



“Securities”) listed on an exhibit to the Purchase Agreement. The Securities include 6,387,994 shares of common stock, which is the equivalent of 11.86% of USFR’s outstanding shares, and warrants to acquire up to 3,517,968 additional shares of USFR common stock. The issued and outstanding securities of USFR consist of 53,883,097 shares of common stock.

KTBU Acquisition is controlled indirectly by John B. Goodman (“Goodman”), through a number of intermediary entities. Goodman is a director of USFR and a 1.81% equity holder in USFR. Goodman, through HEG-JBG Management LLC, controls limited liability investment companies formed by the Harriet Elizabeth Goodman 1991 Trust (“HEG”) and John B. Goodman, Jr. 1991 Trust (“JBG”). As of the date hereof and apart from the transactions contemplated by the Purchase Agreement, HEG indirectly owns 11,354,359 shares of common stock, equal to 21% of the equity of USFR, and JBG indirectly owns 11,354,359 shares of common stock, equal to 21% of the equity of USFR. There is also a charitable foundation, of which Goodman is a founder and board member, that owns 0.89% of the equity of USFR. In addition, there are other trusts which Goodman does not control and are not attributable to Goodman, established for the benefit of a sister and a niece of Goodman, that own a total of 2.31% of the common stock of USFR.

At closing, HEG and JBG will each indirectly own up to 49% (an aggregate of up to 98% of the total equity interest) of KTBU Acquisition, which will own 11.86% of USFR’s common stock.

As noted above, as of the date hereof, the issued and outstanding securities of USFR consist of 53,883,097 shares of common. Therefore, prior to the transactions contemplated by the Purchase Agreement, Goodman owns or controls 44.8% of the common stock of USFR. If approved by the Commission, upon consummation of the transactions provided for in the Purchase Agreement, Goodman will own or control up to 56.7% of the common stock of USFR and 73.9% percent of the total assets debt plus equity.