Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1999

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
GARDEN RIDGE MANAGEMENT, INC.

19411 ATRIUM PLACE
SUITE 170
HOUSTON, TX 77084

2b Employer Identification Number (EIN)
76-0484961

2c Sponsor's telephone number
281-579-7901

2d Business code (see instructions)
452900

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.	02/20/2012	BARBARA BEAGLE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	02/20/2012	BARBARA BEAGLE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
GARDEN RIDGE MANAGEMENT, INC.

19411 ATRIUM PLACE
SUITE 170
HOUSTON, TX 77084

3b Administrator's EIN
76-0484961

3c Administrator's telephone number
281-579-7901

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	2928
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**	1099
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	104
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1203
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f	Total. Add lines **6d** and **6e**	**6f**	1203
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	218
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	12
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:
2F 2G 2J 2K 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007

A Name of plan	**B** Three-digit plan number (PN) ▶	
GARDEN RIDGE ASSOCIATE RETIREMENT PLAN		002
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
GARDEN RIDGE MANAGEMENT, INC.	76-0484961	

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)

CONTRACT ADMINISTRATOR

(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?
12	CONTRACT ADMINISTRATOR	0	Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

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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?
24	RECORDKEEPER	14285	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☒

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007

A Name of plan
GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GARDEN RIDGE MANAGEMENT, INC.

D Employer Identification Number (EIN)
76-0484961

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)	467111	562117
(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)	54186	89060
(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)	2678376	2946724
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	3199673	3597901
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3199673	3597901

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)	62870	
	(B) Participants	2a(1)(B)	392642	
	(C) Others (including rollovers)	2a(1)(C)	139214	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		594726
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	25240	
	(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)	4164	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		29404
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		269996
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		894126
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	439377	
(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)		439377
f Corrective distributions (see instructions)	2f		42212
g Certain deemed distributions of participant loans (see instructions)	2g		24
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)	14285	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		14285
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		495898
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		398228
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) [X] 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)? [X] Yes [ ] No

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

(1) Name: SIMONTON & KUTAC, L.L.P. (2) EIN: 76-0523829

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007

A Name of plan
GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
GARDEN RIDGE MANAGEMENT, INC.

D Employer Identification Number (EIN)
76-0484961

Part I Distributions

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

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

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **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):

---

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):

SIMONTON & KUTAC, L.L.P.

CERTIFIED PUBLIC ACCOUNTANTS/CONSULTANTS TO BUSINESS

1010 Lamar, Suite 850
Houston, Texas 77002-6312
Telephone: (713) 658-9755 Facsimile: (713) 658-0298
Email: skb@skb-cpas.com Website: www.skb-cpas.com

Independent Auditors' Report

November 7, 2008

To the Administrative Committee of
Garden Ridge Associate Retirement Plan
Houston, Texas

We were engaged to audit the accompanying statement of net assets available for benefits of Garden Ridge Associate Retirement Plan ("Plan") as of December 31, 2007 and 2006, and the related statement of changes in net assets available for benefits for the years then ended and the supplemental schedules of assets held for investment purposes and reportable transactions, as of December 31, 2007. These financial statements and schedules 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 summarized in Note 2, which was certified by the custodian, except for comparing the information with related information included in the 2007 and 2006 financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2007 and 2006 that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodian, 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 Disclosures under the Employee Retirement Income Security Act of 1974.

Simonton & Kutac LLP

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

FINANCIAL STATEMENTS

December 31, 2007 and 2006

SIMONTON & KUTAC, L.L.P.

CERTIFIED PUBLIC ACCOUNTANTS/CONSULTANTS TO BUSINESS

1010 Lamar, Suite 850
Houston, Texas 77002-6312
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Simonton & Kutac LLP

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2007	December 31, 2006
Assets		
Investments, at market value:		
Pooled investment funds	$ 2,946,724	$ 2,678,376
Money market funds	562,117	467,111
Participant loans	89,060	54,186
Total investments	3,597,901	3,199,673
Receivables:		
Participant contributions	-	-
Employer contributions	-	-
Total receivables	-	-
Total assets	3,597,901	3,199,673
Liabilities		
Accounts payable and accrued expenses	-	-
Total Liabilities	-	-
Net assets available for benefits	$ 3,597,901	$ 3,199,673

The accompanying notes are an integral part of these financial statements.

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For the Years Ended December 31,	
	2007	2006
Additions to net assets attributed to:		
Investment income:		
Net appreciation (depreciation) in fair value of investments	$ 65,403	$ 160,107
Realized gains and (losses)	33,596	24,393
Interest and dividend income	200,401	162,707
	299,400	347,207
Contributions:		
Participants	531,856	466,177
Employer	62,870	73,157
	594,726	539,334
Total additions	894,126	886,541
Deductions from net assets attributed to:		
Administrative expenses	14,286	14,252
Benefits paid to participants	481,612	433,573
Total deductions	495,898	447,825
Increase (decrease) in net assets available for benefits	398,228	438,716
Net assets available for benefits:		
Beginning of year	3,199,673	2,760,957
End of year	$ 3,597,901	$ 3,199,673

The accompanying notes are an integral part of these financial statements.

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2007 and 2006

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Garden Ridge Associate Retirement Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General --- The Plan is a defined contribution plan established effective January 1, 1999 for the benefit of eligible employees of Garden Ridge Management, Inc. (the "Company"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Plan Administration --- The Plan administrator is responsible for directly administering the Plan. The Company is the Plan administrator and is therefore responsible for the day-to-day administration and management of the Plan. To ensure efficient and sound operation and management of the Plan, the Company has the discretionary authority to appoint other persons as may be necessary to act on its behalf or assist in performing these responsibilities. The Company appoints the Custodian of the Plan. The administrative expenses of the Plan may be paid by the Company.

Eligibility --- Employees of the Company must have attained the age of 18 and have performed one year of service for the Company to be eligible to participate. However, employees covered by a collective bargaining agreement are ineligible, unless the agreement requires the employee to be eligible.

Contributions --- Participants may elect to make salary-deferral contributions ranging from 1% to 25% of their compensation. However, contributions may be limited to comply with non-discrimination testing. The Plan provides for discretionary matching contributions in an amount to be determined by the Company on an annual basis. The Company may also make profit-sharing contributions at its discretion which will be allocated among all eligible employees, whether or not they make pre-tax contributions. Federal law limits the total annual amount that may be contributed to a participant's account. The Plan allows rollover contributions after participant eligibility requirements have been met.

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2007 and 2006

NOTE 1 - DESCRIPTION OF PLAN (continued)

Vesting --- Participants are immediately vested in both their contributions and actual earnings thereon. Vesting in Company contributions are as follows:

Years of Service	Vesting Percentage
less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Distributions and Withdrawals --- Benefits are payable to participants or their beneficiaries in the event of retirement, disability, attaining age 59 1/2, death or termination of service and are valued in accordance with the terms of the Plan. Participant loans are permitted under the Plan. Participants may also request financial hardship withdrawals after meeting specific requirements.

Forfeitures --- Any non-vested employer contributions and earnings thereon upon a participant's termination of employment will be forfeited and may be used by the Plan to pay administrative expenses and to offset future employer contributions. The amount of forfeitures as of December 31, 2007 and 2006 approximated $6,500 and $4,500, respectively.

Participant Accounts --- Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contribution and (b) Plan earnings. Allocations are based on participant earnings or account balances, as defined.

Investment Options --- Upon enrollment in the Plan, a participant directs their contributions into various investment options. The fiduciaries of the Plan may be relieved of liability, or responsibility, for any losses that the participant may experience as a direct result of the participant's investment decisions.

Plan Termination --- The Company expects to continue the Plan indefinitely. In the event the Plan is terminated, all participants would become 100% vested in the aggregate value of their individual account.

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2007 and 2006

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES

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

Estimates --- The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition --- The Plan's investments are reflected in the accompanying financial statements at market value based on quoted market prices at year-end. Net investment income reflects the impact of changes in market value as well as purchases and sales of investments during the year. Purchases and sales of securities are recorded on a trade-date basis.

Payment of Benefits --- Benefits are recorded when paid.

Federal Income Taxes --- The trust established under this Plan is qualified under the Internal Revenue Code ("Code") as exempt from federal income taxes; the Prototype Plan adopted by the Company has received a favorable determination letter from the Internal Revenue Service dated October 18, 1995. The plan administrator and management believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

As permitted by the Code, a participant is not subject to federal income tax on contributions made by the Company, salary deferral contributions, or on any income of the plan until a distribution is made to the participant.

Information Certified by the Custodian --- The Company has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this method of compliance, no audit procedures were performed by the independent public accountants with respect to information certified by the Custodian, including investments and investment income. The Custodian for the Plan from January 1, 2005 to July 29, 2005 was Citistreet Retirement Services Division. The Custodian for the Plan since July 30, 2005 has been Fidelity Management Trust Company. The Company has obtained a certification from the Custodian that the information provided to the Company by the Custodian is complete and accurate.

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2007 and 2006

NOTE 3 - INVESTMENTS

The following table presents the market value of investments held by the Plan at December 31, 2007 and 2006, respectively:

	2007	2006
Fidelity Intl Discovery	$ 539,544	$ 395,984
Fidelity Contrafund	467,129	454,418
Spartan US EQ Index	453,792	459,629
Pimco Total ADM	303,072	349,838
Fidelity Freedom 2020	255,872	280,118
Fidelity Small Cap Independent	166,777	135,037
Rainier Sm/Md Cap	140,770	96,080
American Century Large Company	126,562	173,970
Ariel Fund	111,315	129,649
Participant loans, interest rates vary	89,060	54,186
Fidelity Value	88,533	51,687
Fidelity Capital Appreciation	69,220	35,021
Fidelity Freedom 2035	55,653	19,214
Fidelity Freedom 2025	35,078	7,325
Fidelity Freedom 2030	33,916	20,281
Fidelity Freedom 2040	24,253	13,304
Fidelity Freedom 2015	23,498	20,571
Fidelity Freedom Income	13,177	11,657
Fidelity Freedom 2000	13,012	10,866
Fidelity Freedom 2010	9,779	12,641
Fidelity Freedom 2050	8,369	-
Fidelity Freedom 2045	7,401	-
Fidelity Freedom 2005	2	1,086
Subtotal - investments	3,035,784	2,732,562
Money Market	562,117	467,111
Subtotal - cash and equivalents	562,117	467,111
Total market value of investments held	$ 3,597,901	$ 3,199,673

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2007 and 2006

NOTE 4 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the 2007 Form 5500:

Net assets available for benefits - financials	$ 3,597,901
Reconciling differences	-
Net assets available for benefits - Form 5500	$ 3,597,901

The following is a reconciliation of selected financial statement information to the 2007 Form 5500:

	Contributions	Interest and Dividends	Other Investment Income	Benefit Payments
Balance - financials	$ 594,726	$ 200,401	$ 98,999	$ 481,612
Reconciling differences	-	(170,997)	170,997	1
Balance - Form 5500	$ 594,726	$ 29,404	$ 269,996	$ 481,613

NOTE 5 - BENEFITS PAYABLE TO TERMINATED EMPLOYEES

Benefits payable to terminated employees approximate $396,000 and $1,374,000 at December 31, 2007 and 2006, respectively.

SUPPLEMENTARY INFORMATION

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

December 31, 2007

Plan sponsor EIN: 76-0484961
Plan number: 002

Identity of Issue	Description of Investment	Market Value
Fidelity Investments	Fidelity Intl Discovery	$ 539,544
	Fidelity Contrafund	467,129
	Spartan US EQ Index	453,792
	Pimco Total ADM	303,072
	Fidelity Freedom 2020	255,872
	Fidelity Small Cap Independent	166,777
	Rainier Sm/Md Cap	140,770
	American Century Large Company	126,562
	Ariel Fund	111,315
	Fidelity Value	88,533
	Fidelity Capital Appreciation	69,220
	Fidelity Freedom 2035	55,653
	Fidelity Freedom 2025	35,078
	Fidelity Freedom 2030	33,916
	Fidelity Freedom 2040	24,253
	Fidelity Freedom 2015	23,498
	Fidelity Freedom Income	13,177
	Fidelity Freedom 2000	13,012
	Fidelity Freedom 2010	9,779
	Fidelity Freedom 2050	8,369
	Fidelity Freedom 2045	7,401
	Fidelity Freedom 2005	2
	Subtotal Fidelity - investments	2,946,724
Participant loans	Interest at 5% - 7%	89,060
	Subtotal - participant loans	89,060
Fidelity	Money Market	562,117
	Subtotal - cash and equivalents	562,117
	Total market value of investments held	$ 3,597,901

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS

For the Year Ended December 31, 2007

Plan sponsor EIN: 76-0484961
Plan number: 002

Transactions or series of transactions in excess of five percent of the fair value of plan assets:

Description of Assets	Purchase Price	Selling Price	Cost of Assets	Net Gain or (Loss)

None; participant directed transactions are not required to be considered when preparing this schedule.

GARDEN RIDGE MANAGEMENT, INC.

PLAN EIN: 76-0484961 IRS PLAN # 002

SEPARATED PARTICIPANTS WITH DEFERRED VESTED BENEFITS

01/01/2007 - 12/31/2007

4(a) Entry Code	4(b) Social Security Number	4(c) Participant Name	4(d) Annuity Type	4(e) Payment Frequency	4(h) Value of Account	4(i) Prev Plan EIN	4(j) Prev Plan Nbr	Termination Date
A	237414237	NANCY MCGIRT	A	A	$47			20060615
A	244599690	KRISTEN FLOWE	A	A	$278			20060721
A	250840641	DIANE SWANEY	A	A	$14,972			20060808
A	287529982	TONI BRYANT	A	A	$8,425			20060502
A	320840472	WUNMI OKE DIRAN	A	A	$8			20060124
A	373847469	STEPHEN HEARD	A	A	$56,460			20060511
A	402984029	TRACY LACHER	A	A	$2,305			20060721
A	406888432	ANGELA HAGEN	A	A	$27,374			20060728
A	407809562	KATHY LEWIS	A	A	$4,423			20060926
A	426274058	PATRICIA PATES	A	A	$2,249			20061005
A	429045425	VICKEY MASSEY	A	A	$20,165			20060613
A	429136118	FRANK MILLER	A	A	$9,371			20060807
A	440821077	MARGIE MELGREN	A	A	$5,900			20061218
A	445866161	ROBERT DEPEW	A	A	$14,146			20061025
A	446900318	KENDALL WALTERS	A	A	$6,585			20060901
A	456196949	PAULA BARNES	A	A	$1,721			20060627
A	456711940	GILBERT TREVINO	A	A	$552			20060801
A	460044817	GEORGIA ROBINSON	A	A	$2,798			20060217
A	461630437	ANGELIQUE PETERS	A	A	$24,494			20061118
A	461675351	JULIA BARTLETT	A	A	$36			20060205
A	461826253	ARNOLD DITTMAR	A	A	$67,458			20060911
A	463157831	JOHN PRUITT	A	A	$57,834			20060911
A	466765089	RICHARD TAYLOR	A	A	$49,939			20060915
A	466847465	PATSY DONELSON	A	A	$51			20060720
A	466865569	MARY GLOVER	A	A	$1,526			20061117
A	488481990	MARY JANE MILLER	A	A	$10,159			20060119
A	488760919	VAN O'NEALL	A	A	$410			20060726
A	556136961	SHELIA LEEPER	A	A	$4,545			20061013
A	633033018	APRIL BRAND	A	A	$634			20060526
A	637078822	JOEY MCDONALD	A	A	$1,416			20060421
D	020369359	HILTON RAILEY						
D	184466732	STEPHEN SCHMEHL						
D	206771403	THE ESTATE OF ISABEL						
D	241532199	NATHANIEL ATKINS						
D	250399756	CARLA FISHER						
D	287587760	DAWN HOSMER						
D	411041039	BRUCE TUCKER						
D	411290550	TAMELA FRANZ						
D	453793228	MARTIN C GARRETT						
D	453930178	JON PARNELL						
D	463942871	SUE HAAS						
D	464029145	DIANA HERNANDEZ						
D	495689726	VICKIE SPARKS						
D	497703747	SHERYL COBB						
D	506940375	LORI KAY VALLEY						

Plan: 26498

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

Run Date: 01/13/2008

GARDEN RIDGE MANAGEMENT, INC.

PLAN EIN: 76-0484961 IRS PLAN # 002

SEPARATED PARTICIPANTS WITH DEFERRED VESTED BENEFITS

01/01/2007 - 12/31/2007

4(a) Entry Code	4(b) Social Security Number	4(c) Participant Name	4(d) Annuity Type	4(e) Payment Frequency	4(h) Value of Account	4(i) Prev Plan EIN	4(j) Prev Plan Nbr	Termination Date
D	524623457	SUSAN WHITE						

GARDEN RIDGE MANAGEMENT, INC.

PLAN EIN: 76-0484961 IRS PLAN # 002

SEPARATED PARTICIPANTS WITH DEFERRED VESTED BENEFITS

01/01/2007 - 12/31/2007

4(a) Entry Code	4(b) Social Security Number	4(c) Participant Name	4(d) Annuity Type	4(e) Payment Frequency	4(h) Value of Account	4(i) Prev Plan EIN	4(j) Prev Plan Nbr	Termination Date
A	467935942	JESSE DE LEON	A	A	$57			20061010

PLAN 26498 47 TOTAL PARTICIPANTS FINAL PAGE END OF REPORT

Authorized e-Signature Affidavit

GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

I certify that I have been specifically authorized in writing by the plan administrator/employer, as applicable, to enter my EFAST2 PIN on this return/report in order to electronically submit this return/report. I further certify that: (1) I will retain a copy of the administrator's/employer's specific written authorization in my records; (2) I have attached to this electronic filing, in addition to any other required schedules or attachments, a true and correct pdf copy of the first two pages of the completed Form 5500 or Form 5500-SF return/report bearing the manual signature of the plan administrator/employer under penalty of perjury; (3) I advised the plan administrator/employer that by selecting this electronic signature option the pdf image of that manual signature will be included with the rest of the return/report posted by the Department of Labor (DOL) on the Internet for public disclosure; and (4) I will communicate to the plan administrator/employer any inquiries and information that I receive from EFAST2, DOL, IRS or PBGC regarding this annual return/report.

NAME: Barbara Beagle SIGNATURE: Barbara Beagle

DATE: 2-20-12

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007

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

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

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

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

Part II Basic Plan Information -enter all requested information

1a Name of plan
GARDEN RIDGE ASSOCIATE RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1999

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

GARDEN RIDGE MANAGEMENT, INC.
19411 ATRIUM PLACE
SUITE 170
HOUSTON TX 77084

2b Employer Identification Number (EIN) 76-0484961

2c Sponsor's telephone number 281-579-7901

2d Business code (see instructions) 452900

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	Barbara Beagle	2-20-12	BARBARA BEAGLE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Barbara Beagle	2-20-12	BARBARA BEAGLE
	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 (2010)
v.092307.1

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

3b Administrator's EIN

3c Administrator's telephone number

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

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	2928
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**	1099
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	104
d	Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	1203
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1203
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	218
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	12
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:
2F 2G 2J 2K 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single - Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)