

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
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
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.)	
	☐ a single-employer plan ☐ the first return/report ☒ an amended return/report	☐ a DFE (specify) _____ ☐ the final return/report ☐ a short plan year return/report (less than 12 months)	
B	This return/report is:		
C	If the plan is a collectively-bargained plan, check here.		☐
D	Check box if filing under:	☒ Form 5558 ☐ special extension (enter description)	☐ automatic extension ☐ the DFVC program

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>FIREBIRD RESTAURANT GROUP, LLC 401(K) PLAN</u>	1b	Three-digit plan number (PN) ► <u>001</u>
		1c	Effective date of plan <u>12/15/2011</u>
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) <u>FIREBIRD RESTAURANT GROUP, LLC</u> <u>1845 WOODALL RODGERS FREEWAY</u> <u>SUITE 1100</u> <u>DALLAS, TX 75201</u>	2b	Employer Identification Number (EIN) <u>26-1926860</u>
		2c	Plan Sponsor's telephone number <u>972-241-2171</u>
		2d	Business code (see instructions) <u>722511</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2017	ANGIE MARTIN
	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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 1166
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..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 1143 6a(2) 1140 6b 6c 20 6d 1160 6e 6f 1160 6g 140 6h
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: 2F 2G 2J 2K 2T 3B 3D 2E 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) ☐ <u>0</u> A (Insurance Information) (4) ☒ 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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 FIREBIRD RESTAURANT GROUP, LLC 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 FIREBIRD RESTAURANT GROUP, LLC	D Employer Identification Number (EIN) 26-1926860

Part I	Service Provider Information (see instructions)
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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 FIDELITY INVESTMENTS INSTITUTIONAL
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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	10008	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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		
BAIRD CORE PLUS INV - US BANCORP F 39-0281260	0.27%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
DLWR SM CAP VAL INST - DELAWARE IN 2005 MARKET STREET PHILADELPHIA, PA 19103	0.25%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
GLENMEDE SMCP EQ ADV - STATE STREE 04-0025081	0.40%	

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 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)
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 INTL GROWTH R5 - INVESCO CANA	5140 YONGE STREET, SUITE 900 TORONTO, ON M2N 6 CA	0.35%
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
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 TRITON T - JANUS SERVICES LL	43-1804048	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.	
NB MDCP GRTH TRUST - STATE STREET 04-0025081	0.40%	
(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.	
RW C MIDCAP VAL EQ I - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.40%	
(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) <small>Internal Revenue Service</small> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan FIREBIRD RESTAURANT GROUP, LLC 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 FIREBIRD RESTAURANT GROUP, LLC	D Employer Identification Number (EIN) 26-1926860	

Part I	Asset and Liability Statement
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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)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	30735	54055
(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)	52645	45920
(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)	1340422	1405818
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(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	1423802	1505793

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	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1423802	1505793
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Part II Income and Expense Statement

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

Income

a Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	0	
(B) Participants.....	2a(1)(B)	64851	
(C) Others (including rollovers)	2a(1)(C)	30656	
(2) Noncash contributions	2a(2)	0	95507
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	70	
(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)	2075	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2145
(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)	52392	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		52392
(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)		
(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)		

		(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)		43911
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		193955

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	101956	
(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)		101956
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
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)	0	
(4) Other	2i(4)	10008	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		10008
j Total expenses. Add all expense amounts in column (b) and enter total	2j		111964

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		81991
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)** ☒ Disclaimer **(4)** ☐ Adverse

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

☒ Yes ☐ No

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

(1) Name: SCOTT SKIBBIE, INC.

(2) EIN: 27-3523833

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
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.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>FIREBIRD RESTAURANT GROUP, LLC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FIREBIRD RESTAURANT GROUP, LLC</u>	D Employer Identification Number (EIN) <u>26-1926860</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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
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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 / / .	

FIREBIRD
RESTAURANT GROUP, LLC
401(k) Plan

FINANCIAL STATEMENTS

DECEMBER 31, 2016



FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2016

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Independent Auditor's Report

Administrative Committee
Firebird Restaurant Group, LLC 401(k) Plan
Dallas, TX 75201

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Firebird Restaurant Group, LLC 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the years ended December 31, 2016, 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 audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes C, D & K, which was certified by Fidelity Management Trust Company, the custodian 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 custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2016, and 2015 and for the year ended December 31, 2016, that the information provided to the plan administrator by the custodian is complete and accurate.



Independent Auditor's Report (continued...)

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 schedule: Schedule H, line 4i - 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 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 this supplemental schedule.

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 custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in blue ink, appearing to read "S. A. Skibbie", is written above the printed name and date.

Winchester, Tennessee
October 3, 2017

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS DECEMBER 31, 2016 AND 2015

	<u>2016</u>	<u>2015</u>
ASSETS:		
Investments at fair value (see Note C)	\$ 1,405,818	\$ 1,340,422
Investments at contract value (see Note D)	-	-
RECEIVABLES:		
Employer contributions	-	-
Employee contributions	2,502	-
Other	-	-
Participant notes receivable	45,920	52,645
TOTAL RECEIVABLES	48,422	52,645
Cash	54,055	30,735
TOTAL ASSETS	1,508,295	1,423,802
LIABILITIES:		
Accrued expenses	-	-
Excess contributions payable	-	-
TOTAL LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	\$ 1,508,295	\$ 1,423,802

See accompanying notes to the financial statements

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2016

ADDITIONS:

Additions to net assets attributed to:

INVESTMENT INCOME:

Net appreciation in fair value of investments	\$ 43,911
Interest	-
Dividends	52,392
Other Income	-
NET INVESTMENT INCOME	<u>96,303</u>

Interest income on notes receivable from participants	2,145
---	-------

CONTRIBUTIONS

Employer (see Note A)	-
Participants	67,353
Rollovers (see Note E)	<u>30,656</u>
NET CONTRIBUTIONS	<u>98,009</u>

TOTAL ADDITIONS	<u>196,457</u>
-----------------	----------------

DEDUCTIONS

Deductions from net assets attributed to:

Benefits paid to participants	101,956
Administrative expenses	10,008
Certain deemed distributions of participant loans	-
Other expenses	-
TOTAL DEDUCTIONS	<u>111,964</u>

NET INCREASE (DECREASE)	84,493
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TRANSFERS To (From) the PLAN	-
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>1,423,802</u>
End of year	<u><u>\$ 1,508,295</u></u>

See accompanying notes to the financial statements

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

A. Description of Plan

The following description of the Firebird Restaurant Group, LLC 401(k) Plan (Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

1. General. The Plan is a defined contribution plan covering all full-time employees of the Firebird Restaurant Group, LLC; El Fenix Corporation; El Fenix (Oklahoma), LLC; Firebird Construction, LLC; Sunrise Foods, LLC; Meso Maya, LLC; and Karns Commercial Real Estate, Inc. (hereafter, collectively referred to as the "Company"), who have 1 year of service (1000 Hours) and are age 21 or older. The Plan was established on December 15, 2011 and is subject to the provisions of the Employment Retirement Income Security Act of 1974 (ERISA).
2. Contributions. Each year, participants may contribute a percent of pretax annual compensation as defined in the Plan to the maximum allowed by the Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants also may contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan.

The Plan does not include an auto-enrollment provision. Eligible employees must enroll if they wish to participate in the Plan.

The Company does not make safe harbor contributions to the Plan.

The Company may make matching contributions, at its discretion, equal to a percent of base compensation that a participant contributes to the Plan. The Company did not make any such matching contributions for the years ended December 31, 2016 and 2015.

The Company may also make a discretionary contribution as determined each year. For the years ended December 31, 2016 and 2015, the Company did not make any discretionary contributions.

Company matching and discretionary contributions are invested as directed by the participant.

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

A. Description of Plan (continued...)

3. Participant accounts. Each participant's account is credited with the participant's contributions and the Company's matching contributions, as well as allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.
4. Vesting. Participants are vested immediately in their contributions and the Company's plus actual earnings on the contributions. Vesting in the Company's matching and discretionary contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after 3 years of credited service.
5. Notes receivable from participants. Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account. The loans bear a reasonable rate of interest as determined by the Administrator based on prevailing rates charged by persons in the business of lending money for loans which would be made under similar circumstances. Principal and interest is paid ratably through payroll deductions.
6. Payment of benefits. On termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

In the event of a participant's death, his or her designated beneficiary may request a distribution of his or her account.

Withdrawals made in conjunction with IRS hardship distribution regulations are not permitted by the Plan.

7. Forfeited accounts. Upon termination of employment the non-vested portion of a participant's account is forfeited. Forfeitures may be first be used to pay administrative expenses under the Plan, if so directed by the Company, then applied to reduce the contributions of the Company.

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

B. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting. Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measure for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value (except for fully benefit-responsive investment contracts, which are reported at contract 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. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians, and insurance company. See Note C for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments purchased and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016, or 2015. Delinquent participant loans are recorded as distributions on the basis of the terms of the Plan agreement.

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

B. Summary of Accounting Policies (continued...)

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service are recorded as a liability with a corresponding increase to Corrective Distributions.

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses incurred maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Investment-related expenses are included in net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through October 3, 2017, the date the financial statements were available to be issued.

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

C. Fair Value Measurements

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (Level 3). Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy under Topic 820 are described as follows:

Level 1	Inputs to the valuation methodology are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan can access at the measurement date.
---------	--

Level 2	Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:
---------	---

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

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

Level 3	Inputs that are unobservable inputs for the asset or liability.
---------	---

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

C. Fair Value Measurements (continued...)

Following is a description of the valuation methodologies used for assets measured at fair value.

There have been no changes in the methodologies used at December 31, 2016, and 2015.

1. Common stocks. Valued at the closing price reported on the active market on which the individual securities are traded.
2. Self-directed brokerage accounts. Accounts primarily consist of mutual funds and common stocks that are valued on the basis of readily determinable market prices.
3. Corporate bonds. Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing the value on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, those corporate bonds are valued under a discounted cash flow approach that maximizes observable inputs, such as current yields or similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks.
4. Mutual funds. Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
5. U.S. government securities. Valued using pricing models maximizing the use of observable inputs for similar securities.
6. Fidelity Government Money Market Fund. Valued at Net Assets Value (NAV). Seeks as high a level of current income as is consistent with the preservation of capital and liquidity. The fund normally invests at least 99.5% of the fund's total assets in cash, U.S. Government securities and/or repurchase agreements that are collateralized fully (i.e., collateralized by cash or government securities).

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

C. Fair Value Measurements (continued...)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016, and 2015. Classification within the fair value hierarchy table is based on the lowest level of any input that is significant to the fair value measurement.

<u>12/31/2016</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	1,405,818			1,405,818
Pooled Separate Accts	-			-
Self-directed brokerage account	-			-
Collective trust funds	-			-
Common stocks	-			-
Corporate bonds	-			-
U.S. Government securities	-			-
Partnership/joint venture interests	-			-
Guaranteed investment contract	-			-
Other	-			-
Total assets in the fair value hierarchy	1,405,818	-	-	1,405,818
Investments measured at net asset value*				54,055
Investments at fair value	1,405,818	-	-	1,459,873

<u>12/31/2015</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	1,340,422			1,340,422
Pooled Separate Accts	-			-
Self-directed brokerage account	-			-
Collective trust funds	-			-
Common stocks	-			-
Corporate bonds	-			-
U.S. Government securities	-			-
Partnership/joint venture interests	-			-
Guaranteed investment contract	-			-
Other	-			-
Total assets in the fair value hierarchy	1,340,422	-	-	1,340,422
Investments measured at net asset value*				30,735
Investments at fair value	1,340,422	-	-	1,371,157

In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

C. Fair Value Measurements (continued...)

Transfers between Levels

For years ended December 31, 2016, and 2015, there were no significant transfers between Levels 1 and 2 and no transfers in or out of Level 3 and no changes in Fair Value of Level 3 Assets and Related Gains and Losses.

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

<u>Instrument</u>	<u>Fair Value</u>	<u>Principal Valuation Technique</u>	<u>Unobservable Inputs</u>	<u>Range of Significant Input Values</u>	<u>Weighted Average</u>
None	\$ -	Discounted cash flow	Credit Risk (basis points)	N/A	N/A
			Liquidity risk (basis points)	N/A	N/A

Investments Measured Using the Net Asset Value per Share Practical Expedient

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2016, and 2015, respectively. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

<u>Fund</u>	<u>12/31/16 Fair Value</u>	<u>12/31/15 Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (If Currently Eligible)</u>	<u>Redemption Notice Period</u>
Fidelity Government Money Market Fund	54,055	30,735	N/A	Daily	None

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

D. Fully Benefit-Responsive Investment Contracts

The Plan does not hold any investments that comprise traditional or synthetic investment contracts which would be reported at contract value.

E. Rollover Contributions

Rollovers may be accepted from all Participants who are Employees, even prior to meeting eligibility conditions to be a participant.

F. Related-Party Transactions and Party-in-Interest Transactions

Certain plan investments are shares of mutual funds managed by various mutual fund companies and held by Fidelity Management Trust Company, the custodian as defined by the Plan, and, therefore, these transactions qualify as party-in-interest transactions.

During the year ended December, 31, 2016, Fidelity Investments Institutional received administrative fees for recordkeeping services. Fees paid for these services may be included in net appreciation of fair value of investments and administrative expense. These transactions also qualify as party-in-interest transactions for which there is a statutory exemption.

Certain administrative functions are performed by officers or employees of the Plan's sponsor. No such officer or employee receives compensation from the Plan.

G. Plan Termination

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

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

H. Tax Status

Although the Plan has not received a determination letter from the Internal Revenue Service, it has adopted a pre-approved Prototype Plan. The Plan has been amended as necessary and the Plan administrator believes that the Plan is designed, and is currently being operated in compliance with the applicable provisions of the Internal Revenue Code and, therefore, believes that the Plan is qualified and that the related trust is tax-exempt.

I. 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. Because of 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 participants' account balances and the amounts reported in the statement of net assets available for benefits.

J. Reconciliation of Financial Statements to Form 5500

Certain differences may exist between the recording of accruals for financial reporting purposes and IRS/Department of Labor's (DOL) Form 5500 purposes. There were no such differences as of and for the years ended December 31, 2016 and 2015.

K. Certified Investments

Other than the fair value of the guaranteed investment contract and the related adjustment from fair value to contract value for fully benefit-responsive investment contracts, certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2016 and 2015 and net appreciation in fair value of investments, interest and dividends for the year ended December 31, 2016, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the custodian.

SUPPLEMENTAL INFORMATION

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Schedule H, line 4i - Schedule of Assets (Held at End of the Period)

December 31, 2016

26-1926860

PN 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment	(d) Cost	(e) Current value
*	Fidelity Management Trust Co	Fidelity Gov Money Mkt Fund	**	54,055
*	Fidelity Management Trust Co	BAIRD CORE PLUS INV	**	1,789
*	Fidelity Management Trust Co	FID CAPITAL & INCOME	**	5,043
*	Fidelity Management Trust Co	FID CONTRAFUND	**	2,933
*	Fidelity Management Trust Co	FID FREEDOM 2010	**	86,866
*	Fidelity Management Trust Co	FID FREEDOM 2015	**	101,158
*	Fidelity Management Trust Co	FID FREEDOM 2020	**	257,450
*	Fidelity Management Trust Co	FID FREEDOM 2025	**	361,513
*	Fidelity Management Trust Co	FID FREEDOM 2030	**	305,721
*	Fidelity Management Trust Co	FID FREEDOM 2035	**	193,687
*	Fidelity Management Trust Co	FID FREEDOM 2040	**	26,294
*	Fidelity Management Trust Co	FID FREEDOM 2045	**	32,780
*	Fidelity Management Trust Co	FID FREEDOM 2050	**	18,949
*	Fidelity Management Trust Co	FID LARGE CAP STOCK	**	1,540
*	Fidelity Management Trust Co	FIDELITY GOVT INCOME	**	1,751
*	Fidelity Management Trust Co	INVS DIVRS DIVD R5	**	1,893
*	Fidelity Management Trust Co	INVS INTL GROWTH RS	**	385
*	Fidelity Management Trust Co	RDGWTH MID CAP VAL I	**	308
*	Fidelity Management Trust Co	SPTN 500 INDEX ADV	**	1,432
*	Fidelity Management Trust Co	SPTN EXT MKT IDX ADV	**	458
*	Fidelity Management Trust Co	SPTN MID CAP IDX ADV	**	807
*	Fidelity Management Trust Co	SPTN SM CAP IDX ADV	**	2,178
*	Fidelity Management Trust Co	SPTN US BOND IDX ADV	**	883
	Participant Loans	Various Interest Rates 4.25 - 5.5 %		45,920
	Total Assets Held			1,505,793

**Party-in-interest*

***Historical cost is not required for participant directed investments*

FIREBIRD
RESTAURANT GROUP, LLC
401(k) Plan

FINANCIAL STATEMENTS

DECEMBER 31, 2016



FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2016

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Independent Auditor's Report

Administrative Committee
Firebird Restaurant Group, LLC 401(k) Plan
Dallas, TX 75201

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Firebird Restaurant Group, LLC 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the years ended December 31, 2016, 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 audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes C, D & K, which was certified by Fidelity Management Trust Company, the custodian 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 custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2016, and 2015 and for the year ended December 31, 2016, that the information provided to the plan administrator by the custodian is complete and accurate.



Independent Auditor's Report (continued...)

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 schedule: Schedule H, line 4i - 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 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 this supplemental schedule.

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 custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in blue ink, appearing to read "S. A. Skibbie", is positioned above the printed name and date.

Winchester, Tennessee
October 3, 2017

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

**STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2016 AND 2015**

	<u>2016</u>	<u>2015</u>
ASSETS:		
Investments at fair value (see Note C)	\$ 1,405,818	\$ 1,340,422
Investments at contract value (see Note D)	-	-
RECEIVABLES:		
Employer contributions	-	-
Employee contributions	2,502	-
Other	-	-
Participant notes receivable	45,920	52,645
TOTAL RECEIVABLES	48,422	52,645
Cash	54,055	30,735
TOTAL ASSETS	1,508,295	1,423,802
LIABILITIES:		
Accrued expenses	-	-
Excess contributions payable	-	-
TOTAL LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	\$ 1,508,295	\$ 1,423,802

See accompanying notes to the financial statements

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2016

ADDITIONS:

Additions to net assets attributed to:

INVESTMENT INCOME:

Net appreciation in fair value of investments	\$ 43,911
Interest	-
Dividends	52,392
Other Income	-
NET INVESTMENT INCOME	<u>96,303</u>

Interest income on notes receivable from participants	2,145
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CONTRIBUTIONS

Employer (see Note A)	-
Participants	67,353
Rollovers (see Note E)	<u>30,656</u>
NET CONTRIBUTIONS	<u>98,009</u>

TOTAL ADDITIONS	<u>196,457</u>
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DEDUCTIONS

Deductions from net assets attributed to:

Benefits paid to participants	101,956
Administrative expenses	10,008
Certain deemed distributions of participant loans	-
Other expenses	-
TOTAL DEDUCTIONS	<u>111,964</u>

NET INCREASE (DECREASE)	84,493
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TRANSFERS To (From) the PLAN	-
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>1,423,802</u>
End of year	<u><u>\$ 1,508,295</u></u>

See accompanying notes to the financial statements

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

A. Description of Plan

The following description of the Firebird Restaurant Group, LLC 401(k) Plan (Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

1. General. The Plan is a defined contribution plan covering all full-time employees of the Firebird Restaurant Group, LLC; El Fenix Corporation; El Fenix (Oklahoma), LLC; Firebird Construction, LLC; Sunrise Foods, LLC; Meso Maya, LLC; and Karns Commercial Real Estate, Inc. (hereafter, collectively referred to as the "Company"), who have 1 year of service (1000 Hours) and are age 21 or older. The Plan was established on December 15, 2011 and is subject to the provisions of the Employment Retirement Income Security Act of 1974 (ERISA).
2. Contributions. Each year, participants may contribute a percent of pretax annual compensation as defined in the Plan to the maximum allowed by the Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants also may contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan.

The Plan does not include an auto-enrollment provision. Eligible employees must enroll if they wish to participate in the Plan.

The Company does not make safe harbor contributions to the Plan.

The Company may make matching contributions, at its discretion, equal to a percent of base compensation that a participant contributes to the Plan. The Company did not make any such matching contributions for the years ended December 31, 2016 and 2015.

The Company may also make a discretionary contribution as determined each year. For the years ended December 31, 2016 and 2015, the Company did not make any discretionary contributions.

Company matching and discretionary contributions are invested as directed by the participant.

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

A. Description of Plan (continued...)

3. Participant accounts. Each participant's account is credited with the participant's contributions and the Company's matching contributions, as well as allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.
4. Vesting. Participants are vested immediately in their contributions and the Company's plus actual earnings on the contributions. Vesting in the Company's matching and discretionary contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after 3 years of credited service.
5. Notes receivable from participants. Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account. The loans bear a reasonable rate of interest as determined by the Administrator based on prevailing rates charged by persons in the business of lending money for loans which would be made under similar circumstances. Principal and interest is paid ratably through payroll deductions.
6. Payment of benefits. On termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

In the event of a participant's death, his or her designated beneficiary may request a distribution of his or her account.

Withdrawals made in conjunction with IRS hardship distribution regulations are not permitted by the Plan.

7. Forfeited accounts. Upon termination of employment the non-vested portion of a participant's account is forfeited. Forfeitures may be first be used to pay administrative expenses under the Plan, if so directed by the Company, then applied to reduce the contributions of the Company.

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

B. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting. Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measure for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value (except for fully benefit-responsive investment contracts, which are reported at contract 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. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians, and insurance company. See Note C for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments purchased and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016, or 2015. Delinquent participant loans are recorded as distributions on the basis of the terms of the Plan agreement.

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

B. Summary of Accounting Policies (continued...)

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service are recorded as a liability with a corresponding increase to Corrective Distributions.

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses incurred maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Investment-related expenses are included in net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through October 3, 2017, the date the financial statements were available to be issued.

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

C. Fair Value Measurements

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (Level 3). Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy under Topic 820 are described as follows:

Level 1	Inputs to the valuation methodology are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan can access at the measurement date.
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Level 2	Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:
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- a. Quoted prices for similar assets or liabilities in active markets
- b. Quoted prices for identical or similar assets or liabilities in inactive markets
- c. Inputs other than quoted prices that are observable for the asset or liability
- d. Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

Level 3	Inputs that are unobservable inputs for the asset or liability.
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FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

C. Fair Value Measurements (continued...)

Following is a description of the valuation methodologies used for assets measured at fair value.

There have been no changes in the methodologies used at December 31, 2016, and 2015.

1. Common stocks. Valued at the closing price reported on the active market on which the individual securities are traded.
2. Self-directed brokerage accounts. Accounts primarily consist of mutual funds and common stocks that are valued on the basis of readily determinable market prices.
3. Corporate bonds. Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing the value on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, those corporate bonds are valued under a discounted cash flow approach that maximizes observable inputs, such as current yields or similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks.
4. Mutual funds. Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
5. U.S. government securities. Valued using pricing models maximizing the use of observable inputs for similar securities.
6. Fidelity Government Money Market Fund. Valued at Net Assets Value (NAV). Seeks as high a level of current income as is consistent with the preservation of capital and liquidity. The fund normally invests at least 99.5% of the fund's total assets in cash, U.S. Government securities and/or repurchase agreements that are collateralized fully (i.e., collateralized by cash or government securities).

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

C. Fair Value Measurements (continued...)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016, and 2015. Classification within the fair value hierarchy table is based on the lowest level of any input that is significant to the fair value measurement.

<u>12/31/2016</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	1,405,818			1,405,818
Pooled Separate Accts	-			-
Self-directed brokerage account	-			-
Collective trust funds	-			-
Common stocks	-			-
Corporate bonds	-			-
U.S. Government securities	-			-
Partnership/joint venture interests	-			-
Guaranteed investment contract	-			-
Other	-			-
Total assets in the fair value hierarchy	1,405,818	-	-	1,405,818
Investments measured at net asset value*				54,055
Investments at fair value	1,405,818	-	-	1,459,873

<u>12/31/2015</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	1,340,422			1,340,422
Pooled Separate Accts	-			-
Self-directed brokerage account	-			-
Collective trust funds	-			-
Common stocks	-			-
Corporate bonds	-			-
U.S. Government securities	-			-
Partnership/joint venture interests	-			-
Guaranteed investment contract	-			-
Other	-			-
Total assets in the fair value hierarchy	1,340,422	-	-	1,340,422
Investments measured at net asset value*				30,735
Investments at fair value	1,340,422	-	-	1,371,157

In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

C. Fair Value Measurements (continued...)

Transfers between Levels

For years ended December 31, 2016, and 2015, there were no significant transfers between Levels 1 and 2 and no transfers in or out of Level 3 and no changes in Fair Value of Level 3 Assets and Related Gains and Losses.

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

<u>Instrument</u>	<u>Fair Value</u>	<u>Principal Valuation Technique</u>	<u>Unobservable Inputs</u>	<u>Range of Significant Input Values</u>	<u>Weighted Average</u>
None	\$ -	Discounted cash flow	Credit Risk (basis points)	N/A	N/A
			Liquidity risk (basis points)	N/A	N/A

Investments Measured Using the Net Asset Value per Share Practical Expedient

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2016, and 2015, respectively. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

<u>Fund</u>	<u>12/31/16 Fair Value</u>	<u>12/31/15 Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (If Currently Eligible)</u>	<u>Redemption Notice Period</u>
Fidelity Government Money Market Fund	54,055	30,735	N/A	Daily	None

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

D. Fully Benefit-Responsive Investment Contracts

The Plan does not hold any investments that comprise traditional or synthetic investment contracts which would be reported at contract value.

E. Rollover Contributions

Rollovers may be accepted from all Participants who are Employees, even prior to meeting eligibility conditions to be a participant.

F. Related-Party Transactions and Party-in-Interest Transactions

Certain plan investments are shares of mutual funds managed by various mutual fund companies and held by Fidelity Management Trust Company, the custodian as defined by the Plan, and, therefore, these transactions qualify as party-in-interest transactions.

During the year ended December, 31, 2016, Fidelity Investments Institutional received administrative fees for recordkeeping services. Fees paid for these services may be included in net appreciation of fair value of investments and administrative expense. These transactions also qualify as party-in-interest transactions for which there is a statutory exemption.

Certain administrative functions are performed by officers or employees of the Plan's sponsor. No such officer or employee receives compensation from the Plan.

G. Plan Termination

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

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

H. Tax Status

Although the Plan has not received a determination letter from the Internal Revenue Service, it has adopted a pre-approved Prototype Plan. The Plan has been amended as necessary and the Plan administrator believes that the Plan is designed, and is currently being operated in compliance with the applicable provisions of the Internal Revenue Code and, therefore, believes that the Plan is qualified and that the related trust is tax-exempt.

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The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Because of 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 participants' account balances and the amounts reported in the statement of net assets available for benefits.

J. Reconciliation of Financial Statements to Form 5500

Certain differences may exist between the recording of accruals for financial reporting purposes and IRS/Department of Labor's (DOL) Form 5500 purposes. There were no such differences as of and for the years ended December 31, 2016 and 2015.

K. Certified Investments

Other than the fair value of the guaranteed investment contract and the related adjustment from fair value to contract value for fully benefit-responsive investment contracts, certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2016 and 2015 and net appreciation in fair value of investments, interest and dividends for the year ended December 31, 2016, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the custodian.

SUPPLEMENTAL INFORMATION

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Schedule H, line 4i - Schedule of Assets (Held at End of the Period)

December 31, 2016

26-1926860

PN 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment	(d) Cost	(e) Current value
*	Fidelity Management Trust Co	Fidelity Gov Money Mkt Fund	**	54,055
*	Fidelity Management Trust Co	BAIRD CORE PLUS INV	**	1,789
*	Fidelity Management Trust Co	FID CAPITAL & INCOME	**	5,043
*	Fidelity Management Trust Co	FID CONTRAFUND	**	2,933
*	Fidelity Management Trust Co	FID FREEDOM 2010	**	86,866
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*	Fidelity Management Trust Co	FID FREEDOM 2045	**	32,780
*	Fidelity Management Trust Co	FID FREEDOM 2050	**	18,949
*	Fidelity Management Trust Co	FID LARGE CAP STOCK	**	1,540
*	Fidelity Management Trust Co	FIDELITY GOVT INCOME	**	1,751
*	Fidelity Management Trust Co	INVS DIVRS DIVD R5	**	1,893
*	Fidelity Management Trust Co	INVS INTL GROWTH RS	**	385
*	Fidelity Management Trust Co	RDGWTH MID CAP VAL I	**	308
*	Fidelity Management Trust Co	SPTN 500 INDEX ADV	**	1,432
*	Fidelity Management Trust Co	SPTN EXT MKT IDX ADV	**	458
*	Fidelity Management Trust Co	SPTN MID CAP IDX ADV	**	807
*	Fidelity Management Trust Co	SPTN SM CAP IDX ADV	**	2,178
*	Fidelity Management Trust Co	SPTN US BOND IDX ADV	**	883
	Participant Loans	Various Interest Rates 4.25 - 5.5 %		45,920
	Total Assets Held			1,505,793

**Party-in-interest*

***Historical cost is not required for participant directed investments*

FIREBIRD
RESTAURANT GROUP, LLC
401(k) Plan

FINANCIAL STATEMENTS

DECEMBER 31, 2016



FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2016

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Independent Auditor's Report

Administrative Committee
Firebird Restaurant Group, LLC 401(k) Plan
Dallas, TX 75201

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Firebird Restaurant Group, LLC 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the years ended December 31, 2016, 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 audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes C, D & K, which was certified by Fidelity Management Trust Company, the custodian 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 custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2016, and 2015 and for the year ended December 31, 2016, that the information provided to the plan administrator by the custodian is complete and accurate.



Independent Auditor's Report (continued...)

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 schedule: Schedule H, line 4i - 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 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 this supplemental schedule.

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 custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in blue ink, appearing to read "S. A. Skibbie", is positioned above the printed name and date.

Winchester, Tennessee
October 3, 2017

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

**STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2016 AND 2015**

	<u>2016</u>	<u>2015</u>
ASSETS:		
Investments at fair value (see Note C)	\$ 1,405,818	\$ 1,340,422
Investments at contract value (see Note D)	-	-
RECEIVABLES:		
Employer contributions	-	-
Employee contributions	2,502	-
Other	-	-
Participant notes receivable	45,920	52,645
TOTAL RECEIVABLES	48,422	52,645
Cash	54,055	30,735
TOTAL ASSETS	1,508,295	1,423,802
LIABILITIES:		
Accrued expenses	-	-
Excess contributions payable	-	-
TOTAL LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	\$ 1,508,295	\$ 1,423,802

See accompanying notes to the financial statements

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2016

ADDITIONS:

Additions to net assets attributed to:

INVESTMENT INCOME:

Net appreciation in fair value of investments	\$ 43,911
Interest	-
Dividends	52,392
Other Income	-
NET INVESTMENT INCOME	<u>96,303</u>

Interest income on notes receivable from participants	2,145
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CONTRIBUTIONS

Employer (see Note A)	-
Participants	67,353
Rollovers (see Note E)	<u>30,656</u>
NET CONTRIBUTIONS	<u>98,009</u>

TOTAL ADDITIONS	<u>196,457</u>
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DEDUCTIONS

Deductions from net assets attributed to:

Benefits paid to participants	101,956
Administrative expenses	10,008
Certain deemed distributions of participant loans	-
Other expenses	<u>-</u>
TOTAL DEDUCTIONS	<u>111,964</u>

NET INCREASE (DECREASE)	84,493
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TRANSFERS To (From) the PLAN	-
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>1,423,802</u>
End of year	<u><u>\$ 1,508,295</u></u>

See accompanying notes to the financial statements

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

A. Description of Plan

The following description of the Firebird Restaurant Group, LLC 401(k) Plan (Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

1. General. The Plan is a defined contribution plan covering all full-time employees of the Firebird Restaurant Group, LLC; El Fenix Corporation; El Fenix (Oklahoma), LLC; Firebird Construction, LLC; Sunrise Foods, LLC; Meso Maya, LLC; and Karns Commercial Real Estate, Inc. (hereafter, collectively referred to as the "Company"), who have 1 year of service (1000 Hours) and are age 21 or older. The Plan was established on December 15, 2011 and is subject to the provisions of the Employment Retirement Income Security Act of 1974 (ERISA).
2. Contributions. Each year, participants may contribute a percent of pretax annual compensation as defined in the Plan to the maximum allowed by the Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants also may contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan.

The Plan does not include an auto-enrollment provision. Eligible employees must enroll if they wish to participate in the Plan.

The Company does not make safe harbor contributions to the Plan.

The Company may make matching contributions, at its discretion, equal to a percent of base compensation that a participant contributes to the Plan. The Company did not make any such matching contributions for the years ended December 31, 2016 and 2015.

The Company may also make a discretionary contribution as determined each year. For the years ended December 31, 2016 and 2015, the Company did not make any discretionary contributions.

Company matching and discretionary contributions are invested as directed by the participant.

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

A. Description of Plan (continued...)

3. Participant accounts. Each participant's account is credited with the participant's contributions and the Company's matching contributions, as well as allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.
4. Vesting. Participants are vested immediately in their contributions and the Company's plus actual earnings on the contributions. Vesting in the Company's matching and discretionary contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after 3 years of credited service.
5. Notes receivable from participants. Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account. The loans bear a reasonable rate of interest as determined by the Administrator based on prevailing rates charged by persons in the business of lending money for loans which would be made under similar circumstances. Principal and interest is paid ratably through payroll deductions.
6. Payment of benefits. On termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

In the event of a participant's death, his or her designated beneficiary may request a distribution of his or her account.

Withdrawals made in conjunction with IRS hardship distribution regulations are not permitted by the Plan.

7. Forfeited accounts. Upon termination of employment the non-vested portion of a participant's account is forfeited. Forfeitures may be first be used to pay administrative expenses under the Plan, if so directed by the Company, then applied to reduce the contributions of the Company.

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

B. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting. Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measure for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value (except for fully benefit-responsive investment contracts, which are reported at contract 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. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians, and insurance company. See Note C for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments purchased and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016, or 2015. Delinquent participant loans are recorded as distributions on the basis of the terms of the Plan agreement.

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

B. Summary of Accounting Policies (continued...)

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service are recorded as a liability with a corresponding increase to Corrective Distributions.

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses incurred maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Investment-related expenses are included in net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through October 3, 2017, the date the financial statements were available to be issued.

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

C. Fair Value Measurements

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (Level 3). Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy under Topic 820 are described as follows:

Level 1	Inputs to the valuation methodology are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan can access at the measurement date.
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Level 2	Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:
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- a. Quoted prices for similar assets or liabilities in active markets
- b. Quoted prices for identical or similar assets or liabilities in inactive markets
- c. Inputs other than quoted prices that are observable for the asset or liability
- d. Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

Level 3	Inputs that are unobservable inputs for the asset or liability.
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FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

C. Fair Value Measurements (continued...)

Following is a description of the valuation methodologies used for assets measured at fair value.

There have been no changes in the methodologies used at December 31, 2016, and 2015.

1. Common stocks. Valued at the closing price reported on the active market on which the individual securities are traded.
2. Self-directed brokerage accounts. Accounts primarily consist of mutual funds and common stocks that are valued on the basis of readily determinable market prices.
3. Corporate bonds. Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing the value on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, those corporate bonds are valued under a discounted cash flow approach that maximizes observable inputs, such as current yields or similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks.
4. Mutual funds. Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
5. U.S. government securities. Valued using pricing models maximizing the use of observable inputs for similar securities.
6. Fidelity Government Money Market Fund. Valued at Net Assets Value (NAV). Seeks as high a level of current income as is consistent with the preservation of capital and liquidity. The fund normally invests at least 99.5% of the fund's total assets in cash, U.S. Government securities and/or repurchase agreements that are collateralized fully (i.e., collateralized by cash or government securities).

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

C. Fair Value Measurements (continued...)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016, and 2015. Classification within the fair value hierarchy table is based on the lowest level of any input that is significant to the fair value measurement.

<u>12/31/2016</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	1,405,818			1,405,818
Pooled Separate Accts	-			-
Self-directed brokerage account	-			-
Collective trust funds	-			-
Common stocks	-			-
Corporate bonds	-			-
U.S. Government securities	-			-
Partnership/joint venture interests	-			-
Guaranteed investment contract	-			-
Other	-			-
Total assets in the fair value hierarchy	1,405,818	-	-	1,405,818
Investments measured at net asset value*				54,055
Investments at fair value	1,405,818	-	-	1,459,873

<u>12/31/2015</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	1,340,422			1,340,422
Pooled Separate Accts	-			-
Self-directed brokerage account	-			-
Collective trust funds	-			-
Common stocks	-			-
Corporate bonds	-			-
U.S. Government securities	-			-
Partnership/joint venture interests	-			-
Guaranteed investment contract	-			-
Other	-			-
Total assets in the fair value hierarchy	1,340,422	-	-	1,340,422
Investments measured at net asset value*				30,735
Investments at fair value	1,340,422	-	-	1,371,157

In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

C. Fair Value Measurements (continued...)

Transfers between Levels

For years ended December 31, 2016, and 2015, there were no significant transfers between Levels 1 and 2 and no transfers in or out of Level 3 and no changes in Fair Value of Level 3 Assets and Related Gains and Losses.

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

<u>Instrument</u>	<u>Fair Value</u>	<u>Principal Valuation Technique</u>	<u>Unobservable Inputs</u>	<u>Range of Significant Input Values</u>	<u>Weighted Average</u>
None	\$ -	Discounted cash flow	Credit Risk (basis points)	N/A	N/A
			Liquidity risk (basis points)	N/A	N/A

Investments Measured Using the Net Asset Value per Share Practical Expedient

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2016, and 2015, respectively. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

<u>Fund</u>	<u>12/31/16 Fair Value</u>	<u>12/31/15 Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (If Currently Eligible)</u>	<u>Redemption Notice Period</u>
Fidelity Government Money Market Fund	54,055	30,735	N/A	Daily	None

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

D. Fully Benefit-Responsive Investment Contracts

The Plan does not hold any investments that comprise traditional or synthetic investment contracts which would be reported at contract value.

E. Rollover Contributions

Rollovers may be accepted from all Participants who are Employees, even prior to meeting eligibility conditions to be a participant.

F. Related-Party Transactions and Party-in-Interest Transactions

Certain plan investments are shares of mutual funds managed by various mutual fund companies and held by Fidelity Management Trust Company, the custodian as defined by the Plan, and, therefore, these transactions qualify as party-in-interest transactions.

During the year ended December, 31, 2016, Fidelity Investments Institutional received administrative fees for recordkeeping services. Fees paid for these services may be included in net appreciation of fair value of investments and administrative expense. These transactions also qualify as party-in-interest transactions for which there is a statutory exemption.

Certain administrative functions are performed by officers or employees of the Plan's sponsor. No such officer or employee receives compensation from the Plan.

G. Plan Termination

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

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Notes to Financial Statements

H. Tax Status

Although the Plan has not received a determination letter from the Internal Revenue Service, it has adopted a pre-approved Prototype Plan. The Plan has been amended as necessary and the Plan administrator believes that the Plan is designed, and is currently being operated in compliance with the applicable provisions of the Internal Revenue Code and, therefore, believes that the Plan is qualified and that the related trust is tax-exempt.

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The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Because of 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 participants' account balances and the amounts reported in the statement of net assets available for benefits.

J. Reconciliation of Financial Statements to Form 5500

Certain differences may exist between the recording of accruals for financial reporting purposes and IRS/Department of Labor's (DOL) Form 5500 purposes. There were no such differences as of and for the years ended December 31, 2016 and 2015.

K. Certified Investments

Other than the fair value of the guaranteed investment contract and the related adjustment from fair value to contract value for fully benefit-responsive investment contracts, certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2016 and 2015 and net appreciation in fair value of investments, interest and dividends for the year ended December 31, 2016, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the custodian.

SUPPLEMENTAL INFORMATION

FIREBIRD RESTAURANT GROUP, LLC 401(k) PLAN

Schedule H, line 4i - Schedule of Assets (Held at End of the Period)

December 31, 2016

26-1926860

PN 001

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	Participant Loans	Various Interest Rates 4.25 - 5.5 %		45,920
	Total Assets Held			1,505,793

**Party-in-interest*

***Historical cost is not required for participant directed investments*