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), 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

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
PECAN DELUXE CANDY COMPANY 401K PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1999

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
PECAN DELUXE CANDY COMPANY

2570 LONE STAR DRIVE
DALLAS, TX 75212

2570 LONE STAR DRIVE
DALLAS, TX 75212

2b Employer Identification Number (EIN)
75-1052071

2c Sponsor's telephone number
214-631-3669

2d Business code (see instructions)
311300

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.	06/22/2010	KEITH HURD
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
PECAN DELUXE CANDY COMPANY

2570 LONE STAR DRIVE
DALLAS, TX 75212

3b Administrator's EIN
75-1052071

3c Administrator's telephone number
214-631-3669

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:
a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	186
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	168
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	55
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	223
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	223
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	163
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	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)		**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

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

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008

A Name of plan
PECAN DELUXE CANDY COMPANY 401K PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
PECAN DELUXE CANDY COMPANY

D Employer Identification Number (EIN)
75-1052071

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

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

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

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)	148776	
	(B) Participants	2a(1)(B)	259231	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		408007
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	9047	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		9047
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-1099607
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		-682553
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	104823	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		104823
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		2220
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		107043
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-789596
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [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: WEAVER AND TIDWELL L.L.P. (2) EIN: 75-0786316

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	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	
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		296000
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			

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)

PECAN DELUXE CANDY COMPANY, INC. 401 (K) PLAN

FINANCIAL REPORT

DECEMBER 31, 2008 AND 2007

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Schedule H, Line 4i - Schedule of Assets (Held at End of Year) 10

* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

WEAVER AND TIDWELL L.L.P.

CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
PECAN DELUXE CANDY COMPANY, INC.
401(K) PLAN
Dallas, Texas

We were engaged to audit the financial statements of Pecan Deluxe Candy Company, Inc. 401(k) Plan as of December 31, 2008 and 2007 and for the year ended December 31, 2008 and the supplemental schedule as of December 31, 2008, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's administrator.

As permitted by 29 CFR Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan's trustees instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by JP Morgan Chase, except for comparing the information with the related information included in the financial statements and schedule. We have been informed by the trustees that JP Morgan Chase, the Custodian, holds all of the Plan's investment assets and executes all investment transactions. The plan administrator has obtained certifications from JP Morgan Chase as of December 31, 2008 and 2007, and for the year ended December 31, 2008, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplementary schedule, other than that derived from the information certified by JP Morgan Chase 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.

Weaver and Tidwell, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Dallas, Texas
July 30, 2009

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AN INDEPENDENT MEMBER OF BAKER TILLY INTERNATIONAL

OFFICES IN DALLAS FORT WORTH HOUSTON

PECAN DELUXE CANDY COMPANY, INC. 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2008 AND 2007

	2008	2007
INVESTMENTS AT FAIR VALUE	$ 2,073,988	$ 2,845,882
CONTRIBUTIONS RECEIVABLE:		
Participant loans receivable	92,231	109,933
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 2,166,219	$ 2,955,815

The Notes to Financial Statements
are an integral part of these statements.

PECAN DELUXE CANDY COMPANY, INC. 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR YEAR ENDED DECEMBER 31, 2008

	2008
ADDITIONS:	
Additions to net assets attributed to:	
Interest from participant loans	$ 9,047
Net depreciation in fair value of investments	(1,099,607)
Contributions:	
Participant	259,231
Employer	148,776
Total additions	(682,553)
DEDUCTIONS:	
Deductions from net assets attributed to:	
Benefits paid to participants	107,043
Total deductions	107,043
Net decrease in net assets	(789,596)
NET ASSETS AVAILABLE FOR PLAN BENEFITS,	
Beginning of year	2,955,815
NET ASSETS AVAILABLE FOR PLAN BENEFITS,	
End of year	$ 2,166,219

The Notes to Financial Statements
are an integral part of this statement.

PECAN DELUXE CANDY COMPANY, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Pecan Deluxe Candy Company, Inc. 401(k) Plan (the "Plan"), are prepared using the accrual method of accounting.

Valuation of Investments

The Plan's investments are stated at fair value as determined by quoted market prices. Any gains or losses thereon are reflected in the statement of changes in net assets available for benefits.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Federal Income Tax Status

The Plan has received a favorable determination letter regarding its status under Section 401(a) of the Internal Revenue Code of 1986 (IRC) as amended and, accordingly, is exempt from federal income taxation. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Payment of Benefits

Participants are entitled to receive their benefits under the Plan in the event of retirement, termination of employment, disability, or death. At the time a participant is entitled to receive a distribution under the Plan, the plan administrator will direct the trustee to pay the benefits in one lump-sum payment. In certain limited circumstances a participant may be eligible to receive a hardship withdrawal.

NOTE 2. INFORMATION ON ASSETS HELD BY JP MORGAN CHASE (UNAUDITED)

The assets of the Pecan Deluxe Candy Company, Inc. 401 (k) Plan are maintained by JP Morgan Chase. The trustees obtained a certification from JP Morgan Chase for the value of these investments as of December 31, 2008 and 2007 in amounts totaling $2,166,219 and $2,955,815 respectively. JP Morgan Chase also certified interest income of $9,047 and net depreciation in the fair value of investments of $1,099,607 for the year ended December 31, 2008.

NOTE 2. INFORMATION ON ASSETS HELD BY JP MORGAN CHASE (UNAUDITED) – CONTINUED

Investment Options

The investment options and fair value of investments at December 31, 2008 and 2007, is summarized as follows (unaudited):

	Market Value			
	December 31, 2008		December 31, 2007	
Participant Loans	$ 92,231		$ 109,933	
Aim Small CAP Growth Fund	8,401		11,134	
Franklin Income Fund	55,846		75,070	
Oppenheimer International Growth	68,718		86,206	
Victory Special Value Fund	174,649	*	258,898	*
Merrill Balanced Capital	334,216	*	419,873	*
Merrill Global Growth Fund	315,022	*	559,166	*
Merrill Large CAP Core Fund	647,419	*	909,440	*
Merrill Large CAP Growth	36,728		71,269	
Merrill Large CAP Value Fund	155,944	*	179,085	*
Merrill Ready Assets Trust	76,977		21,338	
Merrill Value Opportunity Fund, Inc.	63,373		112,086	
Lord Abbett Total Return	129,436	*	134,489	
Merrill High Yield Bond	6,250		7,828	
Blackrock Lifecycle 2020	449		-	
Blackrock Lifecycle 2030	434		-	
Nationwide Investment Destin	126		-	

* - indicates investments representing 5% or more of net assets available for benefits

NOTE 3. THE PLAN

The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

Eligibility

A full-time employee becomes eligible for participation in the Plan if they are at least 21 years of age and have completed one year of eligible service.

NOTE 3. THE PLAN – CONTINUED

Administrative Fees

Administrative expenses of the Plan are paid by Pecan Deluxe Candy Company, Inc., (the "Employer" or "Plan Sponsor").

Contributions

The Plan provides for contributions as follows:

Participating employees may contribute, through payroll deductions, from 1% to 15% of their eligible compensation up to a maximum as defined in the Internal Revenue Code as deferred contributions. Each participant's account is credited with the participant's contribution. As of January 1, 2006, the plan document was amended to a safe harbor 401(k) plan where the Employer shall make a matching contribution equal to 100% of the employee's salary deferral contributions up to the first 4% of their eligible compensation.

The Employer may decide to make a discretionary contribution to the Plan. The Employer contribution is allocated by the ratio that each eligible participant's compensation for the Plan year bears to the total compensation of all eligible participants for the Plan year.

Vesting

Participants are immediately vested in their elective deferral amounts and employer safe harbor matching contributions. Vesting in the employer discretionary contributions is based upon years of continuous service. Vesting increases with the accumulation of years of service. After two years of service, the participant is 20% vested. With the completion of each additional year of service, an additional 20% vesting is added. After six years of service, the participant is 100% vested. A participant becomes fully vested upon reaching normal retirement age, becoming permanently disabled, or upon death.

Participant Loans Receivable

Participants may borrow from their fund accounts a minimum of $500 up to 50% of their vested account balance, to a maximum of $50,000. Loan terms range from 1-5 years or up to 30 years for the purchase of a primary residence. The loans are generally secured by the balance in the participants' accounts and bear an interest rate equal to the current prime rate plus two percentage points. Principal and interest is paid ratably through monthly payroll deductions.

NOTE 3. THE PLAN – CONTINUED

Forfeitures

Forfeitures arising from participants with less than fully vested interests in the Plan are treated as a reduction in Employer contributions in the year in which the forfeiture occurs. There were no forfeitures in 2008.

Participant Accounts

Each participant's account is credited with the participant's contribution, plan earnings and allocations of the Employer's contribution. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

Upon enrollment in the Plan, a participant may direct the allocation of their contributions to any of sixteen investment fund options. Financial information relating to investments is included in the accompanying financial statements based on information provided by the trustee.

Risks and Uncertainties

The Plan provides for various investment options in mutual funds. These types of investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments securities, including those held by the Plan, it is at least reasonably possible the changes in the values of investment securities will occur in the near term and that such change could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 4. TERMINATION

Although it has not expressed any intent to do so, the Plan sponsor has the right to terminate, amend, or modify the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, Plan participants will become 100% vested in their Employer's contributions. After provisions for the expenses of administration, the proportionate interests will be distributed to the participants.

NOTE 5. PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under the Department of Labor Regulations as any fiduciary of the Plan, party rendering services to the Plan, the Employer and certain others. As such, transactions conducted by the trustee qualify as party-in-interest transactions.

NOTE 6. FAIR VALUE MEASUREMENT

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting No. 157, *Fair Value Measurements* (SFAS No. 157). SFAS No. 157 introduces a framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities. SFAS No. 157 for financial assets and liabilities is effective for fiscal years beginning after November 15, 2007. The Plan has adopted the standard for those assets and liabilities as of January 1, 2008 and the impact of adoption was not material to the financial statements. In November 2007, the FASB placed a one year deferral for the implementation of SFAS No. 157 for nonfinancial assets and liabilities. Currently, the Plan does not have any nonfinancial assets or liabilities. SFAS No. 157 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. SFAS No. 157 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 — Quoted prices in active markets for identical assets or liabilities.

Level 2 — Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual Funds

These investments are public investment vehicles valued using the Net Asset Value (NAV) provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within level 1 of the valuation hierarchy.

Loans to Participants

Loans to Plan participants are valued at cost plus accrued interest, which approximates fair value and are classified within Level 3 of the valuation hierarchy.

NOTE 6. FAIR VALUE MEASUREMENT – CONTINUED

Below are the Plan's financial instruments carried at fair value on a recurring basis by the FAS 157 fair value hierarchy levels as of December 31, 2008:

	Quoted Prices in Active Markets for Indentical Assets (Level 1)	Signficant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Mutual funds	$ 2,073,988	$ -	$ -	$ 2,073,988
Participant loans	-	-	92,231	92,231
Total assets	$ 2,073,988	$ -	$ 92,231	$ 2,166,219

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 investment assets and liabilities for the year ended December 31, 2008:

	Beginning Fair Value	Items Included in Net Income	Gains (Losses) in OCI	Sales, Issuances, Maturities, Settlements, Calls, Net	Transfers In or Out of Level 3, Net	Ending Fair Value
Participant Loans	$ 109,933	$ -	$ -	$ (17,702)	$ -	$ 92,231
Total	$ 109,933	$ -	$ -	$ (17,702)	$ -	$ 92,231

SUPPLEMENTAL SCHEDULE

PECAN DELUXE CANDY COMPANY, INC.
401(K) PLAN
SCHEDULE H, LINE4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 75-1052071
PLAN NUMBER 003
DECEMBER 31, 2008

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Aim Small CAP Growth Fund	Registered Investment Companies	NA	$ 8,401
	Franklin Income Fund	Registered Investment Companies	NA	55,846
	Oppenheimer International Growth	Registered Investment Companies	NA	68,718
	Victory Special Value Fund	Registered Investment Companies	NA	174,649
	Merrill Balanced Capital	Registered Investment Companies	NA	334,216
	Merrill Global Growth Fund	Registered Investment Companies	NA	315,022
	Merrill Large CAP Core Fund	Registered Investment Companies	NA	647,419
	Merrill Large CAP Growth	Registered Investment Companies	NA	36,728
	Merrill Large CAP Value Fund	Registered Investment Companies	NA	155,944
	Merrill Ready Assets Trust	Registered Investment Companies	NA	76,977
	Merrill Value Opportunity Fund, Inc.	Registered Investment Companies	NA	63,373
	Blackrock Lifecycle 2020	Registered Investment Companies	NA	449
	Blackrock Lifecycle 2030	Registered Investment Companies	NA	434
	Nationwide Investment Destin	Registered Investment Companies	NA	126
	Lord Abbett Total Return	Registered Investment Companies	NA	129,436
	Merrill High Yield Bond	Registered Investment Companies	NA	6,250
*	Participant Loans	Interest 6% to 11%	-0-	92,231
				$ 2,166,219

* Denotes party-in-interest