

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
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>06/01/2013</u> and ending <u>05/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>H. D. SMITH WHOLESALE DRUG CO. PROFIT SHARING AND 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>12/28/1945</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>12/28/1945</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>12/28/1945</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>H. D. SMITH WHOLESALE DRUG CO.</u> <u>3201 W WHITE OAKS DRIVE</u> <u>SPRINGFIELD, IL 62704-6457</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>37-0709250</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>217-467-8953</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>424210</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>37-0709250</u>	2c Sponsor's telephone number <u>217-467-8953</u>	2d Business code (see instructions) <u>424210</u>	
2b Employer Identification Number (EIN) <u>37-0709250</u>					
2c Sponsor's telephone number <u>217-467-8953</u>					
2d Business code (see instructions) <u>424210</u>					

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.	03/16/2015	JAMES SMITH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	03/16/2015	JAMES SMITH
	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 ☒ 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	1122
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	851
b Retired or separated participants receiving benefits	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	221
d Subtotal. Add lines 6a , 6b , and 6c	6d	1072
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	0
f Total. Add lines 6d and 6e	6f	1072
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	938
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	24
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 3H		
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) ☒ 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) ☒ 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) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>2</u> A (Insurance Information) (4) ☒ 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
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For calendar plan year 2013 or fiscal plan year beginning 06/01/2013 and ending 05/31/2014

A Name of plan H. D. SMITH WHOLESALE DRUG CO. PROFIT SHARING AND 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 H. D. SMITH WHOLESALE DRUG CO.	D Employer Identification Number (EIN) 37-0709250

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.
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1 Coverage Information:

(a) Name of insurance carrier

PRINCIPAL LIFE INSURANCE COMPANY

(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
42-0127290	61271	613953	1072	11/01/2013	05/31/2014

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
18611	3576

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

SECURIAN FINANCIAL SERVICES INC
400 ROBERT ST N
SAINT PAUL, MN 55101-2037

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
18611	3576	REFERRAL/SERVICE FEE	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	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

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 ▶ CUSTODIAL GUARANTEED INTEREST CONTRACT

b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	424078
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	147770
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	23596378
▶ OUTSIDE INVESTMENT TRANSFER, LOAN PAYMENT, TAKEOVER		
(6) Total additions	7c(6)	24168226
d Total of balance and additions (add lines 7b and 7c(6))	7d	24168226
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	2663113
(2) Administration charge made by carrier	7e(2)	6101
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	6843285
▶ LOAN WITHDRAWAL, OUTSIDE INVESTMENT TRANSFER		
(5) Total deductions	7e(5)	9512499
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	14655727

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 ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

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	
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 ☒ No

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

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
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For calendar plan year 2013 or fiscal plan year beginning 06/01/2013 and ending 05/31/2014	
A Name of plan H. D. SMITH WHOLESALE DRUG CO. PROFIT SHARING AND 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 H. D. SMITH WHOLESALE DRUG CO.	D Employer Identification Number (EIN) 37-0709250

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.
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1 Coverage Information:

(a) Name of insurance carrier
JOHN HANCOCK LIFE INS CO OF U.S.A.

(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
01-0233346	65838	82801/49033	0	06/01/2013	11/07/2013

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
0	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

(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	

(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	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

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	349354
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c Additions: (1) Contributions deposited during the year	7c(1)	10881	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	1699	
(4) Transferred from separate account	7c(4)	77	
(5) Other (specify below)	7c(5)	150	
▶ FORFEITURES			

(6) Total additions	7c(6)	12807
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d Total of balance and additions (add lines 7b and 7c(6))	7d	362161
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e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	362161	
(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)	362161
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0
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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 ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

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	
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 ☒ No

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning **06/01/2013** and ending **05/31/2014**

A Name of plan H. D. SMITH WHOLESALE DRUG CO. PROFIT SHARING AND 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 H. D. SMITH WHOLESALE DRUG CO.	D Employer Identification Number (EIN) 37-0709250

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 PRINCIPAL LIFE INSURANCE COMPANY 42-0127290

(b) Enter name and EIN or address of person who provided you disclosure 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)

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(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?
13 37 50 64	CONTRACT ADMINISTRATOR	12716	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 06/01/2013 and ending 05/31/2014

A Name of plan <u>H. D. SMITH WHOLESALE DRUG CO. PROFIT SHARING AND 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>H. D. SMITH WHOLESALE DRUG CO.</u>	D Employer Identification Number (EIN) <u>37-0709250</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>500 INDEX FUND</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE CO</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ACTIVE BOND FUND</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE CO</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AIM SMALL CAP GROWTH</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE CO</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ALL CAP CORE FUND</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE CO</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>STRATEGIC INCOME OPP FUND</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE CO</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AMERICAN FUNDS AM BALANCED</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE CO</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AMERICAN FUNDS EUROPACIFIC</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE CO</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<u>0</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS GROWTH FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS INV CO AM**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS WASHINGTON MUTUAL**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK GLOBAL ALLOCATION**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL INCOME BUILDER**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YORK VENTURE**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: FT FOUNDING ALLOCATION**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY INCOME FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL INVESTORS**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY HERITAGE**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: GLOBAL BOND FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: INCOME FUND OF AMERICA**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: INDEX INTERNATIONAL FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL OPPS FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL SMALL CAP FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL STOCK FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: INVESTMENT QUAL BOND FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: JH EXPLORER**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: JH OPPENHEIMER DEVELOPING MKT**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE AGGRESSIVE**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE BALANCED**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE CONSERVATIVE**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE GROWTH**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE MODERATE**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: MORGAN STANLEY STABLE VALUE**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
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a Name of MTIA, CCT, PSA, or 103-12 IE: REAL ESTATE SECS FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
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a Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP OPPORTUNITIES FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL COMPANY VALUE FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
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a Name of MTIA, CCT, PSA, or 103-12 IE: CORE DIVERSIFIED GROWTH & INCOME**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
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a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON WORLD**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
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a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL RETURN FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
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a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL STOCK MARKET INDEX FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [VALUE FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE CO](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [VS LARGE CAP](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE CO](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [VS MIDVAL](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE CO](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [VS SMC](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE CO](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [JOHN HANCOCK DISCIPLINED VALUE](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE CO](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [CORE GLOBAL DIVERSIFICATION](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INSURANCE CO](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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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)
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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)
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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)
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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)
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Part II Information on Participating Plans (to be completed by DFEs)

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>06/01/2013</u> and ending <u>05/31/2014</u>		
A Name of plan <u>H. D. SMITH WHOLESALE DRUG CO. PROFIT SHARING AND 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>H. D. SMITH WHOLESALE DRUG CO.</u>	D Employer Identification Number (EIN) <u>37-0709250</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	883029	0
	(2) Participant contributions	1b(2)	0	16
	(3) Other	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	284746	0
	(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)	157099	405136
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	42331654	0
	(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)	0	25987443
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	349354	14655727
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	44005882	41048322

Liabilities

g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	173	13627
k Total liabilities (add all amounts in lines 1g through 1j)	1k	173	13627

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	44005709	41034695
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	2098588	
(C) Others (including rollovers)	2a(1)(C)	279907	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2378495

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	8128	
(F) Other	2b(1)(F)	152162	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		160290

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	380338	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		380338

(3) Rents	2b(3)		0
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		2011106
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1003153
c Other income	2c		270429
d Total income. Add all income amounts in column (b) and enter total	2d		6203811

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9157444	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		9157444
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		4480
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	12716	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	185	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		12901
j Total expenses. Add all expense amounts in column (b) and enter total	2j		9174825

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-2971014
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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) ☒ 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 ☐ No

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

(1) Name: SIKICH LLP

(2) EIN: 36-3168081

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:

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.)

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.)

	Yes	No	Amount
4a	X		77246
4b		X	0

	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.)		X	0
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.)		X	0
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.)	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.)		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?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	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.	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

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 06/01/2013 and ending 05/31/2014

A Name of plan <u>H. D. SMITH WHOLESALE DRUG CO. PROFIT SHARING AND 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>H. D. SMITH WHOLESALE DRUG CO.</u>	D Employer Identification Number (EIN) <u>37-0709250</u>

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	<u>0</u>
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): <u>42-0127290</u> <u>01-0233346</u>		
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 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
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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
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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.
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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): _____

**H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN**

**FINANCIAL STATEMENTS AND
INDEPENDENT AUDITOR'S REPORT**

For the Years Ended
May 31, 2014 and 2013



H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN
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INDEPENDENT AUDITOR'S REPORT

To the Plan Trustees of the
H. D. Smith Wholesale Drug Co.
Profit Sharing and 401(k) Plan
Springfield, IL

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the H.D. Smith Wholesale Drug Co. Profit Sharing and 401(k) Plan, which comprise the statements of net assets available for benefits as of May 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended May 31, 2014, and the related notes to 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 conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters described in the *Basis for Disclaimer of Opinion* paragraph, however, 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 Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by John Hancock Life Insurance Company (U.S.A.) and Principal Life Insurance Company, the custodians of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that Principal Life Insurance Company held the Plan's investment assets and executed investment

transactions from November 8, 2013 to May 31, 2014, and that John Hancock Life Insurance Company (U.S.A.) held the Plans investment assets and executed investment transactions as of May 31, 2013 and for the period June 1, 2013 to November 7, 2013. The plan administrator has obtained certifications from the custodians as of May 31, 2014 and 2013 and for the year ended May 31, 2014, that the information provided to the plan administrator by the custodians is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matters 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.

Other Matter

The supplemental schedule of assets (held at end of year) as of May 31, 2014 and schedule of delinquent participant contributions for the year ended May 31, 2014 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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 schedules, other than that derived from the information certified by the custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Springfield, Illinois
March 13, 2015

FINANCIAL STATEMENTS

**H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

May 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
ASSETS		
Investments, at fair value		
Guaranteed investment contract	\$ 14,655,727	\$ -
Guaranteed interest account	-	349,354
Mutual funds	25,987,443	-
Pooled separate accounts	-	42,331,654
	<u>40,643,170</u>	<u>42,681,008</u>
Receivables		
Employee contribution	16	-
Employer contribution	-	883,029
Notes receivable from participants	405,136	157,099
	<u>405,152</u>	<u>1,040,128</u>
Cash and cash equivalents	-	284,746
	<u>41,048,322</u>	<u>44,005,882</u>
LIABILITIES		
Excess contributions and earnings payable	13,627	-
Employee contribution payable	-	173
	<u>13,627</u>	<u>173</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 41,034,695</u></u>	<u><u>\$ 44,005,709</u></u>

See accompanying notes to financial statements.

**H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN**

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Year Ended May 31, 2014

ADDITIONS TO NET ASSETS ATTRIBUTED TO

Investment income	
Interest and dividend income	\$ 532,500
Net appreciation in fair value of investments	<u>3,284,688</u>
Total investment income	<u>3,817,188</u>
Interest on notes receivable from participants	<u>8,128</u>
Contributions	
Employee	2,098,588
Rollover	<u>279,907</u>
Total contributions	<u>2,378,495</u>
Total additions	<u>6,203,811</u>

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO

Benefits paid to participants	9,161,924
Administrative expenses	<u>12,901</u>
Total deductions	<u>9,174,825</u>

NET DECREASE (2,971,014)

**NET ASSETS AVAILABLE FOR BENEFITS,
BEGINNING OF YEAR** 44,005,709

**NET ASSETS AVAILABLE FOR BENEFITS,
END OF YEAR** \$ 41,034,695

See accompanying notes to financial statements.

**H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS

May 31, 2014 and 2013

1. DESCRIPTION OF PLAN

The following description of the H. D. Smith Wholesale Drug Co. (the Company) Profit Sharing and 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan. All employees of the Company, except (1) employees covered by a collective bargaining agreement that separately negotiates retirement benefits, (2) leased employees, or (3) independent contractors, are eligible to participate in the Plan (i) with respect to salary reduction contributions, as of the first day of the month immediately following the completion of 30 days of service with the Company; and (ii) with respect to Company contributions, as of June 1 or December 1 immediately following the completion of one employment year during which the eligible employees have completed 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Participants may elect to defer up to 60% of their respective compensation, in a whole percentage amount, as a salary reduction contribution under the Plan, subject to the maximum limit allowed under the Internal Revenue Code. The Plan permits participants who are at least 50 years of age by the end of the calendar year to make "catch-up" contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Plan includes an auto-enrollment provision for employees who first become eligible to participate in the Plan on or after January 1, 2011 whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Prior to the Plan restatement on November 1, 2013, automatically enrolled participants had their deferral rate set at 2% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant. Beginning on November 1, 2013, the automatic elective deferral rate was changed to 4% of eligible compensation. The automatic deferral rate shall be automatically increased each January 1 by 1% up to a maximum automatic elective deferral contribution of 10%.

The Company may contribute to the Plan for each plan year an amount that the Board of Directors will determine by resolution, prior to the date the Company files its federal income tax return for such year. The amount the Company may contribute for any plan year is subject to the provisions of the Internal Revenue Code. For the year ended May 31, 2014, the Company elected not to provide any Company contributions.

H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

1. DESCRIPTION OF PLAN (Continued)

Investment Options

Participants may direct all their contributions among one or more funds subject to the allocation limitations set forth in the Plan. Changes in allocation of future contributions and transfers among funds of presently invested contributions are permitted pursuant to the Plan's provisions.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) forfeitures and (b) plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company contributions portion of their accounts plus earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service if employed on or after June 1, 2007. Participants employed prior to June 1, 2007 are on a seven year graded vesting schedule.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to the maximum equal to the lesser of \$50,000 or 50% of their account balance. Account balances merged into the Plan from the Texas Drug Company participants are not restricted as to the purpose of the loans. However, all other participants of the Plan are restricted to borrowing only for purposes as defined in the plan document. All loans are collateralized by the balances in the participant's transfer and salary reduction accounts and bear interest at rates ranging from 3.25% to 5.25%, which are commensurate with local prevailing rates as determined by the plan administrator. Principal and interest is paid ratably through payroll deductions.

Forfeited Accounts

Forfeited, nonvested accounts consist of amounts contributed to participant accounts by the Company which had not fully vested as of a participant's termination of employment or break in service. The balance of these forfeited, nonvested contributions is held within the Plan for up to five years. If a former participant is reemployed by the Company within five years and meets all eligibility requirements, prior years of service will be restored and

H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

1. DESCRIPTION OF PLAN (Continued)

Forfeited Accounts (Continued)

vesting of company contributions will continue. Otherwise, at the conclusion of five years after termination or break in service, the forfeited, nonvested contributions are available to be allocated to current participants. At May 31, 2014 and 2013, forfeited nonvested company contributions held within the Plan totaled \$271,763 and \$260,891, respectively. For the year ended May 31, 2014, employer contributions of \$26,680 were reallocated to participants from the forfeiture account.

Payment of Benefits

On termination, if the accrued benefit is greater than \$5,000, the participant may elect to receive their vested benefits in the form of one of the following: lump sum distribution, partial lump sum and partial installment payments, or installment payments. If the accrued benefit is \$5,000 or less, the participant will receive their benefit in the form of a lump sum distribution.

Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Company. Loan administration fees and benefit payment fees are charged directly to the participant's account and are included in administrative expenses.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement 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 the Plan. The statement of changes in net assets available for benefits is prepared on a contract value basis which approximates fair value.

H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the plan document.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Subsequent events are events or transactions that occur after the statement of net assets available for benefits date but before financial statements are issued or are available to be issued. These events and transactions either provide additional evidence about conditions that existed at the date of the statement of net assets available for benefits, including the estimates inherent in the process of preparing financial statements (that is, recognized subsequent events), or provide evidence about conditions that did not exist at the date of the statement of net assets available for benefits but arose after that date (that is, nonrecognized subsequent events).

The Plan has evaluated subsequent events through March 13, 2015, which was the date that these financial statements were available for issuance, and determined that there were no significant non recognized subsequent events through that date.

H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

3. GUARANTEED INVESTMENT CONTRACT WITH AN INSURANCE COMPANY

The Plan entered into a benefit-responsive investment contract with Principal Life Insurance Company. Principal Life Insurance Company maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Principal Life Insurance Company, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at May 31, 2014 and 2013 was \$14,655,727 and \$0, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 0%. Such interest rates are reviewed on a semiannual basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

Average yields:

	<u>2014</u>
Based on actual earnings	2%
Based on interest rate credited to participants	2%

H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

4. INVESTMENTS

Investments that represent 5% or more of the Plan's net assets are separately identified below as of either or both year ends.

	2014	2013
Principal Fixed Income Guaranteed Option	\$ 14,655,727	\$ **
Principal Income Fund	11,723,159	**
T. Rowe Price Equity Income Advisor Fund	2,054,862	**
John Hancock Lifestyle Balanced Portfolio	*	8,137,736
John Hancock Lifestyle Growth Portfolio	*	6,233,226
John Hancock Stable Value Fund	*	5,220,403
John Hancock Lifestyle Aggressive Portfolio	*	3,405,098
John Hancock Lifestyle Conservative Portfolio	*	2,166,152
John Hancock Lifestyle Moderate Portfolio	*	2,221,417

*Balance at May 31, 2014 does not represent 5% or more of net assets.

**Balance at May 31, 2013 does not represent 5% or more of net assets.

During the year ended May 31, 2014, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value by \$3,284,688 as follows:

Pooled separate accounts	\$ 2,281,535
Mutual funds	1,003,153
TOTAL	<u>\$ 3,284,688</u>

5. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) guidance on fair value measurements establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

5. FAIR VALUE MEASUREMENTS (Continued)

Level 2: Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full-term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at May 31, 2014 and 2013.

Mutual funds: Valued at the net asset value of shares held by the Plan at year end.

Guaranteed investment contract: The guaranteed investment contract is a fully benefit-responsive contract and is adjusted for possible market value adjustments and stated at estimated fair value as determined by the custodian. The fair values of the guaranteed investment contract are estimated by discounting the related cash flows based on current yields of similar instruments with comparable durations and credit quality.

Pooled separate accounts: Investments in shares of pooled separate accounts held with an insurance company are stated at estimated fair market value and are valued by the insurance company based on the net asset value of shares held by the Plan at year end. The net asset value is determined by the insurance company based on the market value of the underlying investments held in the pooled fund. In addition, the Plan invests in the John Hancock Stable Value fund pooled separate account, which owns shares of a common collective trust.

Guaranteed interest accounts: The guaranteed interest accounts are non-fully benefit-responsive contracts and are adjusted for possible market value adjustments and stated at estimated fair value as determined by the custodians. The fair values of the guaranteed investment contracts are estimated by discounting the related cash flows based on current yields of similar instruments with comparable durations and credit quality. The preceding methods described 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

H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

5. FAIR VALUE MEASUREMENTS (Continued)

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.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of May 31, 2014 and 2013:

Description	Assets at Fair Value as of May 31, 2014			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Allocation – moderate	\$ 866,198	\$ -	\$ -	\$ 866,198
Allocation – world	275,053	-	-	275,053
Commodities	55,133	-	-	55,133
Fixed income	12,478,725	-	-	12,478,725
Foreign large blend	292,872	-	-	292,872
Foreign large growth	1,593,248	-	-	1,593,248
Foreign large value	1,416,186	-	-	1,416,186
Global real estate	41,515	-	-	41,515
Large cap blend	2,230,964	-	-	2,230,964
Large cap growth	1,307,676	-	-	1,307,676
Large cap value	2,054,862	-	-	2,054,862
Mid cap blend	745,316	-	-	745,316
Mid cap growth	145,535	-	-	145,535
Mid cap value	495,525	-	-	495,525
Small cap blend	777,998	-	-	777,998
Small cap growth	400,265	-	-	400,265
Small cap value	810,372	-	-	810,372
Total mutual funds	25,987,443			25,987,443
Guaranteed investment contract	-	-	14,655,727	14,655,727
TOTAL	\$ 25,987,443	\$ -	\$ 14,655,727	\$ 40,643,170

H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

5. FAIR VALUE MEASUREMENTS (Continued)

Description	Assets at Fair Value as of May 31, 2013			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Growth funds	\$ -	\$ 5,443,559	\$ -	\$ 5,443,559
Aggressive growth funds	-	3,646,284	-	3,646,284
Income funds	-	2,499,010	-	2,499,010
Growth and income funds	-	3,358,769	-	3,358,769
Lifestyle funds	-	22,163,629	-	22,163,629
Conservative funds	-	5,220,403	-	5,220,403
Total pooled separate accounts	-	42,331,654	-	42,331,654
Guaranteed interest account	-	-	349,354	349,354
TOTAL	\$ -	\$ 42,331,654	\$ 349,354	\$ 42,681,008

The following table presents the category, fair value, redemption frequency, and redemption notice period for plan investments, the fair values of which are estimated using net asset value per share as of May 31, 2014 and 2013:

Investment	2014 Fair Value	2013 Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Guaranteed investment contract (a)	\$ 14,655,727	\$ -	\$ -	Daily	None
Guaranteed interest account (b)	-	349,354	-	Quarterly	None
Shares of pooled separate accounts					
Growth (c)	-	5,443,559	-	Daily	None
Aggressive Growth (d)	-	3,646,284	-	Daily	None
Income (e)	-	2,499,010	-	Daily	None
Growth and Income (f)	-	3,358,769	-	Daily	None
Lifestyle (g)	-	22,163,629	-	Daily	None
Conservative (h)	-	5,220,403	-	Daily	None

(a) Guaranteed Investment Contract

The investment contract guarantees principal and provides a stated rate of return.

H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

5. FAIR VALUE MEASUREMENTS (Continued)

(b) Guaranteed Interest Account

The investment seeks to achieve investment income consistent with the preservation of principal, primarily through investments in federal and other government bonds, corporate bonds, and commercial mortgages. Deposits are held in John Hancock Life Insurance Company (U.S.A.) (John Hancock) general account and allocated to participants' retirement accounts. This investment guarantees the return of principal plus compound interest earned over a defined ten year term, provided all contributions remain in the account until the end of the guarantee period. Guaranteed interest rates are based upon the claims paying ability of the issuing company, John Hancock.

Interest rates are established on the first day of each calendar month and apply to all regular ongoing contributions made to the account in that month. At the end of each reporting year, a "composite rate" of interest is determined. After the end of each reporting year, contributions made will continue to earn that reporting year's composite interest rate until the end of the guaranteed term. For each reporting year in which a participant makes a contribution to a Guaranteed Interest Account, a new account is established for all contributions made during that reporting year. Each account is identified individually on participant statements.

Transfers between a Guaranteed Interest Account and other investment options may be permitted (at book value) under the terms of the Plan's contract with John Hancock. Permitted transfer dates are noted on participant quarterly statements. Transfers that are initiated on dates other than those specified in the contract may be subject to an adjustment. Similarly, withdrawals taken from Guaranteed Interest Account prior to the end of the guarantee period may be subject to a market value adjustment.

At the end of the guarantee period (maturity) contributions and interest earned from the Guaranteed Interest Account may be directed to any of the investment options available under the plan contract; however, if John Hancock doesn't receive written instructions specifying investment choices at least 30 days before the maturity date, it will automatically reinvest in the Guaranteed Interest Account.

(c) Growth

The investment seeks long-term growth of capital, with current income as a secondary consideration. The fund normally invests approximately 30% of its assets in underlying funds that invest primarily in fixed income securities and approximately 70% of its assets in underlying funds that invest primarily in equity securities. Variations in the target percentage allocation between underlying portfolios which invest primarily in equity securities and underlying portfolios which invest primarily in fixed income securities are permitted within a predetermined range.

H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

5. FAIR VALUE MEASUREMENTS (Continued)

(d) Aggressive Growth

The investment seeks long-term growth of capital. The fund normally invests approximately 100% of assets in underlying funds which invest primarily in equity securities. It may have an equity/fixed income fund allocation of 90% / 10%. The fund may invest in various underlying funds that as a group hold a wide range of equity type securities. These include small, mid, and large capitalization stocks, domestic and foreign securities (including emerging market securities), and sector holdings such as utilities and science and technology stocks.

(e) Income

The investment seeks a balance between a high level of current income and growth of capital, with a greater emphasis on income. The fund normally invests approximately 60% of its assets in underlying funds that invest primarily in fixed income securities and approximately 40% in underlying funds that invest primarily in equity securities. Variations in the target percentage allocation between underlying portfolios which invest primarily in equity securities and underlying portfolios which invest primarily in fixed income securities are permitted up to 10% in either direction.

(f) Growth and Income

The investment seeks a balance between a high level of current income and growth of capital, with a greater emphasis on growth of capital. The fund normally invests approximately 25% of its assets in underlying funds that invest primarily in fixed income securities and approximately 75% of its assets in underlying funds that invest primarily in equity securities.

(g) Lifestyle

The investment seeks to provide a variety of returns with a Guaranteed Income for Life feature. The portfolios of these funds include features of income, conservative, growth and income, and aggressive growth. Participants have the ability to move money between any of the funds that have the Guaranteed Income for Life feature. If participants move money out of Guaranteed Income for Life, they cannot transfer any new amounts into this option for 90 days.

(h) Conservative

The stable value fund seeks to preserve principal and provide book value liquidity on a daily basis for plan-permitted, participant-directed withdrawals while maintaining a competitive rate of interest. The fund invests primarily in diversified fixed income mutual funds and separately managed bond accounts run by investment subsidiaries of John

H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

5. FAIR VALUE MEASUREMENTS (Continued)

Hancock Life Insurance Company (U.S.A.) and in book value stabilizing agreements offered by high quality financial institutions. The unit value of the sub-account will be defined as the unit value of the underlying trust as adjusted to account for underlying trust distributions. Withdrawals from this sub-account will be made at the prevailing declared unit value as determined by John Hancock.

Investments in this category can be redeemed immediately at the participant level and in twelve months at the plan level, at the current net asset value per share based on the fair value of the underlying assets. The fair value of investments in this category has been estimated using the net asset value per share of the investments.

Changes in Fair Value Levels

The Plan assesses the levels of the investments at each measurement date, and transfers between levels are recognized on the actual date of the event or change in circumstances that caused the transfer in accordance with the Plan's accounting policy regarding the recognition of transfers between levels of the fair value hierarchy. For the years ended May 31, 2014 and 2013, there were no such transfers.

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended May 31, 2014.

	Guaranteed Investment Contract	Guaranteed Interest Account
BALANCE, BEGINNING OF YEAR	\$ -	\$ 349,354
Interest income	147,826	4,392
Purchases	22,975,144	10,881
Sales	(8,467,243)	(364,627)
BALANCE, END OF YEAR	\$ 14,655,727	\$ -

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

Quantitative Information about Level 3 Fair Value Measurements
as of May 31, 2014

Instrument	Fair Value	Valuation Techniques	Unobservable Input	Range
Principal Fixed Income Guaranteed Option	\$14,655,727	Discontinuation Value	Composite Crediting Rate	2.00%
			Surrender Charge	5%

H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

5. FAIR VALUE MEASUREMENTS (Continued)

Quantitative Information about Level 3 Fair Value Measurements as of May 31, 2013				
Instrument	Fair Value	Valuation Techniques	Unobservable Input	Range
Guaranteed Interest Account*	\$ 349,354	Discounted Cash Flow	Risk Adjusted Discount Rate	1 - 1.25%
		Discounted Cash Flow	Investment Term	0 - 2 years
		Theoretical Transfer (Exit Value)	Payout Date	.05 - .35%

*Guaranteed Interest Account: The significant unobservable inputs used in the fair value measurement of the Plan's interest in the John Hancock Guaranteed Interest Account are derived from risk-adjusted discount rates, investments terms, and payout dates. Significant increases (decreases) in any of these inputs in isolation may result in significantly higher (lower) fair value measurements, respectively.

6. CERTIFICATION OF FINANCIAL INFORMATION

The following is a summary of the investment information as of May 31, 2014 and 2013, and for the year ended May 31, 2014, included throughout the Plan's financial statements and supplemental schedules that was prepared by or derived from information provided by the custodian and furnished to the plan administrator. The plan administrator has obtained certification from the current custodian that information provided to the plan administrator by the current custodian related to the following investments is complete and accurate, to the best of its knowledge. Also, the plan administrator has obtained certification from the former custodian that information provided to the plan administrator by the former custodian related to the following investments is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following investments and investment income:

H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

6. CERTIFICATION OF FINANCIAL INFORMATION (Continued)

	2014			2013		
	Principal	John Hancock	Total	Principal	John Hancock	Total
Shares of pooled separate accounts	\$ -	\$ -	\$ -	\$ -	\$42,331,654	\$42,331,654
Guaranteed interest account	-	-	-	-	349,354	349,354
Mutual funds	25,987,443	-	25,987,443	-	-	-
Guaranteed investment contract	14,655,727	-	14,655,727	-	-	-
Notes receivable from participants	405,136	-	405,136	-	157,099	157,099

	2014		
	Principal	John Hancock	Total
Net appreciation in fair value of investments	\$ 1,003,153	\$ 2,295,853	\$ 3,299,006
Interest and dividend income	528,123	1,699	529,822
Interest on notes receivable from participants	5,346	2,145	7,491

7. RELATED PARTY TRANSACTIONS

Certain plan investments and notes receivable from participants are managed by the custodians, and therefore, these transactions qualify as party-in-interest. Certain employees of the Company provide administrative services to the Plan. These employees are not paid by the Plan for their services.

8. PLAN TERMINATION

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

H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

9. TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by letter dated November 4, 2011, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more-likely-than-not would not 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 May 31, 2014 and 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan is subject to routine audits by taxing jurisdictions. The Plan was selected for an IRS audit for the Plan year ended May 31, 2011.

10. RISKS AND UNCERTAINTIES

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

11. PROHIBITED TRANSACTIONS

During fiscal year 2014 and 2013, the Company failed to remit to the Plan's trustee certain employee contributions totaling \$77,246 within the period prescribed by Department of Labor's regulations. Delays in remitting contributions to the trustee were due to administrative errors, and the Company has made contributions to the affected participants' accounts to compensate the participants for potential lost income due to the delays.

H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

12. EXCESS CONTRIBUTIONS AND EARNINGS PAYABLE

Excess contributions and earnings payable represents amounts withheld from participants in excess of IRS limitations that are to be refunded at year-end. As of May 31, 2014 and 2013, \$13,627 and \$0, respectively, of excess contributions and earnings thereon are required to be refunded prior to May 31, of the subsequent year. These amounts were refunded to participants prior to August 15, 2014. Excess contributions and earnings are netted against contributions and interest income in the statements of changes in net assets available for benefits.

SUPPLEMENTARY INFORMATION

**H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN**

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500, SCHEDULE H, ITEM 4i

EIN: 37-0709250

PLAN NO: #001

May 31, 2014

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	<u>Guaranteed Investment Contract</u>			
*	Principal Life Insurance Company	Principal Fixed Income Guaranteed Option	**	14,655,727
	<u>Mutual Funds</u>			
	American Funds	American Balanced	**	463,281
	American Funds	Europacific Growth	**	244,058
	American Funds	Growth Fund of America	**	296,142
	American Funds	Capital Income Builder	**	275,053
	American Funds	Fundamental Investors	**	509,652
	American Funds	Income Fund of America	**	402,917
	Eagle Financial Services, Inc.	Small Cap Growth Fund	**	400,265
	Janus International Holding, LLC	Enterprise Fund	**	145,535
	John Hancock	Disciplined Value Mid Cap	**	495,525
	Oppenheimer	International Growth Fund	**	1,593,248
	PIMCO Funds	Commodity Real Return Strategy A Fund	**	55,133
	PIMCO Funds	Income A Fund	**	755,566
*	Principal Funds Inc.	Large Cap Growth	**	1,011,534
*	Principal Funds Inc.	Large Cap S&P 500 Index	**	1,721,312
*	Principal Funds Inc.	Mid Cap S&P 400 Index	**	745,316
*	Principal Funds Inc.	Small Cap S&P 600 Index	**	777,998
*	Principal Funds Inc.	Income R5 Fund	**	11,723,159
*	Principal Funds Inc.	International Equity Index	**	48,814
	T. Rowe Price Funds	Equity Income Advisor Fund	**	2,054,862
	Franklin Templeton Investments	Templeton Foreign A Fund	**	1,416,186
	Third Ave. Mutual Fund	Real Estate Value Inv Fund	**	41,515
	Wells Fargo	Advantage Small Company Value Fund	**	810,372
TOTAL INVESTMENTS PER FINANCIAL STATEMENTS				40,643,170
*	Notes receivable from participants	Interest rates from 3.25% to 5.25%		405,136
TOTAL INVESTMENTS PER FORM 5500				<u><u>\$ 41,048,306</u></u>

* Denotes a party-in-interest to the Plan.

** Cost information not required for participant directed investments

**H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN**

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FORM 5500, SCHEDULE H, LINE 4a

EIN: 37-0709250 PLAN NO: #001

For the Year Ended May 31, 2014

Participant Contributions Transferred Late to the Plan			Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒			Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
January 18, 2013	Remitted	November 6, 2013	\$ -	\$ 728	\$ -	\$ -
November 8, 2013	Remitted	December 6, 2013	-	76,518	-	-
TOTAL			<u>\$ -</u>	<u>\$ 77,246</u>	<u>\$ -</u>	<u>\$ -</u>

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

H. D. SMITH WHOLESALE DRUG CO. PROFIT SHARING

EIN 37 0709250
 PLAN NUMBER 001
 PLAN YEAR 06/01/2013 TO 05/31/2014

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	American Funds Service Company	Registered Investment Company AM FDS AM BAL R3 FUND	\$ 0.00	\$ 463,281.01
	American Funds Service Company	Registered Investment Company AM FDS EUROPACIFIC GRTH R3 FD	\$ 0.00	\$ 244,057.67
	The American Funds	Registered Investment Company AM FDS GRTH FD OF AM R3 FUND	\$ 0.00	\$ 296,141.85
	The American Funds	Registered Investment Company AM FND CAP INC BUILDER R3 FUND	\$ 0.00	\$ 275,052.99
	The American Funds	Registered Investment Company AM FUNDS FDMNTL INV R3 FUND	\$ 0.00	\$ 509,652.36
	American Funds Service Company	Registered Investment Company AMER FDS INC FD OF AMER R3 FD	\$ 0.00	\$ 402,916.99
	Eagle Financial Services, Inc.	Registered Investment Company EAGLE SMALL CAP GROWTH A FUND	\$ 0.00	\$ 400,264.68
	Janus International Holding, LLC	Registered Investment Company JANUS ENTERPRISE S FUND	\$ 0.00	\$ 145,534.94
	John Hancock	Registered Investment Company JOHN HANCOCK DISC VAL MC R2 FD	\$ 0.00	\$ 495,524.98
	Oppenheimer	Registered Investment Company OPPENHEIMER INTL GROWTH A FUND	\$ 0.00	\$ 1,593,247.86
	PIMCO Funds	Registered Investment Company PIMCO COMMREALTRN STR A FND	\$ 0.00	\$ 55,132.82
	PIMCO Funds	Registered Investment Company PIMCO INCOME A FUND	\$ 0.00	\$ 755,566.45
*	Principal Life Insurance Company	Insurance Company General PRIN FIXED INC GUAR OPTION	\$ 0.00	\$ 14,655,726.68
*	Principal Funds Inc	Registered Investment Company PRIN LARGE CAP GROWTH I R5 FUND	\$ 0.00	\$ 1,011,534.01
*	Principal Funds Inc	Registered Investment Company PRIN LG CAP S&P 500 IDX R5 FUND	\$ 0.00	\$ 1,721,311.79

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

H. D. SMITH WHOLESALE DRUG CO. PROFIT SHARING

 EIN 37 0709250
 PLAN NUMBER 001
 PLAN YEAR 06/01/2013 TO 05/31/2014

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
*	Principal Funds Inc	Registered Investment Company PRIN MIDCAP S&P 400 IDX R5 FD	\$ 0.00	\$ 745,316.41
*	Principal Funds Inc	Registered Investment Company PRIN SMCAP S&P 600 IDX R5 FUND	\$ 0.00	\$ 777,997.86
*	Principal Funds Inc	Registered Investment Company PRINCIPAL INCOME R5 FUND	\$ 0.00	\$ 11,723,158.90
*	Principal Funds Inc	Registered Investment Company PRINCIPAL INT'L EQ INDEX R5 FD	\$ 0.00	\$ 48,814.32
	T. Rowe Price Funds	Registered Investment Company T. ROWE PRICE EQ INC ADV FUND	\$ 0.00	\$ 2,054,862.02
	Franklin Templeton Investments	Registered Investment Company TEMPLETON FOREIGN A FUND	\$ 0.00	\$ 1,416,185.67
	Third Ave Mutual Fund	Registered Investment Company THIRD AVE REAL EST VAL INV FD	\$ 0.00	\$ 41,515.05
	Wells Fargo	Registered Investment Company WELLS FARGO ADV SM CO VAL A FD	\$ 0.00	\$ 810,372.24
	Participant Loans	Range of Interest Rates Rates Range From 1.25% To 5.25%	\$ 0.00	\$ 405,136.00

**H. D. SMITH WHOLESALE DRUG CO.
PROFIT SHARING AND 401(k) PLAN**

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FORM 5500, SCHEDULE H, LINE 4a

EIN: 37-0709250 PLAN NO: #001

For the Year Ended May 31, 2014

Participant Contributions Transferred Late to the Plan			Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒			Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
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TOTAL			<u>\$ -</u>	<u>\$ 77,246</u>	<u>\$ -</u>	<u>\$ -</u>