

EXHIBIT “A”

Denny’s Flying J Conversion Due Diligence List Required to begin processing Loan Application

Information Checklist:

___ All shareholders must sign consent forms taken from the Pinnacle application. Go to the Pinnacle web site at www.pincomcap.com to access the Pinnacle application which includes the consent forms as well as other information to be used in your application for the Denny’s conversion program

Corporate Financial Information: FOR EACH COMPANY BY COMPANY

- ___ Most recent interim and comparative detailed consolidated financial statements (P&L’s) rolling 12-months (“TTM”), including G&A detail with balance sheets
- ___ Most recent (three) years detailed FYE consolidated statements (P&L’s), including G&A broken out in detail
- ___ Three years Federal tax returns for each Company including all schedules
- ___ Company current debt schedule including all fixed obligations, i.e. mortgage payments, capital leases (use the PCC application form) – This needs to be specific
- ___ Detail of non-recurring expenses and written explanation for each non-recurring expense.

Store Financial Information: FOR EACH UNIT IN EACH COMPANY (FOR OPERATORS WITH LESS THAN 7 UNITS)

- ___ Most recent interim and comparative TTM detailed financial statements for all stores
- ___ Most recent (three) years detailed FYE statements
- ___ Pro-Forma projections for any new units or units open less than one year as well as opening dates and detail of non-recurring pre-opening expenses (detail) on each unit.



___ Written explanation of any temporary negative effect on sales (or other operating expenses) for each restaurants (i.e. construction projects, or road projects, change in management, when commenced, estimated completion dates, etc.) along with estimated sales decline and initiatives to address any negative trend

General Information:

- ___ Up to date personal financial statement for all individuals owning more than 20% of the borrowing entity. Go to the Pinnacle web site for instructions and download Financial Statement template
- ___ Three years of personal tax returns for all individuals owning more than 20% of the borrowing entity including all schedules and K-1's
- ___ Resumes on senior management with human resources flow chart within the organization. Provide tenure of the GM's in each unit
- ___ List shareholders that are in each entity with their respective ownership positions.
- ___ Copy of any employment contract or agreements between any parties related to the business
- ___ List any material matters and/or provide details on any legal procedures relating to the business including employee relations issues
- ___ Complete listing of franchise agreements, dates, expirations, amendments, etc
- ___ Complete listing of all real estate leases with addresses. Use the Pinnacle application as a template. Provide term, monthly rent, options, CAM charges, etc
- ___ List any Development Agreement(s) information, requirements, and territories

