

CARROLS RESTAURANT GROUP, INC.

Form 10-Q

November 06, 2013

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

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

For the quarterly period ended September 29, 2013

OR

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

Commission File Number: 001-33174

CARROLS RESTAURANT GROUP, INC.

(Exact name of Registrant as specified in its charter)

Delaware 16-1287774  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

968 James Street 13203  
Syracuse, New York (Zip Code)  
(Address of principal executive office)

Registrant's telephone number, including area code: (315) 424-0513

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  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  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. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

(Do not check if smaller reporting company)

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 November 4, 2013, Carrols Restaurant Group, Inc. had 23,695,458 shares of its common stock, \$.01 par value, outstanding.

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FORM 10-Q  
QUARTER ENDED SEPTEMBER 29, 2013

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## PART I—FINANCIAL INFORMATION

## ITEM 1—INTERIM CONSOLIDATED FINANCIAL STATEMENTS

## CARROLS RESTAURANT GROUP, INC.

## CONSOLIDATED BALANCE SHEETS

(In thousands of dollars, except share and per share amounts)

(Unaudited)

	September 29, 2013	December 30, 2012
<b>ASSETS</b>		
Current assets:		
Cash	\$13,317	\$38,290
Trade and other receivables	4,238	6,418
Inventories	6,218	7,729
Prepaid rent	2,402	2,435
Prepaid expenses and other current assets	3,900	2,911
Refundable income taxes	4,521	43
Deferred income taxes	2,416	2,442
Total current assets	37,012	60,268
Restricted cash (Note 7)	20,000	20,000
Property and equipment, net of accumulated depreciation of \$185,456 and \$171,024, respectively	149,598	135,926
Franchise rights, net of accumulated amortization of \$77,783 and \$74,699, respectively (Note 6)	91,086	94,170
Goodwill (Note 6)	8,162	8,162
Franchise agreements, at cost less accumulated amortization of \$6,278 and \$7,188, respectively	12,869	12,993
Favorable leases, net of accumulated amortization of \$418 and \$183, respectively (Note 6)	3,052	3,287
Deferred financing fees	4,595	5,340
Deferred income taxes	5,789	2,222
Other assets	3,555	3,888
Total assets	\$335,718	\$346,256
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current portion of long-term debt (Note 7)	\$1,116	\$1,062
Accounts payable	13,709	20,075
Accrued interest	6,359	2,138
Accrued payroll, related taxes and benefits	16,582	15,223
Accrued real estate taxes	4,717	4,041
Other liabilities	11,853	10,251
Total current liabilities	54,336	52,790
Long-term debt, net of current portion (Note 7)	158,390	159,233
Lease financing obligations	1,199	1,197
Deferred income—sale-leaseback of real estate	17,274	18,623
Accrued postretirement benefits	2,518	2,622
Unfavorable leases, net of accumulated amortization of \$1,161 and \$508, respectively (Note 6)	8,392	9,045
Other liabilities (Note 9)	14,695	12,573
Total liabilities	256,804	256,083

Commitments and contingencies (Note 10)

Stockholders' equity:

Preferred stock, par value \$.01; authorized 20,000,000 shares, issued and outstanding—100 shares	—	—
Voting common stock, par value \$.01; authorized—100,000,000 shares, issued—23,698,680 and 23,682,869 shares, respectively, and outstanding—23,046,437 and 22,748,241 shares, respectively	230	227
Additional paid-in capital	68,264	68,056
Retained earnings	9,905	21,362
Accumulated other comprehensive income	656	669
Treasury stock, at cost	(141	) (141
Total stockholders' equity	78,914	90,173
Total liabilities and stockholders' equity	\$335,718	\$346,256

The accompanying notes are an integral part of these unaudited consolidated financial statements.

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## CARROLS RESTAURANT GROUP, INC.

## CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

THREE AND NINE MONTHS ENDED SEPTEMBER 29, 2013 AND SEPTEMBER 30, 2012

(In thousands of dollars, except share and per share amounts)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 29, 2013	September 30, 2012	September 29, 2013	September 30, 2012
Restaurant sales	\$ 168,312	\$ 169,471	\$ 497,969	\$ 377,025
Costs and expenses:				
Cost of sales	51,125	54,456	152,626	119,455
Restaurant wages and related expenses	52,395	53,494	156,727	118,808
Restaurant rent expense	11,779	12,209	35,357	25,824
Other restaurant operating expenses	26,973	28,820	80,756	60,684
Advertising expense	7,476	7,837	22,496	15,137
General and administrative (including stock-based compensation expense of \$302, \$309, \$899 and \$588, respectively)	8,740	9,331	27,342	23,611
Depreciation and amortization	8,536	7,695	24,990	18,537
Impairment and other lease charges (Note 5)	1,079	125	3,907	252
Other income (Note 12)	—	(236)	(185)	(236)
Total operating expenses	168,103	173,731	504,016	382,072
Income (loss) from operations	209	(4,260)	(6,047)	(5,047)
Interest expense	4,708	4,492	14,130	8,053
Loss on extinguishment of debt	—	—	—	1,509
Loss from continuing operations before income taxes	(4,499)	(8,752)	(20,177)	(14,609)
Benefit for income taxes (Note 8)	(1,737)	(2,412)	(8,720)	(4,587)
Net loss from continuing operations	(2,762)	(6,340)	(11,457)	(10,022)
Income (loss) from discontinued operations, net of tax (Note 3)	—	(2)	—	42
Net loss	\$(2,762)	\$(6,342)	\$(11,457)	\$(9,980)
Basic and diluted net loss per share (Note 13):				
Continuing operations	\$(0.12)	\$(0.28)	\$(0.50)	\$(0.44)
Discontinued operations	—	\$—	—	\$—
Shares used in computing net loss per share:				
Basic and diluted weighted average common shares outstanding	23,020,529	22,747,041	22,929,505	22,524,537
Other comprehensive loss, net of tax:				
Net loss	\$(2,762)	\$(6,342)	\$(11,457)	\$(9,980)
Change in valuation of interest rate swap, net of tax of \$42	—	—	—	68
Other	—	—	(13)	—
Comprehensive loss	\$(2,762)	\$(6,342)	\$(11,470)	\$(9,912)

The accompanying notes are an integral part of these unaudited consolidated financial statements.

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CARROLS RESTAURANT GROUP, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
NINE MONTHS ENDED SEPTEMBER 29, 2013 AND SEPTEMBER 30, 2012  
(In thousands of dollars)  
(Unaudited)

	Nine Months Ended	
	September 29, 2013	September 30, 2012
Cash flows provided from operating activities of continuing operations:		
Net loss	\$(11,457	) \$(9,980
Income from discontinued operations	—	(42
Adjustments to reconcile net loss to net cash provided from operating activities of continuing operations:		
Loss on disposals of property and equipment	272	97
Stock-based compensation	899	588
Impairment and other lease charges	3,907	252
Depreciation and amortization	24,990	18,537
Amortization of deferred financing costs	752	526
Amortization of unearned income	(100	) —
Amortization of deferred gains from sale-leaseback transactions	(1,349	) (1,326
Deferred income taxes	(4,438	) (4,201
Change in refundable income taxes	(4,269	) (618
Loss on extinguishment of debt	—	1,509
Changes in other operating assets and liabilities	6,975	18,347
Net cash provided from operating activities of continuing operations	16,182	23,689
Cash flows used for investing activities of continuing operations:		
Capital expenditures:		
New restaurant development	(582	) —
Restaurant remodeling	(31,574	) (10,618
Other restaurant capital expenditures	(5,724	) (3,861
Corporate and restaurant information systems	(2,478	) (9,232
Total capital expenditures	(40,358	) (23,711
Proceeds from sale-leaseback transactions	—	1,177
Proceeds from sales of restaurant properties	—	2,082
Acquisition of restaurants from BKC, net of cash acquired	—	(12,135
Increase in restricted cash balance	—	(20,000
Net cash used for investing activities of continuing operations	(40,358	) (52,587
Cash flows provided from (used for) financing activities of continuing operations:		
Proceeds from issuance of senior secured second lien notes	—	150,000
Cash of Fiesta Restaurant Group deconsolidated as a result of spin-off	—	(5,490
Borrowings on prior revolving credit facilities	—	19,200
Repayments on prior revolving credit facilities	—	(23,200
Repayments of term loans under prior credit facilities	—	(63,375
Capital contribution to Fiesta Restaurant Group	—	(2,500
Principal payments on capital leases	(789	) (330
Excess tax benefits from stock-based compensation	—	825
Financing costs associated with issuance of debt	(8	) (5,931
Proceeds from stock option exercises	—	295

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Net cash provided from (used for) financing activities of continuing operations	(797	) 69,494	
Net increase (decrease) in cash from continuing operations	(24,973	) 40,596	
Net cash provided from operating activities of discontinued operations	—	3,835	
Net cash used for investing activities of discontinued operations	—	(15,007	)
Net cash provided from financing activities of discontinued operations	—	3,318	
Net decrease in cash from discontinued operations	—	(7,854	)
Net increase (decrease) in cash	(24,973	) 32,742	
Cash, beginning of period	38,290	24,661	
Cash, end of period	\$ 13,317	\$ 57,403	
Supplemental disclosures:			
Interest paid on long-term debt	\$ 8,567	\$ 1,571	
Interest paid on lease financing obligations	\$ 78	\$ 75	
Accruals for capital expenditures	\$ 1,425	\$ 571	
Income taxes refunded, net	\$ —	\$ 4	
Non-cash assets acquired	\$ 858	\$ —	
Capital lease obligations assumed in acquisition	\$ —	\$ 10,870	

The accompanying notes are an integral part of these unaudited consolidated financial statements.

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CARROLS RESTAURANT GROUP, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of dollars except share and per share amounts)

1. Basis of Presentation

**Business Description.** At September 29, 2013 Carrols Restaurant Group, Inc. ("Carrols Restaurant Group") operated, as franchisee, 564 restaurants under the trade name "Burger King ®" in 13 Northeastern, Midwestern and Southeastern states. The Company operates its business as one operating and one reportable segment.

**Basis of Consolidation.** Carrols Restaurant Group is a holding company and conducts all of its operations through Carrols Corporation ("Carrols") and its wholly-owned subsidiaries. The unaudited consolidated financial statements presented herein include the accounts of Carrols Restaurant Group and its wholly-owned subsidiary Carrols. Any reference to "Carrols LLC" refers to Carrols' wholly-owned subsidiary, Carrols LLC, a Delaware limited liability company.

Unless the context otherwise requires, Carrols Restaurant Group, Carrols and the direct and indirect subsidiaries of Carrols are collectively referred to as the "Company." All intercompany transactions have been eliminated in consolidation.

**Burger King Acquisition.** On May 30, 2012, the Company acquired 278 of Burger King Corporation's ("BKC") company-owned Burger King® restaurants located in Ohio, Indiana, Kentucky, Pennsylvania, North Carolina, South Carolina and Virginia (the "acquired restaurants").

In the fourth quarter of 2012, the Company finalized its allocation of the purchase price for this acquisition to the tangible and identifiable intangible assets acquired and liabilities assumed in the transaction. The prior year periods presented in the accompanying unaudited consolidated financial statements have been recast to reflect the impact of the fair value adjustments for the acquisition as if they had originally been recorded on May 30, 2012. The impact of these adjustments for the three and nine months ended September 30, 2012 included a reduction of rent expense of \$139 and \$186, respectively, and a reduction of depreciation expense of \$481 and \$678, respectively. See Note 2—Acquisition for further information.

**Spin-Off.** On May 7, 2012, the Company completed the spin-off of Fiesta Restaurant Group, Inc. ("Fiesta"), a wholly-owned subsidiary of Carrols, through a pro-rata dividend to the stockholders of Carrols Restaurant Group of all of the outstanding shares of Fiesta's common stock (the "Spin-off"). As a result of the Spin-off, the results of operations and cash flows of Fiesta (including the Pollo Tropical and Taco Cabana segments) have been presented as discontinued operations for all periods presented. See Note 3—Discontinued Operations for further information.

**Fiscal Year.** The Company uses a 52-53 week fiscal year ending on the Sunday closest to December 31. The fiscal year ended December 30, 2012 contained 52 weeks. The three and nine months ended September 29, 2013 and September 30, 2012 each contained thirteen and thirty-nine weeks, respectively.

**Basis of Presentation.** The accompanying unaudited consolidated financial statements for the three and nine months ended September 29, 2013 and September 30, 2012 have been prepared without an audit, pursuant to the rules and regulations of the Securities and Exchange Commission and do not include certain of the information and the footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all normal and recurring adjustments considered necessary for a fair presentation of such financial statements have been included. The results of operations for three and nine months ended September 29, 2013 and September 30, 2012 are not necessarily indicative of the results to be expected for the full year.

These unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the year ended December 30, 2012. The December 30, 2012 balance sheet data is derived from those audited financial statements.

**Fair Value of Financial Instruments.** Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. In determining fair value, the accounting standards establish a three level hierarchy for inputs used in measuring fair value as follows:



Level 1 inputs are quoted prices in active markets for identical assets or liabilities; Level 2 inputs are observable for the asset or liability, either directly or indirectly, including quoted prices in active markets for similar assets or liabilities; and Level 3 inputs are unobservable and reflect our own assumptions. Financial instruments include cash, accounts receivable, accounts payable, and long-term debt. The carrying amounts of cash, accounts receivable and accounts payable approximate fair value because of the short-term nature of these financial instruments. The fair value of the Carrols Restaurant Group 11.25% Senior Secured Second Lien Notes due 2018 is based on recent trading values, which is considered Level 2, and at September 29, 2013 was approximately \$168.0 million. See Note 5 for a discussion of the fair value measurement of non-financial assets.

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CARROLS RESTAURANT GROUP, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(in thousands of dollars except share and per share amounts)

Fair value measurements of non-financial assets and non-financial liabilities are primarily used in the impairment analysis of long-lived assets, goodwill and intangible assets. Long-lived assets and definite-lived intangible assets are measured at fair value on a nonrecurring basis using Level 3 inputs. As described in Note 5, the Company recorded long-lived asset impairment charges of \$1.1 million and \$2.3 million during the three and nine months ended September 29, 2013, respectively. Goodwill is reviewed annually for impairment on the last day of the fiscal year, or more frequently, if impairment indicators arise.

Use of Estimates. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant items subject to such estimates include: acquisition accounting, insurance liabilities, evaluation for impairment of goodwill, long-lived assets and franchise rights, lease accounting matters, accrued occupancy costs and valuation of deferred income tax assets. Actual results could differ from those estimates.

**2. Acquisition**

On May 30, 2012, the Company acquired 278 restaurants from BKC for a purchase price consisting of (i) a 28.9% equity ownership interest in the Company, (ii) \$3.8 million for cash on hand and inventory at the acquired restaurants and (iii) \$9.4 million of franchise fees and \$3.6 million for BKC's assignment of its right of first refusal on franchisee restaurant transfers in 20 states ("ROFR") pursuant to an operating agreement dated May 30, 2012 (the "operating agreement") with BKC entered into at closing (the "acquisition"). The ROFR is payable in quarterly payments over five years. The Company also entered into new franchise agreements pursuant to the purchase and operating agreements and entered into new leases with BKC for all of the acquired restaurants, including leases for 81 restaurants owned in fee by BKC and subleases for 197 restaurants under terms substantially the same as BKC's underlying leases for those properties. Pursuant to the operating agreement, the Company also agreed to remodel 455 Burger King restaurants to BKC's 20/20 restaurant image.

The unaudited proforma results of operations included in the following table are not necessarily indicative of the results that would have occurred had the acquisition been consummated at the beginning of the period presented, nor are they necessarily indicative of any future consolidated operating results.

	Proforma Nine Months Ended September 30, 2012	
Restaurant sales	\$502,449	
Net loss from continuing operations	\$(16,100	)
Net loss per share from continuing operations, basic and diluted	\$(0.71	)

This pro forma financial information does not give effect to any anticipated synergies, operating efficiencies or cost savings that may be associated with the acquisition or any integration costs we may incur related to the acquisition.

**3. Discontinued Operations**

On May 7, 2012, the Company completed the Spin-off of Fiesta, a former wholly owned subsidiary of Carrols which included the Pollo Tropical and Taco Cabana restaurant brands, through the distribution in the form of a pro rata dividend of all of Fiesta's issued and outstanding common stock to Carrols Restaurant Group's stockholders whereby each stockholder of Carrols Restaurant Group on April 26, 2012 received one share of Fiesta's common stock for every one share of Carrols Restaurant Group's common stock held. As a result of the Spin-off, Fiesta is an independent public company whose common stock is traded on The NASDAQ Global Select Market under the symbol "FRGI." As a result of the Spin-off, the Company has no remaining Fiesta assets and liabilities as of December 30, 2012. The unaudited consolidated statements of operations and comprehensive loss and consolidated statements of cash flows present Fiesta's businesses for the three and nine months ended September 30, 2012 as discontinued operations.

The unaudited consolidated statements of operations and comprehensive loss for the periods through completion of the Spin-off included certain general and administrative expenses associated with administrative support to Fiesta for executive management, information systems and certain accounting, legal and other administrative functions, which had previously been allocated to Fiesta. The allocation of certain of these expenses do not qualify for classification within discontinued operations, and therefore are included as general and administrative expenses within continuing operations. In addition, certain expenses directly related to

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the Spin-off which had previously been allocated to both the Company and Fiesta have been included in discontinued operations in their entirety.

The following table details amounts associated with the Spin-off which have been reported in discontinued operations:

	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2012
Revenues	\$—	\$175,364
Income (loss) from discontinued operations before income taxes	(107	) (851
Net income (loss) from discontinued operations	\$(2	) \$42

In connection with the Spin-off, Carrols Restaurant Group and Carrols entered into several agreements with Fiesta that govern the Company's post Spin-off relationship with Fiesta, including a Separation and Distribution Agreement, Tax Matters Agreement, Employee Matters Agreement and Transition Services Agreement. Amounts earned by Carrols under the Transition Services Agreement were \$0.6 million and \$3.0 million in the three and nine months ended September 29, 2013, respectively, and \$1.5 million and \$2.6 million in the three and nine months ended September 30, 2012.

#### 4. Stock-Based Compensation

Stock-based compensation expense for the three and nine months ended September 29, 2013 was \$0.3 million and \$0.9 million, respectively, and for the three and nine months ended September 30, 2012 was \$0.3 million and \$0.6 million, respectively. As of September 29, 2013, the total unrecognized stock-based compensation expense relating to non-vested shares was approximately \$2.9 million, which the Company expects to recognize over a remaining weighted average vesting period for non-vested shares of 2.2 years. The Company expects to record an additional \$0.3 million as compensation expense for the remainder of 2013.

On July 15, 2013, the Company granted 19,000 non-vested shares to an officer of the Company. These shares vest and become non-forfeitable 25% per year and are being expensed over their four year vesting period.

A summary of all non-vested shares activity for the nine months ended September 29, 2013 was as follows:

	Shares	Weighted Average Grant Date Price
Nonvested at December 30, 2012	934,628	\$7.84
Granted	31,867	6.20
Vested	(298,196	) 8.49
Forfeited	(16,056	) 10.14
Nonvested at September 29, 2013	652,243	\$7.40

The fair value of the non-vested shares is based on the closing price on the date of grant, a Level 1 input. The weighted average grant date fair value for non-vested shares issued during the three months ended September 29, 2013 was \$6.45.

#### 5. Impairment of Long-Lived Assets and Other Lease Charges

The Company reviews its long-lived assets, principally property and equipment, for impairment at the restaurant level. If an indicator of impairment exists for any of its assets, an estimate of the undiscounted future cash flows over the life of the primary asset for each restaurant is compared to that long-lived asset's carrying value. If the carrying value is greater than the undiscounted cash flow, the Company then determines the fair value of the asset and if an asset is determined to be impaired, the loss is measured by the excess of the carrying amount of the asset over its fair value. For closed restaurant locations, the Company reviews the future minimum lease payments and related ancillary costs from the date of the restaurant closure to the end of the remaining lease term and records a lease charge for the lease liabilities to be incurred, net of any estimated sublease recoveries.

The Company determined the fair value of restaurant equipment, for those restaurants reviewed for impairment, based on current economic conditions and the Company's history of using these assets in the operation of its business. These fair value asset measurements rely on significant unobservable inputs and are considered Level 3 in the fair value hierarchy. The Level 3 assets measured at fair value associated with impairment charges recorded during the nine

months ended September 29, 2013 totaled \$0.6 million.

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CARROLS RESTAURANT GROUP, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(in thousands of dollars except share and per share amounts)

During the three months ended September 29, 2013, the Company recorded impairment charges of \$1.1 million consisting of approximately \$0.2 million of capital expenditures at previously impaired restaurants and \$0.9 million related to initial impairment charges for six underperforming restaurants.

During the nine months ended September 29, 2013, the Company recorded other lease charges of \$1.6 million associated with the closure of four of the Company's restaurants in the second quarter of 2013, impairment charges of \$2.3 million consisting of approximately \$0.7 million of capital expenditures at previously impaired restaurants and \$1.6 million related to initial impairment charges for sixteen underperforming restaurants.

## 6. Goodwill, Franchise Rights, Favorable and Unfavorable Leases

**Goodwill.** The Company is required to review goodwill for impairment annually, or more frequently, when events and circumstances indicate that the carrying amount may be impaired. If the determined fair value of goodwill is less than the related carrying amount, an impairment loss is recognized. The Company performs its annual impairment assessment as of the last day of its fiscal year and does not believe circumstances have changed since the last assessment date which would make it necessary to reassess its value. There were no goodwill impairment losses during the three and nine months ended September 29, 2013 or the year ended December 30, 2012.

**Franchise Rights.** Amounts allocated to franchise rights for each acquisition of Burger King restaurants are amortized using the straight-line method over the average remaining term of the acquired franchise agreements plus one twenty-year renewal period.

The Company assesses the potential impairment of franchise rights whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If an indicator of impairment exists, an estimate of the aggregate undiscounted cash flows from the acquired restaurants is compared to the respective carrying value of franchise rights for each acquisition. If an asset is determined to be impaired, the loss is measured by the excess of the carrying amount of the asset over its fair value. No impairment charges were recorded related to the Company's franchise rights for the three and nine months ended September 29, 2013 or the year ended December 30, 2012. Amortization expense related to franchise rights was \$1.0 million in both the three months ended September 29, 2013 and September 30, 2012 and \$3.1 million and \$2.7 million for the nine months ended September 29, 2013 and September 30, 2012, respectively. The Company estimates the annual amortization expense to be \$4.1 million in 2013 and in each of the five succeeding years.

**Favorable and Unfavorable Leases.** Amounts allocated to favorable and unfavorable leases related to the acquisition of 278 Burger King restaurants on May 30, 2012 are being amortized using the straight-line method over the remaining terms of the underlying lease agreements as a net reduction of restaurant rent expense.

The net reduction of rent expense related to the amortization of favorable and unfavorable leases for the three and nine months ended September 29, 2013 was \$140 and \$418, respectively, and the Company expects the net reduction of rent expense from the amortization of favorable and unfavorable leases to be \$557 in 2013, \$546 in 2014, \$528 in 2015, \$449 in 2016, \$439 in 2017 and \$410 in 2018. The net reduction of rent expense related to the amortization of favorable and unfavorable leases was \$139 and \$186 for the three and nine months ended September 30, 2012, respectively.

## 7. Long-term Debt

Long-term debt at September 29, 2013 and December 30, 2012 consisted of the following:

	September 29, 2013	December 30, 2012
Collateralized:		
Carrols Restaurant Group 11.25% Senior Secured Second Lien Notes	\$ 150,000	\$ 150,000
Capital leases	9,506	10,295
	159,506	160,295

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Less: current portion	(1,116	) (1,062	)
	\$ 158,390	\$ 159,233	

Senior Secured Second Lien Notes. On May 30, 2012, Carrols Restaurant Group issued \$150.0 million of 11.25% Senior Secured Second Lien Notes due 2018 (the "Notes") pursuant to an indenture dated as of May 30, 2012 governing such Notes.

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CARROLS RESTAURANT GROUP, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(in thousands of dollars except share and per share amounts)

The Notes mature and are payable on May 15, 2018. Interest is payable semi-annually on May 15 and November 15. The Notes are guaranteed by the Company's subsidiaries and are secured by second-priority liens on substantially all of the Company's and its subsidiaries' assets (including a pledge of all of the capital stock and equity interests of its subsidiaries).

The Notes are redeemable at the option of the Company in whole or in part at any time after May 15, 2015 at a price of 105.625% of the principal amount plus accrued and unpaid interest, if any, if redeemed before May 15, 2016, 102.813% of the principal amount plus accrued and unpaid interest, if any, if redeemed after May 15, 2016 but before May 15, 2017 and 100% of the principal amount plus accrued and unpaid interest, if any, if redeemed after May 15, 2017. Prior to May 15, 2015, the Company may redeem some or all of the Notes at a redemption price of 100% of the principal amount of each note plus accrued and unpaid interest, if any, and a make-whole premium. In addition, the indenture governing the Notes also provides that the Company may redeem up to 35% of the Notes using the proceeds of certain equity offerings completed before May 15, 2015.

The Notes are jointly and severally guaranteed, unconditionally and in full by the Company's subsidiaries which are directly or indirectly 100% owned by the Company. Separate condensed consolidating information is not included because the Company is a holding company that has no independent assets or operations. There are no significant restrictions on the ability of the Company or any of the guarantor subsidiaries to obtain funds from its respective subsidiaries. All consolidated amounts in the Company's financial statements are representative of the combined guarantors.

The indenture governing the Notes includes certain covenants, including limitations and restrictions on the Company and all of its subsidiaries who are guarantors under such indenture to, among other things: incur indebtedness or issue preferred stock; incur liens; pay dividends or make distributions in respect of capital stock or make certain other restricted payments or investments; sell assets; agree to payment restrictions affecting certain subsidiaries; enter into transaction with affiliates; or merge, consolidate or sell substantially all of the Company's assets.

The indenture governing the Notes and the security agreement provide that any capital stock and equity interests of any of the Company's subsidiaries will be excluded from the collateral to the extent that the par value, book value or market value of such capital stock or equity interests exceeds 20% of the aggregate principal amount of the Notes then outstanding.

The indenture governing the Notes contains customary default provisions, including without limitation, a cross default provision pursuant to which it is an event of default under the Notes and the indenture if there is a default under any indebtedness of the Company having an outstanding principal amount of \$15.0 million or more which results in the acceleration of such indebtedness prior to its stated maturity or is caused by a failure to pay principal when due. The Company was in compliance as of September 29, 2013 with the restrictive covenants of the indenture governing the Notes.

Senior Credit Facility. On May 30, 2012, the Company entered into a senior credit facility, which provides for aggregate revolving credit borrowings of up to \$20.0 million (including \$15.0 million available for letters of credit) maturing on May 30, 2017. The senior credit facility also provides for incremental borrowing increases of up to \$25.0 million, in the aggregate. At September 29, 2013, there were no outstanding borrowings under the senior credit facility.

Under the senior credit facility (all terms not otherwise defined herein are defined in the Company's senior credit facility), the Company has deposited \$20.0 million in an account with the Administrative Agent as collateral for the senior credit facility until the date on which its Adjusted Leverage Ratio is less than 6.00x for two consecutive fiscal quarters (the "Cash Collateral Release Date"). This amount is classified as restricted cash on the Company's consolidated balance sheet as of September 29, 2013.

Prior to the Cash Collateral Release Date, revolving credit borrowings under the senior credit facility bear interest at a rate per annum, at the Company's option, of:



- (i) the Alternate Base Rate plus the applicable margin of 0.75% or
- (ii) the LIBOR Rate plus the applicable margin of 1.75%

Following the Cash Collateral Release Date, borrowings under the senior credit facility will bear interest at a rate per annum, at the Company's option, of

- (i) the Alternate Base Rate plus the applicable margin of 2.50% to 3.25% based on the Company's Adjusted Leverage Ratio, or
- (ii) the LIBOR Rate plus the applicable margin of 3.50% to 4.25% based on the Company's Adjusted Leverage Ratio.

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CARROLS RESTAURANT GROUP, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(in thousands of dollars except share and per share amounts)

The Company's obligations under the senior credit facility are guaranteed by its subsidiaries and are secured by first priority liens on substantially all of the assets of the Company and its subsidiaries, including a pledge of all of the capital stock and equity interests of its subsidiaries.

Under the senior credit facility, the Company will be required to make mandatory prepayments of borrowings in the event of dispositions of assets, debt issuances and insurance and condemnation proceeds (all subject to certain exceptions).

The senior credit facility contains certain covenants, including, without limitation, those limiting the Company's and its subsidiaries' ability to, among other things, incur indebtedness, incur liens, sell or acquire assets or businesses, change the character of its business in all material respects, engage in transactions with related parties, make certain investments, make certain restricted payments or pay dividends. In addition, the senior credit facility requires the Company to meet certain financial ratios, including Fixed Charge Coverage Ratio and Adjusted Leverage Ratio (all as defined under the senior credit facility); provided, however that the Company is not required to be in compliance with such ratios so long as the senior credit facility is cash collateralized.

The senior credit facility contains customary default provisions, including that the lenders may terminate their obligation to advance and may declare the unpaid balance of borrowings, or any part thereof, immediately due and payable upon the occurrence and during the continuance of customary defaults which include, without limitation, payment default, covenant defaults, bankruptcy type defaults, cross-defaults on other indebtedness, judgments or upon the occurrence of a change of control.

After reserving \$5.4 million for letters of credit issued under the senior credit facility for workers' compensation and other insurance policies, \$14.6 million was available for revolving credit borrowings under the senior credit facility at September 29, 2013.

**8. Income Taxes**

The benefit for income taxes for the three and nine months ended September 29, 2013 and September 30, 2012 was comprised of the following:

	Three Months Ended		Nine Months Ended	
	September 29, 2013	September 30, 2012	September 29, 2013	September 30, 2012
Current	\$ (4,269 )	\$ (310 )	\$ (4,282 )	\$ (386 )
Deferred	2,532	(3,537 )	(4,438 )	(5,636 )
Valuation allowance	—	1,435	—	1,435
	\$ (1,737 )	\$ (2,412 )	\$ (8,720 )	\$ (4,587 )

The benefit for income taxes for the three and nine months ended September 29, 2013 was derived using an estimated effective annual income tax rate for all of 2013 of 39.9%, which excluded any discrete tax adjustments. In January 2013, the United States Congress authorized, and the President signed into law, certain federal tax credits that were reflected in the Company's Federal tax return for 2012. However, since the law was enacted in 2013, the financial statement benefit of such credits totaling \$1.0 million was recorded in the first quarter of 2013 and is included in the benefit for income taxes in the consolidated statement of operations and comprehensive loss for the nine months ended September 29, 2013. Other discrete tax adjustments increased the benefit for income taxes by \$0.1 million in the three months ended September 29, 2013 and decreased the benefit for income taxes by \$0.3 million in the nine months ended September 29, 2013.

The benefit for income taxes for the three and nine months ended September 30, 2012 was derived using an estimated effective annual income tax rate for all of 2012 of 41.9%, which excluded any discrete tax adjustments.

The Company is expecting it will have a federal net operating loss carryforward of approximately \$23 million for 2013, which will expire in 2033. In addition, the Company has federal tax credit carryforwards of \$3.4 million which expire beginning in 2031.

The Company is required to perform an assessment of positive and negative evidence regarding the realization of the net deferred income tax assets in accordance with ASC 740. As part of this process, the Company considers all available positive and negative evidence, including future reversals of existing temporary differences, projected future taxable income and recent financial operations, to determine whether, based on the weight of that evidence, a valuation allowance is needed for some portion or all of a net deferred income tax asset. Judgment is used in considering the relative impact of negative and positive evidence. In arriving at these judgments, the weight given to the potential effect of negative and positive evidence is commensurate with the extent to which such evidence can be objectively verified. In evaluating the objective evidence provided by historical results, the Company

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CARROLS RESTAURANT GROUP, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(in thousands of dollars except share and per share amounts)

considers (among other things) whether the past three years of pre-tax income from continuing operations would yield a cumulative loss position, as well as forecasts of expected operating results for the future years over the carryforward period. The Company has incurred losses in the past two fiscal years and expects to incur a loss for the 2013 fiscal year. This will be considered in the assessment of the realization of the federal net deferred tax assets that the Company expects to complete in the fourth quarter 2013.

In the third quarter of 2012, based on an assessment of the available positive and negative evidence, including the Company's historical results, the Company determined that there are uncertainties relative to its ability to utilize the deferred income tax assets associated with certain state net operating loss carryforwards. In recognition of these uncertainties, the Company provided a valuation allowance of \$1.4 million on all of the deferred income tax assets as of September 30, 2012 for certain state net operating loss carryforwards, representing a charge to income tax expense during the third quarter of 2012. If the Company determines that it can realize these deferred tax assets in the future, the Company will make an adjustment to the valuation allowance at that time.

Other discrete tax adjustments increased the benefit for income taxes by \$0.2 million in the three months ended September 30, 2012 and decreased the benefit for income taxes by \$0.1 million in the nine months ended September 30, 2012.

The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. As of September 29, 2013 and December 30, 2012, the Company had no unrecognized tax benefits and no accrued interest related to uncertain tax positions.

In September 2013, the IRS issued final regulations affecting costs to acquire, produce, or improve tangible property and re-proposed regulations affecting dispositions of tangible property. The final regulations are effective for taxable years beginning on or after January 1, 2014. The Company has evaluated the final regulations and does not expect the adoption of the regulations to have a material impact on its consolidated financial statements.

The tax years 2009-2012 remain open to examination by the major taxing jurisdictions to which the Company is subject. Although it is not reasonably possible to estimate the amount by which unrecognized tax benefits may increase within the next twelve months due to the uncertainties regarding the timing of any examinations, the Company does not expect unrecognized tax benefits to significantly change in the next twelve months.

**9. Other Liabilities, Long-Term**

Other liabilities, long-term, at September 29, 2013 and December 30, 2012 consisted of the following:

	September 29, 2013	December 30, 2012
Accrued occupancy costs	\$7,594	\$5,591
Accrued workers' compensation and general liability claims	2,130	2,025
Deferred compensation	373	282
Long-term obligation to BKC for right of first refusal	1,850	2,393
Other	2,748	2,282
	\$14,695	\$12,573

Accrued occupancy costs above include obligations pertaining to closed restaurant locations of \$1.1 million and accruals to expense operating lease rental payments on a straight-line basis over the lease term.

The following table presents the activity in the closed-restaurant reserve for the nine months ended September 29, 2013:

Balance, December 30, 2012	\$—
Provisions for restaurant closures	1,607
Payments, net	(134)
Other adjustments, including the effect of discounting future obligations	52
Balance, September 29, 2013	\$1,525

**10. Commitments and Contingencies**

Lease Guarantees. As of September 29, 2013, the Company is a guarantor under 36 Fiesta restaurant property leases, with lease terms expiring on various dates through 2030, and is the primary lessee on five Fiesta restaurant property leases, which it subleases to Fiesta. The Company is fully liable for all obligations under the terms of the leases in the event that Fiesta fails to

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CARROLS RESTAURANT GROUP, INC.

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(in thousands of dollars except share and per share amounts)

pay any sums due under the lease, subject to indemnification provisions of the Separation and Distribution Agreement entered into in connection with the Spin-off.

The maximum potential liability for future rental payments the Company could be required to make under these leases at September 29, 2013 was \$50.9 million. The obligations under these leases will generally continue to decrease over time as these operating leases expire. The Company has not made any payments to date and no payments are expected to be required to be made in the future. The Company has not recorded a liability for those guarantees in accordance with ASC 460 - Guarantees as Fiesta has indemnified the Company for all such obligations and the Company did not believe it was probable it would be required to perform under any of the guarantees or direct obligations.

Litigation. The Company is a party to various litigation matters that arise in the ordinary course of business. The Company does not believe that the outcome of any of these matters will have a material adverse effect on its consolidated financial statements.

#### 11. Transactions with Related Parties

As part of the acquisition, the Company issued to BKC 100 shares of Series A Convertible Preferred Stock which is convertible into 9,414,580 shares, or 28.9% of the outstanding shares of common stock calculated on the date of the closing of the acquisition on a fully diluted basis. BKC also, as a result of the acquisition, has two representatives on the Company's board of directors.

Each of our Burger King restaurants operates under a separate franchise agreement with BKC. These franchise agreements generally provide for an initial term of twenty years and currently have an initial franchise fee of fifty thousand dollars. Any franchise agreement, including renewals, can be extended at our discretion for an additional 20 year term, with BKC's approval, provided that, among other things, the restaurant meets the current Burger King image standard and the Company is not in default under terms of the franchise agreement.

In addition to the initial franchise fee, the Company generally pays BKC a monthly royalty for both new restaurants and for successor franchise agreements at a rate of 4.5% of sales. Royalty expense was \$7.1 million and \$7.2 million in the three months ended September 29, 2013 and September 30, 2012, respectively, and \$20.7 million and \$15.8 million in the nine months ended September 29, 2013 and September 30, 2012, respectively.

The Company is also generally required to contribute 4% of restaurant sales from our Burger King restaurants to an advertising fund utilized by BKC for its advertising, promotional programs and public relations activities, and additional amounts for participation in local advertising campaigns in markets that approve such additional spending. Advertising expense associated with these expenditures was \$7.3 million and \$7.2 million in the three months ended September 29, 2013 and September 30, 2012, respectively, and \$22.0 million and \$14.4 million in the nine months ended September 29, 2013 and September 30, 2012, respectively.

As of September 29, 2013, the Company leased 296 of its restaurant locations from BKC. For 196 of the restaurants, the terms and conditions of the lease with BKC are identical to those between BKC and the third-party lessor.

Aggregate rent under these BKC leases in the three months ended September 29, 2013 and September 30, 2012 was \$6.6 million and \$6.7 million, respectively, and \$20.0 million and \$9.7 million in the nine months ended September 29, 2013 and September 30, 2012, respectively. The Company believes the related party lease terms have not been significantly affected by the fact that the Company and BKC are deemed to be related parties.

As of September 29, 2013, the Company owed BKC \$2.6 million associated with its purchase of the right of first refusal related to the acquisition of BKC restaurants and \$3.8 million related to the monthly payment of advertising, royalties and rent.

#### 12. Other Income

In the nine months ended September 29, 2013, the Company recorded a gain of \$0.2 million related to business interruption insurance recoveries from a restaurant fire.

#### 13. Net Loss per Share

The Company applies the two-class method to calculate and present net loss per share. The Company's non-vested share awards and convertible Preferred Stock issued to BKC contain non-forfeitable rights to dividends and are considered participating securities for purposes of computing net loss per share pursuant to the two-class method. Under the two-class method, net earnings are reduced by the amount of dividends declared (whether paid or unpaid) and the remaining undistributed earnings are then allocated to common stock and participating securities, based on their respective rights to receive dividends. However, as the Company has incurred net losses for the nine months ended September 29, 2013 and September 30, 2012, and as those losses are not allocated to the participating securities under the two-class method, such method is not applicable for the aforementioned interim reporting periods.

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CARROLS RESTAURANT GROUP, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(in thousands of dollars except share and per share amounts)

Basic net loss per share is computed by dividing net income available to common shareholders by the weighted average number of shares of common stock outstanding for the reporting period. Diluted net loss per share reflects additional shares of common stock outstanding, where applicable, calculated using the treasury stock method or the two-class method.

The following table sets forth the calculation of basic and diluted net loss per share:

	Three Months Ended		Nine Months Ended	
	September 29, 2013	September 30, 2012	September 29, 2013	September 30, 2012
Basic and diluted net loss per share:				
Net loss from continuing operations	\$(2,762 )	\$(6,340 )	\$(11,457 )	\$(10,022 )
Net income (loss) from discontinued operations	\$—	\$(2 )	\$—	\$42
Basic and diluted weighted average common shares outstanding	23,020,529	22,747,041	22,929,505	22,524,537
Basic and diluted net loss per share from continuing operations	\$(0.12 )	\$(0.28 )	\$(0.50 )	\$(0.44 )
Basic and diluted net income (loss) per share from discontinued operations	\$—	\$—	\$—	\$—
Common shares excluded from diluted net loss per share computation (1)	10,066,823	10,351,797	10,066,823	10,351,797

(1) Shares subject to preferred stock, stock options and non-vested shares were excluded from the computation of diluted net loss per share because their effect would have been anti-dilutive.



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ITEM 2—MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Throughout this Quarterly Report on Form 10-Q, we refer to Carrols Restaurant Group, Inc. as “Carrols Restaurant Group” and, together with its consolidated subsidiaries, as “we”, “our” and “us” unless otherwise indicated or the context otherwise requires. Any reference to “Carrols” refers to our wholly-owned subsidiary, Carrols Corporation, a Delaware corporation, and its consolidated subsidiaries, unless otherwise indicated or the context otherwise requires. Any reference to “Carrols LLC” refers to Carrols’ wholly-owned subsidiary, Carrols LLC, a Delaware limited liability company.

We use a 52-53 week fiscal year ending on the Sunday closest to December 31. The fiscal years ended December 30, 2012 and January 1, 2012 each contained 52 weeks and the three and nine months ended September 29, 2013 and September 30, 2012 each contained thirteen and 39 weeks, respectively.

Introduction

We are a holding company and conduct all of our operations through our direct and indirect subsidiaries and have no assets other than the shares of capital stock of Carrols, our direct wholly-owned subsidiary. The following Management’s Discussion and Analysis of Financial Condition and Results of Operations (or “MD&A”) is written to help the reader understand our company. The MD&A is provided as a supplement to, and should be read in conjunction with our Consolidated Financial Statements and the accompanying financial statement notes appearing elsewhere in this report and our Annual Report on Form 10-K for the year ended December 30, 2012. The overview provides our perspective on the individual sections of MD&A, which include the following:

Company Overview—a general description of our business and our key financial measures.

Recent and Future Events Affecting Our Results of Operations—a description of recent events that affect, and future events that may affect, our results of operations.

Operating Results from Continuing Operations—an analysis of our results of operations for the three and nine months ended September 29, 2013 compared to the three and nine months ended September 30, 2012 including a review of material items and known trends and uncertainties.

Liquidity and Capital Resources—an analysis of historical information regarding our sources of cash and capital expenditures, the existence and timing of commitments and contingencies, changes in capital resources and a discussion of cash flow items affecting liquidity.

Application of Critical Accounting Policies—an overview of accounting policies requiring critical judgments and estimates.

Effects of New Accounting Standards—a discussion of new accounting standards and any implications related to our financial statements.

Forward Looking Statements—cautionary information about forward-looking statements and a description of certain risks and projections.

Company Overview

We are one of the largest restaurant companies in the United States and have been operating restaurants for more than 50 years. We are the largest Burger King ® franchisee in the world and have operated Burger King restaurants since 1976. As of September 29, 2013, we operated 564 Burger King restaurants in 13 Northeastern, Midwestern and Southeastern states. On May 30, 2012, we acquired (the “acquisition”) 278 restaurants from Burger King Corporation (“BKC”), which we refer to as the “acquired restaurants”. Our restaurants operated prior to the acquisition are referred to as our “legacy restaurants”. Our former indirect wholly-owned subsidiary, Fiesta Restaurant Group, Inc., which we refer to as “Fiesta”, was spun off by us to our stockholders on May 7, 2012. The results of operations and cash flows of Fiesta are presented as discontinued operations in our consolidated financial statements for all periods presented. The discussion in our MD&A is focused on our continuing Burger King restaurant operations.

The following is an overview of the key financial measures discussed in our results of operations:

Restaurant sales consist of food and beverage sales, net of discounts, at our restaurants. Restaurant sales are influenced by customer traffic, menu price increases, promotions, new restaurant openings and closures of restaurants. New restaurants are included in comparable restaurant sales after they have been open for 12 months. For comparative purposes, the calculation of the changes in comparable restaurant sales is based on a 52-week year.



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Cost of sales consists of food, paper and beverage costs including packaging costs, less purchase discounts. Cost of sales is generally influenced by changes in commodity costs, the mix of items sold and the effectiveness of our restaurant-level controls to manage food and paper costs.

Restaurant wages and related expenses include all restaurant management and hourly productive labor costs and related benefits, employer payroll taxes and restaurant-level bonuses. Payroll and related benefits are subject to inflation, including minimum wage increases and increased costs for health insurance, including changes from the comprehensive federal health care reform law, workers' compensation insurance and state unemployment insurance.

- Restaurant rent expense includes base rent and contingent rent on our leases characterized as operating leases, reduced by the amortization of deferred gains on sale-leaseback transactions.

- Other restaurant operating expenses include all other restaurant-level operating costs, the major components of which are royalty expenses paid to BKC, utilities, repairs and maintenance, real estate taxes and credit card fees.

- Advertising expense includes all marketing and promotional expenses including advertising payments to BKC based on a percentage of sales as required under our franchise agreements.

General and administrative expenses are comprised primarily of (1) salaries and expenses associated with corporate and administrative functions that support the development and operations of our restaurants, (2) legal, auditing and other professional fees and (3) stock-based compensation expense. Historical general and administrative expenses exclude all amounts associated with Fiesta as those amounts are included in loss from discontinued operations and include a reduction to general and administrative expenses as if the transition services agreement with Fiesta was in place for all periods presented.

EBITDA and Adjusted EBITDA. EBITDA and Adjusted EBITDA are non-GAAP financial measures. EBITDA represents net income or loss from continuing operations before income taxes, interest expense and depreciation and amortization. Adjusted EBITDA represents EBITDA as adjusted to exclude impairment and other lease charges, acquisition and integration costs, EEOC litigation and settlement costs, stock compensation expense and loss on extinguishment of debt. We exclude these items from EBITDA when evaluating our operating performance and believe that Adjusted EBITDA provides a more meaningful comparison than EBITDA of our core business operating results, as well as with those of other similar companies that may have different capital structures. Management believes that EBITDA and Adjusted EBITDA, when viewed with our results of operations calculated in accordance with GAAP and our reconciliation of Adjusted EBITDA to net loss from continuing operations, provide useful information about our operating performance and period-over-period growth, and provide additional information that is useful for evaluating the operating performance of our core business without regard to potential distortions.

Additionally, management believes that EBITDA and Adjusted EBITDA permit investors to gain an understanding of the factors and trends affecting our ongoing cash earnings, from which capital investments are made and debt is serviced. However, EBITDA and Adjusted EBITDA are not measures of financial performance or liquidity under GAAP and, accordingly, should not be considered as alternatives to net loss from continuing operations or cash flow from operating activities as indicators of operating performance or liquidity. Also, these measures may not be comparable to similarly titled captions of other companies. For a reconciliation between net loss from continuing operations and EBITDA and Adjusted EBITDA see page 23.

EBITDA and Adjusted EBITDA have important limitations as analytical tools. These limitations include the following:

- EBITDA and Adjusted EBITDA do not reflect our capital expenditures, future requirements for capital expenditures or contractual commitments to purchase capital equipment;

- EBITDA and Adjusted EBITDA do not reflect the interest expense or the cash requirements necessary to service principal or interest payments on our debt;

Although depreciation and amortization are non-cash charges, the assets that we currently depreciate and amortize will likely have to be replaced in the future, and EBITDA and Adjusted EBITDA do not reflect the cash required to fund such replacements; and

EBITDA and Adjusted EBITDA do not reflect the effect of earnings or charges resulting from matters that our management does not consider to be indicative of our ongoing operations. However, some of these charges (such as impairment and other lease charges) have recurred and may reoccur.



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Depreciation and amortization primarily includes the depreciation of fixed assets, including equipment, owned buildings and leasehold improvements utilized in our restaurants and the amortization of franchise rights from our acquisitions of restaurants and franchise fees paid to BKC.

Impairment and other lease charges are determined through our assessment of the recoverability of property and equipment and intangible assets by determining whether the carrying value of these assets can be recovered over their respective remaining lives through undiscounted future operating cash flows. A potential impairment charge is evaluated whenever events or changes in circumstances indicate that the carrying amounts of these assets may not be fully recoverable. Lease charges are recorded for our obligations under the related leases for closed locations net of estimated sublease recoveries.

Interest expense consists primarily of interest expense associated with our 11.25% Senior Secured Second Lien Notes due 2018 (the "Notes"), borrowings under our prior Carrols LLC senior secured credit facility and the amortization of deferred financing costs. There have been no borrowings under our existing senior credit facility in 2013.

### Recent and Future Events Affecting our Results of Operations

#### Acquisition of Burger King Restaurants

On May 30, 2012, we acquired 278 restaurants from BKC, for a purchase price consisting of (i) a 28.9% equity ownership interest, (ii) a net cash purchase price of \$12.1 million and (iii) additional consideration of \$4.3 million including \$3.6 million for BKC's assignment of its right of first refusal ("ROFR") on franchisee restaurant transfers in 20 states pursuant to an operating agreement dated May 30, 2012 (the "operating agreement"). The amount for the ROFR is payable in quarterly payments over five years. We also entered into new franchise agreements pursuant to the purchase and operating agreements and entered into leases with BKC for all of the acquired restaurants, including leases for 81 restaurants owned in fee by BKC and subleases for 197 restaurants under terms substantially the same as BKC's underlying leases for those properties. Pursuant to the operating agreement, we also agreed to remodel 455 Burger King restaurants to BKC's 20/20 restaurant image by 2015. As of September 29, 2013, we had completed remodeling a total of 183 restaurants to the 20/20 restaurant image, including 93 restaurants in the first nine months of 2013. We currently anticipate remodeling an additional 17 to 22 restaurants in the fourth quarter of 2013.

In the fourth quarter of 2012, the Company finalized its allocation of the purchase price for this acquisition to the tangible and identifiable intangible assets acquired and liabilities assumed in the transaction. The prior year periods presented in the accompanying unaudited consolidated financial statements have been recast to reflect the impact of the fair value adjustments for the acquisition as if they had originally been recorded on May 30, 2012. The impact of these adjustments for the three and nine months ended September 30, 2012 included a reduction of rent expense of \$0.1 million and \$0.2 million, respectively, and a reduction of depreciation expense of \$0.5 million and \$0.7 million, respectively.

#### Refinancing of Outstanding Indebtedness

On May 30, 2012, we issued \$150.0 million of 11.25% Senior Secured Second Lien Notes due 2018 and entered into a new senior credit facility that provides for up to \$20.0 million of revolving credit borrowings (which was undrawn at closing). The net proceeds from the issuance of the Notes were used to (i) repay all outstanding borrowings under the prior Carrols LLC senior credit facility of \$64.8 million (ii) pay \$12.1 million related to the acquisition of the acquired restaurants from BKC and (iii) fees and expenses related to the offering of the Notes. Interest expense associated with the Notes, including the amortization of deferred financing costs, will be approximately \$17.8 million in 2013.

#### Spin-off of Fiesta Restaurant Group, Inc.

On April 16, 2012, our board of directors approved the spin-off of Fiesta (the "Spin-off"), which through its subsidiaries, owns, operates and franchises the Pollo Tropical and Taco Cabana restaurant brands. In connection with the Spin-off, on April 24, 2012, we and Carrols entered into several agreements that govern our post Spin-off relationship with Fiesta, including a Separation and Distribution Agreement, Tax Matters Agreement, Employee Matters Agreement and Transition Services Agreement ("TSA").

Fiesta filed with the Securities and Exchange Commission (the "SEC") a Form 10 registration statement, File No. 001-35373, as amended, which included as an exhibit an information statement which describes the Spin-off. The Form 10 registration statement, which registered the common stock of Fiesta under the Securities Exchange Act of 1934, as amended, was declared effective by the SEC on April 25, 2012.

On May 7, 2012, we completed the Spin-off of Fiesta in the form of a pro rata dividend of all of the issued and outstanding common stock of Fiesta to Carrols Restaurant Group's stockholders whereby each stockholder of Carrols Restaurant Group's common stock of record on April 26, 2012 received one share of Fiesta common stock for every one share of Carrols Restaurant

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Group common stock held. As a result of the Spin-off, Fiesta is an independent public company whose common stock is traded on The NASDAQ Global Select Market under the symbol "FRGL."

The historical operating results of Fiesta are included in our operating results as discontinued operations.

Amounts earned by Carrols under the TSA were \$0.6 million and \$3.0 million in the three and nine months ended September 29, 2013, respectively, and \$1.5 million and \$2.6 million in the three and nine months ended September 30, 2012. Amounts earned under the TSA are currently expected to range from \$3.4 million to \$3.6 million for all of 2013. Fiesta has terminated certain administrative services provided by us under the TSA during 2013. We currently anticipate the amounts to be earned under the TSA in 2014 to be minimal.

### Future Restaurant Closures

We evaluate the performance of our restaurants on an ongoing basis including an assessment of the current and future operating results of the restaurant in relation to its cash flow and future occupancy costs, and with regard to franchise agreement renewals, the cost of required capital improvements. We may elect to close restaurants based on these evaluations.

In 2012, we closed four restaurants. In the first nine months of 2013 we have closed eight restaurants, including two in the third quarter of 2013 and four underperforming restaurants in the second quarter of 2013 prior to the expiration of their contractual lease term. We reserved \$1.6 million for estimated future rent payments and other lease related expenses for these four locations. We may incur lease charges in the future from additional closures of underperforming restaurants, however we believe the impact of these closures will likely be accretive to our future EBITDA.

We currently anticipate that we will close two additional restaurants in 2013, excluding any restaurants relocated within their market area. We also currently anticipate closing approximately 18 to 20 additional restaurants in 2014.

Our determination of whether to close restaurants in the future is subject to further evaluation and may change.

We do not believe that the future impact on our consolidated results of operations due to restaurant closures at the end of their respective franchise agreements will be material, although there can be no assurance in this regard.

### Valuation of Deferred Income Tax Assets

We are expecting we will have a federal net operating loss carryforward of approximately \$23 million for 2013, which will expire in 2033. In addition, we have federal tax credit carryforwards of \$3.4 million which expire beginning in 2031.

We are required to perform an assessment of positive and negative evidence regarding the realization of the net deferred income tax assets in accordance with ASC 740. As part of this process, we consider all available positive and negative evidence, including future reversals of existing temporary differences, projected future taxable income and recent financial operations, to determine whether, based on the weight of that evidence, a valuation allowance is needed for some portion or all of a net deferred income tax asset. Judgment is used in considering the relative impact of negative and positive evidence. In arriving at these judgments, the weight given to the potential effect of negative and positive evidence is commensurate with the extent to which such evidence can be objectively verified. In evaluating the objective evidence provided by historical results, we consider (among other things) whether the past three years of pre-tax income from continuing operations would yield a cumulative loss position, as well as forecasts of expected operating results for the future years over the carryforward period. We have incurred losses in the past two fiscal years and expect to incur a loss for the 2013 fiscal year. This will be considered in the assessment of the realization of the federal net deferred tax assets that we expect to complete in the fourth quarter 2013.

### Health Care Reform

The Patient Protection and Affordable Care Act (the "Act") requires businesses employing fifty or more full-time equivalent employees to offer health care benefits to those full-time employees beginning in January 2015, or be subject to an annual penalty. Those benefits must be provided under a health care plan which provides a certain minimum scope of health care services. The Act also limits the portion of the cost of the benefits which we can require employees to pay.

We are continuing to assess the financial impact of the Act including the provision beginning in 2015 to offer health insurance to our hourly employees who work an average of 30 hours or more per week. Based on our analyses to date and our current activities addressing aspects of this provision operationally, we currently estimate that our cost for the

health care coverage for our qualifying hourly employees would not exceed \$3.0 million on an annual basis if all our eligible hourly employees elect coverage. Given the estimated annual premium cost our eligible hourly employees would incur in comparison to the annual financial penalty they would pay if they do not elect our health care coverage, we estimate our additional annual health care costs could range from \$0.5 million to \$1.0 million due solely to this provision; however there can be no assurance in this regard. For 2014, we currently anticipate additional fees due to the Act of \$0.5 million associated with our current health care coverage of our employees.



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## Operating Results from Continuing Operations

Three Months Ended September 29, 2013 Compared to Three Months Ended September 30, 2012

The following table sets forth, for the three months ended September 29, 2013 and September 30, 2012, selected operating results from continuing operations as a percentage of restaurant sales for all of our restaurants and our legacy restaurants and, for the three months ended September 29, 2013, the acquired restaurants:

	Three Months Ended		
	September 29, 2013	September 30, 2012	
Costs and expenses (all restaurants):			
Cost of sales	30.4	% 32.1	%
Restaurant wages and related expenses	31.1	% 31.6	%
Restaurant rent expense	7.0	% 7.2	%
Other restaurant operating expenses	16.0	% 17.0	%
Advertising expense	4.4	% 4.6	%
General and administrative	5.2	% 5.5	%
Costs and expenses (legacy restaurants):			
Cost of sales	29.7	% 30.0	%
Restaurant wages and related expenses	29.9	% 29.5	%
Restaurant rent expense	6.0	% 6.2	%
Other restaurant operating expenses	14.9	% 14.7	%
Advertising expense	4.3	% 4.4	%
Costs and expenses (acquired restaurants):			
Cost of sales	31.2	% 34.8	%
Restaurant wages and related expenses	32.6	% 34.2	%
Restaurant rent expense	8.2	% 8.5	%
Other restaurant operating expenses	17.4	% 19.9	%
Advertising expense	4.7	% 5.0	%

Since the beginning of the third quarter of 2012 through the end of the third quarter of 2013, we have closed ten restaurants.

Restaurant Sales. Total restaurant sales in the third quarter of 2013 decreased to \$168.3 million from \$169.5 million in the third quarter of 2012. Comparable restaurant sales for our legacy restaurants increased 0.6% due to a 1.6% increase in customer traffic partially offset by a decrease in average check, due primarily to a shift in sales mix compared to the prior year. Comparable restaurant sales at our acquired restaurants increased 0.2% from an increase in average check of 1.0% due to menu price increases, offset by a decrease in customer traffic. The comparable restaurant sales increases were offset by the closure of ten restaurants since the beginning of the third quarter of 2012. Operating Costs and Expenses (percentages stated as a percentage of restaurant sales for the restaurants being discussed). Cost of sales for all restaurants decreased to 30.4% in the third quarter of 2013 from 32.1% in the third quarter of 2012. Cost of sales at our legacy restaurants decreased to 29.7% in the third quarter of 2013 from 30.0% in the third quarter of 2012 due primarily to a favorable sales mix and the effect of menu price increases, partially offset by higher promotional sales discounts (1.5%), higher beef costs and lower vendor rebates (0.4%). Cost of sales at our acquired restaurants decreased to 31.2% in the third quarter of 2013 from 34.8% in the third quarter of 2012 due to improvement in restaurant-level food and cash controls, the effect of menu price increases and a favorable sales mix, partially offset by higher promotional discounts and higher beef costs.

Restaurant wages and related expenses for all restaurants decreased to 31.1% in the third quarter of 2013 from 31.6% in the third quarter of 2012. Restaurant wages and related expenses for our legacy restaurants increased to 29.9% in the third quarter of 2013 from 29.5% in the third quarter of 2012 due primarily to higher workers compensation claims (0.4%). Restaurant wages and related expenses for our acquired restaurants decreased to 32.6% in the third quarter of

2013 from 34.2% in the third quarter of 2012, due to increased productive labor efficiencies (2.4%) partially offset by higher workers compensation claims (0.5%).

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Other restaurant operating expenses for all restaurants decreased to 16.0% in the third quarter of 2013 from 17.0% in the third quarter of 2012 due primarily to lower repairs and maintenance expenses at our acquired restaurants (0.4%), lower utility costs (0.2%), lower cash handling costs (0.2%) and lower operating supplies.

Advertising expense for all restaurants decreased to 4.4% in the third quarter of 2013 from 4.6% in the third quarter of 2012 due primarily to lower spending for additional local advertising in certain markets and incentives received from BKC's ITP program related to certain restaurant remodels. Advertising expense as a percentage of sales is lower at our legacy restaurants compared to our acquired restaurants due to advertising credits being received from BKC that are associated with 2012 menu enhancement initiatives and our installation of digital menu boards at our legacy restaurants. These expenditures at the acquired restaurants were made prior to the acquisition.

Restaurant rent expense for all restaurants decreased to 7.0% in the third quarter of 2013 from 7.2% in the third quarter of 2012 due in part to the closure of underperforming restaurants since the beginning of the third quarter of 2012 and lower contingent rental expense at our legacy restaurants.

General and Administrative Expenses. General and administrative expenses decreased \$0.6 million in the third quarter of 2013 to \$8.7 million and, as a percentage of total restaurant sales, decreased to 5.2% compared to 5.5% in the third quarter of 2012. The decrease in general and administrative expenses was due primarily to costs incurred in the third quarter of 2012 in connection with our litigation with the EEOC which was settled in the first quarter of 2013 partially offset by higher administrative bonus accruals and lower amounts earned under the TSA with Fiesta.

Adjusted EBITDA. As a result of the factors above, Adjusted EBITDA increased to \$10.1 million in the third quarter of 2013 from \$9.2 million in the third quarter of 2012. For a reconciliation between net loss from continuing operations and EBITDA and Adjusted EBITDA see page 23.

Depreciation and Amortization Expense. Depreciation and amortization expense increased to \$8.5 million in the third quarter of 2013 from \$7.7 million in the third quarter of 2012 due primarily to the addition of the acquired restaurants and our remodeling initiatives in late 2012 and 2013.

Impairment and Other Lease Charges. Impairment and other lease charges were \$1.1 million in the third quarter of 2013 and were comprised of \$0.9 million of initial impairment charges for six underperforming restaurants and \$0.2 million of impairment charges associated with capital expenditures at previously impaired restaurants.

Interest Expense. Interest expense increased to \$4.7 million in the third quarter of 2013 from \$4.5 million in the third quarter of 2012. The weighted average interest rate on our long-term debt, excluding lease financing obligations, was 11.25% in both the third quarter of 2013 and the third quarter of 2012.

Benefit for Income Taxes. The benefit for income taxes for the third quarter of 2013 was derived using an estimated effective annual income tax rate for 2013 of 39.9%, which excluded discrete tax adjustments which increased the benefit for income taxes by \$0.1 million in the third quarter of 2013.

The benefit for income taxes for the third quarter of 2012 was derived using an estimated effective annual income tax rate for 2012 of 41.9%, which excluded discrete tax adjustments. We also established in the third quarter of 2012 a valuation allowance of \$1.4 million pertaining to all of the deferred income tax assets for certain state net operating loss carryforwards. Other discrete tax adjustments increased the benefit for income taxes by \$0.2 million in the third quarter of 2012.

Net Loss from Continuing Operations. As a result of the above, net loss from continuing operations for the third quarter of 2013 was \$2.8 million, or \$0.12 per diluted share, compared to net loss from continuing operations in the third quarter of 2012 of \$6.3 million, or \$0.28 per diluted share.

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Nine Months Ended September 29, 2013 Compared to Nine Months Ended September 30, 2012

The following table sets forth, for the nine months ended September 29, 2013 and September 30, 2012, selected operating results from continuing operations as a percentage of restaurant sales for all of our restaurants and our legacy restaurants and, for the nine months ended September 29, 2013, the acquired restaurants:

	Nine Months Ended		
	September 29, 2013	September 30, 2012	
Costs and expenses:			
Cost of sales	30.6	% 31.7	%
Restaurant wages and related expenses	31.5	% 31.5	%
Restaurant rent expense	7.1	% 6.8	%
Other restaurant operating expenses	16.2	% 16.1	%
Advertising expense	4.5	% 4.0	%
General and administrative	5.5	% 6.3	%
Costs and expenses (legacy restaurants):			
Cost of sales	29.7	% 30.6	%
Restaurant wages and related expenses	30.5	% 30.7	%
Restaurant rent expense	6.2	% 6.3	%
Other restaurant operating expenses	15.1	% 15.0	%
Advertising expense	4.3	% 3.8	%
Costs and expenses (acquired restaurants beginning May 30, 2012):			
Cost of sales	31.8	% 34.7	%
Restaurant wages and related expenses	32.6	% 33.7	%
Restaurant rent expense	8.2	% 8.3	%
Other restaurant operating expenses	17.6	% 19.0	%
Advertising expense	4.8	% 4.7	%

In addition to the 278 acquired restaurants, since the beginning of 2012 through the end of the third quarter of 2013 we closed twelve restaurants.

**Restaurant Sales.** Restaurant sales in the first nine months of 2013 increased 32.1% to \$498.0 million from \$377.0 million in the first nine months of 2012. Restaurant sales at the acquired restaurants were \$222.6 million in the first nine months of 2013 compared to \$102.5 million from the acquisition date through the end of the third quarter of 2012. Comparable restaurant sales for our legacy restaurants increased 1.0% in the first nine months of 2013 due to a 1.3% increase in average check, due primarily to a shift in sales mix compared to the prior year and the effect of menu price increases compared to the prior year. This was partially offset by a decrease in customer traffic and the closure of twelve restaurants since the beginning of 2012.

**Operating Costs and Expenses** (percentages stated as a percentage of restaurant sales for the restaurants being discussed). Cost of sales for all restaurants decreased to 30.6% in the first nine months of 2013 from 31.7% in the first nine months of 2012. Cost of sales at our legacy restaurants decreased to 29.7% in the first nine months of 2013 from 30.6% in the first nine months of 2012 due primarily to a favorable sales mix and cost savings from recipe modifications for certain sandwiches late in the second quarter of 2012 and product cost reduction initiatives for other menu items, partially offset by higher promotional discounts (1.0%). Cost of sales for our acquired restaurants decreased to 31.8% for the first nine months of 2013 from 34.7% from the date of the acquisition through the end of the third quarter of 2012; however these costs were higher than our legacy restaurants in the first nine months of 2013 due primarily to inefficiencies, shrinkage and higher waste.

Restaurant wages and related expenses for all restaurants was 31.5% in both the first nine months of 2013 and the first nine months of 2012. Restaurant wages and related expenses for our legacy restaurants decreased to 30.5% in first nine months of 2013 from 30.7% in the first nine months of 2012 due to the effects higher sales volumes on fixed

labor costs and increased productive labor efficiencies, partially offset by higher workers compensation claims. Restaurant wages and related expenses for our acquired

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restaurants was 32.6% in the first nine months of 2013 and higher than our legacy restaurants due primarily to the effect of fixed labor costs on lower sales volumes relative to our legacy restaurants.

Other restaurant operating expenses for all restaurants increased to 16.2% in the first nine months of 2013 from 16.1% in the first nine months of 2012 due primarily to higher repairs and maintenance expenses, higher credit card fees and the effect of fixed operating costs on lower sales volumes at the acquired restaurants compared to our legacy restaurants. Other restaurant operating expenses for our legacy restaurants was 15.1% in the first nine months of 2013 as compared to 17.6% at the acquired restaurants, however these costs at our acquired restaurants decreased from 19.0% from the date of the acquisition through the end of the third quarter of 2012 due primarily to lower repairs and maintenance expenses, lower utility costs and lower cash handling costs.

Advertising expense for all restaurants increased to 4.5% in the first nine months of 2013 from 4.0% in the first nine months of 2012 due primarily to higher spending for additional local advertising in a number of markets in connection with the acquisition. Advertising expense as a percentage of sales is lower at our legacy restaurants compared to our acquired restaurants due to advertising credits received from BKC that are associated with 2012 menu enhancement initiatives and our installation of digital menu boards at our legacy restaurants. These expenditures at the acquired restaurants were made prior to the acquisition. For all of 2013, we anticipate advertising expense to range between 4.5% and 4.7% of restaurant sales.

Restaurant rent expense for all restaurants increased to 7.1% in the first nine months of 2013 from 6.8% in the first nine months of 2012 reflecting the lower sales volumes of the acquired restaurants. Rent expense associated with the acquired restaurants was 8.2% in the first nine months of 2013 compared to rent expense of 6.2% for our legacy restaurants in the first nine months of 2013.

General and Administrative Expenses. General and administrative expenses increased \$3.7 million in the first nine months of 2013 to \$27.3 million however, as a percentage of total restaurant sales, decreased to 5.5% from 6.3%. The increase in general and administrative expenses was due primarily to costs for the ongoing operational oversight and training, and, to a lesser extent, corporate support associated with the acquired restaurants, higher administrative bonus accruals and lower amounts earned under the TSA with Fiesta. This was partially offset by higher legal costs in the first nine months of 2012 of \$3.3 million due to the acquisition and our EEOC litigation which was settled in the first quarter of 2013. In addition, stock compensation expense was \$0.3 million higher in the first nine months of 2013 compared to the prior year period.

Adjusted EBITDA. As a result of the factors above Adjusted EBITDA increased to \$23.8 million in the first nine months of 2013 from \$21.7 million in the first nine months of 2012. Adjusted EBITDA in the first nine months of 2012 excludes \$4.6 million of integration costs and legal and other transaction costs related to the acquisition, \$2.7 million of costs incurred in connection with our litigation with the EEOC which was settled in the first quarter of 2013 and a \$1.5 million loss on extinguishment of debt related to our refinancing in the second quarter of 2012. For a reconciliation between net loss from continuing operations and EBITDA and Adjusted EBITDA see page 23.

Depreciation and Amortization. Depreciation and amortization expense increased to \$25.0 million in the first nine months of 2013 from \$18.5 million in the first nine months of 2012 due primarily to the addition of the acquired restaurants and our restaurant remodeling initiatives in 2013 and the second half of 2012.

Impairment and Other Lease Charges. Impairment and other lease charges were \$3.9 million in the first nine months of 2013 and were comprised of \$1.6 million of estimated future rent payments and other lease related charges due to the closure of four underperforming restaurants, \$1.6 million of initial impairment charges associated with underperforming restaurants and \$0.7 million of impairment charges associated with capital expenditures at previously impaired restaurants.

Interest Expense. Total interest expense increased \$6.1 million to \$14.1 million in the first nine months of 2013 due to the impact of our refinancing and issuance of the Notes in the second quarter of 2012 related to the acquisition. The weighted average interest rate on our long-term debt, excluding lease financing obligations, for the first nine months of 2013 increased to 11.25% compared to 8.8% in the first nine months of 2012 due to our refinancing in the second quarter of 2012.

Benefit for Income Taxes. The benefit for income taxes for the first nine months of 2013 was derived using an estimated effective annual income tax rate for all of 2013 of 39.9%, which excludes any discrete tax adjustments. In

January 2013, the United States Congress authorized, and the President signed into law, certain federal tax credits that were reflected in our Federal tax return for 2012. However, since the law was enacted in 2013, the financial statement benefit of such credits totaling \$1.0 million was recorded in the first quarter of 2013 and is included in the benefit for income taxes for the first nine months of 2013. We also had other discrete tax adjustments which decreased the benefit for income taxes by \$0.3 million in the first nine months of 2013.

The benefit for income taxes for first nine months of 2012 was derived using an estimated effective annual income tax rate for 2012 of 41.9%, which excluded discrete tax adjustments. We also established in the third quarter of 2012 a valuation allowance

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of \$1.4 million pertaining to all of the deferred income tax assets for certain state net operating loss carryforwards. Other discrete tax adjustments decreased the benefit for income taxes by \$0.1 million in the first nine months of 2012. Net Loss from Continuing Operations. As a result of the foregoing, net loss from continuing operations was \$11.5 million in the first nine months of 2013, or \$0.50 per diluted share, compared to a net loss from continuing operations of \$10.0 million in the first nine months of 2012, or \$0.44 per diluted share.

A reconciliation of EBITDA and Adjusted EBITDA to net loss from continuing operations is as follows:

	Three Months Ended		Nine Months Ended	
	September 29, 2013	September 30, 2012	September 29, 2013	September 30, 2012
Net loss from continuing operations	\$(2,762)	\$(6,340)	\$(11,457)	\$(10,022)
Benefit for income taxes	(1,737)	(2,412)	(8,720)	(4,587)
Interest expense	4,708	4,492	14,130	8,053
Depreciation and amortization	8,536	7,695	24,990	18,537
EBITDA	8,745	3,435	18,943	11,981
Impairment and other lease charges	1,079	125	3,907	252
Acquisition and integration costs (1)	—	3,400	—	4,647
EEOC Litigation and settlement costs	—	1,938	85	2,707
Stock-based compensation expense	302	309	899	588
Loss on extinguishment of debt	—	—	—	1,509
Adjusted EBITDA	\$10,126	\$9,207	\$23,834	\$21,684

(1) Acquisition and integration costs for the periods presented include legal and professional fees incurred in connection with the acquisition.

#### Liquidity and Capital Resources

We do not have significant receivables or inventory and receive trade credit based upon negotiated terms in purchasing food products and other supplies. We are able to operate with a substantial working capital deficit because: restaurant operations are primarily conducted on a cash basis; rapid turnover results in a limited investment in inventories; and cash from sales is usually received before related liabilities for food, supplies and payroll become due.

On May 30, 2012, Carrols Restaurant Group issued \$150.0 million of Notes pursuant to an indenture dated as of May 30, 2012 governing such Notes. Proceeds from the issuance of the Notes were used to repay \$64.8 million of borrowings under the prior Carrols LLC senior credit facility, to pay \$12.1 million related to the acquisition of the acquired restaurants, to pay \$4.5 million for fees and expenses related to the offering of the Notes paid at closing and to fund a \$20.0 million cash collateral account required under our senior credit facility discussed below. The remainder of the proceeds is currently being used together with operating cash flow to fund the restaurant remodeling obligations committed to in connection with the acquisition.

Interest payments under our debt obligations, capital expenditures, including our commitment to BKC to remodel restaurants in 2013 and 2014, and payments related to our lease obligations represent significant liquidity requirements for us. We believe net proceeds from the issuance of the Notes, cash generated from our operations, and availability of revolving credit borrowings under our senior credit facility will provide sufficient cash availability to cover our anticipated working capital needs, capital expenditures and debt service requirements for the next twelve months.

**Operating Activities.** Net cash provided from operating activities in the first nine months of 2013 decreased \$7.5 million to \$16.2 million, compared to the first nine months of 2012, due primarily to a decrease in cash from changes in the components of net working capital of \$15.0 million and an increase in loss from continuing operations of \$1.4 million, partially offset by a net increase in non-cash expenses of \$10.1 million pertaining to depreciation and amortization and impairment and other lease charges. Refundable income taxes increased \$4.3 million in the first nine months of 2013 due primarily to the carryback of 2012 federal net operating losses.

**Investing Activities.** Net cash used for investing activities in the first nine months of 2013 and 2012 was \$40.4 million and \$52.6 million, respectively. Capital expenditures are a large component of our investing activities and include:



(1) new restaurant development, which may include the purchase of real estate; (2) restaurant remodeling, which includes the renovation or rebuilding

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of the interior and exterior of our existing restaurants, including expenditures associated with our commitment to BKC to remodel restaurants to the 20/20 image and franchise agreement renewals; (3) other restaurant capital expenditures, which include capital maintenance expenditures for the ongoing reinvestment and enhancement of our restaurants including expenditures to support BKC's ongoing menu enhancement initiatives; and (4) corporate and restaurant information systems, including expenditures in 2013 for new point-of-sale software for our acquired restaurants. The following table sets forth our capital expenditures for the periods presented (in thousands):

Nine Months Ended September 29, 2013

New restaurant development	\$ 582
Restaurant remodeling	31,574
Other restaurant capital expenditures (1)	5,724
Corporate and restaurant information systems	2,478
Total capital expenditures	\$40,358

Nine Months Ended September 30, 2012

New restaurant development	\$—
Restaurant remodeling	10,618
Other restaurant capital expenditures (1)	3,861
Corporate and restaurant information systems	9,232
Total capital expenditures	\$23,711

Excludes restaurant repair and maintenance expenses included in other restaurant operating expenses in our 1) consolidated financial statements. For the nine months ended September 29, 2013 and September 30, 2012, total restaurant repair and maintenance expenses were approximately \$13.2 million and \$9.4 million, respectively.

In 2013, we anticipate that total capital expenditures will range from \$50 million to \$52 million, although the actual amount of capital expenditures may differ from these estimates. Capital expenditures in 2013 are expected to include approximately \$40 million to \$42 million for remodeling a total of 110 to 115 restaurants in 2013 to the BKC 20/20 image standard, of which 93 were completed in the first nine months of 2013, and capital restaurant maintenance expenditures of approximately \$7 million.

Investing activities in 2012 included \$12.1 million of payments related to the cash purchase price of the acquired restaurants and \$20.0 million for the cash collateral deposit related to our senior credit facility. Investing activities in 2012 also included net proceeds from sales of restaurant properties of \$3.3 million. The net proceeds from these sales were used to reduce outstanding borrowings under our prior Carrols LLC senior credit facility.

Financing Activities. Net cash used in financing activities in the first nine months of 2013 was \$0.8 million, primarily related to principal payments on capital leases.

Net cash provided by financing activities in the first nine months of 2012 was \$69.5 million, which included proceeds from the sale of the Notes discussed above, net of related fees and expenses, of \$144.1 million. Total payments on the prior Carrols LLC senior credit facility, including amounts paid in connection with the issuance of the Notes, totaled \$67.4 million in the first nine months of 2012. Proceeds from stock option exercises and related income tax benefits, including tax benefits from the conversion of vested stock options to shares of our common stock, in connection with the Spin-off, were \$1.1 million in the first nine months of 2012. Cash of Fiesta that was deconsolidated as a result of the Spin-off included in our 2012 financing activities was \$5.5 million.

Senior Secured Second Lien Notes. On May 30, 2012, we issued \$150.0 million of the Notes pursuant to an indenture dated as of May 30, 2012 governing such Notes. The Notes mature and are payable on May 15, 2018. Interest is payable semi-annually on May 15 and November 15. The Notes are guaranteed by our material subsidiaries and are secured by second-priority liens on substantially all of ours and our subsidiaries' assets (including a pledge of all of the capital stock and equity interests of our subsidiaries).

The Notes are redeemable at our option in whole or in part at any time after May 15, 2015 at a price of 105.625% of the principal amount plus accrued and unpaid interest, if any, if redeemed before May 15, 2016, 102.813% of the principal amount plus accrued and unpaid interest, if any, if redeemed after May 15, 2016 but before May 15, 2017

and 100% of the principal amount plus accrued and unpaid interest, if any, if redeemed after May 15, 2017. Prior to May 15, 2015, we may redeem some or all of

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the Notes at a redemption price of 100% of the principal amount of each Note plus accrued and unpaid interest, if any, and a make-whole premium. In addition, the indenture governing the Notes also provides that we may redeem up to 35% of the Notes using the proceeds of certain equity offerings completed before May 15, 2015.

The Notes are jointly and severally guaranteed, unconditionally and in full by our material subsidiaries which are directly or indirectly 100% owned by us. Separate condensed consolidating information is not included because Carrols Restaurant Group is a holding company that has no independent assets or operations. There are no significant restrictions on our ability or any of the guarantor subsidiaries' ability to obtain funds from its respective subsidiaries. All consolidated amounts in our financial statements are representative of the combined guarantors.

The indenture governing the Notes includes certain covenants, including limitations and restrictions on our and our subsidiaries who are guarantors under such indenture to, among other things: incur indebtedness or issue preferred stock; incur liens; pay dividends or make distributions in respect of capital stock or make certain other restricted payments or investments; sell assets; agree to payment restrictions affecting certain subsidiaries; enter into transaction with affiliates; or merge, consolidate or sell substantially all of our assets.

The indenture governing the Notes and the security agreement provide that any capital stock and equity interests of any of our subsidiaries will be excluded from the collateral to the extent that the par value, book value or market value of such capital stock or equity interests exceeds 20% of the aggregate principal amount of the Notes then outstanding.

The indenture governing the Notes contains customary default provisions, including without limitation, a cross default provision pursuant to which it is an event of default under the Notes and the indenture governing the Notes if there is a default under any of our indebtedness having an outstanding principal amount of \$15.0 million or more which results in the acceleration of such indebtedness prior to its stated maturity or is caused by a failure to pay principal when due. We were in compliance as of September 29, 2013 with the restrictive covenants of the indenture governing the Notes.

Senior Credit Facility. On May 30, 2012, we entered into a senior credit facility, which provides for aggregate revolving credit borrowings of up to \$20.0 million (including \$15.0 million available for letters of credit) maturing on May 30, 2017. The senior credit facility also provides for incremental borrowing increases of up to \$25.0 million, in the aggregate. At September 29, 2013, there were no outstanding borrowings under the senior credit facility.

Under the senior credit facility (all terms not otherwise defined herein are defined in our senior credit facility), we have deposited \$20.0 million in an account with the Administrative Agent as collateral for the senior credit facility until the date on which our Adjusted Leverage Ratio is less than 6.00x for two consecutive fiscal quarters (the "Cash Collateral Release Date"). This amount is classified as restricted cash on our consolidated balance sheet as of September 29, 2013.

Prior to the Cash Collateral Release Date, revolving credit borrowings under the senior credit facility bear interest at a rate per annum, at our option, of:

- (i) the Alternate Base Rate plus the applicable margin of 0.75% or
- (ii) the LIBOR Rate plus the applicable margin of 1.75%.

Following the Cash Collateral Release Date, borrowings under the senior credit facility will bear interest at a rate per annum, at our option, of

- (i) the Alternate Base Rate plus the applicable margin of 2.50% to 3.25% based on our Adjusted Leverage Ratio, or
- (ii) the LIBOR Rate plus the applicable margin of 3.50% to 4.25% based on our Adjusted Leverage Ratio.

Our obligations under the senior credit facility are guaranteed by our subsidiaries and are secured by first priority liens on substantially all of our assets and our subsidiaries, including a pledge of all of the capital stock and equity interests of the subsidiaries.

Under the senior credit facility, we will be required to make mandatory prepayments of borrowings in the event of dispositions of assets, debt issuances and insurance and condemnation proceeds (all subject to certain exceptions). The senior credit facility contains certain covenants, including, without limitation, those limiting our and our subsidiaries' ability to, among other things, incur indebtedness, incur liens, sell or acquire assets or businesses, change the character of its business in all material respects, engage in transactions with related parties, make certain investments, make certain restricted payments or pay dividends. In addition, the senior credit facility requires us to meet certain financial ratios, including the Fixed Charge Coverage Ratio and the Adjusted Leverage Ratio; however, we are not required to be in compliance with such ratios so long as the senior credit facility is cash collateralized.



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The senior credit facility contains customary default provisions, including that the lenders may terminate their obligation to advance and may declare the unpaid balance of borrowings, or any part thereof, immediately due and payable upon the occurrence and during the continuance of customary defaults which include, without limitation, payment default, covenant defaults, bankruptcy type defaults, cross-defaults on other indebtedness, judgments or upon the occurrence of a change of control.

After reserving \$5.4 million for letters of credit issued under the senior credit facility for workers' compensation and other insurance policies, \$14.6 million was available for revolving credit borrowings under the senior credit facility at September 29, 2013.

### Contractual Obligations

A table of our contractual obligations as of December 30, 2012 was included in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the fiscal year ended December 30, 2012. There have been no significant changes to our contractual obligations during the nine months ended September 29, 2013.

### Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements other than our operating leases, which are primarily for our restaurant properties and not recorded on our consolidated balance sheet.

### Inflation

The inflationary factors that have historically affected our results of operations include increases in food and paper costs, labor and other operating expenses, the cost of providing medical and prescription drug insurance to our employees and energy costs. Wages paid in our restaurants are impacted by changes in the Federal and state hourly minimum wage rates. Accordingly, changes in the Federal and state hourly minimum wage rates directly affect our labor costs. We typically attempt to offset the effect of inflation, at least in part, through periodic menu price increases and various cost reduction programs. However, no assurance can be given that we will be able to offset such inflationary cost increases in the future.

### Application of Critical Accounting Policies

Our unaudited interim consolidated financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America. Preparing consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. These estimates and assumptions are affected by the application of our accounting policies. Our significant accounting policies are described in the "Significant Accounting Policies" footnote in the notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 30, 2012.

Critical accounting estimates are those that require application of management's most difficult, subjective or complex judgments, often as a result of matters that are inherently uncertain and may change in subsequent periods. There have been no material changes affecting our critical accounting policies previously disclosed in our Annual Report on Form 10-K for the fiscal year ended December 30, 2012. In the second quarter of 2013 we incurred \$1.6 million of other lease charges associated with the closure of four restaurants. The following accounting policy will be applicable to future periods.

Accrued occupancy costs. We will make estimates of accrued occupancy costs pertaining to closed restaurant locations on an ongoing basis. Changes in accrued occupancy costs pertaining to closed restaurant locations will be included in Impairment and Other Lease Charges in our statements of operations. These estimates require assessment and continuous evaluation of a number of factors such as the remaining contractual period under our lease obligations, the amount of sublease income we are able to realize on a particular property and estimates of other costs such as property taxes. Differences between actual future events and prior estimates could result in adjustments to these accrued costs.

### Forward Looking Statements

This Quarterly Report on Form 10-Q contains statements which constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Statements that are predictive in nature or that depend upon or refer to future events or conditions are forward-looking statements. These statements are often



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cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those projected or implied in the forward-looking statements. We believe important factors that could cause actual results to differ materially from our expectations include the following, in addition to other risks and uncertainties discussed herein and in our Annual Report on Form 10-K for the fiscal year ended December 30, 2012:

- The effect of the tax-free spin-off of Fiesta by us;
- The potential tax liability associated with the spin-off of Fiesta by us;
- Effectiveness of the Burger King advertising programs and the overall success of the Burger King brand;
- Increases in food costs and other commodity costs;
- Competitive conditions;
- Our ability to integrate any businesses we acquire, including the acquired restaurants;
- Regulatory factors;
- Environmental conditions and regulations;
- General economic conditions, particularly in the retail sector;
- Weather conditions;
- Fuel prices;
- Significant disruptions in service or supply by any of our suppliers or distributors;
- Changes in consumer perception of dietary health and food safety;
- Labor and employment benefit costs, including the effects of healthcare reform;
- The outcome of pending or future legal claims or proceedings;
- Our ability to manage our growth and successfully implement our business strategy;
- Our borrowing costs and credit ratings, which may be influenced by the credit ratings of our competitors;
- The availability and terms of necessary or desirable financing or refinancing and other related risks and uncertainties;
- The risk of an act of terrorism or escalation of any insurrection or armed conflict involving the United States or any other national or international calamity; and
- Factors that affect the restaurant industry generally, including recalls if products become adulterated or misbranded, liability if our products cause injury, ingredient disclosure and labeling laws and regulations, reports of cases of food borne illnesses such as “mad cow” disease and avian flu, and the possibility that consumers could lose confidence in the safety and quality of certain food products, as well as negative publicity regarding food quality, illness, injury or other health concerns.

**ITEM 3—QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There were no material changes from the information presented in Item 7A included in our Annual Report on Form 10-K for the year ended December 30, 2012, as amended, with respect to our market risk sensitive instruments. A 1% change in interest rates would have resulted in no change to interest expense for the three and nine months ended September 29, 2013, no change to interest expense for the three months ended September 30, 2012 and an increase or decrease in interest expense of approximately \$0.1 million for the nine months ended September 30, 2012.

**ITEM 4—CONTROLS AND PROCEDURES**

Disclosure Controls and Procedures. Our senior management is responsible for establishing and maintaining disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d – 15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and



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Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Evaluation of Disclosure Controls and Procedures. We have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report, with the participation of our Chief Executive Officer and Chief Financial Officer, as well as other key members of our management. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 29, 2013.

No change occurred in our internal control over financial reporting during the third quarter of 2013 that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II—OTHER INFORMATION**

Item 1. Legal Proceedings

None

Item 1A. Risk Factors

Part I-Item 1A of Annual Report on Form 10-K for the fiscal year ended December 30, 2012 describes important factors that could materially adversely affect our business, consolidated financial condition or results of operations or cause our operating results to differ materially from those indicated or suggested by forward-looking statements made in this Form 10-Q or presented elsewhere by management from time-to-time. There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the fiscal year ended December 30, 2012.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None

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Item 6. Exhibits

(a) The following exhibits are filed as part of this report.

Exhibit No.

31.1	Chief Executive Officer's Certificate Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Carrols Restaurant Group, Inc.
31.2	Chief Financial Officer's Certificate Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Carrols Restaurant Group, Inc.
32.1	Chief Executive Officer's Certificate Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Carrols Restaurant Group, Inc.
32.2	Chief Financial Officer's Certificate Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Carrols Restaurant Group, Inc.
*101.INS	XBRL Instance Document
*101.SCH	XBRL Taxonomy Extension Schema Document
*101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
*101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
*101.LAB	XBRL Taxonomy Extension Label Linkbase Document
*101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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As provided in Rule 406T of Regulation S-T, this information is deemed furnished and not filed for purposes of \* Sections 11 and 12 of the Securities Act of 1933, as amended, and Section 18 of the Securities Exchange Act of 1934, as amended.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CARROLS RESTAURANT GROUP, INC.

Date: November 6, 2013

/s/ Daniel T. Accordino  
(Signature)  
Daniel T. Accordino  
Chief Executive Officer

Date: November 6, 2013

/s/ Paul R. Flanders  
(Signature)  
Paul R. Flanders  
Vice President – Chief Financial Officer and Treasurer