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**Stonebriar Commercial Finance LLC**  
**Credit Approval Form**

**Date:** 02/07/2017

**Guarantor:** WLR Automotive Group, Inc.

**Lessee:** TBD

**Purchase Price:** \$13,158,000

**Estimated Closing Cost:** \$131,580 (1.0%)

**Approval Amount:** \$13,289,580

**Cap Rate:** 7.60%

**Lease Term:** 15 years

**Options:** Four (4) Five (5) year options

**Escalations:** 1.5% annual

**Approval Conditions:** N/A

**Transaction Overview:** SCF RC is pursuing the acquisition, of one lube center, one car wash, and one all-in-one automotive center that consists of a lube center, repair center, and car wash. The units will be placed on a master lease.

**Returns:**

Indicative IRR/MOIC Returns:			
	<u>Exit Cap</u>	<u>5- Year</u>	<u>10- Year</u>
Exit Cap @ Entry Cap Rate	7.60%	21.5% / 1.8x	19.3% / 2.5x
Exit Cap @ REIT Avg. Implied	6.60%	29.1% / 2.6x	21.6% / 3.4x

**Authorized Signatory:**

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Gregg Seibert  
COO & EVP  
SCF Realty Capital

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Peter Mavoides  
CEO & President  
SCF Realty Capital

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Anthony Minella  
President  
Eldridge Industries

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**Deal Overview:**

SCF RC is pursuing the acquisition, of one lube center, one car wash, and one all-in-one automotive center that consists of a lube center, repair center, and car wash. The subject portfolio is owned and operated by WLR Automotive. The sale-leaseback transaction will have the following details:

Guarantor:	WLR Automotive Group, Inc.
Lessee:	TBD
Purchase Price:	\$13,158,000
Price PSF:	\$523.66
Cap Rate:	7.60%
Initial Rent:	\$1,000,000
Rent PSF:	\$39.80
Lease Term:	15 years
Escalations:	1.5% annual
Options:	Four (4) Five (5) year options
Lease Type:	NNN Master Lease
Transaction Costs:	Seller shall pay for all environmental and property condition reports as well as title premiums and search costs, surveys, transfer taxes, and third party reports.

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**Investment Highlights:**

**New 15-Year Master NNN Lease** – Upon closing, the tenant will sign a new 15-year master lease with 1.50% annual rental escalations.

**Strong Unit Level Economics** –The master lease is projected to have rent coverage of 2.57x.

**Established Tenant & Brand** – WLR has operated for thirty years and has grown revenues every single year since the Company was established.

**Strong Demographics and Real Estate** – All three sites are situated in strong commercial corridors with attractive design and demographics. The Gambrills location received National Oil & Lube News Magazine’s “Best Looking Lube Center” award in 2010.

**Potential Cap Rate Expansion** – SCF RC has the option to enter into a build to suit transaction for an additional car wash site. The transaction would carry an 8.25% yield and could be added to the subject master lease post construction. The increase in cap rate would help to increase overall yield and strengthen the master lease position.

## Returns Analysis:

Deal Terms ('000s)					Market Data								
Deal Terms & Financing Assumptions ('000s)					Implied Cap Rates <sup>(1)</sup> :								
<u>Uses</u>					ADC 5.80%								
Purchase Price	\$	13,158	Initial Cap Rate	7.60%	SRC 7.00%								
Closing Costs	\$	289	Effective Cap Rate	7.44%	STOR 6.60%								
Total Investment	\$	13,447			NNN 5.80%								
					O 5.00%								
					Assumed REIT Exit 6.60%								
					(1) Net Lease Comp Implied Cap Rate Data as of 02.07.17								
<u>Sources</u>					Current Portfolio <sup>(2)</sup>								
Debt	80%	10,733	Lease Term	15	As of 1/27/2017 \$ 564,680.2								
Equity	20%	2,714	Escalation Rate	1.50%	Average Cap 7.61%								
	100%	13,447	Escalation Type	Annual	(2) Includes \$98 million of approved deals at 7.59% cap rate								
Wtd. Debt Cost		S + 279											
<u>Current Pricing:</u>			<u>Financing Notes:</u>										
7-Yr Swap as of 2/7/17 2.16%			ABS upfront financing cost of 1.5%										
Spread 2.79%			1.4% annual mandatory amortization										
Debt Cost		4.95%											
Cash Flow ('000s)													
(\$ '000s)		Closing	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	
Rent			\$ 1,000.0	\$ 1,015.0	\$ 1,030.2	\$ 1,045.7	\$ 1,061.4	\$ 1,077.3	\$ 1,093.5	\$ 1,109.9	\$ 1,126.5	\$ 1,143.4	
Exit Cap Rate (Base Case)												7.60%	
Gross Exit Proceeds			1,000.01	1,015.01	1,030.23	1,045.69	1,061.37	1,077.29	1,093.45	1,109.85	1,126.50	15,044.73	
Less: Debt \$ (10,732.9)												(8,660.1)	
Net Exit Proceeds												6,384.67	
Initial Rent			\$ 1,000.0	\$ 1,015.0	\$ 1,030.2	\$ 1,045.7	\$ 1,061.4	\$ 1,077.3	\$ 1,093.5	\$ 1,109.9	\$ 1,126.5	\$ 1,143.4	
Interest			(515.3)	(506.3)	(497.3)	(488.3)	(479.3)	(470.3)	(461.3)	(452.3)	(443.2)	(434.2)	
Principal Payments			(184.2)	(184.2)	(184.2)	(184.2)	(184.2)	(184.2)	(184.2)	(184.2)	(184.2)	(184.2)	
Debt Service			(699.5)	(690.5)	(681.5)	(672.5)	(663.5)	(654.5)	(645.5)	(636.5)	(627.5)	(618.5)	
Total Cash Flow			\$ 300.5	\$ 324.5	\$ 348.7	\$ 373.2	\$ 397.9	\$ 422.8	\$ 448.0	\$ 473.4	\$ 499.0	\$ 524.9	
Equity Cont. (incl. closing costs) \$ (2,713.6)												\$ 6,384.7	
Net Proceeds from Exit													
Total Cash Flows / Net Profits \$ (2,713.6)			\$ 300.5	\$ 324.5	\$ 348.7	\$ 373.2	\$ 397.9	\$ 422.8	\$ 448.0	\$ 473.4	\$ 499.0	\$ 6,909.6	
Cash -on-Cash (assuming IO loan at 4.99%) 17.3% 17.8% 18.4% 19.0% 19.5% 20.1% 20.7% 21.3% 21.9% 22.6%													
Cash -on-Cash (ABS Financing) 11.1% 12.0% 12.9% 13.8% 14.7% 15.6% 16.5% 17.4% 18.4% 19.3%													
Returns													
Levered Returns -5 Year Hold Period													
Levered Returns - 10 Year Hold Period													
WA Coupon	Exit Cap Rate												
		Industry Avg.	6.60%	7.10%	7.60%	8.10%	8.60%						
	S + 2.04%	31.2% / 2.7x	31.2% / 2.7x	27.5% / 2.2x	23.9% / 1.9x	20.3% / 1.5x	16.6% / 1.3x						
	S + 2.29%	30.5% / 2.6x	30.5% / 2.6x	26.8% / 2.2x	23.1% / 1.9x	19.4% / 1.5x	15.7% / 1.2x						
	S + 2.79%	29.1% / 2.6x	29.1% / 2.6x	25.3% / 2.2x	21.5% / 1.8x	17.8% / 1.5x	13.9% / 1.2x						
	S + 3.29%	27.7% / 2.6x	27.7% / 2.6x	23.8% / 2.2x	20.0% / 1.8x	16.1% / 1.5x	12.1% / 1.2x						
	S + 3.54%	27.0% / 2.6x	27.0% / 2.6x	23.1% / 2.2x	19.2% / 1.8x	15.3% / 1.5x	11.2% / 1.2x						
WA Coupon	Exit Cap Rate												
		Industry Avg.	6.60%	7.10%	7.60%	8.10%	8.60%						
	S + 2.04%	23.5% / 3.4x	23.5% / 3.4x	22.4% / 3.0x	21.4% / 2.6x	20.4% / 2.2x	19.4% / 1.9x						
	S + 2.29%	22.9% / 3.4x	22.9% / 3.4x	21.7% / 3.0x	20.7% / 2.6x	19.6% / 2.2x	18.6% / 1.9x						
	S + 2.79%	21.6% / 3.4x	21.6% / 3.4x	20.4% / 2.9x	19.3% / 2.5x	18.2% / 2.2x	17.1% / 1.9x						
	S + 3.29%	20.3% / 3.4x	20.3% / 3.4x	19.1% / 2.9x	17.9% / 2.5x	16.8% / 2.2x	15.7% / 1.9x						
	S + 3.54%	19.7% / 3.4x	19.7% / 3.4x	18.5% / 2.9x	17.3% / 2.5x	16.1% / 2.2x	14.9% / 1.9x						

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**Risks & Mitigants:**

**Risk: Highly Levered Entity** – WLR Automotive Group (holdco) currently has a 6.10x Debt / EBITDA ratio.

**Mitigant: Sale-Leaseback Proceeds Will Be Used to Delever** – The majority of the debt is from the mortgage of the real estate. As the real estate is sold, the debt will continuously be paid down. Post sale-leaseback, a majority of debt will be extinguished leading to a Funded Debt/EBITDA of 5.21x.

**Mitigant: Limited Debt on Guarantor** – The Guarantor entity has minimal debt on its financials. The Guarantor is the Opco entity for all the units. The Funded Debt/EBITDA has consistently been below 1.0x.

**Risk: Huntingtown is a Weak Performer** – The Huntingtown car wash is expected to produce \$750 thousand in sales and -\$8k in EBITDAR for FYE 2016.

**Mitigant: Flex Model Boosts Sales and Margins** – Huntingtown underwent a renovation in Q4 of 2016 to transform its structure into “Flex” car wash. The renovation is expected to boost sales and reduce operating expenses. WLR projects 2017 Revenue and EBITDAR of \$1,000,000 and \$366 thousand. These projections are consistent with the post-renovation improvements experienced at WLR’s other car washes and are validated by SCF RC.

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**Company Overview:**

WLR Automotive Group, Inc. (“WLR” or the Company) is an automotive service provider with locations in Maryland and Pennsylvania. The Company was founded in 1987 as a lube shop operating in a former J.C. Penney Auto Center. Since then, the Company has grown to eleven lube centers, two auto repair centers, and five car wash centers. The Company operates under concepts such as The Lube Center, The Auto Repair, The Auto Spa, and Mighty Auto Parts of Maryland. The Company was founded by Randall Simpson, the acting CEO/President of the firm.

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**Transaction Overview:**

SCF RC has entered into a sale-leaseback transaction to purchase 3 units from WLR. The sale proceeds will be used to pay down debt and fund working capital needs.

Sources and Uses			
Sources		Uses	
Purchase Price	\$13,158,000	Debt	\$8,651,598
		L/C	\$928,386
		Closing Cost Exp	\$671,963
		Working Capital	\$2,906,053
<b>Total</b>	<b>\$13,158,000</b>	<b>Total</b>	<b>\$13,158,000</b>

*Future Opportunity:* WLR plans to open another car wash in 2017. SCF RC will have the opportunity to provide build to suit funding. The terms are still being negotiated, but the BTS deal is anticipated to fund at an 8.25% cap with a fifteen-year lease.

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**Corporate Credit:**

Below are the consolidated financial statements for WLR Automotive Group Company the holdco. The Guarantor for this transaction will be WLR Automotive Group, Inc., the Opco under the Holdcoo. Audit financials were completed as 2014 and 2015 and are based the combined entity.

WLR Automotive Group Consolidated - Balance Sheet					
	12/12/2014	12/12/2015	5/31/2016	Adjustment	5/31/2016
<b>Assets</b>			<b>Pre-SLB</b>		<b>Post-SLB</b>
Cash	\$ 664,117	\$ 8,970	\$ (19,595)	<b>2,234,090</b>	\$ 2,214,495
Accounts Receivable	133,645	161,220	188,228		188,228
Inventories	786,206	752,596	754,252		754,252
Prepaid Expenses and Other					
Current Assets	443,638	363,435	235,701		235,701
<b>Current Assets</b>	<b>2,027,606</b>	<b>1,286,221</b>	<b>1,158,586</b>		<b>3,392,676</b>
PP&E, Net	35,679,365	35,697,115	37,038,496	<b>(12,434,327)</b>	24,604,169
Goodwill	193,785	193,785	193,785		193,785
Notes Receivable from					
Employees & 3rd Parties	67,517	60,650	58,881		58,881
Notes Receivables	209,249	264,345	-		-
Franchise costs	30,902	25,925	25,925		25,925
Security Deposits Held	38,288	39,590	39,590		39,590
Other Assets	3,924	3,924	3,924		3,924
<b>Total Assets</b>	<b>\$ 38,250,636</b>	<b>\$ 37,571,555</b>	<b>\$ 38,519,187</b>		<b>\$ 28,318,951</b>
<b>Liabilities</b>					
Accounts Payable	\$ 2,789,981	\$ 2,684,645	\$ 2,486,433		\$ 2,486,433
Deferred Revenue	303,812	195,360	179,140		179,140
Other Curr. Liab	10,762	88,152	16,601		16,601
CP LTD	3,896,775	4,625,036	-		-
Line of Credit	216,912	937,495	906,480	<b>(906,480)</b>	-
<b>Current Liabilities</b>	<b>7,218,242</b>	<b>8,530,688</b>	<b>3,588,654</b>		<b>2,682,174</b>
Long Term Debt	25,393,751	23,606,410	28,822,167	<b>(8,673,504)</b>	20,148,663
Note Payable to Stockholder	-	175,000	410,725		410,725
Security Deposits	97,651	109,254	116,138		116,138
<b>Total Liabilities</b>	<b>\$ 32,709,644</b>	<b>\$ 32,421,352</b>	<b>\$ 32,937,684</b>		<b>\$ 23,357,700</b>
Equity	5,540,992	5,150,203	5,581,503	<b>(620,253)</b>	<b>4,961,250</b>
<b>Total Liabilities and Equity</b>	<b>\$ 38,250,636</b>	<b>\$ 37,571,555</b>	<b>\$ 38,519,187</b>		<b>\$ 28,318,951</b>

#### Balance Sheet :

The combined financials include WLR Automotive Group, Inc (Guarantor), which includes all the lube centers, auto spas and auto repair centers and auto spas; WLR Distribution, Inc. which distributes auto parts to lube and repair centers and auto spaces; WLR Management Company, Inc. which provides management and O/H; and Bel Air Auto Express, LLC (a SPE for a BTS auto spa facility). SCF RC's corporate guarantee which makes up 87% of the revenue. For details regarding the organizational structure, refer to Exhibit D.

- Notes Receivable – Total Notes Receivable (Third Party and Related Party) amounted to \$325K as of 12/2015. 13.7% of that bears no interest while the remainder of 86.3% accrues at 6%.

Notes Rec		
Expiration	Principal	Rate
Oct-17	44,482	0.0%
Jan-17	42,030	6.0%
Mar-20	16,168	6.0%
Jan-16	27,139	6.0%
Dec-17	152,635	6.0%
Jan-19	42,541	6.0%
<b>Total</b>	<b>324,995</b>	<b>Blended Rate</b>
<b>Int. Rec.</b>	<b>13,609</b>	<b>4.2%</b>

- Debt. The Company has two main lines of credit for a total commitment of \$965K. The rate for the line is 4.25%. In addition, the Company finances its debt through several loans. All the loans are amortizing and are secured by equipment, leasehold, real estate or vehicles. Below reflects the outstanding loans. On a blended basis the interest rate is approximately 4.68%

Line of Credit	Expiration	Principal	Commitment	Rate
L/C 1	Oct-16	\$ 437,495	\$ 465,000	4.25%
L/C 2	On Demand	500,000	500,000	4.25%
<b>Total</b>		<b>937,495</b>	<b>965,000</b>	
<b>Interest</b>		<b>\$ 39,843.5</b>		

Debt	Expiration	Principal	Type	Int. Range	Type
Loan 1	Mar-24	\$ 1,856,618	Amortz	0 - 7.58%	Equip. & L/H Improvements
Loan 2	Jul-35	25,135,535	Amortz	0-6%	RE Mortgage
Loan 3	Sep-19	755,366	Amortz	0-6.5%	Construction
Loan 4	May-20	457,548	Amortz	1.19% - 4.39%	Vehicles
<b>Total</b>		<b>\$ 28,205,067</b>		<b>Blended</b>	
<b>Total Int. Exp</b>		<b>1,319,086</b>		<b>4.68%</b>	

WLR Automotive Group Consolidated - Income Statement									
	12/31/2014		12/31/2015		Annualized P5 2016		Adjustment		Pro-Forma
<i>Y-o-Y Growth:</i>			6.2%		3.7%				
Revenue	27,334,533		29,030,303		30,117,953				30,117,953
COGS	14,384,845	52.6%	15,042,301	51.8%	15,782,304	52.4%			15,782,304
<b>Gross Profit</b>	<b>12,949,688</b>	<b>47.4%</b>	<b>13,988,002</b>	<b>48.2%</b>	<b>14,335,649</b>	<b>47.6%</b>			<b>14,335,649</b>
Opex	8,270,371	30.3%	8,915,686	30.7%	7,995,730	26.5%			7,995,730
Other (Income)/Expense	(26,129)		(50,115)		-				-
<b>EBITDAR</b>	<b>4,705,446</b>	<b>17.2%</b>	<b>5,122,431</b>	<b>17.6%</b>	<b>6,339,919</b>	<b>21.1%</b>			<b>6,339,919</b>
Rent	1,243,140		1,304,463		1,395,343		1,000,000		2,395,343
<b>Operating Profit / EBITDA</b>	<b>3,462,306</b>	<b>12.7%</b>	<b>3,817,968</b>	<b>13.2%</b>	<b>4,944,576</b>	<b>16.4%</b>			<b>3,944,576</b>
Loss on Sale of Assets	476,894		-		-				-
Depreciation & Amortization	1,496,073		1,786,682		1,853,622		(622,286)		1,231,336
Interest Expense	1,151,424		1,358,930		1,109,921		(499,300)		610,621
<b>Net Income</b>	<b>337,915</b>	<b>1.2%</b>	<b>672,356</b>	<b>2.3%</b>	<b>1,981,033</b>	<b>6.6%</b>			<b>2,102,620</b>

	Metrics			
	12/31/2014	12/31/2015	Annualized P5 2016	Pro-Forma
EBITDAR Ratio	1.97	1.92	2.53	2.11
FCC Ratio	0.75	0.70	2.53	2.11
Lease Adjusted Leverage	8.38	7.77	6.51	6.27
Funded Debt	\$29,507,438	\$29,343,941	\$30,139,372	\$20,559,388
Funded Debt / EBITDA	8.52	7.69	6.10	5.21

#### Income Statement :

- Revenue** – The Company has grown revenues every year since its inception in 1988. Based on the two-year period, top line growth Y-o-Y has been 6.2% for 2015 and 3.7% for annualized 2016.
- EBITDAR** – Margin has improved overtime. In 2016, the increase in EBITDAR was associated with better cost management of maintenance expense.
- Leverage** – The Company does have higher leverage, but a majority of the debt is associated with the underlying RE in the various Propcos. Post SLB, a 37% of the debt will be extinguished.

#### Adjustment:

- BS: Adjustments made were to reflect the removal of the real estate and associated debt. The reduction in equity account for the closing cost and the increase in cash is associated with the infusion for W/C needs.
- IS: Adjustment to account for the SLB rent, reduction in D&A associated with the removal of Fixed Assets and reduction in Int. Exp for the debt repayment.

**Guarantor:**

Currently, the Guarantor makes up 87% of the revenues of the consolidated company. All the operating units roll up under SCF RC's entity. SCF RC is still under negotiations to include the distribution and other SPE entities as well. As of now, below reflects the financials for the Guarantor or Opco.

The Guarantor has minimal debt on its books. Because of this and its strong operating performance, the Guarantor is able to generate strong coverage. Unfortunately, BS for 2016 was not provided. 2015 BS was provided but was used as a proxy for the 2016 metrics when comparing it against 2016's P&L performance. The adjustment reflects the added rent for the SLB transaction.

WLR Automotive Group, Inc. - Balance Sheet				WLR Automotive Group, Inc. - Income Statement						
	12/12/2014		12/12/2015		12/31/2014	12/31/2015	Est. Ann. P5 2016		Adjustment	Pro-Forma
<b>Assets</b>										
Cash	\$	660,536	\$	-	Revenue	23,859,606	25,116,314	25,308,502		25,308,502
Accounts Receivable		78,828		109,112	COGS	13,817,794	14,817,376	14,719,944	58.2%	14,719,944
Due from Other Companies		-		3,892,375		10,041,812	42.1%	10,298,938	41.0%	10,588,558
Inventories		2,665,127		525,881	<b>Gross Profit</b>			10,588,558	41.8%	
Other Current Assets		718,149		94,793		4,633,473	19.4%	4,797,358	19.1%	4,191,496
<b>Current Assets</b>		<b>4,122,640</b>		<b>4,622,161</b>	Operating Expense	(7,130)	(21,379)	-	16.6%	16.6%
PP&E (net)		486,252		422,273	<b>EBITDAR</b>	<b>5,415,469</b>	<b>22.7%</b>	<b>5,522,959</b>	<b>22.0%</b>	<b>6,397,062</b>
Other Assets		251,461		306,557	Rent	1,243,140	1,304,463	1,395,343	1,000,000	2,395,343
<b>Total Assets</b>	<b>\$</b>	<b>4,860,353</b>	<b>\$</b>	<b>5,350,991</b>	Operating Profit / EBITDA	<b>4,172,329</b>	<b>17.5%</b>	<b>4,218,496</b>	<b>16.8%</b>	<b>5,001,719</b>
<b>Liabilities</b>					Depreciation & Amortization	115,557	110,071	110,071		110,071
Accounts Payable	\$	1,162,800	\$	1,434,397	Interest Expense	13,550	52,660	52,660	-	52,660
Other Current Liabilities		173,332		272,854	<b>Net Income</b>	<b>4,043,222</b>	<b>16.9%</b>	<b>4,055,765</b>	<b>16.1%</b>	<b>4,838,988</b>
CP LTD		37,020		38,480						
Line of Credit		216,912		937,495						
<b>Current Liabilities</b>		<b>1,590,064</b>		<b>2,683,226</b>						
Long Term Debt		74,085		35,599						
Note Payable to Stockholder		-		175,000						
Other LT Liabilities		-		-						
<b>Total Liabilities</b>	<b>\$</b>	<b>1,664,149</b>	<b>\$</b>	<b>2,893,825</b>						
Equity		3,196,204		2,457,166						
<b>Total Liabilities and Equity</b>	<b>\$</b>	<b>4,860,353</b>	<b>\$</b>	<b>5,350,991</b>						

Metrics				
	12/31/2014	12/31/2015	Est. Ann. P5 2016	Pro-Forma
<b>EBITDAR Ratio</b>	4.31	4.07	4.42	2.61
<b>FCC Ratio</b>	4.19	3.96	4.30	2.57
<b>Lease Adjusted Leverage</b>	1.90	2.07	1.90	3.15
<b>Funded Debt</b>	\$328,017	\$1,011,574	\$1,011,574	\$1,011,574
<b>Funded Debt / EBITDA</b>	0.08	0.24	0.20	0.25

**Unit Analysis:**

**Combined** – The overall master lease will have coverage of 2.57x on annualized 2016 performances (with pro-forma estimates for Huntingtown).

Subject Units															
Store	Concept	Address	City	State	Investment	Rent	Sales		Y-o-Y	CAGR	EBITDAR		Coverage	Coverage	Margin
							2015	Proj. 2016			2015	Proj. 2016			
Caprice Ct.	Lube Center	16327 Caprice Ct.	New Freedom	PA	\$1,431,839	\$114,983	\$1,161,883	\$1,266,151	8.97%	3.90%	\$250,824	\$295,506	2.18	2.57	21.59%
Huntingtown	Car Wash	2266 Solomons Island Rd.	Huntingtown	MD	\$2,550,000	\$142,545	\$783,525	\$1,000,000	27.63%	21.06%	\$136,951	\$366,340	0.96	2.57	17.48%
Gambrills	Lube Center	672 St. Rt. 3 N.	Gambrills	MD	\$3,074,941	\$255,000	\$2,824,549	\$2,924,941	3.55%	0.55%	\$848,791	\$855,894	3.33	3.36	30.05%
Gambrills	Auto Repair	676 St. Rt. 3 N.	Gambrills	MD	\$2,300,000	\$122,000	\$1,187,351	\$1,390,757	17.13%	7.50%	\$287,793	\$426,314	2.36	3.49	24.24%
Gambrills	Car Wash	680 St. Rt. 3 N.	Gambrills	MD	\$3,801,220	\$365,472	\$1,715,834	\$1,859,041	8.35%	10.53%	\$505,543	\$625,036	1.38	1.71	29.46%
Total Gambrills		672-680 St. Rt. 3 N.	Gambrills	MD	\$9,176,161	\$742,118	\$5,727,734	\$6,174,739	7.80%	4.84%	\$1,642,126	\$1,907,244	2.21	2.57	28.67%
<b>Total</b>					<b>\$13,158,000</b>	<b>\$1,000,000</b>	<b>\$7,673,142</b>	<b>\$8,440,890</b>	<b>10.01%</b>	<b>6.28%</b>	<b>\$2,029,902</b>	<b>\$2,569,090</b>	<b>2.03</b>	<b>2.57</b>	<b>26.45%</b>

The improvement in 2016 performance versus 2015 performance can be attributed to: Flex model renovation of Huntingtown car wash, maturity of Gambrills auto repair shop, and improved operational performance at the Caprice Court lube shop.

**Car Washes** – Of the two car washes, Huntingtown is the weaker performer. The unit recently underwent a “Flex” model renovation (completed in October 2016), which is expected to boost unit's sales to \$1,000,000 and increase EBITDAR to \$366k (making it the highest margin performer of the whole group). Note, the name “Flex” is a term used to describe a car wash that can perform a quick wash or provide an extensive vehicle detailing service.

Huntington "FLEX" Renovation Impact		
	Current	Pro-Forma
Sales	\$747,801	\$1,000,000
EBITDAR	-\$8,428	\$366,340
Rent	\$142,545	\$142,545
Margin	-0.01	0.37
<b>Coverage</b>	<b>-0.06</b>	<b>2.57</b>

The pro-forma projections are based on the results of other Flex model car washes operated by WLR. Gambrills will undergo a Flex renovation in 2017. Increased wash count at a WLR owned and operated car wash in Hagerstown, MD is shown below. The increase at Hagerstown is attributed to the Flex renovation. The negative EBITDAR in the current period is attributed to the renovation.

Hagerstown - Flex Renovation Completed 12/31/2015			
	2015	2016	Change
Express	2,526	7,382	4,856
Full Service	14,912	16,624	1,712
<b>Total</b>	<b>17,438</b>	<b>24,006</b>	<b>6,568</b>

SCF RC has nine Mister Car Wash ("MCW") facilities in (6) Georgia and (3) Arizona. Mister Car Wash is considered the "gold standard" in the car wash business from an operational standpoint.

A comparison between the acquired MCW units and the subject WLR units shows that the WLR facilities do compete on a sales basis but do not compete from an EBITDAR margin basis. This is due to the vertically built supply chain MCW has developed. MCW produces their own soaps and waxes helping to reduce cost of goods sold, and MCW's car washes are all fully automated which reduces labor expense. The WLR master lease does, however, provide stronger coverage than the MCW portfolio. Note, unit level rent coverage is provided below for comparison purposes only.

SCF RC Mister Car Wash Performance Comps						
Address	City	State	2016	EBITDAR	Rent	Margin
			Revenue	2016	Coverage	2016
3530 N Cobb Pkwy	Acworth	GA	\$1,156,300	\$642,200	2.35	55.50%
6984 Douglas Blvd	Douglasville	GA	\$1,383,100	\$787,600	2.28	56.90%
5651 Wendy Bagwell Pkwy	Hiram	GA	\$1,211,500	\$700,800	2.26	57.80%
3330 Dallas Hwy	Marietta	GA	\$992,500	\$557,900	2.08	56.20%
2281 Hwy 20 NE	Conyers	GA	\$1,411,000	\$927,000	2.42	65.70%
3261 Hwy 278	Covington	GA	\$1,470,000	\$934,000	2.73	63.50%
5075 S Midvale Park Rd	Tuscon	AZ	\$614,100	\$268,800	1.98	43.80%
1435 W River Rd	Tuscon	AZ	\$603,200	\$283,700	1.98	47.00%
6301 E 22nd St	Tuscon	AZ	\$936,400	\$522,900	1.98	55.80%
<b>2266 Solomons Isld. Rd.</b>	<b>Huntingtown</b>	<b>MD</b>	<b>\$1,000,000</b>	<b>\$366,340</b>	<b>2.57</b>	<b>36.63%</b>
<b>680 St. Rt. 3 N.</b>	<b>Gambrills</b>	<b>MD</b>	<b>\$1,859,041</b>	<b>\$625,036</b>	<b>1.71</b>	<b>33.62%</b>

\*Mister Car Wash 2016 Revenue, EBITDAR, Margin, and Coverage figures are as of TTM P4 2016

\*\*WLR Automotive Huntingtown figures are pro-forma for Flex renovation. Gambrills figures are P9 2016 annualized as SCF did not receive pro-forma figures for a Flex remodel.

**Lube Shops** – Both lube shops in the subject portfolio are strong and stable performing sites. See below for historical performance.

Subject Lube Shop Financial Performance									
	Sales	Sales	Sales	EBITDAR	EBITDAR	EBITDAR	Margin	Margin	Margin
	2014	2015	Projected 2016	2014	2015	Projected 2016	2014	2015	Projected 2016
Caprice Ct.	\$1,172,813	\$1,161,883	\$1,266,151	\$288,534	\$250,824	\$295,506	24.60%	21.59%	23.34%
Gambrills	\$2,892,875	\$2,824,549	\$2,924,941	\$858,961	\$848,791	\$855,894	29.69%	30.05%	29.26%

The Chart in Exhibit B illustrates the comparison between the WLR lube shops to SCF RC's Buffalo Lube portfolio and to the sixty lube shops owned by Spirit Realty Capital. The subject WLR lube



shops outperform the comparable set from both a total revenue and EBITDAR perspective. All have strong coverage above 2.5x.

**Repair Shop** – WLR operates two repair shops. The main differentiator between a repair shop and a lube shop is the scope of vehicle maintenance/repair services performed. Lube shops primarily conduct oil changes and other minor operations while repair shops offer air conditioning, filtration, brake, cooling, diesel engine, drivetrain, exhaust, suspension and engine repair services.

Subject Lube Shop Financial Performance									
	Sales	Sales	Sales	EBITDAR	EBITDAR	EBITDAR	Margin	Margin	Margin
	2014	2015	Projected 2016	2014	2015	Projected 2016	2014	2015	Projected 2016
Gambrills	\$1,203,361	\$1,187,351	\$1,390,757	\$214,799	\$287,793	\$426,314	17.85%	24.24%	30.65%

The Gambrills repair shop has performed well in 2016, experiencing a 16% boost in sales and a 48% boost in EBITDAR. SCF RC is in the final stages of closing on a portfolio of Driver's Edge repair shops that were used as performance comparables.

SCF RC Owned Repair Shop Performance Comps									
Address	City	State	2015 Sales	2016 Sales	2015 EBITDAR	2016 EBITDAR	Rent	Rent Coverage	EBITDAR Margin
6901 Coit Road	Plano	TX	\$892,000	\$1,008,000	\$194,000	\$363,000	\$145,000	2.50	36.0%
5591 Lebanon Road	Frisco	TX	\$1,606,000	\$1,539,000	\$446,000	\$594,000	\$238,000	2.50	38.6%
2050 Glade Road	Grapevine	TX	\$1,714,000	\$1,599,000	\$529,000	\$612,000	\$245,000	2.50	38.3%
1160 E Prosper Trail	Prosper	TX	\$1,203,000	\$1,336,000	\$318,000	\$520,000	\$208,000	2.50	38.9%
7601 El Dorado Pkwy	McKinney	TX	\$983,000	\$1,018,000	\$135,000	\$291,000	\$122,000	2.39	28.6%
945 Davis Blvd.	Southlake	TX	\$1,098,000	\$1,252,000	\$511,000	\$498,000	\$209,000	2.38	39.8%
1103 RR 620 S.	Austin	TX	N/A	\$723,000	N/A	\$173,000	\$108,000	1.60	23.9%
Under Construction	Mansfield	TX	N/A	\$1,190,000	N/A	\$232,000	\$145,000	1.60	19.5%
<b>Average</b>			<b>\$1,249,333</b>	<b>\$1,208,125</b>	<b>\$355,500</b>	<b>\$410,375</b>	<b>\$177,500</b>	<b>2.31</b>	<b>34.0%</b>
<b>Gambrills</b>			<b>\$1,187,351</b>	<b>\$1,390,757</b>	<b>\$287,793</b>	<b>\$426,314</b>	<b>\$122,000</b>	<b>3.49</b>	<b>30.7%</b>

\*Austin and Mansfield Driver's Edge repair shops were not open in 2015.

The Gambrills repair shop performs in-line with the overall Driver's Edge portfolio, but lags slightly on a margin basis to some of the more seasoned Driver's Edge stores (Frisco, Grapevine, Prosper, and Southlake). The Gambrills store is, however, experiencing more growth than all of the Driver's Edge stores.

## Real Estate:

SCF RC analyzed all three property types: car wash, lube center, and repair shops to assess marketing pricing.

**Car Washes** – The Huntingtown and Gambrills car washes will be acquired at an average price PSF that is 50% below the comparable set. The subject units' average rent PSF is 42% below the comparable set.

Car Wash Real Estate Comparable Set								
Concept	ST	Investment	Square Footage	Rent	Cap Rate	Price PSF	Rent PSF	
Car Spa	TX	\$6,750,000	10,275	\$471,800	6.99%	\$656.93	\$45.92	
Las Brisas Car Wash and Lube	FL	\$2,515,000	4,465	\$176,050	7.00%	\$563.27	\$39.43	
Car Spa	TX	NP	11,372	\$455,000	NP	NP	\$40.01	
Mister Car Wash	GA	\$3,769,600	3,100	\$273,300	7.25%	\$1,216.00	\$88.16	
Mister Car Wash	GA	\$4,769,600	3,100	\$345,800	7.25%	\$1,538.58	\$111.55	
Mister Car Wash	GA	\$4,269,600	3,100	\$309,500	7.25%	\$1,377.29	\$99.84	
Mister Car Wash	GA	\$3,691,100	4,269	\$267,600	7.25%	\$864.63	\$62.68	
Mister Car Wash	GA	\$5,290,000	4,335	\$384,000	7.26%	\$1,220.30	\$88.58	
Mister Car Wash	GA	\$4,710,000	3,860	\$341,000	7.24%	\$1,220.21	\$88.34	
Mister Car Wash	AZ	\$1,874,900	4,178	\$135,900	7.25%	\$448.76	\$32.53	
Mister Car Wash	AZ	\$1,978,600	2,790	\$143,400	7.25%	\$709.18	\$51.40	
Mister Car Wash	AZ	\$3,646,600	3,840	\$264,400	7.25%	\$949.64	\$68.85	
Mister Car Wash	MD	\$5,000,000	4,690	\$375,000	7.50%	\$1,066.10	\$79.96	
<b>AVERAGE</b>		<b>\$4,022,083.33</b>	<b>4,875</b>	<b>\$303,288</b>	<b>7.23%</b>	<b>\$985.91</b>	<b>\$69.02</b>	
<b>Huntingtown</b>		<b>\$2,550,000</b>	<b>5,975</b>	<b>\$142,545</b>	<b>7.60%</b>	<b>\$426.78</b>	<b>\$23.86</b>	
<b>Gambrills</b>		<b>\$3,801,220</b>	<b>6,750</b>	<b>\$365,472</b>	<b>7.60%</b>	<b>\$563.14</b>	<b>\$54.14</b>	

**Lube Shops** – The lube shops will be acquired at an average price PSF 15% below the comparable set. Rent PSF is a bit higher than the average. The average rent PSF is at 12% above the comparable set.

Lube Shop Real Estate Comparable Set							
Concept	ST	Investment	Square		Cap Rate	Price	Rent
			Footage	Rent		PSF	PSF
Robinson's Auto	NY	NP	7,000	NP	7.01%	NP	NP
Express Oil Change	NC	\$1,600,000	4,232	\$100,000	6.25%	\$378.07	\$23.63
Take 5 Oil Change	GA	\$981,000	1,867	\$53,955	5.50%	\$525.44	\$28.90
Take 5 Oil Change	OH	\$969,280	NP	\$48,464	5.00%	NP	NP
Take 5 Oil Change	OH	\$1,040,140	NP	\$52,007	5.00%	NP	NP
Take 5 Oil Change	LA	\$1,080,000	1,650	\$62,100	5.75%	\$654.55	\$37.64
Valvoline	WI	\$2,725,000	3,208	\$186,118	6.83%	\$849.44	\$58.02
Havoline	FL	\$1,717,717	2,706	\$105,640	6.15%	\$634.78	\$39.04
Express Oil Change	SC	\$1,920,000	3,958	\$120,000	6.25%	\$485.09	\$30.32
Jiffy Lube	UT	\$1,328,000	1,915	\$73,064	5.50%	\$693.47	\$38.15
AVERAGE		\$1,484,571	3,317	\$89,039	5.92%	\$602.98	\$36.53
Caprice Ct.		\$1,431,839	3,250	\$114,983	7.60%	\$440.57	\$35.38
Gambrills		\$3,074,941	5,576	\$255,000	7.60%	\$551.46	\$45.73

**Repair Shops** - The Gambrills repair shop rents are in-line with market. The higher PSF is attributed to the smaller SF relative to the average comparable.

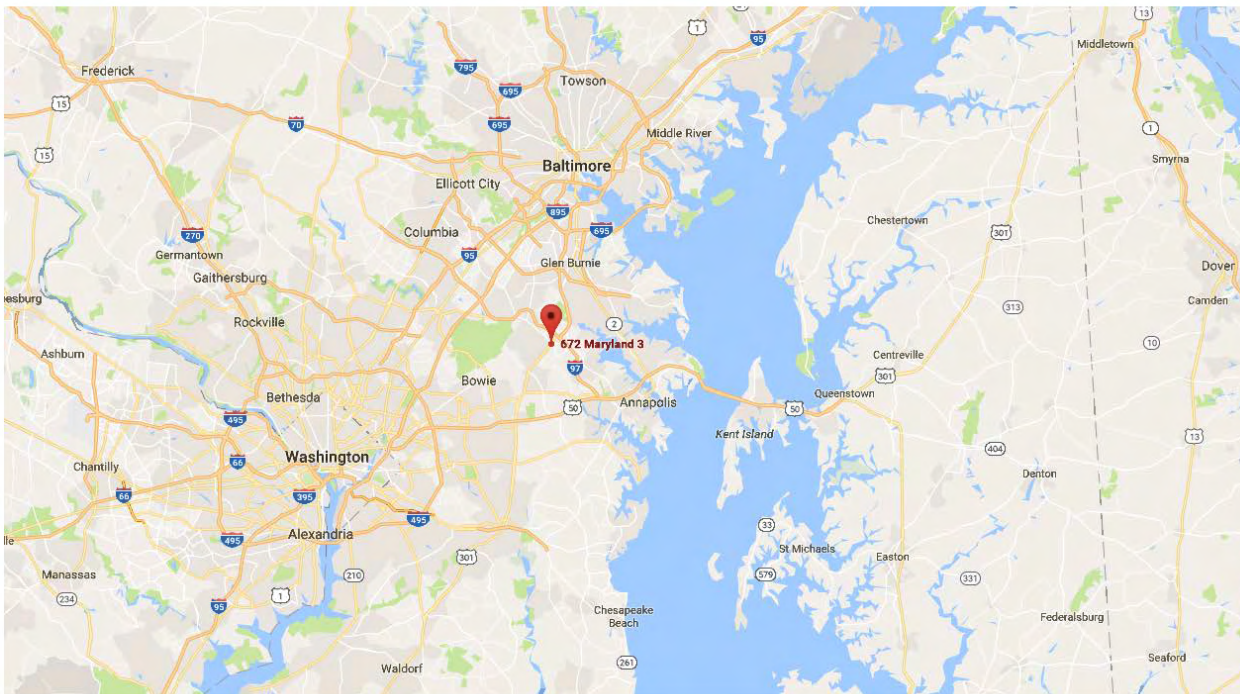
Service Center Real Estate Comparable Set							
Concept	ST	Investment	Square		Cap Rate	Price	Rent
			Footage	Rent		PSF	PSF
AAA Car Care Center	MD	\$2,650,000	7,957	\$149,990	5.66%	\$333.04	\$18.85
Jiffy Lube Full Service	VA	\$2,310,000	3,801	\$137,907	5.97%	\$607.73	\$36.28
Jiffy Lube Full Service	VA	\$2,080,000	6,535	\$117,520	5.65%	\$318.29	\$17.98
Valvoline	MD	\$2,000,000	2,760	\$160,000	8.00%	\$724.64	\$57.97
Centreville Tire & Auto	VA	\$2,999,999	2,846	\$155,100	5.17%	\$1,054.11	\$54.50
8-Unit Driver's Edge Portfolio	TX	\$20,000,000	47,091	\$1,420,000	7.10%	\$424.71	\$30.15
AVERAGE		\$2,288,571.36	5,071	\$152,894	6.26%	\$577.09	\$35.96
Gambrills		\$2,300,000	3,576	\$122,000	7.60%	\$643.18	\$34.12

## Appendix A: Real Estate Location and Details –

Address	City	ST	SF	VPD*	Subject Unit						
					Total Investment	Population			Household Income		
						1-mile	3-mile	5-mile	1-mile	3-mile	5-mile
672 St. Rt. 3 North - Lube Center	Gambrills	MD		62,311	\$3,443,299	1,149	39,768	114,039	\$108,238	\$107,917	\$104,298
676 St. Rt. 3 North - Auto Repair					\$2,750,000						
680 St. Rt. 3 North - Car Wash					\$3,201,220						







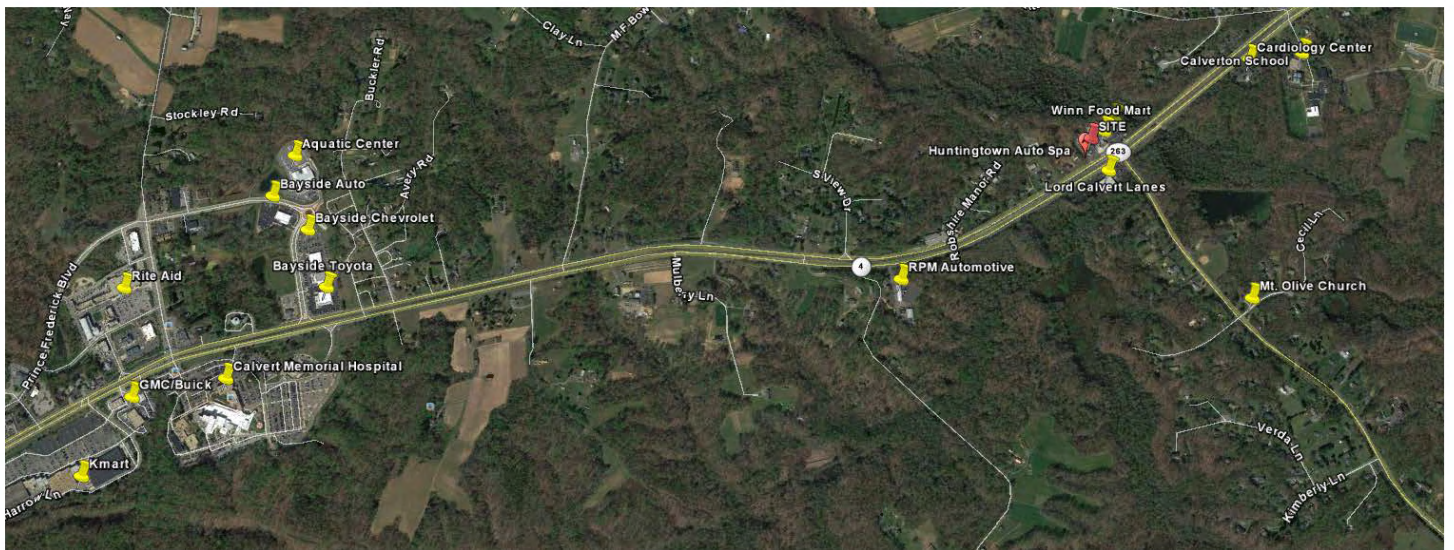
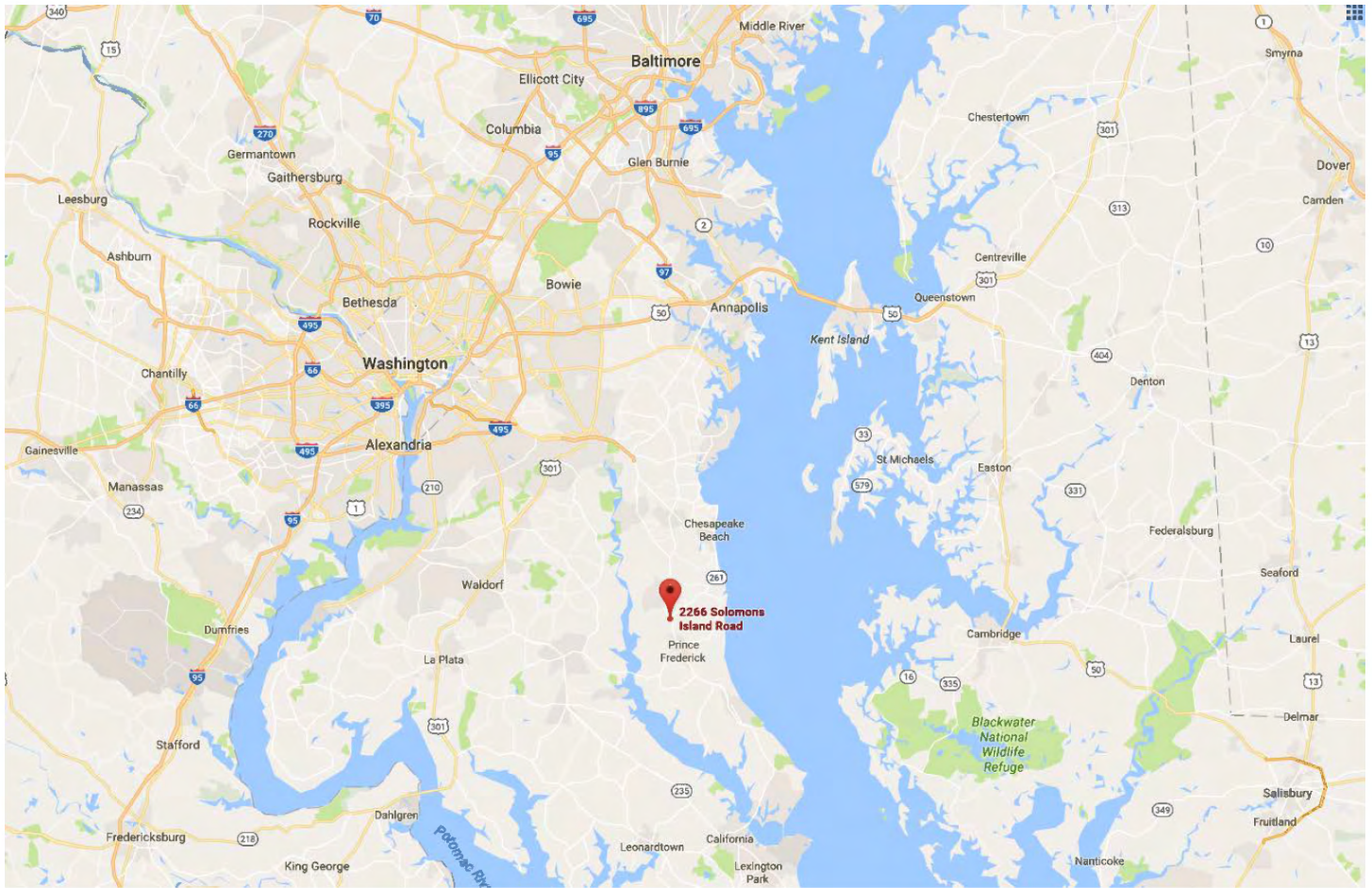




Subject Unit												
Address	City	ST	SF	VPD*	Total Investment	Population			Household Income			
						1-mile	3-mile	5-mile	1-mile	3-mile	5-mile	
2266 Solomons Island Rd.	Huntingtown	MD	5,975	37,022	\$2,250,000	1,018	10,343	23,421	\$119,932	\$105,555	\$ 99,242	





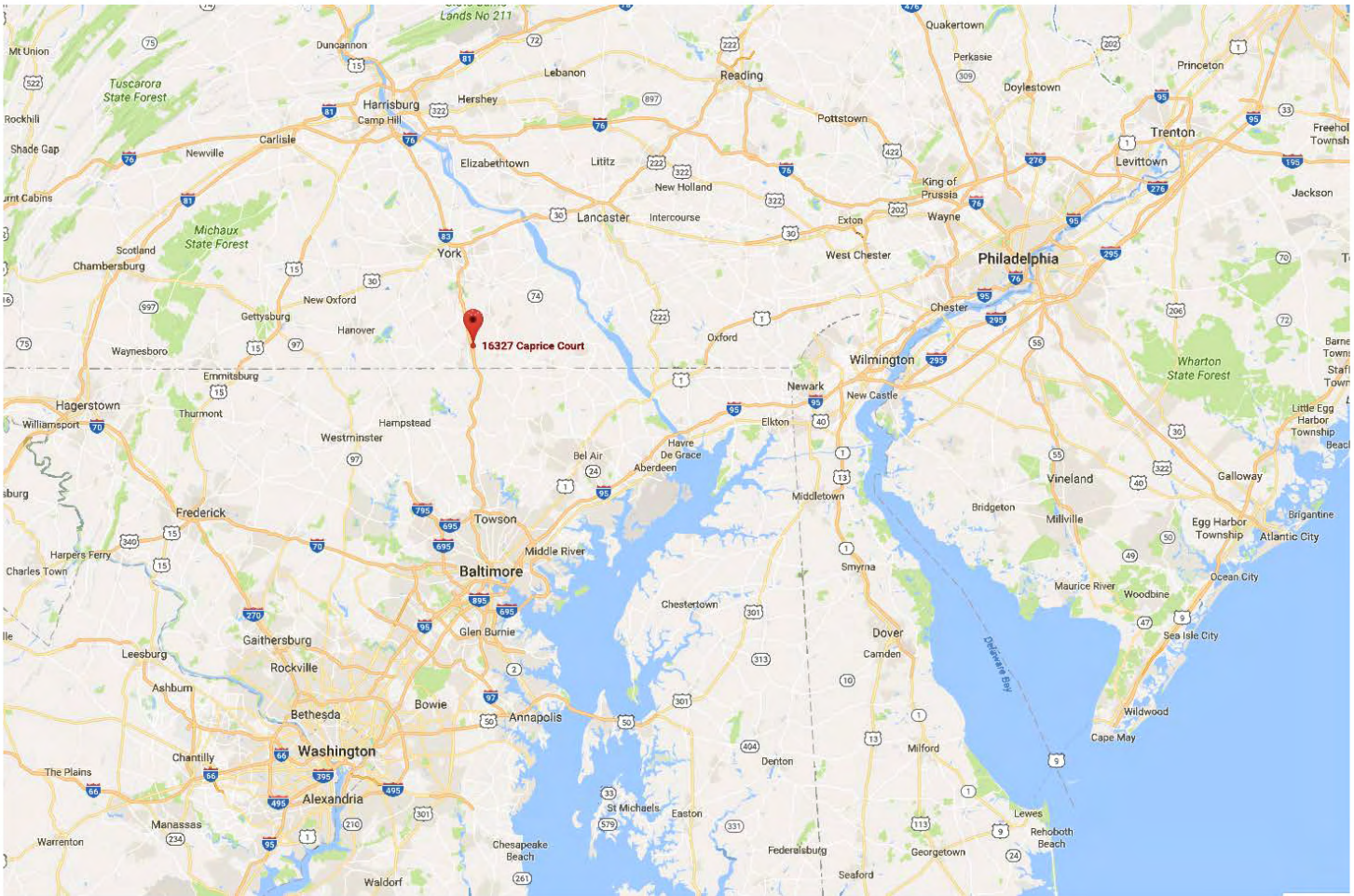




Subject Unit											
Address	City	ST	SF	VPD*	Total	Population			Household Income		
					Investment	1-mile	3-mile	5-mile	1-mile	3-mile	5-mile
16327 Caprice Ct.	New Freedom	PA	3,250	9,583	\$1,513,480	2,938	13,148	28,792	\$96,453	\$ 75,854	\$ 73,715











## Appendix B: Lube Shop Performance Comparables -

Lube Shop Performance Comps								
Address	City	ST	Sales		EBITDAR	Rent	Cov.	EBITDAR
			2014	2015				Margin
SCF RC Owned Buffalo Lube	Lackawanna	NY	\$381,100	\$420,040	\$77,171	\$58,001	1.33	18.4%
SCF RC Owned Buffalo Lube	Cheektowaga	NY	\$535,505	\$593,960	\$144,136	\$65,415	2.20	24.3%
SCF RC Owned Buffalo Lube	Amherst	NY	\$564,690	\$631,659	\$168,066	\$69,633	2.41	26.6%
SCF RC Owned Buffalo Lube	Cheektowaga	NY	\$484,713	\$509,493	\$123,271	\$66,278	1.86	24.2%
SCF RC Owned Buffalo Lube	Tonawanda	NY	\$576,286	\$534,295	\$119,188	\$64,872	1.84	22.3%
SCF RC Owned Buffalo Lube	Niagara Falls	NY	\$783,900	\$811,424	\$270,612	\$73,212	3.70	33.4%
SCF RC Owned Buffalo Lube	Williamsville	NY	\$819,689	\$900,372	\$284,853	\$73,212	3.89	31.6%
SCF RC Owned Buffalo Lube	Dunkirk	NY	\$476,849	\$479,508	\$72,335	\$98,107	0.74	15.1%
American LubeFast		GA	--	\$379,475.00	\$121,422.00	\$50,000.04	2.43	32.0%
American LubeFast		AL	--	\$405,722.00	\$130,697.00	\$93,226.32	1.40	32.2%
American LubeFast		FL	--	\$310,868.00	\$76,691.00	\$60,577.44	1.27	24.7%
American LubeFast		AL	--	\$466,245.00	\$167,635.00	\$71,591.52	2.34	36.0%
American LubeFast		AL	--	\$297,534.00	\$81,145.00	\$108,960.72	0.74	27.3%
American LubeFast		AL	--	\$581,234.00	\$198,549.00	\$105,420.48	1.88	34.2%
American LubeFast		GA	--	\$460,883.00	\$188,704.00	\$67,067.88	2.81	40.9%
American LubeFast		AL	--	\$471,732.00	\$151,384.00	\$67,657.92	2.24	32.1%
American LubeFast		AL	--	\$301,059.00	\$82,623.00	\$77,295.24	1.07	27.4%
American LubeFast		FL	--	\$856,258.00	\$323,817.00	\$106,010.52	3.05	37.8%
American LubeFast		AL	--	\$290,324.00	\$73,843.00	\$66,281.16	1.11	25.4%
American LubeFast		GA	--	\$347,684.00	\$118,912.00	\$36,975.84	3.22	34.2%
American LubeFast		FL	--	\$319,341.00	\$91,231.00	\$63,921.00	1.43	28.6%
American LubeFast		GA	--	\$381,657.00	\$135,063.00	\$70,608.12	1.91	35.4%
American LubeFast		FL	--	\$433,690.00	\$136,200.00	\$66,084.48	2.06	31.4%
American LubeFast		FL	--	\$268,429.00	\$76,990.00	\$35,992.44	2.14	28.7%
American LubeFast		FL	--	\$574,117.00	\$274,057.00	\$75,131.76	3.65	47.7%
American LubeFast		FL	--	\$660,308.00	\$219,956.00	\$58,807.32	3.74	33.3%
American LubeFast		FL	--	\$248,422.00	\$69,520.00	\$50,153.40	1.39	28.0%
American LubeFast		FL	--	\$276,171.00	\$61,319.00	\$62,937.60	0.97	22.2%
American LubeFast		FL	--	\$418,395.00	\$143,020.00	\$59,790.72	2.39	34.2%
American LubeFast		AL	--	\$195,473.00	-\$433.00	\$54,087.00	-0.01	-0.2%
American LubeFast		AL	--	\$292,765.00	\$60,864.00	\$63,330.96	0.96	20.8%
American LubeFast		AL	--	\$401,806.00	\$103,592.00	\$96,373.20	1.07	25.8%
American LubeFast		AL	--	\$601,152.00	\$589,578.00	\$48,776.64	12.09	98.1%
American LubeFast		GA	--	\$338,022.00	\$114,345.00	\$78,475.32	1.46	33.8%
American LubeFast		MS	--	\$579,320.00	\$209,601.00	\$28,911.96	7.25	36.2%
American LubeFast		FL	--	\$415,377.00	\$108,088.00	\$53,103.60	2.04	26.0%
American LubeFast		AL	--	\$504,262.00	\$187,838.00	\$51,600.00	3.64	37.3%
South Bay Lube		FL	--	\$658,723.17	\$233,535.48	\$92,748.77	2.52	35.5%
South Bay Lube		FL	--	\$701,360.83	\$213,724.37	\$78,220.99	2.73	30.5%
South Bay Lube		FL	--	\$593,709.57	\$187,547.85	\$70,491.93	2.66	31.6%
South Bay Lube		FL	--	\$454,701.67	\$130,426.05	\$95,181.99	1.37	28.7%
South Bay Lube		FL	--	\$647,534.75	\$228,275.64	\$93,035.03	2.45	35.3%
South Bay Lube		FL	--	\$560,361.55	\$171,479.84	\$67,199.92	2.55	30.6%
South Bay Lube		FL	--	\$466,743.24	\$122,499.74	\$96,684.87	1.27	26.2%
South Bay Lube		FL	--	\$502,551.77	\$140,252.09	\$122,090.59	1.15	27.9%
Express Oil		AL	--	\$1,279,250.36	\$387,930.81	\$146,300.04	2.65	30.3%
Express Oil		AL	--	\$713,860.76	\$215,356.79	\$96,800.04	2.22	30.2%
Express Oil		AL	--	\$1,598,234.43	\$502,667.48	\$138,600.00	3.63	31.5%
Express Oil		AL	--	\$1,930,680.87	\$601,449.48	\$172,700.04	3.48	31.2%
Express Oil		AL	--	\$871,264.17	\$301,622.96	\$138,600.00	2.18	34.6%
Express Oil		AL	--	\$830,177.42	\$204,453.70	\$110,000.04	1.86	24.6%
Express Oil		AL	--	\$2,405,084.15	\$657,839.77	\$161,700.00	4.07	27.4%
Express Oil		AL	--	\$1,529,121.19	\$470,956.80	\$144,099.96	3.27	30.8%
Express Oil		AL	--	\$838,195.35	\$217,963.31	\$115,500.00	1.89	26.0%
Express Oil		AL	--	\$1,324,563.99	\$405,064.89	\$128,700.00	3.15	30.6%
Express Oil		AL	--	\$1,210,571.07	\$387,430.49	\$105,600.00	3.67	32.0%
Express Oil		AL	--	\$1,542,626.92	\$513,115.57	\$160,599.96	3.19	33.3%
Express Oil		AL	--	\$1,138,409.55	\$404,107.49	\$148,785.96	2.72	35.5%
Express Oil		AL	--	\$1,053,633.67	\$358,617.54	\$105,600.00	3.40	34.0%
Express Oil		AL	--	\$1,926,052.00	\$710,119.17	\$161,700.00	4.39	36.9%
Express Oil		AL	--	\$2,215,651.08	\$636,060.34	\$140,799.96	4.52	28.7%
Express Oil		AL	--	\$1,287,312.16	\$376,096.70	\$157,212.12	2.39	29.2%
Express Oil		AL	--	\$967,071.20	\$293,928.03	\$104,499.96	2.81	30.4%
Express Oil		AL	--	\$1,854,460.04	\$607,258.39	\$130,777.56	4.64	32.7%
Express Oil		AL	--	\$1,257,141.42	\$319,263.38	\$112,200.00	2.85	25.4%
Express Oil		AL	--	\$925,903.47	\$244,352.79	\$107,799.96	2.27	26.4%
Express Oil		AL	--	\$1,040,667.48	\$289,916.61	\$75,900.00	3.82	27.9%
Express Oil		AL	--	\$981,317.77	\$287,561.06	\$104,499.96	2.75	29.3%
COMPARABLE AVERAGE				\$768,609.02	\$240,834.67	\$90,919.27	2.65	31.3%
Caprice Ct.				\$1,266,151	\$295,506	\$114,983	2.57	23.3%
Gambrills				\$2,924,941	\$855,894	\$255,000	3.36	29.3%

Exhibit C: Organizational Structure

