

**EXHIBIT "G"**

**FINANCIAL STATEMENTS**

# Smashburger Franchising LLC

Financial Statements as of December 27, 2015, and  
December 28, 2014, and for the Fiscal Years Ended  
December 27, 2015, December 28, 2014, and  
December 29, 2013, and Independent Auditors'  
Report



Deloitte & Touche LLP  
Suite 3600  
555 Seventeenth Street  
Denver, CO 80202-3942  
USA

Tel: +1 303 292 5400  
Fax: +1 303 312-4000  
www.deloitte.com

## INDEPENDENT AUDITORS' REPORT

We have audited the accompanying financial statements of Smashburger Franchising LLC (the "Company"), which comprise the balance sheets as of December 27, 2015 and December 28, 2014, and the related statements of operations, member's equity, and cash flows for each of the three fiscal years in the period ended December 27, 2015, 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.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 27, 2015 and December 28, 2014, and the results of its operations and its cash flows for the three fiscal years in the period ended December 27, 2015, in accordance with accounting principles generally accepted in the United States of America.

Deloitte + Touche LLP

March 22, 2016

**SMASHBURGER FRANCHISING LLC**

**BALANCE SHEETS**  
**AS OF DECEMBER 27, 2015 AND DECEMBER 28, 2014**  
(in thousands)

	<b>2015</b>	<b>2014</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 1,314	\$ 606
Accounts receivable	358	438
Accounts receivable, related party	174	419
Restricted asset — Marketing Fund Trust	<u>129</u>	<u>344</u>
Total current assets	1,975	1,807
Note receivable, related party	1,063	739
Deferred franchise costs	<u>9,959</u>	<u>6,659</u>
<b>TOTAL</b>	<u>\$ 12,997</u>	<u>\$ 9,205</u>
 <b>LIABILITIES AND MEMBER'S EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accrued liabilities	-	25
Accounts payable, related party	1,459	1,030
Liability — Marketing Fund Trust	<u>129</u>	<u>344</u>
Total current liabilities	1,588	1,399
Deferred franchise revenue	<u>10,163</u>	<u>6,795</u>
Total liabilities	<u>11,751</u>	<u>8,194</u>
<b>MEMBER'S EQUITY:</b>		
Contributed capital	250	250
Retained earnings	<u>996</u>	<u>761</u>
Total member's equity	<u>1,246</u>	<u>1,011</u>
<b>TOTAL</b>	<u>\$ 12,997</u>	<u>\$ 9,205</u>

**SMASHBURGER FRANCHISING LLC**

**STATEMENTS OF OPERATIONS**

**FOR THE FISCAL YEARS ENDED DECEMBER 27, 2015, DECEMBER 28, 2014, AND DECEMBER 29, 2013**  
**(in thousands)**

	2015	2014	2013
<b>REVENUES:</b>			
Royalty fees	\$ 9,308	\$ 7,744	\$ 8,204
Franchise fees	<u>2,430</u>	<u>1,900</u>	<u>1,901</u>
Total revenue	<u>11,738</u>	<u>9,644</u>	<u>10,105</u>
<b>COST AND EXPENSES:</b>			
Servicing expense — related party	11,150	9,161	9,600
Intellectual property licensing expense — related party	352	289	303
General and administrative expense	<u>5</u>	<u>-</u>	<u>-</u>
Total costs and expenses	<u>11,507</u>	<u>9,450</u>	<u>9,903</u>
<b>OTHER INCOME AND EXPENSE:</b>			
Interest income	13	10	13
Realized loss on foreign currency transactions	<u>(9)</u>	<u>(6)</u>	<u>(7)</u>
Total other income and expense	<u>4</u>	<u>4</u>	<u>6</u>
<b>NET INCOME</b>	<u>\$ 235</u>	<u>\$ 198</u>	<u>\$ 208</u>

See notes to financial statements.

**SMASHBURGER FRANCHISING LLC**

**STATEMENTS OF MEMBER'S EQUITY**  
**FOR THE FISCAL YEARS ENDED DECEMBER 27, 2015, DECEMBER 28, 2014, AND DECEMBER 29, 2013**  
(in thousands)

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	<b>Contributed Capital</b>	<b>Retained Earnings</b>	<b>Total</b>
BALANCE — December 30, 2012	<u>\$ 250</u>	<u>\$ 355</u>	<u>\$ 605</u>
Net income	<u>-</u>	<u>208</u>	<u>208</u>
BALANCE — December 29, 2013	<u>\$ 250</u>	<u>\$ 563</u>	<u>\$ 813</u>
Net income	<u>-</u>	<u>198</u>	<u>198</u>
BALANCE — December 28, 2014	<u>\$ 250</u>	<u>\$ 761</u>	<u>\$ 1,011</u>
Net income	<u>-</u>	<u>235</u>	<u>235</u>
BALANCE — December 27, 2015	<u>\$ 250</u>	<u>\$ 996</u>	<u>\$ 1,246</u>

See notes to financial statements.

**SMASHBURGER FRANCHISING LLC**

**STATEMENTS OF CASH FLOWS**

**FOR THE FISCAL YEARS ENDED DECEMBER 27, 2015, DECEMBER 28, 2014, AND DECEMBER 29, 2013**  
(in thousands)

	2015	2014	2013
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 235	\$ 198	\$ 208
Changes in operating assets and liabilities:			
Accounts receivable	80	(69)	(96)
Accounts receivable, related party	245	(262)	14
Restricted asset — Marketing Fund Trust	215	(261)	(51)
Deferred franchise costs	(3,300)	(456)	584
Accrued liabilities	(25)	25	
Related party payable	429	187	(225)
Liability — Marketing Fund Trust	(215)	261	51
Deferred franchise revenue	<u>3,368</u>	<u>465</u>	<u>(595)</u>
Net cash (used in) provided by operating activities	1,032	88	(110)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Collection (Issuance) of related party notes receivable, net	(324)	21	(760)
Payments of related party notes payable, net	<u>-</u>	<u>-</u>	<u>(213)</u>
Net cash (used in) provided by investing activities	(324)	21	(973)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>			
	708	109	(1,083)
<b>CASH AND CASH EQUIVALENTS:</b>			
Beginning of year	<u>606</u>	<u>497</u>	<u>1,580</u>
End of year	<u><u>1,314</u></u>	<u><u>606</u></u>	<u><u>497</u></u>

See notes to financial statements.

# SMASHBURGER FRANCHISING LLC

## NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 27, 2015 AND DECEMBER 28, 2014, AND FOR THE FISCAL YEARS ENDED  
DECEMBER 27, 2015, DECEMBER 28, 2014, AND DECEMBER 29, 2013

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### 1. SUMMARY OF THE ORGANIZATION

Smashburger Franchising LLC (the “Company”) was formed in the state of Delaware on March 5, 2008. The Company is primarily engaged in franchising fast casual “better burger” restaurants, which offer handcrafted burgers, chicken sandwiches, freshly prepared salads, handspun shakes, and an array of signature sides under the service mark Smashburger®. As of December 27, 2015, the Company franchised restaurants in 29 states and 8 countries. In addition, the Company is party to an international master franchise agreement under which master franchise owners purchase the right to develop and provide operational support to restaurants in a specific geographic region or territory.

The Company primarily generates revenues from the opening of new franchise stores and from ongoing royalty fees earned under the franchise agreements and master franchise agreements.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Presentation** — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

**Fiscal Year** — The Company’s fiscal year is 52 or 53 weeks ending on the Sunday closest to December 31. Fiscal years 2015, 2014, and 2013 include 52 weeks.

**Use of Estimates** — The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosures of contingencies. Actual results could differ materially from these estimates.

**Cash and Cash Equivalents** — The Company considers all highly liquid instruments purchased with an original maturity of three months or less to be cash equivalents.

**Accounts Receivable** — The Company’s accounts receivable consist primarily of franchise fees and royalties receivable. The Company evaluates the collectability of its receivables based on a combination of factors, including length of time the receivables are past due, historical performance, and the probability of collection. No allowance for doubtful accounts was considered necessary as of December 27, 2015 or December 28, 2014.

**Deferred Franchise Costs** — The Company has a franchise servicing agreement with a related party that provides all pre- and post-opening services required under the franchise agreements, including compliance with industry-specific governmental regulations and laws and the filing of required tax returns and payment of related taxes. Amounts paid to the related party for pre-opening services are deferred and expensed when all material services and conditions have been substantially completed, generally when the franchised restaurant commences operations. The cost associated with post-opening services are expensed as incurred.



For the fiscal years ended December 27, 2015, December 28, 2014, and December 29, 2013, servicing fees paid were approximately \$14.3 million, \$9.6 million, and \$9.0 million, respectively, and the Company expensed approximately \$11.1 million, \$9.2 million, and \$9.6 million, respectively, of servicing fees.

The Company licenses intellectual property from a related party. Under this agreement, the Company pays a fee based on initial franchise fees, ongoing royalties, and other fees paid to the Company by the franchise owners. The costs paid to the related party associated with initial franchise fees are deferred until all material services and conditions have been substantially completed, generally until the franchised restaurant commences operations. The cost associated with royalties and other fees is expensed as incurred.

For the fiscal years ended December 27, 2015, December 28, 2014, and December 29, 2013 \$0.5 million, \$0.3 million, and \$0.3 million, respectively, of intellectual property license fees were paid to the related party and \$0.4 million, \$0.3 million, and \$0.3 million, respectively, were expensed under the license agreement.

The total deferred costs related to payments to related parties for servicing and intellectual property license fees as of December 27, 2015 and December 28, 2014, are approximately \$10.0 million and \$6.7 million respectively, and are included within deferred costs on the balance sheets.

**Credit Facility** — In May 2013, Smashburger Finance LLC, the parent company of Smashburger Franchising LLC, entered into a credit facility (the “Credit Facility”) consisting of a \$20 million senior term loan and a \$5 million revolving line of credit. In August 2013, the credit facility was amended to increase the capacity of the senior term loan and revolving credit facility to \$40 million and \$7.5 million, respectively. In February 2014, the credit facility was amended and restated to increase the capacity of the senior term loan to \$65 million. Additionally, the agreement provided the Company access to additional capacity of \$20 million, in the form of incremental term loans. In April and October 2015, the credit facility was amended to modify certain definitions and covenant calculations. As of December 27, 2015 and December 28, 2014, Smashburger Finance LLC had \$78.7 million and \$64.3 million outstanding on the senior term loan, respectively, and no amounts outstanding on the revolving line of credit. The Credit Facility is fully and unconditionally guaranteed, jointly and severally, on a senior secured basis by all of the Smashburger Finance’s current and future subsidiaries, including the Company, for the term of the loan, which matures in May 2018. Smashburger Finance LLC was in compliance with all of its financial and operating covenants required to be maintained under its Credit Facility for all periods presented.

**Revenue Recognition** — Pursuant to the various franchise agreements, franchise owners are required to pay the Company royalty fees based on a percentage of sales ranging from 4% to 7%. Royalties are accrued based on a percent of gross sales less discounts, as reported by the franchise owners, and are included in accounts receivable. Franchise gross sales are subject to audit by the Company as deemed necessary.

Initial franchise fees collected by the Company are recognized as revenue when all material services and conditions required to be performed by the Company have been substantially completed, which is generally when the franchised restaurant commences operations. Initial franchise fees collected by the Company before all material franchised services and conditions are substantially performed are recorded as deferred revenue.

**Income Taxes** — The Company has elected to be treated as a partnership for income tax purposes. Accordingly, taxable income and losses of the Company are reported on the income tax return of the

Company's member, and no provision for income taxes has been recorded on the accompanying financial statements.

**Fair Value of Financial Instruments** — The carrying amounts of cash and cash equivalents, accounts receivable, related-party receivables, and related-party payables approximate fair value due to the nature and short maturities of these instruments. As of December 27, 2015, the Company's management was unable to reasonably estimate the fair value of the related-party note due to the inability to obtain quotes for similar credit facilities.

**Foreign Currency Transactions** — Transactions denominated in a currency different than the Company's functional currency (foreign currencies) are translated into the Company's functional currency at the prevailing exchange rate on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates prevailing on the balance sheet date. Exchange differences arising from changes in exchange rates for transactions settled in cash or monetary assets/liabilities in existence as of the balance sheet date are recognized as foreign currency gains/losses in net income/loss for the period.

**Effect of New Accounting Pronouncements** — In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*, which provides a comprehensive new revenue recognition model that requires a company to recognize revenue in an amount that reflects the consideration it expects to receive for the transfer of promised goods or services to its customers. The standard also requires additional disclosure regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. In August 2015, the FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers: Deferral of the Effective Date*, which defers the effective date of ASU No. 2014-09 by one year. Therefore, ASU 2014-09 is effective for fiscal periods beginning after December 15, 2018. The ASU is to be applied retrospectively or using a cumulative effect transition method and early adoption is permitted only as of fiscal and interim periods beginning after December 15, 2016. The Company is currently evaluating the requirements of this standard, and has not yet determined the impact on its results of operations or financial position.

In August 2014, the FASB issued ASU No. 2014-15, *Presentation of Financial Statements – Going Concern* ("ASU 2014-15"), which provides guidance on management's responsibility to evaluate whether there is substantial doubt about a company's ability to continue as a going concern and to provide related footnote disclosures. ASU 2014-15 is effective for fiscal years ending after December 15, 2016. This standard is not expected to have a material impact on our consolidated financial statements.

In February 2015, the FASB issued ASU No. 2015-2, *Consolidation (Topic 810)—Amendments to the Consolidation Analysis*, which provides guidance on evaluating whether a reporting entity should consolidate certain legal entities. Specifically, the amendments modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities ("VIEs") or voting interest entities. Further, the amendments eliminate the presumption that a general partner should consolidate a limited partnership, as well as affect the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships. This new guidance is effective for annual reporting periods beginning after December 15, 2016, with early adoption permitted. A reporting entity may apply the amendments using a modified retrospective approach or a full retrospective application. The Company does not expect the adoption of this ASU to have a material impact on its consolidated financial statements.

### 3. RELATED-PARTY TRANSACTIONS

**Marketing Fund Trust** — Under the franchise agreements, franchisees agree to contribute a percentage of restaurant sales directly to the Smashburger Marketing Fund Trust (“Marketing Fund Trust”). The Company established the Marketing Fund Trust to collect and administer these marketing funds collected from franchise owners and Smashburger restaurants owned by affiliates of the Company (“Corporate Units”). Contributions are required to be utilized only for marketing activities. The Company has elected a related party to serve as the trustee of the Marketing Fund Trust, a variable interest entity. Other affiliates of the Company may elect to make discretionary contributions to the Marketing Fund Trust. If the Company elected to not require its franchise owners and Corporate Units to contribute any monies for marketing activities, the Company would be required to refund any cumulative unspent monies to the franchise owners and Corporate Units. As of December 27, 2015, no such refund obligation exists.

As of December 27, 2015 and December 28, 2014, restricted assets of \$0.1 million and \$0.3 million, respectively, consisted of receivables from franchise owners and Corporate Units designated for contributions to the Marketing Fund Trust. Since the Company has the obligation to immediately contribute the amounts to the Marketing Fund Trust as of December 27, 2015, and December 28, 2014, corresponding restricted liabilities were recorded.

**Note Receivable**— During 2011, the Company entered into a revolving note arrangement with a related party whereby the Company can lend or borrow funds as its cash requirements allow. Depending if the arrangement position is a note receivable or payable, the note earns or bears interest at the greater of 1.5% or the short-term applicable federal rate. As of December 27, 2015 and December 28, 2014, the applicable interest rate was 1.5%. The note matures on December 31, 2019. For the years ended December 27, 2015, December 28, 2014, and December 29, 2013, interest income earned, net of any expense, from the related party was \$13 thousand, \$10 thousand, and \$13 thousand, respectively.

### 4. SUBSEQUENT EVENTS

On December 28, 2015, Smashburger Finance LLC amended the existing credit facility. The amendment provides Smashburger Finance LLC access to additional capacity of \$25 million, in the form of incremental term loans. On March 14, 2016, Smashburger Finance LLC amended the existing credit facility to modify certain definitions and covenant calculations. Smashburger Finance LLC drew an additional \$5 million under its credit facility on January 26, 2016.

On March 2, 2016, SJBF LLC (the parent company of Smashburger Holdings LLC) received a capital contribution of \$10 million from Smashburger Master LLC and Bee Good! Inc, the owners of SJBF LLC.

The Company has evaluated subsequent events for recognition or disclosure through March 22, 2016, which was the date these financial statements were considered available to be issued.

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