# 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**

## Part I Annual Report Identification Information

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

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

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

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

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

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
WENDY'S OF COLORADO SPRINGS 401(K) PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 07/01/1994

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

WENDYS OF COLORADO SPRINGS, INC.

1515 N ACADEMY BLVD, SUITE 400
COLORADO SPRINGS, CO 80909

**2b** Employer Identification Number (EIN)
84-0706429

**2c** Sponsor's telephone number
719-573-8557

**2d** Business code (see instructions)
721120

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

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

| | | | |
|---|---|---|---|
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/15/2014 | CHRIS RUSHING |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

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

WENDYS OF COLORADO SPRINGS, INC.

1515 N ACADEMY BLVD, SUITE 400
COLORADO SPRINGS, CO 80909

**3b** Administrator's EIN
84-0706429

**3c** Administrator's telephone number
719-573-8557

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

**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 1489 |
| **6** | Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**). | | |
| **a** | Active participants | **6a** | 1770 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 61 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 1831 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 1831 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 165 |
| **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 3D 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)

| | | |
|---|---|---|
| **(1)** | ☐ | Insurance |
| **(2)** | ☐ | Code section 412(e)(3) insurance contracts |
| **(3)** | ☒ | Trust |
| **(4)** | ☐ | General assets of the sponsor |

**9b** Plan benefit arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | ☐ | Insurance |
| **(2)** | ☐ | Code section 412(e)(3) insurance contracts |
| **(3)** | ☒ | Trust |
| **(4)** | ☐ | General assets of the sponsor |

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

**a Pension Schedules**

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

**b General Schedules**

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

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
WENDY'S OF COLORADO SPRINGS 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
WENDYS OF COLORADO SPRINGS, INC.

**D** Employer Identification Number (EIN)
84-0706429

**Part I** **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1** Coverage Information:

**(a)** Name of insurance carrier

JOHN HANCOCK

| (b) EIN | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | (f) From | (g) To |
| 01-0233346 | 65838 | 95030 | 0 | 01/01/2013 | 12/31/2013 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|---|---|
| 1799 | 0 |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

LPL FINANCIAL CORPORATION

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| 1799 | 0 | THIRD PARTY ADMINISTRATOR | 5 |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

## Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

| | | | |
|---|---|---|---|
| **4** | Current value of plan's interest under this contract in the general account at year end | **4** | |
| **5** | Current value of plan's interest under this contract in separate accounts at year end | **5** | |

**6** Contracts With Allocated Funds:

**a** State the basis of premium rates ▶

| | | | |
|---|---|---|---|
| **b** | Premiums paid to carrier | **6b** | |
| **c** | Premiums due but unpaid at the end of the year | **6c** | |
| **d** | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. | **6d** | |

Specify nature of costs ▶

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

| | | | | | |
|---|---|---|---|---|---|
| **b** | Balance at the end of the previous year | | | **7b** | 0 |
| **c** | Additions: (1) Contributions deposited during the year | **7c(1)** | | | |
| | (2) Dividends and credits | **7c(2)** | | | |
| | (3) Interest credited during the year | **7c(3)** | | | |
| | (4) Transferred from separate account | **7c(4)** | | | |
| | (5) Other (specify below) | **7c(5)** | | | |
| | ▶ | | | | |
| | (6) Total additions | | | **7c(6)** | 0 |
| **d** | Total of balance and additions (add lines **7b** and **7c(6)**). | | | **7d** | 0 |
| **e** | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | **7e(1)** | | | |
| | (2) Administration charge made by carrier | **7e(2)** | | | |
| | (3) Transferred to separate account | **7e(3)** | | | |
| | (4) Other (specify below) | **7e(4)** | | | |
| | ▶ | | | | |
| | (5) Total deductions | | | **7e(5)** | 0 |
| **f** | Balance at the end of the current year (subtract line **7e(5)** from line **7d**) | | | **7f** | 0 |

## Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

| | | | |
|---|---|---|---|
| **a** ☐ Health (other than dental or vision) | **b** ☐ Dental | **c** ☐ Vision | **d** ☐ Life insurance |
| **e** ☐ Temporary disability (accident and sickness) | **f** ☐ Long-term disability | **g** ☐ Supplemental unemployment | **h** ☐ Prescription drug |
| **i** ☐ Stop loss (large deductible) | **j** ☐ HMO contract | **k** ☐ PPO contract | **l** ☐ Indemnity contract |
| **m** ☐ Other (specify) ▶ | | | |

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | 0 |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | 0 |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | 0 |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount | | | **10b** | |

Specify nature of costs ▶

## Part IV Provision of Information

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2013**<br>**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<br>WENDY'S OF COLORADO SPRINGS 401(K) PLAN | **B** Three-digit plan number (PN) ▶ 001 |
| **C** Plan sponsor's name as shown on line 2a of Form 5500<br>WENDYS OF COLORADO SPRINGS, INC. | **D** Employer Identification Number (EIN)<br>84-0706429 |

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

RPG CONSULTANTS

181 SO. FRANKLIN AVENUE
SUITE 202
VALLEY STREAM, NY 11581

13-4077182

| (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 17 37 64 | NONE | 11163 | Yes ☐ No ☒ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

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

SPIRE INVESTMENTS PARTNERS

101 N. CASCADE AVENUE
SUITE 320
COLORADO SPRINGS, CO 80903

| (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 | NONE | 10508 | 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 |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

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

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

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Financial Information

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

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

OMB No. 1210-0110

**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
WENDY'S OF COLORADO SPRINGS 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
WENDYS OF COLORADO SPRINGS, INC.

**D** Employer Identification Number (EIN)
84-0706429

## 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 | 653 | 1517 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 0 | 0 |
| **(2)** Participant contributions | 1b(2) | 0 | 1076 |
| **(3)** Other | 1b(3) | 0 | 0 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 0 | 59565 |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | | |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 2825145 | 2896290 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 2825798 | 2958448 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 2825798 | 2958448 |

## Part II Income and Expense Statement

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

| | Income | | (a) Amount | (b) Total |
|---|---|---|---|---|
| **a** | **Contributions:** | | | |
| | **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | | |
| | **(B)** Participants | 2a(1)(B) | 187599 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 12893 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 200492 |
| **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) | | |
| | **(F)** Other | 2b(1)(F) | 1799 | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 1799 |
| | **(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) | 19570 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 19570 |
| | **(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) | | |
| (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) | | 275360 |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 497221 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 341583 | |
| (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) | | 341583 |
| f Corrective distributions (see instructions) | 2f | | |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | |
| h Interest expense | 2h | | |
| i Administrative expenses: **(1)** Professional fees | 2i(1) | 10508 | |
| (2) Contract administrator fees | 2i(2) | 11163 | |
| (3) Investment advisory and management fees | 2i(3) | 912 | |
| (4) Other | 2i(4) | 405 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 22988 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 364571 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 132650 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

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

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

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

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

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

**(1)** Name: BKD, LLP **(2)** EIN: 44-0160260

**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:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | 4a | X | | 11 |
| **b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | 4b | | X | |

| | | | 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 | | 300000 |
| 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
WENDY'S OF COLORADO SPRINGS 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
WENDYS OF COLORADO SPRINGS, INC.

**D** Employer Identification Number (EIN)
84-0706429

## Part I Distributions

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

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

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

EIN(s): 26-0010549

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

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

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

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

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

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

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

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

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

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

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

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

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

## Part III Amendments

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

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

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

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

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

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

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

**a** Name of contributing employer

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

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete 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: 00% 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):

# Wendy's of Colorado Springs 401(k) Plan

**EIN 84-0706429 PN 001**

Independent Auditor's Report and Financial Statements

December 31, 2013 and 2012

# Wendy's of Colorado Springs 401(k) Plan

**December 31, 2013 and 2012**

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BKD LLP
CPAs & Advisors

111 S. Tejon Street, Suite 800 // Colorado Springs, CO 80903-2286
719.471.4290 // fax 719.632.8087 // bkd.com

# Independent Auditor's Report

Trustees
Wendy's of Colorado Springs 401(k) Plan
Colorado Springs, Colorado

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Wendy's of Colorado Springs 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended 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.

### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on conducting our audits 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 3, which was certified by Counsel Trust Company d/b/a Mid Atlantic Trust Company and John Hancock Life Insurance Company (U.S.A.), the custodians 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 custodians hold the Plan's investment assets and execute transactions related to these assets. The plan administrator has obtained certifications from the custodians as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by Counsel Trust Company d/b/a Mid Atlantic Trust Company is complete and accurate and that the information provided to the plan administrator by John Hancock Life Insurance Company (U.S.A.) is complete and accurate to the best of their knowledge.

Praxity MEMBER
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Trustees
Wendy's of Colorado Springs 401(k) Plan

***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 DOL 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 custodians, 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*.

BKD, LLP

Colorado Springs, Colorado
October 14, 2014

Federal Employer Identification Number: 44-0160260

# Wendy's of Colorado Springs 401(k) Plan

## Statements of Net Assets Available for Benefits

## December 31, 2013 and 2012

### Assets

| | 2013 | 2012 |
|---|---|---|
| **Investments, at Fair Value** | $ 2,955,855 | $ 2,825,145 |
| **Cash** | 1,517 | 653 |
| **Participants' Contributions Receivable** | 1,076 | - |
| **Net Assets Available for Benefits** | $ 2,958,448 | $ 2,825,798 |

# Wendy's of Colorado Springs 401(k) Plan

## Statements of Changes in Net Assets Available for Benefits

## Years Ended December 31, 2013 and 2012

| | 2013 | 2012 |
|---|---|---|
| **Investment Income** | | |
| Net appreciation in fair value of investments | $ 275,360 | $ 330,566 |
| Dividends and interest | 21,369 | - |
| Net investment income | 296,729 | 330,566 |
| **Contributions** | | |
| Participants | 187,599 | 183,153 |
| Rollovers | 12,893 | - |
| | 200,492 | 183,153 |
| Total additions | 497,221 | 513,719 |
| **Deductions** | | |
| Benefits paid to participants | 341,583 | 247,972 |
| Administrative expenses | 22,988 | 2,181 |
| Total deductions | 364,571 | 250,153 |
| **Net Increase** | 132,650 | 263,566 |
| **Net Assets Available for Benefits, Beginning of Year** | 2,825,798 | 2,562,232 |
| **Net Assets Available for Benefits, End of Year** | $ 2,958,448 | $ 2,825,798 |

# Wendy's of Colorado Springs 401(k) Plan

## Notes to Financial Statements

## December 31, 2013 and 2012

## Note 1: Description of the Plan

The following description of Wendy's of Colorado Springs 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan document and *Summary Plan Description*, which are available from the plan administrator, for a more complete description of the Plan's provisions.

### *General*

The Plan is a defined contribution plan sponsored by Wendy's of Colorado Springs, Inc. (the Company) for the benefit of its employees (except as noted below) who have completed at least one hour of service (immediate completion of service requirement) and are age 21 or older. Employees can enter the Plan monthly.

Leased, reclassified, highly compensated and certain non-highly compensated employees are excluded from participating in the Plan. Eligible non-highly compensated employees are as follows:

- Casino employee
- Wendy's headquarters office employee
- Pine Crest/Garden Court employee
- Summit Hospitality employee
- Golden Corral store general manager, associate general manager, manager, assistant manager, certified assistant manager, catering director and manager in training
- Wendy's store area director, district manager, general manager, co-manager, assistant manager, manager in training and assistant manager in training

Other non-highly compensated employees that are not excluded are those with an account balance in the Plan at December 31, 2007, and those who were eligible to participate in the Plan on or after January 1, 2008.

Related employers who also participate in the Plan include Holland-Buerk Enterprises, Inc., Wendhi, Inc., Harvest Distribution, Inc., Midnight Rose Hotel and Casino, Inc., Garden Court, Inc., Great Western Restaurants, Inc., GC Powers, LLC, Northern GC, LLC, Triwest Restaurants, LLC, Wade Marketing, LLC, Summit Hospitality, LLC, Casino Holdings, Inc., Holland Ventures, Inc., Great Western Corral, LLC, Great Western Catering, LLC, Kona Daze, LLC and Amanda's of Colorado Springs, LLC. The Company and the related participating employers are collectively referred to as the "Companies." The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Chris Rushing and Alice Tomlin are the Trustees of the Plan. In March 2013, Counsel Trust Company d/b/a Mid Atlantic Trust Company (Mid Atlantic) became the plan custodian and RPG Consultants became the record keeper. Prior to this change, John Hancock Life Insurance Company (U.S.A.) (John Hancock) served as plan custodian and record keeper.

### *Contributions*

The Plan permits eligible employees, through a salary deferral election, to have the Companies make annual contributions of up to 100% of eligible compensation. Employee rollover contributions are also permitted. The Companies may make matching contributions of a discretionary percentage of employees' salary deferral amounts up to 6% of employees' compensation. Effective January 13, 2009, the Companies ceased employer matching contributions until otherwise determined. The Companies' profit-sharing contributions are discretionary as determined by the Companies' Retirement Committee. Contributions are subject to certain limitations. Forfeitures are first used to pay administrative expenses incurred by the Plan. Any remaining forfeitures allocated to participants.

### *Participant Investment Account Options*

Investment account options available include various funds. Each participant has the option of directing his contributions into any of the separate investment accounts and may change the allocation daily.

### *Participant Accounts*

Each participant's account is credited with the participant's contribution, the Companies' contribution, if any, and plan earnings and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. Certain account fees may be charged by the record keeper based on investments in certain funds and will be withdrawn directly from the account of the participants who are invested in those funds. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

### *Vesting*

Participants are immediately vested in their voluntary contributions plus earnings thereon. Vesting in the Companies' contribution portion of their accounts plus earnings thereon, is based on years of continuous service. A participant is fully vested after six years of continuous service. The non-vested balance is forfeited upon termination of service. Forfeitures during a plan year are used to pay the Plan's administrative expenses. If available forfeitures exceed the Plan's administrative expenses, forfeitures will be allocated to participants in the plan year subsequent to the plan year in which the forfeitures occurred. As of December 31, 2013 and 2012, forfeited nonvested accounts totaled $5,287 and $653, respectively. During 2013 and 2012, forfeitures of $653 and $2,023, respectively, were used to pay administrative expenses incurred by the Plan.

### *Payment of Benefits*

Upon termination of service, an employee with a vested account balance of $5,000 or less (excluding rollover contributions) and a vested account balance (including rollover contributions) greater than $1,000, who does not elect either a distribution or rollover to an account of the employee's choice, will be automatically distributed the vested account balance (including any rollover contributions) in a rollover distribution to an individual retirement plan (IRA) in the employee's name with a financial institution selected by the plan administrator. Upon termination of service, a vested account balance of $1,000 or less will be distributed to the employee in a lump-sum amount. Upon termination of service, an employee with a vested account balance greater than $5,000 may elect to receive a lump-sum payment equal to his or her account balance, roll over the vested account balance to an account of his or her choice, or maintain the vested balance in the Plan and continue to share in investment gains and losses.

### *Notes Receivable from Participants*

The Plan does not permit the Trustees to make loans to participants or beneficiaries.

### *Plan Termination*

Although it has not expressed an intention to do so, the Companies have the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

## Note 2: Summary of Significant Accounting Policies

### *Basis of Accounting*

The accompanying financial statements are prepared on the accrual basis of accounting.

### *Use of Estimates*

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

### *Valuation of Investments and Income Recognition*

Mutual funds are valued at the net asset value (NAV) of shares held by the plan at year-end.

Unitized accounts are valued at estimated fair value as provided by Mid Atlantic, a custodian of the Plan. Estimated fair value is based on the change in the net asset values of the underlying mutual fund investments, dividends, capital gain or loss distributions and expense charges.

Pooled separate accounts are valued at estimated fair value as provided by John Hancock, a custodian of the Plan. Estimated fair value is based on the change in net asset values of the underlying mutual fund investments, dividends, capital gain or loss distributions and expense charges.

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, sold, and held during the year.

### *Plan Tax Status*

The Plan operates under a nonstandardized adoption agreement in connection with a prototype retirement plan and trust document sponsored by Denver Pension Consultants, LLC. This prototype plan document has been filed with the appropriate agency. The Plan obtained its latest determination letter on October 31, 2003, in which the Internal Revenue Service stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code and therefore not subject to tax. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

With a few exceptions, the Plan is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2010.

### *Payment of Benefits*

Benefit payments to participants are recorded upon distribution.

### *Administrative Expenses*

Administrative expenses may be paid by the Companies or the Plan at the Companies' discretion. Certain account fees may be charged by the Custodians and record keepers based on investments in certain funds and will be withdrawn directly from the account of the participants who are invested in those funds.

### *Transfers Between Fair Value Hierarchy Levels*

Transfers in and out of Level 1 (quoted market prices), Level 2 (other significant observable inputs) and Level 3 (significant unobservable inputs) are recognized on the period beginning date.

### Note 3: Investments

The Plan's investments are held by the plan custodians. The following table presents the Plan's investments. The fair value of individual investments that represent 5% or more of Plan's net assets available for benefits are separately identified.

| | 2013 | 2012 |
|---|---|---|
| Mutual Funds | | |
| iShares 1-3 Year Treasury Bond ETF | $ 1,287,470 | $ - |
| iShares S&P 500 Value ETF | 286,983 | - |
| iShares S&P 500 Growth ETF | 281,997 | - |
| Vanguard FTSE All-World ex US ETF | 174,346 | - |
| Others | 561,204 | - |
| | 2,592,000 | - |
| Unitized Accounts | | |
| Others | 363,855 | - |
| Pooled Separate Accounts | | |
| Lifestyle Balanced G.I.F.L. | - | 572,960 |
| Lifestyle Growth G.I.F.L. | - | 551,234 |
| Lifestyle Moderate G.I.F.L. | - | 524,669 |
| Lifestyle Conservative | - | 192,088 |
| Others | - | 984,194 |
| | - | 2,825,145 |
| Total investments | $ 2,955,855 | $ 2,825,145 |

The Plan's investments (including investments bought, sold and held during the year) appreciated in fair value by $275,360 and $330,566 for 2013 and 2012, respectively, as follows:

| | 2013 | 2012 |
|---|---|---|
| Mutual funds | $ 112,652 | $ - |
| Unitized accounts | 21,906 | - |
| Pooled separate accounts | 140,802 | 330,566 |
| | $ 275,360 | $ 330,566 |

Dividends and interest realized on the Plan's investments for the years ended 2013 and 2012 were $21,369 and $0, respectively.

## Note 4: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee association or relatives of such persons.

Certain plan investments are units of unitized accounts maintained on Mid Atlantic's proprietary web-based technology platform for the trading and rebalancing of these investments. The platform fee is 0.035% of funds invested in unitized accounts, is deducted from each unitized account and is reflected in the unit value of the unitized accounts held by the Plan.

RPG Consultants, a record keeper of the Plan, is paid fees for record keeping services provided to the Plan. For 2013 and 2012, fees paid to RPG Consultants for record keeping services totaled $11,163 and $0, respectively. The Plan's investment advisor, Spire Investments Partners, was paid $10,508 and $0 for investment advisory services provided to participants for 2013 and 2012, respectively. Other individually nonmaterial expenses paid to parties-in-interest aggregated $912 and $0 for 2013 and 2012, respectively.

Certain plan investments are units of pooled separate accounts managed affiliates of John Hancock. John Hancock charges the Plan fees and expenses through an expense ratio. The expense ratio is composed of John Hancock's administrative maintenance charge plus the charges and fees of the underlying mutual fund. John Hancock's administrative maintenance charge will be reduced if John Hancock or an affiliate receives asset based distribution charges or sub-transfer agency fees from the underlying mutual fund or its underwriter. The administrative maintenance charge will be no more than 0.87% annually and is deducted from each pooled separate account. The underlying mutual fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time. The expense ratio is reflected in the unit value of the pooled separate accounts held by the Plan.

The Plan's broker, LPL Financial Corporation (LPL), is paid commissions out of the administrative maintenance charge charged to the pooled separate accounts held by the Plan. For the years ended December 31, 2013 and 2012, commissions paid to LPL totaled $1,799 and $6,823, respectively.

Certain of the Plan's pooled separate account investments contain a guaranteed income for life (G.I.F.L.) feature. Participants that are invested in the pooled separate accounts which contain the G.I.F.L. feature are charged a fee equal to 0.35% annually of the value of the portion of their account invested in the pooled separate accounts containing the G.I.F.L. feature. This fee is paid to John Hancock, or its affiliates, is deducted directly from the participant's account and totaled $405 and $2,181 for the years ended December 31, 2013 and 2012, respectively.

Additionally, the Plan incurs expenses related to general administration and record keeping, and for certain accounting and auditing fees relating to the Plan. The Companies pay these expenses and perform certain administrative functions at no cost to the Plan.

## Note 5: Disclosures About Fair Value of Plan Assets and Liabilities

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

**Level 1** Quoted prices in active markets for identical assets or liabilities

**Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

**Level 3** Unobservable inputs supported by little or no market activity and that are significant to the fair value of the assets or liabilities

### *Recurring Measurements*

The following table presents the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2013 and 2012:

# Wendy's of Colorado Springs 401(k) Plan

## Notes to Financial Statements

## December 31, 2013 and 2012

| | 2013 | | | |
|---|---|---|---|---|
| | | Fair Value Measurements Using | | |
| | Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobserv-able Inputs (Level 3) |
| Mutual Funds | | | | |
| Short Government | $ 1,287,470 | $ 1,287,470 | $ - | $ - |
| Large Value | 286,983 | 286,983 | - | - |
| Large Growth | 281,997 | 281,997 | - | - |
| Foreign Large Blend | 174,346 | 174,346 | - | - |
| Corporate Bond | 141,821 | 141,821 | - | - |
| Short-term Bond | 119,523 | 119,523 | - | - |
| Small Blend | 94,875 | 94,875 | - | - |
| Large Blend | 70,662 | 70,662 | - | - |
| Money Market | 59,565 | 59,565 | - | - |
| Mid-cap Blend | 54,970 | 54,970 | - | - |
| Commodities Precious Metals | 17,525 | 17,525 | - | - |
| Real Estate | 1,142 | 1,142 | - | - |
| Commodities Broad Basket | 1,121 | 1,121 | - | - |
| Total - mutual funds | 2,592,000 | 2,592,000 | - | - |
| Unitized Accounts | | | | |
| Balanced - Moderate (a) | 87,291 | - | 87,291 | - |
| Equity Capital Appreciation - Aggressive (b) | 84,717 | - | 84,717 | - |
| Equity Capital Appreciation - Moderate (c) | 83,900 | - | 83,900 | - |
| Equity Blend - Aggressive (d) | 62,702 | - | 62,702 | - |
| Capital Preservation (e) | 26,200 | - | 26,200 | - |
| Balanced - Moderately Aggressive to Aggressive (f) | 13,359 | - | 13,359 | |
| Mid-term Bond (g) | 5,686 | - | 5,686 | - |
| Total - separate accounts | 363,855 | - | 363,855 | - |
| | $ 2,955,855 | $ 2,592,000 | $ 363,855 | $ - |

| | 2012 | | | |
|---|---|---|---|---|
| | | Fair Value Measurements Using | | |
| | Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobserv-able Inputs (Level 3) |
| Pooled separate accounts | | | | |
| Asset Allocation - Lifestyle | $ 1,966,299 | $ - | $ 1,966,299 | $ - |
| Asset Allocation - Lifecycle | 458,560 | - | 458,560 | - |
| Sector | 123,750 | - | 123,750 | - |
| High Quality Intermediate Term Fixed Income | 46,896 | - | 46,896 | - |
| Small Cap Growth | 41,989 | - | 41,989 | - |
| International Growth | 37,173 | - | 37,173 | - |
| Medium Quality Intermediate Term Fixed Income | 28,425 | - | 28,425 | - |
| Balanced | 27,344 | - | 27,344 | - |
| High Quality Short Term Fixed Income | 21,749 | - | 21,749 | - |
| High Quality Long Term Fixed Income | 13,743 | - | 13,743 | - |
| Large Cap Growth | 13,485 | - | 13,485 | - |
| Global Bond | 9,651 | - | 9,651 | - |
| Large Cap Blend | 8,466 | - | 8,466 | - |
| Mid Cap Value | 8,328 | - | 8,328 | - |
| Index | 7,144 | - | 7,144 | - |
| International Blend | 3,319 | - | 3,319 | - |
| Mid Cap Growth | 2,755 | - | 2,755 | - |
| Small Cap Value | 2,227 | - | 2,227 | - |
| Large Cap Value | 1,433 | - | 1,433 | - |
| International Value | 1,419 | - | 1,419 | - |
| Real Estate | 990 | - | 990 | - |
| | $ 2,825,145 | $ - | $ 2,825,145 | $ - |

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2013. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

### *Investments*

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy.

The value of the Plan's unitized account investments is determined using net asset value (or its equivalent) as a practical expedient, as provided by Mid Atlantic. The net asset value is quoted on a private market that is not active; however, the unit price is based on the underlying mutual fund investments. A majority of the investments held by each unitized account investment are traded on the active market.

The following presents additional information relative to the Plan's investments reported at net asset value:

(a) This category includes investments that invest in mutual funds and exchange-traded funds and seek to achieve a moderate risk profile with a balanced portfolio of domestic and international equities and high-to-mid quality corporate and governmental bonds

(b) This category includes an investment that invests in exchange-traded funds and seeks to achieve an aggressive growth profile with less volatility and less downside risk with a target allocation of 15% international and 15% "non-traditional" to supplement the 70% U.S. core equity positions

(c) This category includes an investment that invests in exchange-traded funds and seeks to achieve a moderate long-term growth profile with less volatility and less downside risk with a target allocation of 10% international, 10% "non-traditional" and 45% U.S. equity positions, and up to 35% of high quality income

(d) This category includes an investment that invests in exchange-traded funds and seeks to achieve an aggressive risk profile with a rotational portfolio of domestic, international developed and emerging markets equities

(e) This category includes an investment that invests in mutual funds and exchange-traded funds and seeks to achieve the preservation of capital with a portfolio of U.S. high yield bonds, high quality corporate and government bonds and short term treasuries

(f) This category includes an investment that invests in exchange-traded funds and seeks to achieve a moderately aggressive to aggressive risk profile with a rotational portfolio of domestic, international developed and emerging markets asset classes

(g) This category includes an investment that invests primarily in bond mutual funds and seeks to achieve the preservation of capital with a portfolio of high-to-mid quality corporate and governmental bonds

All funds held by the Plan are valued daily. There are no redemption restrictions, redemption notice requirements or unfunded commitments as of December 31, 2013 or 2012.

## Note 6: Risks and Uncertainties

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

## Note 7: Nonexempt Transactions

Defined contribution plans are required to remit employee contributions to the Plan as soon as they can be reasonably segregated from the employer's general assets, but no later than the 15th business day of the month following the month in which the participant contributions are withheld by the employer. While the Companies remitted all employee contributions to the Plan, contributions of $11 were not remitted within the required time period for the year ended December 31, 2013.

## Note 8: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

### *Change in Record Keeper and Custodian*

Subsequent to year-end, the Plan changed its record keeper to American United Life Insurance Company (AUL). In connection therewith, the Plan changed its custodian to AUL.

# Supplemental Schedules

# Wendy's of Colorado Springs 401(k) Plan

## EIN 84-0706429 PN 001

## Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

## Year Ended December 31, 2013

| Participant Contributions Transferred Late to Plan | | Total that Constitute Nonexempt Prohibited Transactions |
|---|---|---|
| $ | 11 | $ - |

# Wendy's of Colorado Springs 401(k) Plan

## EIN 84-0706429 PN 001

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

## December 31, 2013

| Identity of Issuer | Description of Investment | Cost | Current Value |
|---|---|---|---|
| iShares 1-3 Year Treasury Bond ETF | Mutual Fund | ** | $ 1,287,470 |
| iShares S&P 500 Value ETF | Mutual Fund | ** | 286,983 |
| iShares S&P 500 Growth ETF | Mutual Fund | ** | 281,997 |
| Vanguard FTSE All-World ex US ETF | Mutual Fund | ** | 174,346 |
| iShares iBoxx $ Investment Grade Corporate Bond ETF | Mutual Fund | ** | 141,821 |
| Vanguard Short-Term Corporate Bond ETF | Mutual Fund | ** | 119,523 |
| Vanguard Small Cap ETF | Mutual Fund | ** | 94,875 |
| *BFP Capital Management BCM Diversified Equity Premium Fund | Unitized Account | ** | 84,717 |
| *BFP Capital Management BCM Moderate Growth Premium Fund | Unitized Account | ** | 83,900 |
| SPDR S&P Emerging Markets ETF | Mutual Fund | ** | 70,662 |
| *Lunt Capital Management, Inc. Lunt Capital High Beta Low Volatility Rotation Portfolio Fund | Unitized Account | ** | 62,702 |
| T. Rowe Price U.S. Treasury Money Fund | Mutual Fund | ** | 59,565 |
| Vanguard Mid Cap ETF | Mutual Fund | ** | 54,970 |
| *Provident Capital Management Portfolio Absolute Stable Growth Plus+ Fund | Unitized Account | ** | 37,285 |
| *BFP Capital Management BCM Growth Premium Fund | Unitized Account | ** | 29,413 |
| *Clark Capital Management Group Navigator Fixed Income Total Return Fund | Unitized Account | ** | 26,200 |
| *Provident Capital Management Portfolio PCM Total Return Fund | Unitized Account | ** | 20,593 |
| *Lunt Capital Management, Inc. Lunt Capital Dynamic Moderately Aggressive Portfolio Fund | Unitized Account | ** | 13,359 |
| SPDR Gold Shares Trust | Mutual Fund | ** | 11,885 |
| *Provident Capital Management U.S. Bond Total Return Index Fund | Unitized Account | ** | 5,686 |
| ETFS Physical Silver Shares | Mutual Fund | ** | 5,640 |
| iShares Real Estate 50 ETF | Mutual Fund | ** | 1,142 |
| GS Connect S&P GSCI Enhanced Commodity Total Return ETN | Mutual Fund | ** | 1,121 |
| | | | $ 2,955,855 |

* Party-in-interest as defined by ERISA

** Not required as investments are participant-directed

# Wendy's of Colorado Springs 401(k) Plan

## EIN 84-0706429 PN 001

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

## December 31, 2013

| Identity of Issuer | Description of Investment | Cost | Current Value |
|---|---|---|---|
| iShares 1-3 Year Treasury Bond ETF | Mutual Fund | ** | $ 1,287,470 |
| iShares S&P 500 Value ETF | Mutual Fund | ** | 286,983 |
| iShares S&P 500 Growth ETF | Mutual Fund | ** | 281,997 |
| Vanguard FTSE All-World ex US ETF | Mutual Fund | ** | 174,346 |
| iShares iBoxx $ Investment Grade Corporate Bond ETF | Mutual Fund | ** | 141,821 |
| Vanguard Short-Term Corporate Bond ETF | Mutual Fund | ** | 119,523 |
| Vanguard Small Cap ETF | Mutual Fund | ** | 94,875 |
| *BFP Capital Management BCM Diversified Equity Premium Fund | Unitized Account | ** | 84,717 |
| *BFP Capital Management BCM Moderate Growth Premium Fund | Unitized Account | ** | 83,900 |
| SPDR S&P Emerging Markets ETF | Mutual Fund | ** | 70,662 |
| *Lunt Capital Management, Inc. Lunt Capital High Beta Low Volatility Rotation Portfolio Fund | Unitized Account | ** | 62,702 |
| T. Rowe Price U.S. Treasury Money Fund | Mutual Fund | ** | 59,565 |
| Vanguard Mid Cap ETF | Mutual Fund | ** | 54,970 |
| *Provident Capital Management Portfolio Absolute Stable Growth Plus+ Fund | Unitized Account | ** | 37,285 |
| *BFP Capital Management BCM Growth Premium Fund | Unitized Account | ** | 29,413 |
| *Clark Capital Management Group Navigator Fixed Income Total Return Fund | Unitized Account | ** | 26,200 |
| *Provident Capital Management Portfolio PCM Total Return Fund | Unitized Account | ** | 20,593 |
| *Lunt Capital Management, Inc. Lunt Capital Dynamic Moderately Aggressive Portfolio Fund | Unitized Account | ** | 13,359 |
| SPDR Gold Shares Trust | Mutual Fund | ** | 11,885 |
| *Provident Capital Management U.S. Bond Total Return Index Fund | Unitized Account | ** | 5,686 |
| ETFS Physical Silver Shares | Mutual Fund | ** | 5,640 |
| iShares Real Estate 50 ETF | Mutual Fund | ** | 1,142 |
| GS Connect S&P GSCI Enhanced Commodity Total Return ETN | Mutual Fund | ** | 1,121 |
| | | | $ 2,955,855 |

* Party-in-interest as defined by ERISA

** Not required as investments are participant-directed