

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: 1.2em; font-weight: bold;">2015</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</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>REPUBLIC NATIONAL 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶	<u>004</u>	
	1c Effective date of plan	<u>01/01/2008</u>	
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>REPUBLIC NATIONAL DISTRIBUTING COMPANY LLC</u> <u>ONE NATIONAL DRIVE</u> <u>ATLANTA, GA 30336</u>	2b Employer Identification Number (EIN) <u>20-5543506</u>	2c Plan Sponsor's telephone number <u>404-696-9440</u>	2d Business code (see instructions) <u>424800</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2016	GREGORY JOHNSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 8712
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 a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits..... f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 7331 6a(2) 7751 6b 529 6c 1119 6d 9399 6e 26 6f 9425 6g 9008 6h 777
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 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)
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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 2015 Form M-1 annual report. If the plan was not required to file the 2015 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 _____

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury</div> <div>Internal Revenue Service</div> <div>Department of Labor</div> <div>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2015
		This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
A Name of plan REPUBLIC NATIONAL 401(K) PLAN	B Three-digit plan number (PN) ▶	004
C Plan sponsor's name as shown on line 2a of Form 5500 REPUBLIC NATIONAL DISTRIBUTING COMPANY LLC	D Employer Identification Number (EIN) 20-5543506	

Part I	Service Provider Information (see instructions)
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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
GREAT-WEST LIFE & ANNUITY INS COMP.
84-0467907

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

GREAT-WEST LIFE & ANNUITY INS COMP.

84-0467907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 50 64	NONE	116542	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

WHITE HORSE ADVISORS, LLC

11-3695054

(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?
16 27	NONE	99361	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WINDHAM BRANNON

58-1763439

(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?
10	NONE	14000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

ARNALL GOLDEN GREGORY LLP

171 17TH STREET NW
SUITE 2100
ATLANTA, GA 30363

(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	NONE	4363	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

QDRO CONSULTANTS

3071 PEARL ROAD
MEDINA, OH 44256

(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?
16	NONE	3900	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
GREAT-WEST LIFE & ANNUITY INS COMP.	15 64	0
(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.	
MILLENNIUM TRUST COMPANY 820 JOES BLVD. SUITE 420 OAK BROOK, IL 60523	PAYMENTS OF UP TO \$10.00 PER ROLLOVER ACCOUNT	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <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 <hr/> 2015 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan <u>REPUBLIC NATIONAL 401(K) PLAN</u>	B Three-digit plan number (PN) ► <u>004</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>REPUBLIC NATIONAL DISTRIBUTING COMPANY LLC</u>	D Employer Identification Number (EIN) <u>20-5543506</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMORGAN STABLE ASSET INCOME FUND</u>			
b Name of sponsor of entity listed in (a): <u>JPMORGAN CHASE BANK, N.A.</u>			
c EIN-PN <u>20-1978950-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>62984130</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRETIREMENT 2020 - C</u>			
b Name of sponsor of entity listed in (a): <u>JPMORGAN CHASE BANK, N.A.</u>			
c EIN-PN <u>20-3063359-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>19136270</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRETIREMENT 2035 - C</u>			
b Name of sponsor of entity listed in (a): <u>JPMORGAN CHASE BANK, N.A.</u>			
c EIN-PN <u>20-5819181-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>23359297</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRETIREMENT 2040 - C</u>			
b Name of sponsor of entity listed in (a): <u>JPMORGAN CHASE BANK, N.A.</u>			
c EIN-PN <u>20-3063440-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>19954288</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRETIREMENT 2045 - C</u>			
b Name of sponsor of entity listed in (a): <u>JPMORGAN CHASE BANK, N.A.</u>			
c EIN-PN <u>20-5819388-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>21007979</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRETIREMENT 2050 - C</u>			
b Name of sponsor of entity listed in (a): <u>JPMORGAN CHASE BANK, N.A.</u>			
c EIN-PN <u>20-5819476-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>12803947</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB SMARTRETIREMENT 2055 - C</u>			
b Name of sponsor of entity listed in (a): <u>JPMORGAN CHASE BANK, N.A.</u>			
c EIN-PN <u>45-5595944-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3599214</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETIREMENT 2030 - C**b** Name of sponsor of entity listed in (a): JPMORGAN CHASE BANK, N.A.

c EIN-PN 20-3063387-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24371394
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a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETIREMENT INCOME - C**b** Name of sponsor of entity listed in (a): JPMORGAN CHASE BANK, N.A.

c EIN-PN 20-3063490-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2755135
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a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETIREMENT 2015- C**b** Name of sponsor of entity listed in (a): JPMORGAN CHASE BANK, N.A.

c EIN-PN 20-3063321-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13341108
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a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SMARTRETIREMENT 2025 - C**b** Name of sponsor of entity listed in (a): JPMORGAN CHASE BANK, N.A.

c EIN-PN 20-5819098-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24864505
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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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> 2015 This Form is Open to Public Inspection
For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
A Name of plan REPUBLIC NATIONAL 401(K) PLAN	B Three-digit plan number (PN) ►	004
C Plan sponsor's name as shown on line 2a of Form 5500 REPUBLIC NATIONAL DISTRIBUTING COMPANY LLC	D Employer Identification Number (EIN) 20-5543506	

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)	4539	585041
(2) Participant contributions	1b(2)	11708	1352243
(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)	14332166	15369516
(9) Value of interest in common/collective trusts.....	1c(9)	214040690	228177268
(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)	242069407	246174791
(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	470458510	491658859

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	470458510	491658859
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	12326733	
(B) Participants	2a(1)(B)	36029907	
(C) Others (including rollovers)	2a(1)(C)	1000388	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		49357028

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)	622056	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		622056

(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)	11292244	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		11292244

(3) Rents	2b(3)		
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(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)		436061
(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)		-8401143
c Other income	2c		123771
d Total income. Add all income amounts in column (b) and enter total	2d		53430017

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	31372379	
(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)		31372379
f Corrective distributions (see instructions)	2f		52655
g Certain deemed distributions of participant loans (see instructions)	2g		99136
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	130624	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	116542	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		247166
j Total expenses. Add all expense amounts in column (b) and enter total	2j		31771336

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		21658681
l Transfers of assets:			
(1) To this plan	2l(1)		259398
(2) From this plan	2l(2)		717730

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: WINDHAM BRANNON, PC

(2) EIN: 58-1763439

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

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

Part IV Compliance Questions

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

During the plan year:

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

	Yes	No	N/A	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			10000000
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.				
o Did the plan trust incur unrelated business taxable income?				
p Were in-service distributions made during the plan year?				

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)
NATIONAL DISTRIBUTING, INC. 401(K) PLAN	58-0516238	004

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

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2015 This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan <u>REPUBLIC NATIONAL 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>REPUBLIC NATIONAL DISTRIBUTING COMPANY LLC</u>	D Employer Identification Number (EIN) <u>20-5543506</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>43-1796706</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____			
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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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): _____

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A
22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____. (See instructions for tax law changes and codes).		
22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter ____/____/____ and the letter's serial number _____.		
22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter ____/____/____.		
23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No



INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee and participants of the
Republic National 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the **Republic National 401(k) Plan** (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year then ended, 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. 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 audits in accordance with auditing standards generally accepted in the United States. 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 (DOL Rules and Regulations) under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Great-West Trust Company, LLC and Great-West Financial Retirement Plan Services, LLC as power of attorney for JPMorgan Chase Bank, N.A., the custodians of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians as of December 31, 2015 and 2014, and for the year ended December 31, 2015, that the information provided to the plan administrator by the custodians 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.

Other Matter – Supplemental Schedule

The supplemental schedule H, line 4i - schedule of assets (held at end of year) as of December 31, 2015 is required by the DOL Rules and Regulations under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Other Matter – New Accounting Standard

As discussed in Note 2 to the financial statements, in 2015, the Plan adopted new accounting guidance Accounting Standards Update (ASU) 2015-12. Our report is not modified with respect to this matter.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the DOL Rules and Regulations under ERISA.

Windham Brannan, P.C.

September 22, 2016

Certified Public Accountants

Republic National 401(k) Plan
 Schedule H, Line 4(i) - Schedule of Assets (Held at Year End)
 EIN: 20-5543506 PN: 004
 01/01/2015 - 12/31/2015

(A) Party In Interest *	(B) Identity of Party	(C) Description of Asset	(D) Cost **	(E) Current Value
*	Various	Loans Outstanding (4% to 10.25%)	n/a	15,369,516.55
	J. P. Morgan Funds	JPMCB Stable Asset Income-G	n/a	62,984,130.13
	J. P. Morgan Funds	JPMCB SmartRetirement 2015-C	n/a	13,341,108.07
	J. P. Morgan Funds	JPMCB SmartRetirement 2020-C	n/a	19,136,269.81
	J. P. Morgan Funds	JPMCB SmartRetirement 2025-C	n/a	24,864,504.59
	J. P. Morgan Funds	JPMCB SmartRetirement 2035-C	n/a	23,359,296.60
	J. P. Morgan Funds	JPMCB SmartRetirement 2040-C	n/a	19,954,287.87
	J. P. Morgan Funds	JPMCB SmartRetirement 2045-C	n/a	21,007,979.38
	J. P. Morgan Funds	JPMCB SmartRetirement 2050-C	n/a	12,803,947.40
	J. P. Morgan Funds	JPMCB SmartRetirement 2055-C	n/a	3,599,214.50
	J. P. Morgan Funds	JPMCB SmartRetirement 2030-C	n/a	24,371,393.97
	J. P. Morgan Funds	JPMCB SmartRetirement Income-C	n/a	2,755,134.89
	Artisan Funds	Artisan Global Value-Inst	n/a	8,621,803.63
	Vanguard Funds	Vanguard Balanced Index-Inst	n/a	10,490,426.75
	T. Rowe Price Funds	T Rowe Price Blue Chip Growth	n/a	54,367,172.10
	DFA	DFA U.S. Targeted Value Portfolio	n/a	12,921,345.22
	Vanguard Funds	Vanguard Equity-Income-Admiral	n/a	25,529,093.45
	RS Funds	RS Small Cap Growth-Y	n/a	16,081,232.70
	Wells Fargo Funds	Wells Fargo Advantage Discovery-R6	n/a	15,709,691.48
	Principal	Principal Income-Inst	n/a	14,914,126.68
	J. P. Morgan Funds	JPMorgan US Equity-R6	n/a	40,409,632.03
	Vanguard Funds	Vanguard Institutional Index	n/a	5,926,143.45
	Wells Fargo Funds	Wells Fargo Special Mid Cap Value-R6	n/a	12,225,964.12
	Harbor Funds	Harbor International-Inst	n/a	20,833,785.56
	Federated Funds	Federated Instl High Yield Bond-Inst	n/a	8,144,373.45
Total			0.00	489,721,574.38

* Party in Interest

** Not required for participant directed accounts

Republic National 401(k) Plan

Financial Statements

December 31, 2015 and 2014

Republic National 401(k) Plan

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INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee and participants of the
Republic National 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the **Republic National 401(k) Plan** (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year then ended, 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. 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 audits in accordance with auditing standards generally accepted in the United States. 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 (DOL Rules and Regulations) under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Great-West Trust Company, LLC and Great-West Financial Retirement Plan Services, LLC as power of attorney for JPMorgan Chase Bank, N.A., the custodians of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians as of December 31, 2015 and 2014, and for the year ended December 31, 2015, that the information provided to the plan administrator by the custodians 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.

Other Matter – Supplemental Schedule

The supplemental schedule H, line 4i - schedule of assets (held at end of year) as of December 31, 2015 is required by the DOL Rules and Regulations under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Other Matter – New Accounting Standard

As discussed in Note 2 to the financial statements, in 2015, the Plan adopted new accounting guidance Accounting Standards Update (ASU) 2015-12. Our report is not modified with respect to this matter.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the DOL Rules and Regulations under ERISA.

Windham Brannan, P.C.

September 22, 2016

Certified Public Accountants

Republic National 401(k) Plan

Statements of Net Assets Available for Benefits December 31, 2015 and 2014

	2015	2014
Assets		
Investments, at fair value		
Mutual funds	\$ 246,174,790	\$ 242,069,407
Collective trust funds	165,193,138	148,947,776
Stable asset income fund	62,984,130	64,675,418
Total investments	474,352,058	455,692,601
Receivables		
Employee contributions	1,352,243	11,708
Employer contributions	585,041	4,539
Notes receivable from participants	15,369,517	14,332,166
Total receivables	17,306,801	14,348,413
Net assets available for benefits	\$ 491,658,859	\$ 470,041,014

Republic National 401(k) Plan

Statement of Changes in Net Assets Available for Benefits For the Year Ended December 31, 2015

Additions

Investment income:

Net change in fair value of investments \$ 3,868,421

Interest on notes receivable from participants 622,056

Contributions:

Participants 36,029,907

Employer, net of forfeitures 12,326,733

Rollovers 1,000,388

Total contributions 49,357,028

Total additions 53,847,505

Deductions

Benefits paid to participants (31,524,171)

Administrative expenses (247,157)

Total deductions (31,771,328)

Net increase 22,076,177

Transfer of assets to Plan 259,398

Transfer of assets from Plan (717,730)

Net transfers from Plan (458,332)

Net assets available for benefits

Beginning of year 470,041,014

End of year \$ 491,658,859

Republic National 401(k) Plan

Notes to Financial Statements

December 31, 2015 and 2014

1. Description of Plan

The following description of the Republic National 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document, copies of which are available from the plan administrator, for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan that provides savings and salary deferral benefits to eligible employees of Republic National Distributing Company, LLC and its affiliates (the Company or Employer). Employees are eligible for participation in the Plan on the first day of each calendar month coinciding with or the next month following the date after attaining age eighteen and completion of one month of service. Certain affiliates of the Company sponsor the National Distributing Company, Inc. 401(k) Plan (NDC Plan). Participant accounts are automatically transferred between the Plan and the NDC Plan when the participant changes employment between RNDC and NDC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Subsequent to December 31, 2015, the RNDC Michigan Plan (Michigan Plan) merged into the Plan and Michigan Plan net assets of approximately \$15.5 million were transferred into the Plan.

Contributions and Vesting

Participants are automatically enrolled in the Plan at 5% unless they elect differently. Effective June 1, 2015, the plan was formally amended to increase automatic enrollment provisions for elective deferrals to 6%. During 2015, the Investment Committee for the Plan elected an increase of automatic enrollment to 7% effective June 1, 2016.

A non-highly compensated employee may contribute up to 75% of his or her basic compensation subject to Internal Revenue Service limitations of \$18,000 in 2015. An eligible employee may also elect to make voluntary after-tax contributions up to 25% of basic compensation. Highly compensated employees are limited to deferring 5% of their compensation. Participants who have attained the age of 50 before the end of the plan year may also make catch-up contributions of up to \$6,000 in 2015. Participants may change the amount of elective deferral contributions on a daily basis. Participants are immediately vested in their elective deferrals, after-tax contributions and earnings thereon. Rollover contributions are permitted.

Each Employer makes a regular matching contribution each pay period equal to 50% of participant contributions, up to 8% of eligible compensation for a participant who is not a member of and does not participate under the defined benefit plan sponsored by the Block Company, and 25% of participant contributions up to 6% of eligible compensation for a participant who is a member of and benefits under the defined benefit plan sponsored by the Block Company. The match paid in 2015 was \$12,133,988. Profit sharing contributions are made under certain collective bargaining agreements and amounted to \$192,745. An employer

Republic National 401(k) Plan

Notes to Financial Statements

December 31, 2015 and 2014

may make, at its discretion, a true up matching contribution on behalf of each of its eligible employees.

Upon completion of three years of service, participants are 100% vested in Employer matching contributions except as further discussed in this footnote. Participants in the National Distributing Company Mid-Atlantic 401 (k) Plan as of December 31, 2000 are 100% vested at all times in their matching contributions and participants with prior Republic Beverage Company, Inc. matching contributions are 100% vested at all times in such matching contributions.

A participant's vested interest in prior National Distributing Company, Inc. profit sharing contributions will be 100% vested after completion of three years of service and participants receiving profit sharing contributions previously made under another plan maintained by an entity adopting the Plan will be 100% vested in such contributions after completion of five years of service.

Participants covered under certain collective bargaining agreements receive weekly profit sharing contributions for each eligible week. Covered participants are 100% vested at all times in their weekly profit sharing contributions.

Participant Accounts

Participants direct the investment of their contributions, the Companies' contributions and related earnings. The Plan offers 10 collective trust funds, 13 mutual funds and a stable asset income fund as investment options for participants. Each participant's account is credited with the participant's contribution and Company matching contribution and earnings on their investments, and an allocation of the Company's profit sharing contribution. Participants are charged with an allocation of Plan expenses based on participant earnings, account balances, or specific participant transactions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Approximately 14% of participants are no longer employees of the Company.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of 50% of their vested accounts balance or \$50,000. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with interest rates charged by persons in the business of lending money for loans under similar circumstances. During 2015, loans had fixed rates ranging from 4.00% to 10.25% for the term of the loan not to exceed 5 years or 15 years if used for the purchase of a residence. Principal and interest are paid through payroll deductions.

Republic National 401(k) Plan

Notes to Financial Statements

December 31, 2015 and 2014

Payment of Benefits

At the time of death, disability, termination of service, or retirement, the participant or their beneficiary may receive payment of the vested interest in their account in a lump-sum, partial payment, or installment distribution as defined by the Plan document. The participant's contributions may also be withdrawn for certain hardship situations.

Forfeited Accounts

Forfeitures of any non-vested Employer contributions shall be used to reduce the Employer's future contributions to the Plan. Forfeited accounts totaled approximately \$125,000 and \$2,284,000 as of December 31, 2015 and 2014, respectively. Approximately \$2,764,000 of forfeitures were used to reduce Employer contributions for the Plan year ended December 31, 2015.

Administrative Expenses

Participants are charged with specific transaction charges such as loan origination and distribution fees. In 2015, all other administrative expenses were paid by the Company. Investment related expenses are included in net change in fair value of investments as they are paid through revenue sharing rather than as a direct payment.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Valuation of Investments

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

Net change in fair value of investments includes interest, dividends, and realized and unrealized gains and losses on those investments.

Republic National 401(k) Plan

Notes to Financial Statements

December 31, 2015 and 2014

Notes Receivable from Participants

Notes receivable from participants are carried at their outstanding balance. Interest income is recognized when received. No allowance for credit losses has been recorded as of December 31, 2015 or 2014. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

Recent Accounting Pronouncements

In July 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-12, Plan Accounting. This three-part ASU simplifies current benefit plan accounting and, among other things, calls for plans to (i) disaggregate their investments measured using fair value by general type; (ii) present the net appreciation or depreciation in investments for the period to be presented in the aggregate rather than by general type; and (iii) removes certain disclosure requirements relevant to individual investments that represent five percent or more of net assets available for benefits. This standard is effective retrospectively for fiscal years beginning after December 15, 2015 and early adoption is permitted. The Plan Sponsor has elected to early adopt the new guidance applicable to the Plan for the year ended December 31, 2015, and applied the changes retrospectively to the Plan year ended December 31, 2014.

Subsequent Events

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through September 22, 2016, which is the date the financial statements were available to be issued.

3. Information Certified by the Custodians

All information regarding investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments held and notes receivable from participants at December 31, 2015 and 2014, and the net change in fair value of investments and interest income for the year ended December 31, 2015, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the Plan's custodians.

Republic National 401(k) Plan

Notes to Financial Statements

December 31, 2015 and 2014

4. Investments

Plan investments include the stable asset income fund, certain mutual funds and collective trust funds managed by JPMorgan Chase Bank, N.A. (JPMorgan). JPMorgan is a custodian of the Plan; therefore, transactions in these investments qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net change in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment.

Investments are exposed to various risks, such as market, currency, interest rate and credit risks. It is at least reasonably possible that changes in their fair value will occur in the near term and that such changes could materially affect participants' account balances.

The Financial Accounting Standards Board established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities, and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are described as follows:

Level 1 – Unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access

Level 2 – Other observable inputs, including quoted prices for identical assets in inactive markets

Level 3 – Unobservable inputs

Observable inputs are those based on market data obtained from sources independent of the Plan, and unobservable inputs reflect the Plan's own assumptions based on the best information available. The input levels are not necessarily an indication of the risk or liquidity associated with financial instruments at that level.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2015 and 2014.

Investments in collective trust funds are valued daily using net asset value (NAV). The NAVs are based on the fair value of the stocks, debt instruments, mutual funds and other securities in the trusts. The collective trust funds may be traded daily at their NAV (Level 1).

Investments in mutual funds are stated at quoted market prices for the identical security in an active market (Level 1).

Republic National 401(k) Plan

Notes to Financial Statements

December 31, 2015 and 2014

The Plan invests in a stable asset income fund which invests primarily in fully benefit-responsive guaranteed investment contracts (GICs), which are general obligations of the insurance companies that issue the contracts. The stable asset income fund trades at net asset value (NAV), which is based on the contract value of the underlying GICs (Level 1).

The following table summarizes the Plan's investments based on the inputs used to determine their fair values as of December 31, 2015 and 2014:

	Level 1	
	2015	2014
Mutual funds	\$ 246,174,790	\$ 242,069,407
Collective trust funds	165,193,138	148,947,776
Stable asset income fund	62,984,130	64,675,418
Total	\$ 474,352,058	\$ 455,692,601

5. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants would become fully vested in their employer contributions.

6. Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated June 26, 2012, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and has no income subject to unrelated business income tax. The Plan's income tax returns for the past three years are subject to examination by taxing authorities and may change upon examination.

Republic National 401(k) Plan

Notes to Financial Statements

December 31, 2015 and 2014

7. Reconciliation of Financial Statements to Form 5500

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

	2014
Net assets available for benefits per the financial statements	\$ 470,041,014
Adjustment from contract value to fair value for fully benefit-responsive investment contracts in stable value fund	417,496
Net assets available for benefits per the Form 5500	\$ 470,458,510

The following is a reconciliation of net increase in net assets available for benefits per the financial statements at December 31, 2015:

	2015
Net increase in net assets available for benefits per the financial statements	\$ 22,076,177
Change in the adjustment from contract value to fair value for fully benefit-responsive investment contracts held in a stable value fund	(417,496)
Net increase in net assets available for benefits per the Form 5500	\$ 21,658,681

The stable asset income fund was recorded at contract value on the financial statements but fair value on the Form 5500 as of December 31, 2014. The stable asset income fund was recorded at fair value on the financial statements and Form 5500 as of December 31, 2015, therefore no adjustment from contract value to fair value was recorded in 2015.

Republic National 401(k) Plan
 Schedule H, Line 4(i) - Schedule of Assets (Held at Year End)
 EIN: 20-5543506 PN: 004
 01/01/2015 - 12/31/2015

(A) Party In Interest *	(B) Identity of Party	(C) Description of Asset	(D) Cost **	(E) Current Value
*	Various	Loans Outstanding (4% to 10.25%)	n/a	\$ 15,369,516.55
*	J. P. Morgan Funds	JPMCB Stable Asset Income-G	n/a	62,984,130.13
*	J. P. Morgan Funds	JPMCB SmartRetirement 2015-C	n/a	13,341,108.07
*	J. P. Morgan Funds	JPMCB SmartRetirement 2020-C	n/a	19,136,269.81
*	J. P. Morgan Funds	JPMCB SmartRetirement 2025-C	n/a	24,864,504.59
*	J. P. Morgan Funds	JPMCB SmartRetirement 2035-C	n/a	23,359,296.60
*	J. P. Morgan Funds	JPMCB SmartRetirement 2040-C	n/a	19,954,287.87
*	J. P. Morgan Funds	JPMCB SmartRetirement 2045-C	n/a	21,007,979.38
*	J. P. Morgan Funds	JPMCB SmartRetirement 2050-C	n/a	12,803,947.40
*	J. P. Morgan Funds	JPMCB SmartRetirement 2055-C	n/a	3,599,214.50
*	J. P. Morgan Funds	JPMCB SmartRetirement 2030-C	n/a	24,371,393.97
*	J. P. Morgan Funds	JPMCB SmartRetirement Income-C	n/a	2,755,134.89
	Artisan Funds	Artisan Global Value-Inst	n/a	8,621,803.63
	Vanguard Funds	Vanguard Balanced Index-Inst	n/a	10,490,426.75
	T. Rowe Price Funds	T Rowe Price Blue Chip Growth	n/a	54,367,172.10
	DFA	DFA U.S. Targeted Value Portfolio	n/a	12,921,345.22
	Vanguard Funds	Vanguard Equity-Income-Admiral	n/a	25,529,093.45
	RS Funds	RS Small Cap Growth-Y	n/a	16,081,232.70
	Wells Fargo Funds	Wells Fargo Advantage Discovery-R6	n/a	15,709,691.48
	Principal	Principal Income-Inst	n/a	14,914,126.68
*	J. P. Morgan Funds	JPMorgan US Equity-R6	n/a	40,409,632.03
	Vanguard Funds	Vanguard Institutional Index	n/a	5,926,143.45
	Wells Fargo Funds	Wells Fargo Special Mid Cap Value-R6	n/a	12,225,964.12
	Harbor Funds	Harbor International-Inst	n/a	20,833,785.56
	Federated Funds	Federated Instl High Yield Bond-Inst	n/a	8,144,373.45
Total			0.00	\$ 489,721,574.38

* Party in Interest

** Not required for participant directed accounts

PN: 004

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