

DENNYS CORP
Form 10-Q
July 29, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended June 26, 2013

Commission File Number 0-18051

DENNY'S CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-3487402
(I.R.S. Employer
Identification No.)

203 East Main Street
Spartanburg, South Carolina 29319-0001
(Address of principal executive offices)
(Zip Code)

(864) 597-8000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes R No £

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes R No £

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	£	Accelerated filer	R	Non-accelerated filer	£	Smaller reporting company	£
				(Do not check if a smaller reporting company)			

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of July 25, 2013, 90,426,976 shares of the registrant's common stock, par value \$.01 per share, were outstanding.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Denny's Corporation and Subsidiaries
Condensed Consolidated Balance Sheets
(Unaudited)

	June 26, 2013	December 26, 2012
	(In thousands)	
Assets		
Current assets:		
Cash and cash equivalents	\$2,011	\$13,565
Receivables	16,389	19,947
Inventories	2,839	2,890
Assets held for sale	1,496	—
Current deferred tax asset	20,240	19,807
Prepaid and other current assets	4,683	8,401
Total current assets	47,658	64,610
Property, net of accumulated depreciation of \$252,144 and \$250,173 respectively	104,277	107,004
Goodwill	31,451	31,430
Intangible assets, net	48,471	48,920
Deferred financing costs, net	2,333	2,041
Noncurrent deferred tax asset	38,620	45,776
Other noncurrent assets	28,588	25,104
Total assets	\$301,398	\$324,885
Liabilities		
Current liabilities:		
Current maturities of long-term debt	\$3,000	\$8,500
Current maturities of capital lease obligations	4,221	4,181
Accounts payable	18,484	24,461
Other current liabilities	48,055	54,682
Total current liabilities	73,760	91,824
Long-term liabilities:		
Long-term debt, less current maturities	153,750	161,500
Capital lease obligations, less current maturities	15,664	15,953
Liability for insurance claims, less current portion	17,079	18,045
Other noncurrent liabilities and deferred credits	38,685	42,023
Total long-term liabilities	225,178	237,521
Total liabilities	298,938	329,345
Commitments and contingencies		
Shareholders' equity		
Common stock \$0.01 par value; authorized - 135,000; June 26, 2013: 104,479 shares issued and 90,937 shares outstanding; December 26, 2012: 103,764 shares issued and 92,229 shares outstanding	\$1,045	\$1,038

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Paid-in capital	564,777	562,657	
Deficit	(482,239) (495,518)
Accumulated other comprehensive loss, net of tax	(22,150) (24,999)
Shareholders' equity before treasury stock	61,433	43,178	
Treasury stock, at cost, 13,542 and 11,535 shares, respectively	(58,973	) (47,638)
Total shareholders' equity (deficit)	2,460	(4,460)
Total liabilities and shareholders' equity	\$301,398	\$324,885	
See accompanying notes			

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Denny's Corporation and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income
(Unaudited)

	Quarter Ended		Two Quarters Ended	
	June 26, 2013	June 27, 2012	June 26, 2013	June 27, 2012
	(In thousands, except per share amounts)			
Revenue:				
Company restaurant sales	\$82,841	\$91,239	\$163,871	\$185,402
Franchise and license revenue	33,730	33,492	67,190	66,067
Total operating revenue	116,571	124,731	231,061	251,469
Costs of company restaurant sales:				
Product costs	21,402	22,702	42,548	46,235
Payroll and benefits	33,220	36,617	64,766	74,370
Occupancy	5,513	6,222	10,741	11,996
Other operating expenses	11,316	12,202	22,516	25,097
Total costs of company restaurant sales	71,451	77,743	140,571	157,698
Costs of franchise and license revenue	11,585	11,386	22,987	22,698
General and administrative expenses	14,085	14,785	29,244	30,448
Depreciation and amortization	5,352	5,827	10,576	11,887
Operating (gains), losses and other charges, net	1,484	(4,009)	) 1,618	(4,174)
Total operating costs and expenses, net	103,957	105,732	204,996	218,557
Operating income	12,614	18,999	26,065	32,912
Interest expense, net	2,548	2,993	5,348	7,449
Other nonoperating expense, net	1,331	8,198	1,332	7,903
Net income before income taxes	8,735	7,808	19,385	17,560
Provision for income taxes	2,537	3,207	6,106	7,094
Net income	\$6,198	\$4,601	\$13,279	\$10,466
Basic net income per share	\$0.07	\$0.05	\$0.14	\$0.11
Diluted net income per share	\$0.07	\$0.05	\$0.14	\$0.11
Basic weighted average shares outstanding	91,659	95,637	92,004	95,856
Diluted weighted average shares outstanding	93,665	97,408	94,081	97,651
Comprehensive income	\$8,793	\$4,869	\$16,128	\$11,002

See accompanying notes

Denny's Corporation and Subsidiaries
Condensed Consolidated Statement of Shareholders' Equity
(Unaudited)

	Common Stock		Treasury Stock		Paid-in		Accumulated	Total
	Shares	Amount	Shares	Amount	Capital	(Deficit)	Other Comprehensive Loss, Net	Shareholders' Equity / (Deficit)
	(In thousands)							
Balance, December 26, 2012	103,764	\$ 1,038	(11,535)	\$(47,638)	\$562,657	\$(495,518)	\$ (24,999)	\$ (4,460)
Net income	—	—	—	—	—	13,279	—	13,279
Recognition of unrealized gain on hedged transactions, net of tax expense of 1,522	—	—	—	—	—	—	2,348	2,348
Minimum pension liability adjustment, net of tax expense of \$325	—	—	—	—	—	—	501	501
Share-based compensation on equity classified awards	—	—	—	—	1,074	—	—	1,074
Purchase of treasury stock	—	—	(2,007)	(11,335)	—	—	—	(11,335)
Issuance of common stock for share-based compensation	300	3	—	—	(3)	—	—	—
Exercise of common stock options	415	4	—	—	1,221	—	—	1,225
Tax expense from stock options exercised	—	—	—	—	(172)	—	—	(172)
Balance, June 26, 2013	104,479	\$ 1,045	(13,542)	\$(58,973)	\$564,777	\$(482,239)	\$ (22,150)	\$ 2,460

See accompanying notes

Denny's Corporation and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Two Quarters Ended	
	June 26, 2013	June 27, 2012
	(In thousands)	
Cash flows from operating activities:		
Net income	\$ 13,279	\$ 10,466
Adjustments to reconcile net income to cash flows provided by operating activities:		
Depreciation and amortization	10,576	11,887
Operating (gains), losses and other charges, net	1,618	(4,174)
Amortization of deferred financing costs	256	503
Amortization of debt discount	—	137
Loss on early extinguishment of debt	1,687	8,152
(Gain) loss on change in the fair value of interest rate caps	(36)	) 41
Deferred income tax expense	4,876	6,349
Share-based compensation	2,381	1,666
Changes in assets and liabilities:		
Decrease (increase) in assets:		
Receivables	1,986	791
Inventories	52	471
Other current assets	3,718	5,697
Other assets	(1,105)	) (2,046)
Increase (decrease) in liabilities:		
Accounts payable	(2,734)	) (5,781)
Accrued salaries and vacations	(4,783)	) (361)
Accrued taxes	360	(135)
Other accrued liabilities	(3,930)	) (4,917)
Other noncurrent liabilities and deferred credits	(3,879)	) (2,518)
Net cash flows provided by operating activities	24,322	26,228
Cash flows from investing activities:		
Purchase of property	(7,745)	) (4,279)
Acquisition of restaurant	(799)) —
Proceeds from disposition of property	22	12,929
Collections on notes receivable	2,407	1,490
Issuance of notes receivable	(757)	) (1,124)
Net cash flows (used in) provided by investing activities	(6,872)	) 9,016
Cash flows from financing activities:		
Net revolver borrowings under new credit agreement	97,500	—
Term loan borrowings under new credit agreement	60,000	190,000
Long-term debt payments	(172,936)	) (207,407)
Proceeds from exercise of stock options	1,225	649
Tax withholding on share-based payments	(464)	) (145)
Tax (expense) benefit of stock options exercised	(172)	) 58
Debt transaction costs	(366)	) (1,095)
Deferred financing costs	(1,314)) (1,809)
Purchase of treasury stock	(10,751)) (5,470)
Net bank overdrafts	(1,726)) (2,768)

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Net cash flows used in financing activities	(29,004)	(27,987)
(Decrease) increase in cash and cash equivalents	(11,554)	7,257)
Cash and cash equivalents at beginning of period	13,565		13,740	
Cash and cash equivalents at end of period	\$2,011		\$20,997	

See accompanying notes

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Denny's Corporation and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 1. Introduction and Basis of Presentation

Denny's Corporation, or Denny's, is one of America's largest full-service restaurant chains based on number of restaurants. The following table shows the unit activity for the quarter and two quarters ended June 26, 2013 and June 27, 2012, respectively:

	Quarter Ended		Two Quarters Ended		
	June 26, 2013	June 27, 2012	June 26, 2013	June 27, 2012	
Company restaurants, beginning of period	164	197	164	206	
Units opened	—	—	—	—	
Units acquired from franchisees	1	—	1	—	
Units sold to franchisees	—	(17) —	(23)
Units closed	—	(3) —	(6)
End of period	165	177	165	177	
Franchised and licensed restaurants, beginning of period	1,525	1,483	1,524	1,479	
Units opened	11	9	18	15	
Units purchased from Company	—	17	—	23	
Units acquired by Company	(1	) —	(1) —	
Units closed	(10) (2) (16) (10)
End of period	1,525	1,507	1,525	1,507	
Total restaurants, end of period	1,690	1,684	1,690	1,684	

Our unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Therefore, certain information and notes normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted. In our opinion, all adjustments considered necessary for a fair presentation of the interim periods presented have been included. Such adjustments are of a normal and recurring nature. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions; however, we believe that our estimates, including those for the above-described items, are reasonable.

These interim condensed consolidated financial statements should be read in conjunction with our consolidated financial statements and notes thereto for the year ended December 26, 2012 and the related Management's Discussion and Analysis of Financial Condition and Results of Operations, both of which are contained in our Annual Report on Form 10-K for the fiscal year ended December 26, 2012. The results of operations for the interim periods presented are not necessarily indicative of the results for the entire fiscal year ending December 25, 2013.

Note 2. Summary of Significant Accounting Policies

Newly Adopted Accounting Standards

Intangibles

ASU No. 2012-02, "Intangibles—Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment"

Effective December 27, 2012, we adopted ASU 2012-02, which modifies the impairment test for indefinite-lived intangible assets. Under the new guidance, an entity is permitted to make a qualitative assessment of whether it is more likely than not that the indefinite-lived intangible asset is impaired. If it is determined through the qualitative assessment that the indefinite-lived intangible asset's fair value is more likely than not greater than its carrying value, the quantitative impairment calculations

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would not be required. The qualitative assessment is optional, allowing companies to go directly to the quantitative assessment. The adoption did not have any impact on our Condensed Consolidated Financial Statements.

Comprehensive Income

ASU 2013-02, "Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income"

Effective December 27, 2012, we adopted ASU 2013-02, which requires companies to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, companies are required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income. ASU 2013-02 is to be applied prospectively. The adoption concerns presentation and disclosure only and did not have an impact on our financial position or results of operations.

Accounting Standards to be Adopted

We reviewed significant newly issued accounting pronouncements and concluded that they are either not applicable to our business or that no material effect is expected on the financial statements as a result of future adoption.

Note 3. Receivables

Receivables were comprised of the following:

	June 26, 2013 (In thousands)	December 26, 2012
Current assets:		
Receivables:		
Trade accounts receivable from franchisees	\$9,808	\$10,212
Notes receivable from franchisees	2,738	4,310
Vendor receivables	1,147	2,529
Credit card receivables	965	1,384
Other	1,733	1,524
Allowance for doubtful accounts	(2	) (12
Total current receivables, net	\$16,389	\$19,947
Noncurrent assets (included as a component of other noncurrent assets):		
Notes receivable from franchisees	\$924	\$1,002

For the quarters and two quarters ended June 26, 2013 and June 27, 2012, we recognized interest income on notes receivable from franchisees of less than \$0.1 million. These amounts are included as a component of interest expense, net on our Condensed Consolidated Statements of Comprehensive Income.

Note 4. Assets Held for Sale

Assets held for sale of \$1.5 million as of June 26, 2013 consist of restaurants to be sold to franchisees and real estate to be sold to a third party. There were no assets held for sale as of December 26, 2012. As a result of classifying certain assets as held for sale, we recognized impairment charges of \$0.8 million for the quarter and two quarters ended June 26, 2013 and \$0.1 million for the quarter and two quarters ended June 27, 2012. This expense is included as a component of operating (gains), losses and other charges, net in our Consolidated Statements of Comprehensive

Income.

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Note 5. Goodwill and Other Intangible Assets

The following table reflects the changes in carrying amounts of goodwill:

	(In thousands)
Balance, December 26, 2012	\$31,430
Addition related to acquisition of restaurant unit	28
Write-offs and reclassifications associated with sale of restaurants	(7
Balance, June 26, 2013	\$31,451

Other intangible assets were comprised of the following:

	June 26, 2013		December 26, 2012	
	Gross Carrying Amount (In thousands)	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Intangible assets with indefinite lives:				
Trade names	\$44,050	\$—	\$44,050	\$—
Liquor licenses	126	—	156	—
Intangible assets with definite lives:				
Franchise and license agreements	33,006	28,757	37,524	32,863
Foreign license agreements	241	195	241	188
Intangible assets	\$77,423	\$28,952	\$81,971	\$33,051

Note 6. Operating (Gains), Losses and Other Charges, Net

Operating (gains), losses and other charges, net are comprised of the following:

	Quarter Ended		Two Quarters Ended	
	June 26, 2013 (In thousands)	June 27, 2012	June 26, 2013	June 27, 2012
Gains on sales of assets and other, net	\$(33	)\$ (4,908	)\$ (15	)\$ (6,863
Restructuring charges and exit costs	660	882	776	2,149
Impairment charges	857	17	857	540
Operating (gains), losses and other charges, net	\$1,484	\$(4,009	)\$ 1,618	)\$ (4,174

Restructuring Charges and Exit Costs

Restructuring charges and exit costs were comprised of the following:

	Quarter Ended		Two Quarters Ended	
	June 26, 2013 (In thousands)	June 27, 2012	June 26, 2013	June 27, 2012
Exit costs	\$181	\$327	\$237	\$906
Severance and other restructuring charges	479	555	539	1,243

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Total restructuring and exit costs	\$660	\$882	\$776	\$2,149
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The components of the change in accrued exit cost liabilities are as follows:

	(In thousands)	
Balance, December 26, 2012	\$4,061	
Exit costs (1)	237	
Payments, net of sublease receipts	(771)
Interest accretion	135	
Balance, June 26, 2013	3,662	
Less current portion included in other current liabilities	1,284	
Long-term portion included in other noncurrent liabilities	\$2,378	
(1) Included as a component of operating (gains), losses and other charges, net.		

Estimated net cash payments related to exit cost liabilities are as follows:

	(In thousands)
Remainder of 2013	\$839
2014	1,248
2015	393
2016	329
2017	331
Thereafter	1,336
Total	4,476
Less imputed interest	814
Present value of exit cost liabilities	\$3,662

As of June 26, 2013 and December 26, 2012, we had accrued severance and other restructuring charges of \$0.4 million and \$0.5 million, respectively. The balance as of June 26, 2013 is expected to be paid during the next 12 months.

Impairment charges of \$0.9 million for the quarter and two quarters ended June 26, 2013 resulted primarily from the impairment of two units identified as assets held for sale.

Note 7. Fair Value of Financial Instruments

Fair Value of Assets and Liabilities Measured on a Recurring and Nonrecurring Basis

Financial assets and liabilities measured at fair value on a recurring basis are summarized below:

	Total	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Valuation Technique
(In thousands)					
Fair value measurements as of June 26, 2013:					
Deferred compensation plan investments (1)	\$7,348	\$ 7,348	\$—	\$—	market approach
Interest rate swaps (2)	\$3,870	—	3,870	—	income approach
Interest rate caps (2)	\$89	\$ —	\$89	\$—	income approach
Total	\$11,307	\$ 7,348	\$3,959	\$—	
Fair value measurements as of December 26, 2012:					
Deferred compensation plan investments (1)	\$6,371	\$ 6,371	\$—	\$—	market approach
Interest rate caps (2)	\$8	\$ —	\$8	\$—	income approach
Total	\$6,379	\$ 6,371	\$8	\$—	

(1) The fair values of our deferred compensation plan investments are based on the closing market prices of the participants' elected investments.

(2) The fair values of our interest rate swaps and interest rate caps are based upon Level 2 inputs which include valuation models as reported by our counterparties. The key inputs for the valuation models are quoted market prices, interest rates and forward yield curves.

Those assets and liabilities measured at fair value on a nonrecurring basis are summarized below:

	Total	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Valuation Technique
(In thousands)					
Fair value measurements as of June 26, 2013:					
Assets held for sale (1)	\$ 1,496	\$ —	\$ 1,496	\$—	market approach
Total	\$ 1,496	\$ —	\$ 1,496	\$—	
Fair value measurements as of December 26, 2012:					
Assets held and used (2)	\$ 228	\$ —	\$—	\$ 228	income approach
Total	\$ 228	\$ —	\$—	\$ 228	

As of June 26, 2013, assets held for sale were written down to their fair value. Impairment charges of \$0.8 million (1) were recognized as a component of operating (gains), losses and other charges, net in our Condensed Consolidated Statements of Comprehensive Income.

As of December 26, 2012, impaired assets related to an underperforming restaurant were written down to their fair value. Impairment charges of \$0.7 million were recognized as a component of operating (gains), losses and other charges, net in our Condensed Consolidated Statements of Comprehensive Income. To determine fair value, we (2) used the income approach, which assumes that the future cash flows reflect current market expectations. These fair value measurements require significant judgment using Level 3 inputs, such as discounted cash flows from operations, which are not observable from the market, directly or indirectly.

Disclosures of Fair Value of Other Assets and Liabilities

The liabilities under our credit facility are carried at historical cost in our Condensed Consolidated Balance Sheets. As of June 26, 2013 and December 26, 2012, the estimated fair value (Level 2) of our senior secured term loan approximated its carrying value. The fair value of our long-term debt is determined based on market prices or, if market prices are not available, the present value of the underlying cash flows discounted at market rates.

Note 8. Long-Term Debt

Refinancing of Credit Facility

On April 24, 2013, Denny's Corporation and certain of its subsidiaries refinanced our credit facility (the "Old Credit Facility") and entered into a new senior secured credit agreement in an aggregate principal amount of \$250 million (the "New Credit Facility"). The New Credit Facility is comprised of a \$60 million senior secured term loan and a \$190 million senior secured revolver (with a \$30 million letter of credit sublimit). A commitment fee of 0.35% is paid on the unused portion of the revolving credit facility. Borrowings under the New Credit Facility bear a tiered interest rate based on the Company's consolidated leverage ratio and is initially set at LIBOR plus 200 basis points. The New Credit Facility includes an accordion feature that would allow us to increase the size of the facility to \$300 million. The maturity date for the New Credit Facility is April 24, 2018.

The New Credit Facility was used to refinance the Old Credit Facility and will also be available for working capital, capital expenditures and other general corporate purposes. The New Credit Facility is guaranteed by the Company and its material subsidiaries and is secured by substantially all of the assets of the Company and its subsidiaries, including the stock of the Company's subsidiaries. It includes negative covenants that are usual for facilities and transactions of this type. The New Credit Facility also includes certain financial covenants with respect to a maximum consolidated leverage ratio, a minimum consolidated fixed charge coverage ratio and maximum capital expenditures.

The term loan under the New Credit Facility requires amortization of the original term loan balance of 5% per year in the first two years, 7.5% in the subsequent two years and 10% in the fifth year with the balance due at maturity. We will be required to make certain mandatory prepayments under certain circumstances and will have the option to make certain prepayments under the New Credit Facility. The New Credit Facility includes events of default (and related remedies, including acceleration and increased interest rates following an event of default) that are usual for facilities and transactions of this type.

As a result of the debt refinancing, we recorded \$1.2 million of losses on early extinguishment of debt, consisting primarily of \$0.4 million of transaction costs and \$0.8 million from the write-off of deferred financing costs related to the Old Credit Facility. These losses are included as a component of other nonoperating expense in the condensed Consolidated Statements of Comprehensive Income.

As of June 26, 2013, we had outstanding term loan borrowings under the credit facility of \$59.3 million and outstanding letters of credit under the senior secured revolver of \$25.2 million. There were \$97.5 million of revolving loans outstanding at June 26, 2013. These balances resulted in availability of \$67.3 million under the revolving facility. The weighted-average interest rate under the term loan was 2.20% and 2.97% as of June 26, 2013 and December 26, 2012, respectively. The weighted-average interest rate on outstanding revolver loans was 2.21% as of June 26, 2013.

During the two quarters ended June 26, 2013, prior to the April 24, 2013 refinancing, we paid \$4.0 million on the term loan under the Old Credit Facility. During the quarter ended June 26, 2013, we made \$0.8 million of principal payments on the term loan under the New Credit Facility.

Aggregate annual maturities of long-term debt, excluding capital lease obligations, at June 26, 2013 are as follows:

	(In thousands)
Remainder of 2013	\$ 1,500
2014	3,000
2015	4,125
2016	4,500
2017 and thereafter	143,625
Total long-term debt, excluding capital lease obligations	\$ 156,750

Interest Rate Hedges

On April 13, 2012, we entered into interest rate hedges that cap the LIBOR rate on borrowings under the credit facility for a two year period. The 200 basis point LIBOR cap applies to \$150 million of borrowings from April 13, 2012 through April 13, 2013 and \$125 million of borrowings from April 14, 2013 through April 13, 2014.

Our existing interest rate hedges remain in effect under the New Credit Facility until April 13, 2014. In addition, on April 30, 2013, we entered into interest rate hedges that cap the LIBOR rate on borrowings under the New Credit Facility. The 200 basis point LIBOR cap applies to \$150 million of borrowings from April 14, 2014 through March 31, 2015.

Also, on April 30, 2013, we entered into interest rate swaps to hedge a portion of the cash flows of our floating rate debt from March 31, 2015 through March 29, 2018. We designated the interest rate swaps as cash flow hedges of our exposure to variability in future cash flows attributable to payments of LIBOR due on a related \$150 million notional debt obligation from March 31, 2015 through March 31, 2017 and a related \$140 million notional debt obligation from April 1, 2017 through March 29, 2018. Under the terms of the swaps, we will pay an average fixed rate of 3.12% on the notional amounts and receive payments from a counterparty based on the 30-day LIBOR rate.

We believe that our estimated cash flows from operations for 2013, combined with our capacity for additional borrowings under our credit facility, will enable us to meet our anticipated cash requirements and fund capital expenditures over the next twelve months.

Note 9. Defined Benefit Plans

The components of net periodic benefit cost were as follows:

	Quarter Ended		Two Quarters Ended	
	June 26, 2013	June 27, 2012	June 26, 2013	June 27, 2012
	(In thousands)			
Pension plan:				
Service cost	\$100	\$106	\$200	\$190
Interest cost	734	811	1,488	1,600
Expected return on plan assets	(1,120)	) (1,006	) (2,244	) (2,018
Amortization of net loss	408	453	827	881
Net periodic benefit cost	\$122	\$364	\$271	\$653
Other defined benefit plans:				
Interest cost	\$28	\$29	\$56	\$58
Amortization of net loss	18	13	36	26
Net periodic benefit cost	\$46	\$42	\$92	\$84

We made contributions of \$2.8 million and \$0.8 million to our qualified pension plan during the two quarters ended June 26, 2013 and June 27, 2012, respectively. We made contributions of \$0.1 million to our other defined benefit plans during both the two quarters ended June 26, 2013 and June 27, 2012. We expect to contribute an additional \$0.1 million to our other defined benefit plans over the remainder of fiscal 2013.

During the two quarters ended June 26, 2013, we amortized \$0.5 million of actuarial losses, net of tax, out of accumulated other comprehensive loss into net periodic benefit cost, which is reported as a component of general and administrative expenses in the Condensed Consolidated Statement of Comprehensive Income. Additional minimum pension liability of \$24.5 million and \$25.0 million is reported as a component of accumulated other comprehensive loss in the Condensed Consolidated Statement of Shareholders' Equity as of June 26, 2013 and December 26, 2012.

Note 10. Share-Based Compensation

Total share-based compensation cost included as a component of net income was as follows:

	Quarter Ended		Two Quarters Ended	
	June 26, 2013	June 27, 2012	June 26, 2013	June 27, 2012
	(In thousands)			
Stock options	\$133	\$164	\$297	\$492
Restricted stock units	811	531	1,642	974
Board deferred stock units	262	181	442	200
Total share-based compensation	\$1,206	\$876	\$2,381	\$1,666

Stock Options

As of June 26, 2013, we had approximately \$0.3 million of unrecognized compensation cost related to unvested stock option awards outstanding, which is expected to be recognized over a weighted average of 0.6 years.

Restricted Stock Units

In January 2013, we granted approximately 0.3 million performance shares and related performance-based target cash awards of \$2.1 million to certain employees. As these awards contain a market condition, a Monte Carlo valuation was used to determine the performance shares' grant date fair value of \$8.05 per share and the payout probability of the target cash awards. In addition, the awards granted to our named executive officers also contain a performance condition based on certain operating measures for the fiscal year ended December 25, 2013. The performance period is the three year fiscal period beginning December 27, 2012 and ending December 30, 2015. The performance shares and cash awards will vest and be earned (from 0% to 200% of the target award for each such increment) at the end of the performance period based on the Total Shareholder Return of our stock compared to the Total Shareholder Returns of a group of peer companies.

During the two quarters ended June 26, 2013, we made payments of \$0.9 million in cash and issued 0.3 million shares of common stock related to restricted stock unit awards.

As of June 26, 2013, we had approximately \$5.8 million of unrecognized compensation cost related to all unvested restricted stock unit awards outstanding, which is expected to be recognized over a weighted average of 1.7 years.

Board Deferred Stock Units

During the two quarters ended June 26, 2013, we granted approximately 0.1 million deferred stock units (which are equity classified) with a weighted average grant date fair value of \$5.96 per unit to non-employee members of our Board of Directors. A director may elect to convert these awards into shares of common stock either on a specific date in the future (while still serving as a member of the Board of Directors) or upon termination as a member of the Board of Directors. During the two quarters ended June 26, 2013, less than 0.1 million deferred stock units were converted into shares of common stock. As of June 26, 2013, we had approximately \$0.5 million of unrecognized compensation cost related to all unvested deferred stock unit awards outstanding, which is expected to be recognized over a weighted average of 0.8 years.

Note 11. Income Taxes

The provision for income taxes was \$6.1 million and \$7.1 million for the two quarters ended June 26, 2013 and June 27, 2012, respectively. For the 2013 period, the difference in the overall effective rate from the U.S. Statutory rate was due to state and foreign taxes, employment tax credits, and discrete tax items. The passage of the American Tax Payer Relief Act of 2012 resulted in deferred tax benefits of \$0.3 million related to work opportunity credits generated in 2012, which were allowed retroactively. In addition, state jobs tax credits of \$0.8 million were claimed during the 2013 period resulting from the prior year's hiring activity. The provision for income taxes for the 2012 period was determined using our effective rate estimated for the entire fiscal year.

Note 12. Net Income Per Share

	Quarter Ended		Two Quarters Ended	
	June 26, 2013	June 27, 2012	June 26, 2013	June 27, 2012
	(In thousands, except for per share amounts)			
Numerator:				
Net income	\$6,198	\$4,601	\$13,279	\$10,466
Denominator:				
Weighted average shares - basic	91,659	95,637	92,004	95,856
Effect of dilutive securities:				
Options	1,004	878	1,016	889
Restricted stock units and awards	1,002	893	1,061	906
Weighted average shares - diluted	93,665	97,408	94,081	