Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
RIO GRANDE 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 11/01/1999

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

RIO GRANDE MEXICAN REST., INC.

149 WEST MOUNTAIN AVENUE
FORT COLLINS, CO 80524

2b Employer Identification Number (EIN) 84-1021343

2c Sponsor's telephone number 970-372-1954

2d Business code (see instructions) 722110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2012	WARRELL MOUTON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
RIO GRANDE MEXICAN REST., INC.

149 WEST MOUNTAIN AVENUE
FORT COLLINS, CO 80524

3b Administrator's EIN
84-1021343

3c Administrator's telephone number
970-372-1954

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**	420
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**	377
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	31
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	408
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	408
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	109
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 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)	X	**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.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
RIO GRANDE 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
RIO GRANDE MEXICAN REST., INC.

D Employer Identification Number (EIN)
84-1021343

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

ALLIANCEBERNSTEIN L.P.

13-4064930

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO

1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

AMERICAN CENTURY INVESTMENT SERVICE

44-0640487

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

BLACKROCK INVESTMENTS, INC.

23-2784752

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

DWS INVESTMENTS DISTRIBUTOR, INC.

36-3976708

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

FIDELITY DISTRIBUTORS CORP.

500 SALEM STREET
MAIL ZONE O3N
SMITHFIELD, RI 02917

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

FRANKLIN TEMPLETON DISTRIBUTORS, IN

100 FOUNTAIN PARKWAY
ST. PETERSBURG, FL 33716

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

GUARDIAN INVESTOR SERVICES, LLC

388 MARKET STREET
SAN FRANCISCO, CA 94111

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

JANUS DISTRIBUTORS, LLC

151 DETROIT STREET
DENVER, CO 80206

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

OPPENHEIMER FUNDS INC.

13-2527171

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

PRUDENTIAL INVESTMENTS LLC

22-3468527

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

PUTNAM RETAIL MANAGEMENT

ONE POST OFFICE SQUARE
BOSTON, MA 02109

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

T. ROWE PRICE

100 EAST PRATT STREET
BALTIMORE, MD 21202

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

THORNBURG SECURITIES CORPORATION

2300 NORTH RIDGETOP RD.
SANTA FE, NM 87506

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

VICTORY CAPITAL MANAGEMENT

13-2700161

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

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

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

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)

STATE STREET CORPORATION

04-1867445

(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?
21 99 28 52 15 64	DIRECTED TRUSTEE/CUSTODIA	0	Yes [X] No [ ]	Yes [X] No [ ]	2067	Yes [ ] No [X]

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

ADP

22-1467904

(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?
37 50 15 49 64 99	RECORD KEEPER	1971	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

ADP BROKER-DEALER

22-3319984

(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?
63 60 59 49 99	RECORD KEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
STATE STREET CORPORATION	99 52 64	2067

(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.
ADP 22-1467904	OTHER FEES INVESTMENT MANAGEMENT FEES PAID INDIRECTLY BY PLAN RECORDKEEPING FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANCEBERNSTEIN L.P. 13-4064930	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY INVESTMENT SERVICE 44-0640487	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLACKROCK INVESTMENTS, INC. 23-2784752	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DWS INVESTMENTS DISTRIBUTOR, INC. 36-3976708	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIDELITY DISTRIBUTORS CORP. 500 SALEM STREET MAIL ZONE O3N SMITHFIELD, RI 02917	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00050 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00050 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FRANKLIN TEMPLETON DISTRIBUTORS, IN 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GUARDIAN INVESTOR SERVICES, LLC 388 MARKET STREET SAN FRANCISCO, CA 94111	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS DISTRIBUTORS, LLC 151 DETROIT STREET DENVER, CO 80206	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER FUNDS INC. 13-2527171	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL INVESTMENTS LLC 22-3468527	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PUTNAM RETAIL MANAGEMENT ONE POST OFFICE SQUARE BOSTON, MA 02109	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
STATE STREET CORPORATION 04-1867445	ANNUAL RATE 0.00670 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00870 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00550 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG SECURITIES CORPORATION 2300 NORTH RIDGETOP RD. SANTA FE, NM 87506	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00050 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VICTORY CAPITAL MANAGEMENT 13-2700161	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
RIO GRANDE 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
RIO GRANDE MEXICAN REST., INC.

D Employer Identification Number (EIN)
84-1021343

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA CASH SERIES U.S. GOVT

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
04-0025081-001	C	60148

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S & P 500 INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
04-0025081-065	C	252685

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA US INFL PRTC BOND INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-0025081-076	C	1393

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL SMALL CAP INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-0025081-084	C	725

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
RIO GRANDE 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
RIO GRANDE MEXICAN REST., INC.

D Employer Identification Number (EIN)
84-1021343

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)		3047
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	89756	60148
(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)	128696	159666
(9) Value of interest in common/collective trusts	1c(9)	256006	254803
(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)	1788259	1587385
(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	2262717	2065049
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	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2262717	2065049

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)		
(B) Participants	2a(1)(B)	118238	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		118238
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	5788	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		5788
(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)	41118	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		41118
(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)		0

		(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)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3293
(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)		-117127
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		51310
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	199619	
(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)		199619
f Corrective distributions (see instructions)	2f		18429
g Certain deemed distributions of participant loans (see instructions)	2g		28959
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)	1971	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1971
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		248978
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-197668
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: SS & G, INC. **(2)** EIN: 34-1945695

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		171
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		226000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? **4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? **4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) **4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) **4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? **4k**		X	
l	Has the plan failed to provide any benefit when due under the plan? **4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. **4n**			

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

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

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

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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
RIO GRANDE 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
RIO GRANDE MEXICAN REST., INC.

D Employer Identification Number (EIN)
84-1021343

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 57-1198022

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

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

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete 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):

RIO GRANDE
401(k) PLAN

FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

RIO GRANDE 401(k) PLAN

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INDEPENDENT AUDITORS' REPORT

Plan Administrator
Rio Grande 401(k) Plan
Fort Collins, Colorado

We were engaged to audit the accompanying statement of net assets available for benefits of the Rio Grande 401(k) Plan (Plan) as of December 31, 2011, and the related statement of changes in net assets available for benefits for the year then ended and the accompanying supplemental schedules as of December 31, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2010 were audited by other auditors. 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 the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by State Street Bank and Trust Company and JP Morgan Chase Bank, the trustees of the Plan. JP Morgan Chase Bank held the Plan's investment assets and executed transactions from January 1, 2010 through June 24, 2010 and State Street Bank and Trust Company held the Plan's investment assets and executed transactions from June 25, 2010 through December 31, 2010. Their report, dated July 29, 2011, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

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 audit procedures with respect to the investment information summarized in Note C, which was certified by State Street Bank and Trust Company, the trustee of the Plan's assets for the year ended December 31, 2011, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee for the year ended December 31, 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

Providing the services that bring solutions

member of OSCPA, PCAOB, the AICPA's Center for Audit Quality, and The Leading Edge Alliance

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 2011 financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the 2011 financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

SS&G, INC.

October 9, 2012

SS&G

www.SSandG.com

RIO GRANDE 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2011	2010
ASSETS		
INVESTMENTS, AT FAIR VALUE		
Pooled separate accounts	**$ 1,587,385**	$ 1,788,259
Common collective trusts	**314,951**	345,762
	1,902,336	2,134,021
RECEIVABLES		
Participant contributions	**3,047**	-
Notes receivable from participants	**159,666**	128,695
Total receivables	**162,713**	128,695
Total assets	**2,065,049**	2,262,716
LIABILITIES		
Excess contributions payable	**3,218**	18,429
NET ASSETS AVAILABLE FOR BENEFITS	**$ 2,061,831**	$ 2,244,287

See accompanying notes to financial statements.

RIO GRANDE 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For the Years Ended December 31,	
	2011	2010
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net appreciation in fair market value of investments	**$ -**	$ 226,519
Interest and dividends	**41,118**	35,207
Total investment income	**41,118**	261,726
Interest from notes receivable from participants	**5,788**	5,783
Contributions:		
Participants	**118,238**	178,518
Employer	**-**	68,368
	118,238	246,886
Total additions	**165,144**	514,395
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	**202,836**	50,724
Net depreciation in fair market value of investments	**113,834**	-
Deemed distributed loans	**28,959**	-
Administrative expenses	**1,971**	1,673
Total deductions	**347,600**	52,397
NET (DECREASE) INCREASE	**(182,456)**	461,998
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	**2,244,287**	1,782,289
End of year	**$ 2,061,831**	$ 2,244,287

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

NOTE A – Description of the Plan

The following description of the Rio Grande 401(k) Plan (the Plan) provides only general information. Participants should refer to the *Summary Plan Description* for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering substantially all employees of Rio Grande Mexican Restaurant, Inc. (the Company) who have at least one year of service with a minimum of 1,000 hours worked and are age 21 or older. Eligible employees may enter the Plan on January 1st, April 1st, July 1st, or October 1st after eligibility requirements have been met. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

ADP, Inc. is the recordkeeper of the Plan. Effective January 1, 2012, Principal Financial Group replaced ADP, Inc. as recordkeeper.

Contributions

The Plan is primarily funded through employee elective wage deferrals under the deferred compensation provisions of the Internal Revenue Code Section 401(k). Participants may contribute up to 90% of their annual wages. Participants may also contribute amounts representing rollovers from other qualified defined benefit or contribution plans. A participant who has attained age fifty before the end of the Plan year is eligible to defer additional amounts to make catch-up contributions. The Plan allows for both pre-tax and after-tax (Roth) contributions.

The Plan provided for a discretionary match; however, in 2011, the match was eliminated. In 2010, the Company matched 50% of the employee's contribution up to 5%. Additional amounts may be contributed at the discretion of the Company's Board of Directors. During the years ended December 31, 2011 and 2010, no additional contributions were made. Participants direct the investment of their contributions as well as the Company's contribution into various investment options offered by the Plan.

Excess contributions payable

The Company performed certain participant discrimination testing annually in accordance with ERISA. The Plan failed to pass the Actual Deferral Percentage test and the 402(g) test for the 2011 and 2010 Plan years. As such, the Plan refunded to certain highly compensated employees (HCEs) their excess 2011 and 2010 contributions. The HCEs have been refunded subsequent to year-end $3,218 and $18,429, which were recorded as liabilities on the statements of net assets available for benefits at December 31, 2011 and 2010, respectively.

Participant accounts

Each participant's account is credited with the participant's contribution and allocations of the Company's contribution and Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTES TO FINANCIAL STATEMENTS

NOTE A – Description of the Plan (continued)

Vesting
Participants are immediately vested in their contributions plus earnings thereon. Vesting in the Company's contribution portion of their accounts plus earnings thereon is gradual based on years of continuous service. A participant is fully vested after five years of continuous service. The nonvested balance is forfeited upon termination of service.

The exception to this vesting schedule is when the employee terminates on or after early (age 55 with three years of service) or normal retirement age (age 65), at which time the employee becomes fully (100%) vested.

Payment of benefits
Upon termination of service due to death, disability, or normal retirement, a participant, or his or her beneficiary upon death, may receive benefits either in a lump-sum amount equal to 100% of the participant's vested account balance or in a series of payments. Normal retirement age is 65; early retirement is permitted. For termination of service due to other reasons, a participant may receive the value of the vested interest as a lump-sum distribution, or rollover their vested amounts to another qualified retirement account.

Automatic rollover provisions
The Plan includes automatic rollover provisions. These provisions provide for terminated participants with vested balances of less than $5,000, but greater than $1,000, to take a distribution as soon as practicable following their termination of employment. If the participant fails to take a lump sum distribution or rollover the balance to another qualified plan, the balance of such account will be rolled over into a rollover individual retirement account (IRA) on behalf of the participant by the Company. If a participant's account is $1,000 or less, the terminated participant must take an immediate payment or rollover to another qualified plan.

Notes receivable from participants
Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 reduced by the excess (if any) of (i) the highest outstanding balance of loans from the Plan during the twelve month period ending on the day before the loan is made, over (ii) the outstanding balance of loans from the Plan on the date the loan is made or 50% of their vested account balance, whichever is less. A maximum number of one outstanding loan is allowed per participant at any time. Loan terms are not to exceed 5 years, with the exception of loans used for the purchase of a principal residence of the participant. The loans are secured by the balance in the participant's accounts and bear interest at rates that range from 4.25% to 10.25% at December 31, 2011, which are determined at loan inception by the Plan administrator based on prime plus 1%. Principal and interest are paid ratably through bi-weekly payroll deductions.

Forfeited accounts
At December 31, 2011 and 2010, forfeited non-vested accounts totaled $2,955 and $10, respectively. At the discretion of the Company, forfeitures may be used to reduce employer contributions and to offset Plan expenses. During 2011, no forfeitures were utilized to reduce the employer match and administrative expenses. During 2010, $1,220 of forfeitures were utilized to reduce the employer match and administrative expenses.

NOTES TO FINANCIAL STATEMENTS

NOTE A – Description of the Plan (continued)

Plan expenses
All administrative expenses of the Plan are paid by either the Plan out of forfeitures or the Company, except for loan and distribution origination fees, which are paid by the respective participant.

NOTE B – Summary of significant accounting policies

Basis of presentation
The accompanying financial statements and supplemental schedules have been prepared on the accrual basis of accounting.

Investment valuation of investments and income recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note E for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes receivable from participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Use of estimates
The preparation of financial statements is in conformity with accounting principles generally accepted in the United States of America which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Payment of benefits
Benefits are recorded when paid.

Risks and uncertainties
The Plan provides for various investment securities. These investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level and uncertainty related to the changes in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

NOTES TO FINANCIAL STATEMENTS

NOTE B – Summary of significant accounting policies (continued)

Events occurring after reporting date

The Company has evaluated events and transactions that occurred between January 1, 2012 and October 9, 2012, which is the date that the financial statements were available to be issued for possible recognition or disclosure in the financial statements. See Note J for subsequent events.

NOTE C – Investment information certified by the trustee (unaudited)

All investment and participant notes receivable information disclosed in the accompanying financial statements as of December 31, 2011 and 2010 and supplemental schedules as of December 31, 2011 and the transactions in such Plan assets for the year ended December 31, 2011 and the period from June 25, 2010 through December 31, 2010, including investment income, investment transactions, and participant notes receivable transactions, have been certified to the Plan administrator by State Street Bank and Trust Company, the trustee of the Plan as of December 31, 2011 and for the period from June 25, 2010 through December 31, 2010. All investment transactions in such Plan assets for the period from January 1, 2010 through June 24, 2010, including investment income, investment transactions, and participant notes receivable transactions, have been certified to the Plan administrator by JP Morgan Chase Bank, the trustee of the Plan for the period from January 1, 2010 through June 24, 2010.

As elected by the Plan administrator, no auditing procedures have been performed on this information except to compare such information to the information included in the accompanying financial statements and supplemental schedules.

The following table presents the Plan's investments that represent 5% or more of total Plan assets as of December 31:

	2011	2010
Common Collective Trust		
SSgA S&P 500 Index Fund	**$ 252,685**	$ 254,465
Pooled Separate Accounts		
Victory Established Value Fund	**$ 228,111**	$ 221,930
American Century Strategic Allocation Aggressive Fund	**$ 183,383**	$ 203,872
Jennison Mid Cap Growth	**$ 172,311**	$ 184,957
Fidelity Advisor Small Cap Fund	**$ 156,406**	$ 179,299
Thornburg Limited Term US Government	**$ 145,441**	$ 147,546
DWS Diversified International Equity	**$ 144,238**	$ 178,586
T. Rowe Price Growth Stock Fund	**$ 129,269**	$ 156,680
American Century Livestrong 2045R	**$ 113,548**	$ 122,379
Putnam International Cap Opp Fund	**$ 106,999**	$ 151,792

NOTES TO FINANCIAL STATEMENTS

NOTE D – Plan tax status

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the prototype non-standardized plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code and therefore not subject to tax. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the tax authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. Additionally, the Plan had no interest and penalties related to income taxes.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE E – Fair value measurements

The Accounting Standards Codification (ASC) *Fair Value Measurements and Disclosure* defines fair value and provides guidance for measuring fair value and expands disclosures about fair value measurements in accordance with accounting principles generally accepted in the United States of America. *Fair Value Measurements and Disclosure* does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements.

Fair Value Measurements and Disclosure establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobserved inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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

NOTES TO FINANCIAL STATEMENTS

NOTE E – Fair value measurements (continued)

Level 2: Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Pooled separate accounts: Pooled separate accounts are valued at the net asset value of shares held by the Plan at year end. There are no redemption restrictions upon which the participant may redeem investments in the fund. However, the Plan is required to provide a one-year redemption notice to liquidate its entire investment in the fund.

Common/collective trusts: The fair values of participation units in the collective trusts are based upon the net asset values of such fund, after adjustments to reflect all fund investments at fair value, as reported in the audited financial statements of the fund (Level 2 inputs). There are no redemption restrictions upon which the participant may redeem investments in the fund. However, the Plan is required to provide a one-year redemption notice to liquidate its entire investment in the fund.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTES TO FINANCIAL STATEMENTS

NOTE E – Fair value measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	Fair Value Measurements at Reporting Date Using			
	Level 1	**Level 2**	**Level 3**	**Total**
Pooled separate accounts:				
Blend funds	**$ -**	**$ 849,190**	**$ -**	**$ 849,190**
Growth funds	**-**	**574,068**	**-**	**574,068**
Bonds	**-**	**150,785**	**-**	**150,785**
Value funds	**-**	**13,342**	**-**	**13,342**
Total pooled separate accounts	**-**	**1,587,385**	**-**	**1,587,385**
Common collective trusts:				
Blend funds	**-**	**253,410**	**-**	**253,410**
Money market	**-**	**60,148**	**-**	**60,148**
Bonds	**-**	**1,393**	**-**	**1,393**
Total common collective trusts	**-**	**314,951**	**-**	**314,951**
Total assets at fair value	**$ -**	**$ 1,902,336**	**$ -**	**$ 1,902,336**

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010:

	Fair Value Measurements at Reporting Date Using			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Blend funds	$ -	$ 946,299	$ -	$ 946,299
Growth funds	-	649,805	-	649,805
Bonds	-	179,159	-	179,159
Value funds	-	12,996	-	12,996
Total pooled separate accounts	-	1,788,259	-	1,788,259
Common collective trusts:				
Blend funds	-	255,223	-	255,223
Money market	-	89,756	-	89,756
Bonds	-	783	-	783
Total common collective trusts	-	345,762	-	345,762
Total assets at fair value	$ -	$ 2,134,021	$ -	$ 2,134,021

NOTES TO FINANCIAL STATEMENTS

NOTE F – Plan termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in employer contributions credited to their accounts.

NOTE G – Transactions with parties-in-interest

Certain Plan instruments were managed by State Street Bank and Trust Company and JP Morgan Chase Bank. JP Morgan Chase Bank was the asset trustee until June 24, 2010, as defined by the Plan. Beginning June 25, 2010, State Street Bank and Trust Company replaced JP Morgan Chase Bank as investment manager and trustee. Therefore, State Street Bank and Trust Company and JP Morgan Chase Bank transactions qualify as party-in-interest transactions.

NOTE H – Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits as of December 31, 2011 and 2010 per the financial statements to the respective Forms 5500:

	2011	2010
Net assets available for benefits per financial statements	**$ 2,061,831**	$ 2,244,287
Excess contributions payable	**3,218**	18,429
Net assets available for benefits per Form 5500	**$ 2,065,049**	$ 2,262,716

The following is a reconciliation of the (decrease) increase in net assets available for benefits as of December 31, 2011 and 2010 per the financial statements to the respective Forms 5500:

	2011	2010
Net (decrease) increase in net assets available for benefits per the financial statements	**$ (182,456)**	$ 461,998
Excess contributions payable in current year	**3,218**	18,429
Excess contributions payable in prior year	**(18,429)**	(27,111)
Deemed distributed loans in prior year	**-**	1,220
Net (decrease) increase in net assets available for benefits per Form 5500	**$ (197,667)**	$ 454,536

NOTES TO FINANCIAL STATEMENTS

NOTE I – Prohibited transactions

During 2011, the Plan Sponsor inadvertently failed to deposit $171 of participant deferrals within the required timeframe as required by the United States Department of Labor (DOL). The DOL considers late deposits to be prohibited transactions. The Plan Sponsor will file Form 5330 and pay applicable excise taxes for the late contributions noted in 2011 on the supplemental schedule. The excise tax payments will be made from the Plan Sponsor's assets and not from assets of the Plan.

NOTE J – Subsequent events

Effective October 2012, the Plan started auto-enrollment in the Plan for eligible employees.

SUPPLEMENTAL SCHEDULES

RIO GRANDE 401(k) PLAN
EIN 84-1021343 Plan 002

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment (including maturity date, rate of interest, collateral, par or maturity value)	(e) Current value
	SSgA	S&P 500 Index Fund	$ 252,685
*	Victory	Established Value Fund	228,111
*	American Century	Strategic Allocation Aggressive Fund	183,383
*	Jennison	Mid Cap Growth	172,311
*	Fidelity	Advisor Small Cap Fund	156,406
*	Thornburg	Limited Term US Government	145,441
*	DWS	Diversified International Equity	144,238
*	T. Rowe Price	Growth Stock Fund	129,269
*	American Century	Livestrong 2045R	113,548
*	Putnam	International Cap Opp Fund	106,999
*	American Century	Livestrong 2035 Port	84,617
*	Franklin	Growth Fund	72,467
	SSgA	Government Money Market Fund	60,148
*	Putnam	Equity Income Fund	10,501
*	Oppenheimer	Gold & Special Minerals Fund	7,838
*	Victory	Small Comp Opportunity Fund	6,791
*	Blackrock	Global Allocation Fund, Inc.	3,725
*	RS	Emerging Markets Fund	3,465
*	T. Rowe Price	International Growth & Income	3,332
*	Franklin	High Income Fund	3,117
*	American Century	Livestrong 2025 Port	3,030
*	Janus	Overseas Fund	2,840
*	Jennison	Natural Resources Fund	2,003
*	PIMCO	Total Return Fund	1,865
	SSgA	US Inflation Protected Bond Index Fund	1,393
	SSgA	Russell Small Cap Index Fund	725
*	American Century	Livestrong 2015 Port	672
*	American Century	Livestrong Inc. Port	562
*	Alianbern	Global	362
*	Blackrock	Global Opportunity Port	293
*	American Century	Strategic Allocation Conservative Fund	102
*	Fidelity	Advisor Leveraged Company Stock	97
*	Participant loans	Interest rates ranging from 4.25% to 10.25%; maturity dates between April 2012 and December 2016	159,666
			$ 2,062,002

* Party-in-interest to the Plan

RIO GRANDE 401(k) PLAN
EIN 84-1021343 Plan 002

SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

Participant Contributions Transferred Late to the Plan			Check Here if Late Participant Loan Repayments Are Included	Total that Constitute Nonexempt Prohibited Transactions			
				Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Amount Withheld	Date Withheld	Date Remitted					
2011 late contributions fully corrected in 2012:							
$ 125	10/07/11	09/19/12	X	$ -	$ 125	$ -	$ -
46	10/21/11	09/19/12	X	$ -	46	$ -	$ -
$ 171					$ 171		

Schedule C, Line 2(h) Formula Description

For those service providers listed on Line 2 for which Line 2(h) has been checked "yes":

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

RIO GRANDE
401(k) PLAN

FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

RIO GRANDE 401(k) PLAN

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INDEPENDENT AUDITORS' REPORT

Plan Administrator
Rio Grande 401(k) Plan
Fort Collins, Colorado

We were engaged to audit the accompanying statement of net assets available for benefits of the Rio Grande 401(k) Plan (Plan) as of December 31, 2011, and the related statement of changes in net assets available for benefits for the year then ended and the accompanying supplemental schedules as of December 31, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2010 were audited by other auditors. 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 the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by State Street Bank and Trust Company and JP Morgan Chase Bank, the trustees of the Plan. JP Morgan Chase Bank held the Plan's investment assets and executed transactions from January 1, 2010 through June 24, 2010 and State Street Bank and Trust Company held the Plan's investment assets and executed transactions from June 25, 2010 through December 31, 2010. Their report, dated July 29, 2011, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

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 audit procedures with respect to the investment information summarized in Note C, which was certified by State Street Bank and Trust Company, the trustee of the Plan's assets for the year ended December 31, 2011, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee for the year ended December 31, 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

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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 2011 financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the 2011 financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

SS&G, INC.

October 9, 2012

SS&G

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RIO GRANDE 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2011	2010
ASSETS		
INVESTMENTS, AT FAIR VALUE		
Pooled separate accounts	**$ 1,587,385**	$ 1,788,259
Common collective trusts	**314,951**	345,762
	1,902,336	2,134,021
RECEIVABLES		
Participant contributions	**3,047**	-
Notes receivable from participants	**159,666**	128,695
Total receivables	**162,713**	128,695
Total assets	**2,065,049**	2,262,716
LIABILITIES		
Excess contributions payable	**3,218**	18,429
NET ASSETS AVAILABLE FOR BENEFITS	**$ 2,061,831**	$ 2,244,287

See accompanying notes to financial statements.

RIO GRANDE 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For the Years Ended December 31,	
	2011	2010
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net appreciation in fair market value of investments	**$ -**	$ 226,519
Interest and dividends	**41,118**	35,207
Total investment income	**41,118**	261,726
Interest from notes receivable from participants	**5,788**	5,783
Contributions:		
Participants	**118,238**	178,518
Employer	**-**	68,368
	118,238	246,886
Total additions	**165,144**	514,395
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	**202,836**	50,724
Net depreciation in fair market value of investments	**113,834**	-
Deemed distributed loans	**28,959**	-
Administrative expenses	**1,971**	1,673
Total deductions	**347,600**	52,397
NET (DECREASE) INCREASE	**(182,456)**	461,998
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	**2,244,287**	1,782,289
End of year	**$ 2,061,831**	$ 2,244,287

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

NOTE A – Description of the Plan

The following description of the Rio Grande 401(k) Plan (the Plan) provides only general information. Participants should refer to the *Summary Plan Description* for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering substantially all employees of Rio Grande Mexican Restaurant, Inc. (the Company) who have at least one year of service with a minimum of 1,000 hours worked and are age 21 or older. Eligible employees may enter the Plan on January 1st, April 1st, July 1st, or October 1st after eligibility requirements have been met. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

ADP, Inc. is the recordkeeper of the Plan. Effective January 1, 2012, Principal Financial Group replaced ADP, Inc. as recordkeeper.

Contributions

The Plan is primarily funded through employee elective wage deferrals under the deferred compensation provisions of the Internal Revenue Code Section 401(k). Participants may contribute up to 90% of their annual wages. Participants may also contribute amounts representing rollovers from other qualified defined benefit or contribution plans. A participant who has attained age fifty before the end of the Plan year is eligible to defer additional amounts to make catch-up contributions. The Plan allows for both pre-tax and after-tax (Roth) contributions.

The Plan provided for a discretionary match; however, in 2011, the match was eliminated. In 2010, the Company matched 50% of the employee's contribution up to 5%. Additional amounts may be contributed at the discretion of the Company's Board of Directors. During the years ended December 31, 2011 and 2010, no additional contributions were made. Participants direct the investment of their contributions as well as the Company's contribution into various investment options offered by the Plan.

Excess contributions payable

The Company performed certain participant discrimination testing annually in accordance with ERISA. The Plan failed to pass the Actual Deferral Percentage test and the 402(g) test for the 2011 and 2010 Plan years. As such, the Plan refunded to certain highly compensated employees (HCEs) their excess 2011 and 2010 contributions. The HCEs have been refunded subsequent to year-end $3,218 and $18,429, which were recorded as liabilities on the statements of net assets available for benefits at December 31, 2011 and 2010, respectively.

Participant accounts

Each participant's account is credited with the participant's contribution and allocations of the Company's contribution and Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTES TO FINANCIAL STATEMENTS

NOTE A – Description of the Plan (continued)

Vesting
Participants are immediately vested in their contributions plus earnings thereon. Vesting in the Company's contribution portion of their accounts plus earnings thereon is gradual based on years of continuous service. A participant is fully vested after five years of continuous service. The nonvested balance is forfeited upon termination of service.

The exception to this vesting schedule is when the employee terminates on or after early (age 55 with three years of service) or normal retirement age (age 65), at which time the employee becomes fully (100%) vested.

Payment of benefits
Upon termination of service due to death, disability, or normal retirement, a participant, or his or her beneficiary upon death, may receive benefits either in a lump-sum amount equal to 100% of the participant's vested account balance or in a series of payments. Normal retirement age is 65; early retirement is permitted. For termination of service due to other reasons, a participant may receive the value of the vested interest as a lump-sum distribution, or rollover their vested amounts to another qualified retirement account.

Automatic rollover provisions
The Plan includes automatic rollover provisions. These provisions provide for terminated participants with vested balances of less than $5,000, but greater than $1,000, to take a distribution as soon as practicable following their termination of employment. If the participant fails to take a lump sum distribution or rollover the balance to another qualified plan, the balance of such account will be rolled over into a rollover individual retirement account (IRA) on behalf of the participant by the Company. If a participant's account is $1,000 or less, the terminated participant must take an immediate payment or rollover to another qualified plan.

Notes receivable from participants
Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 reduced by the excess (if any) of (i) the highest outstanding balance of loans from the Plan during the twelve month period ending on the day before the loan is made, over (ii) the outstanding balance of loans from the Plan on the date the loan is made or 50% of their vested account balance, whichever is less. A maximum number of one outstanding loan is allowed per participant at any time. Loan terms are not to exceed 5 years, with the exception of loans used for the purchase of a principal residence of the participant. The loans are secured by the balance in the participant's accounts and bear interest at rates that range from 4.25% to 10.25% at December 31, 2011, which are determined at loan inception by the Plan administrator based on prime plus 1%. Principal and interest are paid ratably through bi-weekly payroll deductions.

Forfeited accounts
At December 31, 2011 and 2010, forfeited non-vested accounts totaled $2,955 and $10, respectively. At the discretion of the Company, forfeitures may be used to reduce employer contributions and to offset Plan expenses. During 2011, no forfeitures were utilized to reduce the employer match and administrative expenses. During 2010, $1,220 of forfeitures were utilized to reduce the employer match and administrative expenses.

NOTES TO FINANCIAL STATEMENTS

NOTE A – Description of the Plan (continued)

Plan expenses
All administrative expenses of the Plan are paid by either the Plan out of forfeitures or the Company, except for loan and distribution origination fees, which are paid by the respective participant.

NOTE B – Summary of significant accounting policies

Basis of presentation
The accompanying financial statements and supplemental schedules have been prepared on the accrual basis of accounting.

Investment valuation of investments and income recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note E for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes receivable from participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Use of estimates
The preparation of financial statements is in conformity with accounting principles generally accepted in the United States of America which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Payment of benefits
Benefits are recorded when paid.

Risks and uncertainties
The Plan provides for various investment securities. These investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level and uncertainty related to the changes in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

NOTES TO FINANCIAL STATEMENTS

NOTE B – Summary of significant accounting policies (continued)

Events occurring after reporting date

The Company has evaluated events and transactions that occurred between January 1, 2012 and October 9, 2012, which is the date that the financial statements were available to be issued for possible recognition or disclosure in the financial statements. See Note J for subsequent events.

NOTE C – Investment information certified by the trustee (unaudited)

All investment and participant notes receivable information disclosed in the accompanying financial statements as of December 31, 2011 and 2010 and supplemental schedules as of December 31, 2011 and the transactions in such Plan assets for the year ended December 31, 2011 and the period from June 25, 2010 through December 31, 2010, including investment income, investment transactions, and participant notes receivable transactions, have been certified to the Plan administrator by State Street Bank and Trust Company, the trustee of the Plan as of December 31, 2011 and for the period from June 25, 2010 through December 31, 2010. All investment transactions in such Plan assets for the period from January 1, 2010 through June 24, 2010, including investment income, investment transactions, and participant notes receivable transactions, have been certified to the Plan administrator by JP Morgan Chase Bank, the trustee of the Plan for the period from January 1, 2010 through June 24, 2010.

As elected by the Plan administrator, no auditing procedures have been performed on this information except to compare such information to the information included in the accompanying financial statements and supplemental schedules.

The following table presents the Plan's investments that represent 5% or more of total Plan assets as of December 31:

	2011	2010
Common Collective Trust		
SSgA S&P 500 Index Fund	**$ 252,685**	$ 254,465
Pooled Separate Accounts		
Victory Established Value Fund	**$ 228,111**	$ 221,930
American Century Strategic Allocation Aggressive Fund	**$ 183,383**	$ 203,872
Jennison Mid Cap Growth	**$ 172,311**	$ 184,957
Fidelity Advisor Small Cap Fund	**$ 156,406**	$ 179,299
Thornburg Limited Term US Government	**$ 145,441**	$ 147,546
DWS Diversified International Equity	**$ 144,238**	$ 178,586
T. Rowe Price Growth Stock Fund	**$ 129,269**	$ 156,680
American Century Livestrong 2045R	**$ 113,548**	$ 122,379
Putnam International Cap Opp Fund	**$ 106,999**	$ 151,792

NOTES TO FINANCIAL STATEMENTS

NOTE D – Plan tax status

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the prototype non-standardized plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code and therefore not subject to tax. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the tax authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. Additionally, the Plan had no interest and penalties related to income taxes.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE E – Fair value measurements

The Accounting Standards Codification (ASC) *Fair Value Measurements and Disclosure* defines fair value and provides guidance for measuring fair value and expands disclosures about fair value measurements in accordance with accounting principles generally accepted in the United States of America. *Fair Value Measurements and Disclosure* does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements.

Fair Value Measurements and Disclosure establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobserved inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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

NOTES TO FINANCIAL STATEMENTS

NOTE E – Fair value measurements (continued)

Level 2: Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Pooled separate accounts: Pooled separate accounts are valued at the net asset value of shares held by the Plan at year end. There are no redemption restrictions upon which the participant may redeem investments in the fund. However, the Plan is required to provide a one-year redemption notice to liquidate its entire investment in the fund.

Common/collective trusts: The fair values of participation units in the collective trusts are based upon the net asset values of such fund, after adjustments to reflect all fund investments at fair value, as reported in the audited financial statements of the fund (Level 2 inputs). There are no redemption restrictions upon which the participant may redeem investments in the fund. However, the Plan is required to provide a one-year redemption notice to liquidate its entire investment in the fund.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTES TO FINANCIAL STATEMENTS

NOTE E – Fair value measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	Fair Value Measurements at Reporting Date Using			
	Level 1	**Level 2**	**Level 3**	**Total**
Pooled separate accounts:				
Blend funds	**$ -**	**$ 849,190**	**$ -**	**$ 849,190**
Growth funds	**-**	**574,068**	**-**	**574,068**
Bonds	**-**	**150,785**	**-**	**150,785**
Value funds	**-**	**13,342**	**-**	**13,342**
Total pooled separate accounts	**-**	**1,587,385**	**-**	**1,587,385**
Common collective trusts:				
Blend funds	**-**	**253,410**	**-**	**253,410**
Money market	**-**	**60,148**	**-**	**60,148**
Bonds	**-**	**1,393**	**-**	**1,393**
Total common collective trusts	**-**	**314,951**	**-**	**314,951**
Total assets at fair value	**$ -**	**$ 1,902,336**	**$ -**	**$ 1,902,336**

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010:

	Fair Value Measurements at Reporting Date Using			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Blend funds	$ -	$ 946,299	$ -	$ 946,299
Growth funds	-	649,805	-	649,805
Bonds	-	179,159	-	179,159
Value funds	-	12,996	-	12,996
Total pooled separate accounts	-	1,788,259	-	1,788,259
Common collective trusts:				
Blend funds	-	255,223	-	255,223
Money market	-	89,756	-	89,756
Bonds	-	783	-	783
Total common collective trusts	-	345,762	-	345,762
Total assets at fair value	$ -	$ 2,134,021	$ -	$ 2,134,021

NOTES TO FINANCIAL STATEMENTS

NOTE F – Plan termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in employer contributions credited to their accounts.

NOTE G – Transactions with parties-in-interest

Certain Plan instruments were managed by State Street Bank and Trust Company and JP Morgan Chase Bank. JP Morgan Chase Bank was the asset trustee until June 24, 2010, as defined by the Plan. Beginning June 25, 2010, State Street Bank and Trust Company replaced JP Morgan Chase Bank as investment manager and trustee. Therefore, State Street Bank and Trust Company and JP Morgan Chase Bank transactions qualify as party-in-interest transactions.

NOTE H – Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits as of December 31, 2011 and 2010 per the financial statements to the respective Forms 5500:

	2011	2010
Net assets available for benefits per financial statements	**$ 2,061,831**	$ 2,244,287
Excess contributions payable	**3,218**	18,429
Net assets available for benefits per Form 5500	**$ 2,065,049**	$ 2,262,716

The following is a reconciliation of the (decrease) increase in net assets available for benefits as of December 31, 2011 and 2010 per the financial statements to the respective Forms 5500:

	2011	2010
Net (decrease) increase in net assets available for benefits per the financial statements	**$ (182,456)**	$ 461,998
Excess contributions payable in current year	**3,218**	18,429
Excess contributions payable in prior year	**(18,429)**	(27,111)
Deemed distributed loans in prior year	**-**	1,220
Net (decrease) increase in net assets available for benefits per Form 5500	**$ (197,667)**	$ 454,536

NOTES TO FINANCIAL STATEMENTS

NOTE I – Prohibited transactions

During 2011, the Plan Sponsor inadvertently failed to deposit $171 of participant deferrals within the required timeframe as required by the United States Department of Labor (DOL). The DOL considers late deposits to be prohibited transactions. The Plan Sponsor will file Form 5330 and pay applicable excise taxes for the late contributions noted in 2011 on the supplemental schedule. The excise tax payments will be made from the Plan Sponsor's assets and not from assets of the Plan.

NOTE J – Subsequent events

Effective October 2012, the Plan started auto-enrollment in the Plan for eligible employees.

SUPPLEMENTAL SCHEDULES

RIO GRANDE 401(k) PLAN
EIN 84-1021343 Plan 002

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment (including maturity date, rate of interest, collateral, par or maturity value)	(e) Current value
	SSgA	S&P 500 Index Fund	$ 252,685
*	Victory	Established Value Fund	228,111
*	American Century	Strategic Allocation Aggressive Fund	183,383
*	Jennison	Mid Cap Growth	172,311
*	Fidelity	Advisor Small Cap Fund	156,406
*	Thornburg	Limited Term US Government	145,441
*	DWS	Diversified International Equity	144,238
*	T. Rowe Price	Growth Stock Fund	129,269
*	American Century	Livestrong 2045R	113,548
*	Putnam	International Cap Opp Fund	106,999
*	American Century	Livestrong 2035 Port	84,617
*	Franklin	Growth Fund	72,467
	SSgA	Government Money Market Fund	60,148
*	Putnam	Equity Income Fund	10,501
*	Oppenheimer	Gold & Special Minerals Fund	7,838
*	Victory	Small Comp Opportunity Fund	6,791
*	Blackrock	Global Allocation Fund, Inc.	3,725
*	RS	Emerging Markets Fund	3,465
*	T. Rowe Price	International Growth & Income	3,332
*	Franklin	High Income Fund	3,117
*	American Century	Livestrong 2025 Port	3,030
*	Janus	Overseas Fund	2,840
*	Jennison	Natural Resources Fund	2,003
*	PIMCO	Total Return Fund	1,865
	SSgA	US Inflation Protected Bond Index Fund	1,393
	SSgA	Russell Small Cap Index Fund	725
*	American Century	Livestrong 2015 Port	672
*	American Century	Livestrong Inc. Port	562
*	Alianbern	Global	362
*	Blackrock	Global Opportunity Port	293
*	American Century	Strategic Allocation Conservative Fund	102
*	Fidelity	Advisor Leveraged Company Stock	97
*	Participant loans	Interest rates ranging from 4.25% to 10.25%; maturity dates between April 2012 and December 2016	159,666
			$ 2,062,002

* Party-in-interest to the Plan

RIO GRANDE 401(k) PLAN
EIN 84-1021343 Plan 002

SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

Participant Contributions Transferred Late to the Plan			Check Here if Late Participant Loan Repayments Are Included	Total that Constitute Nonexempt Prohibited Transactions			
				Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Amount Withheld	Date Withheld	Date Remitted					
2011 late contributions fully corrected in 2012:							
$ 125	10/07/11	09/19/12	X	$ -	$ 125	$ -	$ -
46	10/21/11	09/19/12	X	$ -	46	$ -	$ -
$ 171					$ 171		

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name RIO GRANDE 401(K) PLAN **EIN:** 84-1021343

Plan Sponsor's Name RIO GRANDE MEXICAN REST., INC. **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	BLACKROCK GLOBAL OPPORT PORT R	REGISTERED INVESTMENT COMPANY		293
	ALLIANBERN GLOB BD - R	REGISTERED INVESTMENT COMPANY		362
	AMERCENT STRAT ALLO AGG - R	REGISTERED INVESTMENT COMPANY		183,383
	AMERCENT STRAT ALLOC CNSRV - R	REGISTERED INVESTMENT COMPANY		102
	BLACKROCK GLOBAL ALLOCATION R	REGISTERED INVESTMENT COMPANY		3,725
	AMERCENT LIVESTRG 2015PORT - R	REGISTERED INVESTMENT COMPANY		672
	AMERCENT LIVESTRG INC PORT - R	REGISTERED INVESTMENT COMPANY		562

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name RIO GRANDE 401(K) PLAN **EIN:** 84-1021343

Plan Sponsor's Name RIO GRANDE MEXICAN REST., INC. **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	AMERCENT LIVESTRG 2025PORT - R	REGISTERED INVESTMENT COMPANY		3,030
	AMERICAN CENT LIVESTRONG 2045R	REGISTERED INVESTMENT COMPANY		113,548
	AMERCENT LIVESTRG 2035PORT - R	REGISTERED INVESTMENT COMPANY		84,617
	FIDELITY ADVISOR LEV CO STK -T	REGISTERED INVESTMENT COMPANY		96
	FIDELITY ADVISOR SMALL CAP - T	REGISTERED INVESTMENT COMPANY		156,406
	DWS DIVERSIFIED INTL EQ - R	REGISTERED INVESTMENT COMPANY		144,238
	FRANKLIN GROWTH FUND - R	REGISTERED INVESTMENT COMPANY		72,467

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name RIO GRANDE 401(K) PLAN **EIN:** 84-1021343

Plan Sponsor's Name RIO GRANDE MEXICAN REST., INC. **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	FRANKLIN HIGH INCOME - R	REGISTERED INVESTMENT COMPANY		3,117
	JENNISON NATURAL RESOURCES - R	REGISTERED INVESTMENT COMPANY		2,003
	JENNISON MID-CAP GROWTH - R	REGISTERED INVESTMENT COMPANY		172,311
	RS EMERGING MKTS FUND - K	REGISTERED INVESTMENT COMPANY		3,465
	PIMCO TOTAL RETURN FUND - R	REGISTERED INVESTMENT COMPANY		1,865
	T. ROWE PRICE GRTH STK FD - R	REGISTERED INVESTMENT COMPANY		129,269
	PUTNAM EQUITY INCOME FUND -R	REGISTERED INVESTMENT COMPANY		10,501

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name RIO GRANDE 401(K) PLAN **EIN:** 84-1021343

Plan Sponsor's Name RIO GRANDE MEXICAN REST., INC. **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	PUTNAM INTL CAP OPP FD - R	REGISTERED INVESTMENT COMPANY		106,999
	OPPENHEIMER GOLD & SP MIN - N	REGISTERED INVESTMENT COMPANY		7,838
	THORNBURG LTD TERM US GOVT -R3	REGISTERED INVESTMENT COMPANY		145,441
	VICTORY ESTABLISHED VALUE - R	REGISTERED INVESTMENT COMPANY		228,111
	VICTORY SMALL COMP OPPORT FD-R	REGISTERED INVESTMENT COMPANY		6,791
	T ROWE INT'L GROWTH & INCOME-R	REGISTERED INVESTMENT COMPANY		3,332
	JANUS OVERSEAS FUND - R	REGISTERED INVESTMENT COMPANY		2,840

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name RIO GRANDE 401(K) PLAN **EIN:** 84-1021343

Plan Sponsor's Name RIO GRANDE MEXICAN REST., INC. **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	PARTICIPANT LOANS	INTEREST RATES (4.25% TO 10.25%)		159,666
	SSGA CASH SERIES U.S. GOVT	COMMON/COLLECTIVE TRUST		60,148
	SSGA S & P 500 INDEX	COMMON/COLLECTIVE TRUST		252,685
	SSGA US INFL PRTC BOND INDEX	COMMON/COLLECTIVE TRUST		1,393
	SSGA RUSSELL SMALL CAP INDEX	COMMON/COLLECTIVE TRUST		725