVERAGE 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FRESNO BEVERAGE COMPANY, INC.

D Employer Identification Number (EIN)
77-0057122

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): 41-6257133

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Valley Wide Beverage Company
401 (k) Profit Sharing Plan

Financial Statements
and Supplementary Information

Years ended
December 31, 2012 and 2011

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THE GARABEDIAN GROUP
ACCOUNTANTS.
CONSULTANTS.
ADVISORS.

INDEPENDENT AUDITORS' REPORT

August 15, 2013

To the Administrator of
the Valley Wide Beverage Company
401(k) Profit Sharing Plan

We were engaged to audit the accompanying statements of net assets available for benefits of Valley Wide Beverage Company – 401(k) Profit Sharing Plan as of December 31, 2012 and 2011 and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and the supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year) , referred to as "supplementary information," as of December 31, 2012. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Wells Fargo Bank, the trustee, except for comparing the information with the related information included in the financial statements and supplementary schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

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

The Garabedian Group, Inc.
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VALLEY WIDE BEVERAGE COMPANY – 401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2012	December 31, 2011
ASSETS		
Cash	$ 64	$ 24
Investments, at fair value:		
Investments	2,631,669	2,058,564
Participant loans	138,841	191,827
	2,770,510	2,250,391
TOTAL ASSETS	2,770,574	2,250,415
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,770,574	$ 2,250,415

See accompanying notes to financial statements.

VALLEY WIDE BEVERAGE COMPANY – 401(K) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS:		
Additions to net assets attributed to:		
Investments income (loss):		
Interest and dividends	$	114,476
Net appreciation in fair value		166,856
Other		1,407
		282,739
Contributions:		
Employer		134,810
Participant		188,651
		323,461
TOTAL ADDITIONS		606,200
DEDUCTIONS:		
Deductions from net assets attributed to:		
Benefits paid to participants		57,876
Administration expenses		28,165
TOTAL DEDUCTIONS		86,041
NET INCREASE		520,159
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR		2,250,415
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$	2,770,574

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

NOTE A – DESCRIPTION OF PLAN

The following description of the Valley Wide Beverage Company ("Company") 401(k) Profit Sharing Plan ("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, which was formed on June 1, 1996 to provide benefits to all employees of the Company who have six months of service and are age eighteen or older. The Plan is a self-administered plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and is administered by the Company. There were 176 and 203 participants in the Plan as of December 31, 2012 and 2011, respectively. Once eligible to participate, employees can enter the Plan on the first day of the Plan year or the first day of the fourth, seventh, and tenth month of the Plan year, whichever date is nearest to the date the eligibility requirements are satisfied. Provided rehired employees have satisfied the eligibility requirements prior to termination of employment, they will become participants immediately on the date they are rehired.

Administrative Costs

The Plan is administered by the Company and administrative expenses of the Plan are paid principally by the Company. Investment management fees related to the administration of the Plan are paid directly by the Plan.

Amendment

The Plan was amended in 2006 to include a Safe Harbor election in compliance with the notice requirements of IRS Notice 98-52, for design-based alternative "safe harbor" methods in section 401(k)(12) and section 401(m)(11) of the Internal Revenue Code for satisfying the section 401(k) and section 401(m) nondiscrimination tests. This amendment allows for a matching contribution on behalf of each employee in the amount of 100 percent of the Elective Contributions (salary reduction contributions) of each eligible employee to the extent such elective contributions do not exceed 6 percent of the employee's compensation. All contributions shall be 100 percent vested at all times and are subject to restrictions on withdrawal consistent with Internal Revenue Code.

NOTES TO FINANCIAL STATEMENTS

Contributions

Participants' contributions to the Plan are elective deferrals, wholly vested in, and invested in accordance with the participants' instructions. Participants may elect to make salary deferrals up to the maximum dollar amount allowed annually as defined by the Internal Revenue Code. Employer discretionary contributions are determined annually by the Company's Board of Directors. Contributions are based on the relationship of individual participant's compensation to the total compensation for all participants. The Company will match 100% of the aggregate participants' contributions to the extent that the Company contribution does not exceed 6% of the participant's compensation. The Company made matching contributions totaling $134,810 for the year ending December 31, 2012. To be eligible for discretionary contributions, the employee does not have to be making contributions to the Plan.

Participant Accounts

Separate accounts are maintained for each participant. Each participant's account is credited with their contribution, the Company's matching contribution, forfeitures of terminated participant's non-vested account balance, and the actual income or loss on investments. The benefit to which a participant is entitled is the amount that can be provided from the participant's account.

Vesting

Participants are fully (100%) vested in elective deferral contributions, rollover contributions, safe harbor contributions, and earnings and losses credited to their account. At the end of five years, participants are fully (100%) vested in employer-matching contributions and discretionary contributions. The participant's vested account is non-forfeitable.

Participant Loans

Provided a participant qualifies, a loan may be granted for up to 50% of a participant's vested account balance, not to exceed $50,000, and no less than $1,000. A participant may not have more than one loan outstanding at any time. All loans will bear a reasonable rate of interest determined by the Trustee. A reasonable rate of interest is deemed to be the prime rate of interest charged by local commercial lending institutions plus 1%. Principal and interest may be repaid over a period of up to five years, except for the purchase of a principal residence.

Payment of Benefits

Upon termination of service, retirement, disability, or death, a qualified participant with a vested account balance of $5,000 or less will receive the entire balance in a lump sum payment. For vested balances exceeding $5,000, the participant or beneficiary may elect, in writing, to receive payment in lump sum or in a systematic withdrawal plan under a fixed reasonable period of time.

Forfeitures

Forfeited non-vested accounts may be applied first to payment of the plan administration expenses with any remaining amounts available for use towards matching contributions. If an employee returns to work for the Company before incurring five consecutive one year breaks in service, they may recapture the forfeited benefit if they pay back to the Plan the distribution received.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value as determined by quoted market prices. Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded on the accrual basis.

Fair Value of Financial Instruments

The carrying value of the Plan's investments approximates fair value because of the short term maturity of those instruments. The Plan estimates the fair value of its participant loans based on the current rates available to them for loans of the same remaining maturities. The estimated fair values of the Plan's participant loans approximate their recorded values at December 31, 2012.

NOTES TO FINANCIAL STATEMENTS

Payments of Benefits

Benefits are recorded when paid.

NOTE C – INVESTMENTS

The December 31, 2012 Statement of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012 and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the Trustee in accordance with 29CGR 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 information certified includes total assets of $2,770,574 and $2,250,415 at December 31, 2012 and 2011, respectively, and related gains of $168,263 for the year ended December 31, 2012.

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

	December 31,	
	2012	2011
Wells Fargo Advantage DJ Target 2040 I	$ 572,763	$ 431,254
Wells Fargo Advantage DJ Target 2020 I	364,050	244,459
Principal Inv High Yield II A	304,883	156,506
Royce Premier (Institutional Class)	252,662	166,294
PIMCO Total Return Fund (Inst)	231,902	136,925
Wells Fargo Advantage DJ Target 2030 I	231,662	176,975
American Century Growth Instl	207,709	156,411
Participant Loans	138,841	191,827
Wells Fargo Stable Return Fund N6	61,543	265,032
Wells Fargo Advantage DJ Target 2010 I	46,672	44,336

NOTE D – PLAN TERMINATION

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

NOTES TO FINANCIAL STATEMENTS

NOTE E – TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated September 18, 2001, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code.

NOTE F – CONCENTRATION OF CREDIT RISK

The Plan maintains its investments in registered investment companies with Wells Fargo Bank. Accounts are not guaranteed by the Federal Deposit Insurance Corporation (FDIC), or any other government agency.

NOTE G – RISKS AND UNCERTAINIES

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 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 H – SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through August 15, 2013, the date which the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

VALLEY WIDE BEVERAGE COMPANY - 401(K) PROFIT SHARING PLAN
SUPPLEMENTAL SCHEDULES
EIN 77-0057122
PLAN NUMBER 001
FOR YEAR ENDED DECEMBER 31, 2012

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

(a) Identity of Issue, Borrower, Lessor or Similar Party	(b) Description of Investment (Maturity Date, Rate of Interest, Collateral, Par or Maturity Value)	(c) Cost	(d) Current Value
American Century Growth Instl	Mutual fund	n/a	$ 207,709
American Funds EuroPacific Growth (R5)	Mutual fund	n/a	53,561
American Funds New Perspective (R5)	Mutual fund	n/a	14,679
Columbia Small Cap Core Z	Mutual fund	n/a	4,595
DWS Dreman Small Cap Value S	Mutual fund	n/a	772
Franklin US Govt Securities Ser A	Mutual fund	n/a	107,402
Lazard Emerging Markets/I	Mutual fund	n/a	56,135
MFS Value Fund (Class R4)	Mutual fund	n/a	38,283
Neuberger Berman Real Estate Trust	Mutual fund	n/a	37,377
Oakmark Equity and Income Fund I	Mutual fund	n/a	1,374
Oppenheimer International Bond Y	Mutual fund	n/a	611
PIMCO Total Return Fund (Inst)	Mutual fund	n/a	231,902
Principal Inv High Yield II A	Mutual fund	n/a	304,883
Royce Premier (Instituitional Class)	Mutual fund	n/a	252,662
Thornburg Value Fund R5	Mutual fund	n/a	39,931
Wells Fargo Advantage DJ Target 2010 I	Mutual fund	n/a	46,672
Wells Fargo Advantage DJ Target 2020 I	Mutual fund	n/a	364,050
Wells Fargo Advantage DJ Target 2030 I	Mutual fund	n/a	231,662
Wells Fargo Advantage DJ Target 2040 I	Mutual fund	n/a	572,763
Wells Fargo Advantage DJ Target 2050 I	Mutual fund	n/a	3,104
Wells Fargo Stable Return Fund N6	Mutual fund	n/a	61,543
Participant Loans	6.50% to 9.25%, various maturity dates	n/a	138,841
			$ 2,770,510

See independent auditors' report

Valley Wide Beverage Company
401 (k) Profit Sharing Plan

Financial Statements
and Supplementary Information

Years ended
December 31, 2012 and 2011

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THE GARABEDIAN GROUP
ACCOUNTANTS.
CONSULTANTS.
ADVISORS.

INDEPENDENT AUDITORS' REPORT

August 15, 2013

To the Administrator of
the Valley Wide Beverage Company
401(k) Profit Sharing Plan

We were engaged to audit the accompanying statements of net assets available for benefits of Valley Wide Beverage Company – 401(k) Profit Sharing Plan as of December 31, 2012 and 2011 and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and the supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year) , referred to as "supplementary information," as of December 31, 2012. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Wells Fargo Bank, the trustee, except for comparing the information with the related information included in the financial statements and supplementary schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

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

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VALLEY WIDE BEVERAGE COMPANY – 401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2012	December 31, 2011
ASSETS		
Cash	$ 64	$ 24
Investments, at fair value:		
Investments	2,631,669	2,058,564
Participant loans	138,841	191,827
	2,770,510	2,250,391
TOTAL ASSETS	2,770,574	2,250,415
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,770,574	$ 2,250,415

See accompanying notes to financial statements.

VALLEY WIDE BEVERAGE COMPANY – 401(K) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS:		
Additions to net assets attributed to:		
Investments income (loss):		
Interest and dividends	$	114,476
Net appreciation in fair value		166,856
Other		1,407
		282,739
Contributions:		
Employer		134,810
Participant		188,651
		323,461
TOTAL ADDITIONS		606,200
DEDUCTIONS:		
Deductions from net assets attributed to:		
Benefits paid to participants		57,876
Administration expenses		28,165
TOTAL DEDUCTIONS		86,041
NET INCREASE		520,159
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR		2,250,415
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$	2,770,574

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

NOTE A – DESCRIPTION OF PLAN

The following description of the Valley Wide Beverage Company ("Company") 401(k) Profit Sharing Plan ("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, which was formed on June 1, 1996 to provide benefits to all employees of the Company who have six months of service and are age eighteen or older. The Plan is a self-administered plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and is administered by the Company. There were 176 and 203 participants in the Plan as of December 31, 2012 and 2011, respectively. Once eligible to participate, employees can enter the Plan on the first day of the Plan year or the first day of the fourth, seventh, and tenth month of the Plan year, whichever date is nearest to the date the eligibility requirements are satisfied. Provided rehired employees have satisfied the eligibility requirements prior to termination of employment, they will become participants immediately on the date they are rehired.

Administrative Costs

The Plan is administered by the Company and administrative expenses of the Plan are paid principally by the Company. Investment management fees related to the administration of the Plan are paid directly by the Plan.

Amendment

The Plan was amended in 2006 to include a Safe Harbor election in compliance with the notice requirements of IRS Notice 98-52, for design-based alternative "safe harbor" methods in section 401(k)(12) and section 401(m)(11) of the Internal Revenue Code for satisfying the section 401(k) and section 401(m) nondiscrimination tests. This amendment allows for a matching contribution on behalf of each employee in the amount of 100 percent of the Elective Contributions (salary reduction contributions) of each eligible employee to the extent such elective contributions do not exceed 6 percent of the employee's compensation. All contributions shall be 100 percent vested at all times and are subject to restrictions on withdrawal consistent with Internal Revenue Code.

NOTES TO FINANCIAL STATEMENTS

Contributions

Participants' contributions to the Plan are elective deferrals, wholly vested in, and invested in accordance with the participants' instructions. Participants may elect to make salary deferrals up to the maximum dollar amount allowed annually as defined by the Internal Revenue Code. Employer discretionary contributions are determined annually by the Company's Board of Directors. Contributions are based on the relationship of individual participant's compensation to the total compensation for all participants. The Company will match 100% of the aggregate participants' contributions to the extent that the Company contribution does not exceed 6% of the participant's compensation. The Company made matching contributions totaling $134,810 for the year ending December 31, 2012. To be eligible for discretionary contributions, the employee does not have to be making contributions to the Plan.

Participant Accounts

Separate accounts are maintained for each participant. Each participant's account is credited with their contribution, the Company's matching contribution, forfeitures of terminated participant's non-vested account balance, and the actual income or loss on investments. The benefit to which a participant is entitled is the amount that can be provided from the participant's account.

Vesting

Participants are fully (100%) vested in elective deferral contributions, rollover contributions, safe harbor contributions, and earnings and losses credited to their account. At the end of five years, participants are fully (100%) vested in employer-matching contributions and discretionary contributions. The participant's vested account is non-forfeitable.

Participant Loans

Provided a participant qualifies, a loan may be granted for up to 50% of a participant's vested account balance, not to exceed $50,000, and no less than $1,000. A participant may not have more than one loan outstanding at any time. All loans will bear a reasonable rate of interest determined by the Trustee. A reasonable rate of interest is deemed to be the prime rate of interest charged by local commercial lending institutions plus 1%. Principal and interest may be repaid over a period of up to five years, except for the purchase of a principal residence.

Payment of Benefits

Upon termination of service, retirement, disability, or death, a qualified participant with a vested account balance of $5,000 or less will receive the entire balance in a lump sum payment. For vested balances exceeding $5,000, the participant or beneficiary may elect, in writing, to receive payment in lump sum or in a systematic withdrawal plan under a fixed reasonable period of time.

Forfeitures

Forfeited non-vested accounts may be applied first to payment of the plan administration expenses with any remaining amounts available for use towards matching contributions. If an employee returns to work for the Company before incurring five consecutive one year breaks in service, they may recapture the forfeited benefit if they pay back to the Plan the distribution received.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value as determined by quoted market prices. Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded on the accrual basis.

Fair Value of Financial Instruments

The carrying value of the Plan's investments approximates fair value because of the short term maturity of those instruments. The Plan estimates the fair value of its participant loans based on the current rates available to them for loans of the same remaining maturities. The estimated fair values of the Plan's participant loans approximate their recorded values at December 31, 2012.

NOTES TO FINANCIAL STATEMENTS

Payments of Benefits

Benefits are recorded when paid.

NOTE C – INVESTMENTS

The December 31, 2012 Statement of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012 and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the Trustee in accordance with 29CGR 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 information certified includes total assets of $2,770,574 and $2,250,415 at December 31, 2012 and 2011, respectively, and related gains of $168,263 for the year ended December 31, 2012.

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

	December 31,	
	2012	2011
Wells Fargo Advantage DJ Target 2040 I	$ 572,763	$ 431,254
Wells Fargo Advantage DJ Target 2020 I	364,050	244,459
Principal Inv High Yield II A	304,883	156,506
Royce Premier (Institutional Class)	252,662	166,294
PIMCO Total Return Fund (Inst)	231,902	136,925
Wells Fargo Advantage DJ Target 2030 I	231,662	176,975
American Century Growth Instl	207,709	156,411
Participant Loans	138,841	191,827
Wells Fargo Stable Return Fund N6	61,543	265,032
Wells Fargo Advantage DJ Target 2010 I	46,672	44,336

NOTE D – PLAN TERMINATION

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

NOTES TO FINANCIAL STATEMENTS

NOTE E – TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated September 18, 2001, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code.

NOTE F – CONCENTRATION OF CREDIT RISK

The Plan maintains its investments in registered investment companies with Wells Fargo Bank. Accounts are not guaranteed by the Federal Deposit Insurance Corporation (FDIC), or any other government agency.

NOTE G – RISKS AND UNCERTAINIES

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 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 H – SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through August 15, 2013, the date which the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

VALLEY WIDE BEVERAGE COMPANY - 401(K) PROFIT SHARING PLAN
SUPPLEMENTAL SCHEDULES
EIN 77-0057122
PLAN NUMBER 001
FOR YEAR ENDED DECEMBER 31, 2012

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

(a) Identity of Issue, Borrower, Lessor or Similar Party	(b) Description of Investment (Maturity Date, Rate of Interest, Collateral, Par or Maturity Value)	(c) Cost	(d) Current Value
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American Funds EuroPacific Growth (R5)	Mutual fund	n/a	53,561
American Funds New Perspective (R5)	Mutual fund	n/a	14,679
Columbia Small Cap Core Z	Mutual fund	n/a	4,595
DWS Dreman Small Cap Value S	Mutual fund	n/a	772
Franklin US Govt Securities Ser A	Mutual fund	n/a	107,402
Lazard Emerging Markets/I	Mutual fund	n/a	56,135
MFS Value Fund (Class R4)	Mutual fund	n/a	38,283
Neuberger Berman Real Estate Trust	Mutual fund	n/a	37,377
Oakmark Equity and Income Fund I	Mutual fund	n/a	1,374
Oppenheimer International Bond Y	Mutual fund	n/a	611
PIMCO Total Return Fund (Inst)	Mutual fund	n/a	231,902
Principal Inv High Yield II A	Mutual fund	n/a	304,883
Royce Premier (Instituitional Class)	Mutual fund	n/a	252,662
Thornburg Value Fund R5	Mutual fund	n/a	39,931
Wells Fargo Advantage DJ Target 2010 I	Mutual fund	n/a	46,672
Wells Fargo Advantage DJ Target 2020 I	Mutual fund	n/a	364,050
Wells Fargo Advantage DJ Target 2030 I	Mutual fund	n/a	231,662
Wells Fargo Advantage DJ Target 2040 I	Mutual fund	n/a	572,763
Wells Fargo Advantage DJ Target 2050 I	Mutual fund	n/a	3,104
Wells Fargo Stable Return Fund N6	Mutual fund	n/a	61,543
Participant Loans	6.50% to 9.25%, various maturity dates	n/a	138,841
			$ 2,770,510

See independent auditors' report

Valley Wide Beverage Company
401 (k) Profit Sharing Plan

Financial Statements
and Supplementary Information

Years ended
December 31, 2012 and 2011

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THE GARABEDIAN GROUP
ACCOUNTANTS.
CONSULTANTS.
ADVISORS.

INDEPENDENT AUDITORS' REPORT

August 15, 2013

To the Administrator of
the Valley Wide Beverage Company
401(k) Profit Sharing Plan

We were engaged to audit the accompanying statements of net assets available for benefits of Valley Wide Beverage Company – 401(k) Profit Sharing Plan as of December 31, 2012 and 2011 and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and the supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year) , referred to as "supplementary information," as of December 31, 2012. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Wells Fargo Bank, the trustee, except for comparing the information with the related information included in the financial statements and supplementary schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

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

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VALLEY WIDE BEVERAGE COMPANY – 401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2012	December 31, 2011
ASSETS		
Cash	$ 64	$ 24
Investments, at fair value:		
Investments	2,631,669	2,058,564
Participant loans	138,841	191,827
	2,770,510	2,250,391
TOTAL ASSETS	2,770,574	2,250,415
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,770,574	$ 2,250,415

See accompanying notes to financial statements.

VALLEY WIDE BEVERAGE COMPANY – 401(K) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2012

ADDITIONS:		
Additions to net assets attributed to:		
Investments income (loss):		
Interest and dividends	$	114,476
Net appreciation in fair value		166,856
Other		1,407
		282,739
Contributions:		
Employer		134,810
Participant		188,651
		323,461
TOTAL ADDITIONS		606,200
DEDUCTIONS:		
Deductions from net assets attributed to:		
Benefits paid to participants		57,876
Administration expenses		28,165
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NET INCREASE		520,159
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR		2,250,415
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$	2,770,574

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

NOTE A – DESCRIPTION OF PLAN

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Administrative Costs

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NOTES TO FINANCIAL STATEMENTS

Contributions

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Participant Accounts

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Vesting

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Forfeitures

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NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

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Investment Valuation and Income Recognition

The Plan's investments are stated at fair value as determined by quoted market prices. Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded on the accrual basis.

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NOTES TO FINANCIAL STATEMENTS

Payments of Benefits

Benefits are recorded when paid.

NOTE C – INVESTMENTS

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NOTE D – PLAN TERMINATION

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NOTES TO FINANCIAL STATEMENTS

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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 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 H – SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through August 15, 2013, the date which the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

VALLEY WIDE BEVERAGE COMPANY - 401(K) PROFIT SHARING PLAN
SUPPLEMENTAL SCHEDULES
EIN 77-0057122
PLAN NUMBER 001
FOR YEAR ENDED DECEMBER 31, 2012

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

(a) Identity of Issue, Borrower, Lessor or Similar Party	(b) Description of Investment (Maturity Date, Rate of Interest, Collateral, Par or Maturity Value)	(c) Cost	(d) Current Value
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American Funds EuroPacific Growth (R5)	Mutual fund	n/a	53,561
American Funds New Perspective (R5)	Mutual fund	n/a	14,679
Columbia Small Cap Core Z	Mutual fund	n/a	4,595
DWS Dreman Small Cap Value S	Mutual fund	n/a	772
Franklin US Govt Securities Ser A	Mutual fund	n/a	107,402
Lazard Emerging Markets/I	Mutual fund	n/a	56,135
MFS Value Fund (Class R4)	Mutual fund	n/a	38,283
Neuberger Berman Real Estate Trust	Mutual fund	n/a	37,377
Oakmark Equity and Income Fund I	Mutual fund	n/a	1,374
Oppenheimer International Bond Y	Mutual fund	n/a	611
PIMCO Total Return Fund (Inst)	Mutual fund	n/a	231,902
Principal Inv High Yield II A	Mutual fund	n/a	304,883
Royce Premier (Instituitional Class)	Mutual fund	n/a	252,662
Thornburg Value Fund R5	Mutual fund	n/a	39,931
Wells Fargo Advantage DJ Target 2010 I	Mutual fund	n/a	46,672
Wells Fargo Advantage DJ Target 2020 I	Mutual fund	n/a	364,050
Wells Fargo Advantage DJ Target 2030 I	Mutual fund	n/a	231,662
Wells Fargo Advantage DJ Target 2040 I	Mutual fund	n/a	572,763
Wells Fargo Advantage DJ Target 2050 I	Mutual fund	n/a	3,104
Wells Fargo Stable Return Fund N6	Mutual fund	n/a	61,543
Participant Loans	6.50% to 9.25%, various maturity dates	n/a	138,841
			$ 2,770,510

See independent auditors' report