

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>SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>09/01/1976</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>09/01/1976</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>09/01/1976</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SOUTHERN WINE AND SPIRITS OF AMERICA, INC.</u> <u>2900 SW 149TH AVE. SUITE 250</u> <u>MIRAMAR, FL 33027</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>59-1285786</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>954-602-2501</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>424940</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>59-1285786</u>	2c Plan Sponsor's telephone number <u>954-602-2501</u>	2d Business code (see instructions) <u>424940</u>	
2b Employer Identification Number (EIN) <u>59-1285786</u>					
2c Plan Sponsor's telephone number <u>954-602-2501</u>					
2d Business code (see instructions) <u>424940</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	11467
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)	10701
a(2) Total number of active participants at the end of the plan year		6a(2)	10911
b Retired or separated participants receiving benefits		6b	46
c Other retired or separated participants entitled to future benefits.....		6c	863
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	11820
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	20
f Total. Add lines 6d and 6e		6f	11840
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	8471
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	390
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>SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SOUTHERN WINE AND SPIRITS OF AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>59-1285786</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
COLUMBIA MANAGEMENT CO. ONE FINANCIAL CENTER
BOSTON, MA 02111-2621

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
FIDELITY ADVISOR FUNDS 82 DEVONSHIRE ST
BOSTON, MA 02211

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

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

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

LORD ABBETT

90 HUDSON STREET
JERSEY CITY, NJ 07302

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

VANGUARD

100 VANGUARD BLVD
MALVERN, PA 19355-2331

(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

FIDELITY INVESTMENTS

82 DEVONSHIRE ST
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

T ROWE PRICE

100 EAST PRATT STREET
BALTIMORE, MD 21202

(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

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	18840	Yes ☒ No ☐	Yes ☐ No ☒	1239856	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 ☒	127015	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	INVESTMENT ADVISOR	0	Yes ☒ No ☐	Yes ☐ No ☒	85000	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)

PARTNERCOMM, INC

2304 WEST I-20
SUITE 250
ARLINGTON, TX 76017

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	LAWYER	0	Yes ☒ No ☐	Yes ☐ No ☒	32436	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	127015
(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		(b) Service Codes (see instructions)
(c) Enter amount of indirect compensation		
PARTNERCOMM, INC	29	32436
(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.
MERCER HR SERVICES, LLC INVESTORS WAY NORWOOD, MA 02062-1584	LEGAL	
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
(c) Enter amount of indirect compensation		
WELCH HORNSBY & WELCH	27	85000
(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.
MERCER HR SERVICES, LLC INVESTORS WAY NORWOOD, MA 02062-1584	INVESTMENT ADVISORY (PLAN)	

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	17132
(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	430450
(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
(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	38534
(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

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	310929
(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.
FIDELITY INVESTMENTS	82 DEVONSHIRE ST BOSTON, MA 02109	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	5903
(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.
LORD ABBETT	90 HUDSON STREET JERSEY CITY, NJ 07302	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	103585
(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

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 62	1307
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WELLS FARGO, N.A. 90 S 7TH ST 7TH FLOOR MINNEAPOLIS, MN 55402-3903	RECORDKEEPING FLOAT REVENUE	
(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	97264
(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	
(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	143505
(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	

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	40430

(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.
T ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	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	50817

(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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <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
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A Name of plan SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN	B Three-digit plan number (PN)	► 001
--	---------------------------------------	-------

C Plan or DFE sponsor's name as shown on line 2a of Form 5500 SOUTHERN WINE AND SPIRITS OF AMERICA, INC.	D Employer Identification Number (EIN) 59-1285786
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:	PUTNAM STABLE VALUE FUND (15 BPS)
--	-----------------------------------

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

c EIN-PN 04-3159710-202	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 90564316
--------------------------------	------------------------	--

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)
-----------------	----------------------	---

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)**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>SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN</u>		B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SOUTHERN WINE AND SPIRITS OF AMERICA, INC.</u>		D Employer Identification Number (EIN) <u>59-1285786</u>

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	888472	410979
(2) Participant contributions.....	1b(2)	1001069	222717
(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)	20509275	21683476
(9) Value of interest in common/collective trusts	1c(9)	95247570	90564316
(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)	549510875	588072887
(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	667157261	700954375

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	667157261	700954375
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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)	16500725	
(B) Participants	2a(1)(B)	37575297	
(C) Others (including rollovers)	2a(1)(C)	2165828	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		56241850
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)	1091684	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1091684
(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)	41502153	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		41502153
(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)		1657539
(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)		-4795324
c Other income.....	2c		21065
d Total income. Add all income amounts in column (b) and enter total.....	2d		95718967

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	56557902	
(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)		56557902
f Corrective distributions (see instructions).....	2f		30642
g Certain deemed distributions of participant loans (see instructions).....	2g		-10686
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)	18840	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		18840
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		56596698

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		39122269
l Transfers of assets:			
(1) To this plan.....	2l(1)		1525140
(2) From this plan.....	2l(2)		6850295

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	
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	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?.....		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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)
SUPPLEMENTAL INCOME 401K PLAN	94-2554388	002

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 SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN				B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SOUTHERN WINE AND SPIRITS OF AMERICA, INC.				D Employer Identification Number (EIN) 59-1285786	
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 Southern Wine & Spirits of America, Inc. 401(k) Retirement 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. The last amendment to the Plan instrument was as of June 26, 2014.
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.

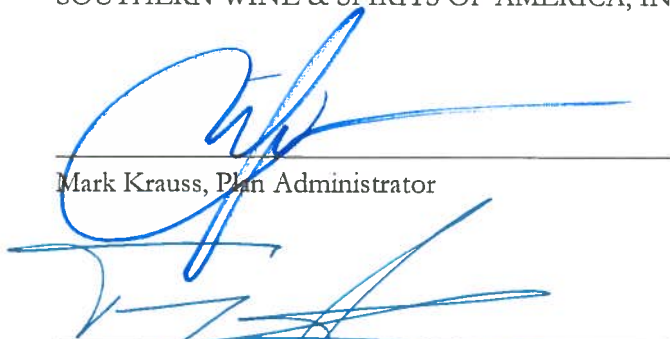
Significant estimates are estimates at the date of the financial statements that could change materially within the next year. Concentrations refer to the nature and type of investments held by the Plan, or markets or geographic areas for which events could occur that would significantly disrupt normal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

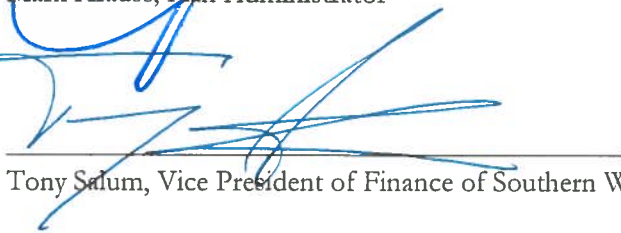
27. The Plan and the trust established under the Plan are qualified under the appropriate section of the Internal Revenue Code and intend to continue as a qualified Plan and trust. The Plan sponsor has operated the Plan and trust in a manner that did not jeopardize this tax status, including complying 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,

SOUTHERN WINE & SPIRITS OF AMERICA, INC. 401(K) RETIREMENT PLAN



Mark Krauss, Plan Administrator



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



Financial Statements and Report of Independent
Certified Public Accountants

Southern Wine and Spirits of America, Inc.
401(k) Retirement Plan

December 31, 2014 and 2013

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Trustee
Southern Wine and Spirits of America, Inc.

Report on the financial statements

We were engaged to audit the accompanying financial statements of Southern Wine and Spirits of America, Inc. 401(k) Retirement 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

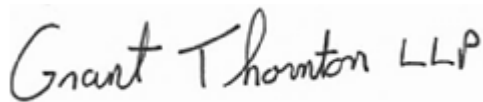
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

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

Southern Wine and Spirits of America, Inc.
401(k) Retirement Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	<u>2014</u>	<u>2013</u>
ASSETS		
Investments, at fair value	\$ 680,348,869	\$ 646,006,188
Receivables:		
Employer contributions	405,224	888,472
Participant contributions	221,970	1,001,069
Notes receivable from participants	<u>22,038,028</u>	<u>20,874,514</u>
Total receivables	<u>22,665,222</u>	<u>22,764,055</u>
Payables:		
Excess contributions payable	<u>-</u>	<u>29,389</u>
Total payables	-	29,389
Net assets reflecting investments at fair value	703,014,091	668,740,854
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive contracts	<u>(1,711,666)</u>	<u>(1,247,743)</u>
Net assets available for benefits	<u>\$ 701,302,425</u>	<u>\$ 667,493,111</u>

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

Southern Wine and Spirits of America, Inc.
401(k) Retirement Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2014

Additions to net assets attributed to:

Investment income (loss):

Net depreciation in fair value of investments	\$ (3,079,024)
Dividend and interest income	<u>41,502,153</u>
Net investment income	38,423,129

Interest income on notes receivable from participants	1,052,691
---	-----------

Contributions:

Participant	37,576,433
Employer	16,493,087
Rollovers	<u>2,165,828</u>

Total contributions	<u>56,235,348</u>
---------------------	-------------------

Total additions	95,711,168
-----------------	------------

Deductions from net assets attributed to:

Benefits paid to participants	56,556,607
Excess contributions	<u>30,642</u>

Total deductions	<u>56,587,249</u>
------------------	-------------------

Transfers from net assets:

Transfer out of the Plan	(6,783,523)
Transfer to the Plan	<u>1,468,918</u>

Total transfers	<u>(5,314,605)</u>
-----------------	--------------------

Net increase in net assets available for benefits	33,809,314
---	------------

Net assets available for benefits:

Beginning of year	<u>667,493,111</u>
-------------------	--------------------

End of year	<u>\$ 701,302,425</u>
-------------	-----------------------

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

**Southern Wine and Spirits of America, Inc.
401(k) Retirement Plan**

NOTES TO FINANCIAL STATEMENTS

December 31, 2014 and 2013

NOTE A - DESCRIPTION OF PLAN

The following description of the Southern Wine and Spirits of America, Inc. 401(k) Retirement 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 America, Inc. (the “Company”). Employees with one year and 1,000 hours of service and are not collective bargaining (union) employees 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 between 1% and 100% of pretax earnings for non-highly compensated employees and between 1% and 7% for highly compensated employees. Participants direct the investment of their contributions into various investment options offered by the Plan. A participant must defer at least 2% to receive any matching contribution. The Plan provides for the Company to make matching contributions up to 2% of employees’ earnings for employees with 1-10 years of service and matching contributions up to 4% of employees’ earnings for employees with more than 10 years of service.

The Plan provides for the company to make discretionary profit sharing contributions. For the year ended December 31, 2014, there were no discretionary profit sharing contributions. Contributions are subject to certain limitations. All contributions during the Plan year are subject to a maximum dollar limitation established by the Internal Revenue Code (“IRC”). 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 and an additional \$5,500 catch-up contribution for participants that are age 50 or older.

Participant Accounts

Each participant’s account is credited with the participant’s contribution, allocations of the Company’s matching contribution 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.

(continued)

**Southern Wine and Spirits of America, Inc.
401(k) Retirement Plan**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE A - DESCRIPTION OF PLAN - Continued

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	10%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six years or more	100%

Application of Forfeitures

Forfeitures of non-vested account balances are used to reduce the Plan's ordinary and necessary administrative expenses for the Plan year and any remaining forfeited amounts will be used to reduce the future employer contributions for the Plan. As of December 31, 2014 and 2013, there were approximately \$565,000 and \$180,000, respectively, of forfeited non-vested accounts. During 2014, forfeitures were not used to reduce administrative expenses or employer contributions.

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.

Payment of Benefits

Upon termination of service, benefits relating to employee contributions and vested employer 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 or installments. 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 individual retirement account (IRA) 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.

(continued)

Southern Wine and Spirits of America, Inc.
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE A - DESCRIPTION OF PLAN - Continued

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. Each participant may have two loans outstanding at any one time.

Transfer of Assets

During the year, certain participants' assets were transferred to a multi-employer defined contribution plan in the amount of \$6,784,000. These transfers related to employees of the Company who are eligible to participate in the multi-employer defined contribution plan during 2014.

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.

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.

(continued)

Southern Wine and Spirits of America, Inc.
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

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 and 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.

Administration of the Plan

Certain administrative functions are performed by officers or employees of the Company. No such officers or employees receive compensation from the Plan. Certain administration expenses, such as professional fees related to the audit, are incurred and paid directly by the Company. Fees paid by the Company were approximately \$1,480,000 for 2014.

Southern Wine and Spirits of America, Inc.
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

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>
Artisan Mid Cap Fund	\$ 112,725,230	\$ 116,933,502
Putnam Stable Value Fund	92,275,981	96,495,313
Vanguard Institutional Index Fund	81,509,310	67,755,634
Putnam Equity Income Fund	61,652,489	55,727,558
American EuroPacific Growth Fund R4	49,377,078	51,079,695
Pimco Total Return Fund Administrative Class	38,246,244	40,789,846
Mainstay Large Cap Growth Fund	45,591,060	39,740,396

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	\$ (4,687,870)
Common/Collective Trust	<u>1,608,846</u>
	<u>\$ (3,079,024)</u>

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.

(continued)

**Southern Wine and Spirits of America, Inc.
401(k) Retirement Plan**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE D - FAIR VALUE MEASUREMENTS - Continued

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.

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:				
Foreign Large Blend	\$ 49,377,078	\$ -	\$ -	\$ 49,377,078
Intermediate-Term Bond	38,246,244	-	-	38,246,244
Large Value	61,652,489	-	-	61,652,489
Large Blend	81,509,310	-	-	81,509,310
Large Growth	45,591,060	-	-	45,591,060
Mid-Cap Growth	112,725,230	-	-	112,725,230
Mid-Cap Value	28,848,473	-	-	28,848,473
Retirement Income	4,728,613	-	-	4,728,613
Small Blend	22,714,734	-	-	22,714,734
Small Growth	9,951,342	-	-	9,951,342
Target Date	132,728,315	-	-	132,728,315
Common/Collective Trust	-	92,275,981	-	92,275,981
	<u>\$ 588,072,888</u>	<u>\$ 92,275,981</u>	<u>\$ -</u>	<u>\$ 680,348,869</u>

(continued)

**Southern Wine and Spirits of America, Inc.
401(k) Retirement 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, 2013:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Foreign Large Blend	\$ 51,079,695	\$ -	\$ -	\$ 51,079,695
Intermediate-Term Bond	40,789,846	-	-	40,789,846
Large Value	55,727,558	-	-	55,727,558
Large Blend	67,755,634	-	-	67,755,634
Large Growth	39,740,396	-	-	39,740,396
Mid-Cap Growth	116,933,502	-	-	116,933,502
Mid-Cap Value	25,070,342	-	-	25,070,342
Retirement Income	2,846,702	-	-	2,846,702
Small Blend	25,147,845	-	-	25,147,845
Small Growth	11,775,726	-	-	11,775,726
Target Date	112,643,629	-	-	112,643,629
Common/Collective Trust	<u>-</u>	<u>96,495,313</u>	<u>-</u>	<u>96,495,313</u>
	<u>\$ 549,510,875</u>	<u>\$ 96,495,313</u>	<u>\$ -</u>	<u>\$ 646,006,188</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.

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.

(continued)

Southern Wine and Spirits of America, Inc.
401(k) Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE E - STABLE VALUE FUND - Continued

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.

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% vested in their accounts.

NOTE H - TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated March 17, 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 requires 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 income tax examinations for years prior to 2011.

**Southern Wine and Spirits of America, Inc.
401(k) Retirement Plan**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE I - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

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:

- Investments at fair value (excluding the Putnam Stable Value Fund which is certified at contract value) and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2014 and 2013.
- 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.
- 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 Trustee to the related information included in the financial statements and supplemental schedule.

NOTE J - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500, as of December 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Net assets available for benefits per the financial statements	\$ 701,302,425	\$ 667,493,111
Less: Deemed loan activity	(354,552)	(365,239)
Add: Excess contributions due at end of Plan year	<u>-</u>	<u>29,389</u>
Net assets available for benefits per the Form 5500	<u>\$ 700,947,873</u>	<u>\$ 667,157,261</u>

NOTE K - 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

**Southern Wine and Spirits of America, Inc.
401(k) Retirement 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	**	\$ 92,275,981
	Artisan Mid Cap Fund	Mutual Fund	**	112,725,230
	American EuroPacific Growth Fund R4	Mutual Fund	**	49,377,078
	Vanguard Institutional Index Fund	Mutual Fund	**	81,509,310
	Pimco Total Return Fund Administrative Class	Mutual Fund	**	38,246,244
	Putnam Equity Income Fund	Mutual Fund	**	61,652,489
	Mainstay Large Cap Growth Fund	Mutual Fund	**	45,591,060
	T Rowe Price Mid Cap Value	Mutual Fund	**	28,848,473
	American Beacon Small Cap Value Fund	Mutual Fund	**	22,714,734
	Fidelity Freedom 2020	Mutual Fund	**	21,799,371
	Fidelity Freedom 2025	Mutual Fund	**	21,560,767
	Fidelity Freedom 2030	Mutual Fund	**	21,160,211
	Fidelity Freedom 2040	Mutual Fund	**	19,546,705
	Fidelity Freedom 2035	Mutual Fund	**	17,688,902
	Fidelity Freedom 2015	Mutual Fund	**	9,205,374
	Columbia Management Small Cap Growth Fund Z	Mutual Fund	**	9,951,342
	Fidelity Freedom 2010	Mutual Fund	**	3,229,083
	Fidelity Freedom Income Fund	Mutual Fund	**	4,728,613
	Fidelity Freedom 2045	Mutual Fund	**	10,146,212
	Fidelity Freedom 2050	Mutual Fund	**	7,457,723
	Fidelity Freedom 2005	Mutual Fund	**	928,897
	T Rowe Price Retirement 2055	Mutual Fund	**	2,511
	T Rowe Price Retirement 2060	Mutual Fund	**	2,559
*	Participant Loans	Loans, interest rates ranging from 3.25% to 11.50%	**	<u>22,038,028</u>
				<u>\$ 702,386,897</u>

* Represents a party-in-interest.

** Not applicable as the Plan is participant directed.

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

Plan Name SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN **EIN:** 13-1285786
Plan Sponsor's Name SOUTHERN WINE AND SPIRITS OF AMERICA, INC. **PN:** 001

(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 EUROPACIFIC GROWTH	MUTUAL FUND		49,377,077
	T ROWE PRICE RETIREMENT 2055	MUTUAL FUND		2,511
	T ROWE PRICE RETIREMENT 2060	MUTUAL FUND		2,559
	FIDELITY FREEDOM 2010	MUTUAL FUND		3,229,083
	COLUMBIA MANAGEMENT SMALL CAP	MUTUAL FUND		9,951,343
	AMERICAN BEACON SMALL CAP VALUE	MUTUAL FUND		22,714,734
	ARTISAN MID CAP FUND	MUTUAL FUND		112,725,230

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

Plan Name SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN **EIN:** 13-1285786
Plan Sponsor's Name SOUTHERN WINE AND SPIRITS OF AMERICA, INC. **PN:** 001

(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
	MAINSTAY LARGE CAP GROWTH FUND	MUTUAL FUND		45,591,060
	PIMCO TOTAL RETURN FD ADMINISTR	MUTUAL FUND		38,246,244
	FIDELITY FREEDOM 2035	MUTUAL FUND		17,688,902
	T ROWE PRICE MID CAP VALUE	MUTUAL FUND		28,848,473
	FIDELITY FREEDOM 2020	MUTUAL FUND		21,799,371
	FIDELITY FREEDOM 2040	MUTUAL FUND		19,546,705
	FIDELITY FREEDOM INCOME FUND	MUTUAL FUND		4,728,613

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

Plan Name SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN **EIN:** 13-1285786
Plan Sponsor's Name SOUTHERN WINE AND SPIRITS OF AMERICA, INC. **PN:** 001

(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
	FIDELITY FREEDOM 2030	MUTUAL FUND		21,160,211
	FIDELITY FREEDOM 2005	MUTUAL FUND		928,897
	FIDELITY FREEDOM 2015	MUTUAL FUND		9,205,374
	FIDELITY FREEDOM 2025	MUTUAL FUND		21,560,767
	FIDELITY FREEDOM 2045	MUTUAL FUND		10,146,212
	FIDELITY FREEDOM 2050	MUTUAL FUND		7,457,722
	VANGUARD INSTITUTIONAL INDEX FD	MUTUAL FUND		81,509,310

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

Plan Name SOUTHERN WINE AND SPIRITS OF AMERICA, INC. 401K RETIREMENT PLAN **EIN:** 13-1285786
Plan Sponsor's Name SOUTHERN WINE AND SPIRITS OF AMERICA, INC. **PN:** 001

(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
	PUTNAM EQUITY INCOME FUND CL Y	MUTUAL FUND		61,652,489
	PUTNAM STABLE VALUE FD (15 BPS)	COMMON/COLLECTIVE TRUST		90,564,316
	LOAN FUND	PARTICIPANT LOANS		21,683,476