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
REYES HOLDINGS 401(K) THRIFT PLAN

1b Three-digit plan number (PN) ▶ 005

1c Effective date of plan 08/01/1983

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

REYES HOLDINGS, L.L.C.

6250 N. RIVER ROAD
SUITE 9000
ROSEMONT, IL 60018

2b Employer Identification Number (EIN) 36-4121934

2c Sponsor's telephone number 847-227-6500

2d Business code (see instructions) 484120

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2013	JEFF A CARLSEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2013	DAN A DOHENY
	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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	11842
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**	11074
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	1843
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	12917
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	8
f Total. Add lines **6d** and **6e**	**6f**	12925
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	12134
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2423
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:
2E 2F 2G 2J 2K 2S 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)	[ ]	0	**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.**	**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
REYES HOLDINGS 401(K) THRIFT PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
REYES HOLDINGS, L.L.C.

D Employer Identification Number (EIN)
36-4121934

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

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(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)

NEW YORK LIFE INVESTMENT MANAGEMENT

52-2206685

(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 62 64	RETAINED BY CLIENT	437590	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

WINSTON & STRAWN

36-1975990

(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?
29 50	RETAINED BY CLIENT	71468	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CAPITAL STRATEGIES GROUP, INC

63-1207374

(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	RETAINED BY CLIENT	25000	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
(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.	

(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
REYES HOLDINGS 401(K) THRIFT PLAN

B Three-digit plan number (PN) ▶ 005

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
REYES HOLDINGS, L.L.C.

D Employer Identification Number (EIN)
36-4121934

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: PRUDENTIAL CORE CONSERV BOND

b Name of sponsor of entity listed in (a): PRUDENTIAL TRUST CO.

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)
23-6994310-126	C	61374995

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

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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

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
REYES HOLDINGS 401(K) THRIFT PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
REYES HOLDINGS, L.L.C.

D Employer Identification Number (EIN)
36-4121934

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)	6680020	7265793
(2) Participant contributions	1b(2)	571638	1307
(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)	16146459	17211455
(9) Value of interest in common/collective trusts	1c(9)	59279795	61374995
(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)	233356848	299138460
(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	316034760	384992010
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	316034760	384992010

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)	17201838	
(B) Participants	2a(1)(B)	28398229	
(C) Others (including rollovers)	2a(1)(C)	10522361	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		56122428
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)	729850	
(F) Other	2b(1)(F)	3731271	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		4461121
(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)	3732356	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		3732356
(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)		2097770
(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)		28908210
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		95321885
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	25829209	
(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)		25829209
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)	71468	
(2) Contract administrator fees	2i(2)	437590	
(3) Investment advisory and management fees	2i(3)	26368	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		535426
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		26364635
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		68957250
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: BAKER TILLY VIRCHOW KRAUSE, LLP **(2)** EIN: 39-0859910

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		5000000
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? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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
REYES HOLDINGS 401(K) THRIFT PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
REYES HOLDINGS, L.L.C.

D Employer Identification Number (EIN)
36-4121934

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): 13-3808042

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):

Reyes Holdings 401(k) Thrift Plan

Financial Statements
As of and for the Years Ended December 31, 2012 and 2011
and Supplemental Schedule as of
December 31, 2012, and Independent Auditors' Report

REYES HOLDINGS
401(k) THRIFT PLAN

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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

BAKER TILLY

Baker Tilly Virchow Krause, LLP
205 N Michigan Ave
Chicago, IL 60601-5927
tel 312 729 8000
fax 312 729 8199
bakertilly.com

INDEPENDENT AUDITORS' REPORT

To the Employee Benefits and
Retirement Plans Committee of
Reyes Holdings, LLC:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Reyes Holdings 401(k) Thrift Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 4, which was certified by New York Life Trust Company, the Trustee of the Plan (Trustee), except for comparing such information with the related information included in the financial statements and supplemental 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 certifications from the Trustee, as of December 31, 2012 and 2011 and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements as a whole.

Other Matter
The supplemental schedule, Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year), as of December 31, 2012, is required by the DOL's Rules and Regulations for Reporting and Disclosure under the ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental 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 DOL's Rules and Regulations for Reporting and Disclosure under the ERISA.

Baker Tilly Virchow Krause, LLP

Chicago, Illinois
October 2, 2013

REYES HOLDINGS
401(k) THRIFT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Investments, at fair value		
Registered investment companies	$ 299,138,459	$ 233,356,848
Common collective trust	65,231,849	62,562,577
Total investments	364,370,308	295,919,425
Receivables		
Employer contribution	7,265,793	6,680,020
Employee contribution	1,307	571,638
Notes receivable from participants	17,224,869	16,146,459
Total receivables	24,491,969	23,398,117
NET ASSETS AVAILABLE FOR BENEFITS REFLECTING INVESTMENTS AT FAIR VALUE	388,862,277	319,317,542
Adjustment from fair value to contract value for fully benefit-responsive guaranteed investment contracts	(3,856,853)	(3,282,782)
NET ASSETS AVAILABLE FOR BENEFITS	$ 385,005,424	$ 316,034,760

See accompanying notes to financial statements.

REYES HOLDINGS
401(k) THRIFT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 and 2011

	2012	2011
ADDITIONS:		
Contributions:		
Participant contributions	$ 28,398,229	$ 23,717,411
Employer contributions	17,201,838	19,271,953
Participant rollovers	10,522,361	8,495,954
Total contributions	56,122,428	51,485,318
Investment income:		
Net appreciation in fair value of investments	31,005,980	-
Interest and dividends	7,477,041	6,702,134
Total investment income	38,483,021	6,702,134
Interest on notes receivable from participants	729,850	661,046
Total additions	95,335,299	58,848,498
DEDUCTIONS:		
Net depreciation in fair value of investments	-	(12,841,874)
Benefits paid to participants	(25,829,209)	(27,252,562)
Administrative expenses	(535,426)	(455,911)
Total deductions	(26,364,635)	(40,550,347)
NET INCREASE	68,970,664	18,298,151
NET ASSETS AVAILABLE FOR BENEFITS — Beginning of year	316,034,760	297,736,609
NET ASSETS AVAILABLE FOR BENEFITS — End of Year	$ 385,005,424	$ 316,034,760

See accompanying notes to financial statements.

REYES HOLDINGS
401(k) THRIFT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

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1. DESCRIPTION OF THE PLAN

The following description of the Reyes Holdings 401(k) Thrift Plan (the "Plan") is provided for general information purposes only. Users of these financial statements should refer to the plan document for more complete information.

General— The Plan is a defined contribution plan for all salaried, non-union employees and hourly paid, non-union warehousemen and drivers of Reyes Holdings, LLC, The Martin-Brower Company ("MB"), LLC, Chicago Beverage Systems, LLC, Harbor Distributing, LLC, Crest Beverage, LLC, Premium Distributors of Virginia, LLC, Premium Distributors of Washington D.C., LLC, Premium Distributors of Maryland, LLC, Henry Lee Distributors, LLC, Florida Distributing Company, LLC, Chesbay Distributing, LLC, Windy City Distributing, LLC and Reinhart FoodService, LLC (collectively referred to as the "Company") who have completed the necessary service requirements as defined within the plan document. Union employees of the Company for whom the collective bargaining agreement provides for coverage under the Plan are also eligible. The Plan employees include former employees of Keystone Foods LLC and McKey Luxembourg S.a.r.l. ("Keystone"), AGAR Supply Co., Inc. ("AGAR"), and Chesbay Distributing Company ("Chesbay") that were hired during 2012 as a result of business acquisitions. These employees are considered employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is administered by the Employee Benefits and Retirement Plans Committee (the "Committee") of the Company, which consists of various people appointed by the Company's shareholders. New York Life Trust Company serves as both the administrator ("Plan Administrator") and the trustee ("Trustee") of the Plan.

Contributions—Participants may elect to contribute up to 50% of annual compensation on a pre or post tax basis, as defined in the Plan, subject to certain Internal Revenue Code ("IRC") limitations. The Company contributes an amount equal to 50% of the percentage contributed by the participant to a maximum matching contribution ranging from 3% to 6% depending on class of employee. Additional amounts may be contributed at the discretion of the Company. The Company made discretionary contributions of $7,265,793 and $6,680,020 for the years ended December 31, 2012 and 2011, respectively. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Participant Accounts—Individual accounts are maintained for each plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of Company discretionary contributions and plan earnings. Each participant's account is charged with withdrawals, an allocation of plan losses, and administrative expenses. Allocations are based on participant earnings or account balances, as defined within the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments—Participants direct the investment of their accounts into various investment options offered by the Plan. As of December 31, 2012, the Plan offers thirteen mutual funds, nine target date funds, and one common collective trust fund as investment options for participants.

1. DESCRIPTION OF THE PLAN (CONTINUED)

Plan Amendments—The Plan was amended effective December 1, 2012 to allow certain former employees of Chesbay to allow service as an employee of Chesbay to be counted in his or her period of service and vesting in his or her matching account. The Plan was amended effective September 23, 2012 to allow certain former employees of AGAR to be deemed to satisfy the period of service requirements for vesting in his or her matching account, regardless of the length of his or her service at AGAR. The Plan was amended effective May 1, 2012 to allow certain former employees of Keystone to allow service as an employee of Keystone to be counted in his or her period of service and vesting in his or her matching account.

Participant Loans—A participant may borrow from their fund accounts an amount that shall not exceed the lesser of $50,000 or one-half of their account balance. Loans are secured by the participant's account and are repayable through payroll deductions over periods ranging up to 60 months or up to 15 years for the purchase of a primary residence. Terminated employees are required to repay loans within 60 days or they become deemed distributions. Interest is assessed at rates commensurate with local prevailing rates at the time funds are borrowed as determined by the Trustee.

Payment of Benefits—Upon termination of service, the participant may elect to receive his or her full account balance or to defer distribution until a later date, but no later than age 70-1/2. A lump-sum payment, an annuity and monthly installment payments are optional forms of benefit payment available under the Plan.

Participants in service may make hardship withdrawals from their voluntary contributions upon demonstrating immediate financial need as defined in the plan document. No withdrawals may be made from Company contributions.

Vesting of Benefits—Participants are immediately vested in the Plan for their own contributions plus actual earnings thereon.

Employer matching contributions and employer discretionary contributions plus earnings thereon generally vest based on the following schedule:

Less than 2 Years	0%
2 Years	25%
3 Years	50%
4 Years	75%
5 Years or more	100%

Matching contributions of certain classes of employees, as defined in the plan document, are 100% vested at all times.

1. DESCRIPTION OF THE PLAN (CONTINUED)

Forfeited Accounts—At December 31, 2012 and 2011, forfeited nonvested accounts totaled $509,746 and $960,537, respectively. Forfeited amounts are first used to offset plan administrative expenses and second to reduce future employer contributions. All account balances must be used by the end of the following year. For the year ended December 31, 2012, amounts used to offset administrative expenses and reduce employer contributions were $52,073 and $1,014,143, respectively, and for the year ended December 31, 2011, amounts used to offset administrative expenses and reduce employer contributions were $97,244 and 468,992, respectively.

Reclassification — For comparability, certain 2011 amounts have been reclassified to conform with classifications adopted in 2012.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting—The accompanying financial statements have been 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 ("U.S. GAAP") require Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition—The Plan's interests in mutual funds are stated at fair value based on quoted market prices. The shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Purchases and sales of securities are recorded as of the trade date. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

As one of the investment options of the Plan, participants may allocate their contributions and account balances to an investment option called the Prudential Stable Value Fund, a common collective trust, which is a combination of a synthetic guaranteed investment contract ("GIC") issued by The Prudential Insurance Company of America ("PICA") and a portfolio of assets held in a trust for the exclusive benefit of plan participants. The underlying investments of the Prudential Stable Value Fund consist primarily of a collective investment trust, ("Collective Investment Trust"), which currently consists of the Prudential Core Conservative Bond Fund. The purpose of the Collective Investment Trust is to comingle the assets of participating qualified retirement plans and trusts for investment purposes in order to bring about economy of administration and otherwise for fiduciary purposes.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Prudential Stable Value Fund is designed to provide plan participants with the relative safety of principal and with competitive, relatively stable guaranteed returns. Amounts contributed to the Prudential Stable Value Fund are deposited to the Plan's designated trust account for that investment and the synthetic GIC which provides for a variable crediting rate that resets quarterly. PICA provides assurance that future adjustments to the crediting rate cannot result in a crediting rate less than zero. The crediting rate is primarily based on the current yield-to-maturity of the covered investments, plus or minus amortization of the difference between the market value and contract value of the covered investments over the duration of the covered investments at the time of computation. The crediting rate is most affected by the change in the annual effective yield to maturity of the underlying securities, but is also affected by the difference between the contract value and the market value of the covered investments. The average earnings yields of the Prudential Stable Value Fund based were 1.52% and 1.93% at December 31, 2012 and 2011, respectively, and the average crediting rate yields were 3.31% and 3.56% at December 31, 2012 and 2011, respectively.

Participant-directed redemptions from the Prudential Stable Value Fund at contract value have no restrictions. The Plan may terminate the synthetic GIC contract at any time by giving 30 days notice to PICA. PICA may terminate the synthetic GIC contract for cause in the event either 1) the Plan is terminated or merged into another plan, 2) the Plan becomes disqualified, or 3) changes occur to the Plan's prohibition on competing investment options or deletion of equity wash provisions. Upon termination of the agreement, the Plan will receive the fair value of the Plan's investment in the synthetic GIC. The plan administrator does not believe that the occurrence of such events that would limit the Plan's ability to transact at contract value with participants is probable.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measure attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of this plan. The Plan invests in investment contracts through the Prudential Stable Value Fund, a synthetic GIC. As required, the statements of net assets available for benefits present the fair value of the investments in the Prudential Stable Value Fund as well as the adjustment of the investment in the Prudential Stable Value Fund from fair value to contract value relating to the investment contracts. The statements of changes in net assets available for benefits are prepared on a contract value basis. The contract value of the participants' investment in the Prudential Stable Value Fund represents contributions plus earnings, less participant withdrawals and administrative expenses.

Administrative Expenses—The Company pays legal and accounting fees for the Plan. All other expenses in connection with the administration of the Plan are paid from plan assets as provided in the plan document.

Payment of Benefits—Benefit payments to participants are recorded upon distribution. As of December 31, 2012 and 2011 the Plan had no pending distributions to participants who elected to withdraw from the Plan.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

Recent Accounting Pronouncements— In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-04, *Fair Value Measurement*, which aligns disclosures related to fair value between U.S. GAAP and International Financial Reporting Standards. The update includes changes to the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and changes to the disclosure of information about fair value measurements. More specifically, the changes clarify the intent of the FASB regarding the application of existing fair value measurements and disclosures as well as changing some particular principles or requirements for measuring fair value or for disclosing information about fair value measurements. This update was effective for the plan year ended December 31, 2012, except for certain disclosures for nonpublic employee benefit plans as noted in ASU No. 2013-09, "Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans in Update No. 2011-04", which have been deferred indefinitely. The Plan adopted the provisions of ASU No. 2011-04, except for the disclosures related to ASU No. 2013-09, and the guidance did not have a material impact on the Plan's financial statements.

3. FAIR VALUE MEASUREMENTS

The Plan follows U.S. GAAP for measuring, reporting, and disclosing fair value. These standards apply to all assets and liabilities that are measured, reported, and/or disclosed on a fair value basis.

As defined in FASB standards related to fair value measurements, 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. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities measured, reported and/or disclosed at fair value will be classified and disclosed in one of the following three categories:

Level 1 - Inputs to the valuation methodology are unadjusted quoted market prices for identical assets in active markets that the Plan has the ability to access. Registered investment company funds are considered level 1 assets.

Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data. 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

3. FAIR VALUE MEASUREMENTS (CONTINUED)

The investments in the collective investment trust currently reside in the Prudential Stable Value Fund. The Plan's interests in the trust are valued based on the net asset values reported by the Trustee. Fair values for the underlying assets of the Prudential Stable Value Fund were based on the market approach using quoted prices in active markets or observable inputs used to value certain securities and contracts. The Plan's interest in the trust is categorized as Level 2.

Level 3 - Inputs that are unobservable and not corroborated by market data.

The fair value measurement of each asset or liability 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.

The plan sponsor is responsible for the determination of fair value. Accordingly, they perform periodic analysis on the prices received from the pricing services used to determine whether the prices are reasonable estimates of fair value. As a result of these reviews, the plan sponsor has not historically adjusted the prices obtained from the pricing services. The investment valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

3. FAIR VALUE MEASUREMENTS (CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value on a recurring basis as of December 31, 2012 and 2011.

Assets at fair value as of December 31, 2012

	Level I	Level II	Level III	Total
Registered Investment Companies				
Currency	$ 825,722	$ -	$ -	$ 825,722
Bonds	20,209,201	-	-	20,209,201
Commodities	3,580,715	-	-	3,580,715
Fixed Income - Core	49,034,252	-	-	49,034,252
Small/Mid Cap	46,994,975	-	-	46,994,975
Large Cap	121,675,634	-	-	121,675,634
Foreign Growth	7,088,283	-	-	7,088,283
Foreign - Emerging	14,493,495	-	-	14,493,495
Foreign - Large Cap	28,068,338	-	-	28,068,338
Real Estate	7,167,844	-	-	7,167,844
Common Collective Trust Fund	-	65,231,849	-	65,231,849
Total Investments at Fair Value	$ 299,138,459	$ 65,231,849	$ -	$ 364,370,308

Assets at fair value as of December 31, 2011

	Level I	Level II	Level III	Total
Registered Investment Companies				
Currency	$ 1,127,036	$ -	$ -	$ 1,127,036
Bonds	13,326,130	-	-	13,326,130
Commodities	3,959,610	-	-	3,959,610
Fixed Income - Core	37,993,429	-	-	37,993,429
Small/Mid Cap	36,821,224	-	-	36,821,224
Large Cap	86,868,503	-	-	86,868,503
Foreign Growth	10,432,312	-	-	10,432,312
Foreign - Emerging	9,465,030	-	-	9,465,030
Foreign - Large Cap	26,270,159	-	-	26,270,159
Real Estate	7,093,415	-	-	7,093,415
Common Collective Trust Fund	-	62,562,577	-	62,562,577
Total Investments at Fair Value	$ 233,356,848	$ 62,562,577	$ -	$ 295,919,425

3. FAIR VALUE MEASUREMENTS (CONTINUED)

The following table sets forth certain information on the common collective trust fund, which is valued at net asset value ("NAV") as of December 31, 2012 and December 31, 2011.

	2012 Fair Value	2012 Unfunded Commitment	2012 Redemption Frequency	Redemption Notice Period
Common Collective Trust Fund	65,231,849	-	Daily	None

	2011 Fair Value	2011 Unfunded Commitment	2011 Redemption Frequency	Redemption Notice Period
Common Collective Trust Fund	62,562,577	-	Daily	None

The Common Collective Trust is comprised of corporate bonds, asset-backed securities, commercial mortgage-backed securities, municipal securities, US Government mortgage-backed securities, US Government Treasury & Agency Obligations, Foreign Government & Agency Obligations and short-term investments. The trust fund objective, as established by the Trustee, is to outperform the Barclays Capital US Aggregate Bond Index by 25 basis points over a full market cycle.

4. INFORMATION CERTIFIED BY THE TRUSTEE (Unaudited)

The following is a summary of the unaudited information regarding the Plan as of December 31, 2012 and 2011, and for the years then ended, included in the Plan's financial statements and supplemental schedule. The information was prepared by New York Life Trust Company, the Trustee of the Plan and plan administrator. The Trustee has certified that such information is complete and accurate.

	2012	2011
Statements of Net Assets Available for Benefits:		
Investments	$360,513,455	$292,636,643
Notes receivable from participants	17,224,869	16,146,459
Assets Certified by Trustee	$377,738,324	$308,783,102
Statements of Changes in Net Assets Available for Benefits:		
Investment income:		
Net appreciation (depreciation) of investments	31,005,980	(12,841,874)
Interest and dividends	7,477,041	6,702,134
Interest on notes receivable from participants	729,850	661,046

The Plan's investments that represented five percent or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011, respectively, are as follows:

	2012	2011
Vanguard Instit Index	$ 62,466,251	$ 50,426,018
Prudential Stable Value Fund (at contract value)	61,374,996	59,279,795
MainStay Large Cap Growth 1	35,489,550	23,982,485
Loomis Sayles Inv Grade Bond A	27,930,902	20,924,493
Columbia Dividend Income FD Z	23,719,834	*
American EuroPacific Growth R5	21,103,350	17,068,937
PIMCO Total Return (Admin)	20,666,646	17,394,973

* - Value does not represent 5% of net assets available for benefits for the respective year

4. INFORMATION CERTIFIED BY THE TRUSTEE (Unaudited, CONTINUED)

During the years ended December 31, 2012 and 2011, the Plan investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2012	2011
Registered investment companies	$ 28,908,210	$ (14,813,916)
Common collective trust	2,097,770	1,972,042
Net appreciation (depreciation) of investments	$ 31,005,980	$ (12,841,874)

The Plan provides for investments in mutual funds, target date funds, and a common collective trust fund that, in general, are exposed to various risks such as interest rate, credit and overall market volatility 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 participant account balances and the amounts reported in the net assets available for benefits.

5. FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter, dated July 12, 2012, that the Plan and related trust were designed in accordance with the applicable regulations of the IRC. The Plan has been amended since receiving the determination letter; however, the Company and the plan administrator believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP require plan management to evaluate tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

6. PLAN TERMINATION

Although it has not expressed any intention 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 set forth in ERISA. In the event the Plan is terminated, participants would become 100 percent vested in their accounts.

7. PARTIES-IN-INTEREST TRANSACTIONS

Certain investments held by the Plan are invested and maintained by the Trustee and therefore these transactions qualify as party-in-interest transactions. The Trustee also performed administrative and recordkeeping services for the Plan. The fees for these services paid by the Plan were $437,950 and $389,804 for the years ended December 31, 2012 and 2011, respectively.

Certain employees of the Companies provide administrative services to the Plan. These employees are not paid from the Plan for their services. Certain other administrative expenses are paid by the Companies on behalf of the Plan.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2012 and 2011 and for the year ended December 31, 2012:

	2012	2011
Net assets available for benefit per financial statements	$385,005,424	$316,034,760
Notes receivable from participants	(13,414)	-
Net assets available per Form 5500	$384,992,010	$316,034,760
Increase in net assets avaiable for benefit per the financial statements	$ 68,970,664	
Interest and dividends	(13,414)	
Change in net assets available for benefits per Form 5500	$ 68,957,250	

9. SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 2, 2013, which is the date that the financial statements were approved and available to be issued, for events requiring or disclosure in the Plan's financial statements.

9. SUBSEQUENT EVENTS (CONTINUED)

As part of an amendment to the Plan dated December 31, 2012, a portion of the AGAR Supply Co., Inc. Savings & Investment Plan (the "AGAR Plan") was spun-off and merged into the Plan effective January 2, 2013. The former AGAR employees became eligible employees of the Plan on September 23, 2012 and became eligible to receive matching contributions, if any, on and after October 1, 2012. Any loans issued to participants under the AGAR Plan that were outstanding immediately prior to the spin-off of the AGAR Plan were transferred and assumed by the Plan as of the spin off date. Any participant who had such a loan may continue to have this loan outstanding under the Plan until such loan is paid off, even if the participant subsequently took another, separate loan under the Plan.

* * * * * *

SUPPLEMENTAL SCHEDULE

REYES HOLDINGS
401(k) THRIFT PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i —
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Plan: 005
EIN: 36-4121934
DECEMBER 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or smilar party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Allianz	Allianz NFJ Intl Value Fd Inst	**	$ 7,401,692
	American Funds	American EuroPacific Growth R5	**	20,666,646
	Columbia Funds	Columbia Acorn Fund Z	**	9,881,854
	Columbia Funds	Columbia Acorn International Fund (Z)	**	1,295,144
	Columbia Funds	Columbia Acorn Select Fund (Z)	**	5,581,434
	Columbia Funds	Columbia Dividend Income Fd Z	**	23,719,834
	Dimensional Fund Advisors	DFA Emerging Markets Small Prt	**	3,989,310
	Goldman Sachs Group, Inc.	Goldman Sachs Mid Cap Val Inst	**	7,304,208
	Invesco, Ltd.	Invesco Global Real Estate A	**	7,167,844
	Invesco, Ltd.	Invesco Intl Growth Inst	**	5,793,139
	JP Morgan Funds	JP Morgan Core Bond Fund Sel	**	3,232,808
	Lazard Funds	Lazard Emerging Markets Inst	**	10,504,185
	Loomis Sayles	Loomis Sayles Inv Grade Bond A	**	27,930,902
	Lord Abbett	Lord Abbett Dev Grow Fd Cl I	**	4,460,650
*	New York Life Investment Management	MainStay Large Cap Growth I	**	35,489,550
	Pacific Investment Management Company	PIMCO Comm Real Ret Strat (I)	**	3,580,715
	Pacific Investment Management Company	PIMCO Emerg Mrkts Currency Ins	**	825,722
	Pacific Investment Management Company	PIMCO Emerging Mkts Bond Inst	**	5,095,463
	Pacific Investment Management Company	PIMCO Total Return Fund(Admin)	**	21,103,350
*	Prudential Trust Co.	Prudential Stable Val- Core Cons Bond Fd	**	61,374,996
	Templeton	Templeton Frontier Mrkts Adv	**	2,797,148
	Vanguard Group	Vanguard High Yield Corp Adml	**	5,554,040
	Vanguard Group	Vanguard Inf-Prot Secs Admiral	**	3,529,743
	Vanguard Group	Vanguard Instit Index (Inst)	**	62,466,251
	Vanguard Group	Vanguard Sm Cap Val Index (Inv)	**	4,024,618
	Wells Fargo Investments	Wells Fargo Adv Small Cp Val I	**	15,742,211
*	Participant loans	Various maturities at interest rates of 3.25% to 10.50%	-0-	17,224,869
	Total			$ 377,738,324

* Permitted party in interest.

** Cost information is not required for participant-directed investments and, therefore, is not included.

This schedule is based on information which has been certified as complete and accurate by New York Life Trust Company, Trustee.

Reyes Holdings 401(k) Thrift Plan

Financial Statements
As of and for the Years Ended December 31, 2012 and 2011
and Supplemental Schedule as of
December 31, 2012, and Independent Auditors' Report

REYES HOLDINGS
401(k) THRIFT PLAN

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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

BAKER TILLY

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INDEPENDENT AUDITORS' REPORT

To the Employee Benefits and
Retirement Plans Committee of
Reyes Holdings, LLC:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Reyes Holdings 401(k) Thrift Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 4, which was certified by New York Life Trust Company, the Trustee of the Plan (Trustee), except for comparing such information with the related information included in the financial statements and supplemental 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 certifications from the Trustee, as of December 31, 2012 and 2011 and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements as a whole.

Other Matter
The supplemental schedule, Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year), as of December 31, 2012, is required by the DOL's Rules and Regulations for Reporting and Disclosure under the ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental 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 DOL's Rules and Regulations for Reporting and Disclosure under the ERISA.

Baker Tilly Virchow Krause, LLP

Chicago, Illinois
October 2, 2013

REYES HOLDINGS
401(k) THRIFT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Investments, at fair value		
Registered investment companies	$ 299,138,459	$ 233,356,848
Common collective trust	65,231,849	62,562,577
Total investments	364,370,308	295,919,425
Receivables		
Employer contribution	7,265,793	6,680,020
Employee contribution	1,307	571,638
Notes receivable from participants	17,224,869	16,146,459
Total receivables	24,491,969	23,398,117
NET ASSETS AVAILABLE FOR BENEFITS REFLECTING INVESTMENTS AT FAIR VALUE	388,862,277	319,317,542
Adjustment from fair value to contract value for fully benefit-responsive guaranteed investment contracts	(3,856,853)	(3,282,782)
NET ASSETS AVAILABLE FOR BENEFITS	$ 385,005,424	$ 316,034,760

See accompanying notes to financial statements.

REYES HOLDINGS
401(k) THRIFT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 and 2011

	2012	2011
ADDITIONS:		
Contributions:		
Participant contributions	$ 28,398,229	$ 23,717,411
Employer contributions	17,201,838	19,271,953
Participant rollovers	10,522,361	8,495,954
Total contributions	56,122,428	51,485,318
Investment income:		
Net appreciation in fair value of investments	31,005,980	-
Interest and dividends	7,477,041	6,702,134
Total investment income	38,483,021	6,702,134
Interest on notes receivable from participants	729,850	661,046
Total additions	95,335,299	58,848,498
DEDUCTIONS:		
Net depreciation in fair value of investments	-	(12,841,874)
Benefits paid to participants	(25,829,209)	(27,252,562)
Administrative expenses	(535,426)	(455,911)
Total deductions	(26,364,635)	(40,550,347)
NET INCREASE	68,970,664	18,298,151
NET ASSETS AVAILABLE FOR BENEFITS — Beginning of year	316,034,760	297,736,609
NET ASSETS AVAILABLE FOR BENEFITS — End of Year	$ 385,005,424	$ 316,034,760

See accompanying notes to financial statements.

REYES HOLDINGS
401(k) THRIFT PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

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1. DESCRIPTION OF THE PLAN

The following description of the Reyes Holdings 401(k) Thrift Plan (the "Plan") is provided for general information purposes only. Users of these financial statements should refer to the plan document for more complete information.

General— The Plan is a defined contribution plan for all salaried, non-union employees and hourly paid, non-union warehousemen and drivers of Reyes Holdings, LLC, The Martin-Brower Company ("MB"), LLC, Chicago Beverage Systems, LLC, Harbor Distributing, LLC, Crest Beverage, LLC, Premium Distributors of Virginia, LLC, Premium Distributors of Washington D.C., LLC, Premium Distributors of Maryland, LLC, Henry Lee Distributors, LLC, Florida Distributing Company, LLC, Chesbay Distributing, LLC, Windy City Distributing, LLC and Reinhart FoodService, LLC (collectively referred to as the "Company") who have completed the necessary service requirements as defined within the plan document. Union employees of the Company for whom the collective bargaining agreement provides for coverage under the Plan are also eligible. The Plan employees include former employees of Keystone Foods LLC and McKey Luxembourg S.a.r.l. ("Keystone"), AGAR Supply Co., Inc. ("AGAR"), and Chesbay Distributing Company ("Chesbay") that were hired during 2012 as a result of business acquisitions. These employees are considered employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is administered by the Employee Benefits and Retirement Plans Committee (the "Committee") of the Company, which consists of various people appointed by the Company's shareholders. New York Life Trust Company serves as both the administrator ("Plan Administrator") and the trustee ("Trustee") of the Plan.

Contributions—Participants may elect to contribute up to 50% of annual compensation on a pre or post tax basis, as defined in the Plan, subject to certain Internal Revenue Code ("IRC") limitations. The Company contributes an amount equal to 50% of the percentage contributed by the participant to a maximum matching contribution ranging from 3% to 6% depending on class of employee. Additional amounts may be contributed at the discretion of the Company. The Company made discretionary contributions of $7,265,793 and $6,680,020 for the years ended December 31, 2012 and 2011, respectively. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Participant Accounts—Individual accounts are maintained for each plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of Company discretionary contributions and plan earnings. Each participant's account is charged with withdrawals, an allocation of plan losses, and administrative expenses. Allocations are based on participant earnings or account balances, as defined within the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments—Participants direct the investment of their accounts into various investment options offered by the Plan. As of December 31, 2012, the Plan offers thirteen mutual funds, nine target date funds, and one common collective trust fund as investment options for participants.

1. DESCRIPTION OF THE PLAN (CONTINUED)

Plan Amendments—The Plan was amended effective December 1, 2012 to allow certain former employees of Chesbay to allow service as an employee of Chesbay to be counted in his or her period of service and vesting in his or her matching account. The Plan was amended effective September 23, 2012 to allow certain former employees of AGAR to be deemed to satisfy the period of service requirements for vesting in his or her matching account, regardless of the length of his or her service at AGAR. The Plan was amended effective May 1, 2012 to allow certain former employees of Keystone to allow service as an employee of Keystone to be counted in his or her period of service and vesting in his or her matching account.

Participant Loans—A participant may borrow from their fund accounts an amount that shall not exceed the lesser of $50,000 or one-half of their account balance. Loans are secured by the participant's account and are repayable through payroll deductions over periods ranging up to 60 months or up to 15 years for the purchase of a primary residence. Terminated employees are required to repay loans within 60 days or they become deemed distributions. Interest is assessed at rates commensurate with local prevailing rates at the time funds are borrowed as determined by the Trustee.

Payment of Benefits—Upon termination of service, the participant may elect to receive his or her full account balance or to defer distribution until a later date, but no later than age 70-1/2. A lump-sum payment, an annuity and monthly installment payments are optional forms of benefit payment available under the Plan.

Participants in service may make hardship withdrawals from their voluntary contributions upon demonstrating immediate financial need as defined in the plan document. No withdrawals may be made from Company contributions.

Vesting of Benefits—Participants are immediately vested in the Plan for their own contributions plus actual earnings thereon.

Employer matching contributions and employer discretionary contributions plus earnings thereon generally vest based on the following schedule:

Less than 2 Years	0%
2 Years	25%
3 Years	50%
4 Years	75%
5 Years or more	100%

Matching contributions of certain classes of employees, as defined in the plan document, are 100% vested at all times.

1. DESCRIPTION OF THE PLAN (CONTINUED)

Forfeited Accounts—At December 31, 2012 and 2011, forfeited nonvested accounts totaled $509,746 and $960,537, respectively. Forfeited amounts are first used to offset plan administrative expenses and second to reduce future employer contributions. All account balances must be used by the end of the following year. For the year ended December 31, 2012, amounts used to offset administrative expenses and reduce employer contributions were $52,073 and $1,014,143, respectively, and for the year ended December 31, 2011, amounts used to offset administrative expenses and reduce employer contributions were $97,244 and 468,992, respectively.

Reclassification — For comparability, certain 2011 amounts have been reclassified to conform with classifications adopted in 2012.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting—The accompanying financial statements have been 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 ("U.S. GAAP") require Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition—The Plan's interests in mutual funds are stated at fair value based on quoted market prices. The shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Purchases and sales of securities are recorded as of the trade date. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

As one of the investment options of the Plan, participants may allocate their contributions and account balances to an investment option called the Prudential Stable Value Fund, a common collective trust, which is a combination of a synthetic guaranteed investment contract ("GIC") issued by The Prudential Insurance Company of America ("PICA") and a portfolio of assets held in a trust for the exclusive benefit of plan participants. The underlying investments of the Prudential Stable Value Fund consist primarily of a collective investment trust, ("Collective Investment Trust"), which currently consists of the Prudential Core Conservative Bond Fund. The purpose of the Collective Investment Trust is to comingle the assets of participating qualified retirement plans and trusts for investment purposes in order to bring about economy of administration and otherwise for fiduciary purposes.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Prudential Stable Value Fund is designed to provide plan participants with the relative safety of principal and with competitive, relatively stable guaranteed returns. Amounts contributed to the Prudential Stable Value Fund are deposited to the Plan's designated trust account for that investment and the synthetic GIC which provides for a variable crediting rate that resets quarterly. PICA provides assurance that future adjustments to the crediting rate cannot result in a crediting rate less than zero. The crediting rate is primarily based on the current yield-to-maturity of the covered investments, plus or minus amortization of the difference between the market value and contract value of the covered investments over the duration of the covered investments at the time of computation. The crediting rate is most affected by the change in the annual effective yield to maturity of the underlying securities, but is also affected by the difference between the contract value and the market value of the covered investments. The average earnings yields of the Prudential Stable Value Fund based were 1.52% and 1.93% at December 31, 2012 and 2011, respectively, and the average crediting rate yields were 3.31% and 3.56% at December 31, 2012 and 2011, respectively.

Participant-directed redemptions from the Prudential Stable Value Fund at contract value have no restrictions. The Plan may terminate the synthetic GIC contract at any time by giving 30 days notice to PICA. PICA may terminate the synthetic GIC contract for cause in the event either 1) the Plan is terminated or merged into another plan, 2) the Plan becomes disqualified, or 3) changes occur to the Plan's prohibition on competing investment options or deletion of equity wash provisions. Upon termination of the agreement, the Plan will receive the fair value of the Plan's investment in the synthetic GIC. The plan administrator does not believe that the occurrence of such events that would limit the Plan's ability to transact at contract value with participants is probable.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measure attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of this plan. The Plan invests in investment contracts through the Prudential Stable Value Fund, a synthetic GIC. As required, the statements of net assets available for benefits present the fair value of the investments in the Prudential Stable Value Fund as well as the adjustment of the investment in the Prudential Stable Value Fund from fair value to contract value relating to the investment contracts. The statements of changes in net assets available for benefits are prepared on a contract value basis. The contract value of the participants' investment in the Prudential Stable Value Fund represents contributions plus earnings, less participant withdrawals and administrative expenses.

Administrative Expenses—The Company pays legal and accounting fees for the Plan. All other expenses in connection with the administration of the Plan are paid from plan assets as provided in the plan document.

Payment of Benefits—Benefit payments to participants are recorded upon distribution. As of December 31, 2012 and 2011 the Plan had no pending distributions to participants who elected to withdraw from the Plan.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

Recent Accounting Pronouncements— In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-04, *Fair Value Measurement*, which aligns disclosures related to fair value between U.S. GAAP and International Financial Reporting Standards. The update includes changes to the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and changes to the disclosure of information about fair value measurements. More specifically, the changes clarify the intent of the FASB regarding the application of existing fair value measurements and disclosures as well as changing some particular principles or requirements for measuring fair value or for disclosing information about fair value measurements. This update was effective for the plan year ended December 31, 2012, except for certain disclosures for nonpublic employee benefit plans as noted in ASU No. 2013-09, "Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans in Update No. 2011-04", which have been deferred indefinitely. The Plan adopted the provisions of ASU No. 2011-04, except for the disclosures related to ASU No. 2013-09, and the guidance did not have a material impact on the Plan's financial statements.

3. FAIR VALUE MEASUREMENTS

The Plan follows U.S. GAAP for measuring, reporting, and disclosing fair value. These standards apply to all assets and liabilities that are measured, reported, and/or disclosed on a fair value basis.

As defined in FASB standards related to fair value measurements, 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. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities measured, reported and/or disclosed at fair value will be classified and disclosed in one of the following three categories:

Level 1 - Inputs to the valuation methodology are unadjusted quoted market prices for identical assets in active markets that the Plan has the ability to access. Registered investment company funds are considered level 1 assets.

Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data. 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

3. FAIR VALUE MEASUREMENTS (CONTINUED)

The investments in the collective investment trust currently reside in the Prudential Stable Value Fund. The Plan's interests in the trust are valued based on the net asset values reported by the Trustee. Fair values for the underlying assets of the Prudential Stable Value Fund were based on the market approach using quoted prices in active markets or observable inputs used to value certain securities and contracts. The Plan's interest in the trust is categorized as Level 2.

Level 3 - Inputs that are unobservable and not corroborated by market data.

The fair value measurement of each asset or liability 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.

The plan sponsor is responsible for the determination of fair value. Accordingly, they perform periodic analysis on the prices received from the pricing services used to determine whether the prices are reasonable estimates of fair value. As a result of these reviews, the plan sponsor has not historically adjusted the prices obtained from the pricing services. The investment valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

3. FAIR VALUE MEASUREMENTS (CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value on a recurring basis as of December 31, 2012 and 2011.

Assets at fair value as of December 31, 2012

	Level I	Level II	Level III	Total
Registered Investment Companies				
Currency	$ 825,722	$ -	$ -	$ 825,722
Bonds	20,209,201	-	-	20,209,201
Commodities	3,580,715	-	-	3,580,715
Fixed Income - Core	49,034,252	-	-	49,034,252
Small/Mid Cap	46,994,975	-	-	46,994,975
Large Cap	121,675,634	-	-	121,675,634
Foreign Growth	7,088,283	-	-	7,088,283
Foreign - Emerging	14,493,495	-	-	14,493,495
Foreign - Large Cap	28,068,338	-	-	28,068,338
Real Estate	7,167,844	-	-	7,167,844
Common Collective Trust Fund	-	65,231,849	-	65,231,849
Total Investments at Fair Value	$ 299,138,459	$ 65,231,849	$ -	$ 364,370,308

Assets at fair value as of December 31, 2011

	Level I	Level II	Level III	Total
Registered Investment Companies				
Currency	$ 1,127,036	$ -	$ -	$ 1,127,036
Bonds	13,326,130	-	-	13,326,130
Commodities	3,959,610	-	-	3,959,610
Fixed Income - Core	37,993,429	-	-	37,993,429
Small/Mid Cap	36,821,224	-	-	36,821,224
Large Cap	86,868,503	-	-	86,868,503
Foreign Growth	10,432,312	-	-	10,432,312
Foreign - Emerging	9,465,030	-	-	9,465,030
Foreign - Large Cap	26,270,159	-	-	26,270,159
Real Estate	7,093,415	-	-	7,093,415
Common Collective Trust Fund	-	62,562,577	-	62,562,577
Total Investments at Fair Value	$ 233,356,848	$ 62,562,577	$ -	$ 295,919,425

3. FAIR VALUE MEASUREMENTS (CONTINUED)

The following table sets forth certain information on the common collective trust fund, which is valued at net asset value ("NAV") as of December 31, 2012 and December 31, 2011.

	2012 Fair Value	2012 Unfunded Commitment	2012 Redemption Frequency	Redemption Notice Period
Common Collective Trust Fund	65,231,849	-	Daily	None

	2011 Fair Value	2011 Unfunded Commitment	2011 Redemption Frequency	Redemption Notice Period
Common Collective Trust Fund	62,562,577	-	Daily	None

The Common Collective Trust is comprised of corporate bonds, asset-backed securities, commercial mortgage-backed securities, municipal securities, US Government mortgage-backed securities, US Government Treasury & Agency Obligations, Foreign Government & Agency Obligations and short-term investments. The trust fund objective, as established by the Trustee, is to outperform the Barclays Capital US Aggregate Bond Index by 25 basis points over a full market cycle.

4. INFORMATION CERTIFIED BY THE TRUSTEE (Unaudited)

The following is a summary of the unaudited information regarding the Plan as of December 31, 2012 and 2011, and for the years then ended, included in the Plan's financial statements and supplemental schedule. The information was prepared by New York Life Trust Company, the Trustee of the Plan and plan administrator. The Trustee has certified that such information is complete and accurate.

	2012	2011
Statements of Net Assets Available for Benefits:		
Investments	$360,513,455	$292,636,643
Notes receivable from participants	17,224,869	16,146,459
Assets Certified by Trustee	$377,738,324	$308,783,102
Statements of Changes in Net Assets Available for Benefits:		
Investment income:		
Net appreciation (depreciation) of investments	31,005,980	(12,841,874)
Interest and dividends	7,477,041	6,702,134
Interest on notes receivable from participants	729,850	661,046

The Plan's investments that represented five percent or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011, respectively, are as follows:

	2012	2011
Vanguard Instit Index	$ 62,466,251	$ 50,426,018
Prudential Stable Value Fund (at contract value)	61,374,996	59,279,795
MainStay Large Cap Growth 1	35,489,550	23,982,485
Loomis Sayles Inv Grade Bond A	27,930,902	20,924,493
Columbia Dividend Income FD Z	23,719,834	*
American EuroPacific Growth R5	21,103,350	17,068,937
PIMCO Total Return (Admin)	20,666,646	17,394,973

* - Value does not represent 5% of net assets available for benefits for the respective year

4. INFORMATION CERTIFIED BY THE TRUSTEE (Unaudited, CONTINUED)

During the years ended December 31, 2012 and 2011, the Plan investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2012	2011
Registered investment companies	$ 28,908,210	$ (14,813,916)
Common collective trust	2,097,770	1,972,042
Net appreciation (depreciation) of investments	$ 31,005,980	$ (12,841,874)

The Plan provides for investments in mutual funds, target date funds, and a common collective trust fund that, in general, are exposed to various risks such as interest rate, credit and overall market volatility 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 participant account balances and the amounts reported in the net assets available for benefits.

5. FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter, dated July 12, 2012, that the Plan and related trust were designed in accordance with the applicable regulations of the IRC. The Plan has been amended since receiving the determination letter; however, the Company and the plan administrator believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP require plan management to evaluate tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

6. PLAN TERMINATION

Although it has not expressed any intention 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 set forth in ERISA. In the event the Plan is terminated, participants would become 100 percent vested in their accounts.

7. PARTIES-IN-INTEREST TRANSACTIONS

Certain investments held by the Plan are invested and maintained by the Trustee and therefore these transactions qualify as party-in-interest transactions. The Trustee also performed administrative and recordkeeping services for the Plan. The fees for these services paid by the Plan were $437,950 and $389,804 for the years ended December 31, 2012 and 2011, respectively.

Certain employees of the Companies provide administrative services to the Plan. These employees are not paid from the Plan for their services. Certain other administrative expenses are paid by the Companies on behalf of the Plan.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2012 and 2011 and for the year ended December 31, 2012:

	2012	2011
Net assets available for benefit per financial statements	$385,005,424	$316,034,760
Notes receivable from participants	(13,414)	-
Net assets available per Form 5500	$384,992,010	$316,034,760
Increase in net assets avaiable for benefit per the financial statements	$ 68,970,664	
Interest and dividends	(13,414)	
Change in net assets available for benefits per Form 5500	$ 68,957,250	

9. SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 2, 2013, which is the date that the financial statements were approved and available to be issued, for events requiring or disclosure in the Plan's financial statements.

9. SUBSEQUENT EVENTS (CONTINUED)

As part of an amendment to the Plan dated December 31, 2012, a portion of the AGAR Supply Co., Inc. Savings & Investment Plan (the "AGAR Plan") was spun-off and merged into the Plan effective January 2, 2013. The former AGAR employees became eligible employees of the Plan on September 23, 2012 and became eligible to receive matching contributions, if any, on and after October 1, 2012. Any loans issued to participants under the AGAR Plan that were outstanding immediately prior to the spin-off of the AGAR Plan were transferred and assumed by the Plan as of the spin off date. Any participant who had such a loan may continue to have this loan outstanding under the Plan until such loan is paid off, even if the participant subsequently took another, separate loan under the Plan.

* * * * * *

SUPPLEMENTAL SCHEDULE

REYES HOLDINGS
401(k) THRIFT PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i —
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Plan: 005
EIN: 36-4121934
DECEMBER 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or smilar party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Allianz	Allianz NFJ Intl Value Fd Inst	**	$ 7,401,692
	American Funds	American EuroPacific Growth R5	**	20,666,646
	Columbia Funds	Columbia Acorn Fund Z	**	9,881,854
	Columbia Funds	Columbia Acorn International Fund (Z)	**	1,295,144
	Columbia Funds	Columbia Acorn Select Fund (Z)	**	5,581,434
	Columbia Funds	Columbia Dividend Income Fd Z	**	23,719,834
	Dimensional Fund Advisors	DFA Emerging Markets Small Prt	**	3,989,310
	Goldman Sachs Group, Inc.	Goldman Sachs Mid Cap Val Inst	**	7,304,208
	Invesco, Ltd.	Invesco Global Real Estate A	**	7,167,844
	Invesco, Ltd.	Invesco Intl Growth Inst	**	5,793,139
	JP Morgan Funds	JP Morgan Core Bond Fund Sel	**	3,232,808
	Lazard Funds	Lazard Emerging Markets Inst	**	10,504,185
	Loomis Sayles	Loomis Sayles Inv Grade Bond A	**	27,930,902
	Lord Abbett	Lord Abbett Dev Grow Fd Cl I	**	4,460,650
*	New York Life Investment Management	MainStay Large Cap Growth I	**	35,489,550
	Pacific Investment Management Company	PIMCO Comm Real Ret Strat (I)	**	3,580,715
	Pacific Investment Management Company	PIMCO Emerg Mrkts Currency Ins	**	825,722
	Pacific Investment Management Company	PIMCO Emerging Mkts Bond Inst	**	5,095,463
	Pacific Investment Management Company	PIMCO Total Return Fund(Admin)	**	21,103,350
*	Prudential Trust Co.	Prudential Stable Val- Core Cons Bond Fd	**	61,374,996
	Templeton	Templeton Frontier Mrkts Adv	**	2,797,148
	Vanguard Group	Vanguard High Yield Corp Adml	**	5,554,040
	Vanguard Group	Vanguard Inf-Prot Secs Admiral	**	3,529,743
	Vanguard Group	Vanguard Instit Index (Inst)	**	62,466,251
	Vanguard Group	Vanguard Sm Cap Val Index (Inv)	**	4,024,618
	Wells Fargo Investments	Wells Fargo Adv Small Cp Val I	**	15,742,211
*	Participant loans	Various maturities at interest rates of 3.25% to 10.50%	-0-	17,224,869
	Total			$ 377,738,324

* Permitted party in interest.

** Cost information is not required for participant-directed investments and, therefore, is not included.

This schedule is based on information which has been certified as complete and accurate by New York Life Trust Company, Trustee.