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 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

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [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
GOOD SMOKE LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2009

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)

GOOD SMOKE LLC

1350 LAKESHORE DRIVE STE 160
COPPELL, TX 75019

2b Employer Identification Number (EIN) 47-1198750

2c Plan Sponsor's telephone number 205-457-1868

2d Business code (see instructions) 722511

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.	10/13/2017	CHRISTIE HILL
	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)

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	26-0874476
a Sponsor's name DINOSAUR RESTAURANTS, LLC	**4c** PN	001
5 Total number of participants at the beginning of the plan year	**5**	1602
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	1602
a(2) Total number of active participants at the end of the plan year	**6a(2)**	1660
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	13
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	1673
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	1673
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	337
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	9
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:
2A 2E 2F 2G 2J 2K 2T 3B 3D

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)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[ ]	0	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[ ]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan	**B** Three-digit plan number (PN) ▶	
GOOD SMOKE LLC 401(K) PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
GOOD SMOKE LLC	47-1198750	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	6427	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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 [ ]

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS AMER VALUE R5 - INVESCO INVES	11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS DIVRS DIVD R5 - INVESCO INVES	11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS HIGH YLD R5 - INVESCO CANADA	5140 YONGE STREET, SUITE 900 TORONTO, ON M2N 6X7 CA	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS ENTERPRISE T - JANUS SERVICE 43-1804048	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO REAL RTN BD AD - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WF SM CO GROWTH ADM - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WF SPL SM CP VAL ADM - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.35%

(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

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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)

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

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
GOOD SMOKE LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GOOD SMOKE LLC

D Employer Identification Number (EIN)
47-1198750

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	20952	28506
(2) Participant contributions	1b(2)	2091	9376
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1834949	34166
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	198198	138400
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	3139664
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	2056190	3350112
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	112636
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	112636
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2056190	3237476

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)	395874	
	(B) Participants	2a(1)(B)	863326	
	(C) Others (including rollovers)	2a(1)(C)	78694	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1337894
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	25	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	6336	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		6361
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	109626	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		109626
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(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)	0	
	(B) Other	2b(5)(B)	0	
	(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		262321
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		1716202
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	414615	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		414615
f Corrective distributions (see instructions)	2f		112636
g Certain deemed distributions of participant loans (see instructions)	2g		910
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	326	
(4) Other	2i(4)	6429	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		6755
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		534916
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1181286
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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: D'ARCANGELO & CO., LLP **(2)** EIN: 13-2550103

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	
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		500000
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	X		
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

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 sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
GOOD SMOKE LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GOOD SMOKE LLC

D Employer Identification Number (EIN)
47-1198750

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.

GOOD SMOKE LLC 401(K) PLAN

For the Year Ended
December 31, 2016

FINANCIAL STATEMENTS
AND SUPPLEMENTAL
SCHEDULE

GOOD SMOKE LLC 401(K) PLAN

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D'Arcangelo & Co., LLP
Certified Public Accountants & Consultants

120 Lomond Court, Utica, N.Y. 13502-5950
315-735-5216 Fax: 315-735-5210

Independent Auditor's Report

To the Plan Administrator and Participants of
Good Smoke LLC 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Good Smoke LLC 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, 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 the 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 5, which was certified by Fidelity Management Trust Company and Massachusetts Mutual Life Insurance Company, 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 investment transactions. The plan administrator has obtained a certification from the custodians as of and for the years ended December 31, 2016 and 2015, that the information provided to the plan administrator by the custodians is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matters 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—Supplemental Schedule

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2016 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is 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 the supplemental schedule referred to above.

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 schedule, 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.

D'Arcangelo & Co., LLP

October 11, 2017

Utica, New York

GOOD SMOKE LLC 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2016 and 2015

	2016	2015
Assets		
Investments, at Fair Value		
Invested Cash	$ 34,166	$ 1,834,949
Mutual Funds	3,139,664	0
Total Investments at Fair Value	3,173,830	1,834,949
Receivables		
Contributions - Employee	9,376	2,091
Contributions - Employer	28,506	20,952
Notes Receivable from Participants	138,400	198,198
Total Receivables	176,282	221,241
Liabilities		
Excess Contributions Payable	112,636	0
Net Assets Available for Benefits	$ 3,237,476	$ 2,056,190

The Accompanying Notes are an Integral Part of These Financial Statements.

GOOD SMOKE LLC 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended December 31, 2016 and 2015

	2016	2015
Additions		
Investment Income		
Net Appreciation (Depreciation) in Fair Value of Investments	$ 262,321	$ (578)
Interest and Dividend Income	109,651	1
Interest Income on Notes Receivable from Participants	6,336	8,362
Total Investment Income	378,308	7,785
Contributions		
Employer	395,874	119,046
Employee	863,326	185,892
Employee Rollover	78,694	0
Total Contributions	1,337,894	304,938
Total Additions	1,716,202	312,723
Deductions		
Benefits Paid to Participants	415,525	412,199
Excess Contributions	112,636	0
Administrative Expenses	6,755	2,010
Total Deductions	534,916	414,209
Net Increase (Decrease)	1,181,286	(101,486)
Net Assets Available for Benefits, Beginning of Year	2,056,190	2,157,676
Net Assets Available for Benefits, End of Year	$ 3,237,476	$ 2,056,190

The Accompanying Notes are an Integral Part of These Financial Statements.

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Operations

The Good Smoke LLC 401(k) Plan (the Plan) is a 401(k) deferred savings plan covering all employees of Good Smoke LLC (the Organization), Dinosaur Restaurants LLC, and Jim N Nicks Management, LLC who have met the eligibility requirements of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The following changes were effective January 1, 2016:

- The plan sponsor of Dinosaur Restaurants 401(k) Retirement Plan changed to Good Smoke LLC.
- The Dinosaur Restaurants 401(k) Retirement Plan was amended and restated by adopting the Good Smoke LLC 401(k) Plan. The Good Smoke LLC 401(k) Plan adopted the amendment and restatement of the Fidelity Management Trust Company prototype plan.
- Dinosaur Restaurants LLC and Jim N Nicks Management LLC became participating employers in the Good Smoke LLC 401(k) Plan.

During 2016, employer and employee contributions from Jim N Nicks Management LLC comprised approximately 61% of total contributions.

Basis of Accounting

The financial statements of the Plan reflect the accrual basis of accounting in which revenue is recognized when earned or otherwise available, and expenses are recognized when incurred.

Contributions Receivable

Contributions Receivable at December 31, 2016 and 2015, are recorded at cost and represent contributions for the Plan years ended December 31, 2016 and 2015, which were received subsequent to year end.

Notes Receivable from Participants

Notes Receivable from participants are recorded at their unpaid principal balance plus any unpaid accrued interest. Interest is recognized over the term of the loan. Delinquent participant loans are reclassified as "deemed distributions" when they meet the criteria described in the Plan document.

Investment Valuation and Income Recognition

Investments are recorded at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net appreciation (depreciation) in the statements of changes in net assets available for benefits includes the Plan's gains and losses on investments bought and sold, as well as, held during the year.

Administrative Expenses

Distribution and loan fees are paid by plan participants who receive the related distribution or loan. Recordkeeping fees may also be passed through to the participants in the Plan. All other administrative expenses are shared by the Organization and the Plan.

Payment of Benefits and Excess Contributions

Benefits are recorded when paid. Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability on the statements of net assets available for benefits and as a deduction on the statements of changes in net assets available for benefits. The excess contributions for the years ending December 31, 2016 and 2015 were $112,636 and $0, respectively. Since the plan distributed these 2016 excess contributions to the applicable participants prior to March 15, 2017, there is no excise tax liability.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 2 DESCRIPTION OF PLAN

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

Contributions

Employees become eligible to participate in the Plan upon attaining the age of 21 and completing one year of service. A year of service is defined as the computation period during which an employee completes at least 1,000 hours of service. Employees may begin to participate in the Plan on the first day of the quarter coinciding with meeting the

NOTE 2 DESCRIPTION OF PLAN (Continued)

eligibility requirements. Each year, participants may contribute up to 100% of eligible compensation, as defined by the Plan, subject to annual limitations established by the Internal Revenue Code. Participants who are over age 50, or have attained age 50 before the end of the Plan year, are eligible to make catch up contributions.

The employers, on a discretionary basis, can make a matching contribution and/or a nonelective employer contribution. The employer discretionary matching contribution for 2016 was 100% of an eligible participant's deferrals up to 2% of eligible compensation, plus 50% of deferrals of the next 2% of eligible compensation. The employer discretionary matching contribution for 2015 was 100% of an eligible participant's deferrals up to 3% of eligible compensation, plus 50% of deferrals between 3% and 5% of eligible compensation. There were no nonelective employer contributions for 2016 and 2015.

Participant Accounts

Each participant's account is credited with the participant's contributions, allocation of the employer matching contributions and profit-sharing contributions, plan earnings, and administrative expenses. Allocations are based on participant earnings or account balances, as defined in the plan document.

Vesting

Participants are immediately 100 percent vested in employee contributions. The vesting period relating to employer matching contributions and nonelective employer contributions, if any, is as follows:

Years of Service	Vested Percentages
1	33%
2	66%
3 or more	100%

Forfeitures

The non-vested portion of a terminated participant's account is forfeited when they have incurred five consecutive breaks in service. Forfeitures of unvested balances by terminated employees are used to offset administrative expenses or employer contributions of the Plan. Forfeitures available to offset future administrative expenses totaled $3,099 and $542 for the years ended December 31, 2016 and 2015, respectively.

NOTE 2 DESCRIPTION OF PLAN (Continued)

Payment of Benefits

Upon termination of service, disability, or retirement, a participant may elect to receive the vested value of his or her account. Participants' benefits are paid either in a lump-sum payment or in installments. In service distributions are also allowed upon reaching age 59 ½. A participant may be eligible to receive a hardship distribution from the employee contribution amount and vested amounts from the profit sharing and match contribution portions of their account, upon meeting certain requirements.

Participant Loans

Participants may borrow from their accounts up to a maximum of the lesser of 50% of their vested account balance or $50,000. A participant may not request a loan for less than $1,000 and cannot have more than one outstanding loan at a time. All loans are secured by the balance in the participant's account and bear a reasonable rate of interest. Principal and interest are to be paid ratably through payroll deduction.

NOTE 3 INCOME TAX

The Plan is an adoption of a prototype standardized profit-sharing plan and is qualified under Section 401(a) of the Internal Revenue Code plan. The Plan adopted the amendment and restatement of the Fidelity Management Trust Company prototype plan effective January 1, 2016.

The prototype plan obtained its latest determination letter on March 31, 2014, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 4 PLAN TERMINATION

Although it has not expressed any intent to do so, the Organization has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their account and the net assets of the Plan will be allocated as prescribed by ERISA and regulations pursuant thereto.

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The Plan changed its custodian and on January 4, 2016 the Plan transferred all of its assets from Massachusetts Mutual Life Insurance Company to Fidelity Management Trust Company.

The total fair value of investments held in trust was $3,173,830 and $1,834,949 at December 31, 2016 and 2015, respectively. The total amount of notes receivable from participants held in trust was $138,400 and $198,198 at December 31, 2016 and 2015, respectively.

The custodian, Fidelity Management Trust Company, has supplied the Plan's administrator with certification as to the completeness and accuracy of all information regarding investments and notes receivable from participants assets, transactions, and income presented in the accompanying statement of net assets available for benefits as of December 31, 2016, and the statement of changes in net assets available for benefits for the year then ended, and the supplemental schedule of assets (held at end of year) as of December 31, 2016.

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NOTE 6 FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board authoritative guidance on fair value measurements establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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NOTE 6 FAIR VALUE MEASUREMENTS (Continued)

- Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

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

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All assets have been valued using a market approach.

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The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value on a recurring basis as of December 31, 2016 and 2015:

		2016 Fair Value Measurements at Reporting Date Using the Above Criteria		
Investments	Total	(Level 1)	(Level 2)	(Level 3)
Invested Cash	$ 34,166	$ 34,166	$ 0	$ 0
Mutual Funds	3,139,664	3,139,664	0	0
Total	$3,173,830	$ 3,173,830	$ 0	$ 0

NOTE 6 FAIR VALUE MEASUREMENTS (Continued)

		2015 Fair Value Measurements at Reporting Date Using the Above Criteria		
Investments	Total	(Level 1)	(Level 2)	(Level 3)
Invested Cash	$1,834,949	$ 1,834,949	$ 0	$ 0

All assets held at December 30, 2015 were invested in pooled separate accounts with Massachusetts Mutual Life Insurance Company. At December 31, 2015, the investments in the pooled separate accounts were sold and the funds were held in a cash account owned by Massachusetts Mutual Life Insurance Company. As described in Note 1, the cash was transferred in 2016 to the new custodian Fidelity Management Trust Company.

NOTE 7 RISKS AND UNCERTAINTIES

Investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

NOTE 8 PARTY-IN-INTEREST TRANSACTIONS

A party-in-interest is defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering services to the Plan, the employer and certain others. Plan assets are used to pay some expenses for administration of the Plan and the remaining administrative expenses are paid by the employer. Payments to such service providers by the Plan qualify as party-in-interest transactions.

Certain Plan investments are managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the custodian as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. The investments managed by Fidelity Management Trust Company represent 94% of the Plan's net assets available for benefits at December 31, 2016. The fees paid to Fidelity Management Trust Company were $6,755 for the year ended December 31, 2016.

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NOTE 9 PLAN AMENDMENTS AND RESTATEMENTS

Effective January 1, 2016:

The amendment and restatement of the Fidelity Management Trust Company Prototype Plan includes the following changes:

- Compensation excludes differential wages (previously included).
- Participants can change their deferral elections on the first day of each calendar quarter. (Previously they could change their deferral elections each pay period).
- Vesting schedule for employer contributions is based on years of vesting service as follows: 1 year- 33% vested; 2 years- 66% vested; 3 or more years- 100% vested. (Previously the vesting schedule was 1 year- 25% vested; 2 years- 50% vested; 3 years- 75% vested; 4 years or more- 100% vested).

NOTE 10 SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 11, 2017, which is the date the financial statements were available to be issued.

1) Effective June 1, 2017, the Good Smoke LLC 401(k) Plan adopted the following amendment: If a participant with an outstanding loan balance terminates employment, the outstanding principal and accrued interest on such loan shall not be immediately due and payable. Instead, such loan shall continue to be payable in accordance with the provisions of the loan note and Plan document (previously the outstanding loan balance and accrued interest was immediately due and payable upon termination).

2) Effective July 10, 2017, Jim N Nicks Management LLC was sold and the Good Smoke LLC 401(k) Plan adopted an amendment to remove them as a participating employer of the Plan. This removal is considered a partial plan termination; therefore, all terminated participants of Jim N Nicks Management LLC are considered to be fully vested on the date of the sale.

3) As a result of the sale of Jim N Nicks Management LLC, the Good Smoke LLC employees' positions will be eliminated by November 2017. At the time the Good Smoke LLC participants terminate, they will be considered fully vested.

GOOD SMOKE LLC 401(K) PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
ATTACHMENT FOR SCHEDULE H, LINE 4i

December 31, 2016

Plan Sponsor EIN: 47-1198750
Plan Number: 001

(a)	(b) Identity of issuer, borrower, lessor or similar party.	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity date.	(d) Cost	(e) Current Value
*	Fidelity Management Trust Co.	Fidelity Overseas Fund	**	$ 24,355
*	Fidelity Management Trust Co.	Fidelity Balanced Fund	**	20,237
*	Fidelity Management Trust Co.	Fidelity Blue Chip Growth Fund	**	119,835
*	Fidelity Management Trust Co.	Fidelity Large Cap Stock Fund	**	26,422
*	Fidelity Management Trust Co.	Freedom Income Fund	**	9
*	Fidelity Management Trust Co.	Freedom Fund - 2010	**	1,297
*	Fidelity Management Trust Co.	Freedom Fund - 2020	**	139,900
*	Fidelity Management Trust Co.	Freedom Fund - 2030	**	313,965
*	Fidelity Management Trust Co.	Freedom Fund - 2040	**	289,416
*	Fidelity Management Trust Co.	Total Bond Fund	**	35,084
*	Fidelity Management Trust Co.	Freedom Fund - 2005	**	660
*	Fidelity Management Trust Co.	Freedom Fund - 2015	**	46,071
*	Fidelity Management Trust Co.	Freedom Fund - 2025	**	436,495
*	Fidelity Management Trust Co.	Freedom Fund - 2035	**	451,612
*	Fidelity Management Trust Co.	Fidelity Extended Market Index Fund Premium Class	**	7,538
*	Fidelity Management Trust Co.	Fidelity International Index Fund Premium Class	**	12,460
*	Fidelity Management Trust Co.	Fidelity 500 Index Fund - Premium Class	**	48,650
*	Fidelity Management Trust Co.	Freedom Fund - 2045	**	551,847
*	Fidelity Management Trust Co.	Freedom Fund - 2050	**	357,098
*	Fidelity Management Trust Co.	Fidelity International Growth Fund	**	12,036
*	Fidelity Management Trust Co.	Fidelity U.S. Bond Index Fund Premium Class	**	18,669
*	Fidelity Management Trust Co.	Freedom Fund - 2055	**	82,836
*	Fidelity Management Trust Co.	Fidelity Small Cap Index Fund Premium Class	**	10,950
*	Fidelity Management Trust Co.	Freedom Fund - 2060	**	10,986
*	Fidelity Management Trust Co.	Retirement Government Money Market Fund Premium Class	**	34,166
	Janus Henderson Investors	Janus Henderson Enterprise Fund Class T	**	43,080
	Invesco	Invesco American Value Fund R5 Class	**	9,288
	Wells Fargo	Wells Fargo Special Small Cap Value Fund - Class Admin	**	14,726
	Invesco	Invesco High Yield Fund R5 Class	**	9,832
	Invesco	Invesco Diversified Dividend Fund R5 Class	**	32,990
	Wells Fargo	Wells Fargo Small Company Growth Fund - Class Admin	**	8,184
	PIMCO Funds	Real Return Bond Fund	**	3,136
		Subtotal	**	**3,173,830**
	Participant Loans	4.25%	N/A	138,400
		Total Assets (Held at End of Year)		**$ 3,312,230**

* Denotes party-in-interest as defined by the Employee Retirement Security Act of 1974.

** In accordance with the Form 5500 instructions, cost information has been omitted for participant-directed investments.

GOOD SMOKE LLC 401(K) PLAN

For the Year Ended
December 31, 2016

FINANCIAL STATEMENTS
AND SUPPLEMENTAL
SCHEDULE

GOOD SMOKE LLC 401(K) PLAN

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D'Arcangelo & Co., LLP
Certified Public Accountants & Consultants

120 Lomond Court, Utica, N.Y. 13502-5950
315-735-5216 Fax: 315-735-5210

Independent Auditor's Report

To the Plan Administrator and Participants of
Good Smoke LLC 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Good Smoke LLC 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, 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 the 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 5, which was certified by Fidelity Management Trust Company and Massachusetts Mutual Life Insurance Company, 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 investment transactions. The plan administrator has obtained a certification from the custodians as of and for the years ended December 31, 2016 and 2015, that the information provided to the plan administrator by the custodians is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matters 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—Supplemental Schedule

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2016 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is 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 the supplemental schedule referred to above.

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 schedule, 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.

D'Arcangelo & Co., LLP

October 11, 2017

Utica, New York

GOOD SMOKE LLC 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2016 and 2015

	2016	2015
Assets		
Investments, at Fair Value		
Invested Cash	$ 34,166	$ 1,834,949
Mutual Funds	3,139,664	0
Total Investments at Fair Value	3,173,830	1,834,949
Receivables		
Contributions - Employee	9,376	2,091
Contributions - Employer	28,506	20,952
Notes Receivable from Participants	138,400	198,198
Total Receivables	176,282	221,241
Liabilities		
Excess Contributions Payable	112,636	0
Net Assets Available for Benefits	$ 3,237,476	$ 2,056,190

The Accompanying Notes are an Integral Part of These Financial Statements.

GOOD SMOKE LLC 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended December 31, 2016 and 2015

	2016	2015
Additions		
Investment Income		
Net Appreciation (Depreciation) in Fair Value of Investments	$ 262,321	$ (578)
Interest and Dividend Income	109,651	1
Interest Income on Notes Receivable from Participants	6,336	8,362
Total Investment Income	378,308	7,785
Contributions		
Employer	395,874	119,046
Employee	863,326	185,892
Employee Rollover	78,694	0
Total Contributions	1,337,894	304,938
Total Additions	1,716,202	312,723
Deductions		
Benefits Paid to Participants	415,525	412,199
Excess Contributions	112,636	0
Administrative Expenses	6,755	2,010
Total Deductions	534,916	414,209
Net Increase (Decrease)	1,181,286	(101,486)
Net Assets Available for Benefits, Beginning of Year	2,056,190	2,157,676
Net Assets Available for Benefits, End of Year	$ 3,237,476	$ 2,056,190

The Accompanying Notes are an Integral Part of These Financial Statements.

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Operations

The Good Smoke LLC 401(k) Plan (the Plan) is a 401(k) deferred savings plan covering all employees of Good Smoke LLC (the Organization), Dinosaur Restaurants LLC, and Jim N Nicks Management, LLC who have met the eligibility requirements of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The following changes were effective January 1, 2016:

- The plan sponsor of Dinosaur Restaurants 401(k) Retirement Plan changed to Good Smoke LLC.
- The Dinosaur Restaurants 401(k) Retirement Plan was amended and restated by adopting the Good Smoke LLC 401(k) Plan. The Good Smoke LLC 401(k) Plan adopted the amendment and restatement of the Fidelity Management Trust Company prototype plan.
- Dinosaur Restaurants LLC and Jim N Nicks Management LLC became participating employers in the Good Smoke LLC 401(k) Plan.

During 2016, employer and employee contributions from Jim N Nicks Management LLC comprised approximately 61% of total contributions.

Basis of Accounting

The financial statements of the Plan reflect the accrual basis of accounting in which revenue is recognized when earned or otherwise available, and expenses are recognized when incurred.

Contributions Receivable

Contributions Receivable at December 31, 2016 and 2015, are recorded at cost and represent contributions for the Plan years ended December 31, 2016 and 2015, which were received subsequent to year end.

Notes Receivable from Participants

Notes Receivable from participants are recorded at their unpaid principal balance plus any unpaid accrued interest. Interest is recognized over the term of the loan. Delinquent participant loans are reclassified as "deemed distributions" when they meet the criteria described in the Plan document.

Investment Valuation and Income Recognition

Investments are recorded at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net appreciation (depreciation) in the statements of changes in net assets available for benefits includes the Plan's gains and losses on investments bought and sold, as well as, held during the year.

Administrative Expenses

Distribution and loan fees are paid by plan participants who receive the related distribution or loan. Recordkeeping fees may also be passed through to the participants in the Plan. All other administrative expenses are shared by the Organization and the Plan.

Payment of Benefits and Excess Contributions

Benefits are recorded when paid. Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability on the statements of net assets available for benefits and as a deduction on the statements of changes in net assets available for benefits. The excess contributions for the years ending December 31, 2016 and 2015 were $112,636 and $0, respectively. Since the plan distributed these 2016 excess contributions to the applicable participants prior to March 15, 2017, there is no excise tax liability.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 2 DESCRIPTION OF PLAN

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

Contributions

Employees become eligible to participate in the Plan upon attaining the age of 21 and completing one year of service. A year of service is defined as the computation period during which an employee completes at least 1,000 hours of service. Employees may begin to participate in the Plan on the first day of the quarter coinciding with meeting the

NOTE 2 DESCRIPTION OF PLAN (Continued)

eligibility requirements. Each year, participants may contribute up to 100% of eligible compensation, as defined by the Plan, subject to annual limitations established by the Internal Revenue Code. Participants who are over age 50, or have attained age 50 before the end of the Plan year, are eligible to make catch up contributions.

The employers, on a discretionary basis, can make a matching contribution and/or a nonelective employer contribution. The employer discretionary matching contribution for 2016 was 100% of an eligible participant's deferrals up to 2% of eligible compensation, plus 50% of deferrals of the next 2% of eligible compensation. The employer discretionary matching contribution for 2015 was 100% of an eligible participant's deferrals up to 3% of eligible compensation, plus 50% of deferrals between 3% and 5% of eligible compensation. There were no nonelective employer contributions for 2016 and 2015.

Participant Accounts

Each participant's account is credited with the participant's contributions, allocation of the employer matching contributions and profit-sharing contributions, plan earnings, and administrative expenses. Allocations are based on participant earnings or account balances, as defined in the plan document.

Vesting

Participants are immediately 100 percent vested in employee contributions. The vesting period relating to employer matching contributions and nonelective employer contributions, if any, is as follows:

Years of Service	Vested Percentages
1	33%
2	66%
3 or more	100%

Forfeitures

The non-vested portion of a terminated participant's account is forfeited when they have incurred five consecutive breaks in service. Forfeitures of unvested balances by terminated employees are used to offset administrative expenses or employer contributions of the Plan. Forfeitures available to offset future administrative expenses totaled $3,099 and $542 for the years ended December 31, 2016 and 2015, respectively.

NOTE 2 DESCRIPTION OF PLAN (Continued)

Payment of Benefits

Upon termination of service, disability, or retirement, a participant may elect to receive the vested value of his or her account. Participants' benefits are paid either in a lump-sum payment or in installments. In service distributions are also allowed upon reaching age 59 ½. A participant may be eligible to receive a hardship distribution from the employee contribution amount and vested amounts from the profit sharing and match contribution portions of their account, upon meeting certain requirements.

Participant Loans

Participants may borrow from their accounts up to a maximum of the lesser of 50% of their vested account balance or $50,000. A participant may not request a loan for less than $1,000 and cannot have more than one outstanding loan at a time. All loans are secured by the balance in the participant's account and bear a reasonable rate of interest. Principal and interest are to be paid ratably through payroll deduction.

NOTE 3 INCOME TAX

The Plan is an adoption of a prototype standardized profit-sharing plan and is qualified under Section 401(a) of the Internal Revenue Code plan. The Plan adopted the amendment and restatement of the Fidelity Management Trust Company prototype plan effective January 1, 2016.

The prototype plan obtained its latest determination letter on March 31, 2014, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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NOTE 6 FAIR VALUE MEASUREMENTS (Continued)

- Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

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		2016 Fair Value Measurements at Reporting Date Using the Above Criteria		
Investments	Total	(Level 1)	(Level 2)	(Level 3)
Invested Cash	$ 34,166	$ 34,166	$ 0	$ 0
Mutual Funds	3,139,664	3,139,664	0	0
Total	$3,173,830	$ 3,173,830	$ 0	$ 0

NOTE 6 FAIR VALUE MEASUREMENTS (Continued)

		2015 Fair Value Measurements at Reporting Date Using the Above Criteria		
Investments	Total	(Level 1)	(Level 2)	(Level 3)
Invested Cash	$1,834,949	$ 1,834,949	$ 0	$ 0

All assets held at December 30, 2015 were invested in pooled separate accounts with Massachusetts Mutual Life Insurance Company. At December 31, 2015, the investments in the pooled separate accounts were sold and the funds were held in a cash account owned by Massachusetts Mutual Life Insurance Company. As described in Note 1, the cash was transferred in 2016 to the new custodian Fidelity Management Trust Company.

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- Compensation excludes differential wages (previously included).
- Participants can change their deferral elections on the first day of each calendar quarter. (Previously they could change their deferral elections each pay period).
- Vesting schedule for employer contributions is based on years of vesting service as follows: 1 year- 33% vested; 2 years- 66% vested; 3 or more years- 100% vested. (Previously the vesting schedule was 1 year- 25% vested; 2 years- 50% vested; 3 years- 75% vested; 4 years or more- 100% vested).

NOTE 10 SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 11, 2017, which is the date the financial statements were available to be issued.

1) Effective June 1, 2017, the Good Smoke LLC 401(k) Plan adopted the following amendment: If a participant with an outstanding loan balance terminates employment, the outstanding principal and accrued interest on such loan shall not be immediately due and payable. Instead, such loan shall continue to be payable in accordance with the provisions of the loan note and Plan document (previously the outstanding loan balance and accrued interest was immediately due and payable upon termination).

2) Effective July 10, 2017, Jim N Nicks Management LLC was sold and the Good Smoke LLC 401(k) Plan adopted an amendment to remove them as a participating employer of the Plan. This removal is considered a partial plan termination; therefore, all terminated participants of Jim N Nicks Management LLC are considered to be fully vested on the date of the sale.

3) As a result of the sale of Jim N Nicks Management LLC, the Good Smoke LLC employees' positions will be eliminated by November 2017. At the time the Good Smoke LLC participants terminate, they will be considered fully vested.

GOOD SMOKE LLC 401(K) PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
ATTACHMENT FOR SCHEDULE H, LINE 4i

December 31, 2016

Plan Sponsor EIN: 47-1198750
Plan Number: 001

(a)	(b) Identity of issuer, borrower, lessor or similar party.	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity date.	(d) Cost	(e) Current Value
*	Fidelity Management Trust Co.	Fidelity Overseas Fund	**	$ 24,355
*	Fidelity Management Trust Co.	Fidelity Balanced Fund	**	20,237
*	Fidelity Management Trust Co.	Fidelity Blue Chip Growth Fund	**	119,835
*	Fidelity Management Trust Co.	Fidelity Large Cap Stock Fund	**	26,422
*	Fidelity Management Trust Co.	Freedom Income Fund	**	9
*	Fidelity Management Trust Co.	Freedom Fund - 2010	**	1,297
*	Fidelity Management Trust Co.	Freedom Fund - 2020	**	139,900
*	Fidelity Management Trust Co.	Freedom Fund - 2030	**	313,965
*	Fidelity Management Trust Co.	Freedom Fund - 2040	**	289,416
*	Fidelity Management Trust Co.	Total Bond Fund	**	35,084
*	Fidelity Management Trust Co.	Freedom Fund - 2005	**	660
*	Fidelity Management Trust Co.	Freedom Fund - 2015	**	46,071
*	Fidelity Management Trust Co.	Freedom Fund - 2025	**	436,495
*	Fidelity Management Trust Co.	Freedom Fund - 2035	**	451,612
*	Fidelity Management Trust Co.	Fidelity Extended Market Index Fund Premium Class	**	7,538
*	Fidelity Management Trust Co.	Fidelity International Index Fund Premium Class	**	12,460
*	Fidelity Management Trust Co.	Fidelity 500 Index Fund - Premium Class	**	48,650
*	Fidelity Management Trust Co.	Freedom Fund - 2045	**	551,847
*	Fidelity Management Trust Co.	Freedom Fund - 2050	**	357,098
*	Fidelity Management Trust Co.	Fidelity International Growth Fund	**	12,036
*	Fidelity Management Trust Co.	Fidelity U.S. Bond Index Fund Premium Class	**	18,669
*	Fidelity Management Trust Co.	Freedom Fund - 2055	**	82,836
*	Fidelity Management Trust Co.	Fidelity Small Cap Index Fund Premium Class	**	10,950
*	Fidelity Management Trust Co.	Freedom Fund - 2060	**	10,986
*	Fidelity Management Trust Co.	Retirement Government Money Market Fund Premium Class	**	34,166
	Janus Henderson Investors	Janus Henderson Enterprise Fund Class T	**	43,080
	Invesco	Invesco American Value Fund R5 Class	**	9,288
	Wells Fargo	Wells Fargo Special Small Cap Value Fund - Class Admin	**	14,726
	Invesco	Invesco High Yield Fund R5 Class	**	9,832
	Invesco	Invesco Diversified Dividend Fund R5 Class	**	32,990
	Wells Fargo	Wells Fargo Small Company Growth Fund - Class Admin	**	8,184
	PIMCO Funds	Real Return Bond Fund	**	3,136
		Subtotal	**	**3,173,830**
	Participant Loans	4.25%	N/A	138,400
		Total Assets (Held at End of Year)		**$ 3,312,230**

* Denotes party-in-interest as defined by the Employee Retirement Security Act of 1974.

** In accordance with the Form 5500 instructions, cost information has been omitted for participant-directed investments.