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Restaurant M&A Update: Spotlight on Fast Casual

May 2016

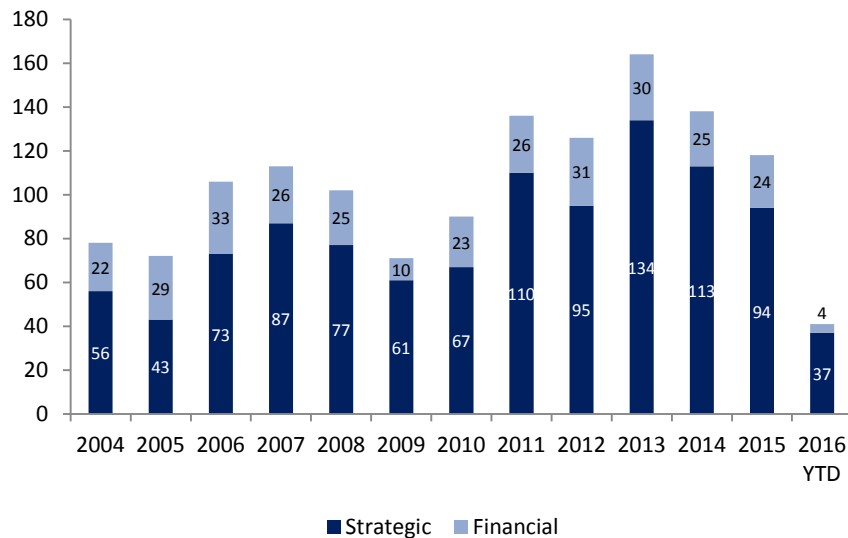
Restaurant Industry Update

- For YTD 2016, strategic buyers account for 90% of restaurant M&A transactions. In 2015, strategic buyers accounted for 80% of the transactions.
- Restaurant multiples in announced transactions have been consistent over the past several years, at approximately 10x enterprise value to EBITDA and 1x enterprise value to revenue.
- Recent notable publicly announced M&A transactions:
 - Brinker International, Inc. entered into a definitive agreement to acquire Pepper Dining, Inc. for approximately \$106 million.
 - McCormick & Company, Incorporated signed a definitive agreement to acquire One World Foods, Inc. for approximately \$100 million.
 - NRD Capital Management signed a definitive agreement to acquire Frisch's Restaurants, Inc. for approximately \$177 million.
 - Levy Acquisition Corp. entered into a definitive agreement to acquire Del Taco Holdings, Inc. for \$500 million.
 - AMC Wings, Inc. entered into a definitive agreement to acquire A Sure Wing, L.L.C. for \$54 million.

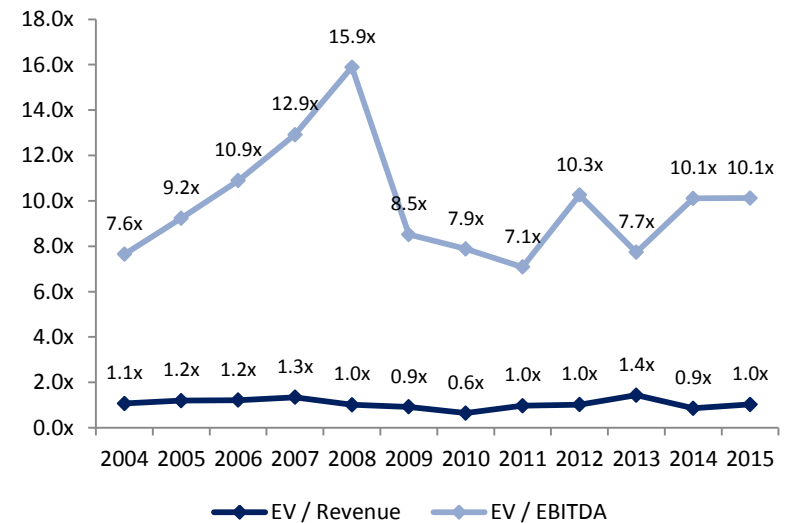
Restaurant - M&A Market Overview

Restaurant transaction activity has been strong with favorable valuation trends

U.S. Restaurant Transactions by Buyer Type



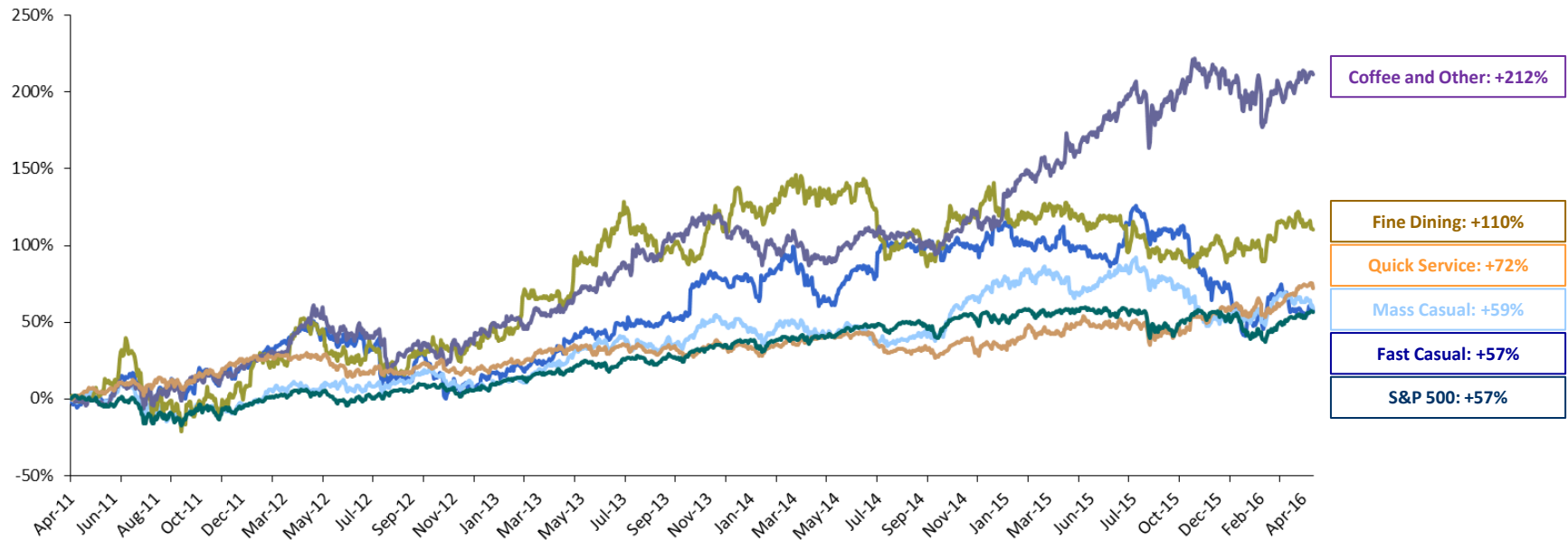
U.S. Restaurant Transaction Multiples



Peakstone Restaurant Index - Trading Statistics

Most Restaurant categories have outperformed the S&P 500 over the last 5 years

Relative Stock Performance



Peakstone Restaurant Index: (as of April 22, 2016)

Fast Casual: BOJA, CMG, TACO, LOCO, FRGI, NDLS, PNRA, PBPB, SHAK, HABT, WING, ZOES

Mass Casual: BH, BJRI, BLMN, BOBE, BBRG, EAT, BWLD, CHUY, CBRL, DRI, DENN, DIN, DAVE, FRS, KONA, LUB, RRGB, RT, TXRH, CAKE

Fine Dining: DFRG, RUTH, STKS

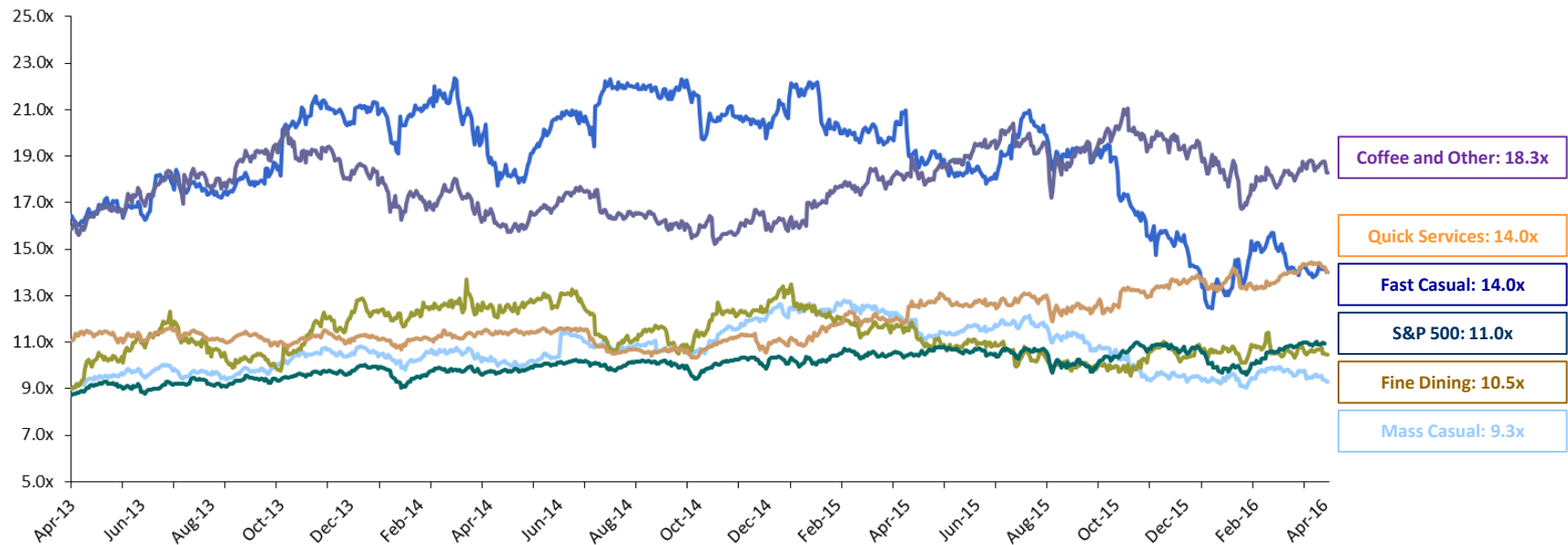
Coffee & Other: DNKN, JMBA, KKD, SBUX

Quick Service: TAST, DPZ, JACK, MCD, PZZA, SONC, WEN, YUM

Peakstone Restaurant Index - Trading Statistics

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Comparable Valuation Trends – Enterprise Value/ EBITDA



Peakstone Restaurant Index: (as of April 22, 2016)

Fast Casual: BOJA, CMG, TACO, LOCO, FRGI, NDLS, PNRA, PBPB, SHAK, HABT, WING, ZOES

Mass Casual: BH, BJRI, BLMN, BOBE, BBRG, EAT, BWLD, CHUY, CBRL, DRI, DENN, DIN, DAVE, FRS, KONA, LUB, RRGB, RT, TXRH, CAKE

Fine Dining: DFRG, RUTH, STKS

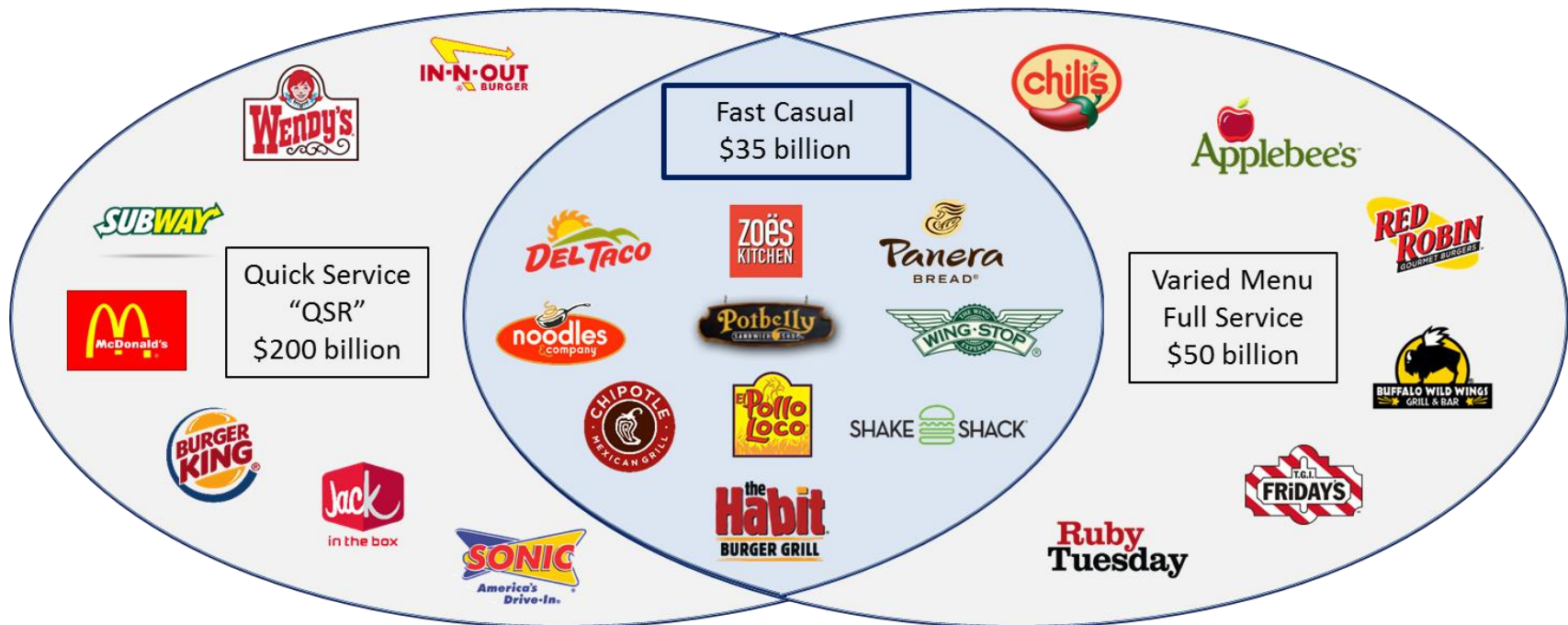
Coffee & Other: DNKN, JMBA, KKD, SBUX

Quick Service: TAST, DPZ, JACK, MCD, PZZA, SONC, WEN, YUM

Industry Landscape

Fast Casual concepts have been growing rapidly in the restaurant industry

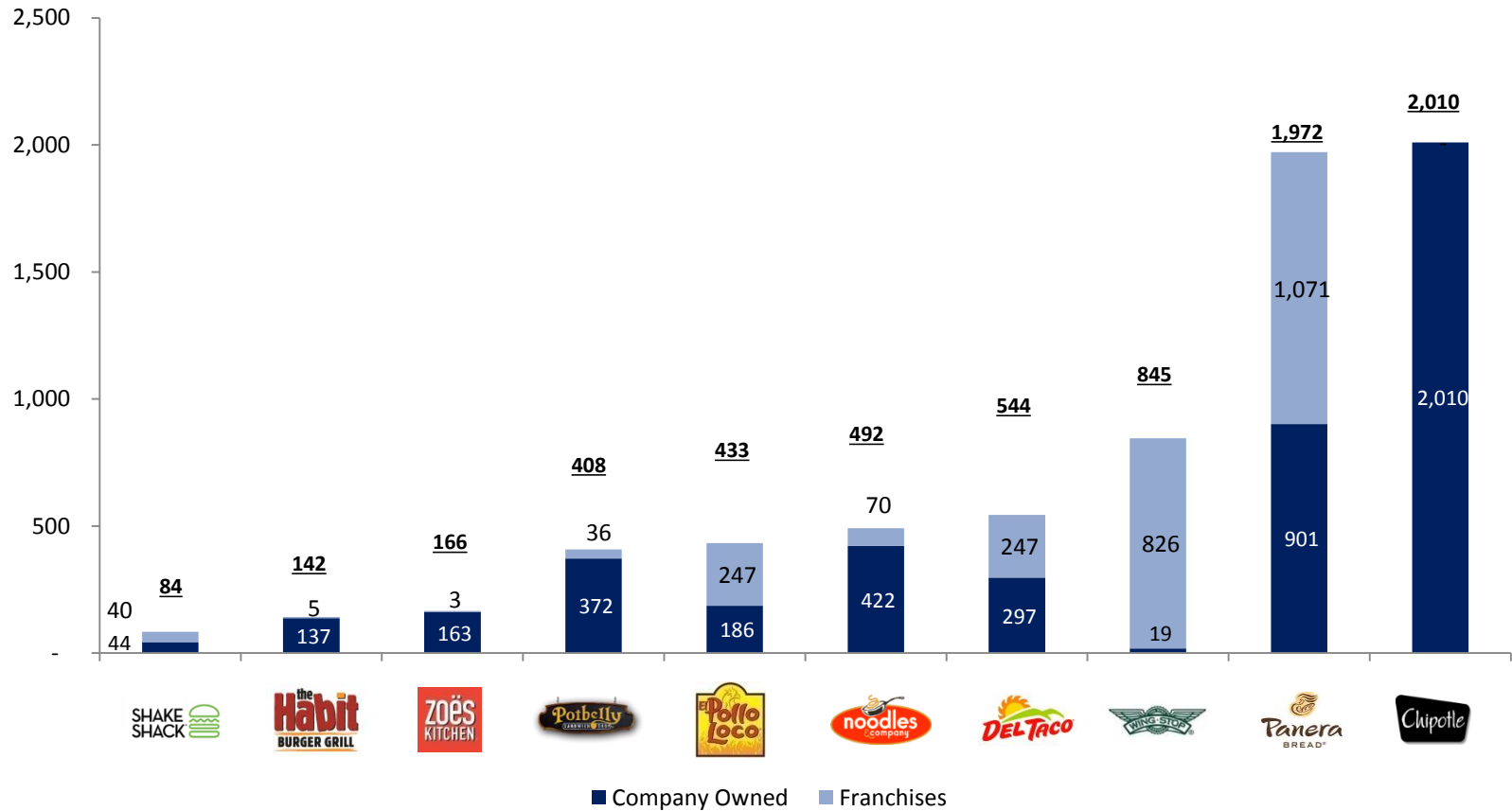
- Fast casual concepts attract customers away from other restaurant segments and, accordingly, are generating faster growth than the overall restaurant industry and increasing market share relative to other segments.



Fast Casual Snapshot

Company-Owned / Franchise Locations

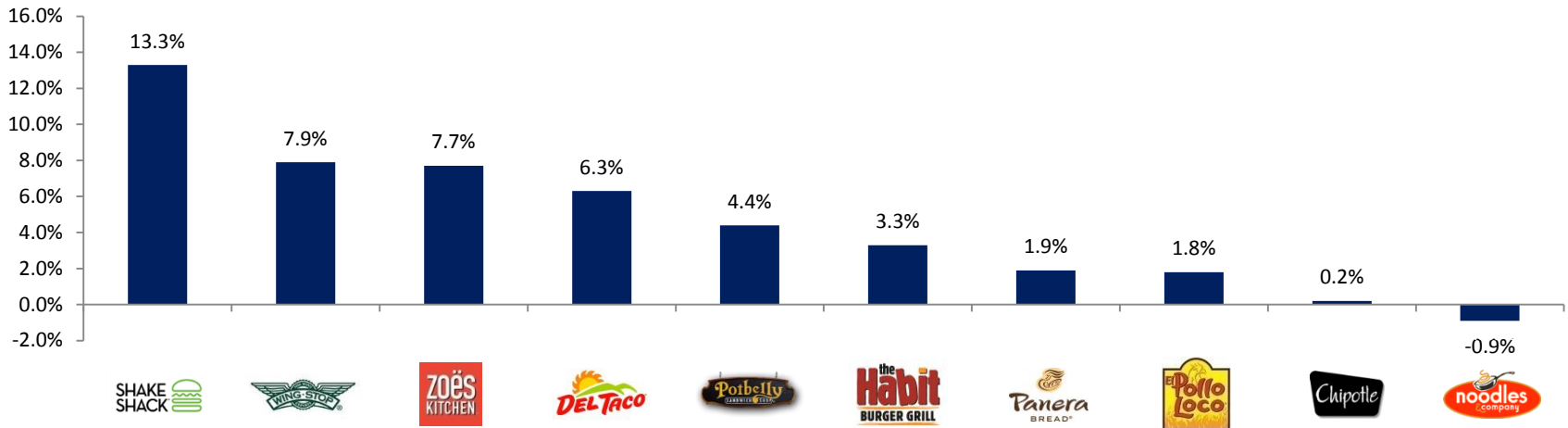
Number of
Locations



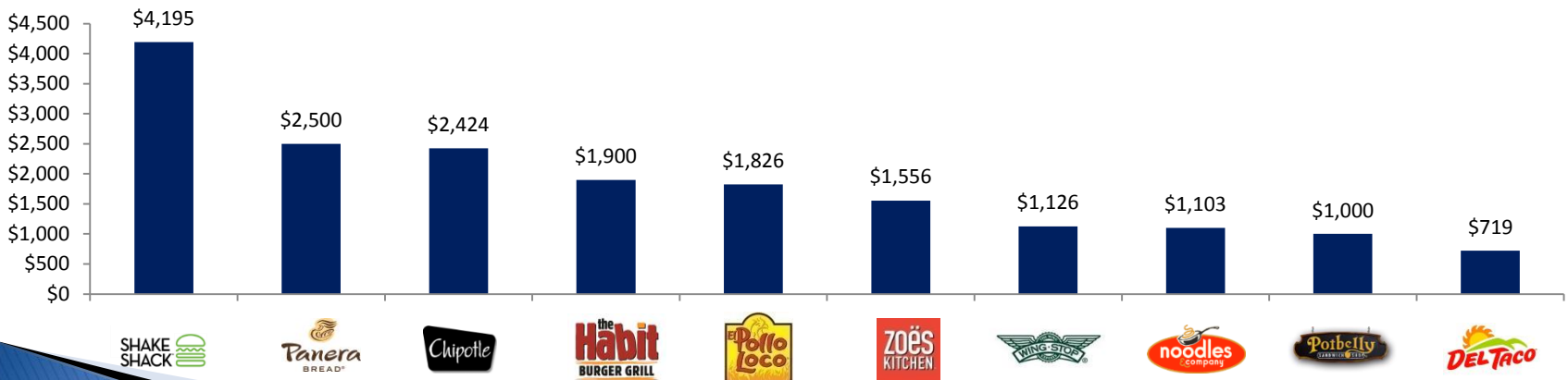
Source: Public Company Filings
As of Q4 2015

Fast Casual Snapshot (continued)

YTD Same-Store-Sales Growth



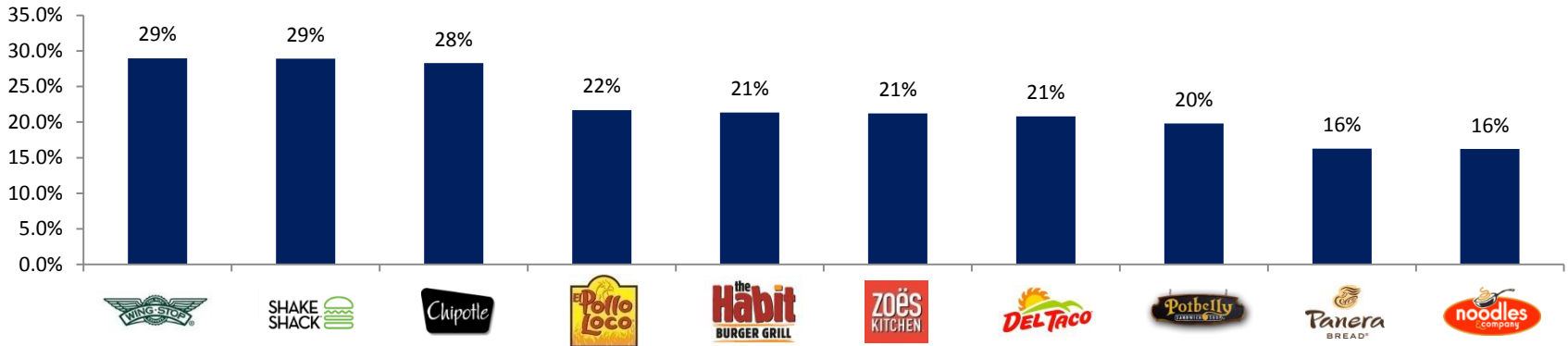
Average Unit Volume (\$ in thousands)



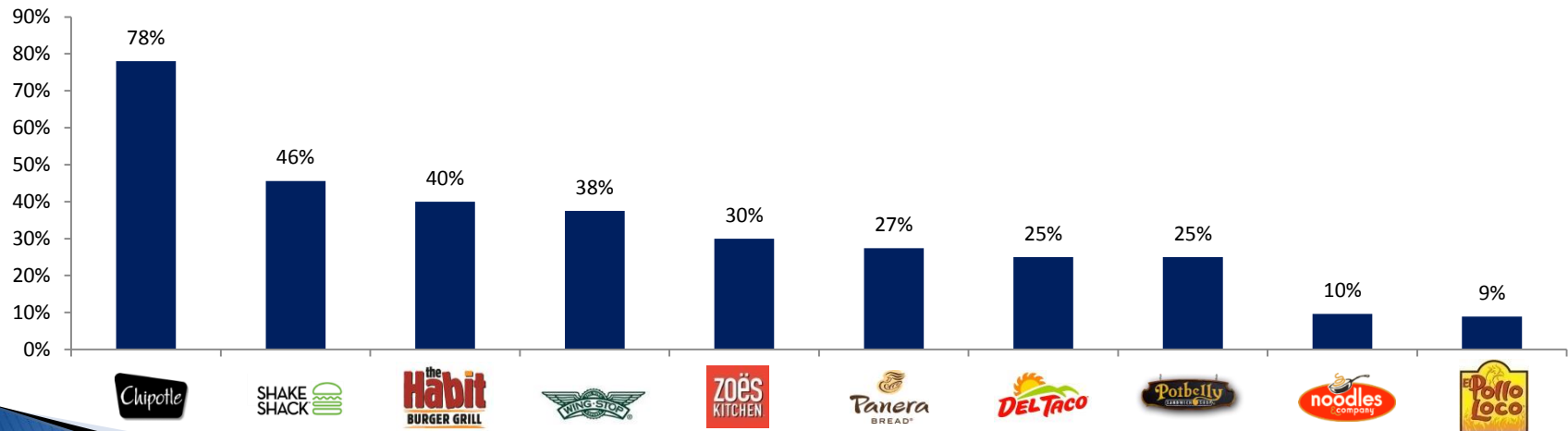
Source: Public Company Filings & Wall Street Research
As of Q4 2015

Fast Casual Snapshot (continued)

Restaurant-Level EBITDA Margin



Cash-on-Cash Return



Selected Public Trading Comparables

Selected Public Trading Comparables

| <i>(\$ in millions)</i> | Market Cap | Enterprise Value | Enterprise Value / | | | Forward P/E Ratio | Gross Margin % | EBITDA Margin % |
|--|---------------|---------------------|--------------------|--------------|--------------|----------------------|-------------------|--------------------|
| Company Name | | | Revenue | EBITDA | EBIT | | | |
| Fast Casual | | | | | | | | |
| Chipotle Mexican Grill, Inc. | \$13,247 | \$12,584 | 2.8x | 13.9x | 16.2x | 77.5x | 38% | 20% |
| Panera Bread Company | \$5,239 | \$5,407 | 2.0x | 14.2x | 22.0x | 33.1x | 33% | 14% |
| Fiesta Restaurant Group, Inc. | \$906 | \$975 | 1.4x | 10.2x | 15.0x | 21.8x | 26% | 14% |
| Shake Shack Inc. | \$795 | \$781 | 4.1x | 44.0x | 103.6x | 99.7x | 40% | 9% |
| Zoe's Kitchen, Inc. | \$729 | \$738 | 3.3x | 37.4x | 110.0x | 285.6x | 21% | 9% |
| Wingstop Inc. | \$694 | \$778 | 10.0x | 30.3x | 33.8x | 43.2x | 72% | 33% |
| Bojangles', Inc. | \$646 | \$861 | 1.8x | 12.7x | 16.2x | 20.3x | 23% | 14% |
| El Pollo Loco Holdings, Inc. | \$553 | \$671 | 1.9x | 10.6x | 13.3x | 19.8x | 26% | 18% |
| Potbelly Corporation | \$374 | \$342 | 0.9x | 9.9x | 26.3x | 39.1x | 31% | 9% |
| Del Taco Restaurants, Inc. | \$353 | \$512 | 1.2x | 8.3x | 11.9x | 16.8x | 27% | 15% |
| Noodles & Company | \$302 | \$368 | 0.8x | 10.1x | 43.1x | 177.5x | 17% | 8% |
| The Habit Restaurants, Inc. | \$252 | \$264 | 1.1x | 10.6x | 19.4x | 56.6x | 22% | 11% |
| Fast Casual Median | \$670 | \$758 | 1.9x | 11.7x | 20.7x | 41.2x | 27% | 14% |
| Mass Casual | | | | | | | | |
| Darden Restaurants, Inc. | \$7,957 | \$8,189 | 1.2x | 9.0x | 13.3x | 16.1x | 22% | 13% |
| Cracker Barrel Old Country Store, Inc. | \$3,518 | \$3,762 | 1.3x | 11.1x | 14.2x | 18.2x | 33% | 12% |
| Texas Roadhouse, Inc. | \$2,944 | \$2,918 | 1.6x | 13.5x | 19.8x | 24.5x | 19% | 12% |
| Buffalo Wild Wings Inc. | \$2,639 | \$2,692 | 1.5x | 9.8x | 18.4x | 23.1x | 23% | 15% |
| Brinker International, Inc. | \$2,568 | \$3,677 | 1.2x | 7.8x | 11.6x | 12.5x | 19% | 15% |
| The Cheesecake Factory Incorporated | \$2,253 | \$2,297 | 1.1x | 8.9x | 13.4x | 18.9x | 43% | 12% |
| Bloomin' Brands, Inc. | \$2,032 | \$3,254 | 0.7x | 7.1x | 11.9x | 12.5x | 17% | 11% |
| DineEquity, Inc. | \$1,642 | \$2,919 | 4.3x | 10.7x | 12.2x | 14.2x | 59% | 40% |
| BJ's Restaurants, Inc. | \$983 | \$1,049 | 1.1x | 8.3x | 15.6x | 19.7x | 20% | 14% |
| Bob Evans Farms, Inc. | \$920 | \$1,408 | 1.1x | 9.1x | 19.1x | 22.7x | 37% | 12% |
| Red Robin Gourmet Burgers Inc. | \$912 | \$1,099 | 0.9x | 7.6x | 16.3x | 17.6x | 23% | 12% |
| Denny's Corporation | \$770 | \$986 | 2.0x | 11.3x | 15.0x | 20.0x | 40% | 18% |
| Biglari Holdings Inc. | \$768 | \$996 | 1.2x | 20.7x | 42.7x | 33.8x | 21% | 6% |
| Chuy's Holdings, Inc. | \$509 | \$500 | 1.7x | 13.9 | 21.6 | 29.4x | 20% | 12% |
| Ruby Tuesday, Inc. | \$260 | \$437 | 0.4x | 5.4x | 15.0x | 32.6x | 17% | 7% |

Selected Public Trading Comparables (continued)

Selected Public Trading Comparables

| (\$ in millions) Company Name | Market Cap | Enterprise Value | Enterprise Value / | | | Forward P/E Ratio | Gross Margin % | EBITDA Margin % |
|-------------------------------------|----------------|------------------|--------------------|--------------|--------------|-------------------|----------------|-----------------|
| | | | Revenue | EBITDA | EBIT | | | |
| Kona Grill Inc. | \$154 | \$145 | 1.0x | 26.3x | - | - | 17% | 4% |
| Luby's, Inc. | \$144 | \$179 | 0.4x | 7.8x | - | - | 31% | 5% |
| Bravo Brio Restaurant Group, Inc. | \$110 | \$153 | 0.4x | 4.3x | 11.4x | 11.2x | 15% | 8% |
| Famous Dave's of America Inc. | \$42 | \$52 | 0.5x | 8.9x | 39.0x | 23.1x | 22% | 5% |
| Mass Casual Median | \$920 | \$1,099 | 1.1x | 9.0x | 15.0x | 19.7x | 22% | 12% |
| Fine Dining | | | | | | | | |
| Ruth's Hospitality Group Inc. | \$587 | \$584 | 1.6x | 10.2x | 13.1x | 18.3x | 27% | 15% |
| Del Frisco's Restaurant Group, Inc. | \$375 | \$375 | 1.1x | 8.7x | 14.2x | 19.2x | 24% | 13% |
| The ONE Group Hospitality, Inc. | \$63 | \$74 | 1.2x | - | - | 11.0x | 21% | -5% |
| Fine Dining Median | \$375 | \$375 | 1.2x | 9.5x | 13.7x | 18.3x | 24% | 13% |
| Coffee and Other | | | | | | | | |
| Starbucks Corporation | \$89,632 | \$89,602 | 4.4x | 18.6x | 23.3x | 29.4x | 31% | 23% |
| Dunkin' Brands Group, Inc. | \$4,359 | \$6,552 | 8.1x | 15.6x | 17.5x | 21.7x | 80% | 50% |
| Krispy Kreme Doughnuts, Inc. | \$1,092 | \$1,053 | 2.0x | 14.4x | 18.5x | 30.6x | 20% | 14% |
| Jamba, Inc. | \$200 | \$180 | 1.1x | 124.2x | - | 39.7x | 40% | 1% |
| Coffee and Other Median | \$2,725 | \$3,802 | 3.2x | 17.1x | 18.5x | 30.0x | 36% | 19% |
| Quick Service | | | | | | | | |
| McDonald's Corp. | \$110,403 | \$126,843 | 5.0x | 13.8x | 16.7x | 23.1x | 39% | 37% |
| Yum! Brands, Inc. | \$33,266 | \$37,224 | 2.8x | 12.4x | 16.5x | 22.0x | 28% | 23% |
| Domino's Pizza, Inc. | \$6,875 | \$8,982 | 4.1x | 20.9x | 22.1x | 32.9x | 31% | 19% |
| The Wendy's Company | \$2,940 | \$5,039 | 2.7x | 12.8x | 19.7x | 30.4x | 37% | 20% |
| Jack in the Box Inc. | \$2,354 | \$3,133 | 2.0x | 10.5x | 15.0x | 18.2x | 28% | 19% |
| Papa John's International Inc. | \$2,158 | \$2,414 | 1.5x | 13.7x | 17.7x | 24.2x | 24% | 11% |
| Sonic Corp. | \$1,677 | \$2,159 | 3.5x | 12.6x | 17.1x | 24.3x | 55% | 28% |
| Carrols Restaurant Group, Inc. | \$496 | \$678 | 0.8x | 9.2x | 20.0x | 27.8x | 18% | 9% |
| Quick Service Median | \$2,647 | \$4,086 | 2.8x | 12.7x | 17.4x | 24.2x | 30% | 20% |
| Restaurant Total Median | \$909 | \$1,022 | 1.5x | 10.7x | 16.9x | 23.1x | 26% | 13% |

Selected Restaurant Transactions

Selected Restaurant Transactions

| Date | Target | Size (\$mm) | Buyers / Investors | EV / EBITDA | Transaction Comments |
|------------|--|-------------|---|-------------|--|
| 03/22/2016 | Bellacino's Pizza & Grinders | - | Healthy & Tasty Brands Corporation (OTCPK:GRLT) | - | Healthy & Tasty Brands Corporation (OTCPK:GRLT) entered into an agreement to acquire Bellacino's Pizza & Grinders on March 22, 2016. Following the acquisition, Bellacino's Pizza & Grinders will rename as SOONER BREAD COMPANY. |
| 03/21/2016 | 13 Red Robin Franchised Restaurants in Texas | - | Red Robin Gourmet Burgers Inc. (NasdaqGS:RRGB) | - | Red Robin Gourmet Burgers Inc. (NasdaqGS:RRGB) acquired 13 Red Robin Franchised Restaurants in Texas from Cowboy Red, L.C, Cowgirl Red, LLC, and Texas Red Real Estate, Ltd. and Robert Y Reynolds and Carolyn Frost Keenan on March 21, 2016. |
| 03/09/2016 | TH & I Corporation | \$1 | AP Company USA Inc. | - | AP Company USA Inc. acquired TH & I Corporation for \$1.4 million on March 1, 2016. Purchase price will be paid on the last day of March 2016. |
| 03/04/2016 | CulinArt Inc. | - | Compass Group USA, Inc. | - | Compass Group USA, Inc. acquired CulinArt Inc. on March 4, 2016. CulinArt's management will be retained as part of the merger. CulinArt had revenues of \$265 million in 2015. |
| 03/03/2016 | Twelve Restaurants Located in Central Pennsylvania | - | Carrols Restaurant Group, Inc. (NasdaqGS:TAST) | - | Carrols Restaurant Group, Inc. (NasdaqGS:TAST) acquired twelve restaurants located in central Pennsylvania on February 23, 2016. |
| 02/22/2016 | 19 Casual and Polished-Casual Dining Restaurants in Midwest and Mid-Atlantic States | - | Meritage Hospitality Group Inc. (OTCPK:MHGU) | - | Meritage Hospitality Group Inc. (OTCPK:MHGU) entered into an agreement to acquire 19 Casual and Polished-Casual Dining Restaurants in Midwest and Mid-Atlantic States on February 22, 2016. The deal is subject to due diligence including debt and financing agreements and it is expected to close in summer 2016. |
| 02/12/2016 | The Fresh Diet, Inc. | \$9 | New Fresh Co., LLC | - | New Fresh Co., LLC signed a letter of intent to acquire 90% stake in The Fresh Diet, Inc. from Innovative Food Holdings, Inc. (OTCPK:IVFH) for \$8.7 million on February 9, 2016. |
| 02/10/2016 | 10 Central Ohio Restaurants | - | Long John Silver's, LLC | - | Long John Silver's, LLC acquired 10 Central Ohio restaurants on February 10, 2016. Long John Silver's, LLC will use this market for product testing and training. |
| 01/11/2016 | 42 BURGER KING Restaurants and 5 All-in-One Convenience Stores in Tennessee, Arkansas, Mississippi | - | Cambridge Franchise Holdings, LLC | - | Cambridge Franchise Holdings acquired 42 BURGER KING® restaurants and 5 All-in-One convenience stores in Tennessee, Arkansas and Mississippi from Mirabile Investment Corp on January 11, 2016. |
| 01/06/2016 | Sincerely Yogurt, Inc. | - | Ablak Holdings, LLC | - | Ablak Holdings, LLC acquired the assets of Sincerely Yogurt, Inc. from Michael Mathias, Craig Cozza and Fernando Esquivel on January 1, 2016. Sincerely Yogurt generated sales of \$6 million for the year ended on December 31, 2015. |
| 01/05/2016 | Airport Shoppes Corp. and International Meal Company DR S.R.L. and Inversiones Llers S.A. | \$50 | Management Group Investor, LLC | - | Management Group Investor, LLC agreed to acquire Airport Shoppes Corp. and International Meal Company DR S.R.L. and Inversiones Llers S.A. from International Meal Company Alimentação S.A. (BOVESPA:MEAL3) for approximately \$49.3 million on January 5, 2016. |
| 12/18/2015 | \$210.5 million pool of restaurants | - | Golden Gate Capital | - | Golden Gate Capital acquired \$210.5 million pool of restaurants from VEREIT, Inc. (NYSE:VER) on December 18, 2015. |
| 12/18/2015 | Famous Dave's of America Inc., Seven Locations in Chicago Area | \$1 | Elliott Baum | - | Elliott Baum entered into an asset purchase agreement to acquire seven restaurant locations from Famous Dave's of America Inc. (NasdaqGS:DAVE) for \$1.15 million on December 14, 2015. |
| 12/15/2015 | EBC Public House, Inc. | \$1 | Evans Brewing Company Inc. | - | Evans Brewing Company Inc. entered into an agreement to acquire EBC Public House, Inc. from Michael J. Rapport for \$1 million on December 10, 2015. Under the terms of the deal, Evans Brewing Company will issue 1 million Series A Preferred Stock. |
| 12/09/2015 | 41 Burger King Locations across Indiana, Kentucky, Michigan and New Jersey | - | Carrols Restaurant Group, Inc. (NasdaqGS:TAST) | - | Carrols Restaurant Group, Inc. (NasdaqGS:TAST) acquired 41 Burger King Restaurants across Indiana, Kentucky, Michigan and New Jersey on December 9, 2015. |
| 11/16/2015 | Vetri Family of Restaurants | - | Urban Outfitters Inc. (NasdaqGS:URBN) | - | Urban Outfitters Inc. (NasdaqGS:URBN) entered into an agreement to acquire substantially all The Vetri Family group of restaurants from Marc Vetri and Jeff on November 16, 2015. Vetri, the boutique Italian restaurant that was their first business when it opened on Spruce Street in 1998, will not be included in the sale. Vetri's restaurants could become part of Urban Outfitters' lifestyle village in Devon. Vetri Family will become a subsidiary of Urban Outfitters Inc., known as URBN. No branding or logo modifications are planned, and no employee moves are expected. Marc and Jeff shall join Urban Outfitters. The deal is expected to be completed by the end of the year. |

Selected Restaurant Transactions (continued)

Selected Restaurant Transactions

| Date | Target | Size (\$mm) | Buyers / Investors | EV / EBITDA | Transaction Comments |
|------------|---|-------------|--|-------------|---|
| 11/09/2015 | Houlihan's Restaurants, Inc. | - | York Capital Management | - | York Capital Management, Michael Archer and members of the management team agreed to acquire Houlihan's Restaurants, Inc. from Marathon Fund Limited Partnership V, fund of Goldner Hawn Johnson & Morrison Inc. on November 9, 2015. |
| 11/05/2015 | Ruby Tuesday, Inc., Eight Corporate-Owned Lime Fresh Mexican Grill Locations in Florida | \$6 | Rubio's Restaurants, Inc. | - | Rubio's Restaurants, Inc. entered into an agreement eight corporate-owned Lime Fresh Mexican Grill locations in Florida from Ruby Tuesday, Inc. (NYSE: RT) for approximately \$6.3 million on November 5, 2015. The deal is subject to customary closing conditions, including obtaining certain consents and permits, and is expected to close for January of 2016. Melissa Calandrucchio and Liz DiTrapanolo, LLC acted as public relation officer for the transaction. |
| 11/03/2015 | Golden Gate Bread, LLC, 2 Panera Bakery Cafes | - | Flynn Restaurant Group LLC | - | Flynn Restaurant Group acquired 2 Panera Bakery Cafes from Golden Gate Bread, LLC on November 3, 2015. |
| 11/02/2015 | The Panera, LLC, 45 Panera Bakery Cafes | - | Flynn Restaurant Group LLC | - | Flynn Restaurant Group acquired 45 Panera Bakery Cafes from The Panera, LLC on November 2, 2015. In a related transaction, Flynn Restaurant Group acquired 2 Panera Bakery Cafes from Golden Gate Bread, LLC. The Panera, LLC portfolio includes an additional six bakery cafes in development that are expected to open in 2016, bringing Flynn Restaurant Group's total to 53 units. |
| 11/11/2015 | Olga's Kitchen, Inc. | \$8 | SOK Venture LLC | - | SOK Venture LLC agreed to acquire assets of Olga's Kitchen, Inc. for \$8 million in October 2015. SOK Venture will acquire the assets for \$8 million plus a \$0.31 million payment to creditor Sysco Corp. SOK Venture will acquire 15 restaurants independently operated by Olga's Kitchen and the 11 restaurants owned by a joint venture between SOK and Olga's Kitchen's OKI LLC. |
| 10/29/2015 | Nobu Hospitality LLC | \$100 | Crown Resorts Limited (ASX:CWN) | - | Crown Resorts Limited (ASX:CWN) acquired 20% stake in Nobu Hospitality LLC for \$100 million on October 29, 2015. |
| 10/14/2015 | Yum Brands Restaurants in Chicago | \$20 | KBP Foods, LLC | - | KBP Foods, LLC acquired Yum Brands restaurants in Chicago for \$20 million on October 14, 2015. |
| 10/12/2015 | Smashburger Master LLC | \$99 | Jollibee Foods Corp. (PSE:JFC) | - | Jollibee Foods Corp. (PSE:JFC) entered into a definitive agreement to acquire 40% stake in Smashburger Master LLC for \$99 million in cash on October 12, 2015. The purchase price values Smashburger at an enterprise value of approximately \$340 million. |
| 10/02/2015 | Five BURGER KING® Restaurants in Ohio and West Virginia | - | Carrols Restaurant Group, Inc. (NasdaqGS:TAST) | - | Carrols Restaurant Group, Inc. (NasdaqGS:TAST) acquired Five BURGER KING Restaurants in Ohio and West Virginia on October 1, 2015. |
| 09/24/2015 | Hooters of Rockford, LLC | \$2 | - | - | A private investor acquired Hooters at 6904 Argus Drive in Rockford from Midwest based developer for \$1.9 million on September 24, 2015. |
| 09/14/2015 | Real Estate for 19 Greater Cincinnati Frisch Big Boy Restaurants | \$47 | National Retail Properties, Inc. (NYSE:NNN) | - | National Retail Properties, Inc. (NYSE:NNN) acquired real estate for 19 Greater Cincinnati Frisch's Big Boy Restaurants from NRD Capital Management, LLC for \$46.9 million on September 3, 2015. |
| 09/09/2015 | Apple Sauce, Inc., 10 Applebee's Neighborhood Grill & Bar Restaurants in South Florida | - | Doherty Enterprises, Inc. | - | Doherty Enterprises, Inc. acquired 10 Applebee's Neighborhood Grill & Bar restaurants in South Florida from Apple Sauce, Inc. on September 9, 2015. The locations include Applebee's Neighborhood Grill & Bar locations in Coral Springs, Margate, Pembroke Pines, Sunrise, Tamarac, Cutler Bay, Doral, Hialeah, Southwest Ranches and Florida City. |
| 09/01/2015 | Apple Sauce, Inc., 33 Applebee's Restaurants in Indiana and Ohio | - | RMH Franchise Corporation | - | RMH Franchise Corporation acquired 33 Applebee's Restaurants in Indiana and Ohio from Apple Sauce, Inc. on August 27, 2015. |
| 09/01/2015 | 19 Frisch's Big Boy Restaurants | \$47 | National Retail Properties, Inc. (NYSE:NNN) | - | National Retail Properties, Inc. (NYSE:NNN) acquired 19 Frisch's Big Boy Restaurants from NRD Capital Management, LLC for \$46.7 million on August 24, 2015. Proceeds from the sale will be used to capitalize the business. |
| 08/07/2015 | Five Burger King Restaurants in Rock Hill and Fort Mill, South Carolina | - | Carrols Restaurant Group, Inc. (NasdaqGS:TAST) | - | Carrols Restaurant Group, Inc. (NasdaqGS:TAST) acquired five Burger King restaurants in Rock Hill and Fort Mill, South Carolina on August 4, 2015. |
| 08/04/2015 | Starr Restaurants Catering Group GP, LLC | - | TrustHouse Services Group, Inc. | - | TrustHouse Services Group, Inc. acquired Starr Restaurants Catering Group on August 4, 2015. Starr Restaurants Catering Group has about 1,500 employees and entire staff will remain in place. |

Source: Capital IQ & Wall Street Research

Selected Restaurant Transactions (continued)

Selected Restaurant Transactions

| Date | Target | Size (\$mm) | Buyers / Investors | EV / EBITDA | Transaction Comments |
|------------|---|-------------|--|-------------|--|
| 08/03/2015 | Little Big Burger LLC | \$6 | American Roadside Burgers, Inc. | - | American Roadside Burger, Inc. signed a membership interest purchase agreement to acquire Little Big Burger from Katherine J. Poppe, Micah L. Camden, Michael John Poppe, Basil Bullard, Renee Donna Cote, Rob John Cote and Gary Byron Rothenberger for \$6.1 million in cash and stock on July 31, 2015. |
| 07/23/2015 | Z'Tejas, Inc. | \$4 | Cornbread Ventures, LP | 7.2x | Cornbread Ventures, LP entered into a purchase agreement to acquire Z'Tejas, Inc. from KarpReilly LLC, JPMorgan Chase & Co. (NYSE:JPM) and others for \$3.7 million on July 22, 2015. |
| 07/07/2015 | Fazoli's System Management, LLC | - | Sentinel Capital Partners, L.L.C. | - | Sentinel Capital Partners, L.L.C. acquired Fazoli's System Management, LLC from Sun Capital Partners, Inc. on July 7, 2015. |
| 07/07/2015 | TGI Friday's Inc., 48 Fridays Restaurants Across the Midwest | - | JIB Management, Inc. | - | JIB Management, Inc. acquired 48 Fridays restaurants across the Midwest from TGI Friday's Inc. on July 7, 2015. |
| 06/25/2015 | Pepper Dining, Inc. | \$107 | Brinker International, Inc. (NYSE:EAT) | - | Brinker International, Inc. (NYSE:EAT) acquired Pepper Dining, Inc. from Olympus Growth Fund IV, L.P. managed by Olympus Partners and others for approximately \$110 million on June 25, 2015. The purchase price of \$106.5 million was funded with availability under Brinker's existing credit facility. The acquisition is expected to be EPS accretive in fiscal year 2016. |
| 06/24/2015 | One World Foods, Inc. | \$100 | McCormick & Company, Incorporated (NYSE:MCK) | - | McCormick & Company, Incorporated (NYSE:MCK) signed an agreement to acquire One World Foods, Inc. for \$100 million in cash on June 24, 2015. The purchase price is subject to certain closing adjustments. McCormick intends to maintain the headquarters in Texas. |
| 06/11/2015 | 6 Entities and Certain Subsidiary and Affiliated Operating Entities | \$160 | Buffalo Wild Wings Inc. (NasdaqGS:BWLD) | - | Buffalo Wild Wings Inc. (NasdaqGS:BWLD) exercised its right of first refusal to acquire substantially all of the assets of Alamow Development, LLC, B III Wing, LLC, RioWing Development, LLC, AlamoWing NM Partners, LLC, AlamoWing NM Partners II, LLC, Southseas Wings, LLC and certain subsidiary and affiliated operating entities for approximately \$160 million on June 11, 2015. Under the terms, assets to be acquired consist primarily of 38 existing Buffalo Wild Wings® restaurants located in Texas, New Mexico and Hawaii and 3 Buffalo Wild Wings restaurants under development in New Mexico and Hawaii. |
| 06/04/2015 | Biglari Holdings Inc. (NYSE:BH) | \$259 | Biglari Capital Corp. | 21.3x | Lion Fund II, L.P. managed by Biglari Capital Corp. made a bid to acquire additional 27.8% stake in Biglari Holdings Inc. (NYSE:BH) for approximately \$240 million on June 4, 2015. Lion Fund II commenced a tender offer for up to 0.58 million Biglari shares at \$420 per share. |
| 06/01/2015 | PF Hospitality Group, Inc., Prior to Reverse Merger with Pizza Fusion Holdings, Inc | - | PF Hospitality Group, Inc (OTCPK:KHGT.D) | - | Pizza Fusion Holdings, Inc. agreed to acquire Kalahari Greentech, Inc. (OTCPK:KHGT) in a reverse merger transaction on May 26, 2015. Board and a majority of Kalahari Greentech, Inc.'s shareholders approved a reverse stock split on a 1 share per 2,000 basis. |
| 05/27/2015 | TGI Friday's Inc., 16 Restaurants in the Miami, 16 Florida Locations and Two Locations in Charlotte | - | Jackmont Hospitality, Inc | - | Jackmont Hospitality, Inc acquired 16 Fridays Restaurants in the Miami, 16 Florida Locations and two additional locations in Charlotte from TGI Friday's Inc. on May 27, 2015. |
| 05/27/2015 | The Egg & I Restaurants | - | First Watch Restaurants, Inc. | - | First Watch Restaurants, Inc. acquired The Egg & I Restaurants on May 27, 2015. The Egg & I will keep its name, and Don Lamb will remain its Chief Executive Officer. |
| 05/26/2015 | Lee's Liquor Lounge, LLC | - | - | - | Craig Kruckeberg agreed to acquire Lee's Liquor Lounge, LLC from Louis Sirian on May 26, 2015. The transaction is subjected to approval of Minneapolis City Council to transfer the liquor license. |
| 05/25/2015 | Jack's Family Restaurants, Inc. | ~ \$650 | Onex Corporation (TSX:OCX) | ~10x | Onex Corporation (TSX:OCX) entered into a definitive agreement to acquire Jack's Family Restaurants, Inc. on May 25, 2015. |
| 05/22/2015 | Frisch's Restaurants, Inc. (AMEX:FRS) | \$177 | NRD Capital Management, LLC | 7.3x | Nrd Partners I, LP, a fund managed by NRD Capital Management LLC entered into an agreement to acquire Frisch's Restaurants, Inc. (AMEX:FRS) from Frisch family and other shareholders for approximately \$170 million in cash on May 21, 2015. Under the terms of the agreement Nrd Partners will acquire 5.1 million shares of Frisch's Restaurant at \$34 per share and 0.038 million options. |
| 05/14/2015 | A Sure Wing, L.L.C. | \$54 | AMC Wings, Inc. | - | AMC Wings, Inc. entered into an agreement to acquire all assets of A Sure Wing, LLC for \$54 million in cash on May 13, 2015. The consideration of \$54 million will be paid on closing, subject to adjustment for cash on hand, inventory and certain prorated items. |
| 04/28/2015 | Bad Daddy's International, LLC | \$21 | Good Times Restaurants Inc. (NasdaqCM:GTIM) | - | Good Times Restaurants Inc. (NasdaqCM:GTIM) entered into a purchase agreement to acquire Bad Daddy's International, LLC from Fenner Restaurant Group, LLC, Keeper Investments, LLC, Thompson Family Associates, LLC, FS-BDI Holdings, LLC and James C. Verney for \$21 million on April 24, 2015. |

Selected Restaurant Transactions (continued)

Selected Restaurant Transactions

| Date | Target | Size (\$mm) | Buyers / Investors | EV / EBITDA | Transaction Comments |
|------------|-------------------------------------|-------------|--|-------------|---|
| 03/12/2015 | Del Taco Holdings, Inc. | \$500 | Del Taco Restaurants, Inc. (NasdaqCM:TACO) | - | Levy Acquisition Corp. (LAC) entered into a definitive merger agreement to acquire Del Taco Holdings, Inc. from Leonard Green & Partners, L.P., Stockwell Capital LLC, Larry Lewy's family, GS Mezzanine Partners, Charlesbank Capital Partners, LLC and other shareholders for an enterprise value of \$500 million on March 11, 2015. Under the terms, Levy will pay a per share price (in cash to certain Del Taco stockholders and in stock to all Del Taco stockholders) reflecting \$500 million valuation. |
| 10/07/2014 | Lemonade Restaurant Group, LLC | - | KKR & Co. L.P. (NYSE:KKR) | - | Lemonade Restaurant Group, LLC announced that it has received funding from new investor Kohlberg Kravis Roberts & Co. LP. on October 7, 2014. The investor has acquired a minority stake in the company. The terms of the transaction were not disclosed. |
| 07/01/2014 | Portillo's Restaurant Group, Inc. | ~\$1,000 | Berkshire Partners LLC | ~15.0x | Portillo Restaurant Group, Inc. announced that it has entered into a definitive agreement for an undisclosed amount of funding from new investor Berkshire Fund VIII, L.P., a fund managed by new investor Berkshire Partners on July 1, 2014. The company earned revenues of more than \$300 million in 2013. |
| 05/20/2014 | TGI Friday's Inc. | - | Sentinel Capital Partners, L.L.C.; Tri-Artisan Capital Partners, LLC | - | Sentinel Capital Partners, L.L.C. and Tri-Artisan Capital Partners, LLC entered into a definitive agreement to acquire T.G.I. Friday's Inc. from Carlson Companies, Inc. on May 20, 2014. |
| 02/07/2014 | Fox and Hound Restaurant Group Inc. | \$130 | Cerberus Capital Management, L.P. | - | A group of buyers of Fox & Hound Restaurant Group entered into an asset purchase agreement to acquire the assets of Fox & Hound Restaurant Group for approximately \$130 million on February 7, 2014. |
| 01/16/2014 | CEC Entertainment Inc. | \$1,330 | Apollo Global Management, LLC (NYSE:APO) | 7.9x | Investment Fund VIII, L.P. managed by Apollo Global Management, LLC entered into a definitive merger agreement to acquire CEC Entertainment Inc. (NYSE:CEC) for approximately \$950 million in cash on January 15, 2014. The transaction will be implemented through a cash tender offer at \$54 per share. |
| 01/06/2014 | T & B Management, LLC | - | Rosser Capital Partners | - | T & B Management, LLC announced that it has received funding from new investor, Rosser Capital Partners on January 6, 2014. |
| 10/15/2013 | Captain D's, LLC | \$175 | Centre Partners Management LLC | - | Centre Partners Fund V, L.P., fund of Centre Partners Management LLC along with senior management team of Captain D's, LLC entered into a definitive agreement to acquire Captain D's, LLC from Sun Capital Partners, Inc. on October 15, 2013 for approximately \$175 million. |
| 07/22/2013 | Miller's Ale House, Inc. | - | Roark Capital Group | - | Roark Capital Group acquired Miller's Ale House, Inc. from Jack Miller, SKM Equity Fund III, L.P. of Parallel Investment Partners, KarpReilly LLC and other investors on July 22, 2013. GE Capital provided financing for the transaction. Miller's Ale reported sales of \$300 million. |
| 06/18/2013 | The Johnny Rockets Group, Inc. | - | Sun Capital Partners, Inc. | - | Sun Capital Partners Inc. acquired The Johnny Rockets Group, Inc. from Red Zone Capital Management Co., L.L.C. on June 18, 2013. Johnny Rockets Group generates annual revenues of more than \$300 million. |
| 06/04/2013 | Mastro's Restaurants LLC | - | Landry's, Inc. | - | Landry's, Inc. acquired Mastro's Restaurants, LLC from Mastro family, Kinderhook Industries and Soros Strategic Partners Lp, a fund of Soros Fund Management LLC on May 24, 2013. |
| 07/12/2012 | Yard House USA, Inc. | \$585 | Darden Restaurants, Inc. (NYSE:DRI) | 15.0x | Darden Restaurants, Inc. (NYSE:DRI) entered into an agreement to acquire Yard House USA, Inc. from TSGS, LP managed by TSG Consumer Partners, GSP Consulting, Inc., Jocsos Enterprises, Inc., Privee for Success, Inc., Jeffrey Uttz, Craig Carlyle and management for approximately \$590 million in cash on July 12, 2012. |
| 06/25/2012 | J. Alexander's Holdings, Inc. | \$113 | American Blue Ribbon Holdings, LLC | 9.0x | American Blue Ribbon Holdings, LLC (ABRH) signed a definitive agreement to acquire J. Alexander's Corp. (NasdaqGM:JAX) from Rutabaga Capital Management LLC, Dimensional Fund Advisors LP, Privee Fund Management LLC, Andreeff Equity Advisors, L.L.C., Solidus Company and other shareholders for \$72 million in cash and stock on June 22, 2012. |
| 05/22/2012 | Benihana Inc. | \$296 | Angelo, Gordon & Co., Private Equity Group | 9.1x | AG Private Equity Partners IV, L.P., a fund of Angelo, Gordon & Co., Private Equity Group signed a definitive merger agreement to acquire Benihana Inc. (NasdaqGS:BNHN) from BFC Financial Corporation (OTCPK:BFCE), Dimensional Fund Advisors LP, Andreeff Equity Advisors, L.L.C., RBC Global Asset Management (U.S.) Inc., Benihana Of Tokyo Inc., Coliseum Capital Management, LLC and others for approximately \$290 million in cash on May 22, 2012. |
| 05/01/2012 | P.F. Chang's China Bistro, Inc. | \$1,109 | Centerbridge Partners, L.P. | 8.5x | Centerbridge Capital Partners II, L.P. of Centerbridge Partners, L.P. entered into an agreement to acquire P.F. Chang's China Bistro, Inc. (NasdaqGS:PFCH) from BlackRock, Inc. (NYSE:BLK), Kornitzer Capital Management, Inc., Morgan Stanley, Invesco Advisers, Inc. and other investors for \$1.1 billion in cash on May 1, 2012. Centerbridge Partners, L.P. acquire all of the outstanding shares of common stock of P.F. Chang's China Bistro, Inc. at an offer per share of \$51.5. P.F. Chang's China Bistro, Inc option holders will also receive a consideration of \$51.5. |

Source: Capital IQ & Wall Street Research

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