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| <b>Form 5500-SF</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Short Form Annual Return/Report of Small Employee Benefit Plan</b><br><br>This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► Complete all entries in accordance with the instructions to the Form 5500-SF.</b> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2010</b><br><br><b>This Form is Open to Public Inspection</b> |
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| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                             |
| For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u> |                                                                                                                                                                                                                             |
| <b>A</b> This return/report is for:                                                                      | <input checked="" type="checkbox"/> single-employer plan <input type="checkbox"/> multiple-employer plan (not multiemployer) <input type="checkbox"/> one-participant plan                                                  |
| <b>B</b> This return/report is for:                                                                      | <input type="checkbox"/> first return/report <input type="checkbox"/> final return/report<br><input type="checkbox"/> an amended return/report <input type="checkbox"/> short plan year return/report (less than 12 months) |
| <b>C</b> Check box if filing under:                                                                      | <input type="checkbox"/> Form 5558 <input type="checkbox"/> automatic extension <input type="checkbox"/> DFVC program<br><input type="checkbox"/> special extension (enter description)                                     |

|                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                              |                                          |            |                                                       |  |
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| <b>Part II</b>                                                                                                                                                                                                       | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                               |                                          |            |                                                       |  |
| <b>1a</b> Name of plan<br><u>ARBY'S FOUNDATION 401(K) RETIREMENT PLAN</u>                                                                                                                                            | <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;"><b>1b</b> Three-digit plan number (PN) ►</td> <td style="width:40%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>01/01/2001</u></td> </tr> </table> | <b>1b</b> Three-digit plan number (PN) ► | <u>001</u> | <b>1c</b> Effective date of plan<br><u>01/01/2001</u> |  |
| <b>1b</b> Three-digit plan number (PN) ►                                                                                                                                                                             | <u>001</u>                                                                                                                                                                                                                                                                                                   |                                          |            |                                                       |  |
| <b>1c</b> Effective date of plan<br><u>01/01/2001</u>                                                                                                                                                                |                                                                                                                                                                                                                                                                                                              |                                          |            |                                                       |  |
| <b>2a</b> Plan sponsor's name and address (employer, if for single-employer plan)<br><u>ARBYS FOUNDATION, INC.</u><br><br><u>1155 PERIMETER CTR W STE 1200</u><br><u>ATLANTA, GA 30338-5464</u>                      | <b>2b</b> Employer Identification Number (EIN) <u>58-1692997</u>                                                                                                                                                                                                                                             |                                          |            |                                                       |  |
|                                                                                                                                                                                                                      | <b>2c</b> Plan sponsor's telephone number<br><u>678-514-4283</u>                                                                                                                                                                                                                                             |                                          |            |                                                       |  |
|                                                                                                                                                                                                                      | <b>2d</b> Business code (see instructions)<br><u>722110</u>                                                                                                                                                                                                                                                  |                                          |            |                                                       |  |
| <b>3a</b> Plan administrator's name and address (if same as Plan sponsor, enter "Same")<br><u>ARBYS FOUNDATION, INC.</u><br><u>1155 PERIMETER CTR W STE 1200</u><br><u>ATLANTA, GA 30338-5464</u>                    | <b>3b</b> Administrator's EIN<br><u>58-1692997</u>                                                                                                                                                                                                                                                           |                                          |            |                                                       |  |
|                                                                                                                                                                                                                      | <b>3c</b> Administrator's telephone number<br><u>678-514-4283</u>                                                                                                                                                                                                                                            |                                          |            |                                                       |  |
| <b>4</b> 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. Sponsor's name               | <b>4b</b> EIN                                                                                                                                                                                                                                                                                                |                                          |            |                                                       |  |
|                                                                                                                                                                                                                      | <b>4c</b> PN                                                                                                                                                                                                                                                                                                 |                                          |            |                                                       |  |
| <b>5a</b> Total number of participants at the beginning of the plan year .....                                                                                                                                       | <b>5a</b> <u>16</u>                                                                                                                                                                                                                                                                                          |                                          |            |                                                       |  |
| <b>b</b> Total number of participants at the end of the plan year .....                                                                                                                                              | <b>5b</b> <u>14</u>                                                                                                                                                                                                                                                                                          |                                          |            |                                                       |  |
| <b>c</b> Total number of participants with account balances as of the end of the plan year (defined benefit plans do not complete this item).....                                                                    | <b>5c</b> <u>13</u>                                                                                                                                                                                                                                                                                          |                                          |            |                                                       |  |
| <b>6a</b> Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.) .....                                                                                                  | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                          |                                          |            |                                                       |  |
| <b>b</b> Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.)..... | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                          |                                          |            |                                                       |  |
| <b>If you answered "No" to either 6a or 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.</b>                                                                                                     |                                                                                                                                                                                                                                                                                                              |                                          |            |                                                       |  |

| <b>Part III</b>                                                                                     | <b>Financial Information</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                 |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
|-----------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|-----------------------------------------------------|---------------|---------------|---------------------------------------|--------------|----------|---------------------------------------------------------------|---------------|---------------|----------------------------------------------|--------------|--|-----------------------------------|--------------|--|---------------------------------------------------------------------|--|---------------|-----------------------------------------------------------------------------------------------------|--------------|--|--------------------------------------------------------------------------------|----------|--|------------------------------------------------------------------------------|-------------|--|------------------------------|----------|--|-------------------------------------------------------------|--|--------------|-----------------------------------------------------------------|--|---------------|----------------------------------------------------------------|----------|--|
| <b>7</b> Plan Assets and Liabilities                                                                | <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th></th> <th style="width:20%; text-align: center;">(a) Beginning of Year</th> <th style="width:20%; text-align: center;">(b) End of Year</th> </tr> <tr> <td><b>a</b> Total plan assets .....</td> <td style="text-align: right;"><u>261896</u></td> <td style="text-align: right;"><u>368724</u></td> </tr> <tr> <td><b>b</b> Total plan liabilities .....</td> <td style="text-align: right;"><u>0</u></td> <td style="text-align: right;"><u>0</u></td> </tr> <tr> <td><b>c</b> Net plan assets (subtract line 7b from line 7a).....</td> <td style="text-align: right;"><u>261896</u></td> <td style="text-align: right;"><u>368724</u></td> </tr> </table>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                 | (a) Beginning of Year | (b) End of Year | <b>a</b> Total plan assets .....                    | <u>261896</u> | <u>368724</u> | <b>b</b> Total plan liabilities ..... | <u>0</u>     | <u>0</u> | <b>c</b> Net plan assets (subtract line 7b from line 7a)..... | <u>261896</u> | <u>368724</u> |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
|                                                                                                     | (a) Beginning of Year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | (b) End of Year |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
| <b>a</b> Total plan assets .....                                                                    | <u>261896</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <u>368724</u>   |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
| <b>b</b> Total plan liabilities .....                                                               | <u>0</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <u>0</u>        |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
| <b>c</b> Net plan assets (subtract line 7b from line 7a).....                                       | <u>261896</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <u>368724</u>   |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
| <b>8</b> Income, Expenses, and Transfers for this Plan Year                                         | <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th></th> <th style="width:20%; text-align: center;">(a) Amount</th> <th style="width:20%; text-align: center;">(b) Total</th> </tr> <tr> <td><b>a</b> Contributions received or receivable from:</td> <td></td> <td></td> </tr> <tr> <td>  <b>(1)</b> Employers .....</td> <td style="text-align: right;"><u>26180</u></td> <td></td> </tr> <tr> <td>  <b>(2)</b> Participants .....</td> <td style="text-align: right;"><u>62234</u></td> <td></td> </tr> <tr> <td>  <b>(3)</b> Others (including rollovers).....</td> <td style="text-align: right;"><u>43666</u></td> <td></td> </tr> <tr> <td><b>b</b> Other income (loss).....</td> <td style="text-align: right;"><u>52610</u></td> <td></td> </tr> <tr> <td><b>c</b> Total income (add lines 8a(1), 8a(2), 8a(3), and 8b) .....</td> <td></td> <td style="text-align: right;"><u>184690</u></td> </tr> <tr> <td><b>d</b> Benefits paid (including direct rollovers and insurance premiums to provide benefits).....</td> <td style="text-align: right;"><u>72045</u></td> <td></td> </tr> <tr> <td><b>e</b> Certain deemed and/or corrective distributions (see instructions)....</td> <td style="text-align: right;"><u>0</u></td> <td></td> </tr> <tr> <td><b>f</b> Administrative service providers (salaries, fees, commissions).....</td> <td style="text-align: right;"><u>5817</u></td> <td></td> </tr> <tr> <td><b>g</b> Other expenses.....</td> <td style="text-align: right;"><u>0</u></td> <td></td> </tr> <tr> <td><b>h</b> Total expenses (add lines 8d, 8e, 8f, and 8g).....</td> <td></td> <td style="text-align: right;"><u>77862</u></td> </tr> <tr> <td><b>i</b> Net income (loss) (subtract line 8h from line 8c).....</td> <td></td> <td style="text-align: right;"><u>106828</u></td> </tr> <tr> <td><b>j</b> Transfers to (from) the plan (see instructions) .....</td> <td style="text-align: right;"><u>0</u></td> <td></td> </tr> </table> |                 | (a) Amount            | (b) Total       | <b>a</b> Contributions received or receivable from: |               |               | <b>(1)</b> Employers .....            | <u>26180</u> |          | <b>(2)</b> Participants .....                                 | <u>62234</u>  |               | <b>(3)</b> Others (including rollovers)..... | <u>43666</u> |  | <b>b</b> Other income (loss)..... | <u>52610</u> |  | <b>c</b> Total income (add lines 8a(1), 8a(2), 8a(3), and 8b) ..... |  | <u>184690</u> | <b>d</b> Benefits paid (including direct rollovers and insurance premiums to provide benefits)..... | <u>72045</u> |  | <b>e</b> Certain deemed and/or corrective distributions (see instructions).... | <u>0</u> |  | <b>f</b> Administrative service providers (salaries, fees, commissions)..... | <u>5817</u> |  | <b>g</b> Other expenses..... | <u>0</u> |  | <b>h</b> Total expenses (add lines 8d, 8e, 8f, and 8g)..... |  | <u>77862</u> | <b>i</b> Net income (loss) (subtract line 8h from line 8c)..... |  | <u>106828</u> | <b>j</b> Transfers to (from) the plan (see instructions) ..... | <u>0</u> |  |
|                                                                                                     | (a) Amount                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | (b) Total       |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
| <b>a</b> Contributions received or receivable from:                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                 |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
| <b>(1)</b> Employers .....                                                                          | <u>26180</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                 |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
| <b>(2)</b> Participants .....                                                                       | <u>62234</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                 |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
| <b>(3)</b> Others (including rollovers).....                                                        | <u>43666</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                 |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
| <b>b</b> Other income (loss).....                                                                   | <u>52610</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                 |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
| <b>c</b> Total income (add lines 8a(1), 8a(2), 8a(3), and 8b) .....                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <u>184690</u>   |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
| <b>d</b> Benefits paid (including direct rollovers and insurance premiums to provide benefits)..... | <u>72045</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                 |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
| <b>e</b> Certain deemed and/or corrective distributions (see instructions)....                      | <u>0</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                 |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
| <b>f</b> Administrative service providers (salaries, fees, commissions).....                        | <u>5817</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                 |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
| <b>g</b> Other expenses.....                                                                        | <u>0</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                 |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
| <b>h</b> Total expenses (add lines 8d, 8e, 8f, and 8g).....                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <u>77862</u>    |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
| <b>i</b> Net income (loss) (subtract line 8h from line 8c).....                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <u>106828</u>   |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |
| <b>j</b> Transfers to (from) the plan (see instructions) .....                                      | <u>0</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                 |                       |                 |                                                     |               |               |                                       |              |          |                                                               |               |               |                                              |              |  |                                   |              |  |                                                                     |  |               |                                                                                                     |              |  |                                                                                |          |  |                                                                              |             |  |                              |          |  |                                                             |  |              |                                                                 |  |               |                                                                |          |  |

**Part IV Plan Characteristics****9a** 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 2D

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

| 10 During the plan year: |                                                                                                                                                                                                                                 | Yes | No | Amount  |
|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|---------|
| <b>a</b>                 | Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (See instructions and DOL's Voluntary Fiduciary Correction Program) .....                      |     | X  |         |
| <b>b</b>                 | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.) .....                                                                                                     |     | X  |         |
| <b>c</b>                 | Was the plan covered by a fidelity bond? .....                                                                                                                                                                                  | X   |    | 1000000 |
| <b>d</b>                 | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                  |     | X  |         |
| <b>e</b>                 | Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service or other organization that provides some or all of the benefits under the plan? (See instructions.) ..... |     | X  |         |
| <b>f</b>                 | Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                       |     | X  |         |
| <b>g</b>                 | Did the plan have any participant loans? (If "Yes," enter amount as of year end.) .....                                                                                                                                         | X   |    | 5938    |
| <b>h</b>                 | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                             |     | X  |         |
| <b>i</b>                 | If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3 .....                                                      |     |    |         |

**Part VI Pension Funding Compliance**

**11** Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 5500))..... ☐ Yes ☐ No

**12** Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA? .. ☐ Yes ☒ No  
(If "Yes," complete 12a or 12b, 12c, 12d, and 12e below, as applicable.)

**a** 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 letter ruling granting the waiver. .... Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.**

|                                                                                                                                                    |            |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>b</b> Enter the minimum required contribution for this plan year.....                                                                           | <b>12b</b> |  |
| <b>c</b> Enter the amount contributed by the employer to the plan for this plan year.....                                                          | <b>12c</b> |  |
| <b>d</b> Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount) ..... | <b>12d</b> |  |

**e** Will the minimum funding amount reported on line 12d be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A

**Part VII Plan Terminations and Transfers of Assets**

**13a** Has a resolution to terminate the plan been adopted during the plan year or any prior year? ..... ☐ Yes ☒ No  
If "Yes," enter the amount of any plan assets that reverted to the employer this year..... **13a** \_\_\_\_\_

**b** Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? ..... ☐ Yes ☒ No

**c** 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.)

| <b>13c(1)</b> Name of plan(s): | <b>13c(2)</b> EIN(s) | <b>13c(3)</b> PN(s) |
|--------------------------------|----------------------|---------------------|
|                                |                      |                     |
|                                |                      |                     |

**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, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, 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.

|                  |                                                   |            |                                                              |
|------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | Filed with authorized/valid electronic signature. | 04/18/2011 | ROBERT NORTON                                                |
|                  | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> | Filed with authorized/valid electronic signature. | 04/18/2011 | ROBERT NORTON                                                |
|                  | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |