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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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;
- [X] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
FAUST DISTRIBUTING CO. EMPLOYEE BENEFIT PLAN

1b Three-digit plan number (PN) ▶ 501

1c Effective date of plan 02/01/1988

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

FAUST DISTRIBUTING CO., INC.

100401 10 EAST
HOUSTON, TX 77029

2b Employer Identification Number (EIN)
76-0239462

2c Sponsor's telephone number
713-671-5111

2d Business code (see instructions)
424800

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2014	DONALD CHANCELLOR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2014	DONALD CHANCELLOR
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	226
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**	231
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	231
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	
f	Total. Add lines **6d** and **6e**.	**6f**	
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
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:

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:
4A 4B 4D 4E 4F 4H 4Q

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)** [X] 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)** [ ] **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)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FAUST DISTRIBUTING CO. EMPLOYEE BENEFIT PLAN

B Three-digit plan number (PN) ▶ 501

C Plan sponsor's name as shown on line 2a of Form 5500
FAUST DISTRIBUTING CO., INC.

D Employer Identification Number (EIN)
76-0239462

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

LINCOLN FINANCIAL GROUP

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
35-0472300	65676	000403001996	231	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
19160	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

IPS ADVISORS
10000 N CENTRAL EXPRWY
SUITE 1100
DALLAS, TX 75231

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
19160			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	**6d**	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- **a** [ ] Health (other than dental or vision)
- **b** [ ] Dental
- **c** [ ] Vision
- **d** [X] Life insurance
- **e** [X] Temporary disability (accident and sickness)
- **f** [X] Long-term disability
- **g** [ ] Supplemental unemployment
- **h** [ ] Prescription drug
- **i** [ ] Stop loss (large deductible)
- **j** [ ] HMO contract
- **k** [ ] PPO contract
- **l** [ ] Indemnity contract
- **m** [X] Other (specify) ▶ AD & D

9 Experience-rated contracts:				
a Premiums: (1) Amount received	9a(1)			
(2) Increase (decrease) in amount due but unpaid	9a(2)			
(3) Increase (decrease) in unearned premium reserve	9a(3)			
(4) Earned ((1) + (2) - (3))			9a(4)	
b Benefit charges (1) Claims paid	9b(1)			
(2) Increase (decrease) in claim reserves	9b(2)			
(3) Incurred claims (add (1) and (2))			9b(3)	
(4) Claims charged			9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	9c(1)(A)			
(B) Administrative service or other fees	9c(1)(B)			
(C) Other specific acquisition costs	9c(1)(C)			
(D) Other expenses	9c(1)(D)			
(E) Taxes	9c(1)(E)			
(F) Charges for risks or other contingencies	9c(1)(F)			
(G) Other retention charges	9c(1)(G)			
(H) Total retention			9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were [ ] paid in cash, or [ ] credited.)			9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			9d(1)	
(2) Claim reserves			9d(2)	
(3) Other reserves			9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			9e	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			10a	106454
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? [ ] Yes [X] No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FAUST DISTRIBUTING CO. EMPLOYEE BENEFIT PLAN

B Three-digit plan number (PN) ▶ 501

C Plan sponsor's name as shown on line 2a of Form 5500
FAUST DISTRIBUTING CO., INC.

D Employer Identification Number (EIN)
76-0239462

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)

MERITAIN

16-1264154

(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?
12	CLAIMS PROCESSOR	107520	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [X]

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

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

(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 [ ]

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

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(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 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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FAUST DISTRIBUTING CO. EMPLOYEE BENEFIT PLAN

B Three-digit plan number (PN) ▶ 501

C Plan sponsor's name as shown on line 2a of Form 5500
FAUST DISTRIBUTING CO., INC.

D Employer Identification Number (EIN)
76-0239462

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	341485	425943
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	154588	88690
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)		
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(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	996	
f Total assets (add all amounts in lines 1a through 1e)	1f	497069	514633
Liabilities			
g Benefit claims payable	1g	130000	38000
h Operating payables	1h	27035	33413
i Acquisition indebtedness	1i		
j Other liabilities	1j	220000	191000
k Total liabilities (add all amounts in lines 1g through1j)	1k	377035	262413
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	120034	252220

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)	1618423	
(B) Participants	2a(1)(B)	576814	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2195237
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(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)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(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)		
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2195237
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1220667	
(2) To insurance carriers for the provision of benefits	2e(2)	658756	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1879423
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)	34808	
(2) Contract administrator fees	2i(2)	148820	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		183628
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2063051
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		132186
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) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: EDWARDS & LEATHERS **(2)** EIN: 20-8739519

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☒ No ☐ Not determined

Part V Trust Information (optional)

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

FAUST DISTRIBUTING COMPANY, INC.
EMPLOYEE BENEFIT PLAN

REPORT ON AUDITS OF FINANCIAL STATEMENTS AND OPERATING EXPENSES

DECEMBER 31, 2013 AND 2012

CONTENTS

INDEPENDENT AUDITOR'S REPORT	PAGE	1
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS		2
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS		3
STATEMENTS OF BENEFIT OBLIGATIONS		4
STATEMENTS OF CHANGES IN BENEFIT OBLIGATIONS		5
NOTES TO FINANCIAL STATEMENTS		6 - 10
SCHEDULES OF OPERATING EXPENSES		11

EDWARDS AND LEATHERS, P.C.

Certified Public Accountants

The CPA Never Underestimate The Value™

Larry V. Edwards
Michael R. Leathers

INDEPENDENT AUDITOR'S REPORT

To the Participants and Board of Trustees
of Faust Distributing Company, Inc.
Employee Benefit Plan

Report on the Financial Statements

We have audited the accompanying financial statements of Faust Distributing Company, Inc. Employee Benefit Plan, which comprise the statements of net assets available for benefits and of benefit obligations as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits and of changes in benefit obligations for the years then ended, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the

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financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of Faust Distributing Company, Inc. Employee Benefit Plan as of December 31, 2013 and 2012, and the changes in financial status for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report of Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of operating expenses, together referred to as "supplemental information," is presented for the purpose of additional analysis and is not a required part of the financial statements. The schedule of operating expenses presented on page 11 is not a required part to be included in supplementary information by the Department of Labor. The schedule of operating expenses is included for additional analysis. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Edwards & Leathers, P.C.

Baytown, Texas
September 22, 2014

Edwards and Leathers, P.C.
Certified Public Accountants

FAUST DISTRIBUTING COMPANY, INC.
EMPLOYEE BENEFIT PLAN
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	2013	2012
Assets		
Receivables:		
Stop Loss	$ 88,690	$ 154,588
Total receivables	88,690	154,588
Prepaids	-0-	996
Cash	425,943	341,485
Total assets	514,634	497,069
Liabilities		
Total liabilities	33,414	27,035
Net assets	$ 481,220	$ 470,034

The accompanying notes are an integral part of these financial statements.

FAUST DISTRIBUTING COMPANY, INC.
EMPLOYEE BENEFIT PLAN
Statements of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2013 and 2012

	2013	2012
Additions to plan assets attributed to:		
Employer's contributions (Note A)	$ 1,618,424	$ 1,457,761
Employees' contributions (Note A)	576,814	564,858
Total additions	2,195,237	2,022,619
Deductions from plan assets attributed to:		
Payments for-		
Health claims (Note A)	1,341,667	1,988,159
Group insurance premiums	658,756	528,491
	2,000,424	2,516,650
Operating expenses	183,627	170,158
Total deductions	2,184,051	2,686,808
Net increase/(decrease)	11,186	(664,189)
Net assets		
Beginning of year	470,034	1,134,223
End of year	$ 481,220	$ 470,034

The accompanying notes are an integral part of these financial statements.

FAUST DISTRIBUTING COMPANY, INC.
EMPLOYEE BENEFIT PLAN
Statements of Benefit Obligations
December 31, 2013 and 2012

	2013	2012
Amounts Currently Payable		
Claims Payable	$ 38,000	$ 130,000
Claims Incurred but not reported	191,000	220,000
Plan's Total Benefit Obligations	$ 229,000	$ 350,000

The accompanying notes are an integral part of these financial statements.

FAUST DISTRIBUTING COMPANY, INC.
EMPLOYEE BENEFIT PLAN
Statements of Changes in Benefit Obligations
December 31, 2013 and 2012

	2013	2012
Amounts Currently Payable		
Balance at beginning of year	$ 350,000	$ 559,000
Benefits reported and approved For payment, including benefits Reclassified from benefit obligations	1,879,424	2,307,650
Benefits paid	(2,000,424)	(2,516,650)
Plan's Total Benefit Obligations at end of year	$ 229,000	$ 350,000

The accompanying notes are an integral part of these financial statements.

FAUST DISTRIBUTING COMPANY, INC.
EMPLOYEE BENEFIT PLAN
Notes to Financial Statements
December 31, 2013 and 2012

A. DESCRIPTION OF PLAN

The following description of the Faust Distributing Company, Inc. (The Company) Employee Benefit Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. **General.** The Plan provides health and death benefits covering substantially all employees of the Company. It is subject to the Employee Retirement Income Security Act of 1974 (ERISA).

2. **Benefits.** The Plan provides group life insurance, medical benefits, dental benefits, vision benefits, short-term disability, prescription drug benefits, stop loss benefits, accidental death & disbursement benefit and long-term disability benefits covering full-time employees of the Company who have worked for the Company for at least thirty days.

   Eligibility for this benefit begins upon the first month following completion of the first 30 days of continuous employment.

3. **Contributions.** The Plan agreement provides that funding of the Plan will be achieved through contributions made by the employer described in the Trust Agreement (and by participating employees of the employer who elected to require their employees to share the cost of providing benefits) to keep the Plan and the Trust on an actuarially sound basis.

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

1. **Date of Management's Review.** Subsequent events were evaluated through September 10, 2014, which is the date the financial statements were available to be issued.

2. **Basis of Accounting.** The accompanying financial statements have been prepared using the accrual method of accounting.

3. **Use of Estimates.** The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates included in these financial statements are those for benefit obligations. Actual results could differ from those estimated. Estimates could change prior to December 31, 2014.

4. **Plan Benefits.** Plan benefits are recorded when they are paid.

5. **Benefit Obligations.** The Plan's Benefit Obligations are those for claims payable and claims incurred but not reported. The benefit obligations, as applicable, were reported at their actuarial present value. The benefit obligation for claims payable is provided by the Plan's consultant. The claims incurred but not reported was determined by using the work of a consultant for similar plans for the calculation of this benefit obligation of Faust Distributing Company Employee Benefit Plan.

C. INCOME TAX STATUS

The plan obtained its determination letter on December 21, 1992 in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan has been amended since receiving the determination letter. However, the plan sponsor believes that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the plan was qualified and the related trust was tax-exempt as of the financial statement date. Hence, no provision for income taxes has been included in the Plan's financial statements.

Generally accepted accounting principles require management to evaluate tax positions taken and recognize a tax liability if the entity has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Management has evaluated the tax positions taken by the Plan and concluded that as of December 31, 2013 there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits in progress for any tax periods. Management believes the Plan is no longer subject to income tax examinations for years prior to the 2010.

D. FUNDING POLICY

The Plan is funded by employer and employee contributions. The funding policy has not changed since the previous audit report was issued.

E. TERMINATION OF PLAN AND TRUST FUND

Currently there are no intentions to terminate the Plan, but any employer may terminate the Trust with respect to itself by executing and delivering to the Trustee a notice of termination which specifies the date on which the Plan and Trust shall terminate. Likewise, the Trust will automatically terminate with respect to any employer upon the adjudication of that employer as bankrupt, the general assignment by that employer to or for the benefit of its creditors, or the dissolution of that employer without a successor. Upon the termination of the Trust by any employer, the Trustee shall thereupon use and apply the Trust Fund for the payment of all obligations of the Trust, which are incurred on behalf of the terminating employer. Except as otherwise provided herein, remaining funds shall be used and applied by the Trustee, as directed by the Committee, to provide additional benefits of the kind and type described in Article II hereof to the members then participating hereunder or for such other similar or related purposes as shall not adversely affect the Trust's then tax exempt status under state and federal law. Notwithstanding any other provision of the Trust, should any employer terminate its participation in the Trust pursuant to this Section 14.4, because the Internal Revenue Service fails to determine that the Plan and Trust initially qualify as a voluntary employees' beneficiary association under Section

501 (c) (9) of the Internal Revenue Code of 1986, as amended, all contributions of such employer (to the extent not expended hereunder) shall be returned by the Trustee to the employer which contributed the amounts to be returned as certified by the Committee from its records. The Trustee shall be entitled to rely upon such certification in returning such funds and shall not be under any liability or responsibility therefore. The termination of the Trust as to any one or more employers will not constitute a termination of this Trust with respect to the other remaining employers.

F. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

	Year Ended December 31, 2013	Year Ended December 31, 2012
Net assets per financial statements	$ 481,220	$ 470,034
Net assets for benefits per the Form 5500	252,220	120,034
	$ 229,000	$ 350,000

Difference is benefit obligations included in the Form 5500, but not included in the net assets available for benefits.

	Year Ended December 31, 2013	Year Ended December 31, 2012
Claims Payable	$ 38,000	$ 130,000
Estimated Claims Incurred	191,000	220,000
Total Benefit Obligations	$ 229,000	$ 350,000

G. CONCENTRATION OF RISK

Faust Distributing Company, Inc.'s customers are concentrated in the Houston area. A downturn in the economy in the Houston area could adversely affect Faust Distributing Company, Inc. Employee Benefit Plan.

H. PARTY - IN - INTEREST TRANSACTIONS

Party-in-interest transactions consisted of accounting and auditing services provided by the Plan's auditors and consulting services provided by the Plan's consultant in the ordinary course of business. Transactions with all parties - in - interest are equivalent to those that prevail in arms - length transactions.

I. FASB ASC 965 (Formerly SOP 92-6)

There are no retired employees who are participants of Faust Distributing Company, Inc., Employee Benefit Plan; therefore, FASB ASC 965 does not apply to this Plan.

J. COMMITMENTS

There is a significant concentration of credit risk arising from cash deposits in excess of federally insured limits. Cash on deposit which exceeded those insured limits was $175,943 and $91,485 for the years ended December 31, 2013 and 2012, respectively.

FAUST DISTRIBUTING COMPANY INC.
EMPLOYEE BENEFIT PLAN
Schedules of Operating Expenses
December 31, 2013 and 2012

	2013	2012
Administrative fee	$ 148,820	$ 134,923
Accounting fee	7,700	8,200
Consulting fee	27,107	27,035
Total operating expenses	$ 183,627	$ 170,158

FAUST DISTRIBUTING COMPANY, INC.
EMPLOYEE BENEFIT PLAN

REPORT ON AUDITS OF FINANCIAL STATEMENTS AND OPERATING EXPENSES

DECEMBER 31, 2013 AND 2012

CONTENTS

INDEPENDENT AUDITOR'S REPORT	PAGE	1
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS		2
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS		3
STATEMENTS OF BENEFIT OBLIGATIONS		4
STATEMENTS OF CHANGES IN BENEFIT OBLIGATIONS		5
NOTES TO FINANCIAL STATEMENTS		6 - 10
SCHEDULES OF OPERATING EXPENSES		11

EDWARDS AND LEATHERS, P.C.

Certified Public Accountants

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Larry V. Edwards
Michael R. Leathers

INDEPENDENT AUDITOR'S REPORT

To the Participants and Board of Trustees
of Faust Distributing Company, Inc.
Employee Benefit Plan

Report on the Financial Statements

We have audited the accompanying financial statements of Faust Distributing Company, Inc. Employee Benefit Plan, which comprise the statements of net assets available for benefits and of benefit obligations as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits and of changes in benefit obligations for the years then ended, and the related notes to the financial statements.

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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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the

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financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of Faust Distributing Company, Inc. Employee Benefit Plan as of December 31, 2013 and 2012, and the changes in financial status for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report of Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of operating expenses, together referred to as "supplemental information," is presented for the purpose of additional analysis and is not a required part of the financial statements. The schedule of operating expenses presented on page 11 is not a required part to be included in supplementary information by the Department of Labor. The schedule of operating expenses is included for additional analysis. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Edwards & Leathers, P.C.

Baytown, Texas
September 22, 2014

Edwards and Leathers, P.C.
Certified Public Accountants

FAUST DISTRIBUTING COMPANY, INC.
EMPLOYEE BENEFIT PLAN
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	2013	2012
Assets		
Receivables:		
Stop Loss	$ 88,690	$ 154,588
Total receivables	88,690	154,588
Prepaids	-0-	996
Cash	425,943	341,485
Total assets	514,634	497,069
Liabilities		
Total liabilities	33,414	27,035
Net assets	$ 481,220	$ 470,034

The accompanying notes are an integral part of these financial statements.

FAUST DISTRIBUTING COMPANY, INC.
EMPLOYEE BENEFIT PLAN
Statements of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2013 and 2012

	2013	2012
Additions to plan assets attributed to:		
Employer's contributions (Note A)	$ 1,618,424	$ 1,457,761
Employees' contributions (Note A)	576,814	564,858
Total additions	2,195,237	2,022,619
Deductions from plan assets attributed to:		
Payments for-		
Health claims (Note A)	1,341,667	1,988,159
Group insurance premiums	658,756	528,491
	2,000,424	2,516,650
Operating expenses	183,627	170,158
Total deductions	2,184,051	2,686,808
Net increase/(decrease)	11,186	(664,189)
Net assets		
Beginning of year	470,034	1,134,223
End of year	$ 481,220	$ 470,034

The accompanying notes are an integral part of these financial statements.

FAUST DISTRIBUTING COMPANY, INC.
EMPLOYEE BENEFIT PLAN
Statements of Benefit Obligations
December 31, 2013 and 2012

	2013	2012
Amounts Currently Payable		
Claims Payable	$ 38,000	$ 130,000
Claims Incurred but not reported	191,000	220,000
Plan's Total Benefit Obligations	$ 229,000	$ 350,000

The accompanying notes are an integral part of these financial statements.

FAUST DISTRIBUTING COMPANY, INC.
EMPLOYEE BENEFIT PLAN
Statements of Changes in Benefit Obligations
December 31, 2013 and 2012

	2013	2012
Amounts Currently Payable		
Balance at beginning of year	$ 350,000	$ 559,000
Benefits reported and approved For payment, including benefits Reclassified from benefit obligations	1,879,424	2,307,650
Benefits paid	(2,000,424)	(2,516,650)
Plan's Total Benefit Obligations at end of year	$ 229,000	$ 350,000

The accompanying notes are an integral part of these financial statements.

FAUST DISTRIBUTING COMPANY, INC.
EMPLOYEE BENEFIT PLAN
Notes to Financial Statements
December 31, 2013 and 2012

A. DESCRIPTION OF PLAN

The following description of the Faust Distributing Company, Inc. (The Company) Employee Benefit Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

1. **General.** The Plan provides health and death benefits covering substantially all employees of the Company. It is subject to the Employee Retirement Income Security Act of 1974 (ERISA).

2. **Benefits.** The Plan provides group life insurance, medical benefits, dental benefits, vision benefits, short-term disability, prescription drug benefits, stop loss benefits, accidental death & disbursement benefit and long-term disability benefits covering full-time employees of the Company who have worked for the Company for at least thirty days.

   Eligibility for this benefit begins upon the first month following completion of the first 30 days of continuous employment.

3. **Contributions.** The Plan agreement provides that funding of the Plan will be achieved through contributions made by the employer described in the Trust Agreement (and by participating employees of the employer who elected to require their employees to share the cost of providing benefits) to keep the Plan and the Trust on an actuarially sound basis.

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

1. **Date of Management's Review.** Subsequent events were evaluated through September 10, 2014, which is the date the financial statements were available to be issued.

2. **Basis of Accounting.** The accompanying financial statements have been prepared using the accrual method of accounting.

3. **Use of Estimates.** The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates included in these financial statements are those for benefit obligations. Actual results could differ from those estimated. Estimates could change prior to December 31, 2014.

4. **Plan Benefits.** Plan benefits are recorded when they are paid.

5. **Benefit Obligations.** The Plan's Benefit Obligations are those for claims payable and claims incurred but not reported. The benefit obligations, as applicable, were reported at their actuarial present value. The benefit obligation for claims payable is provided by the Plan's consultant. The claims incurred but not reported was determined by using the work of a consultant for similar plans for the calculation of this benefit obligation of Faust Distributing Company Employee Benefit Plan.

C. INCOME TAX STATUS

The plan obtained its determination letter on December 21, 1992 in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan has been amended since receiving the determination letter. However, the plan sponsor believes that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the plan was qualified and the related trust was tax-exempt as of the financial statement date. Hence, no provision for income taxes has been included in the Plan's financial statements.

Generally accepted accounting principles require management to evaluate tax positions taken and recognize a tax liability if the entity has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Management has evaluated the tax positions taken by the Plan and concluded that as of December 31, 2013 there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits in progress for any tax periods. Management believes the Plan is no longer subject to income tax examinations for years prior to the 2010.

D. FUNDING POLICY

The Plan is funded by employer and employee contributions. The funding policy has not changed since the previous audit report was issued.

E. TERMINATION OF PLAN AND TRUST FUND

Currently there are no intentions to terminate the Plan, but any employer may terminate the Trust with respect to itself by executing and delivering to the Trustee a notice of termination which specifies the date on which the Plan and Trust shall terminate. Likewise, the Trust will automatically terminate with respect to any employer upon the adjudication of that employer as bankrupt, the general assignment by that employer to or for the benefit of its creditors, or the dissolution of that employer without a successor. Upon the termination of the Trust by any employer, the Trustee shall thereupon use and apply the Trust Fund for the payment of all obligations of the Trust, which are incurred on behalf of the terminating employer. Except as otherwise provided herein, remaining funds shall be used and applied by the Trustee, as directed by the Committee, to provide additional benefits of the kind and type described in Article II hereof to the members then participating hereunder or for such other similar or related purposes as shall not adversely affect the Trust's then tax exempt status under state and federal law. Notwithstanding any other provision of the Trust, should any employer terminate its participation in the Trust pursuant to this Section 14.4, because the Internal Revenue Service fails to determine that the Plan and Trust initially qualify as a voluntary employees' beneficiary association under Section

501 (c) (9) of the Internal Revenue Code of 1986, as amended, all contributions of such employer (to the extent not expended hereunder) shall be returned by the Trustee to the employer which contributed the amounts to be returned as certified by the Committee from its records. The Trustee shall be entitled to rely upon such certification in returning such funds and shall not be under any liability or responsibility therefore. The termination of the Trust as to any one or more employers will not constitute a termination of this Trust with respect to the other remaining employers.

F. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

	Year Ended December 31, 2013	Year Ended December 31, 2012
Net assets per financial statements	$ 481,220	$ 470,034
Net assets for benefits per the Form 5500	252,220	120,034
	$ 229,000	$ 350,000

Difference is benefit obligations included in the Form 5500, but not included in the net assets available for benefits.

	Year Ended December 31, 2013	Year Ended December 31, 2012
Claims Payable	$ 38,000	$ 130,000
Estimated Claims Incurred	191,000	220,000
Total Benefit Obligations	$ 229,000	$ 350,000

G. CONCENTRATION OF RISK

Faust Distributing Company, Inc.'s customers are concentrated in the Houston area. A downturn in the economy in the Houston area could adversely affect Faust Distributing Company, Inc. Employee Benefit Plan.

H. PARTY - IN - INTEREST TRANSACTIONS

Party-in-interest transactions consisted of accounting and auditing services provided by the Plan's auditors and consulting services provided by the Plan's consultant in the ordinary course of business. Transactions with all parties - in - interest are equivalent to those that prevail in arms - length transactions.

I. FASB ASC 965 (Formerly SOP 92-6)

There are no retired employees who are participants of Faust Distributing Company, Inc., Employee Benefit Plan; therefore, FASB ASC 965 does not apply to this Plan.

J. COMMITMENTS

There is a significant concentration of credit risk arising from cash deposits in excess of federally insured limits. Cash on deposit which exceeded those insured limits was $175,943 and $91,485 for the years ended December 31, 2013 and 2012, respectively.

FAUST DISTRIBUTING COMPANY INC.
EMPLOYEE BENEFIT PLAN
Schedules of Operating Expenses
December 31, 2013 and 2012

	2013	2012
Administrative fee	$ 148,820	$ 134,923
Accounting fee	7,700	8,200
Consulting fee	27,107	27,035
Total operating expenses	$ 183,627	$ 170,158

Attachment to 2013 Form 5500
Form M-1 Compliance Information

Plan Name FAUST DISTRIBUTING CO. EMPLOYEE BENEFIT PLAN **EIN:** 76-0239462
Plan Sponsor's Name FAUST DISTRIBUTING CO., INC. **PN:** 501

1. If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? **Yes** ☐ **No** ☒

If "Yes" is checked, complete lines 2 and 3.

2. Is the plan currently in compliance with Form M-1 filing requirements? **Yes** ☐ **No** ☐

3. Enter the Receipt Confirmation Code for the 2013 Form M-1 annual report. If the plan was not required to file the 2013 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____