

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 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information	
1a Name of plan <u>THE WENDYS COMPANY 401K RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶	<u>005</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>THE WENDYS COMPANY</u> <u>ONE DAVE THOMAS BOULEVARD</u> <u>DUBLIN, OH 43017</u>	1c Effective date of plan <u>01/01/2006</u>	2b Employer Identification Number (EIN) <u>38-0471180</u>
	2c Sponsor's telephone number <u>614-764-3203</u>	2d Business code (see instructions) <u>722513</u>

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.	08/19/2014	SCOTT WEISBERG
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	08/19/2014	SCOTT WEISBERG
	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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:		3c Administrator's telephone number	
a Sponsor's name		4b EIN	
5 Total number of participants at the beginning of the plan year		4c PN	
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		5 31981	
a Active participants		6a 25843	
b Retired or separated participants receiving benefits		6b 20	
c Other retired or separated participants entitled to future benefits		6c 2559	
d Subtotal. Add lines 6a , 6b , and 6c		6d 28422	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 10	
f Total. Add lines 6d and 6e		6f 28432	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 10543	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 0	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(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		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☐ A (Insurance Information)	
		(4) ☒ C (Service Provider Information)	
		(5) ☒ D (DFE/Participating Plan Information)	
		(6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>THE WENDYS COMPANY 401K RETIREMENT PLAN</u>	B Three-digit plan number (PN) <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE WENDYS COMPANY</u>	D Employer Identification Number (EIN) <u>38-0471180</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
COLUMBIA MANAGEMENT CO. ONE FINANCIAL CENTER
BOSTON, MA 02111-2621

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
PACIFIC INVESTMENT MGMT COMP 840 NEWPORT CENTER DRIVE
NEWPORT BEACH, CA 92660-6397

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
ROYCE FUNDS 745 5TH AVE
NEW YORK, NY 10151

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
VANGUARD 100 VANGUARD BLVD
MALVERN, PA 19355-2331

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

PRINCIPAL

711 HIGH STREET
DES MOINES, IA 50392-0001

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

THE AMERICAN FUNDS GROUP

333 SOUTH HOPE STREET
LOS ANGELES, CA 90071

(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

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

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

MERCER HR SERVICES, LLC

INVESTORS WAY
NORWOOD, MA 02062-1584

(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?
15 21 25 37 38 49 50 59 60 62 64 65 99	RECORDKEEPER/T RUSTEE	650451	Yes ☒ No ☐	Yes ☐ No ☒	116266	Yes ☐ No ☒

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

FINANCIAL ENGINES

1804 EMBARCADERO ROAD
PALO ALTO, CA 94303

(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?
26 50	INVESTMENT ADVISORY	172921	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 ☐

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
MERCER HR SERVICES, LLC	15 38 59 60	15258
(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.
COLUMBIA MANAGEMENT CO. ONE FINANCIAL CENTER BOSTON, MA 02111-2621	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 49 64 65 99	70215
(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.
FINANCIAL ENGINES 1804 EMBARCADERO ROAD PALO ALTO, CA 94303	VARIOUS ADMINISTRATIVE SERVICES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	10317
(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.
ROYCE FUNDS 745 5TH AVE NEW YORK, NY 10151	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	

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
MERCER HR SERVICES, LLC	15 38 59 60	19651
(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	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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:

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
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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
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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
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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
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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
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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 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>THE WENDYS COMPANY 401K RETIREMENT PLAN</u>		B Three-digit plan number (PN) <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE WENDYS COMPANY</u>		D Employer Identification Number (EIN) <u>38-0471180</u>

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)	2092135	430659
(2) Participant contributions	1b(2)	156	3456
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	11280181	12075211
(9) Value of interest in common/collective trusts	1c(9)	26243006	25709699
(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)	247048978	283818446
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	286664456	322037471

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	895	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	895	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	286663561	322037471
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	8059766	
(B) Participants	2a(1)(B)	15049336	
(C) Others (including rollovers)	2a(1)(C)	526117	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		23635219
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)	529472	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		529472
(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)	7088661	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		7088661
(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
(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		-226050
(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)		41062613
c Other income.....	2c		60374
d Total income. Add all income amounts in column (b) and enter total.....	2d		72150289

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	35858815	
(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)		35858815
f Corrective distributions (see instructions).....	2f		1165
g Certain deemed distributions of participant loans (see instructions).....	2g		93026
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)	823373	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		823373
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		36776379

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		35373910
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: **DELOITTE & TOUCHE LLP**

(2) EIN: **13-3891517**

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

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a	X		1305
4b		X	

		Yes	No	Amount
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		20000000
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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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 2013 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>THE WENDYS COMPANY 401K RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE WENDYS COMPANY</u>	D Employer Identification Number (EIN) <u>38-0471180</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
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): <u>20-2020334</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (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
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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
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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.
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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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

INDEPENDENT AUDITORS' REPORT

To the Benefits Administrative Committee of and Participants in
The Wendy's Company 401(k) Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Wendy's Company 401(k) Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by Mercer Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 certifications from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules, listed in the table of contents, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the 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.

Deloitte & Touche LLP

August 15, 2014

The Wendy's Company 401(k) Retirement Plan

Employer ID No: 38-0471180

Plan Number: 005

Financial Statements as of December 31, 2013 and
2012, and for the Year Ended December 31, 2013,
Supplemental Schedules as of and for the
Year Ended December 31, 2013, and
Independent Auditors' Report

THE WENDY'S COMPANY 401(K) RETIREMENT PLAN

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SUPPLEMENTAL SCHEDULES:	16
Form 5500, Schedule H, Part IV, Line 4(i) — Schedule of Assets (Held at End of Year) as of December 31, 2013	17
Form 5500, Schedule H, Part IV, Question 4a — Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2013	18
NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Benefits Administrative Committee of and Participants in
The Wendy's Company 401(k) Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Wendy's Company 401(k) Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by Mercer Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 certifications from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules, listed in the table of contents, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the 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.

Deloitte & Touche LLP

August 15, 2014

THE WENDY'S COMPANY 401(k) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS:		
Participant-directed investments — at fair value	<u>\$ 309,671,321</u>	<u>\$ 273,291,984</u>
Receivables:		
Notes receivable from participants	13,106,498	12,218,442
Employer contributions	430,659	2,092,135
Employee contributions	<u>3,456</u>	<u>156</u>
Total receivables	<u>13,540,613</u>	<u>14,310,733</u>
Total assets	<u>323,211,934</u>	<u>287,602,717</u>
LIABILITIES — Excess contributions payable	<u>-</u>	<u>895</u>
Total liabilities	<u>-</u>	<u>895</u>
NET ASSETS REFLECTING ALL INVESTMENTS AT FAIR VALUE	323,211,934	287,601,822
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE STABLE VALUE FUND	<u>(143,175)</u>	<u>(493,877)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 323,068,759</u>	<u>\$ 287,107,945</u>

See notes to financial statements.

THE WENDY'S COMPANY 401(k) RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2013

ADDITIONS:

Contributions:

Employer	\$ 8,059,766
Employee	15,049,336
Rollovers	<u>526,117</u>

Total contributions	<u>23,635,219</u>
---------------------	-------------------

Investment income:

Net appreciation in fair value of investments	41,330,441
Dividends	7,088,661
Interest income on notes receivable from participants	529,472
Other	<u>60,374</u>

Net investment income	<u>49,008,948</u>
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Total additions	<u>72,644,167</u>
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DEDUCTIONS:

Benefit payments (includes rollovers)	35,859,980
Administrative expenses	<u>823,373</u>

Total deductions	<u>36,683,353</u>
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NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	35,960,814
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NET ASSETS AVAILABLE FOR BENEFITS — Beginning of year	<u>287,107,945</u>
---	--------------------

NET ASSETS AVAILABLE FOR BENEFITS — End of year	<u>\$ 323,068,759</u>
---	-----------------------

See notes to financial statements.

THE WENDY'S COMPANY 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2013 AND 2012 AND FOR THE YEAR ENDED DECEMBER 31, 2013

1. DESCRIPTION OF PLAN

The following description of The Wendy's Company 401(k) Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General — The Plan is a safe harbor defined contribution 401(k) plan (in accordance with the requirements of the Internal Revenue Code (the "Code")) covering all eligible employees of The Wendy's Company and subsidiaries (the "Company") who are age 21 or older and have completed 30 days of service, as defined, or had completed 30 days of service prior to July 4, 2011 with Arby's Restaurant Group, Inc. which was a subsidiary of the Company until its sale on that date. The Plan provides a safe harbor match to eligible employees who are age 21 or older and have completed one year of service with a minimum of 1,000 hours worked. Participants are 100% vested in safe harbor matching contributions; effective January 1, 2012 the Plan was amended to provide 100% vesting in all Company contributions for participants employed by the Company on or after January 1, 2012. Former employees as of January 1, 2012, under prior plans may have vesting schedules apply to the portion of their account balances accrued under the prior plans. In connection with the closing of the sale of Arby's Restaurant Group, Inc. and subsidiaries as of July 4, 2011, the Plan was amended and restated effective January 1, 2011 and amended in August 2011 to change the Plan's name to The Wendy's Company 401(k) Retirement Plan, effective July 5, 2011.

The Plan is subject to and conforms to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is administered by the Benefits Administrative Committee.

History — The Plan was established on January 1, 2006, to provide certain employees of The Wendy's Company (formerly known as Wendy's/Arby's Group, Inc.) and its affiliated companies with benefits upon their retirement. Since its establishment, the name of the Plan has been changed in connection with various corporate changes and affiliated corporate plans have been merged into the Plan.

In connection with the merger of the assets of the Wendy's International, Inc. Profit Sharing and Savings Plan and the Wendy's International, Inc. Hourly Profit Sharing and 401(k) Plan into the Plan, the Plan was amended and restated effective January 1, 2010. It was restated again effective January 1, 2011 in conjunction with the application to the Internal Revenue Service (IRS) for a favorable determination letter. A favorable determination letter was received by the plan dated November 2013.

Trust Arrangements — The Plan's assets are held in a trust established at Mercer Trust Company ("Mercer") for the exclusive benefit of the Plan.

Contributions — The Plan allows participants to make contributions of 1% to 75% of their total compensation, subject to certain limitations imposed by the Code. The Company contributes an "employer match" of 100% of the first 3% of compensation that a participant contributes to the Plan, plus 50% of the next 2% of salary contributed. Those participants, who meet the eligibility requirements, may contribute additional amounts (age 50 catch-up); these additional contributions are ineligible for a

Company matching contribution. The Company may make an additional discretionary profit-sharing contribution for its employees. No such additional discretionary contributions were made for the year ended December 31, 2013. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Participant Accounts — Individual accounts are maintained for each participant of the Plan. Each participant's account is credited with the participant's contributions, the Company's matching contributions, and allocations of investment earnings and is charged with benefit payments, allocations of investment losses and administrative expenses. Allocations of investment income earnings and losses are based on the relative percentage of each participant's investment balance to the aggregate investment in each fund. All amounts in participant accounts are participant-directed. The benefit to which a participant is entitled is the vested benefit in the participant's vested account.

Investments — Participants may direct the investment of their contributions and/or account balances into various investment options offered by the Plan and may change investments and transfer amounts between funds daily. The Plan offers twenty-four mutual funds and a stable value fund as investment options for participants.

Vesting — Participants are immediately 100% vested in their contributions, plus actual earnings thereon. While participating on or after January 1, 2008, under the safe harbor plan, Company safe harbor matching contributions received are 100% vested. For Company profit-sharing contributions, or non-safe harbor matching contributions prior to January 1, 2008, participants vest in 25% of employer contributions, including earnings thereon, after each of two, three, four, and five years of service. For account balances transferred into the Plan from prior plans, the applicable prior plan vesting schedules shall apply to those balances transferred. The Plan was amended to provide all active participants as of January 1, 2012 100% vesting in the matching contributions.

Notes Receivable from Participants — Participants may only have one loan outstanding at any one time. Participants are able to borrow up to 50% of their vested account balance not to exceed \$50,000 in a rolling 12 month period. Loan terms generally range from twelve months to five years, but can be for up to twenty years in the event of the purchase of a principal residence. Loans are secured by an assignment of the participant's vested interest in the Plan and bear interest at prime plus 1% fixed as of the first day of the month of the borrowing. As of December 31, 2013, participant loans have maturities through 2033, at interest rates ranging from 4.25% to 10.50%. Interest paid by participants on their loans is included in "Interest Income on Notes Receivable from Participants" in the accompanying statement of changes in net assets available for benefits. Principal and interest are paid through payroll deductions.

Distributions — Active participants may take a withdrawal from the Plan in the event of a financial hardship. A hardship withdrawal is limited to the following participant account types: pre-tax and after-tax rollover accounts, after-tax accounts, pre-tax contributions, and pre-tax catch-up contributions. A hardship withdrawal will result in a six-month suspension of contributions to the Plan. Active participants may withdraw all, or any portion, of the balance in their accounts after reaching age 59 1/2. Distributions may also occur if the participant terminates employment, retires, becomes permanently disabled, or dies. Distributions are generally either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or monthly or annual installments over a period not greater than 10 years and can be in cash or a direct rollover.

Payment of Benefits — On termination of service with the Company (including termination of service due to death, disability, or retirement), a participant may generally elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or, if the participant is 59 1/2 years old or older, they can elect monthly or annual installments over a 15-year period.

Forfeited Accounts — Forfeited non-vested accounts are not recorded as liabilities to the Company, but may be used to reduce contributions of the Company or to pay expenses of the Plan. Forfeited non-vested accounts in the amount of \$43,004 were used to reduce the Company's contributions and pay administrative expenses in 2013. At December 31, 2013 and 2012, unutilized forfeited non-vested accounts totaled \$22,848 and \$89,724, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan utilizes various investment instruments, including mutual funds, and a stable value fund. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition — All investments of the Plan, are stated at fair value based on quoted market prices or quoted redemption value. Shares of mutual funds are valued at quoted market prices that represent the net asset value (NAV) of shares held by the Plan at year-end.

The statement of changes in net assets available for benefits is presented on a contract value basis. The statements of net assets available for benefits as of December 31, 2013 and 2012, present the stable value funds at fair value, as well as an additional line item showing an adjustment of the fully benefit-responsive contract from fair value to contract value. As discussed in Note 5, as of December 31, 2013 and 2012, the Plan held the Morley Stable Value Fund (the "Fund"), which qualify as fully benefit-responsive stable value fund. Fair value of the Fund is the net asset value (NAV) of its underlying investments, and contract value is principal plus accrued interest.

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. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

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 recorded as distributions based on the terms of the plan document.

Administrative Expenses — Plan administrative expenses are currently paid by the Company to the extent not offset by expense reimbursements. Certain mutual funds offered in the Plan pay reimbursements back to Mercer, the Plan trustee. These reimbursements are in turn used to pay the trustee for Plan administrative expenses.

Participants are responsible for fees associated with certain transactions such as loan originations and maintenance, Domestic Relations Order qualification and financial advice resources.

Payment of Benefits — Benefit payments to participants are recorded upon distribution. There were no participants, who have elected to withdraw from the Plan, but have not yet been paid at December 31, 2013 and 2012.

Excess Contributions Payable — The Plan is required to return contributions received during the Plan year in excess of the Code limits.

Subsequent Events — The Company has evaluated subsequent events from the statement of net assets available for benefits date through August 15, 2014, the date when the financial statements were available to be issued, and determined there were no other items to disclose.

3. FAIR VALUE MEASUREMENTS

The Plan accounts for certain assets and liabilities at fair value. The accounting guidance for measuring fair value provides a hierarchy which proscribes three levels of fair value based on the extent to which inputs used in measuring fair value are observable in the market. These levels are:

- Level 1 refers to securities valued using unadjusted quoted prices from active markets for identical assets.
- Level 2 refers to securities not traded on an active market, but for which observable market inputs are readily available.
- Level 3 refers to securities valued based on significant unobservable inputs. At the end of 2013 and 2012, the Plan did not hold any Level 3 financial instruments.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following tables set forth, by level within the fair value hierarchy, a summary of the Plan's investments measured at fair value on a recurring basis as of December 31, 2013 and 2012. The tables include the major categorization for participant-directed investments on the basis of the nature and risk of the investments as of December 31, 2013 and 2012, as follows:

Fair Value Measurements as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Balanced funds	\$ 143,496,904	\$ -	\$ -	\$ 143,496,904
Domestic stock funds	91,459,561			91,459,561
Fixed income funds	24,525,696			24,525,696
International stock funds	<u>24,336,286</u>			<u>24,336,286</u>
Total mutual funds	283,818,447	-	-	283,818,447
Stable value fund		<u>25,852,874</u>		<u>25,852,874</u>
Total investments	<u>\$ 283,818,447</u>	<u>\$ 25,852,874</u>	<u>\$ -</u>	<u>\$ 309,671,321</u>

Fair Value Measurements as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Balanced funds	\$ 125,369,720	\$ -	\$ -	\$ 125,369,720
Domestic stock funds	68,796,865			68,796,865
Fixed income funds	32,590,680			32,590,680
International stock funds	<u>20,291,713</u>			<u>20,291,713</u>
Total mutual funds	247,048,978	-	-	247,048,978
Stable value fund		<u>26,243,006</u>		<u>26,243,006</u>
Total investments	<u>\$ 247,048,978</u>	<u>\$ 26,243,006</u>	<u>\$ -</u>	<u>\$ 273,291,984</u>

For the years ended December 31, 2013 and 2012, there were no transfers in or out of levels 1, 2, or 3.

The valuation methods as described in Note 2 may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Asset Valuation Techniques — Valuation technologies maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The 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, 2013 and 2012.

Mutual Funds — Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Stable Value Fund — Valued at the net asset value of units of a bank collective trust. The net asset value as provided by the trustee, is used as a practical expedient to estimate fair value. The net asset value is based on the fair value of the underlying investments held by the fund less its liabilities.

4. INVESTMENTS

All contributions to the Plan are held and invested by Mercer, the trustee of the Plan. Participants are responsible for deciding in which of the investment options their account will be invested. Participants can invest their Plan assets in any of the investment alternatives offered. Full descriptions of the investment alternatives can be found in the prospectus or the investment fact sheet.

The Plan's investments that represent 5% or more of net assets available for benefits as of December 31, 2013 and 2012, are as follows:

	2013	2012
Vanguard Institutional Index Fund	\$ 52,131,975	\$ 41,504,742
Vanguard Target Retirement Income Fund	39,184,679	41,096,868
Morley Stable Value Fund	25,852,874	26,243,006
Vanguard Target Retirement 2030 Fund	18,270,365	14,621,323
PIMCO Total Return Fund	N/A	18,336,424

During the year ending December 31, 2013, the net appreciation (depreciation) in the fair value of investments, including gains and losses on investments bought and sold as well as held during the year, was as follows:

Columbia Mid Cap Index	\$ 2,286,749
Columbia Small Cap Index	1,401,138
Europacific Growth Fund	1,926,119
PIMCO Total Return Fund	(822,718)
Royce Pennsylvania Mutual Fund	2,523,630
T. Rowe Price Blue Chip	4,595,258
Vanguard Equity Income Fund Admiral	1,647,374
Vanguard Developed Markets Index	1,897,565
Vanguard Inflation Protected Securities Fund	(277,753)
Vanguard Institutional Index Fund	12,152,660
Vanguard Target Retirement 2010 Fund	93,090
Vanguard Target Retirement 2015 Fund	421,125
Vanguard Target Retirement 2020 Fund	1,708,725
Vanguard Target Retirement 2025 Fund	1,970,464
Vanguard Target Retirement 2030 Fund	2,754,833
Vanguard Target Retirement 2035 Fund	1,902,266
Vanguard Target Retirement 2040 Fund	2,898,950
Vanguard Target Retirement 2045 Fund	902,805
Vanguard Target Retirement 2050 Fund	496,277
Vanguard Target Retirement 2055 Fund	68,420
Vanguard Target Retirement 2060 Fund	14,327
Vanguard Target Retirement Income Fund	1,043,391
Vanguard Total Bond Market Index Fund	(542,082)
Morley Stable Value Fund	267,828
Net appreciation of fair value of investments	<u>\$ 41,330,441</u>

5. STABLE VALUE FUND

The Funds are collective trust funds which invest principally in guaranteed investment contracts issued by insurance companies; investment contracts issued by banks; synthetic investment contracts (SICs) issued by banks, insurance companies or other issuers, and other securities supporting such SICs; and other similar instruments, which are intended to maintain a constant net asset value. The beneficial interest of each participant is represented by units. Units are issued and redeemed daily at the Funds' constant NAV of \$1 per unit. Distribution to the Funds' unit holders is declared daily from the net investment income and automatically reinvested in the Funds on a monthly basis when paid. It is the policy of the Funds to use the best efforts to maintain a stable NAV of \$1 per unit; although there is no guarantee that the Funds will be able to maintain this value. There are no unfunded commitments for these funds, the redemption frequency is immediate and there are no other redemption restrictions.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Funds, plus earnings, less participant withdrawals and administrative expenses. The Funds impose certain restrictions on the Plan, and the Funds themselves may be subject to circumstances that affect their ability to transact at contract value, as described in the following paragraphs. Plan management believes that the occurrence of events that would cause the Funds to transact at less than contract value is not probable.

Limitations on the Ability of the Funds to Transact at Contract Value:

Restrictions on the Plan — Participant-initiated transactions are those transactions allowed by the Plan, including withdrawals for benefits, loans, or transfers to noncompeting funds within a plan, but excluding withdrawals that are deemed to be caused by the actions of the plan sponsor. The following employer-initiated events may limit the ability of the Funds to transact at contract value:

- A failure of the Plan or its trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA
- Any communication given to Plan participants designed to influence a participant not to invest in the Funds or to transfer assets out of the Funds
- Any transfer of assets from the Funds directly into a competing investment option
- The establishment of a defined contribution plan that competes with the Plan for employee contributions
- Complete or partial termination of the Plan or its merger with another plan

Circumstances that Affect the Funds — The Funds invest in assets, typically fixed income securities or bond funds, and enters into “wrapper” contracts issued by third parties. A wrap contract is an agreement by another party, such as a bank or insurance company to make payments to the Funds in certain circumstances. Wrap contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrap contract, the wrap issuer agrees to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted.

The wrap contracts generally contain provisions that limit the ability of the Funds to transact at contract value upon the occurrence of certain events. These events include:

- Any substantive modification of the Funds or the administration of the Funds that is not consented to by the wrap issuer
- Any change in law, regulation, or administrative ruling applicable to a plan that could have a material adverse effect on the Fund's cash flow
- Employer-initiated transactions by participating plans as described above

In the event that wrap contracts fail to perform as intended, the Funds' NAV may decline if the market value of its assets declines. The Funds' ability to receive amounts due pursuant to these wrap contracts is dependent on the third-party issuer's ability to meet their financial obligations. The wrap issuer's ability to meet its contractual obligations under the wrap contracts may be affected by future economic and regulatory developments.

The Funds are unlikely to maintain a stable NAV if, for any reason, they cannot obtain or maintain wrap contracts covering all of its underlying assets. This could result from the Funds' inability to promptly find a replacement wrap contract following termination of a wrap contract. Wrap contracts are not transferable and have no trading market. There are a limited number of wrap issuers. The Funds may lose the benefit of wrap contracts on any portion of their assets in default in excess of a certain percentage of portfolio assets.

6. FEDERAL TAX CONSIDERATIONS —

- a) **Income Tax Status of the Plan** — The Plan is an adoption of "Prototype Defined Contribution Plan," which received an opinion letter dated June 20, 2002, in which the IRS stated that the prototype plan was acceptable under Section 401 of the Code for use by employers for the benefit of their employees. The Plan received a favorable determination letter dated November 2013. The Plan is required to operate in conformity with the Code to maintain its qualified status. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.
- b) **Impact on Plan Participants** — Matching contributions and salary reduction contributions, as well as earnings on Plan assets, are generally not subject to federal income tax until distributed from a qualified plan that meets the requirements of Sections 401(a), 401(k) and 401(m) of the Code.
- c) **Evaluation of Tax Position** — In accordance with GAAP, the Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. 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 2010.

7. 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 set forth in

ERISA. In the event that the Plan is terminated, participants would become fully vested in their account balances.

8. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2013 and 2012, and for the year ended December 31, 2013, included in the Plan's financial statements and supplemental Schedule H, that was prepared by or derived from information prepared by Mercer, the trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that such information is complete and accurate.

	2013	2012
Statements of net assets available for benefits:		
Investments at fair value — mutual funds	\$ 283,818,447	\$ 247,048,978
Investments at contract value — stable value fund	25,709,699	25,749,129
Notes receivable from participants	13,106,498	12,218,442
Statement of changes in net assets available for benefits — investment income:		
Net appreciation in fair value of investments	41,330,441	22,350,022
Dividends and interest	7,618,133	7,647,582

Adjustment from fair value to contract value for the fully benefit-responsive stable value fund for 2012 and 2013 was not certified by Mercer.

Supplemental schedule: All investment balances and information included in the supplemental schedule of assets (held at end of year).

Note 3 and 4: All investment related information included in that note, except for the leveling within the fair value hierarchy in Note 3.

9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013, to the Form 5500:

Net assets available for plan benefits per the financial statements	\$ 323,068,759
Adjustment from contract value to fair value for fully benefit-responsive stable value fund	143,175
Cumulative deemed loans (principal) on the Form 5500	<u>(1,031,287)</u>
Net assets per the Form 5500	<u>\$ 322,180,647</u>

The following is a reconciliation of notes receivables from participants per the financial statements at December 31, 2013, to the Form 5500:

Notes receivables from participants per the financial statements	\$ 13,106,498
Cumulative deemed loans (principal) on the Form 5500	<u>(1,031,287)</u>
Participant loans per the Form 5500	<u>\$ 12,075,211</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the year ended December 31, 2013, to the Form 5500:

Net increase in net assets available for benefits per the financial statements	\$ 35,960,814
Adjustment from contract value to fair value for fully benefit-responsive stable value fund	(493,878)
Change in the loans shown as deemed loans on the Form 5500	<u>(93,026)</u>
Net income per the Form 5500	<u>\$ 35,373,910</u>

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012, to the Form 5500:

Net assets available for plan benefits per the financial statements	\$ 287,107,945
Adjustment from contract value to fair value for fully benefit-responsive stable value fund	493,877
Cumulative deemed loans (principal) on the Form 5500	<u>(938,261)</u>
Net assets per the Form 5500	<u>\$ 286,663,561</u>

The following is a reconciliation of notes receivables from participants per the financial statements at December 31, 2012, to the Form 5500:

Notes receivables from participants per the financial statements	\$ 12,218,442
Cumulative deemed loans (principal) on the Form 5500	<u>(938,261)</u>
Participant loans per the Form 5500	<u>\$ 11,280,181</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the year ended December 31, 2012, to the Form 5500:

Net increase in net assets available for benefits per the financial statements	\$ 25,996,736
Current year adjustment from contract value to fair value for fully benefit-responsive stable value fund	493,877
Change in the loans shown as deemed loans on the Form 5500	<u>25,539</u>
Net income per the Form 5500	<u>\$ 26,516,152</u>

10. NONEXEMPT PARTY-IN-INTEREST TRANSACTION

The Company remitted the certain participant contributions, as noted in the schedule below, to the trustee, which was later than required by Department of Labor (DOL) Regulation 2510.3-102. The Company anticipates filing Form 5330 with the IRS and paying the required excise tax on the transactions. In addition, participant accounts were credited with the amount of investment income that would have been earned had the participant contribution been remitted on a timely basis.

Contribution Dates	Date Error Corrected	Amount
Various, December 2012	April 16, 2013	\$ 153
Simmons, December 2012	February 15, 2013	4
Various, March 2013	April 19, 2013	624
Various, April 2013	May 24, 2013	<u>466</u>
Contributions corrected outside VFCP		<u>\$ 1,247</u>
December 28, 2013	January 28, 2014	58
Contributions not corrected		<u>\$ 58</u>

* * * * *

SUPPLEMENTAL SCHEDULES

THE WENDY'S COMPANY 401(k) RETIREMENT PLAN
EIN: 38-0471180; PIN: 005

FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2013

(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
	Value of interest in common/collective trusts: Morley Stable Value Fund	Common collective trust-Stable value fund	*	\$ 25,709,699
	Value of interest in registered investment companies (e.g. mutual funds):			
	Columbia Mid Cap Index	Mutual Fund-balanced fund	*	12,026,427
	Columbia Small Cap Index	Mutual Fund-balanced fund	*	7,151,134
	Europacific Growth Fund	Mutual fund-domestic stock fund	*	11,579,206
	PIMCO Total Return Fund	Mutual Fund-fixed income fund	*	12,095,129
	Royce Pennsylvania Mutual Fund	Mutual fund-domestic stock fund	*	11,322,919
	T. Rowe Price Blue Chip	Mutual Fund	*	15,105,598
	Vanguard Developed Markets Index	Mutual Fund	*	12,757,080
	Vanguard Equity Income Fund Admiral	Mutual Fund	*	8,827,106
	Vanguard Inflation Protected Securities Fund	Mutual Fund-fixed income fund	*	1,653,273
	Vanguard Institutional Index Fund	Mutual Fund-balanced fund	*	52,131,975
	Vanguard Target Retirement 2010 Fund	Mutual Fund-balanced fund	*	1,587,346
	Vanguard Target Retirement 2015 Fund	Mutual Fund-balanced fund	*	4,314,292
	Vanguard Target Retirement 2020 Fund	Mutual Fund-balanced fund	*	13,830,902
	Vanguard Target Retirement 2025 Fund	Mutual Fund-balanced fund	*	15,240,436
	Vanguard Target Retirement 2030 Fund	Mutual Fund-balanced fund	*	18,270,365
	Vanguard Target Retirement 2035 Fund	Mutual Fund-balanced fund	*	11,553,065
	Vanguard Target Retirement 2040 Fund	Mutual Fund-balanced fund	*	15,616,131
	Vanguard Target Retirement 2045 Fund	Mutual Fund-balanced fund	*	5,160,497
	Vanguard Target Retirement 2050 Fund	Mutual Fund-balanced fund	*	2,976,146
	Vanguard Target Retirement 2055 Fund	Mutual Fund-balanced fund	*	483,914
	Vanguard Target Retirement 2060 Fund	Mutual Fund-balanced fund	*	173,533
	Vanguard Target Retirement Income Fund	Mutual Fund-balanced fund	*	39,184,679
	Vanguard Total Bond Market Index Fund	Mutual Fund-fixed income fund	*	10,777,294
	Total investments			<u>283,818,447</u>
	Participant loans (ranging in interest rates from ** 4.25%–10.5% and maturing through 2033) ***		*	<u>12,075,211</u>
	Total			<u><u>\$ 321,603,356</u></u>

* Cost information not provided as investments are participant-directed.

** Party-in-interest.

*** Net of \$1,031,287 in deemed loans.

See accompanying independent auditors' report.

THE WENDY'S COMPANY 401(k) RETIREMENT PLAN

Employer ID No.: 38-0471180; Plan Number: 005

FORM 5500, SCHEDULE H, PART IV, QUESTION 4a — SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

FOR THE YEAR ENDED DECEMBER 31, 2013

	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002-51
	Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Participant contributions transferred late to the Plan	<u>\$ 58</u>	<u>\$ 1,247</u>	<u>\$ -</u>	<u>\$ -</u>

Contributions Corrected Outside VFCP includes \$1,247 of participant loan contributions.

See accompanying independent auditors' report.

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name THE WENDYS COMPANY 401K RETIREMENT PLAN

EIN: 38-0471180

Plan Sponsor's Name THE WENDYS COMPANY

PN: 005

(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
	EUROPACIFIC GROWTH FUND	MUTUAL FUND		11,579,206
	COLUMBIA MID CAP INDEX FUND	MUTUAL FUND		12,026,427
	COLUMBIA SMALL CAP INDEX FUND	MUTUAL FUND		7,151,134
	MORLEY STABLE VALUE FUND	COMMON/COLLECTIVE TRUST		25,709,699
	VANGUARD DEVELOPED MARKETS INDX	MUTUAL FUND		12,757,080
	PIMCO TOTAL RETURN FUND	MUTUAL FUND		12,095,129
	VANGUARD TARGET RETIREMENT INCM	MUTUAL FUND		39,184,679

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name THE WENDYS COMPANY 401K RETIREMENT PLAN

EIN: 38-0471180

Plan Sponsor's Name THE WENDYS COMPANY

PN: 005

(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
	VANGUARD TARGET RETIREMENT 2055	MUTUAL FUND		483,914
	T. ROWE PRICE BLUE CHIP GROWTH	MUTUAL FUND		15,105,598
	VANGUARD EQUITY INCM FD ADMIRAL	MUTUAL FUND		8,827,106
	VANGUARD TARGET RETIREMENT 2060	MUTUAL FUND		173,533
	VANGUARD TARGET RETIREMENT 2010	MUTUAL FUND		1,587,346
	VANGUARD TARGET RETIREMENT 2015	MUTUAL FUND		4,314,292
	VANGUARD TARGET RETIREMENT 2020	MUTUAL FUND		13,830,902

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name THE WENDYS COMPANY 401K RETIREMENT PLAN

EIN: 38-0471180

Plan Sponsor's Name THE WENDYS COMPANY

PN: 005

(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
	VANGUARD TARGET RETIREMENT 2025	MUTUAL FUND		15,240,436
	VANGUARD TARGET RETIREMENT 2030	MUTUAL FUND		18,270,364
	VANGUARD TARGET RETIREMENT 2035	MUTUAL FUND		11,553,065
	VANGUARD TARGET RETIREMENT 2040	MUTUAL FUND		15,616,131
	VANGUARD TARGET RETIREMENT 2045	MUTUAL FUND		5,160,497
	VANGUARD TARGET RETIREMENT 2050	MUTUAL FUND		2,976,146
	VANGUARD INSTITUTIONAL INDEX FD	MUTUAL FUND		52,131,975

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name THE WENDYS COMPANY 401K RETIREMENT PLAN

EIN: 38-0471180

Plan Sponsor's Name THE WENDYS COMPANY

PN: 005

(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
	VANGUARD INFLATION PROTECTED SEC	MUTUAL FUND		1,653,273
	VANGUARD TOTAL BOND MARKET INDEX	MUTUAL FUND		10,777,294
	ROYCE PENNSYLVANIA MUTUAL	MUTUAL FUND		11,322,919
	LOAN FUND	PARTICIPANT LOANS		12,075,211

Attachment to 2013 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name THE WENDYS COMPANY 401K RETIREMENT PLAN

EIN: 38-0471180

Plan Sponsor's Name THE WENDYS COMPANY

PN: 005

Total that Constitute Nonexempt Prohibited Transactions				
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	58	0	0	1,247