Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2015

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
GLAZER'S, INC. PROFIT SHARING PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/1955

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)

GLAZER'S, INC.

14911 QUORUM DR
SUITE 400
DALLAS, TX 75254

2b Employer Identification Number (EIN)
46-3963536

2c Plan Sponsor's telephone number
972-392-8200

2d Business code (see instructions)
424800

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2016	ORMAN ANDERSON
	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 [X] 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**	7797
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)**	6793
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	6785
b	Retired or separated participants receiving benefits	**6b**	14
c	Other retired or separated participants entitled to future benefits	**6c**	1043
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	7842
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	21
f	Total. Add lines **6d** and **6e**.	**6f**	7863
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	7455
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	515
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**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) [X]	Trust	**(3)** [X]	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

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] ___ **A** (Insurance Information)

(4) [X] **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 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_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
GLAZER'S, INC. PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GLAZER'S, INC.

D Employer Identification Number (EIN)
46-3963536

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).. . . . . [X] 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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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)

STRATEGIC ADVISORS, INC.

04-2654524

(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	ADVISOR	135874	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
60 64 65	RECORDKEEPER	26087	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
ABF LG CAP VAL INST - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.04%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
GLENMEDE SMCAP EQ IS - STATE STREE 04-0025081	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
JPM MIDCAP VALUE IS - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.15%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

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
GLAZER'S, INC. PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GLAZER'S, INC.

D Employer Identification Number (EIN)
46-3963536

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	19982951	20496472
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	10286622	10675477
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	279283815	285227665
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	309553388	316399614
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	309553388	316399614

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)	5250079	
(B) Participants	2a(1)(B)	21115834	
(C) Others (including rollovers)	2a(1)(C)	753313	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		27119226
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4607	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	549759	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		554366
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	15465123	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		15465123
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-10281049
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		32857666
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	25599798	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		25599798
f Corrective distributions (see instructions)	2f		226438
g Certain deemed distributions of participant loans (see instructions)	2g		22771
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	135874	
(4) Other	2i(4)	26559	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		162433
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		26011440
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		6846226
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: KPMG **(2)** EIN: 13-5565207

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.)	4a		X		
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X		

			Yes	No	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.)	4c		X		
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X		
e	Was this plan covered by a fidelity bond?	4e	X			5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X		
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X		
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X		
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X			
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X		
l	Has the plan failed to provide any benefit when due under the plan?	4l		X		
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X		
o	Did the plan trust incur unrelated business taxable income?	4o				
p	Were in-service distributions made during the plan year?	4p				

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

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

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

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

Part V Trust Information

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.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan
GLAZER'S, INC. PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GLAZER'S, INC.

D Employer Identification Number (EIN)
46-3963536

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**

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): 04-6568107

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 of 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**

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):

Part VII IRS Compliance Questions

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

GLAZER'S, INC.
PROFIT SHARING PLAN AND TRUST

Financial Statements

December 31, 2015 and 2014

(With Independent Auditors' Report Thereon)

GLAZER'S, INC.
PROFIT SHARING PLAN AND TRUST

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KPMG LLP
Suite 1400
2323 Ross Avenue
Dallas, TX 75201-2709

Independent Auditors' Report

The Plan Administrator
Glazer's, Inc. Profit Sharing Plan and Trust:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Glazer's, Inc. Profit Sharing Plan and Trust (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 ended December 31, 2015, 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 audits 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 (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in notes 3 and 4 to the financial statements, which was certified by Fidelity Management Trust Company, the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee 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 trustee 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.

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

Other Matters

The supplemental schedules, Schedule H, Line 4a – Schedule of Delinquent Participant Contributions and Schedule H, Line 4i – Schedule of Assets (Held at Year End) as of or for the year ended December 31, 2015, are required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, 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.

KPMG LLP

Dallas, Texas
October 10, 2016

GLAZER'S, INC.
PROFIT SHARING PLAN AND TRUST

Statements of Net Assets Available for Benefits

December 31, 2015 and 2014

	2015	2014
Assets:		
Investments, at fair value:		
Money market fund	$ 20,496,472	19,982,951
Mutual funds	285,227,665	279,283,815
Total investments	305,724,137	299,266,766
Receivables:		
Employer contributions, net of forfeitures	5,720,746	5,245,033
Participant contributions	889,500	728,265
Notes receivable from participants loans	10,675,477	10,286,622
Total receivables	17,285,723	16,259,920
Total assets	323,009,860	315,526,686
Liabilities:		
Excess contributions payable	94,718	211,372
Net assets available for benefits	$ 322,915,142	315,315,314

See accompanying notes to financial statements.

GLAZER'S, INC.
PROFIT SHARING PLAN AND TRUST

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2015

Additions:		
Investment income:		
Net depreciation in fair value of investments	$	(10,281,047)
Interest and dividends		15,469,729
Total investment income		5,188,682
Interest income from notes receivable from participant loans		549,759
Contributions:		
Participants		21,488,440
Employer		5,725,792
Rollovers from qualified plans		753,313
Total contributions		27,967,545
Total additions		33,705,986
Deductions:		
Benefits paid to participants		25,826,236
Distributions of excess contributions		94,718
Deemed distributions		22,771
Administrative expense		162,433
Total deductions		26,106,158
Net increase in assets available for benefits		7,599,828
Net assets available for benefits:		
Beginning of year		315,315,314
End of year	$	322,915,142

See accompanying notes to financial statements.

(1) Description of Plan

(a) General

The Glazer's Inc. Profit Sharing Plan and Trust (the Plan) is a defined contribution plan that covers all eligible employees of Glazer's, Inc. and its affiliates (the Employer or Company). Eligible employees of the following companies can participate in the Plan:

Glazer's, Inc.

Glazer's Distributors of Arkansas, Inc.

Glazer's Distributors of Iowa, Inc.

Glazer's Distributors of Louisiana, Inc.

Glazer's Distributors of Ohio, Inc.

Glazer's Distributors of Missouri, Inc.

Glazer's Distributors of Kansas, Inc.

Glazer's of Oklahoma, Inc.

Glazer's Distributors of Indiana, LLC

GPD Holdings, Inc.

Glazer's Distributors of Tennessee, Inc.

Glazer's Distributors of Texas, Inc.

Cactus Beverage Distributing Company

Beverage of Alabama, LLC

Beverage of Mississippi, LLC

Alliance Beverage Distributing Co, LLC

GG Distributing, LLC

Star Distributors, LLC (Tenn.)

Superior Wines & Liquors, Inc.

Glazer's Premier Distributors, LLC

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Employees 21 years of age or older become eligible to participate in the Plan on the earliest enrollment date following 30 days of service. Enrollment dates are the first day of each month. Employees covered under a collective bargaining agreement except for Teamsters Local Union Nos. 833, 525, 135, 955, and 688, for which retirement benefits have been the subject of good faith negotiations, and leased employees are excluded from participation. The Plan's trustee is Fidelity Management Trust Company (the Trustee), and Fidelity Investments Institutional Operations Company is the recordkeeper.

The following description of the Plan provides only general information. Participants should refer to the Plan document and summary plan description, which are available from the Plan administrator, for a more complete description of the Plan's provisions.

(b) Contributions

The Plan is funded by participant contributions and employer matching contributions. For the year ended December 31, 2015, participants could contribute from 1% to 92% of their annual compensation on a tax-deferred basis, subject to a maximum of $18,000 ($24,000 for participants who were age 50 or older by the end of the Plan year). The percentage contributed is elected by each participant and may be amended on the first day of each month. Rollover contributions are permitted only from qualified retirement plans if such rollover contributions will not jeopardize the tax-exempt status of the Plan. The Employer may make discretionary matching contributions to the Plan of 50% of a participant's contribution up to 4% of the participant's compensation, as defined in the Plan document. For the year ended December 31, 2015, the Employer made discretionary matching contributions to the Plan totaling $5,725,792.

(c) Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Employer's discretionary contributions, if any, and plan earnings, and charged with distributions and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

(d) Investment Options

Participants can direct their contributions, and the Company contributions, among any of 33 investment options offered by Fidelity Investments Institutional Services Company, Inc., the Plan's investment advisor. Participants may change their allocations daily as well as transfer funds among the investment options.

(e) Vesting

Participants are immediately vested in their pretax and rollover contributions plus earnings thereon. Vesting in the Employer's contributions, and earnings thereon, is based on years of service according to the following schedule:

Participant's years of service	Vested percentage
Less than 1	0%
1 but less than 2	20
2 but less than 3	40
3 but less than 4	60
4 but less than 5	80
5 or more	100

Employer discretionary contributions vest 100% upon the attainment of retirement age (as defined in the Plan document), full and permanent disability, or death, regardless of the years of service.

(f) Distributions

Distribution of a participant's vested account balance is available upon the participant's retirement, death, disability, termination of employment, attainment of age 59½, or for a financial hardship meeting the requirements of the Internal Revenue Service regulations. Distributions are made in a lump-sum payment, a direct rollover, or a combination thereof.

(g) Forfeitures

Forfeited balances of terminated participants' nonvested accounts are used to offset employer matching contributions or to pay Plan administrative expenses. At December 31, 2015 and 2014, forfeited nonvested accounts totaled $238,823 and $201,852, respectively. In 2015 and 2014, employer matching contributions of approximately $175,000 and $130,000, respectively, were paid from the forfeited nonvested accounts. These accounts will continue to be used to reduce future employer contributions and pay certain administrative expenses.

(h) Notes Receivable from Participants

The Plan document includes provisions authorizing loans from the Plan to active eligible participants. Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance reduced by the highest outstanding loan balance in the participant's account during the prior 12-month period. Loans must be repaid in level payments through after-tax deductions on at least a quarterly basis over a five-year period or up to 10 years for the purchase of a primary residence. The loans are secured by the vested balance in the participant's account and bear interest at a reasonable rate of interest as determined by the Plan administrator based on the prevailing interest rates charged by persons in the business of lending money for loans, which would be made under similar circumstances. A participant may have a maximum number of two outstanding loans at any time. As of December 31, 2015, the interest rates

for these outstanding loans, which mature from January 2016 to December 2025, range from 3.25% to 8.25%.

Participant loans determined to be in default are deemed to be distributions. During 2015, the Plan had $22,771 in defaulted loans reported as deemed distributions on the statement of changes in net assets available for benefits.

(i) Plan Termination

Although it has no present 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 account balances.

(j) New Accounting Pronouncements

In July 2015, the FASB issued ASU 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient. Part I eliminates the requirements to measure the fair value of fully benefit-responsive investment contracts and provide certain disclosures. Contract value is the only required measure for fully benefit-responsive contracts. Part II eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. The ASU is effective for fiscal years beginning after **December 15,** 2015, with early adoption permitted. Parts I and II are to be applied retrospectively. The Company does not plan to early adopt and the Company does not expect the adoption of this guidance to have a material effect on the Plan's financial statements.

(2) Significant Accounting Policies

(a) Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

(b) Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

(c) Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

(d) Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to extinguish a liability in an orderly transaction between market participants at the measurement date. See note 4 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Acquisition costs are included in the cost of investments purchased, and sales are recorded net of selling expenses. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

(e) Payment of Benefits

Benefits are recorded when paid.

(f) Contributions

Participant contributions are recorded when withheld from the participant's compensation by the Employer. Employer contributions are recorded on the accrual basis of accounting and are paid to the Plan no later than the due date of the Employer's federal income tax returns.

(g) Administrative Expenses

Certain expenses, including audit and tax return preparation fees, incurred in the administration of the Plan are paid by the Company. The Plan pays for managed account services and certain fees.

(3) Investments

(a) Unaudited Information Certified by the Plan Trustee

The December 31, 2015 and 2014, statements of net assets available for benefits, the investment activities included on the statement of changes in net assets available for benefits for the year ended December 31, 2015, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the Trustee in accordance with 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 (ERISA). The information certified includes total investments of $305,724,137 and $299,266,766 as of December 31, 2015 and 2014, respectively, and investment income of $5,188,682 for the year ended December 31, 2015.

(b) Concentrations

The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows:

	December 31	
	2015	**2014**
Fidelity Growth Company Fund	$ 54,842,073	$ 53,283,589
Fidelity Balanced Fund	42,238,266	45,659,919
Fidelity Contrafund	33,199,591	31,904,306
Fidelity Retirement Money Market Portfolio Fund	20,496,472	19,982,951
Fidelity Low Priced Stock Fund	*	17,210,016
Total Return Institutional Fund	16,952,631	16,715,298
	$ 167,729,033	$ 184,756,079

* Does not represent 5% of the Plan's net assets for the respective year

(c) Net Appreciation in Fair Value of Investments

During 2015, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $10,281,047.

(4) Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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 fair value measurement at the reporting date.

FASB ASC 820, *Fair Value Measurement*, 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 under FASB ASC 820 are described as follows:

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

Level 2 – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in inactive markets
- Inputs other than quoted prices that are observable for the asset or liability
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset 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.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair value of money market funds is based on the closing price reported on the active market on which the individual securities are traded. There have been no changes in the methodologies used at December 31, 2015 or 2014.

The following tables set forth, by level within the fair value hierarchy, the Plan's investments as of December 31, 2015 and 2014:

	Total	Fair value measurements using quoted market prices for identical assets (Level 1)
December 31, 2015:		
Money market fund	$ 20,496,472	$ 20,496,472
Mutual funds	285,227,665	285,227,665
Total	$ 305,724,137	$ 305,724,137

(Continued)

	Total	Fair value measurements using quoted market prices for identical assets (Level 1)
December 31, 2014:		
Money market fund	$ 19,982,951	$ 19,982,951
Mutual funds	279,283,815	279,283,815
Total	$ 299,266,766	$ 299,266,766

(5) Tax Status

The Internal Revenue Service has determined and informed the Employer by a letter dated March 31, 2014, 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 and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

U.S. GAAP 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, 2015 and 2014, there are no uncertain positions 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 Company was made aware of various documentation and operational failures with respect to the Plan and untimely remittances, which were discovered by consultants, auditors, and by outside legal counsel. During the year ended December 31, 2015, the Company corrected operational errors, which are capable of self-correction within the meaning of the Employee Plan Compliance Resolution System (EPCRS) under Rev. Proc. 2008-50 (which has been superseded by Rev. Proc. 2013-12). The Company will also complete a final Voluntary Compliance Program (VCP) submission in 2016.

(6) Related Party Transactions

Certain plan investments are shares of mutual funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. The Plan pays for certain administrative costs. Administrative costs not paid by the Plan, which were paid by the Company are not reflected in the accompanying financial statements.

In addition, the Plan is not charged for administrative functions performed by employees of the Company.

(7) Risks and Uncertainties

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

(8) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 at December 31, 2015 and 2014:

	December 31	
	2015	**2014**
Net assets available for benefits per the financial statements	$ 322,915,142	$ 315,315,314
Employer contribution receivable	(5,720,746)	(5,245,033)
Participant contribution receivable	(889,500)	(728,265)
Excess contributions payable	94,718	211,372
Net assets per the Form 5500	$ 316,399,614	$ 309,553,388

The following is a reconciliation of net increase in net assets available for benefits per the financial statements for the year ended December 31, 2015 to Schedule H of Form 5500:

Net increase in net assets available for benefits per financial statements	$ 7,599,828
Plus:	
Excess contributions payable	94,718
Reversal of 2014 participant contributions receivable	728,265
Reversal of 2014 employer contributions receivable	5,245,033
Less:	
Participant contributions receivable	(889,500)
Reversal of 2014 excess contributions payable	(211,372)
Employer contributions receivable	(5,720,746)
Net increase in net assets available for benefits per Form 5500	$ 6,846,226

(9) Excess Contributions

On the statement of changes in net assets available for benefits, distributions of excess contributions include corrective distributions of $94,718 for the year ended December 31, 2015. These distributions to certain active participants are to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. The $94,718 for 2015 is also included in the statement of net assets available for benefits as excess contributions payable at December 31, 2015 as these distributions were made in 2016.

(10) Subsequent Events

In accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 855, *Subsequent Events*, management has evaluated subsequent events through the date of the Independent Auditors' Report.

Effective July 1, 2016, the Company and Southern Wine and Spirits joined in a partnership causing a split within the Company. The wine and spirits division of the Company became Southern Glazer's Wine and Spirits while the beer and beverage division became Glazer's Beer and Beverage staying under the umbrella of the Company. The majority of the Company's employees became employees of Southern Glazer's Wine and Spirits and were treated as terminated employees and their vested benefits were transferred to a separate plan causing a significant decrease in net assets of the Plan. The beer and beverage division stayed employees of Glazer's, Inc. and will continue accruing benefits under the Plan.

GLAZER'S, INC.
PROFIT SHARING PLAN AND TRUST

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
EIN: 46-3963536 Plan#: 001

December 31, 2015

	Total that constitutes nonexempt prohibited transactions			
Participant contributions transferred late to plan	**Contributions not corrected**	**Contributions corrected outside VFCP**	**Contributions pending correction in VFCP**	**Total fully corrected under VFCP and PTE 2002-51**
$ —	$ —	$ —	$ —	$ 8,862,094

See accompanying independent auditors' report.

GLAZER'S, INC.
PROFIT SHARING PLAN AND TRUST

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
EIN: 46-3963536 Plan#: 001

December 31, 2015

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Current value
*	Fidelity Management Trust Company	Fidelity Growth Company Fund	$ 54,842,073
*	Fidelity Management Trust Company	Fidelity Balanced Fund	42,238,266
*	Fidelity Management Trust Company	Fidelity Contrafund	33,199,591
*	Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	20,496,472
*	Fidelity Management Trust Company	Fidelity Low-Priced Stock Fund	15,099,826
	PIMCO	Total Return Institutional Fund	16,952,631
*	Fidelity Management Trust Company	Fidelity Mid-Cap Stock Fund	12,212,439
	American Funds	Capital World Growth and Income Fund	11,795,912
*	Fidelity Management Trust Company	Spartan U.S. Equity Index Fund	11,367,190
	American Beacon	Large Cap Value Institutional Fund	7,407,933
	JP Morgan	Midcap Value fund	6,980,074
*	Fidelity Management Trust Company	Fidelity Diversified International Fund	9,036,990
*	Fidelity Management Trust Company	Fidelity Capital and Income Fund	5,880,439
*	Fidelity Management Trust Company	Fidelity Freedom 2040 Fund	6,471,921
	American Funds	Fundamental Investor Fund	5,229,963
*	Fidelity Management Trust Company	Fidelity Freedom 2035 Fund	5,380,186
*	Fidelity Management Trust Company	Fidelity Freedom 2030 Fund	4,892,088
*	Fidelity Management Trust Company	Fidelity Freedom 2025 Fund	4,915,299
	Glenmede	Small Cap Equity Fund	3,931,770
*	Fidelity Management Trust Company	Fidelity Freedom 2020 Fund	3,911,696
	American Funds	Washington Mutual Investors Fund	2,190,148
*	Fidelity Management Trust Company	Fidelity Freedom 2045 Fund	3,751,128
*	Fidelity Management Trust Company	Fidelity Freedom 2050 Fund	3,660,896
*	Fidelity Management Trust Company	Fidelity Freedom 2015 Fund	2,428,861
	Vanguard	Total Bond Market Fund	2,884,961
	Vanguard	Mid Cap Fund	3,299,609
	Vanguard	Total International Stock Fund	843,356
	Vanguard	Small Cap Fund	1,321,878
*	Fidelity Management Trust Company	Fidelity Freedom 2055 Fund	1,867,959
*	Fidelity Management Trust Company	Fidelity Freedom 2060 Fund	54,056
*	Fidelity Management Trust Company	Fidelity Freedom Income Fund	374,822
*	Fidelity Management Trust Company	Fidelity Freedom 2010 Fund	508,633
*	Fidelity Management Trust Company	Fidelity Freedom 2005 Fund	295,071
*	Notes Receivable from Participants	Notes receivable from participants, with interest rates ranging from 3.25% to 8.250% collateralized by participants' account balances	10,675,477
			$ 316,399,614

Column (a): * Indicates party-in-interest

Column (d): Cost is not required as all investments are participant directed.

See accompanying independent auditors' report.

GLAZER'S, INC.
PROFIT SHARING PLAN AND TRUST

Financial Statements

December 31, 2015 and 2014

(With Independent Auditors' Report Thereon)

GLAZER'S, INC.
PROFIT SHARING PLAN AND TRUST

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KPMG LLP
Suite 1400
2323 Ross Avenue
Dallas, TX 75201-2709

Independent Auditors' Report

The Plan Administrator
Glazer's, Inc. Profit Sharing Plan and Trust:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Glazer's, Inc. Profit Sharing Plan and Trust (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 ended December 31, 2015, 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 audits 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 (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in notes 3 and 4 to the financial statements, which was certified by Fidelity Management Trust Company, the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee 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 trustee 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.

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity.

Other Matters

The supplemental schedules, Schedule H, Line 4a – Schedule of Delinquent Participant Contributions and Schedule H, Line 4i – Schedule of Assets (Held at Year End) as of or for the year ended December 31, 2015, are required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, 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.

KPMG LLP

Dallas, Texas
October 10, 2016

GLAZER'S, INC.
PROFIT SHARING PLAN AND TRUST

Statements of Net Assets Available for Benefits

December 31, 2015 and 2014

	2015	2014
Assets:		
Investments, at fair value:		
Money market fund	$ 20,496,472	19,982,951
Mutual funds	285,227,665	279,283,815
Total investments	305,724,137	299,266,766
Receivables:		
Employer contributions, net of forfeitures	5,720,746	5,245,033
Participant contributions	889,500	728,265
Notes receivable from participants loans	10,675,477	10,286,622
Total receivables	17,285,723	16,259,920
Total assets	323,009,860	315,526,686
Liabilities:		
Excess contributions payable	94,718	211,372
Net assets available for benefits	$ 322,915,142	315,315,314

See accompanying notes to financial statements.

GLAZER'S, INC.
PROFIT SHARING PLAN AND TRUST

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2015

Additions:		
Investment income:		
Net depreciation in fair value of investments	$	(10,281,047)
Interest and dividends		15,469,729
Total investment income		5,188,682
Interest income from notes receivable from participant loans		549,759
Contributions:		
Participants		21,488,440
Employer		5,725,792
Rollovers from qualified plans		753,313
Total contributions		27,967,545
Total additions		33,705,986
Deductions:		
Benefits paid to participants		25,826,236
Distributions of excess contributions		94,718
Deemed distributions		22,771
Administrative expense		162,433
Total deductions		26,106,158
Net increase in assets available for benefits		7,599,828
Net assets available for benefits:		
Beginning of year		315,315,314
End of year	$	322,915,142

See accompanying notes to financial statements.

(1) Description of Plan

(a) General

The Glazer's Inc. Profit Sharing Plan and Trust (the Plan) is a defined contribution plan that covers all eligible employees of Glazer's, Inc. and its affiliates (the Employer or Company). Eligible employees of the following companies can participate in the Plan:

Glazer's, Inc.

Glazer's Distributors of Arkansas, Inc.

Glazer's Distributors of Iowa, Inc.

Glazer's Distributors of Louisiana, Inc.

Glazer's Distributors of Ohio, Inc.

Glazer's Distributors of Missouri, Inc.

Glazer's Distributors of Kansas, Inc.

Glazer's of Oklahoma, Inc.

Glazer's Distributors of Indiana, LLC

GPD Holdings, Inc.

Glazer's Distributors of Tennessee, Inc.

Glazer's Distributors of Texas, Inc.

Cactus Beverage Distributing Company

Beverage of Alabama, LLC

Beverage of Mississippi, LLC

Alliance Beverage Distributing Co, LLC

GG Distributing, LLC

Star Distributors, LLC (Tenn.)

Superior Wines & Liquors, Inc.

Glazer's Premier Distributors, LLC

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Employees 21 years of age or older become eligible to participate in the Plan on the earliest enrollment date following 30 days of service. Enrollment dates are the first day of each month. Employees covered under a collective bargaining agreement except for Teamsters Local Union Nos. 833, 525, 135, 955, and 688, for which retirement benefits have been the subject of good faith negotiations, and leased employees are excluded from participation. The Plan's trustee is Fidelity Management Trust Company (the Trustee), and Fidelity Investments Institutional Operations Company is the recordkeeper.

The following description of the Plan provides only general information. Participants should refer to the Plan document and summary plan description, which are available from the Plan administrator, for a more complete description of the Plan's provisions.

(b) Contributions

The Plan is funded by participant contributions and employer matching contributions. For the year ended December 31, 2015, participants could contribute from 1% to 92% of their annual compensation on a tax-deferred basis, subject to a maximum of $18,000 ($24,000 for participants who were age 50 or older by the end of the Plan year). The percentage contributed is elected by each participant and may be amended on the first day of each month. Rollover contributions are permitted only from qualified retirement plans if such rollover contributions will not jeopardize the tax-exempt status of the Plan. The Employer may make discretionary matching contributions to the Plan of 50% of a participant's contribution up to 4% of the participant's compensation, as defined in the Plan document. For the year ended December 31, 2015, the Employer made discretionary matching contributions to the Plan totaling $5,725,792.

(c) Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Employer's discretionary contributions, if any, and plan earnings, and charged with distributions and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

(d) Investment Options

Participants can direct their contributions, and the Company contributions, among any of 33 investment options offered by Fidelity Investments Institutional Services Company, Inc., the Plan's investment advisor. Participants may change their allocations daily as well as transfer funds among the investment options.

(e) Vesting

Participants are immediately vested in their pretax and rollover contributions plus earnings thereon. Vesting in the Employer's contributions, and earnings thereon, is based on years of service according to the following schedule:

Participant's years of service	Vested percentage
Less than 1	0%
1 but less than 2	20
2 but less than 3	40
3 but less than 4	60
4 but less than 5	80
5 or more	100

Employer discretionary contributions vest 100% upon the attainment of retirement age (as defined in the Plan document), full and permanent disability, or death, regardless of the years of service.

(f) Distributions

Distribution of a participant's vested account balance is available upon the participant's retirement, death, disability, termination of employment, attainment of age 59½, or for a financial hardship meeting the requirements of the Internal Revenue Service regulations. Distributions are made in a lump-sum payment, a direct rollover, or a combination thereof.

(g) Forfeitures

Forfeited balances of terminated participants' nonvested accounts are used to offset employer matching contributions or to pay Plan administrative expenses. At December 31, 2015 and 2014, forfeited nonvested accounts totaled $238,823 and $201,852, respectively. In 2015 and 2014, employer matching contributions of approximately $175,000 and $130,000, respectively, were paid from the forfeited nonvested accounts. These accounts will continue to be used to reduce future employer contributions and pay certain administrative expenses.

(h) Notes Receivable from Participants

The Plan document includes provisions authorizing loans from the Plan to active eligible participants. Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance reduced by the highest outstanding loan balance in the participant's account during the prior 12-month period. Loans must be repaid in level payments through after-tax deductions on at least a quarterly basis over a five-year period or up to 10 years for the purchase of a primary residence. The loans are secured by the vested balance in the participant's account and bear interest at a reasonable rate of interest as determined by the Plan administrator based on the prevailing interest rates charged by persons in the business of lending money for loans, which would be made under similar circumstances. A participant may have a maximum number of two outstanding loans at any time. As of December 31, 2015, the interest rates

for these outstanding loans, which mature from January 2016 to December 2025, range from 3.25% to 8.25%.

Participant loans determined to be in default are deemed to be distributions. During 2015, the Plan had $22,771 in defaulted loans reported as deemed distributions on the statement of changes in net assets available for benefits.

(i) Plan Termination

Although it has no present 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 account balances.

(j) New Accounting Pronouncements

In July 2015, the FASB issued ASU 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient. Part I eliminates the requirements to measure the fair value of fully benefit-responsive investment contracts and provide certain disclosures. Contract value is the only required measure for fully benefit-responsive contracts. Part II eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. The ASU is effective for fiscal years beginning after **December 15,** 2015, with early adoption permitted. Parts I and II are to be applied retrospectively. The Company does not plan to early adopt and the Company does not expect the adoption of this guidance to have a material effect on the Plan's financial statements.

(2) Significant Accounting Policies

(a) Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

(b) Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

(c) Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

(d) Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to extinguish a liability in an orderly transaction between market participants at the measurement date. See note 4 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Acquisition costs are included in the cost of investments purchased, and sales are recorded net of selling expenses. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

(e) Payment of Benefits

Benefits are recorded when paid.

(f) Contributions

Participant contributions are recorded when withheld from the participant's compensation by the Employer. Employer contributions are recorded on the accrual basis of accounting and are paid to the Plan no later than the due date of the Employer's federal income tax returns.

(g) Administrative Expenses

Certain expenses, including audit and tax return preparation fees, incurred in the administration of the Plan are paid by the Company. The Plan pays for managed account services and certain fees.

(3) Investments

(a) Unaudited Information Certified by the Plan Trustee

The December 31, 2015 and 2014, statements of net assets available for benefits, the investment activities included on the statement of changes in net assets available for benefits for the year ended December 31, 2015, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the Trustee in accordance with 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 (ERISA). The information certified includes total investments of $305,724,137 and $299,266,766 as of December 31, 2015 and 2014, respectively, and investment income of $5,188,682 for the year ended December 31, 2015.

(b) Concentrations

The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows:

	December 31	
	2015	**2014**
Fidelity Growth Company Fund	$ 54,842,073	$ 53,283,589
Fidelity Balanced Fund	42,238,266	45,659,919
Fidelity Contrafund	33,199,591	31,904,306
Fidelity Retirement Money Market Portfolio Fund	20,496,472	19,982,951
Fidelity Low Priced Stock Fund	*	17,210,016
Total Return Institutional Fund	16,952,631	16,715,298
	$ 167,729,033	$ 184,756,079

* Does not represent 5% of the Plan's net assets for the respective year

(c) Net Appreciation in Fair Value of Investments

During 2015, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $10,281,047.

(4) Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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 fair value measurement at the reporting date.

FASB ASC 820, *Fair Value Measurement*, 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 under FASB ASC 820 are described as follows:

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

Level 2 – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in inactive markets
- Inputs other than quoted prices that are observable for the asset or liability
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset 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.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair value of money market funds is based on the closing price reported on the active market on which the individual securities are traded. There have been no changes in the methodologies used at December 31, 2015 or 2014.

The following tables set forth, by level within the fair value hierarchy, the Plan's investments as of December 31, 2015 and 2014:

	Total	Fair value measurements using quoted market prices for identical assets (Level 1)
December 31, 2015:		
Money market fund	$ 20,496,472	$ 20,496,472
Mutual funds	285,227,665	285,227,665
Total	$ 305,724,137	$ 305,724,137

(Continued)

	Total	Fair value measurements using quoted market prices for identical assets (Level 1)
December 31, 2014:		
Money market fund	$ 19,982,951	$ 19,982,951
Mutual funds	279,283,815	279,283,815
Total	$ 299,266,766	$ 299,266,766

(5) Tax Status

The Internal Revenue Service has determined and informed the Employer by a letter dated March 31, 2014, 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 and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

U.S. GAAP 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, 2015 and 2014, there are no uncertain positions 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 Company was made aware of various documentation and operational failures with respect to the Plan and untimely remittances, which were discovered by consultants, auditors, and by outside legal counsel. During the year ended December 31, 2015, the Company corrected operational errors, which are capable of self-correction within the meaning of the Employee Plan Compliance Resolution System (EPCRS) under Rev. Proc. 2008-50 (which has been superseded by Rev. Proc. 2013-12). The Company will also complete a final Voluntary Compliance Program (VCP) submission in 2016.

(6) Related Party Transactions

Certain plan investments are shares of mutual funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. The Plan pays for certain administrative costs. Administrative costs not paid by the Plan, which were paid by the Company are not reflected in the accompanying financial statements.

In addition, the Plan is not charged for administrative functions performed by employees of the Company.

(7) Risks and Uncertainties

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

(8) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 at December 31, 2015 and 2014:

	December 31	
	2015	**2014**
Net assets available for benefits per the financial statements	$ 322,915,142	$ 315,315,314
Employer contribution receivable	(5,720,746)	(5,245,033)
Participant contribution receivable	(889,500)	(728,265)
Excess contributions payable	94,718	211,372
Net assets per the Form 5500	$ 316,399,614	$ 309,553,388

The following is a reconciliation of net increase in net assets available for benefits per the financial statements for the year ended December 31, 2015 to Schedule H of Form 5500:

Net increase in net assets available for benefits per financial statements	$ 7,599,828
Plus:	
Excess contributions payable	94,718
Reversal of 2014 participant contributions receivable	728,265
Reversal of 2014 employer contributions receivable	5,245,033
Less:	
Participant contributions receivable	(889,500)
Reversal of 2014 excess contributions payable	(211,372)
Employer contributions receivable	(5,720,746)
Net increase in net assets available for benefits per Form 5500	$ 6,846,226

(9) Excess Contributions

On the statement of changes in net assets available for benefits, distributions of excess contributions include corrective distributions of $94,718 for the year ended December 31, 2015. These distributions to certain active participants are to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. The $94,718 for 2015 is also included in the statement of net assets available for benefits as excess contributions payable at December 31, 2015 as these distributions were made in 2016.

(10) Subsequent Events

In accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 855, *Subsequent Events*, management has evaluated subsequent events through the date of the Independent Auditors' Report.

Effective July 1, 2016, the Company and Southern Wine and Spirits joined in a partnership causing a split within the Company. The wine and spirits division of the Company became Southern Glazer's Wine and Spirits while the beer and beverage division became Glazer's Beer and Beverage staying under the umbrella of the Company. The majority of the Company's employees became employees of Southern Glazer's Wine and Spirits and were treated as terminated employees and their vested benefits were transferred to a separate plan causing a significant decrease in net assets of the Plan. The beer and beverage division stayed employees of Glazer's, Inc. and will continue accruing benefits under the Plan.

GLAZER'S, INC.
PROFIT SHARING PLAN AND TRUST

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
EIN: 46-3963536 Plan#: 001

December 31, 2015

	Total that constitutes nonexempt prohibited transactions			
Participant contributions transferred late to plan	**Contributions not corrected**	**Contributions corrected outside VFCP**	**Contributions pending correction in VFCP**	**Total fully corrected under VFCP and PTE 2002-51**
$ —	$ —	$ —	$ —	$ 8,862,094

See accompanying independent auditors' report.

GLAZER'S, INC.
PROFIT SHARING PLAN AND TRUST

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
EIN: 46-3963536 Plan#: 001

December 31, 2015

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Current value
*	Fidelity Management Trust Company	Fidelity Growth Company Fund	$ 54,842,073
*	Fidelity Management Trust Company	Fidelity Balanced Fund	42,238,266
*	Fidelity Management Trust Company	Fidelity Contrafund	33,199,591
*	Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	20,496,472
*	Fidelity Management Trust Company	Fidelity Low-Priced Stock Fund	15,099,826
	PIMCO	Total Return Institutional Fund	16,952,631
*	Fidelity Management Trust Company	Fidelity Mid-Cap Stock Fund	12,212,439
	American Funds	Capital World Growth and Income Fund	11,795,912
*	Fidelity Management Trust Company	Spartan U.S. Equity Index Fund	11,367,190
	American Beacon	Large Cap Value Institutional Fund	7,407,933
	JP Morgan	Midcap Value fund	6,980,074
*	Fidelity Management Trust Company	Fidelity Diversified International Fund	9,036,990
*	Fidelity Management Trust Company	Fidelity Capital and Income Fund	5,880,439
*	Fidelity Management Trust Company	Fidelity Freedom 2040 Fund	6,471,921
	American Funds	Fundamental Investor Fund	5,229,963
*	Fidelity Management Trust Company	Fidelity Freedom 2035 Fund	5,380,186
*	Fidelity Management Trust Company	Fidelity Freedom 2030 Fund	4,892,088
*	Fidelity Management Trust Company	Fidelity Freedom 2025 Fund	4,915,299
	Glenmede	Small Cap Equity Fund	3,931,770
*	Fidelity Management Trust Company	Fidelity Freedom 2020 Fund	3,911,696
	American Funds	Washington Mutual Investors Fund	2,190,148
*	Fidelity Management Trust Company	Fidelity Freedom 2045 Fund	3,751,128
*	Fidelity Management Trust Company	Fidelity Freedom 2050 Fund	3,660,896
*	Fidelity Management Trust Company	Fidelity Freedom 2015 Fund	2,428,861
	Vanguard	Total Bond Market Fund	2,884,961
	Vanguard	Mid Cap Fund	3,299,609
	Vanguard	Total International Stock Fund	843,356
	Vanguard	Small Cap Fund	1,321,878
*	Fidelity Management Trust Company	Fidelity Freedom 2055 Fund	1,867,959
*	Fidelity Management Trust Company	Fidelity Freedom 2060 Fund	54,056
*	Fidelity Management Trust Company	Fidelity Freedom Income Fund	374,822
*	Fidelity Management Trust Company	Fidelity Freedom 2010 Fund	508,633
*	Fidelity Management Trust Company	Fidelity Freedom 2005 Fund	295,071
*	Notes Receivable from Participants	Notes receivable from participants, with interest rates ranging from 3.25% to 8.250% collateralized by participants' account balances	10,675,477
			$ 316,399,614

Column (a): * Indicates party-in-interest

Column (d): Cost is not required as all investments are participant directed.

See accompanying independent auditors' report.