GOOD TIMES RESTAURANTS INC Form SC 13D/A January 14, 2015

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 2)

Good Times Restaurants, Inc. (Name of Issuer)

Common Stock, par value \$.001 per share (Title of Class of Securities)

382140879 (CUSIP Number)

REST Redux LLC 8140 Walnut Hill Ln, Suite 400 Dallas, TX 75231 (214) 420-5912 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 29, 2014

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF	NAME OF REPORTING PERSONS		
	REST Red	lux LLC		
2	CHECK T GROUP	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) 2 (b) 6		
3	SEC USE	ONLY		
4	SOURCE WC	OF FUNDS		
5	CHECK B		CLOSURE OF LEGAL PROCEEDINGS UANT TO ITEM 2(d) OR 2(e)	o
6			ACE OF ORGANIZATION	
	Texas			
NUMBER OF	10.1005	7	SOLE VOTING POWER	
SHARES				
BENEFICIALLY	<i>I</i>	0	800,000	
OWNED BY		8	SHARED VOTING POWER	
EACH REPORTING			-0-	
PERSON WITH	ſ	9	SOLE DISPOSITIVE POWER	
TERSON WITH	L	,	SOLL DISTOSITIVE TOWER	
			800,000	
		10	SHARED DISPOSITIVE POWER	
			-0-	
11		ATE AMOU PORTING 1	UNT BENEFICIALLY OWNED BY	
	EACH KE	PORTING	PERSON	
	800,000			
12			AGGREGATE AMOUNT IN ROW (11)	
			IN SHARES*	O
13	PERCENT	OF CLASS	S REPRESENTED BY AMOUNT IN	
	ROW (11)			
	0 FM +			
14	8.5%*	DEDODTIN	IG PERSON	
14	TIFEOF	KEF OK HIN	IO I ENSON	
	OO			

^{*}This calculation is based on 9,443,080 shares of Common Stock of the Issuer outstanding as of December 11, 2014, as reported in the Issuer's Annual Report on Form 10-K filed on December 29, 2014.

1	NAME OF REPORTING PERSONS				
	REIT Redux	LP			
2	CHECK THE A	APPROF	PRIATE BOX IF A MEMBER OF A	(a) x (b) o	
3	SEC USE ONL	SEC USE ONLY			
4	SOURCE OF F	FUNDS			
5	CHECK BOX		LOSURE OF LEGAL PROCEEDINGS JANT TO ITEM 2(d) OR 2(e)	o	
6	-		ACE OF ORGANIZATION		
	Delaware				
NUMBER OF SHARES	7	;	SOLE VOTING POWER		
BENEFICIALLY	7	;	800,000		
OWNED BY	8		SHARED VOTING POWER		
EACH					
REPORTING			-0-		
PERSON WITH	9	;	SOLE DISPOSITIVE POWER		
	10		800,000 SHARED DISPOSITIVE POWER		
11	AGGREGATE EACH REPOR	AMOU	-0- NT BENEFICIALLY OWNED BY ERSON		
12	800,000 CHECK BOX 1	IF THE .	AGGREGATE AMOUNT IN ROW (11)	0	
	EXCLUDES C			O	
13	PERCENT OF ROW (11)	CLASS	REPRESENTED BY AMOUNT IN		

14

8.5%*

PN

TYPE OF REPORTING PERSON

^{*}This calculation is based on 9,443,080 shares of Common Stock of the Issuer outstanding as of December 11, 2014, as reported in the Issuer's Annual Report on Form 10-K filed on December 29, 2014.

1	NAME OF REPORTING PERSONS			
	REIT Redux GI	REIT Redux GP, LLC		
2	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x (b) o		
3	SEC USE ONL	Υ		
4	SOURCE OF F	UNDS		
5	CHECK BOX I		LOSURE OF LEGAL PROCEEDINGS JANT TO ITEM 2(d) OR 2(e)	o
6	-		ACE OF ORGANIZATION	
	Delaware			
NUMBER OF	7		SOLE VOTING POWER	
SHARES				
BENEFICIALLY			800,000	
OWNED BY	8		SHARED VOTING POWER	
EACH				
REPORTING			-0-	
PERSON WITH	9	,	SOLE DISPOSITIVE POWER	
			900 000	
	10		800,000	
	10	,	SHARED DISPOSITIVE POWER	
			-0-	
11	AGGREGATE EACH REPOR	AMOU	NT BENEFICIALLY OWNED BY	
	800,000			
12	CHECK BOX I EXCLUDES CI		AGGREGATE AMOUNT IN ROW (11) N SHARES*	o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	8.5%*			
14	TYPE OF REPO	ORTIN	G PERSON	
	00			

^{*}This calculation is based on 9,443,080 shares of Common Stock of the Issuer outstanding as of December 11, 2014, as reported in the Issuer's Annual Report on Form 10-K filed on December 29, 2014.

1 NAME OF REPORTING PERSONS

Robert J. Stetson

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A	(a) x
	GROUP	(b) o

- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS

AF, PF

- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		880,000	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		-0-	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		880,000	
	10	SHARED DISPOSITIVE POWER	
		-0-	

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

880,000

- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) excludes certain shares\*
- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.3%\*

14 TYPE OF REPORTING PERSON

<sup>\*</sup>This calculation is based on 9,443,080 shares of Common Stock of the Issuer outstanding as of December 11, 2014, as reported in the Issuer's Annual Report on Form 10-K filed on December 29, 2014.

| 1                                          | NAME OF REPORTING PERSONS                                                             |                                                                |   |
|--------------------------------------------|---------------------------------------------------------------------------------------|----------------------------------------------------------------|---|
|                                            | B.T. Interest, Ltd                                                                    | l.                                                             |   |
| 2                                          | CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) GROUP (b)                              |                                                                |   |
| 3                                          | SEC USE ONLY                                                                          |                                                                |   |
| 4                                          | SOURCE OF FUN                                                                         | DS                                                             |   |
| 5                                          | CHECK BOX IF D                                                                        | VISCLOSURE OF LEGAL PROCEEDINGS<br>RSUANT TO ITEM 2(d) OR 2(e) | o |
| 6                                          | •                                                                                     | PLACE OF ORGANIZATION                                          |   |
| NUMBER OF                                  | Texas 7                                                                               | SOLE VOTING POWER                                              |   |
| SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH | 8                                                                                     | 30,000<br>SHARED VOTING POWER                                  |   |
| REPORTING<br>PERSON WITH                   | 9                                                                                     | -0-<br>SOLE DISPOSITIVE POWER                                  |   |
|                                            | 10                                                                                    | 30,000<br>SHARED DISPOSITIVE POWER                             |   |
| 11                                         | AGGREGATE AM<br>EACH REPORTIN                                                         | -0-<br>IOUNT BENEFICIALLY OWNED BY<br>IG PERSON                |   |
| 12                                         | 30,000<br>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o<br>EXCLUDES CERTAIN SHARES* |                                                                |   |
| 13                                         | PERCENT OF CLAROW (11)                                                                | ASS REPRESENTED BY AMOUNT IN                                   |   |
|                                            | Less than 1%*                                                                         |                                                                |   |

TYPE OF REPORTING PERSON

14

PN

<sup>\*</sup>This calculation is based on 9,443,080 shares of Common Stock of the Issuer outstanding as of December 11, 2014, as reported in the Issuer's Annual Report on Form 10-K filed on December 29, 2014.

## 1 NAME OF REPORTING PERSONS

Lonnie B. Whatley, III

| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A | (a) x |
|---|--------------------------------------------|-------|
|   | GROUP                                      | (b) o |

- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS AF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

## United States of America

| NUMBER OF    | 7               | SOLE VOTING POWER            |
|--------------|-----------------|------------------------------|
| SHARES       |                 |                              |
| BENEFICIALLY |                 | 30,000                       |
| OWNED BY     | 8               | SHARED VOTING POWER          |
| EACH         |                 |                              |
| REPORTING    |                 | -0-                          |
| PERSON WITH  | 9               | SOLE DISPOSITIVE POWER       |
|              |                 | 30,000                       |
|              | 10              | SHARED DISPOSITIVE POWER     |
|              | 10              | SHARED DISPOSITIVE FOWER     |
|              |                 | -0-                          |
| 11           | AGGREGATE AMOU  | UNT BENEFICIALLY OWNED BY    |
|              | EACH REPORTING  |                              |
|              |                 |                              |
|              | 30,000          |                              |
| 12           | *               | AGGREGATE AMOUNT IN ROW (11) |
|              | EXCLUDES CERTAI | ` ' 0                        |
| 13           |                 | S REPRESENTED BY AMOUNT IN   |
|              |                 |                              |

Less than 1%\*

ROW (11)

14 TYPE OF REPORTING PERSON

<sup>\*</sup>This calculation is based on 9,443,080 shares of Common Stock of the Issuer outstanding as of December 11, 2014, as reported in the Issuer's Annual Report on Form 10-K filed on December 29, 2014.

#### 1 NAME OF REPORTING PERSONS David Martin West Asset Trust 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x **GROUP** (b) o 3 SEC USE ONLY 4 SOURCE OF FUNDS WC 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Texas NUMBER OF 7 SOLE VOTING POWER **SHARES BENEFICIALLY** 22,000 SHARED VOTING POWER **OWNED BY** 8 **EACH** REPORTING -0-PERSON WITH 9 SOLE DISPOSITIVE POWER 22,000 10 SHARED DISPOSITIVE POWER -()-11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY **EACH REPORTING PERSON** 22,000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 12 **EXCLUDES CERTAIN SHARES\*** 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%\* 14 TYPE OF REPORTING PERSON

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<sup>\*</sup>This calculation is based on 9,443,080 shares of Common Stock of the Issuer outstanding as of December 11, 2014, as reported in the Issuer's Annual Report on Form 10-K filed on December 29, 2014.

| 1                        | NAME OF REPORTING PERSONS           |                                                           |                |  |
|--------------------------|-------------------------------------|-----------------------------------------------------------|----------------|--|
|                          | David West                          |                                                           |                |  |
| 2                        | CHECK THE APPRO<br>GROUP            | PRIATE BOX IF A MEMBER OF A                               | (a) x<br>(b) o |  |
| 3                        | SEC USE ONLY                        |                                                           |                |  |
| 4                        | SOURCE OF FUNDS                     |                                                           |                |  |
| 5                        | CHECK BOX IF DISC                   | CLOSURE OF LEGAL PROCEEDINGS<br>UANT TO ITEM 2(d) OR 2(e) | o              |  |
| 6                        |                                     | ACE OF ORGANIZATION                                       |                |  |
|                          | United States of Amer               | ica                                                       |                |  |
| NUMBER OF                | 7                                   | SOLE VOTING POWER                                         |                |  |
| SHARES                   | ,                                   | 22.000                                                    |                |  |
| BENEFICIALLY<br>OWNED BY | 8                                   | 22,000<br>SHARED VOTING POWER                             |                |  |
| EACH                     | O                                   | SIT WED VOIN OF OWER                                      |                |  |
| REPORTING                |                                     | -0-                                                       |                |  |
| PERSON WITH              | 9                                   | SOLE DISPOSITIVE POWER                                    |                |  |
|                          |                                     | 22,000                                                    |                |  |
|                          | 10                                  | SHARED DISPOSITIVE POWER                                  |                |  |
|                          |                                     |                                                           |                |  |
| 11                       | ACCRECATE AMOU                      | -0-                                                       |                |  |
| 11                       | EACH REPORTING                      | JNT BENEFICIALLY OWNED BY                                 |                |  |
|                          | L'ICH KLI OKTINO                    | LKOON                                                     |                |  |
|                          | 22,000                              |                                                           |                |  |
| 12                       |                                     | AGGREGATE AMOUNT IN ROW (11)                              | o              |  |
| 13                       | EXCLUDES CERTAI<br>PERCENT OF CLASS | N SHAKES*<br>S REPRESENTED BY AMOUNT IN                   |                |  |
|                          | ROW (11)                            |                                                           |                |  |
|                          | I 41 107 4                          |                                                           |                |  |
|                          | Less than 1%*                       |                                                           |                |  |

TYPE OF REPORTING PERSON

\*This calculation is based on 9,443,080 shares of Common Stock of the Issuer outstanding as of December 11, 2014, as reported in the Issuer's Annual Report on Form 10-K filed on December 29, 2014.

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14

| 1                | NAME O           | F REPORTI                                              | NG PERSONS                                                |   |  |
|------------------|------------------|--------------------------------------------------------|-----------------------------------------------------------|---|--|
|                  | The Kro          | The Kropp 2010 Family Trust                            |                                                           |   |  |
| 2                | CHECK T<br>GROUP | CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) 2 (b) 6 |                                                           |   |  |
| 3                | SEC USE          | ONLY                                                   |                                                           |   |  |
| 4                | SOURCE<br>WC     | OF FUNDS                                               |                                                           |   |  |
| 5                | CHECK E          |                                                        | CLOSURE OF LEGAL PROCEEDINGS<br>UANT TO ITEM 2(d) OR 2(e) | o |  |
| 6                | _                |                                                        | ACE OF ORGANIZATION                                       |   |  |
|                  | Texas            |                                                        |                                                           |   |  |
| NUMBER OF        |                  | 7                                                      | SOLE VOTING POWER                                         |   |  |
| SHARES           | _                |                                                        | 4.000                                                     |   |  |
| BENEFICIALLY     | (                | 0                                                      | 12,000                                                    |   |  |
| OWNED BY<br>EACH |                  | 8                                                      | SHARED VOTING POWER                                       |   |  |
| REPORTING        |                  |                                                        | -0-                                                       |   |  |
| PERSON WITH      | ſ                | 9                                                      | SOLE DISPOSITIVE POWER                                    |   |  |
| TERSOIT WITH     | L                |                                                        | SOLL DISTOSTITVE TO WER                                   |   |  |
|                  |                  |                                                        | 12,000                                                    |   |  |
|                  |                  | 10                                                     | SHARED DISPOSITIVE POWER                                  |   |  |
|                  |                  |                                                        | 0                                                         |   |  |
| 11               | ACCDEC           | ATE AMOI                                               | -0-<br>JNT BENEFICIALLY OWNED BY                          |   |  |
| 11               |                  | EPORTING                                               |                                                           |   |  |
|                  | Li territe       | a ortinio                                              | LICON                                                     |   |  |
|                  | 12,000           |                                                        |                                                           |   |  |
| 12               |                  |                                                        | AGGREGATE AMOUNT IN ROW (11)                              | 0 |  |
|                  | LITCLOD          | ES CERTIFI                                             | N SHARES*                                                 | O |  |
| 13               |                  |                                                        | S REPRESENTED BY AMOUNT IN                                |   |  |
|                  | ROW (11)         | )                                                      |                                                           |   |  |
|                  | Less than        | 1%*                                                    |                                                           |   |  |
| 14               |                  |                                                        | IG PERSON                                                 |   |  |
|                  |                  |                                                        |                                                           |   |  |

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<sup>\*</sup>This calculation is based on 9,443,080 shares of Common Stock of the Issuer outstanding as of December 11, 2014, as reported in the Issuer's Annual Report on Form 10-K filed on December 29, 2014.

#### 1 NAME OF REPORTING PERSONS

James H. Kropp

| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A | (a) x |
|---|--------------------------------------------|-------|
|   | GROUP                                      | (b) o |

- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS AF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

#### United States of America

| NUMBER OF              | 7  | SOLE VOTING POWER        |  |
|------------------------|----|--------------------------|--|
| SHARES<br>BENEFICIALLY |    | 12,000                   |  |
| OWNED BY               | 8  | SHARED VOTING POWER      |  |
| EACH                   |    |                          |  |
| REPORTING              |    | -0-                      |  |
| PERSON WITH            | 9  | SOLE DISPOSITIVE POWER   |  |
|                        |    |                          |  |
|                        |    | 12,000                   |  |
|                        | 10 | SHARED DISPOSITIVE POWER |  |

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,000

- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o
  EXCLUDES CERTAIN SHARES\*
- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%\*

14 TYPE OF REPORTING PERSON

<sup>\*</sup>This calculation is based on 9,443,080 shares of Common Stock of the Issuer outstanding as of December 11, 2014, as reported in the Issuer's Annual Report on Form 10-K filed on December 29, 2014.

The following constitutes Amendment No. 2 ("Amendment No.2") to the Schedule 13D (the "Schedule 13D") filed by the undersigned relating to the shares of common stock, par value \$.001 per share (the "Common Stock"), of Good Times Restaurants Inc. (the "Issuer"), a Nevada corporation. The principal executive office of the Issuer is located at 601 Corporate Circle, Golden, Colorado 80401. This Amendment No. 2 amends the Schedule 13D as specifically set forth.

Item 2. Identity and Background.

Item 2(b) is updated as follows:

The address of the principal business and principal office of Rest Redux LLC ("Redux"), REIT Redux, LP, REIT Redux GP, LLC, the Kropp Trust, and James H. Kropp is 8140 Walnut Hill Ln, Suite 400, Dallas, TX 75231.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended in its entirety as follows:

Purchases of 800,000 shares Common Stock by Redux were made in a privately negotiated transactions. The total amount of funds used for the purchase of Common Stock held by Redux was \$2,755,000.00. All such shares of Common were paid for using working capital of Redux. Neither REIT Redux LP nor REIT Redux GP, LLC own shares of Common Stock directly but each of which may be deemed to beneficially own the shares held directly by Redux,

All shares of Common Stock held directly by Robert Stetson, the West Trust, B.T. Interest and the Kropp Trust were acquired through either the purchase of Common Stock from the Issuer in a 2013 capital raise by the Issuer or through the exercise of warrants acquired as warrant coverage in connection therewith. The total amount of funds used by the foregoing Reporting Persons for the purchase of Common Stock held by each was as follows: \$208,000 (Stetson), \$60,000 (West Trust), \$80,000 (B.T. Interest) and \$32,000 (Kropp Trust). All such shares of Common Stock were paid for using the working capital or personal or family investment capital of such Reporting Persons. Robert Stetson may also be deemed to beneficially own the shares of Common Stock held directly by Redux. None of David West, Lonnie Whatley III nor James H. Kropp (who may be deemed to beneficially own the shares held by the West Trust, B.T. Interest and the Kropp Trust, respectively) holds shares of Common Stock directly.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended in its entirety as follows:

(a) The aggregate percentage of shares of Common Stock reported to be owned by the Reporting Persons is based on 9,443,080 shares of Common Stock of the Issuer outstanding as of December 11, 2014, as reported in the Issuer's Annual Report on Form 10-K filed on December 29, 2014.

As of the filing date of this Amendment No.2, Redux beneficially owned 800,000 shares of Common Stock, representing 8.5% of the issued and outstanding Common Stock of the Issuer. Each of REIT Redux LP, REIT Redux GP, LLC and Robert Stetson may also be deemed to beneficially own the shares owned directly by Redux.

As of the filing date of this Amendment No.2, Mr. Stetson also beneficially owned 80,000 shares of Common Stock. In total, Mr. Stetson may be deemed to beneficially own 880,000 shares of Common Stock, or 9.3% of the issued and outstanding Common Stock of the Issuer.

As of the filing date of this Amendment No.2, the West Trust beneficially owned 22,000 shares of Common Stock, or less than 1% of the issued and outstanding Common Stock of the Issuer. David West may also be deemed to beneficially own the shares of Common Stock owned directly by the West Trust.

As of the filing date of Amendment No.2, B.T. Interest beneficially owned 30,000 shares of Common Stock, or less than 1% of the issued and outstanding Common Stock of the Issuer. Lonnie Whatley III may also be deemed to beneficially own the shares of Common Stock owned directly by B.T. Interest.

As of the filing date of this Amendment No.2, the Kropp Trust beneficially owned 12,000 shares of Common Stock, or together less than 1% of the issued and outstanding Common Stock of the Issuer. James H. Kropp may also be deemed to beneficially own the shares of Common Stock owned directly by the Kropp Trust.

- (b) By virtue of his position as President of REIT Redux GP, LLC, Robert Stetson may be deemed to have the sole power to vote or direct the vote and dispose of the shares of Common Stock beneficially owned by Redux, as reported in Item 5(a), as well as the shares of Common Stock held directly by Mr. Stetson. By virtue of their respective roles with the Reporting Persons, David West, Lonnie Whatley III and James H. Kropp may be deemed to have the sole power to vote or direct the vote and dispose of the shares of Common Stock beneficially owned by the West Trust, B.T. Interest and the Kropp Trust, respectively, as reported in Item 5(a).
- (c) The West Trust effected the following sale transactions in the Common Stock during the past 60 days: (a) 5,000 shares on November 20, 2014 (600 at \$6.01 and 4400 at \$6.00 per share) and (b) 3,000 shares on December 2, 2014 at \$6.02 per share. The sales were made in the market. Except for the foregoing, no other transactions were effected by the Reporting Persons in the Common Stock during the past 60 days.
- (d) No other person is known to the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock covered by this Amendment No. 2.

| (e) | Inapplicable. |
|-----|---------------|
| (-) |               |

## **SIGNATURES**

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

| Dated: January 14, 2015                                        |                                                         |
|----------------------------------------------------------------|---------------------------------------------------------|
| REST Redux, LLC                                                | REIT Redux, LP                                          |
| By: REIT Redux GP, LLC, Member                                 | By: REIT Redux GP, LLC, its general partner             |
| By: _/s/ Robert Stetson<br>Robert Stetson<br>President         | By: _/s/ Robert Stetson<br>Robert Stetson<br>President  |
| REIT Redux GP, LLC                                             | Robert Stetson                                          |
| By: _/s/ Robert Stetson<br>Robert Stetson<br>President         | By: _/s/ Robert Stetson<br>Robert Stetson               |
| David Martin West Asset Trust                                  | David West                                              |
| By: _/s/ David West<br>David West<br>Trustee                   | By: _/s/ David West<br>David West                       |
| B.T. Interest, Ltd.                                            | Lonnie B. Whatley III                                   |
| By: _/s/ Lonnie B. Whatley III<br>Lonnie B. Whatley<br>Manager | By: _/s/ Lonnie B. Whatley III<br>Lonnie B. Whatley III |
| The Kropp 2010 Family Trust                                    | James H. Kropp                                          |
| By: _/s/ James H. Kropp<br>James H. Kropp<br>Trustee           | By: _/s/ James H. Kropp<br>James H. Kropp               |