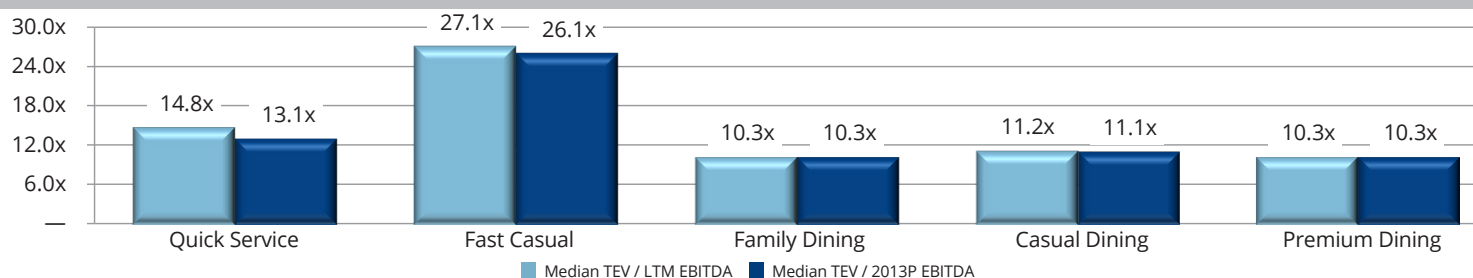


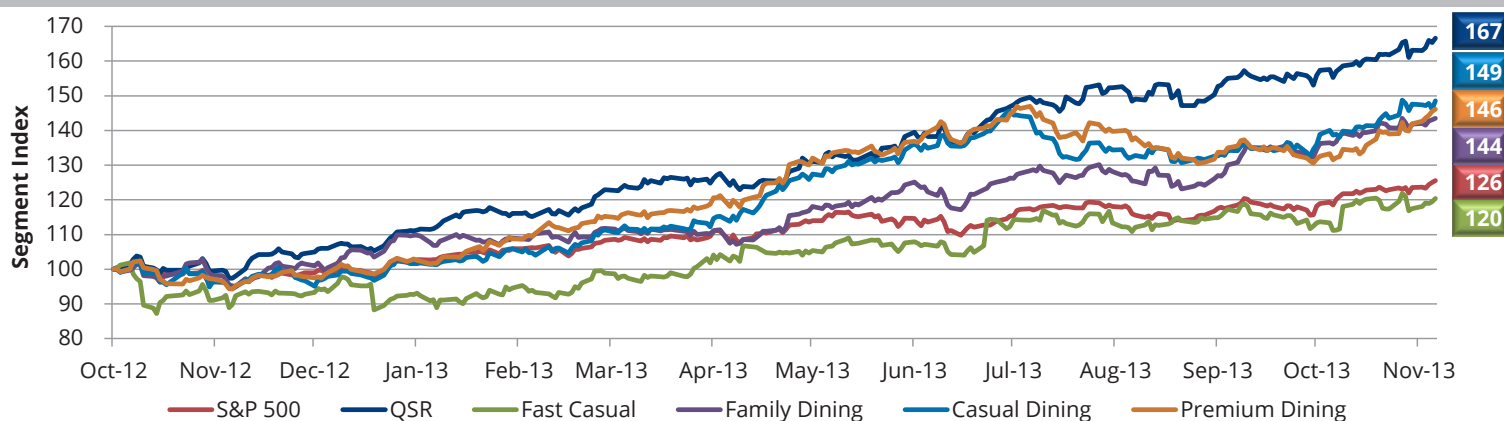
Restaurant Industry Commentary

Following four months of stagnancy, October showed signs of improvement for the restaurant industry. Same store sales were up 1.0% following a summer and early fall which delivered soft performance. Although encouraged by the increase in comparable sales, operators remain guardedly optimistic regarding near-term performance as consumer confidence continues to reflect a prevailing uncertainty. Despite a lukewarm sentiment towards store performance, excitement surrounding M&A activity within the restaurant universe has persisted. Institutional capital, in particular, has shown a growing appetite for deals in the space, as operationally sound systems with strong brands have become increasingly attractive alternatives to more traditional investment vehicles. Of note, serial restaurant investor **Roark Capital** has announced plans to acquire **CKE Restaurants, Inc.**, operator of Carl's Jr. and Hardee's, from **Apollo Global Management** for a reported \$1.7 billion. Public market valuations maintain an upward trajectory, as all five of TM Capital's segment indices realized a hike in value over September. Resultantly, the IPO environment continues to sizzle, with rumors suggesting key industry players such as Checkers and Focus Brands are considering initial offerings.

Current Restaurant Valuations by Price Point (TEV / EBITDA)



Public Market Performance (Latest Twelve Months)



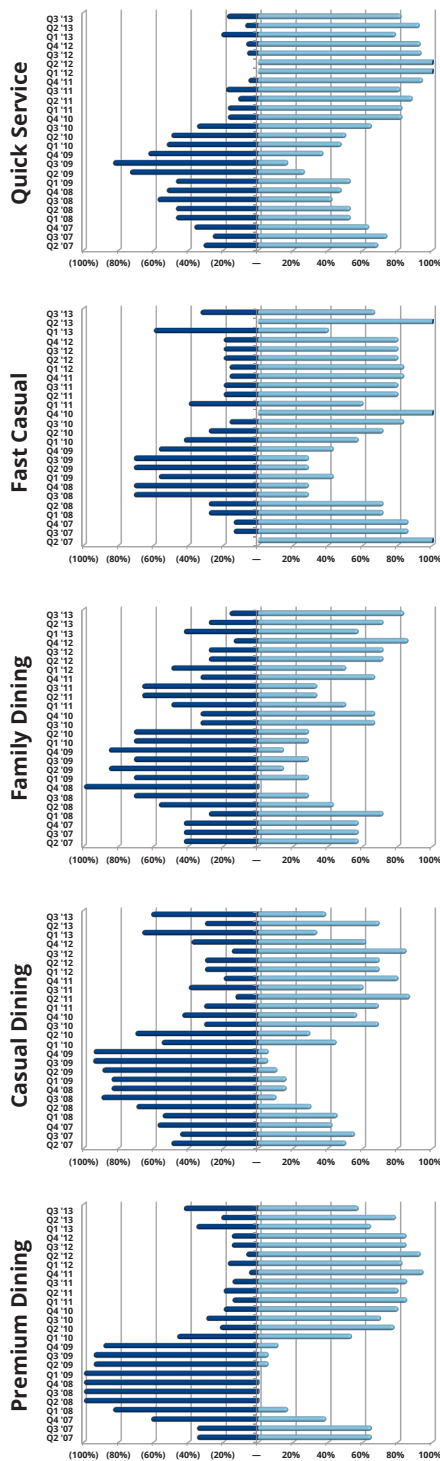
Recent Restaurant M&A Activity

(\$ in millions)						
Closed / Announced	Target	Acquiror	Enterprise Value	EBITDA / Value Multiple		Industry Segment
11/20/2013A	The Wendy's Company, 54 Wendy's Locations	NPC International	\$31.3	NA	/ NA	QSR
11/19/2013A	CKE Restaurants Inc.	Roark Capital Group	\$1,700.0	NA	/ NA	QSR
10/15/2013A	Captain D's	Centre Partners	NA	NA	/ NA	QSR
08/05/2013A	T-Bird Nevada LLC (56-Unit Outback Franchisee)	Bloomin' Brands, Inc.	NA	NA	/ 8.5x	Premium
10/16/2013	The ONE Group	Committed Capital Acquisition Corp. (OTCPK:STKS)	NA	NA	/ NA	Premium
09/12/2013	International Coffee & Tea, LLC	Advent International Corporation	NA	NA	/ NA	QSR
08/21/2013	Gateway Bells (62-Unit Yum! Brands Franchisee)	Flynn Restaurant Group LLC	NA	NA	/ NA	QSR
08/19/2013	Kahala Corp.	Serruya Family	NA	NA	/ NA	QSR
08/14/2013	Fast Food Enterprises #2 (14-Unit BK Franchisee)	Goldco, LLC	NA	NA	/ NA	QSR
08/13/2013	BB St. Louis (30-Unit Wendy's Franchisee)	The Wendy's Company	NA	NA	/ NA	QSR
07/31/2013	Gator Apple, LLC (38-Unit Applebee Franchisee)	Doherty Enterprises, Inc.	NA	NA	/ NA	Casual
07/22/2013	Miller's Ale House, Inc.	Roark Capital Group	NA	NA	/ NA	Casual
07/02/2013	20 YUM! Brands Franchises in Florida	Undisclosed	NA	NA	/ NA	QSR
06/18/2013	The Johnny Rockets Group, Inc.	Sun Capital Partners, Inc.	\$300.0	NA	/ NA	Casual
05/24/2013	Mastro's Restaurants, LLC	Landry's, Inc.	NA	NA	/ NA	Premium

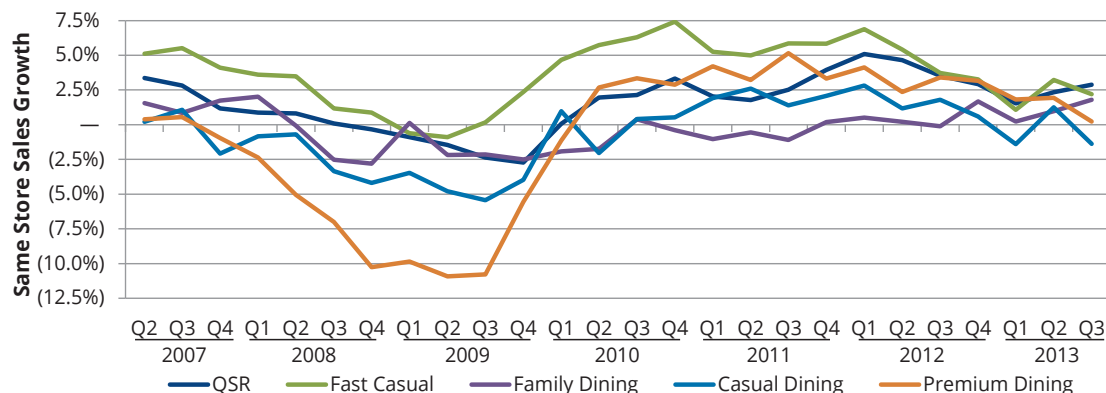
Indices consist of all publicly-available information for restaurant operators in their respective price points. For full listing, please contact the TM Capital Restaurant Practice.

Quarterly Gainers & Losers by Price Point

Decliners / Gainers



Same Store Sales by Price Point



Recent TM Capital Restaurant Experience

Burger King Coldco
a portfolio company of
PNC RIVERARCH CAPITAL
has acquired
FAST FOOD ENTERPRISES #2, LLP
A FRANCHISE OF THE BURGER KING CORPORATION

PNC RIVERARCH CAPITAL
has acquired
Burger King Coldco
a portfolio company of
EQUICORP Partners

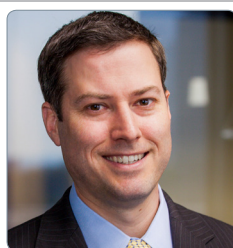
BACK BAY RESTAURANT GROUP
has sold
Atlantic Fish, Jaws, Alibi, and Coach Grill
to
TAVISTOCK GROUP

BACK BAY RESTAURANT GROUP
has sold
PAPA RAZZI TRATTORIA BAR
to
NHC

Arbys
a subsidiary of
TRIARC
has acquired
RTM RESTAURANT GROUP

Smith & Wollensky
has been acquired by
BUNKER HILL CAPITAL
and
BRG PATINA RESTAURANT GROUP

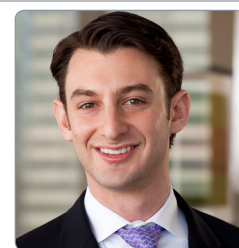
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About TM Capital

TM Capital Corp. is a partner-owned investment banking firm based in New York, Boston and Atlanta, which has completed over 250 transactions with a combined value in excess of \$13.5 billion. Since 1989, we have advised clients navigating a full range of critical transactions, including complex mergers, acquisitions, debt and equity financings, minority and majority recapitalizations, restructurings, and advisory services including takeover defense, fairness and solvency opinions, valuations, as well as litigation support. We have built deep industry expertise in key sectors and our team regularly publishes research highlighting current and emerging trends in targeted industries and markets. TM Capital is a member firm of M&A International Inc., the world's leading alliance of mid-market investment banks with over 600 M&A professionals in 40 countries. Members have closed over 1,300 transactions totaling more than \$75 billion in value over the past five years. For more information, visit www.tmcapital.com.

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