| Form 5500 | Annual Return/Report of Employee Benefit Plan | OMB Nos. 1210-0110 1210-0089 |
|---|---|---|
| Department of the Treasury Internal Revenue Service<br>Department of Labor Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | 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).<br>▶ **Complete all entries in accordance with the instructions to the Form 5500.** | **2017**<br>**This Form is Open to Public Inspection** |

## Part I Annual Report Identification Information

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

**A** This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

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

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

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

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

**1a** Name of plan
THE DAVE THOMAS FAMILY COMPANIES, LLC 401(K) PROFIT SHARING PLAN

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

**1c** Effective date of plan 05/06/2003

**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)
THE DAVE THOMAS FAMILY COMPANIES, LLC

5131 POST RD., SUITE 203
DUBLIN, OH 43017

**2b** Employer Identification Number (EIN) 47-5504383

**2c** Plan Sponsor's telephone number 614-764-9495

**2d** Business code (see instructions) 722513

**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. | 10/11/2018 | LANCE KESTERSON |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

**3a** Plan administrator's name and address ☐ Same as Plan Sponsor

PENTEGRA SERVICES, INC.

108 CORPORATE PARK DRIVE
WHITE PLAINS, NY 10604

**3b** Administrator's EIN
13-3745616

**3c** Administrator's telephone number
+18002556878

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

**a** Sponsor's name

**c** Plan Name

**4b** EIN

**4d** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 792 |
| **6** | Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**). | | |
| **a(1)** | Total number of active participants at the beginning of the plan year | **6a(1)** | 761 |
| **a(2)** | Total number of active participants at the end of the plan year | **6a(2)** | 594 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 51 |
| **d** | Subtotal. Add lines **6a(2)**, **6b**, and **6c** | **6d** | 645 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 645 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 245 |
| **h** | Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 10 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 3D 3H

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

**9a** Plan funding arrangement (check all that apply)

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

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

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

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

**a Pension Schedules**

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

**b General Schedules**

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

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

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

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

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

**11c** Enter the Receipt Confirmation Code for the 2017 Form M-1 annual report. If the plan was not required to file the 2017 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 A (Form 5500) | Insurance Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury Internal Revenue Service<br>Department of Labor Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.**<br>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2). | **2017**<br>**This Form is Open to Public Inspection** |

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

**A** Name of plan
THE DAVE THOMAS FAMILY COMPANIES, LLC 401(K) PROFIT SHARING PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
THE DAVE THOMAS FAMILY COMPANIES, LLC

**D** Employer Identification Number (EIN)
47-5504383

## Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1** Coverage Information:

**(a)** Name of insurance carrier
NATIONWIDE LIFE INSURANCE COMPANY

| (b) EIN | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year (f) From | (g) To |
|---|---|---|---|---|---|
| 31-4156830 | 66869 | GAP-CP-HT1B | 245 | 01/01/2017 | 12/31/2017 |

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

| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|---|---|
| 1924 | 0 |

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

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

SAGEPOINT FINANCIAL
2800 N. CENTRAL AVE
SUTIE 2100
PHOENIX, AZ 85004-1834

| (b) Amount of sales and base commissions paid | Fees and other commissions paid (c) Amount | (d) Purpose | (e) Organization code |
|---|---|---|---|
| 1924 | | | 3 |

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

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

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

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

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

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

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

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

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

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

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

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

## Part II Investment and Annuity Contract Information

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

| | | | |
|---|---|---|---|
| **4** | Current value of plan's interest under this contract in the general account at year end | **4** | 0 |
| **5** | Current value of plan's interest under this contract in separate accounts at year end | **5** | 0 |

**6** Contracts With Allocated Funds:

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

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

| | | | | |
|---|---|---|---|---|
| **b** | Balance at the end of the previous year | | **7b** | 325911 |
| **c** | Additions: (1) Contributions deposited during the year | **7c(1)** | 27580 | |
| | (2) Dividends and credits | **7c(2)** | 0 | |
| | (3) Interest credited during the year | **7c(3)** | 7924 | |
| | (4) Transferred from separate account | **7c(4)** | 170890 | |
| | (5) Other (specify below) | **7c(5)** | | |
| | ▶ | | | |
| | (6)Total additions | | **7c(6)** | 206394 |
| **d** | Total of balance and additions (add lines **7b** and **7c(6)**). | | **7d** | 532305 |
| **e** | Deductions: | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | **7e(1)** | 172425 | |
| | (2) Administration charge made by carrier | **7e(2)** | 189 | |
| | (3) Transferred to separate account | **7e(3)** | | |
| | (4) Other (specify below) | **7e(4)** | | |
| | ▶ | | | |
| | (5) Total deductions | | **7e(5)** | 172614 |
| **f** | Balance at the end of the current year (subtract line **7e(5)** from line **7d**) | | **7f** | 359691 |

## Part III Welfare Benefit Contract Information

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

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

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

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

Specify nature of costs.

## Part IV Provision of Information

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

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

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury Internal Revenue Service | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). | 2017 |
| Department of Labor Employee Benefits Security Administration | ▶ **File as an attachment to Form 5500.** | **This Form is Open to Public Inspection.** |
| Pension Benefit Guaranty Corporation | | |

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

**A** Name of plan
THE DAVE THOMAS FAMILY COMPANIES, LLC 401(K) PROFIT SHARING PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
THE DAVE THOMAS FAMILY COMPANIES, LLC

**D** Employer Identification Number (EIN)
47-5504383

## Part I Service Provider Information (see instructions)

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

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

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

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

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

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

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

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

31-1592130

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 15 60 67 28 62 59 63 | RECORDKEEPER | 56243 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [ ] No [X] |

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

SAGEPOINT FINANCIAL

2800 N. CENTRAL AVE
SUITE 2100
PHOENIX, AZ 85004-1834

20-1741754

| (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? |
|---|---|---|---|---|---|---|
| 17 22 27 28 52 70 | BROKER | 29044 | Yes [X] No [ ] | Yes [ ] No [X] | 0 | Yes [ ] No [X] |

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

APS PENTEGRA

6830 COMMERCE COURT DRIVE
BLACKLICK, OH 43004-9297

13-3892096

| (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? |
|---|---|---|---|---|---|---|
| 13 15 17 34 37 53 64 99 14 38 | TPA | 22284 | Yes [X] No [ ] | Yes [ ] No [X] | 1503 | Yes [ ] No [X] |

**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 |
|---|---|---|
| APS PENTEGRA | 13 15 17 34 37 53 64 99 14 38 | 1503 |

| **(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. |
|---|---|
| NATIONWIDE<br>ONE NATIONWIDE PLAZA<br>COLUMBUS, OH 43215<br>31-1592130 | ADVISORY/SERVICE PROVIDER FEE |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| SAGEPOINT FINANCIAL | 17 22 27 28 52 70 | 29044 |

| **(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. |
|---|---|
| NATIONWIDE<br>ONE NATIONWIDE PLAZA<br>COLUMBUS, OH 43215<br>31-1592130 | COMPENSATION |

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

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

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

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

| SCHEDULE H (Form 5500) | Financial Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury Internal Revenue Service<br>Department of Labor Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br>▶ **File as an attachment to Form 5500.** | **2017**<br>**This Form is Open to Public Inspection** |

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

**A** Name of plan
THE DAVE THOMAS FAMILY COMPANIES, LLC 401(K) PROFIT SHARING PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
THE DAVE THOMAS FAMILY COMPANIES, LLC

**D** Employer Identification Number (EIN)
47-5504383

## Part I Asset and Liability Statement

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | 0 | 0 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| (1) Employer contributions | 1b(1) | 5254 | 11718 |
| (2) Participant contributions | 1b(2) | 0 | 6621 |
| (3) Other | 1b(3) | | |
| **c** General investments: | | | |
| (1) Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 0 | 0 |
| (2) U.S. Government securities | 1c(2) | | |
| (3) Corporate debt instruments (other than employer securities): | | | |
| (A) Preferred | 1c(3)(A) | | |
| (B) All other | 1c(3)(B) | | |
| (4) Corporate stocks (other than employer securities): | | | |
| (A) Preferred | 1c(4)(A) | | |
| (B) Common | 1c(4)(B) | | |
| (5) Partnership/joint venture interests | 1c(5) | | |
| (6) Real estate (other than employer real property) | 1c(6) | | |
| (7) Loans (other than to participants) | 1c(7) | | |
| (8) Participant loans | 1c(8) | 255878 | 253842 |
| (9) Value of interest in common/collective trusts | 1c(9) | | |
| (10) Value of interest in pooled separate accounts | 1c(10) | | |
| (11) Value of interest in master trust investment accounts | 1c(11) | | |
| (12) Value of interest in 103-12 investment entities | 1c(12) | | |
| (13) Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 5528389 | 6648303 |
| (14) Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 325912 | 359691 |
| (15) Other | 1c(15) | | |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(1)** Employer securities | 1d(1) | | |
| **(2)** Employer real property | 1d(2) | | |
| **e** Buildings and other property used in plan operation | 1e | | |
| **f** Total assets (add all amounts in lines 1a through 1e) | 1f | 6115433 | 7280175 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | 3743 | 3739 |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 3743 | 3739 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 6111690 | 7276436 |

## Part II Income and Expense Statement

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

| Income | | (a) Amount | (b) Total |
|---|---|---|---|
| **a Contributions:** | | | |
| **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | 236860 | |
| **(B)** Participants | 2a(1)(B) | 321260 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 3539 | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 561659 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 7923 | |
| **(B)** U.S. Government securities | 2b(1)(B) | | |
| **(C)** Corporate debt instruments | 2b(1)(C) | | |
| **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| **(E)** Participant loans | 2b(1)(E) | 12098 | |
| **(F)** Other | 2b(1)(F) | | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 20021 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| **(B)** Common stock | 2b(2)(B) | | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 0 |
| **(3)** Rents | 2b(3) | | |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| **(B)** Other | 2b(5)(B) | | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 931252 |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 1512932 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 314391 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 314391 |
| f Corrective distributions (see instructions) | 2f | | |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | 5741 |
| h Interest expense | 2h | | |
| i Administrative expenses: (1) Professional fees | 2i(1) | 28054 | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 28054 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 348186 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 1164746 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

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

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

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

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

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

**(1)** Name: REA & ASSOCIATES **(2)** EIN: 34-1310124

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

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

## Part IV Compliance Questions

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

During the plan year:

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

| | | | Yes | No | Amount |
|---|---|---|---|---|---|
| c | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| d | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | 500000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | | |

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

**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.)

| SCHEDULE R (Form 5500) | Retirement Plan Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury Internal Revenue Service<br>Department of Labor Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | 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).<br>▶ **File as an attachment to Form 5500.** | **2017**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

**A** Name of plan
THE DAVE THOMAS FAMILY COMPANIES, LLC 401(K) PROFIT SHARING PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
THE DAVE THOMAS FAMILY COMPANIES, LLC

**D** Employer Identification Number (EIN)
47-5504383

## Part I Distributions

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

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

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

EIN(s): 31-1592130 _____

**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

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

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

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

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

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

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

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

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

**a** Name of contributing employer

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

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**a** Name of contributing employer

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

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

**a** Name of contributing employer

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

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

**a** Name of contributing employer

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

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

**a** Name of contributing employer

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

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

**a** Name of contributing employer

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

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

**14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

| | | |
|---|---|---|
| **a** The current year | **14a** | |
| **b** The plan year immediately preceding the current plan year | **14b** | |
| **c** The second preceding plan year | **14c** | |

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

| | | |
|---|---|---|
| **a** The corresponding number for the plan year immediately preceding the current plan year | **15a** | |
| **b** The corresponding number for the second preceding plan year | **15b** | |

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

| | | |
|---|---|---|
| **a** Enter the number of employers who withdrew during the preceding plan year | **16a** | |
| **b** If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers | **16b** | |

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

## Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

**19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

**a** Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

# The Dave Thomas Family Companies, LLC 401(k) and Profit Sharing Plan

*Audited Financial Statements*

As of and for the Years Ended
December 31, 2017 and 2016

Rea & associates

www.reacpa.com

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Rea & associates a brighter way

October 10, 2018

To the Plan Administrator and Participants of
The Dave Thomas Family Companies 401(k) and Profit Sharing Plan
Columbus, Ohio

## INDEPENDENT AUDITOR'S REPORT

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of the Dave Thomas Family Companies 401(k) and Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

***Management's Responsibility for the Financial Statements***

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

***Auditor's Responsibility***

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

***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Nationwide Trust Company, FSB, the custodian of the Plan, except for comparing this 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 assets and executes transactions. The Plan Administrator has obtained certifications from the custodian as of and for the years ended December 31, 2017 and 2016, that the information provided to the Plan Administrator by the custodian is complete and accurate.

***Disclaimer of Opinion***

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

***Other Matter***

The supplemental schedule, Schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2017, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

**Report on Form and Content in Compliance with DOL Rules and Regulations**

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

Rea & Associates, Inc.

Rea & Associates, Inc.
Dublin, Ohio

THE DAVE THOMAS FAMILY COMPANIES, LLC 401(K) AND PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2017 AND 2016

| | 2017 | 2016 |
|---|---|---|
| ASSETS: | | |
| Investments, at fair value: | | |
| Mutual funds (see Note 4) | $ 6,648,303 | $ 5,528,389 |
| Investments, at contract value: | | |
| Guaranteed investment contract (see Note 5) | 359,691 | 325,912 |
| Total investments | 7,007,994 | 5,854,301 |
| Plan receivables: | | |
| Notes receivable from participants | 259,583 | 255,878 |
| Employer contributions | 11,718 | 5,254 |
| Employee contributions | 6,621 | - |
| Total Plan receivables | 277,922 | 261,132 |
| Total assets | 7,285,916 | 6,115,433 |
| LIABILITIES: | | |
| Accounts payable | 3,739 | 3,743 |
| Total liabilities | 3,739 | 3,743 |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 7,282,177 | $ 6,111,690 |

The accompanying notes are an integral part of these financial statements.

THE DAVE THOMAS FAMILY COMPANIES, LLC 401(K) AND PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

| | 2017 | 2016 |
|---|---|---|
| ADDITIONS TO NET ASSETS: | | |
| Contributions: | | |
| Participant | $ 321,260 | $ 353,613 |
| Employer | 240,399 | 255,087 |
| Rollover | - | 2,296,069 |
| Total contributions | 561,659 | 2,904,769 |
| Investment income: | | |
| Interest earned on guaranteed investment contract | 7,923 | 5,621 |
| Net appreciation in fair value of investments | 931,252 | 453,602 |
| Total investment income | 939,175 | 459,223 |
| Interest earned on notes receivable from participants | 12,098 | 10,063 |
| TOTAL ADDITIONS | 1,512,932 | 3,374,055 |
| DEDUCTIONS FROM NET ASSETS: | | |
| Distributions paid to participants | 314,391 | 98,805 |
| Administrative expenses | 28,054 | 19,675 |
| TOTAL DEDUCTIONS | 342,445 | 118,480 |
| NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS | 1,170,487 | 3,255,575 |
| NET ASSETS AVAILABLE FOR BENEFITS, beginning of the year | 6,111,690 | 2,856,115 |
| NET ASSETS AVAILABLE FOR BENEFITS, end of the year | $ 7,282,177 | $ 6,111,690 |

The accompanying notes are an integral part of these financial statements.

## NOTE 1: PLAN DESCRIPTION

### General

The Thomas 5 Limited, LLC 401(k) Profit Sharing Plan (the "Plan") was formed on May 6, 2003, by Thomas 5 Limited, LLC (the "Plan Sponsor"). In January 2016, the Plan Sponsor changed to The Dave Thomas Family Companies, LLC and the Plan changed its name to The Dave Thomas Family Companies, LLC 401(k) and Profit Sharing Plan. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution profit sharing plan covering substantially all employees of the Plan Sponsor. The Board of Directors of the Plan Sponsor controls and manages the operation and administration of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

### Eligibility

Effective January 1, 2017, employees are eligible for participation upon attaining the age of 21 and completion of 1,000 hours of service in a twelve month period. Prior to this, employees were eligible for participation upon attaining the age of 21 and completion of 750 hours of service in a nine month period.

### Contributions

Participants may elect to contribute a portion of their pretax annual compensation, as defined in the Plan. Matching contributions by the Plan Sponsor are based on 100% of the participant's elective deferrals that do not exceed 3% of their compensation; and 50% of the elective deferrals that exceed 3% but are no more than 5% of participants' compensation. Contributions are subject to certain Internal Revenue Code limitations. Participants may also contribute amounts representing distributions from any other qualified plan, rollovers, with proof that the contribution has been in such a plan.

### Participant Accounts

Individual accounts are maintained for each Plan participant to reflect the participant's entire interest under the Plan. Each participant's account is credited with the participant's elective deferral contribution, the Plan Sponsor's matching contribution, and participant rollover contributions. Adjustments are made to participant's accounts for (1) distributions; and (2) net income or loss attributable to a directed account. Plan earnings are allocated to participants based on a daily valuation of the participant's respective funds. The benefit to which a participant is entitled is the amount that can be provided from the participant's vested account.

### Investment Options

Participants direct the investment of their accounts into various investment options offered by the Plan. Participants may currently choose from a variety of mutual funds and a guaranteed investment contract with varying investment objectives and degrees of risk.

### Vesting

Participants are immediately vested in their elective deferral and employer contributions plus actual earnings thereon.

## NOTE 1: PLAN DESCRIPTION (CONTINUED)

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. The interest rate charged to the participant for the loan is credited to the participant's account. Loan payments are made through payroll deductions and must be paid back within five years. Loans for a principal residence may be paid back over as many as twenty years, but not beyond the participant's normal retirement age. The loans are secured by the balance in the participant's account. If the participant terminates employment with the Plan Sponsor prior to completing payments on the loan, the outstanding balance may be taxed and subject to penalty.

Payment of Benefits

On termination of service due to death, disability, retirement, or other reasons, a participant may elect to receive either a lump-sum distribution and/or equal installments of the participant's vested interest in their account. The Plan also permits distributions due to hardship under certain circumstances.

## NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that may affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

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

Investments are reported at fair value (except for the fully benefit-responsive investment contract, which is 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 Committee determines the Plan's valuation policies utilizing information provided by the investment custodians. See Note 4 for discussion of fair value measurements.

Notes Receivable From Participants

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

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

## NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative expenses

Administrative expenses paid by the Plan relate to recordkeeping fees and investment advising. All other expenses incurred in administering the Plan are paid by the Plan Sponsor and are excluded from these financial statements.

Subsequent Events

In evaluating events that may have a material impact on the financial statements, the Plan has considered activities through October 10, 2018, the date the financial statements were available to be released.

## NOTE 3: INFORMATION PREPARED AND CERTIFIED BY NATIONWIDE TRUST COMPANY, FSB

Certain information related to investments and notes receivable disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable held at December 31, 2017 and 2016, and net appreciation in fair value of investments, interest and dividends for the years ended December 31, 2017 and 2016, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Nationwide Trust Company, FSB (the custodian of the Plan).

## NOTE 4: FAIR VALUE MEASUREMENTS

Generally accepted accounting principles include a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

## NOTE 4: FAIR VALUE MEASUREMENTS (CONTINUED)

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016.

*Mutual funds:* Valued at the net asset value ("NAV") of shares held by the Plan at year end. NAV is based on the value of underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. NAV is a quoted price in an active market.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2017 and 2016:

Fair Value Measurements as of December 31, 2017

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Mutual funds | $ 6,648,303 | $ - | $ - | $ 6,648,303 |
| Total assets at fair value | | | | $ 6,648,303 |

Fair Value Measurements as of December 31, 2016

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Mutual funds | $ 5,528,389 | $ - | $ - | $ 5,528,389 |
| Total assets at fair value | | | | $ 5,528,389 |

## NOTE 5: GUARANTEED INVESTMENT CONTRACT WITH NATIONWIDE TRUST COMPANY, FSB

In 2016, the Plan entered into a traditional fully benefit-responsive guaranteed investment contract with Nationwide Trust Company, FSB totaling $359,691 and $325,912 at December 31, 2017 and 2016, respectively. Nationwide Trust Company, FSB maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The crediting rate is based on a formula established by the contract issuer. At December 31, 2017, the crediting rate was 1.85 percent. The crediting rate is reviewed on a quarterly basis of resetting.

## NOTE 5: GUARANTEED INVESTMENT CONTRACT WITH NATIONWIDE TRUST COMPANY, FSB (CONTINUED)

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

This contract meets the fully benefit-responsive investment contract criteria and therefore is reported at contract value. Contract value is the relevant measurement for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value, as reported to the Plan by Nationwide Trust Company, FSB, represents contributions made under the contract, plus earnings less participant withdrawals and administrative expenses. Participants may ordinarily direct withdrawals or transfers of all or a portion of their investment at contract value.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

Certain events might limit the ability of the Plan to transact at contract value with the issuer. Such events include (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary). that cause a significant withdrawal from the Plan, or (4) failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA, (5) premature termination of the contract. The Plan administrator believes that no events that would limit the Plan's ability to transact at contract value with participants are probable of occurring.

In addition, certain events allow the issuer to terminate the contract with the Plan and settle at an amount different from contract value. Such events include (1) an uncured violation of the Plan's investment guidelines, (2) a breach of material obligation under the contract, (3) a material misrepresentation, (4) a material amendment to the agreement without the consent of the issuer.

| | 2017 | 2016 |
|---|---|---|
| Traditional investment contracts | $ 359,691 | $ 325,912 |
| Synthetic investment contracts | - | - |

## NOTE 6: PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and the guaranteed investment contract managed by Nationwide Trust Company, FSB. Nationwide Trust Company, FSB is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

## NOTE 7: PLAN TERMINATION

Although it has not expressed any intention to do so, the Plan Sponsor has the right, under the Plan, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

## NOTE 8: TAX STATUS

The Plan has adopted a volume submitter plan sponsored by Nationwide Financial. The Plan has received an opinion letter from the Internal Revenue Service as to the Plan's qualified status. The Plan opinion letter has been relied upon by this Plan. The Plan administrator believes the Plan is designed and being operated in compliance with the applicable provisions of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require management of an organization to evaluate tax positions taken by the organization and recognize a tax liability if the organization has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Plan management has analyzed the tax positions taken by the Plan, and as of December 31, 2017, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. There are currently no audits for any tax periods in progress.

## NOTE 9: VARIOUS RISKS AND UNCERTAINTIES

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

As of December 31, 2017, the Plan held $5,125,509 of American Funds, which was approximately 73% of total investments. Therefore, net assets available for benefits are particularly sensitive to changes related to these investments.

## NOTE 10: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2017, to Form 5500:

| | |
|---|---|
| Net assets available for plan benefits per the financial statements | $ 7,282,177 |
| Cumulative deemed loans (principal) | (5,741) |
| Net assets per Form 5500 | $ 7,276,436 |

## NOTE 10: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of notes receivable from participants per the financial statements at December 31, 2017, to Form 5500:

| | |
|---|---|
| Notes receivable from participants per the financial statements | $ 259,583 |
| Cumulative deemed loans (principal) | (5,741) |
| Participant loans per Form 5500 | $ 253,842 |

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the year ended December 31, 2017, to Form 5500:

| | |
|---|---|
| Net increase in net assets available for benefits per the financial statements | $ 1,170,487 |
| Change in the loans shown as deemed loans on Form 5500 | (5,741) |
| Net income per Form 5500 | $ 1,164,746 |

THE DAVE THOMAS FAMILY COMPANIES, LLC 401(K) AND PROFIT SHARING PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i,
SCHEDULE OF ASSETS HELD FOR INVESTMENT
PURPOSES AT END OF YEAR
AS OF DECEMBER 31, 2017
(UNAUDITED)

EIN: 47-5504383
Plan Number: 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | AmFds 2030 TrgtDtRtrmt R6 | Mutual Funds | ** | $ 1,627,523 |
| | AmFds 2035 TrgtDtRtrmt R6 | Mutual Funds | ** | 903,155 |
| | AmFds 2025 TrgtDtRtrmt R6 | Mutual Funds | ** | 659,390 |
| | AmFds 2045 TrgtDtRtrmt R6 | Mutual Funds | ** | 475,356 |
| | AmFds 2020 TrgtDtRtrmt R6 | Mutual Funds | ** | 438,088 |
| | AmFds 2040 TrgtDtRtrmt R6 | Mutual Funds | ** | 425,079 |
| * | NW FXD SEL OPTN | Guaranteed Investment Contract | ** | 359,691 |
| | AmFds 2015 TrgtDtRtrmt R6 | Mutual Funds | ** | 241,904 |
| | AmFds 2050 TrgtDtRtrmt R6 | Mutual Funds | ** | 148,561 |
| | Prudntl Ttl Rtn Bd Q | Mutual Funds | ** | 146,374 |
| | AmFds Am Bal R6 | Mutual Funds | ** | 137,037 |
| | Vngrd Ttl StMkt Indx Fd AS | Mutual Funds | ** | 128,530 |
| | FidAdv Strat Divd Inc Inst | Mutual Funds | ** | 119,209 |
| | Vngrd Ttl Bnd Mkt Idx Adm | Mutual Funds | ** | 84,594 |
| | AmBcn Intl Eq Inst | Mutual Funds | ** | 81,096 |
| | Opp Intl Gr Y | Mutual Funds | ** | 80,022 |
| | DFA Emrg Mkt Cor Eq Inst | Mutual Funds | ** | 70,440 |
| | Vngrd Ttl IntlStkIndx Adml | Mutual Funds | ** | 70,113 |
| * | NW Loomis AllCap Gr R6 | Mutual Funds | ** | 67,602 |
| | JPM Eq Inc R5 | Mutual Funds | ** | 67,193 |
| | DFA US LgCap Val Inst | Mutual Funds | ** | 60,485 |
| | Col Sel LgCap Gr Inst2 | Mutual Funds | ** | 57,329 |
| | Nuvn Symph Cr Oppr I | Mutual Funds | ** | 57,170 |
| | BlkRk Strat Inc Oppr I | Mutual Funds | ** | 53,705 |
| | DFA Infl Prtct Sec Inst | Mutual Funds | ** | 46,477 |
| | Vngrd Strat Eq Inv | Mutual Funds | ** | 43,614 |
| | AmFds 2055 TrgtDtRtrmt R6 | Mutual Funds | ** | 43,077 |
| | JPM Gr Advtg R5 | Mutual Funds | ** | 40,711 |
| | Prudntl Glbl RealEst Z | Mutual Funds | ** | 33,683 |
| | DFA US Trgt Val Inst | Mutual Funds | ** | 32,713 |
| | Vngrd Explr Adml | Mutual Funds | ** | 29,615 |
| | FnklnTmp Glbl Bd R6 | Mutual Funds | ** | 26,893 |
| | WR Ivy Scnc Tech I | Mutual Funds | ** | 25,698 |

See accompanying independent auditor's report.

THE DAVE THOMAS FAMILY COMPANIES, LLC 401(K) AND PROFIT SHARING PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i,
SCHEDULE OF ASSETS HELD FOR INVESTMENT
PURPOSES AT END OF YEAR
AS OF DECEMBER 31, 2017
(UNAUDITED)

EIN: 47-5504383
Plan Number: 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | AmFds 2060 TrgtDtRtrmt R6 | Mutual Funds | ** | 23,935 |
| | Fed Gov Oblgtns Prmr | Mutual Funds | ** | 23,328 |
| * | NW Inv Dest Mod R6 | Mutual Funds | ** | 15,173 |
| | PIMCO Inc Inst | Mutual Funds | ** | 11,411 |
| * | NW Inv Dest Cnsrv R6 | Mutual Funds | ** | 11,226 |
| | Vngrd 500 Index Fd AS | Mutual Funds | ** | 10,996 |
| | BlkRk Hlth Scnc Oppr Inst | Mutual Funds | ** | 6,118 |
| * | NW Inv Dest Aggr R6 | Mutual Funds | ** | 5,089 |
| | Opp Glbl Y | Mutual Funds | ** | 2,583 |
| | Vngrd Strat SmCap Eq Inv | Mutual Funds | ** | 2,397 |
| | WF SmCo Gr Inst | Mutual Funds | ** | 2,230 |
| | AmFds 2010 TrgtDtRtrmt R6 | Mutual Funds | ** | 2,212 |
| | WF Spec MdCap Val Inst | Mutual Funds | ** | 2,146 |
| | Vngrd Wlsly Inc Adml | Mutual Funds | ** | 1,991 |
| | Parnassus Cor Eq | Mutual Funds | ** | 1,571 |
| | DFA Intl Cor Eq Inst | Mutual Funds | ** | 1,228 |
| | Vic Integrity SmCap Val Y | Mutual Funds | ** | 1,073 |
| | Henesy Focs Inst | Mutual Funds | ** | 324 |
| * | NW Intl Indx R6 | Mutual Funds | ** | 297 |
| | FidAdv Intl Gr Inst | Mutual Funds | ** | 264 |
| | LrdAbt Hi Yld I | Mutual Funds | ** | 242 |
| | Lazard Intl Strat Eq Inst | Mutual Funds | ** | 33 |
| | SUBTOTAL | | | 7,007,994 |
| * | Participant loans receivable | (Interest rates of 4.25% to 5.25%, maturing at various dates through 2032, secured by balance in participants' accounts) | ** | 253,842 |
| | TOTAL | | | $ 7,261,836 |

* - Party-in-interest
** - Cost information has been excluded in accordance with Form 5500 instructions as all investments are participant directed.

Note: This schedule is based on information which has been certified as complete and accurate by Nationwide Trust Company, FSB, the custodian of the Plan.

See accompanying independent auditor's report.

# The Dave Thomas Family Companies, LLC 401(k) and Profit Sharing Plan

*Audited Financial Statements*

As of and for the Years Ended
December 31, 2017 and 2016

Rea & associates

www.reacpa.com

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Rea & associates a brighter way

October 10, 2018

To the Plan Administrator and Participants of
The Dave Thomas Family Companies 401(k) and Profit Sharing Plan
Columbus, Ohio

## INDEPENDENT AUDITOR'S REPORT

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of the Dave Thomas Family Companies 401(k) and Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

***Management's Responsibility for the Financial Statements***

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

***Auditor's Responsibility***

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

***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Nationwide Trust Company, FSB, the custodian of the Plan, except for comparing this 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 assets and executes transactions. The Plan Administrator has obtained certifications from the custodian as of and for the years ended December 31, 2017 and 2016, that the information provided to the Plan Administrator by the custodian is complete and accurate.

***Disclaimer of Opinion***

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

***Other Matter***

The supplemental schedule, Schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2017, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

**Report on Form and Content in Compliance with DOL Rules and Regulations**

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

Rea & Associates, Inc.

Rea & Associates, Inc.
Dublin, Ohio

THE DAVE THOMAS FAMILY COMPANIES, LLC 401(K) AND PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2017 AND 2016

| | 2017 | 2016 |
|---|---|---|
| ASSETS: | | |
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| Total Plan receivables | 277,922 | 261,132 |
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The accompanying notes are an integral part of these financial statements.

THE DAVE THOMAS FAMILY COMPANIES, LLC 401(K) AND PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016

| | 2017 | 2016 |
|---|---|---|
| ADDITIONS TO NET ASSETS: | | |
| Contributions: | | |
| Participant | $ 321,260 | $ 353,613 |
| Employer | 240,399 | 255,087 |
| Rollover | - | 2,296,069 |
| Total contributions | 561,659 | 2,904,769 |
| Investment income: | | |
| Interest earned on guaranteed investment contract | 7,923 | 5,621 |
| Net appreciation in fair value of investments | 931,252 | 453,602 |
| Total investment income | 939,175 | 459,223 |
| Interest earned on notes receivable from participants | 12,098 | 10,063 |
| TOTAL ADDITIONS | 1,512,932 | 3,374,055 |
| DEDUCTIONS FROM NET ASSETS: | | |
| Distributions paid to participants | 314,391 | 98,805 |
| Administrative expenses | 28,054 | 19,675 |
| TOTAL DEDUCTIONS | 342,445 | 118,480 |
| NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS | 1,170,487 | 3,255,575 |
| NET ASSETS AVAILABLE FOR BENEFITS, beginning of the year | 6,111,690 | 2,856,115 |
| NET ASSETS AVAILABLE FOR BENEFITS, end of the year | $ 7,282,177 | $ 6,111,690 |

The accompanying notes are an integral part of these financial statements.

## NOTE 1: PLAN DESCRIPTION

### General

The Thomas 5 Limited, LLC 401(k) Profit Sharing Plan (the "Plan") was formed on May 6, 2003, by Thomas 5 Limited, LLC (the "Plan Sponsor"). In January 2016, the Plan Sponsor changed to The Dave Thomas Family Companies, LLC and the Plan changed its name to The Dave Thomas Family Companies, LLC 401(k) and Profit Sharing Plan. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution profit sharing plan covering substantially all employees of the Plan Sponsor. The Board of Directors of the Plan Sponsor controls and manages the operation and administration of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

### Eligibility

Effective January 1, 2017, employees are eligible for participation upon attaining the age of 21 and completion of 1,000 hours of service in a twelve month period. Prior to this, employees were eligible for participation upon attaining the age of 21 and completion of 750 hours of service in a nine month period.

### Contributions

Participants may elect to contribute a portion of their pretax annual compensation, as defined in the Plan. Matching contributions by the Plan Sponsor are based on 100% of the participant's elective deferrals that do not exceed 3% of their compensation; and 50% of the elective deferrals that exceed 3% but are no more than 5% of participants' compensation. Contributions are subject to certain Internal Revenue Code limitations. Participants may also contribute amounts representing distributions from any other qualified plan, rollovers, with proof that the contribution has been in such a plan.

### Participant Accounts

Individual accounts are maintained for each Plan participant to reflect the participant's entire interest under the Plan. Each participant's account is credited with the participant's elective deferral contribution, the Plan Sponsor's matching contribution, and participant rollover contributions. Adjustments are made to participant's accounts for (1) distributions; and (2) net income or loss attributable to a directed account. Plan earnings are allocated to participants based on a daily valuation of the participant's respective funds. The benefit to which a participant is entitled is the amount that can be provided from the participant's vested account.

### Investment Options

Participants direct the investment of their accounts into various investment options offered by the Plan. Participants may currently choose from a variety of mutual funds and a guaranteed investment contract with varying investment objectives and degrees of risk.

### Vesting

Participants are immediately vested in their elective deferral and employer contributions plus actual earnings thereon.

## NOTE 1: PLAN DESCRIPTION (CONTINUED)

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. The interest rate charged to the participant for the loan is credited to the participant's account. Loan payments are made through payroll deductions and must be paid back within five years. Loans for a principal residence may be paid back over as many as twenty years, but not beyond the participant's normal retirement age. The loans are secured by the balance in the participant's account. If the participant terminates employment with the Plan Sponsor prior to completing payments on the loan, the outstanding balance may be taxed and subject to penalty.

Payment of Benefits

On termination of service due to death, disability, retirement, or other reasons, a participant may elect to receive either a lump-sum distribution and/or equal installments of the participant's vested interest in their account. The Plan also permits distributions due to hardship under certain circumstances.

## NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that may affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

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

Investments are reported at fair value (except for the fully benefit-responsive investment contract, which is 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 Committee determines the Plan's valuation policies utilizing information provided by the investment custodians. See Note 4 for discussion of fair value measurements.

Notes Receivable From Participants

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

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

## NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative expenses

Administrative expenses paid by the Plan relate to recordkeeping fees and investment advising. All other expenses incurred in administering the Plan are paid by the Plan Sponsor and are excluded from these financial statements.

Subsequent Events

In evaluating events that may have a material impact on the financial statements, the Plan has considered activities through October 10, 2018, the date the financial statements were available to be released.

## NOTE 3: INFORMATION PREPARED AND CERTIFIED BY NATIONWIDE TRUST COMPANY, FSB

Certain information related to investments and notes receivable disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable held at December 31, 2017 and 2016, and net appreciation in fair value of investments, interest and dividends for the years ended December 31, 2017 and 2016, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Nationwide Trust Company, FSB (the custodian of the Plan).

## NOTE 4: FAIR VALUE MEASUREMENTS

Generally accepted accounting principles include a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

## NOTE 4: FAIR VALUE MEASUREMENTS (CONTINUED)

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016.

*Mutual funds:* Valued at the net asset value ("NAV") of shares held by the Plan at year end. NAV is based on the value of underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. NAV is a quoted price in an active market.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2017 and 2016:

Fair Value Measurements as of December 31, 2017

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Mutual funds | $ 6,648,303 | $ - | $ - | $ 6,648,303 |
| Total assets at fair value | | | | $ 6,648,303 |

Fair Value Measurements as of December 31, 2016

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Mutual funds | $ 5,528,389 | $ - | $ - | $ 5,528,389 |
| Total assets at fair value | | | | $ 5,528,389 |

## NOTE 5: GUARANTEED INVESTMENT CONTRACT WITH NATIONWIDE TRUST COMPANY, FSB

In 2016, the Plan entered into a traditional fully benefit-responsive guaranteed investment contract with Nationwide Trust Company, FSB totaling $359,691 and $325,912 at December 31, 2017 and 2016, respectively. Nationwide Trust Company, FSB maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The crediting rate is based on a formula established by the contract issuer. At December 31, 2017, the crediting rate was 1.85 percent. The crediting rate is reviewed on a quarterly basis of resetting.

## NOTE 5: GUARANTEED INVESTMENT CONTRACT WITH NATIONWIDE TRUST COMPANY, FSB (CONTINUED)

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

This contract meets the fully benefit-responsive investment contract criteria and therefore is reported at contract value. Contract value is the relevant measurement for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value, as reported to the Plan by Nationwide Trust Company, FSB, represents contributions made under the contract, plus earnings less participant withdrawals and administrative expenses. Participants may ordinarily direct withdrawals or transfers of all or a portion of their investment at contract value.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

Certain events might limit the ability of the Plan to transact at contract value with the issuer. Such events include (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary). that cause a significant withdrawal from the Plan, or (4) failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA, (5) premature termination of the contract. The Plan administrator believes that no events that would limit the Plan's ability to transact at contract value with participants are probable of occurring.

In addition, certain events allow the issuer to terminate the contract with the Plan and settle at an amount different from contract value. Such events include (1) an uncured violation of the Plan's investment guidelines, (2) a breach of material obligation under the contract, (3) a material misrepresentation, (4) a material amendment to the agreement without the consent of the issuer.

| | 2017 | 2016 |
|---|---|---|
| Traditional investment contracts | $ 359,691 | $ 325,912 |
| Synthetic investment contracts | - | - |

## NOTE 6: PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and the guaranteed investment contract managed by Nationwide Trust Company, FSB. Nationwide Trust Company, FSB is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

## NOTE 7: PLAN TERMINATION

Although it has not expressed any intention to do so, the Plan Sponsor has the right, under the Plan, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

## NOTE 8: TAX STATUS

The Plan has adopted a volume submitter plan sponsored by Nationwide Financial. The Plan has received an opinion letter from the Internal Revenue Service as to the Plan's qualified status. The Plan opinion letter has been relied upon by this Plan. The Plan administrator believes the Plan is designed and being operated in compliance with the applicable provisions of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require management of an organization to evaluate tax positions taken by the organization and recognize a tax liability if the organization has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Plan management has analyzed the tax positions taken by the Plan, and as of December 31, 2017, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. There are currently no audits for any tax periods in progress.

## NOTE 9: VARIOUS RISKS AND UNCERTAINTIES

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

As of December 31, 2017, the Plan held $5,125,509 of American Funds, which was approximately 73% of total investments. Therefore, net assets available for benefits are particularly sensitive to changes related to these investments.

## NOTE 10: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2017, to Form 5500:

| | |
|---|---|
| Net assets available for plan benefits per the financial statements | $ 7,282,177 |
| Cumulative deemed loans (principal) | (5,741) |
| Net assets per Form 5500 | $ 7,276,436 |

## NOTE 10: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of notes receivable from participants per the financial statements at December 31, 2017, to Form 5500:

| | |
|---|---|
| Notes receivable from participants per the financial statements | $ 259,583 |
| Cumulative deemed loans (principal) | (5,741) |
| Participant loans per Form 5500 | $ 253,842 |

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the year ended December 31, 2017, to Form 5500:

| | |
|---|---|
| Net increase in net assets available for benefits per the financial statements | $ 1,170,487 |
| Change in the loans shown as deemed loans on Form 5500 | (5,741) |
| Net income per Form 5500 | $ 1,164,746 |

THE DAVE THOMAS FAMILY COMPANIES, LLC 401(K) AND PROFIT SHARING PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i,
SCHEDULE OF ASSETS HELD FOR INVESTMENT
PURPOSES AT END OF YEAR
AS OF DECEMBER 31, 2017
(UNAUDITED)

EIN: 47-5504383
Plan Number: 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | AmFds 2030 TrgtDtRtrmt R6 | Mutual Funds | ** | $ 1,627,523 |
| | AmFds 2035 TrgtDtRtrmt R6 | Mutual Funds | ** | 903,155 |
| | AmFds 2025 TrgtDtRtrmt R6 | Mutual Funds | ** | 659,390 |
| | AmFds 2045 TrgtDtRtrmt R6 | Mutual Funds | ** | 475,356 |
| | AmFds 2020 TrgtDtRtrmt R6 | Mutual Funds | ** | 438,088 |
| | AmFds 2040 TrgtDtRtrmt R6 | Mutual Funds | ** | 425,079 |
| * | NW FXD SEL OPTN | Guaranteed Investment Contract | ** | 359,691 |
| | AmFds 2015 TrgtDtRtrmt R6 | Mutual Funds | ** | 241,904 |
| | AmFds 2050 TrgtDtRtrmt R6 | Mutual Funds | ** | 148,561 |
| | Prudntl Ttl Rtn Bd Q | Mutual Funds | ** | 146,374 |
| | AmFds Am Bal R6 | Mutual Funds | ** | 137,037 |
| | Vngrd Ttl StMkt Indx Fd AS | Mutual Funds | ** | 128,530 |
| | FidAdv Strat Divd Inc Inst | Mutual Funds | ** | 119,209 |
| | Vngrd Ttl Bnd Mkt Idx Adm | Mutual Funds | ** | 84,594 |
| | AmBcn Intl Eq Inst | Mutual Funds | ** | 81,096 |
| | Opp Intl Gr Y | Mutual Funds | ** | 80,022 |
| | DFA Emrg Mkt Cor Eq Inst | Mutual Funds | ** | 70,440 |
| | Vngrd Ttl IntlStkIndx Adml | Mutual Funds | ** | 70,113 |
| * | NW Loomis AllCap Gr R6 | Mutual Funds | ** | 67,602 |
| | JPM Eq Inc R5 | Mutual Funds | ** | 67,193 |
| | DFA US LgCap Val Inst | Mutual Funds | ** | 60,485 |
| | Col Sel LgCap Gr Inst2 | Mutual Funds | ** | 57,329 |
| | Nuvn Symph Cr Oppr I | Mutual Funds | ** | 57,170 |
| | BlkRk Strat Inc Oppr I | Mutual Funds | ** | 53,705 |
| | DFA Infl Prtct Sec Inst | Mutual Funds | ** | 46,477 |
| | Vngrd Strat Eq Inv | Mutual Funds | ** | 43,614 |
| | AmFds 2055 TrgtDtRtrmt R6 | Mutual Funds | ** | 43,077 |
| | JPM Gr Advtg R5 | Mutual Funds | ** | 40,711 |
| | Prudntl Glbl RealEst Z | Mutual Funds | ** | 33,683 |
| | DFA US Trgt Val Inst | Mutual Funds | ** | 32,713 |
| | Vngrd Explr Adml | Mutual Funds | ** | 29,615 |
| | FnklnTmp Glbl Bd R6 | Mutual Funds | ** | 26,893 |
| | WR Ivy Scnc Tech I | Mutual Funds | ** | 25,698 |

See accompanying independent auditor's report.

THE DAVE THOMAS FAMILY COMPANIES, LLC 401(K) AND PROFIT SHARING PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i,
SCHEDULE OF ASSETS HELD FOR INVESTMENT
PURPOSES AT END OF YEAR
AS OF DECEMBER 31, 2017
(UNAUDITED)

EIN: 47-5504383
Plan Number: 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | AmFds 2060 TrgtDtRtrmt R6 | Mutual Funds | ** | 23,935 |
| | Fed Gov Oblgtns Prmr | Mutual Funds | ** | 23,328 |
| * | NW Inv Dest Mod R6 | Mutual Funds | ** | 15,173 |
| | PIMCO Inc Inst | Mutual Funds | ** | 11,411 |
| * | NW Inv Dest Cnsrv R6 | Mutual Funds | ** | 11,226 |
| | Vngrd 500 Index Fd AS | Mutual Funds | ** | 10,996 |
| | BlkRk Hlth Scnc Oppr Inst | Mutual Funds | ** | 6,118 |
| * | NW Inv Dest Aggr R6 | Mutual Funds | ** | 5,089 |
| | Opp Glbl Y | Mutual Funds | ** | 2,583 |
| | Vngrd Strat SmCap Eq Inv | Mutual Funds | ** | 2,397 |
| | WF SmCo Gr Inst | Mutual Funds | ** | 2,230 |
| | AmFds 2010 TrgtDtRtrmt R6 | Mutual Funds | ** | 2,212 |
| | WF Spec MdCap Val Inst | Mutual Funds | ** | 2,146 |
| | Vngrd Wlsly Inc Adml | Mutual Funds | ** | 1,991 |
| | Parnassus Cor Eq | Mutual Funds | ** | 1,571 |
| | DFA Intl Cor Eq Inst | Mutual Funds | ** | 1,228 |
| | Vic Integrity SmCap Val Y | Mutual Funds | ** | 1,073 |
| | Henesy Focs Inst | Mutual Funds | ** | 324 |
| * | NW Intl Indx R6 | Mutual Funds | ** | 297 |
| | FidAdv Intl Gr Inst | Mutual Funds | ** | 264 |
| | LrdAbt Hi Yld I | Mutual Funds | ** | 242 |
| | Lazard Intl Strat Eq Inst | Mutual Funds | ** | 33 |
| | SUBTOTAL | | | 7,007,994 |
| * | Participant loans receivable | (Interest rates of 4.25% to 5.25%, maturing at various dates through 2032, secured by balance in participants' accounts) | ** | 253,842 |
| | TOTAL | | | $ 7,261,836 |

* - Party-in-interest
** - Cost information has been excluded in accordance with Form 5500 instructions as all investments are participant directed.

Note: This schedule is based on information which has been certified as complete and accurate by Nationwide Trust Company, FSB, the custodian of the Plan.

See accompanying independent auditor's report.