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June 21, 2013

VIA FEDERAL EXPRESS AND EMAIL

Ms Shohreh Aram
California Department of Corporations
320 West 4th Street, Suite 750
Los Angeles, CA 90013-2344
Shorheh.Aram@corp.ca.gov

DEPARTMENT OF CORPORATIONS
RECEIVED LOS ANGELES OFFICE

JUN 24 2013

Re California Initial Registration of an Offer and Sale of Franchises of Bad Daddy's Franchise Development, LLC ("Franchisor")
Client Number 29511-1

Dear Ms Aram

This letter is written in response to your email to Sean Fogarty on June 17, 2013 with respect to the above referenced application. For your convenience I have enclosed a copy of said email. Please note the following responses to your comments to our application as listed in your email (and in such order):

- 1 Item 1 has been revised per your instructions
- 2 Please see language at the end of 24.12 of the Franchise Agreement and 18.11 of the Area Development Agreement
- 3 Please see Item 19 note (13) of the Franchise Disclosure Document
- 4 Item 4 has been revised per your instruction
- 5 Item 5 has been revised per your instruction
- 6 Item 6 has been revised per your instruction
- 7 Please see attached certification from the Franchisor with respect to the additional funds contributed to Franchisor following the close of Franchisor's 2012 fiscal year

Please see enclosed red-lined pages reflecting such revision and a clean version of the FDD itself

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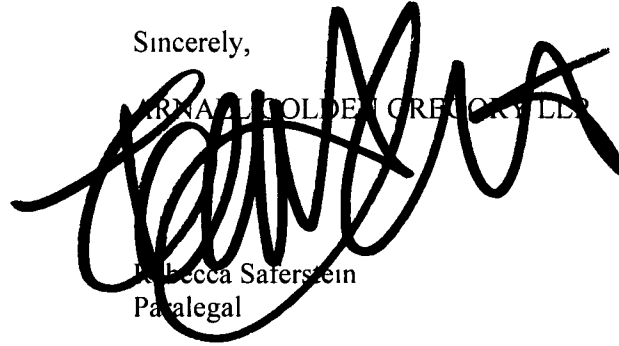
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Please do not hesitate to contact me with any questions regarding the foregoing, or if there is any additional information required in connection with the enclosed material

Sincerely,



ARNALL GOLDEN GREGORY LLP

Rebecca Saferstein
Paralegal

Enclosures

cc Sean P Fogarty, Esq

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CERTIFICATION

I certify under penalty of law that

(a) On April 9, 2013, Bad Daddy's Franchise Development, LLC, a North Carolina limited liability company (the "Company"), entered into a series of transactions with Good Times Restaurants, Inc pursuant to which an aggregate amount of \$500,000 in cash was contributed to the Company (the "Capital Contributions").

(b) Attached as Exhibit A are (i) the bank statement of the business account in which the Capital Contributions were made and (ii) copies of the wire transfers evidencing such amounts, which Exhibit A the recipient of this Certification is hereby instructed to keep confidential

(c) the checking account in which the Capital Contributions were infused is the business account used by the Company to meet its pre-opening obligations and the Company will maintain at least a balance of \$100,000 in such account for the duration of the registration period

I further certify that I am duly authorized to make this certification on behalf of the Company and that I do so upon my personal knowledge

Signed at Golden, Colorado, on June 19, 2013

Franchisor

Bad Daddy's Franchise Development, LLC

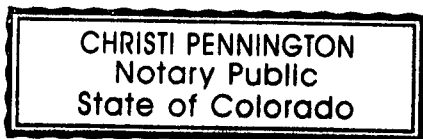
By: Boyd Hoback
Boyd Hoback, Chief Executive Officer

(Seal)

STATE OF Colorado)
COUNTY OF Jefferson) ss

Personally appeared before me this 19 day of June, 2013, the above-named Boyd Hoback, to me known to be the person who executed the foregoing application (as Chief Executive Officer of Bad Daddy's Franchise Development, LLC) and, being administered an oath and duly sworn, swore upon oath that said application, and all exhibits submitted herewith, are true and correct.

IN WITNESS WHEREOF I have hereunto set my hand and official seal



My Commission Expires October 02, 2014

(NOTARIAL SEAL)

Christi Pennington
(Notary Public)

My commission expires 10/2/14

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