

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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>SWS OF NEW YORK SALES, WAREHOUSE AND CLERICAL 401K 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>010</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>12/01/2004</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>010</u>	1c Effective date of plan <u>12/01/2004</u>	
1b Three-digit plan number (PN) ▶	<u>010</u>				
1c Effective date of plan <u>12/01/2004</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SOUTHERN WINE & SPIRITS OF NEW YORK</u> <u>345 UNDERHILL BOULEVARD</u> <u>SYOSSET, NY 11791</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>65-0879542</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>954-602-2594</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>424800</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>65-0879542</u>	2c Plan Sponsor's telephone number <u>954-602-2594</u>	2d Business code (see instructions) <u>424800</u>	
2b Employer Identification Number (EIN) <u>65-0879542</u>					
2c Plan Sponsor's telephone number <u>954-602-2594</u>					
2d Business code (see instructions) <u>424800</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.	10/13/2015	MARK KRAUSS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2015	MICHELLE TONEY
	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		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		4b EIN	
a Sponsor's name		4c PN	
5 Total number of participants at the beginning of the plan year		5	577
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year		6a(1)	556
a(2) Total number of active participants at the end of the plan year		6a(2)	560
b Retired or separated participants receiving benefits		6b	1
c Other retired or separated participants entitled to future benefits.....		6c	21
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	582
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	1
f Total. Add lines 6d and 6e		6f	583
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	390
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 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)		9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(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		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☐ A (Insurance Information)	
		(4) ☒ C (Service Provider Information)	
		(5) ☒ D (DFE/Participating Plan Information)	
		(6) ☐ G (Financial Transaction Schedules)	

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

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
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>SWS OF NEW YORK SALES, WAREHOUSE AND CLERICAL 401K PLAN</u>	B Three-digit plan number (PN) <u>►</u>	<u>010</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SOUTHERN WINE & SPIRITS OF NEW YORK</u>	D Employer Identification Number (EIN) <u>65-0879542</u>	

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

<u>COLUMBIA MANAGEMENT CO.</u>	<u>ONE FINANCIAL CENTER</u> <u>BOSTON, MA 02111-2621</u>
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(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

<u>MAINSTAY INVESTMENTS</u>	<u>169 LACKAWANNA AVE.</u> <u>PARSIPPANY, NJ 07054</u>
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

<u>PACIFIC INVESTMENT MGMT COMP</u>	<u>840 NEWPORT CENTER DRIVE</u> <u>NEWPORT BEACH, CA 92660-6397</u>
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

<u>THE OAKMARK FAMILY OF FUNDS</u>	<u>2 NORTH LASALLE ST</u> <u>STE 500</u> <u>CHICAGO, IL 60602</u>
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ARTISAN FUNDS

875 E WISCONSIN AVE
STE 800
MILWAUKEE, WI 53202

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

PUTNAM INVESTMENTS

1 POST OFFICE SQUARE
BOSTON, MA 02109

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

THE AMERICAN FUNDS GROUP

333 SOUTH HOPE STREET
LOS ANGELES, CA 90071

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

AMERICAN BEACON FUNDS

4151 AMON CARTER BLVD
FORT WORTH, TX 76155

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

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

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

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

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

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

MERCER HR SERVICES, LLC

INVESTORS WAY
NORWOOD, MA 02062-1584

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 25 37 38 49 50 59 60 62 64 65 99	RECORDKEEPER/T RUSTEE	15283	Yes ☒ No ☐	Yes ☐ No ☒	62706	Yes ☐ No ☒

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

WELCH HORNSBY & WELCH

PO BOX 4959
MONTGOMERY, AL 36103

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	INVESTMENT ADVISOR	10023	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER TRUST CO

INVESTORS WAY
NORWOOD, MA 02062

(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?
63	BROKER/DEALER	0	Yes ☒ No ☐	Yes ☐ No ☒	8649	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
MERCER TRUST CO	63	8649
(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.
THE AMERICAN FUNDS GROUP 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	DISTRIBUTION (12B-1) FEES	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	3979
(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.
AMERICAN BEACON FUNDS 4151 AMON CARTER BLVD FORT WORTH, TX 76155	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	7584
(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.
ARTISAN FUNDS 875 E WISCONSIN AVE STE 800 MILWAUKEE, WI 53202	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	

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
MERCER HR SERVICES, LLC	15 38 59 60	13499
(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.
COLUMBIA MANAGEMENT CO.	ONE FINANCIAL CENTER BOSTON, MA 02111-2621	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	8716
(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.
MAINSTAY INVESTMENTS	169 LACKAWANNA AVE. PARSIPPANY, NJ 07054	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	7528
(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.
PACIFIC INVESTMENT MGMT COMP	840 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660-6397	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES

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
MERCER HR SERVICES, LLC	15 38 59 60	13148
(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.
PUTNAM INVESTMENTS 1 POST OFFICE SQUARE BOSTON, MA 02109		RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	2596
(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.
THE AMERICAN FUNDS GROUP 333 SOUTH HOPE STREET LOS ANGELES, CA 90071		RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	5632
(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.
THE OAKMARK FAMILY OF FUNDS 2 NORTH LASALLE ST STE 500 CHICAGO, IL 60602		RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="border: 1px solid black; text-align: center; padding: 5px; font-weight: bold; font-size: 1.2em;">2014</div> This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>SWS OF NEW YORK SALES, WAREHOUSE AND CLERICAL 401K PLAN</u>	B Three-digit plan number (PN) ►	<u>010</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SOUTHERN WINE & SPIRITS OF NEW YORK</u>	D Employer Identification Number (EIN) <u>65-0879542</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: PUTNAM STABLE VALUE FUND

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN <u>04-3159710-202</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2596196</u>
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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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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):

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>SWS OF NEW YORK SALES, WAREHOUSE AND CLERICAL 401K PLAN</u>		B Three-digit plan number (PN) ► <u>010</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SOUTHERN WINE & SPIRITS OF NEW YORK</u>		D Employer Identification Number (EIN) <u>65-0879542</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)		
	(2) Participant contributions.....	1b(2)	32696	0
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property).....	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans.....	1c(8)	999192	1280205
	(9) Value of interest in common/collective trusts	1c(9)	2334526	2596196
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	16590228	19725270
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(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	19956642	23601671

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	19956642	23601671
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	2775684	
(C) Others (including rollovers)	2a(1)(C)	107862	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2883546
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	57202	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		57202
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1378347	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1378347
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		39068
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-206706
c Other income.....	2c		327
d Total income. Add all income amounts in column (b) and enter total.....	2d		4151784

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	480447	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		480447
f Corrective distributions (see instructions).....	2f		1002
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	25306	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		25306
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		506755

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		3645029
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ 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: GRANT THORNTON

(2) EIN: 74-1296484

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	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		50000
4e			
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	
4f			
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	
4g			
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	
4h			
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		
4i			
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	
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>		<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014					
A Name of plan SWS OF NEW YORK SALES, WAREHOUSE AND CLERICAL 401K PLAN				B Three-digit plan number (PN) ▶	010
C Plan sponsor's name as shown on line 2a of Form 5500 SOUTHERN WINE & SPIRITS OF NEW YORK				D Employer Identification Number (EIN) 65-0879542	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 20-2020334					
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					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2014 v. 140124	

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): _____

Southern Wine & Spirits of America, Inc.



Dedicated to Sales & Service

SINCE 1968

1600 N.W. 163rd Street • Miami, Florida 33169-3562 • 305.625.4171 • 800.432.6431

October 9, 2015

Grant Thornton LLP
1301 International Parkway, Suite 300
Fort Lauderdale, FL 33323

Dear Sir or Madam:

We are providing this letter in connection with your audits of the financial statements of SWS of New York Sales, Warehouse and Clerical 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013 and the related statement of changes in net assets available for benefits for the year ended December 31, 2014 and the related notes to the financial statements. We understand that your audits were made for the purpose of expressing an opinion as to whether the financial statements are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). However, we understand that, at our instruction, you did not perform any audit procedures with respect to information prepared and certified by Mercer Trust Company, the trustee of the Plan, in accordance with the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act ("ERISA") of 1974 (DOL Regulation 2520.103-8), other than comparing such information to the financial statements and accompanying supplemental schedule as of December 31, 2014. We are responsible for determining whether the conditions for limiting the scope of your audits, as set forth in ERISA and the DOL's Rules and Regulations, have been satisfied. Because of the significance of the information that you did not audit, we understand that you will not express an opinion on the financial statements as a whole or an opinion on the accompanying supplemental schedule.

We have fulfilled our responsibility, as set out in the terms of the Engagement Letter, for the preparation and fair presentation in the financial statements of net assets and changes in net assets in accordance with US GAAP and for the preparation and fair presentation of the supplemental schedule in accordance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. We acknowledge our responsibility for the design, implementation, and maintenance of effective internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to error or fraud, including programs and controls to prevent and detect fraud.



Certain representations in this letter are described as being limited to matters that are material. Items are considered to be material, regardless of size, if they involve an omission or misstatement of accounting information that, in light of the surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.

We confirm, to the best of our knowledge and belief, having made such inquiries as we considered necessary for the purpose of appropriately informing ourselves, as of October 9, 2015, the following representations made to you during your audits.

1. The financial statements referred to above, including the related notes, have been prepared and are fairly presented in accordance with US GAAP, and the notes include all disclosures required by laws and regulations to which the Plan is subject.
2. All information required by DOL rules and regulations to be presented in supplemental schedules has been included.
3. We have provided you with:
 - a. Access to all information of which we are aware that is relevant to the preparation and fair presentation of the financial statements, including all financial records, documentation of internal control over financial reporting, and related information
 - b. Additional information that you have requested for audit purposes
 - c. Unrestricted access to persons at the Plan sponsor from whom you determined it necessary to obtain audit evidence
 - d. The Plan instrument and all Plan amendments thereto, including amendments to comply with applicable laws and any trust agreements or insurance contracts. There have been no amendments to the Plan instrument.
4. There are no minutes of the meetings of trustees and Plan sponsor's board of directors and committees of directors, or summaries of actions of recent meetings.
5. There have been no communications, written or oral, from regulatory agencies or others concerning operations of the Plan or noncompliance with, or deficiencies in, financial reporting practices.
6. There are no known violations or possible violations of, or no known instances of noncompliance or suspected noncompliance with, laws and regulations whose effects should be considered by management when preparing the financial statements, as a basis for recording a loss contingency or for disclosure.
7. The Plan has complied with the DOL's regulation concerning the timely remittance of participants' contributions and loan repayments to the trusts containing assets for the Plan.
8. All transactions have been recorded in the accounting records and are reflected in the financial statements.

9. There are no significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting of which we are aware.
10. We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud. We have no knowledge of fraud or suspected fraud affecting the Plan involving:
 - a. Management
 - b. Employees who have significant roles in internal control, or
 - c. Others where the fraud could have a material effect on the financial statements.
11. We have no knowledge of any allegations of fraud or suspected fraud affecting the Plan's financial statements received in communications from employees, former employees, participants, beneficiaries, regulators, service providers, third-party administrators, or others.
12. The Plan has no plans or intentions that may materially affect the carrying value or classification of assets and liabilities.
13. We have disclosed to you the identity of the Plan's related parties and all the related party relationships and transactions of which we are aware. Related party relationships and transactions (including party-in-interest transactions) and related amounts receivable from or payable to related parties (including sales, purchases, loans, transfers, leasing arrangements, and guarantees) have been properly accounted for and disclosed in the financial statements and supplemental schedule in accordance with US GAAP and DOL rules and regulations. We understand that Section 3(14) of ERISA defines the term "party-in-interest."
14. There are no:
 - a. Non-exempt party-in-interest transactions (as defined in ERISA Section 406 and regulations under that section) that were not disclosed in the financial statements or supplemental schedule.
 - b. Investments in default or considered to be uncollectible or loans or fixed income obligations in default or classified as uncollectible.
 - c. Reportable transactions (as defined in ERISA Section 103(b)(3)(H) and regulations under that section) that were not disclosed in the supplemental schedule.
15. There are no guarantees, whether written or oral, under which the Plan is contingently liable.
16. There were no amendments to the Plan instrument that require disclosure in the financial statements.
17. Significant estimates and material concentrations known to management that are required to be disclosed in accordance with US GAAP (*FASB Accounting Standards Codification*® (ASC) 275, *Risks and Uncertainties*) are properly disclosed in the financial statements.

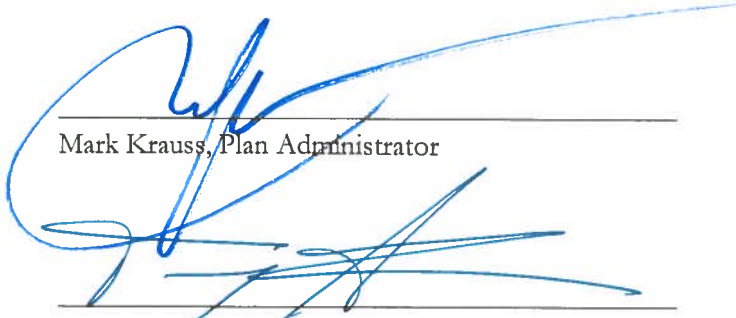
Significant estimates are estimates at the date of the financial statements that could change materially within the next year. Concentrations refer to the nature and type of investments held by the Plan, or markets or geographic areas for which events could occur that would significantly disrupt normal finances within the next year.

18. We are not aware of any pending or threatened litigation, claims, or assessments or unasserted claims or assessments whose effects should be considered by management when preparing the financial statements and that should be accounted for and disclosed in accordance with US GAAP (*FASB Accounting Standards Codification*® (ASC) 450, *Contingencies*), and we have not consulted legal counsel concerning such litigation, claims, or assessments.
19. There are no other liabilities or gain or loss contingencies that are required to be accounted for or disclosed in accordance with US GAAP (ASC 450).
20. There are no other matters (such as, breach of fiduciary responsibilities, nonexempt transactions, loans or loans in default, events that may jeopardize the tax status, or events reportable to the Pension Benefit Guarantee Corporation) that legal counsel has advised us must be disclosed.
21. The Plan has satisfactory title to all owned assets. There are no liens or encumbrances on such assets nor has any asset been pledged as collateral.
22. The Plan has complied with all aspects of contractual agreements that would have a material effect on the financial statements in the event of noncompliance.
23. We are responsible for the estimation methods and assumptions used in measuring assets and liabilities, including those reported or disclosed at fair value, as well as information obtained from brokers, pricing services, or other third parties. The methods and significant assumptions used in making accounting estimates, including those measured at fair value, are reasonable, consistently applied, and result in a measurement appropriate for financial statement and disclosure purposes. The fair value measurements reported or disclosed represent our best estimate of fair value as of the measurement date in accordance with US GAAP (*FASB Accounting Standards Codification*® (ASC) 820, *Fair Value Measurements and Disclosures*). Disclosures related to these estimates and fair value measurements are adequate, complete, and accurate. No events have occurred subsequent to the date of the financial statements through the date of this letter that would require adjustment to these estimates and fair value measurements, or the related disclosures included in the financial statements.
24. In accordance with US GAAP (*FASB Accounting Standards Codification*® (ASC) 820, *Fair Value Measurements and Disclosures*) the Plan has categorized its financial instruments, based on the priority of inputs to the valuation technique, into a three-level fair value hierarchy. The fair value gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs that are used to measure the securities fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.
25. For fully benefit-responsive investment contracts, there have been no events that limit the ability of the Plan to transact at contract value with the issuers and none are probable of occurring. There are no intentions to terminate any fully benefit-responsive investment contract.
26. There are no financial instruments with off-balance sheet risk or financial instruments with concentrations of credit risk.

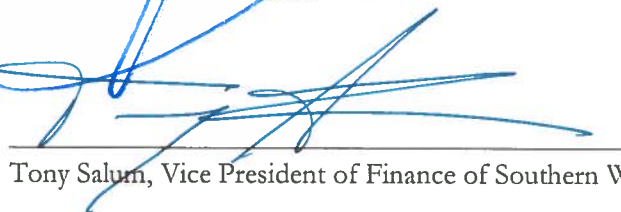
27. The Plan and the trust established under the Plan are qualified under the appropriate section of the Internal Revenue Code and intend to continue as a qualified Plan and trust. The Plan sponsor has operated the Plan and trust in a manner that did not jeopardize this tax status, including complying with laws and regulations and preventing violations that may cause disqualification. We are not aware of any matters that would affect the continued qualified status of the Plan.
28. We are responsible for the preparation of Plan amendments necessitated by changes in law or regulation or required by changes in the operation of the Plan. All amendments required by such changes have been adopted by the Plan.
29. All required filings with the appropriate agencies have been made.
30. The Plan has complied with the fidelity bonding requirements of ERISA.
31. We have no intentions to terminate the Plan.
32. You provided a non-attest service by assisting us with drafting the financial statements and supplemental schedule. In connection with this non-attest service, we confirm that:
 - a. We made all management decisions and performed all management functions
 - b. We have suitable skill, knowledge, and experience to evaluate the accuracy and completeness of the financial statements and supplemental schedule.
 - c. We accept responsibility for such financial statements and supplemental schedule and related disclosures.
33. There are no uncertain tax positions as of December, 31, 2014.
34. No events have occurred subsequent to the date of the financial statements through the date of this letter that would require, in accordance with US GAAP, recognition or disclosure in the financial statements.

Very truly yours,

SWS OF NEW YORK SALES, WAREHOUSE AND CLERICAL 401(K) PLAN



Mark Krauss, Plan Administrator



Tony Salun, Vice President of Finance of Southern Wine & Spirits of America, Inc.



Financial Statements and Report of Independent
Certified Public Accountants

**SWS of New York Sales, Warehouse and
Clerical 401(k) Plan**

December 31, 2014 and 2013

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

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Trustee
SWS of New York Sales, Warehouse and Clerical 401(k) Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of SWS of New York Sales, Warehouse and Clerical 401(k) Plan (the “Plan”), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's responsibility for the financial statements

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 matter 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 certified information described in Note I, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2014 and 2013, and for the year ended December 31, 2014, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

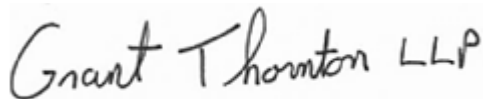
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Supplementary information

The supplemental Schedule H, Line 4i - Schedule of Assets (Held at end of Year) as of December 31, 2014, is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified information described in Note I, 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.



Miami, Florida
October 9, 2015

**SWS of New York Sales, Warehouse and Clerical
401(k) Plan**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	<u>2014</u>	<u>2013</u>
ASSETS		
Investments, at fair value	\$ 22,370,534	\$ 18,955,336
Receivables:		
Participant contributions	-	32,696
Notes receivable from participants	<u>1,280,205</u>	<u>999,192</u>
Total receivables	<u>1,280,205</u>	<u>1,031,888</u>
Net assets reflecting investments at fair value	23,650,739	19,987,224
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive contracts	<u>(49,068)</u>	<u>(30,582)</u>
Net assets available for benefits	<u>\$ 23,601,671</u>	<u>\$ 19,956,642</u>

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

**SWS of New York Sales, Warehouse and Clerical
401(k) Plan**

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2014

Additions to net assets attributed to:

Investment income:

Net depreciation in fair value of investments	\$ (167,242)
Dividend and interest income	<u>1,378,347</u>
Net investment income	1,211,105

Interest income on notes receivable from participants	57,133
---	--------

Contributions:

Participant	2,775,683
Rollovers	<u>107,862</u>

Total contributions	<u>2,883,545</u>
---------------------	------------------

Total additions	4,151,783
-----------------	-----------

Deductions from net assets attributed to:

Benefits paid to participants	480,447
Excess contributions	1,002
Administrative expenses	<u>25,305</u>

Total deductions	<u>506,754</u>
------------------	----------------

Net increase in net assets available for benefits	3,645,029
---	-----------

Net assets available for benefits:

Beginning of year	<u>19,956,642</u>
-------------------	-------------------

End of year	<u><u>\$ 23,601,671</u></u>
-------------	-----------------------------

The accompanying notes are an integral part of this financial statement.

**SWS of New York Sales, Warehouse and Clerical
401(k) Plan**

NOTES TO FINANCIAL STATEMENTS

December 31, 2014 and 2013

NOTE A - DESCRIPTION OF PLAN

The following description of the SWS of New York Sales, Warehouse and Clerical 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 covering eligible employees of Southern Wine and Spirits of New York, Inc. (the “Company”). Employees with three months of service, are at least 21 years old and are a member of the Wholesale Wine Salesman’s union Local 18D or the united Food & Commercial Workers International Union Local 1D are eligible for participation. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended.

Contributions

Participants may elect to contribute up to 100% of their annual pretax compensation, as defined in the Plan, subject to maximum dollar limitations established by the Internal Revenue Code (“IRC”). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions, subject to certain limitations under the IRC. Participants may also contribute amounts representing distributions from other qualified plans (“rollovers”). For the year ended December 31, 2014, the total maximum allowable tax deferred contribution to the Plan under the IRC from employee sources was \$17,500, plus catch-up contributions of \$5,500 for eligible employees.

The Plan provides that the Company may make matching contributions and discretionary profit sharing contributions. The Company may make a matching contribution equal to a uniform percentage of employee salary deferrals, which will be determined each year. Each year, the Company may make a discretionary profit sharing contribution. In order to be eligible to share in the profit sharing contributions, the employee must be actively employed on the last day of the Plan year and completed a year of service during the Plan year. Discretionary profit sharing contributions are calculated as follows:

$$\text{Discretionary Contribution} \quad X \quad \frac{\text{Employee's Compensation}}{\text{Total Compensation of all Participants Eligible to Share}}$$

For the year ended December 31, 2014, there were no matching contributions or discretionary profit sharing contributions.

(continued)

**SWS of New York Sales, Warehouse and Clerical
401(k) Plan**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE A - DESCRIPTION OF PLAN - Continued

Participant Accounts

Each participant's account is credited with the participant's contribution, allocations of the Company's matching and profit sharing contribution, if any, and investment earnings. Allocations are based on participant earnings or account balance, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants vest in the Company contributions as follows:

<u>Years of Service</u>	<u>Percentage Vested</u>
One year	0%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six years or more	100%

Application of Forfeitures

Forfeitures of nonvested account balances of the Company contributions are used by the Company to reduce the discretionary matching contributions for the Plan year in which the forfeiture occurs. Forfeitures of nonvested account balances of the profit sharing contributions are reallocated to all eligible participants on a pro-rata basis. During 2014, there were no forfeitures. There were no remaining unallocated Plan forfeitures as of December 31, 2014 and 2013.

Investment Options

Upon enrollment in the Plan, a participant may direct their contributions, plus actual earnings thereon, to be invested in any of the investment options offered by the Plan. Participants may change their investment options daily.

(continued)

**SWS of New York Sales, Warehouse and Clerical
401(k) Plan**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE A - DESCRIPTION OF PLAN - Continued

Payment of Benefits

Upon termination of service, benefits relating to employee contributions and vested Company contributions are distributed or rolled over if the total investment amount is \$5,000 or less. If the investment amount is greater than \$5,000, a participant may elect to receive their vested account value in a lump sum amount. Upon termination of service, an automatic lump-sum distribution will be made for vested amounts less than \$1,000 and unless otherwise directed by the participant. Automatic rollovers will be made from vested amounts between \$1,000 and \$5,000. Benefits are recorded as deductions from net assets available for benefits when paid.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 and up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range up to five years. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates, as determined quarterly by the plan administrator. Principal and interest is paid ratably through payroll deductions. Each participant may have two loans outstanding at any one time.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by the Plan must be reported at fair value. However, contract value is the relevant measurement attribute for the portion of the net assets available for benefits of the 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 Plan invests in a fully benefit-responsive stable value collective trust fund (the SVCF). The statements of net assets available for benefits present the fair value of the SVCF as well as the adjustment of the fund from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract-value basis.

(continued)

**SWS of New York Sales, Warehouse and Clerical
401(k) Plan**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value (see Note D - Fair Value Measurements for additional information). 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.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. The mutual funds provide for daily redemptions by the Plan at reported NAV with no advance notice requirement.

Net Depreciation in Fair Value of Investments

Net realized and unrealized depreciation of investments is recorded in the accompanying statement of changes in net assets available for benefits as net depreciation in fair value of investments and includes gains and losses on investments bought and sold as well as held during the year.

Risks and Uncertainties

The Plan provides for investment options in a variety of investment securities. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits or the statement of changes in net assets available for benefits.

Notes Receivable from Participants

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

(continued)

**SWS of New York Sales, Warehouse and Clerical
401(k) Plan**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Administration of the Plan

Certain administrative functions are performed by employees of the Company. No such employees receive compensation from the Plan. Certain administration expenses, such as professional fees, are paid directly by the Company. Fees paid by the Company were approximately \$111,000 for 2014.

NOTE C - INVESTMENTS

The following presents investments that represent five percent or more of the Plan's net assets at December 31:

	<u>2014</u>	<u>2013</u>
Mainstay Large Cap Growth Fund	\$ 4,027,451	\$ 3,263,596
Putnam Stable Value Fund	2,645,264	2,365,108
Putnam Equity Income Fund	2,159,439	1,633,747
Pimco Total Return Fund	2,470,879	1,854,436
Columbia Large Cap Index Fund	3,417,094	2,640,475
American Funds EuroPacific Growth Fund	1,673,395	1,683,408
Oakmark Equity & Income Fund	1,812,025	1,481,187
Artisan Mid Cap Growth Fund	1,451,257	1,445,500
America Beacon Small CAP Value Fund Investor	1,221,684	1,044,055
Columbia Small Cap Growth Fund	*	998,593

* This investment does not represent more than five percent of the Plan's net assets as of December 31, 2014.

During 2014, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year depreciated in value as follows:

Mutual Funds	\$ (206,306)
Common/Collective Trust	<u>39,064</u>
	<u>\$ (167,242)</u>

**SWS of New York Sales, Warehouse and Clerical
401(k) Plan**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE D - FAIR VALUE MEASUREMENTS

FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy 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.

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's 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:

Mutual Funds – Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Common/Collective Trust – The stable value collective fund (SVCF) is stated at fair value and then adjusted to contract value. Fair value of the SVCF is measured as the NAV per unit based on the fair value of the underlying investments (primarily guaranteed investment contracts and synthetic investment contracts), and contract value is the principal plus accrued interest. The investment in SVCF is classified within Level 2 of the fair value hierarchy.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

(continued)

**SWS of New York Sales, Warehouse and Clerical
401(k) Plan**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE D - FAIR VALUE MEASUREMENTS - Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2014:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Small Value	\$ 1,221,684	\$ -	\$ -	\$ 1,221,684
Small Growth	929,779	-	-	929,779
Mid-Cap Value	562,267	-	-	562,267
Mid-Cap Growth	1,451,257	-	-	1,451,257
Large Index	3,417,094	-	-	3,417,094
Large Growth	5,839,476	-	-	5,839,476
Large Value	2,159,439	-	-	2,159,439
Intermediate-Term Bond	2,470,879	-	-	2,470,879
Foreign Large Blend	1,673,395	-	-	1,673,395
Common/Collective Trust	-	2,645,264	-	2,645,264
	<u>\$ 19,725,270</u>	<u>\$ 2,645,264</u>	<u>\$ -</u>	<u>\$ 22,370,534</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Small Value	\$ 1,044,055	\$ -	\$ -	\$ 1,044,055
Small Growth	998,593	-	-	998,593
Mid-Cap Value	545,231	-	-	545,231
Mid-Cap Growth	1,445,500	-	-	1,445,500
Large Index	2,640,475	-	-	2,640,475
Large Growth	4,744,783	-	-	4,744,783
Large Value	1,633,747	-	-	1,633,747
Intermediate-Term Bond	1,854,436	-	-	1,854,436
Foreign Large Blend	1,683,408	-	-	1,683,408
Common/Collective Trust	-	2,365,108	-	2,365,108
	<u>\$ 16,590,228</u>	<u>\$ 2,365,108</u>	<u>\$ -</u>	<u>\$ 18,955,336</u>

NOTE E - STABLE VALUE FUND

The Putnam Stable Value Fund (the Fund) is a common/collective trust fund. The Fund may invest in fixed interest insurance investment contracts, money market funds, corporate and government bonds, mortgage-backed securities, bond funds, and other fixed income securities. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals and administrative expenses.

(continued)

**SWS of New York Sales, Warehouse and Clerical
401(k) Plan**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE E - STABLE VALUE FUND - Continued

The statements of net assets available for benefits present an investment contract at fair value, as well as an additional line item showing an adjustment of the fully benefit-responsive contract from fair value to contract value.

The credit rate is calculated by a formula specified in each wrapper agreement and is typically adjusted quarterly depending on the contract. In a wrapper contract structure, the underlying investments are owned by the Fund and held in trust for plan participants. The wrapper contract amortizes the realized and unrealized gains and losses on underlying bonds, typically over the duration of the bonds, through adjustments to the future interest crediting rate. The crediting rate is designed to result in the accrual of income over time equal to the cumulative market return on the covered assets net of fees, but without the fluctuations in value typically associated with fixed income securities.

The average yield at fair value and weighted average crediting rate for the Fund at December 31, 2014 and 2013 are as follows:

	<u>2014</u>	<u>2013</u>
Based on actual earnings	1.93%	1.94%
Based on interest rate credited to participants	1.65%	1.86%

Certain events may limit the ability of the Fund to transact at contract value. Such events include: complete or partial Plan termination or merger with another plan; failure of the Plan or its trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA; transfer of assets from the Fund directly into a competing investment option; or any communication given to Plan participants designed to influence a participant not to invest in the Fund or to transfer assets out of the Fund. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

NOTE F - RELATED PARTY TRANSACTIONS

Notes receivable from participants are considered party-in-interest transactions.

Administrative expenses paid directly to the custodian and investment advisor totaled approximately \$25,300 during the year ended December 31, 2014.

NOTE G - PLAN TERMINATION

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

**SWS of New York Sales, Warehouse and Clerical
401(k) Plan**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE H - TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated March 8, 2011, that the Plan and related trust are designed in accordance with the applicable sections 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 December 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 administrator believes it is no longer subject to tax examinations for years prior to 2011.

NOTE I - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Mercer Trust Company, the Trustee of the Plan, has certified that the following data included in the financial statements and supplemental schedule is complete and accurate:

- a. Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2014 and 2013.
- b. Net investment loss and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2014.
- c. Schedule H, Line 4i – Schedule of assets (held at end of year), December 31, 2014.

The Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information certified by the custodian to the related information included in the financial statements and supplemental schedule.

NOTE J - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events of the Plan through October 9, 2015, which is the date these financial statements were available to be issued. The Plan is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

SUPPLEMENTAL SCHEDULE

**SWS of New York Sales, Warehouse and Clerical
401(k) Plan**

**SCHEDULE H, LINE 4i –
SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

December 31, 2014

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Putnam Stable Value Fund	Common/Collective Trust	**	\$ 2,645,264
	Putnam Equity Income Fund	Common/Collective Trust	**	2,159,439
	Mainstay Large Cap Growth Fund	Mutual Fund	**	4,027,451
	Columbia Large Cap Index Fund	Mutual Fund	**	3,417,094
	Pimco Total Return Fund	Mutual Fund	**	2,470,879
	American Funds EuroPacific Growth Fund	Mutual Fund	**	1,673,395
	American Beacon Small Cap Investment	Mutual Fund	**	1,221,684
	Artisan Mid Cap Growth Fund	Mutual Fund	**	1,451,257
	Columbia Small Cap Growth Fund	Mutual Fund	**	929,779
	Oakmark Equity & Income Fund	Mutual Fund	**	1,812,025
	Artisan Mid Cap Value Fund	Mutual Fund	**	562,267
*	Participant Loans	Loans, interest rates ranging from 5.25% to 7.00%	**	<u>1,280,205</u>
				<u>\$ 23,650,739</u>

* Represents a party-in-interest

** Not applicable as the Plan is participant directed.

Southern Wine & Spirits of America, Inc.



Dedicated to Sales & Service

SINCE 1968

1600 N.W. 163rd Street • Miami, Florida 33169-3562 • 305.625.4171 • 800.432.6431

October 9, 2015

Grant Thornton LLP
1301 International Parkway, Suite 300
Fort Lauderdale, FL 33323

Dear Sir or Madam:

We are providing this letter in connection with your audits of the financial statements of SWS of New York Sales, Warehouse and Clerical 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013 and the related statement of changes in net assets available for benefits for the year ended December 31, 2014 and the related notes to the financial statements. We understand that your audits were made for the purpose of expressing an opinion as to whether the financial statements are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). However, we understand that, at our instruction, you did not perform any audit procedures with respect to information prepared and certified by Mercer Trust Company, the trustee of the Plan, in accordance with the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act ("ERISA") of 1974 (DOL Regulation 2520.103-8), other than comparing such information to the financial statements and accompanying supplemental schedule as of December 31, 2014. We are responsible for determining whether the conditions for limiting the scope of your audits, as set forth in ERISA and the DOL's Rules and Regulations, have been satisfied. Because of the significance of the information that you did not audit, we understand that you will not express an opinion on the financial statements as a whole or an opinion on the accompanying supplemental schedule.

We have fulfilled our responsibility, as set out in the terms of the Engagement Letter, for the preparation and fair presentation in the financial statements of net assets and changes in net assets in accordance with US GAAP and for the preparation and fair presentation of the supplemental schedule in accordance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. We acknowledge our responsibility for the design, implementation, and maintenance of effective internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to error or fraud, including programs and controls to prevent and detect fraud.



Certain representations in this letter are described as being limited to matters that are material. Items are considered to be material, regardless of size, if they involve an omission or misstatement of accounting information that, in light of the surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.

We confirm, to the best of our knowledge and belief, having made such inquiries as we considered necessary for the purpose of appropriately informing ourselves, as of October 9, 2015, the following representations made to you during your audits.

1. The financial statements referred to above, including the related notes, have been prepared and are fairly presented in accordance with US GAAP, and the notes include all disclosures required by laws and regulations to which the Plan is subject.
2. All information required by DOL rules and regulations to be presented in supplemental schedules has been included.
3. We have provided you with:
 - a. Access to all information of which we are aware that is relevant to the preparation and fair presentation of the financial statements, including all financial records, documentation of internal control over financial reporting, and related information
 - b. Additional information that you have requested for audit purposes
 - c. Unrestricted access to persons at the Plan sponsor from whom you determined it necessary to obtain audit evidence
 - d. The Plan instrument and all Plan amendments thereto, including amendments to comply with applicable laws and any trust agreements or insurance contracts. There have been no amendments to the Plan instrument.
4. There are no minutes of the meetings of trustees and Plan sponsor's board of directors and committees of directors, or summaries of actions of recent meetings.
5. There have been no communications, written or oral, from regulatory agencies or others concerning operations of the Plan or noncompliance with, or deficiencies in, financial reporting practices.
6. There are no known violations or possible violations of, or no known instances of noncompliance or suspected noncompliance with, laws and regulations whose effects should be considered by management when preparing the financial statements, as a basis for recording a loss contingency or for disclosure.
7. The Plan has complied with the DOL's regulation concerning the timely remittance of participants' contributions and loan repayments to the trusts containing assets for the Plan.
8. All transactions have been recorded in the accounting records and are reflected in the financial statements.

9. There are no significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting of which we are aware.
10. We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud. We have no knowledge of fraud or suspected fraud affecting the Plan involving:
 - a. Management
 - b. Employees who have significant roles in internal control, or
 - c. Others where the fraud could have a material effect on the financial statements.
11. We have no knowledge of any allegations of fraud or suspected fraud affecting the Plan's financial statements received in communications from employees, former employees, participants, beneficiaries, regulators, service providers, third-party administrators, or others.
12. The Plan has no plans or intentions that may materially affect the carrying value or classification of assets and liabilities.
13. We have disclosed to you the identity of the Plan's related parties and all the related party relationships and transactions of which we are aware. Related party relationships and transactions (including party-in-interest transactions) and related amounts receivable from or payable to related parties (including sales, purchases, loans, transfers, leasing arrangements, and guarantees) have been properly accounted for and disclosed in the financial statements and supplemental schedule in accordance with US GAAP and DOL rules and regulations. We understand that Section 3(14) of ERISA defines the term "party-in-interest."
14. There are no:
 - a. Non-exempt party-in-interest transactions (as defined in ERISA Section 406 and regulations under that section) that were not disclosed in the financial statements or supplemental schedule.
 - b. Investments in default or considered to be uncollectible or loans or fixed income obligations in default or classified as uncollectible.
 - c. Reportable transactions (as defined in ERISA Section 103(b)(3)(H) and regulations under that section) that were not disclosed in the supplemental schedule.
15. There are no guarantees, whether written or oral, under which the Plan is contingently liable.
16. There were no amendments to the Plan instrument that require disclosure in the financial statements.
17. Significant estimates and material concentrations known to management that are required to be disclosed in accordance with US GAAP (*FASB Accounting Standards Codification*® (ASC) 275, *Risks and Uncertainties*) are properly disclosed in the financial statements.

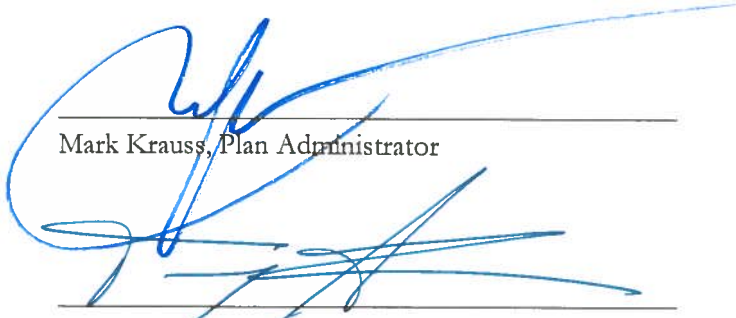
Significant estimates are estimates at the date of the financial statements that could change materially within the next year. Concentrations refer to the nature and type of investments held by the Plan, or markets or geographic areas for which events could occur that would significantly disrupt normal finances within the next year.

18. We are not aware of any pending or threatened litigation, claims, or assessments or unasserted claims or assessments whose effects should be considered by management when preparing the financial statements and that should be accounted for and disclosed in accordance with US GAAP (*FASB Accounting Standards Codification*® (ASC) 450, *Contingencies*), and we have not consulted legal counsel concerning such litigation, claims, or assessments.
19. There are no other liabilities or gain or loss contingencies that are required to be accounted for or disclosed in accordance with US GAAP (ASC 450).
20. There are no other matters (such as, breach of fiduciary responsibilities, nonexempt transactions, loans or loans in default, events that may jeopardize the tax status, or events reportable to the Pension Benefit Guarantee Corporation) that legal counsel has advised us must be disclosed.
21. The Plan has satisfactory title to all owned assets. There are no liens or encumbrances on such assets nor has any asset been pledged as collateral.
22. The Plan has complied with all aspects of contractual agreements that would have a material effect on the financial statements in the event of noncompliance.
23. We are responsible for the estimation methods and assumptions used in measuring assets and liabilities, including those reported or disclosed at fair value, as well as information obtained from brokers, pricing services, or other third parties. The methods and significant assumptions used in making accounting estimates, including those measured at fair value, are reasonable, consistently applied, and result in a measurement appropriate for financial statement and disclosure purposes. The fair value measurements reported or disclosed represent our best estimate of fair value as of the measurement date in accordance with US GAAP (*FASB Accounting Standards Codification*® (ASC) 820, *Fair Value Measurements and Disclosures*). Disclosures related to these estimates and fair value measurements are adequate, complete, and accurate. No events have occurred subsequent to the date of the financial statements through the date of this letter that would require adjustment to these estimates and fair value measurements, or the related disclosures included in the financial statements.
24. In accordance with US GAAP (*FASB Accounting Standards Codification*® (ASC) 820, *Fair Value Measurements and Disclosures*) the Plan has categorized its financial instruments, based on the priority of inputs to the valuation technique, into a three-level fair value hierarchy. The fair value gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs that are used to measure the securities fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.
25. For fully benefit-responsive investment contracts, there have been no events that limit the ability of the Plan to transact at contract value with the issuers and none are probable of occurring. There are no intentions to terminate any fully benefit-responsive investment contract.
26. There are no financial instruments with off-balance sheet risk or financial instruments with concentrations of credit risk.

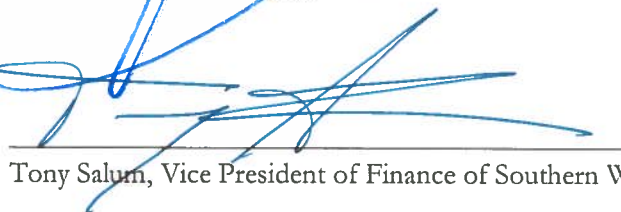
27. The Plan and the trust established under the Plan are qualified under the appropriate section of the Internal Revenue Code and intend to continue as a qualified Plan and trust. The Plan sponsor has operated the Plan and trust in a manner that did not jeopardize this tax status, including complying with laws and regulations and preventing violations that may cause disqualification. We are not aware of any matters that would affect the continued qualified status of the Plan.
28. We are responsible for the preparation of Plan amendments necessitated by changes in law or regulation or required by changes in the operation of the Plan. All amendments required by such changes have been adopted by the Plan.
29. All required filings with the appropriate agencies have been made.
30. The Plan has complied with the fidelity bonding requirements of ERISA.
31. We have no intentions to terminate the Plan.
32. You provided a non-attest service by assisting us with drafting the financial statements and supplemental schedule. In connection with this non-attest service, we confirm that:
 - a. We made all management decisions and performed all management functions
 - b. We have suitable skill, knowledge, and experience to evaluate the accuracy and completeness of the financial statements and supplemental schedule.
 - c. We accept responsibility for such financial statements and supplemental schedule and related disclosures.
33. There are no uncertain tax positions as of December, 31, 2014.
34. No events have occurred subsequent to the date of the financial statements through the date of this letter that would require, in accordance with US GAAP, recognition or disclosure in the financial statements.

Very truly yours,

SWS OF NEW YORK SALES, WAREHOUSE AND CLERICAL 401(K) PLAN



Mark Krauss, Plan Administrator



Tony Salun, Vice President of Finance of Southern Wine & Spirits of America, Inc.

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name SWS OF NEW YORK SALES, WAREHOUSE AND CLERICAL 401K PLAN
Plan Sponsor's Name SOUTHERN WINE & SPIRITS OF NEW YORK

EIN: 65-0879542
PN: 010

(a)	(b) Identity of issue, 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 BEACON SMALL CAP VALUE	MUTUAL FUND		1,221,684
	AMERICAN FDS EUROPACIFIC GROWTH	MUTUAL FUND		1,673,395
	COLUMBIA SMALL CAP GROWTH	MUTUAL FUND		929,779
	OAKMARK EQUITY & INCOME	MUTUAL FUND		1,812,025
	ARTISAN MID CAP GROWTH	MUTUAL FUND		1,451,257
	COLUMBIA LARGE CAP INDEX	MUTUAL FUND		3,417,094
	MAINSTAY LARGE CAP GROWTH	MUTUAL FUND		4,027,451

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name SWS OF NEW YORK SALES, WAREHOUSE AND CLERICAL 401K PLAN
Plan Sponsor's Name SOUTHERN WINE & SPIRITS OF NEW YORK

EIN: 65-0879542
PN: 010

(a)	(b) Identity of issue, 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
	PIMCO TOTAL RETURN FUND	MUTUAL FUND		2,470,879
	ARTISAN MID CAP VALUE	MUTUAL FUND		562,267
	LOAN FUND	PARTICIPANT LOANS		1,280,205
	PUTNAM STABLE VALUE FUND	COMMON/COLLECTIVE TRUST		2,596,196
	PUTNAM EQUITY INCOME FUND	MUTUAL FUND		2,159,439