

Attachment F – Financial Statements and Certification

**Auntie April's
Balance Sheet
As of December 31, 2016**

	Dec 31, 16	Dec 31, 15
ASSETS		
Current Assets		
Checking/Savings		
2015 B of A 8025	20,068.01	20,068.01
B of A 8025	424.50	0.00
B of A Checking Inc 5073	-12,257.01	-562.04
B of A Savings Inc 5662	2,997.18	5,549.82
Petty Cash	5,178.40	8,912.75
Total Checking/Savings	16,411.08	33,968.54
Other Current Assets		
Cash Payments	2,969.71	4,482.62
Credit Card Receivables	417.09	190.13
Total Other Current Assets	3,386.80	4,672.75
Total Current Assets	19,797.88	38,641.29
Fixed Assets		
Furniture and Equipment	612.32	612.32
Total Fixed Assets	612.32	612.32
TOTAL ASSETS	20,410.20	39,253.61
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable		
Accounts Payable	3,838.03	0.00
Total Accounts Payable	3,838.03	0.00
Other Current Liabilities		
*Sales Tax Payable	1,268.44	-0.30
Clover Mobile Lease	3,297.65	4,673.04
Employee Tips Payable	979.64	0.00
Total Other Current Liabilities	5,545.73	4,672.74
Total Current Liabilities	9,383.76	4,672.74
Long Term Liabilities		
Chapter 13	64,232.74	89,351.11
KIVA ZIP Loan	0.00	625.07
Total Long Term Liabilities	64,232.74	89,976.18
Total Liabilities	73,616.50	94,648.92
Equity		
Opening Balance Equity	208.09	0.00
Owner Draw	-24,233.52	-14,013.00
Retained Earnings	-41,382.31	-113,341.35
Net Income	12,201.44	71,959.04
Total Equity	-53,206.30	-55,395.31
TOTAL LIABILITIES & EQUITY	20,410.20	39,253.61

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Accrual Basis

Auntie April's
Profit & Loss
 January through December 2016

	Jan - Dec 16	Jan - Dec 15
Ordinary Income/Expense		
Income		
Catering Income	2,539.00	0.00
Delivery Income	34,513.65	0.00
Food & Beverage Sales	371,831.72	349,288.00
Non Taxable Income	14,136.53	17,996.88
Refunds	0.00	-992.04
Total Income	423,020.90	366,292.84
Cost of Goods Sold		
Food & Beverage Purchases	198,928.48	189,398.39
Total COGS	198,928.48	189,398.39
Gross Profit	224,092.42	176,894.45
Expense		
Advertising and Promotion	1,420.94	2,725.13
Automobile Expense	3,150.34	1,523.35
Bank Service Charges	1,531.60	841.40
Business Development	600.00	671.80
Business Licenses and Permits	1,523.00	0.00
Charity / Donations	678.00	100.00
Commission	4,942.63	0.00
Computer and Internet Expenses	940.49	539.99
Dues & Memberships	696.98	300.00
Equipment	1,598.98	1,055.17
Flowers & Decor	2,029.14	1,440.00
Insurance Expense	3,839.74	4,898.56
Kitchen Expenses	9,763.39	5,441.73
Linen Expense	401.64	267.00
Meals & Entertainment	1,815.47	464.11
Merchant Account Fees	8,197.77	4,971.10
Music & Entertainment	0.00	750.00
Office Expense	3,738.84	3,615.97
Outside Services	0.00	3,043.39
Payroll Expenses	69,768.04	0.00
Penalties & Interest	985.18	0.00
Pest Control	924.00	1,224.00
Postage & Shipping	165.16	171.13
Printing & Reproduction	649.96	0.00
Professional Fees	5,219.25	650.00
Rent Expense	41,816.00	36,000.00
Repairs and Maintenance	13,549.42	6,806.30
Restaurant Expenses	9,443.27	5,099.29
Telephone Expense	2,826.66	3,010.72
Trash / Recycling	2,066.83	1,677.60
Travel & Entertainment	1,349.14	1,760.87
Truck Rental	1,780.52	628.37
Uniforms/Business Wear	987.00	1,746.05
Utilities	20,041.95	13,512.47
Total Expense	218,441.33	104,935.50
Net Ordinary Income	5,651.09	71,958.95
Other Income/Expense		
Other Income		
Grant	6,550.00	0.00
Interest Income	0.35	0.09
Total Other Income	6,550.35	0.09
Other Expense		
Ask My Accountant	0.00	0.00
Total Other Expense	0.00	0.00
Net Other Income	6,550.35	0.09
Net Income	12,201.44	71,959.04

Auntie April's
Statement of Cash Flows
 January through December 2015

	<u>Jan - Dec 15</u>
OPERATING ACTIVITIES	
Net Income	71,959.04
Adjustments to reconcile Net Income to net cash provided by operations:	
Cash Payments	-4,482.62
Credit Card Receivables	-190.13
*Sales Tax Payable	-0.30
Clover Mobile Lease	-1,043.28
Net cash provided by Operating Activities	66,242.71
INVESTING ACTIVITIES	
Furniture and Equipment	-612.32
Net cash provided by Investing Activities	-612.32
FINANCING ACTIVITIES	
Chapter 13	-15,148.89
KIVA ZIP Loan	-2,499.96
Owner Draw	-14,013.00
Net cash provided by Financing Activities	-31,661.85
Net cash increase for period	33,968.54
Cash at end of period	<u><u>33,968.54</u></u>

Auntie April's
Statement of Cash Flows
 January through December 2016

	<u>Jan - Dec 16</u>
OPERATING ACTIVITIES	
Net Income	12,201.44
Adjustments to reconcile Net Income to net cash provided by operations:	
Cash Payments	1,512.91
Credit Card Receivables	-226.96
Accounts Payable	3,838.03
*Sales Tax Payable	1,268.74
Clover Mobile Lease	-1,375.39
Employee Tips Payable	979.64
Net cash provided by Operating Activities	<u>18,198.41</u>
FINANCING ACTIVITIES	
Chapter 13	-25,118.37
KIVA ZIP Loan	-625.07
Opening Balance Equity	208.09
Owner Draw	-10,220.52
Net cash provided by Financing Activities	<u>-35,755.87</u>
Net cash increase for period	-17,557.46
Cash at beginning of period	<u>33,968.54</u>
Cash at end of period	<u><u>16,411.08</u></u>

PARTNER PRO FORMA
SFO T3 Lease 2 - Super Duper Burger

		50%					50%			
Lease Term	6.0 years	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>TOTAL</u>	<u>%</u>
Traffic Growth			2.0%	2.0%	2.0%	2.0%	2.0%	2.0%		
Pricing/Capture Growth			2.0%	2.0%	2.0%	2.0%	2.0%	2.0%		
Development Period Adjustments		100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	200.0%		
Enplaned Passengers		3,121	6,304	6,430	6,559	6,690	6,824	3,480		
RPE		0.78	0.80	0.82	0.84	0.85	0.87	0.89		
<u>Sales</u>										
Food & Non-alc Bev.		2,434	5,064	5,268	5,481	5,703	5,933	3,086	32,969	100.0%
Alcoholic Beverages		0	0	0	0	0	0	0	0	0.0%
Merchandise		0	0	0	0	0	0	0	0	
Total		2,434	5,064	5,268	5,481	5,703	5,933	3,086	32,969	100.0%
<u>Cost of Sales</u>										
Food & Non-alc Bev.		645	1,342	1,396	1,453	1,511	1,572	818	8,737	26.5%
Paper		49	101	105	110	114	119	62	659	2.0%
Alcoholic Beverages		0	0	0	0	0	0	0	0	
Merchandise		0	0	0	0	0	0	0	0	
Total		694	1,443	1,502	1,562	1,625	1,691	880	9,396	28.5%
Payroll		925	1,925	2,003	2,084	2,168	2,256	1,173	12,535	38.0%
Admin Staffing		37	76	79	82	86	89	46	495	1.5%
Other Controllables		146	304	316	329	342	356	185	1,978	6.0%
Pre-opening/Closing Costs		40	0	0	0	0	0	0	40	0.1%
Controllable Profit		592	1,316	1,369	1,424	1,482	1,541	802	8,526	25.9%
Margin		24.3%	26.0%	26.0%	26.0%	26.0%	26.0%	26.0%		
Contract Rent		219	456	477	498	520	543	283	2,997	9.1%
Storage Rent		6	13	13	13	13	14	7	79	
CAM		40	81	0	0	0	0	0	121	0.4%
Royalties		122	253	263	274	285	297	154	1,648	5.0%
Other Invest. Factors		12	25	26	27	29	30	15	165	0.5%
Joint Venture Cash Flow		193	487	589	611	634	658	343	3,515	10.7%
Joint Venture Cash Flow Margin		7.9%	9.6%	11.2%	11.2%	11.1%	11.1%	11.1%	10.7%	
<u>Partner Share of JV</u>										
Share of JV Cash Flow	30.0%	58	146	177	183	190	197	103	1,055	
Less: Share of Annual R&R Capex		0	(4)	(4)	(4)	(4)	(4)	(2)	(23)	
Less: Share of Midterm Investment		0	0	0	0	0	0	0	0	
Total Pre-Tax Cash Flow to Partner		58	142	173	179	186	193	100	1,032	

These projections are based on the company's best estimates. Any estimates and projections contained herein involve significant elements of subjective judgment and analysis, which may or may not be correct. None of Autogrill, HMSHost, any of its affiliates, or any of its direct or indirect shareholders, or any of its or their respective members, employees or agents provides any guarantee or warranty (express or implied) or assumes any responsibility with respect to the authenticity, origin, validity, accuracy or completeness of the information and data contained herein or assumes any obligation for damages, losses or costs (including, without limitation, any direct or consequential losses) resulting from any errors or omissions in these projections. These projections are necessarily based on current market conditions, which may change significantly over a short period of time. Changes and events occurring after the date hereof may, therefore, affect the validity of the conclusions contained in these projections and HMSHost assumes no obligation to update and/or revise these projections or the information and data upon which it has been based.

I, April Spears, certify that:

- (1) the financial statements of Auntie April's included in this Form are true and complete in all material respects; and
- (2) the tax return information of Auntie April's included in this Form reflects accurately the information reported on the tax return for Auntie April's filed for the fiscal year ended 2016.



April Spears
President and CEO

Date: 07/10/17