

<p>Form 5500</p> <p>Department of the Treasury Internal Revenue Service</p> <hr/> <p>Department of Labor Employee Benefits Security Administration</p> <hr/> <p>Pension Benefit Guaranty Corporation</p>	<p>Annual Return/Report of Employee Benefit Plan</p> <p>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).</p> <p>▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	<p>OMB Nos. 1210-0110 1210-0089</p> <hr/> <p style="font-size: 24pt; font-weight: bold; text-align: center;">2009</p> <hr/> <p style="text-align: center;">This Form is Open to Public Inspection</p>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information
<p>1a Name of plan <u>WATERLOO RESTAURANT VENTURES, INC. 401(K) PLAN</u></p> <p>2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>WATERLOO RESTAURANT VENTURES, INC.</u></p> <p><u>201 NE PARK PLAZA DRIVE</u> <u>201 NE PARK PLAZA DRIVE</u> <u>SUITE 295</u> <u>SUITE 295</u> <u>VANCOUVER, WA 98684</u> <u>VANCOUVER, WA 98684</u></p>	<p>1b Three-digit plan number (PN) ▶ <u>001</u></p> <p>1c Effective date of plan <u>07/01/2004</u></p> <p>2b Employer Identification Number (EIN) <u>30-0135209</u></p> <p>2c Sponsor's telephone number <u>360-253-9872</u></p> <p>2d Business code (see instructions) <u>722110</u></p>

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.	10/15/2010	PAUL ACKER
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") WATERLOO RESTAURANT VENTURES, INC. 201 NE PARK PLAZA DRIVE SUITE 295 VANCOUVER, WA 98684	3b Administrator's EIN 30-0135209 3c Administrator's telephone number 360-253-9872
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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
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5 Total number of participants at the beginning of the plan year	5	750
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	599
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	60
d Subtotal. Add lines 6a , 6b , and 6c	6d	659
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	659
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	114
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 2T

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) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
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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) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)
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**SCHEDULE C
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan <u>WATERLOO RESTAURANT VENTURES, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WATERLOO RESTAURANT VENTURES, INC.</u>	D Employer Identification Number (EIN) <u>30-0135209</u>	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... Yes No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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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)

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?
64 65	RECORDKEEPER	150	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

2009

This Form is Open to Public Inspection

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

<p>A Name of plan <u>WATERLOO RESTAURANT VENTURES, INC. 401(K) PLAN</u></p>	<p>B Three-digit plan number (PN) ▶ <u>001</u></p>
<p>C Plan sponsor's name as shown on line 2a of Form 5500 <u>WATERLOO RESTAURANT VENTURES, INC.</u></p>	<p>D Employer Identification Number (EIN) <u>30-0135209</u></p>

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)	15836 193884
(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)	671401 854615
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	
(15) Other	1c(15)	

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation.....	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	687237	1048499

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f).....	1l	687237	1048499
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	13825	
(B) Participants	2a(1)(B)	143909	
(C) Others (including rollovers).....	2a(1)(C)	60197	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	2a(3)		217931
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	116	
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(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)	20185	
(D) Total dividends. Add lines 2b(2)(A), (B), and (C)	2b(2)(D)		20185
(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)		213690
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		451922

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	90509	
(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)		90509
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	151	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		151
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		90660

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		361262
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) Unqualified (2) Qualified (3) Disclaimer (4) Adverse

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

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

(1) Name: THOMPSON KESSLER WIEST & BORQUIST (2) EIN: 20-5888003

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
4a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
4b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
4c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4e Was this plan covered by a fidelity bond?.....	X		70000
4f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
4j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
4k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
4l Has the plan failed to provide any benefit when due under the plan?		X	
4m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
4n 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.		X	

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)

SCHEDULE R (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2009 This Form is Open to Public Inspection.
--	--	---

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

A Name of plan <u>WATERLOO RESTAURANT VENTURES, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WATERLOO RESTAURANT VENTURES, INC.</u>	D Employer Identification Number (EIN) <u>30-0135209</u>	

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....

1	0
---	---

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
 EIN(s): 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 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	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 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(es). 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 items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (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 item 19(b)?
 Effective duration Macaulay duration Modified duration Other (specify): _____

Waterloo Restaurant Ventures, Inc.
401(k) Plan

Financial Statements
and Supplementary Information

December 31, 2009 and 2008

Waterloo Restaurant Ventures, Inc.
401(k) Plan

Financial Statements
and Supplementary Information

December 31, 2009 and 2008

C O N T E N T S

Report of Independent Auditors	1
Financial Statements	
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4
Supplementary Information	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	10



Report of Independent Auditors

To the Trustees of the
Waterloo Restaurant Ventures, Inc. 401(k) Plan
Vancouver, Washington

We were engaged to audit the financial statements of Waterloo Restaurant Ventures, Inc. 401(k) Plan as of December 31, 2009 and 2008, and for the years then ended, and supplementary information as of December 31, 2009 as listed in the accompanying table of contents. These financial statements and supplementary information are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplementary information. 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 and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee 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 supplementary information taken as a whole. The form and content of the information included in the financial statements and supplementary information, 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.

Portland, Oregon
October 4, 2010

Waterloo Restaurant Ventures, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits

	December 31,	
	<u>2009</u>	<u>2008</u>
<u>ASSETS</u>		
Registered investment companies, at fair value	\$ 1,048,499	\$ 687,237
<u>LIABILITIES</u>		
Excess contributions payable	<u>44,274</u>	<u>-</u>
Net assets available for benefits	<u>\$ 1,004,225</u>	<u>\$ 687,237</u>

See Notes to Financial Statements.

Waterloo Restaurant Ventures, Inc. 401(k) Plan
 Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31,	
	2009	2008
ADDITIONS TO (REDUCTIONS OF) NET ASSETS		
ATTRIBUTED TO:		
Net appreciation (depreciation) in fair value of investments	\$ 233,991	\$ (371,597)
Contributions:		
Employer	13,825	113,065
Participants	99,635	190,282
Rollovers	60,197	-
Total contributions	173,657	303,347
Total additions (reductions)	407,648	(68,250)
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	90,509	58,115
Administrative expenses	151	126
Total deductions	90,660	58,241
Net increase (decrease)	316,988	(126,491)
Net assets available for benefits:		
Beginning of year	687,237	813,728
End of year	\$ 1,004,225	\$ 687,237

See Notes to Financial Statements.

Waterloo Restaurant Ventures, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2009 and 2008

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Waterloo Restaurant Ventures, Inc. (the Company) 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan was adopted on July 1, 2004 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

General - The Plan is a defined contribution plan maintained for the benefit of all eligible employees of the Company. Hourly employees of the Company are eligible to enter the Plan on January 1 or July 1 after completing twelve months of service under the elapsed time method and attainment of age 18. Salaried employees must complete one hour of service and are eligible to enter the Plan on the first day of each month after attainment of age 18.

Contributions - Participants can contribute to the Plan up to the lesser of 100% of pretax compensation or the maximum annual 401(k) deferral. The maximum annual 401(k) deferral for 2009 and 2008 was \$16,500 and \$15,500, respectively. Participants who are age fifty or over could also contribute an additional \$5,500 and \$5,000 in 2009 and 2008, to the 401(k) portion of the Plan. Participants are permitted to make contributions on a before-tax or after-tax basis. Participants may also contribute amounts representing distributions from other qualified retirement plans. On February 25, 2009, the Company amended the Plan to replace the safe harbor matching contribution with a discretionary matching contribution. There were no discretionary matching contributions during 2009. Prior to February 25, 2009, the Plan was a safe harbor 401(k) plan under which the Company's matching contribution was equal to 100% of salary deferrals that did not exceed 3% of compensation plus 50% of salary deferrals between 3% and 5% of compensation. The Company made matching contributions of \$13,825 during 2009 before the plan amendment in February 2009. The Company made matching contributions of \$113,065 for the year ended December 31, 2008. The Company may also make discretionary profit sharing contributions. No discretionary profit sharing contributions were made for 2009 or 2008.

Contributions received from participants for 2009 are net of payments of \$44,274 to certain participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions for the Plan. The amounts are also included in the Plan's statement of net assets available for benefits as excess contributions payable as of December 31, 2009.

Vesting - Participants' interests are immediately vested in their elective deferral contributions and safe harbor employer matching contributions plus actual earnings thereon. Participants are vested in other employer contributions plus actual earnings thereon at a rate of 20% after two years of service and 20% per year of service thereafter, using the elapsed time method for determination of years of service. A participant is fully vested after six years of credited service. Participants vest immediately in their accounts when they reach normal retirement age of 65 or in the event of death or disability, as defined by the Plan.

Waterloo Restaurant Ventures, Inc. 401(k) Plan

Notes to Financial Statements - Continued

NOTE 1 - DESCRIPTION OF PLAN - Continued

Participant Accounts - Each participant's account is credited with the participant's contribution and allocations of employer contributions and actual earnings, and may be charged with an allocation of administrative expenses. Allocations are based on participant compensation or applicable account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants direct the investment of contributions into a variety of investment funds offered through Fidelity Investments. The investment options are comprised of a cross-section of equity, bond and balanced mutual funds. Participants may change their investment options daily.

Payment of Benefits - On attainment of age 59½, termination of service, death, disability, or retirement, the participant or designated beneficiary may elect to receive the vested interest in their account in a lump sum distribution. Participants may also elect to withdraw all or a portion of their rollover account balances at anytime. Benefit payments must commence by April 1 of the calendar year after the calendar year in which participants attain age 70½. Hardship withdrawals (as defined in the Plan document) are permitted up to the amount of participant deferral contributions. Certain limitations on future 401(k) contributions exist if a hardship withdrawal is taken.

Administrative Expenses - Certain administrative functions are performed by employees of the Company. No employee of the Company received compensation from the Plan. The Company at its election may pay all expenses relating to the administration of the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The financial statements of the Plan are prepared using the accrual method of accounting.

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

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded when earned. The Plan presents, in the statement of changes in net assets available for benefits, the net appreciation and depreciation in the fair value of its investments, which consists of the net realized gains (losses) and the unrealized appreciation (depreciation) on those investments.

Benefit Payments - Benefits are recorded when paid.

Waterloo Restaurant Ventures, Inc. 401(k) Plan
Notes to Financial Statements - Continued

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America and the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, requires the plan administrator to make estimates and assumptions that affect the reported amounts of Plan assets and liabilities, and changes therein during the reporting period, and disclosure of contingent assets and liabilities at the date of the financial statements. Accordingly, actual results may differ from those estimates.

Reclassifications - Certain 2008 amounts have been reclassified to conform to 2009 financial statement presentation.

NOTE 3 - INVESTMENTS

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

	December 31,	
	2009	2008
Registered investment companies:		
Fidelity Retirement Money Market Fund	\$ 193,840	
Fidelity Freedom 2030 Fund	189,035	\$ 246,801
Fidelity Freedom 2045 Fund	144,943	87,510
Fidelity Freedom 2040 Fund	118,947	95,797
Fidelity Freedom 2020 Fund	89,308	68,807
Fidelity Freedom 2050 Fund	-	36,997

NOTE 4 - FAIR VALUE MEASUREMENTS

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009:

	Level 1
Registered investment companies:	
Target funds	\$ 661,223
Money Market Funds	193,884
Blend funds	54,338
Growth funds	44,877
Term bond funds	27,752
Value bond funds	27,338
Foreign blend funds	22,192
Foreign growth funds	15,079
Other funds	1,816
Total assets at fair value	\$ 1,048,499

Waterloo Restaurant Ventures, Inc. 401(k) Plan
Notes to Financial Statements - Continued

NOTE 4 - FAIR VALUE MEASUREMENTS - Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008:

	<u>Level 1</u>
Registered investment companies:	
Target funds	\$ 589,413
Blend funds	18,075
Growth funds	17,358
Money Market Funds	15,836
Foreign blend funds	13,806
Value bond funds	12,687
Term bond funds	12,451
Foreign growth funds	7,410
Other funds	201
Total assets at fair value	<u>\$ 687,237</u>

The Financial Accounting Standards Board Accounting Standards Codification establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. 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 Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value.

The fair value of registered investment companies is based on the quoted net asset values of the shares held by the Plan at year-end. All of the Plan's investments were valued using Level 1 measurements.

The preceding methods described may produce a fair value calculation 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.

NOTE 5 - INFORMATION CERTIFIED BY THE TRUSTEE OF THE PLAN

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity Management Trust Company, the trustee of the Plan, as complete and accurate except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplementary information:

Waterloo Restaurant Ventures, Inc. 401(k) Plan

Notes to Financial Statements - Continued

NOTE 5 - INFORMATION CERTIFIED BY THE TRUSTEE OF THE PLAN - Continued

(a) Investments held and certified:

	December 31,	
	<u>2009</u>	<u>2008</u>
Registered investment companies	\$ 1,048,499	\$ 687,237

(b) Investment income and expenses certified:

	Year Ended December 31,	
	<u>2009</u>	<u>2008</u>
Net appreciation (depreciation) in fair value of investments	\$ 233,991	\$ (371,597)

NOTE 6 - RELATED PARTY TRANSACTIONS

The Plan invests in shares of mutual funds managed by Fidelity Investments, which is affiliated with Fidelity Management Trust Company, the trustee of the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules under ERISA.

NOTE 7 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event that the plan is terminated, all participants will become fully vested in employer contributions allocated to their account.

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

	December 31,	
	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 1,004,225	\$ 687,237
Excess contributions accrued in the financial statements but not on Form 5500	<u>44,274</u>	<u>-</u>
Net assets available for benefits per the Form 5500	<u>\$ 1,048,499</u>	<u>\$ 687,237</u>

The net increase in net assets available for benefits for the year ended December 31, 2009 per the financial statements is less than the net increase per the Form 5500 by \$44,274 as a result of the difference noted above.

Waterloo Restaurant Ventures, Inc. 401(k) Plan
Notes to Financial Statements - Continued

NOTE 9 - TAX STATUS

The plan has received a determination letter from the IRS dated July 7, 2010, stating that the plan is qualified under the Internal Revenue Code (IRC) Section 401(a), and therefore, the related trust is exempt from taxation. Once qualified, the plan is required to operate in conformity with the IRC to maintain its qualification. The plan administrator believes the plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the plan is qualified and the related trust is tax exempt.

NOTE 10 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 11 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 4, 2010, which is the date of the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

Waterloo Restaurant Ventures, Inc. 401(k) Plan

EIN: 30-0135209

Plan Number: 001

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

December 31, 2009

(a)	Identity of issue, borrower, lessor or similar party (b)	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value (c)	Cost (d)	Current value (e)
Registered investment companies:				
*	Fidelity Retirement Money Market Portfolio	193,839.780 shares	\$ 193,840	\$ 193,840
*	Fidelity Freedom 2030	15,257.043 shares	238,658	189,035
*	Fidelity Freedom 2045	17,112.505 shares	167,487	144,943
*	Fidelity Freedom 2040	16,612.657 shares	141,669	118,947
*	Fidelity Freedom 2020	7,116.201 shares	113,307	89,308
*	Fidelity Freedom 2050	5,800.523 shares	57,566	48,434
*	Fidelity Freedom 2035	3,551.759 shares	43,388	36,441
*	Fidelity Equity Income	579.946 shares	24,229	22,699
*	Fidelity Leveraged Company Stock	951.387 shares	20,329	21,806
*	Fidelity Export and Multinational	1,032.307 shares	23,233	20,254
*	Fidelity Freedom 2010	1,417.085 shares	19,078	17,728
*	Fidelity Intermediate Bond	1,696.899 shares	17,013	17,224
*	Fidelity International Capital Appreciation	1,329.687 shares	16,974	15,079
*	Fidelity Freedom 2025	1,442.827 shares	16,335	14,991
*	Fidelity Overseas	394.400 shares	13,828	12,199
*	Fidelity Value Strategies	521.330 shares	12,153	11,527
*	Fidelity International Discovery	329.263 shares	10,516	9,993
*	Fidelity Blue Chip Growth	253.503 shares	7,771	9,620
*	Fidelity Investment Grade Bond	1,358.786 shares	9,590	9,566
*	Fidelity Small Cap Discovery	571.270 shares	7,856	8,878
*	Fidelity OTC Portfolio	139.776 shares	4,877	6,391
*	Fidelity Dividend Growth	265.067 shares	6,104	6,274
*	Fidelity Fifty	397.078 shares	5,235	5,972
*	Fidelity	157.500 shares	4,207	4,464
*	Fidelity Small Cap Value	212.000 shares	2,440	2,688
*	Fidelity Puritan	100.544 shares	1,498	1,615
*	Fidelity Freedom 2000	122.960 shares	1,357	1,396
*	Fidelity Value Discovery	107.953 shares	1,257	1,389
*	Fidelity Capital Appreciation	59.618 shares	1,315	1,278
*	Fidelity Equity Income II	77.398 shares	1,128	1,264
*	Fidelity Growth Strategies	73.123 shares	1,238	1,190
*	Fidelity Total Bond	83.087 shares	848	870
*	Fidelity Large Cap Value	40.077 shares	451	390
*	Fidelity Value	5.231 shares	277	297
*	Fidelity Real Estate Investment Portfolio	10.036 shares	161	201
*	Fidelity Mid Cap Growth	12.879 shares	133	127
*	Fidelity Short-Term Bond	11.054 shares	92	92
*	Fidelity Large Cap Stock	3.026 shares	45	45
*	Fidelity Prime	43.870 shares	44	44
			<u>\$ 1,187,527</u>	<u>\$ 1,048,499</u>

* A party-in-interest as defined by ERISA.

See Report of Independent Auditors.

Waterloo Restaurant Ventures, Inc.
401(k) Plan

Financial Statements
and Supplementary Information

December 31, 2009 and 2008

Waterloo Restaurant Ventures, Inc.
401(k) Plan

Financial Statements
and Supplementary Information

December 31, 2009 and 2008

C O N T E N T S

Report of Independent Auditors	1
Financial Statements	
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4
Supplementary Information	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	10



Report of Independent Auditors

To the Trustees of the
Waterloo Restaurant Ventures, Inc. 401(k) Plan
Vancouver, Washington

We were engaged to audit the financial statements of Waterloo Restaurant Ventures, Inc. 401(k) Plan as of December 31, 2009 and 2008, and for the years then ended, and supplementary information as of December 31, 2009 as listed in the accompanying table of contents. These financial statements and supplementary information are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplementary information. 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 and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee 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 supplementary information taken as a whole. The form and content of the information included in the financial statements and supplementary information, 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.

Portland, Oregon
October 4, 2010

Waterloo Restaurant Ventures, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits

	December 31,	
	<u>2009</u>	<u>2008</u>
<u>ASSETS</u>		
Registered investment companies, at fair value	\$ 1,048,499	\$ 687,237
<u>LIABILITIES</u>		
Excess contributions payable	<u>44,274</u>	<u>-</u>
Net assets available for benefits	<u>\$ 1,004,225</u>	<u>\$ 687,237</u>

See Notes to Financial Statements.

Waterloo Restaurant Ventures, Inc. 401(k) Plan
 Statements of Changes in Net Assets Available for Benefits

	<u>Year Ended December 31,</u> 2009	<u>2008</u>
ADDITIONS TO (REDUCTIONS OF) NET ASSETS		
ATTRIBUTED TO:		
Net appreciation (depreciation) in fair value of investments	\$ 233,991	\$ (371,597)
Contributions:		
Employer	13,825	113,065
Participants	99,635	190,282
Rollovers	60,197	-
Total contributions	<u>173,657</u>	<u>303,347</u>
Total additions (reductions)	407,648	(68,250)
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	90,509	58,115
Administrative expenses	151	126
Total deductions	<u>90,660</u>	<u>58,241</u>
Net increase (decrease)	316,988	(126,491)
Net assets available for benefits:		
Beginning of year	<u>687,237</u>	<u>813,728</u>
End of year	<u><u>\$ 1,004,225</u></u>	<u><u>\$ 687,237</u></u>

See Notes to Financial Statements.

Waterloo Restaurant Ventures, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2009 and 2008

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Waterloo Restaurant Ventures, Inc. (the Company) 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan was adopted on July 1, 2004 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

General - The Plan is a defined contribution plan maintained for the benefit of all eligible employees of the Company. Hourly employees of the Company are eligible to enter the Plan on January 1 or July 1 after completing twelve months of service under the elapsed time method and attainment of age 18. Salaried employees must complete one hour of service and are eligible to enter the Plan on the first day of each month after attainment of age 18.

Contributions - Participants can contribute to the Plan up to the lesser of 100% of pretax compensation or the maximum annual 401(k) deferral. The maximum annual 401(k) deferral for 2009 and 2008 was \$16,500 and \$15,500, respectively. Participants who are age fifty or over could also contribute an additional \$5,500 and \$5,000 in 2009 and 2008, to the 401(k) portion of the Plan. Participants are permitted to make contributions on a before-tax or after-tax basis. Participants may also contribute amounts representing distributions from other qualified retirement plans. On February 25, 2009, the Company amended the Plan to replace the safe harbor matching contribution with a discretionary matching contribution. There were no discretionary matching contributions during 2009. Prior to February 25, 2009, the Plan was a safe harbor 401(k) plan under which the Company's matching contribution was equal to 100% of salary deferrals that did not exceed 3% of compensation plus 50% of salary deferrals between 3% and 5% of compensation. The Company made matching contributions of \$13,825 during 2009 before the plan amendment in February 2009. The Company made matching contributions of \$113,065 for the year ended December 31, 2008. The Company may also make discretionary profit sharing contributions. No discretionary profit sharing contributions were made for 2009 or 2008.

Contributions received from participants for 2009 are net of payments of \$44,274 to certain participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions for the Plan. The amounts are also included in the Plan's statement of net assets available for benefits as excess contributions payable as of December 31, 2009.

Vesting - Participants' interests are immediately vested in their elective deferral contributions and safe harbor employer matching contributions plus actual earnings thereon. Participants are vested in other employer contributions plus actual earnings thereon at a rate of 20% after two years of service and 20% per year of service thereafter, using the elapsed time method for determination of years of service. A participant is fully vested after six years of credited service. Participants vest immediately in their accounts when they reach normal retirement age of 65 or in the event of death or disability, as defined by the Plan.

Waterloo Restaurant Ventures, Inc. 401(k) Plan

Notes to Financial Statements - Continued

NOTE 1 - DESCRIPTION OF PLAN - Continued

Participant Accounts - Each participant's account is credited with the participant's contribution and allocations of employer contributions and actual earnings, and may be charged with an allocation of administrative expenses. Allocations are based on participant compensation or applicable account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants direct the investment of contributions into a variety of investment funds offered through Fidelity Investments. The investment options are comprised of a cross-section of equity, bond and balanced mutual funds. Participants may change their investment options daily.

Payment of Benefits - On attainment of age 59½, termination of service, death, disability, or retirement, the participant or designated beneficiary may elect to receive the vested interest in their account in a lump sum distribution. Participants may also elect to withdraw all or a portion of their rollover account balances at anytime. Benefit payments must commence by April 1 of the calendar year after the calendar year in which participants attain age 70½. Hardship withdrawals (as defined in the Plan document) are permitted up to the amount of participant deferral contributions. Certain limitations on future 401(k) contributions exist if a hardship withdrawal is taken.

Administrative Expenses - Certain administrative functions are performed by employees of the Company. No employee of the Company received compensation from the Plan. The Company at its election may pay all expenses relating to the administration of the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The financial statements of the Plan are prepared using the accrual method of accounting.

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

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded when earned. The Plan presents, in the statement of changes in net assets available for benefits, the net appreciation and depreciation in the fair value of its investments, which consists of the net realized gains (losses) and the unrealized appreciation (depreciation) on those investments.

Benefit Payments - Benefits are recorded when paid.

Waterloo Restaurant Ventures, Inc. 401(k) Plan
Notes to Financial Statements - Continued

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America and the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, requires the plan administrator to make estimates and assumptions that affect the reported amounts of Plan assets and liabilities, and changes therein during the reporting period, and disclosure of contingent assets and liabilities at the date of the financial statements. Accordingly, actual results may differ from those estimates.

Reclassifications - Certain 2008 amounts have been reclassified to conform to 2009 financial statement presentation.

NOTE 3 - INVESTMENTS

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

	December 31,	
	2009	2008
Registered investment companies:		
Fidelity Retirement Money Market Fund	\$ 193,840	
Fidelity Freedom 2030 Fund	189,035	\$ 246,801
Fidelity Freedom 2045 Fund	144,943	87,510
Fidelity Freedom 2040 Fund	118,947	95,797
Fidelity Freedom 2020 Fund	89,308	68,807
Fidelity Freedom 2050 Fund	-	36,997

NOTE 4 - FAIR VALUE MEASUREMENTS

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009:

	Level 1
Registered investment companies:	
Target funds	\$ 661,223
Money Market Funds	193,884
Blend funds	54,338
Growth funds	44,877
Term bond funds	27,752
Value bond funds	27,338
Foreign blend funds	22,192
Foreign growth funds	15,079
Other funds	1,816
Total assets at fair value	\$ 1,048,499

Waterloo Restaurant Ventures, Inc. 401(k) Plan
Notes to Financial Statements - Continued

NOTE 4 - FAIR VALUE MEASUREMENTS - Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008:

	<u>Level 1</u>
Registered investment companies:	
Target funds	\$ 589,413
Blend funds	18,075
Growth funds	17,358
Money Market Funds	15,836
Foreign blend funds	13,806
Value bond funds	12,687
Term bond funds	12,451
Foreign growth funds	7,410
Other funds	201
Total assets at fair value	<u>\$ 687,237</u>

The Financial Accounting Standards Board Accounting Standards Codification establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. 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 Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value.

The fair value of registered investment companies is based on the quoted net asset values of the shares held by the Plan at year-end. All of the Plan's investments were valued using Level 1 measurements.

The preceding methods described may produce a fair value calculation 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.

NOTE 5 - INFORMATION CERTIFIED BY THE TRUSTEE OF THE PLAN

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity Management Trust Company, the trustee of the Plan, as complete and accurate except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplementary information:

Waterloo Restaurant Ventures, Inc. 401(k) Plan

Notes to Financial Statements - Continued

NOTE 5 - INFORMATION CERTIFIED BY THE TRUSTEE OF THE PLAN - Continued

(a) Investments held and certified:

	December 31,	
	<u>2009</u>	<u>2008</u>
Registered investment companies	\$ 1,048,499	\$ 687,237

(b) Investment income and expenses certified:

	Year Ended December 31,	
	<u>2009</u>	<u>2008</u>
Net appreciation (depreciation) in fair value of investments	\$ 233,991	\$ (371,597)

NOTE 6 - RELATED PARTY TRANSACTIONS

The Plan invests in shares of mutual funds managed by Fidelity Investments, which is affiliated with Fidelity Management Trust Company, the trustee of the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules under ERISA.

NOTE 7 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event that the plan is terminated, all participants will become fully vested in employer contributions allocated to their account.

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

	December 31,	
	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 1,004,225	\$ 687,237
Excess contributions accrued in the financial statements but not on Form 5500	<u>44,274</u>	<u>-</u>
Net assets available for benefits per the Form 5500	<u>\$ 1,048,499</u>	<u>\$ 687,237</u>

The net increase in net assets available for benefits for the year ended December 31, 2009 per the financial statements is less than the net increase per the Form 5500 by \$44,274 as a result of the difference noted above.

Waterloo Restaurant Ventures, Inc. 401(k) Plan
Notes to Financial Statements - Continued

NOTE 9 - TAX STATUS

The plan has received a determination letter from the IRS dated July 7, 2010, stating that the plan is qualified under the Internal Revenue Code (IRC) Section 401(a), and therefore, the related trust is exempt from taxation. Once qualified, the plan is required to operate in conformity with the IRC to maintain its qualification. The plan administrator believes the plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the plan is qualified and the related trust is tax exempt.

NOTE 10 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 11 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 4, 2010, which is the date of the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

Waterloo Restaurant Ventures, Inc. 401(k) Plan

EIN: 30-0135209

Plan Number: 001

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

December 31, 2009

(a)	Identity of issue, borrower, lessor or similar party (b)	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value (c)	Cost (d)	Current value (e)
Registered investment companies:				
*	Fidelity Retirement Money Market Portfolio	193,839.780 shares	\$ 193,840	\$ 193,840
*	Fidelity Freedom 2030	15,257.043 shares	238,658	189,035
*	Fidelity Freedom 2045	17,112.505 shares	167,487	144,943
*	Fidelity Freedom 2040	16,612.657 shares	141,669	118,947
*	Fidelity Freedom 2020	7,116.201 shares	113,307	89,308
*	Fidelity Freedom 2050	5,800.523 shares	57,566	48,434
*	Fidelity Freedom 2035	3,551.759 shares	43,388	36,441
*	Fidelity Equity Income	579.946 shares	24,229	22,699
*	Fidelity Leveraged Company Stock	951.387 shares	20,329	21,806
*	Fidelity Export and Multinational	1,032.307 shares	23,233	20,254
*	Fidelity Freedom 2010	1,417.085 shares	19,078	17,728
*	Fidelity Intermediate Bond	1,696.899 shares	17,013	17,224
*	Fidelity International Capital Appreciation	1,329.687 shares	16,974	15,079
*	Fidelity Freedom 2025	1,442.827 shares	16,335	14,991
*	Fidelity Overseas	394.400 shares	13,828	12,199
*	Fidelity Value Strategies	521.330 shares	12,153	11,527
*	Fidelity International Discovery	329.263 shares	10,516	9,993
*	Fidelity Blue Chip Growth	253.503 shares	7,771	9,620
*	Fidelity Investment Grade Bond	1,358.786 shares	9,590	9,566
*	Fidelity Small Cap Discovery	571.270 shares	7,856	8,878
*	Fidelity OTC Portfolio	139.776 shares	4,877	6,391
*	Fidelity Dividend Growth	265.067 shares	6,104	6,274
*	Fidelity Fifty	397.078 shares	5,235	5,972
*	Fidelity	157.500 shares	4,207	4,464
*	Fidelity Small Cap Value	212.000 shares	2,440	2,688
*	Fidelity Puritan	100.544 shares	1,498	1,615
*	Fidelity Freedom 2000	122.960 shares	1,357	1,396
*	Fidelity Value Discovery	107.953 shares	1,257	1,389
*	Fidelity Capital Appreciation	59.618 shares	1,315	1,278
*	Fidelity Equity Income II	77.398 shares	1,128	1,264
*	Fidelity Growth Strategies	73.123 shares	1,238	1,190
*	Fidelity Total Bond	83.087 shares	848	870
*	Fidelity Large Cap Value	40.077 shares	451	390
*	Fidelity Value	5.231 shares	277	297
*	Fidelity Real Estate Investment Portfolio	10.036 shares	161	201
*	Fidelity Mid Cap Growth	12.879 shares	133	127
*	Fidelity Short-Term Bond	11.054 shares	92	92
*	Fidelity Large Cap Stock	3.026 shares	45	45
*	Fidelity Prime	43.870 shares	44	44
			<u>\$ 1,187,527</u>	<u>\$ 1,048,499</u>

* A party-in-interest as defined by ERISA.

See Report of Independent Auditors.

Waterloo Restaurant Ventures, Inc. 401(k) Plan

EIN: 30-0135209

Plan Number: 001

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

December 31, 2009

(a)	Identity of issue, borrower, lessor or similar party (b)	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value (c)	Cost (d)	Current value (e)
Registered investment companies:				
*	Fidelity Retirement Money Market Portfolio	193,839.780 shares	\$ 193,840	\$ 193,840
*	Fidelity Freedom 2030	15,257.043 shares	238,658	189,035
*	Fidelity Freedom 2045	17,112.505 shares	167,487	144,943
*	Fidelity Freedom 2040	16,612.657 shares	141,669	118,947
*	Fidelity Freedom 2020	7,116.201 shares	113,307	89,308
*	Fidelity Freedom 2050	5,800.523 shares	57,566	48,434
*	Fidelity Freedom 2035	3,551.759 shares	43,388	36,441
*	Fidelity Equity Income	579.946 shares	24,229	22,699
*	Fidelity Leveraged Company Stock	951.387 shares	20,329	21,806
*	Fidelity Export and Multinational	1,032.307 shares	23,233	20,254
*	Fidelity Freedom 2010	1,417.085 shares	19,078	17,728
*	Fidelity Intermediate Bond	1,696.899 shares	17,013	17,224
*	Fidelity International Capital Appreciation	1,329.687 shares	16,974	15,079
*	Fidelity Freedom 2025	1,442.827 shares	16,335	14,991
*	Fidelity Overseas	394.400 shares	13,828	12,199
*	Fidelity Value Strategies	521.330 shares	12,153	11,527
*	Fidelity International Discovery	329.263 shares	10,516	9,993
*	Fidelity Blue Chip Growth	253.503 shares	7,771	9,620
*	Fidelity Investment Grade Bond	1,358.786 shares	9,590	9,566
*	Fidelity Small Cap Discovery	571.270 shares	7,856	8,878
*	Fidelity OTC Portfolio	139.776 shares	4,877	6,391
*	Fidelity Dividend Growth	265.067 shares	6,104	6,274
*	Fidelity Fifty	397.078 shares	5,235	5,972
*	Fidelity	157.500 shares	4,207	4,464
*	Fidelity Small Cap Value	212.000 shares	2,440	2,688
*	Fidelity Puritan	100.544 shares	1,498	1,615
*	Fidelity Freedom 2000	122.960 shares	1,357	1,396
*	Fidelity Value Discovery	107.953 shares	1,257	1,389
*	Fidelity Capital Appreciation	59.618 shares	1,315	1,278
*	Fidelity Equity Income II	77.398 shares	1,128	1,264
*	Fidelity Growth Strategies	73.123 shares	1,238	1,190
*	Fidelity Total Bond	83.087 shares	848	870
*	Fidelity Large Cap Value	40.077 shares	451	390
*	Fidelity Value	5.231 shares	277	297
*	Fidelity Real Estate Investment Portfolio	10.036 shares	161	201
*	Fidelity Mid Cap Growth	12.879 shares	133	127
*	Fidelity Short-Term Bond	11.054 shares	92	92
*	Fidelity Large Cap Stock	3.026 shares	45	45
*	Fidelity Prime	43.870 shares	44	44
			<u>\$ 1,187,527</u>	<u>\$ 1,048,499</u>

* A party-in-interest as defined by ERISA.

See Report of Independent Auditors.