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APPLEBEES INTERNATIONAL INC

Form 10-Q

April 29, 2004

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 28, 2004

OR

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

For the transition period from to

Commission File Number: 000-17962

Applebee's International, Inc.

(Exact name of registrant as specified in its charter)

Delaware

43-1461763

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

4551 W. 107th Street, Overland Park, Kansas 66207

(Address of principal executive offices and zip code)

(913) 967-4000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required
to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during
the preceding 12 months (or for such shorter period that the registrant was
required to file such reports), and (2) has been subject to such filing
requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant is an accelerated filer (as
defined by Rule 12b-2 of the Act). Yes ☒ No ☐

The number of shares of the registrant's common stock outstanding as of April
23, 2004 was 54,917,012.

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APPLEBEE'S INTERNATIONAL, INC.
FORM 10-Q
FISCAL QUARTER ENDED MARCH 28, 2004
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APPLEBEE'S INTERNATIONAL, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

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(in thousands, except share amounts)

ASSETS

Current assets:

Cash and cash equivalents.....	\$
Short-term investments, at market value.....	
Receivables (less allowance for bad debts of \$4,243 in 2004 and \$4,117 in 2003).....	
Receivables related to captive insurance subsidiary.....	
Inventories.....	
Prepaid income taxes.....	
Other current assets related to captive insurance subsidiary.....	
Prepaid and other current assets.....	

Total current assets.....	
Property and equipment, net.....	
Goodwill.....	
Restricted assets related to captive insurance subsidiary.....	
Franchise interest and rights, net.....	
Other assets.....	

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:

Current portion of long-term debt.....	\$
Accounts payable.....	
Accrued expenses and other current liabilities.....	
Loss reserve and unearned premiums related to captive insurance subsidiary.....	
Accrued income taxes.....	
Accrued dividends.....	

Total current liabilities.....	
--------------------------------	--

Non-current liabilities:

Long-term debt - less current portion.....	
Other non-current liabilities.....	

Total non-current liabilities.....	
------------------------------------	--

Total liabilities.....	
------------------------	--

Commitments and contingencies (Note 3)

Stockholders' equity:

Preferred stock - par value \$0.01 per share: authorized - 1,000,000 shares; no shares issued.....	
Common stock - par value \$0.01 per share: authorized - 125,000,000 shares; issued - 72,336,788 shares.....	
Additional paid-in capital.....	
Retained earnings.....	

Treasury stock - 17,515,156 shares in 2004 and 17,143,845 shares in 2003, at cost....	(
---	---

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Total stockholders' equity.....

\$

See notes to consolidated financial statements.

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APPLEBEE'S INTERNATIONAL, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF EARNINGS (Unaudited) (in thousands, except per share amounts)

	13 Weeks Ended	
	March 28, 2004	March 200
Revenues:		
Company restaurant sales.....	\$ 243,560	\$ 208
Franchise royalties and fees.....	30,772	27
Other franchise income.....	3,115	2
Total operating revenues.....	277,447	238
Cost of company restaurant sales:		
Food and beverage.....	63,515	54
Labor.....	79,659	68
Direct and occupancy.....	59,069	50
Pre-opening expense.....	550	
Total cost of company restaurant sales.....	202,793	173
Cost of other franchise income.....	2,937	2
General and administrative expenses.....	25,517	22
Amortization of intangible assets.....	86	
Loss on disposition of restaurants and equipment.....	495	
Operating earnings.....	45,619	38
Other income (expense):		
Investment income.....	223	
Interest expense.....	(344)	
Other income (expense).....	(109)	
Total other income (expense).....	(230)	
Earnings before income taxes.....	45,389	38
Income taxes.....	15,886	13
Net earnings.....	\$ 29,503	\$ 24
Basic net earnings per common share.....	\$ 0.54	\$

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Diluted net earnings per common share.....	=====	=====
	\$ 0.52	\$
Basic weighted average shares outstanding.....	=====	=====
	54,658	55
Diluted weighted average shares outstanding.....	=====	=====
	56,419	56

See notes to consolidated financial statements.

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APPLEBEE'S INTERNATIONAL, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (Unaudited) (in thousands, except share amounts)

	Common Stock		Additional	Ret
	Shares	Amount	Paid-In Capital	Ear
Balance, December 28, 2003.....	72,336,788	\$ 723	\$ 200,574	\$ 5
Net earnings.....	--	--	--	
Purchases of treasury stock.....	--	--	--	
Stock options exercised and related tax benefit.....	--	--	3,746	
Shares issued under employee benefit plans.....	--	--	1,929	
Restricted shares awarded under equity incentive plan, net of cancellations.....	--	--	(404)	
Amortization of unearned compensation relating to restricted shares.....	--	--	338	
Balance, March 28, 2004.....	72,336,788	\$ 723	\$ 206,183	\$ 5

See notes to consolidated financial statements.

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APPLEBEE'S INTERNATIONAL, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

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(in thousands)

CASH FLOWS FROM OPERATING ACTIVITIES:

Net earnings.....
Adjustments to reconcile net earnings to net
cash provided by operating activities:
Depreciation and amortization.....
Amortization of intangible assets.....
Amortization of deferred financing costs.....
Amortization of unearned compensation.....
Deferred income tax provision.....
Loss on disposition of restaurants and equipment.....
Income tax benefit from exercise of stock options.....
Changes in assets and liabilities (exclusive of effects of acquisition):
Receivables.....
Receivables related to captive insurance subsidiary.....
Inventories.....
Prepaid income taxes.....
Other current assets related to captive insurance subsidiary.....
Prepaid and other current assets.....
Accounts payable.....
Accrued expenses and other current liabilities.....
Loss reserve and unearned premiums related to captive insurance
subsidiary.....
Accrued income taxes.....
Other.....

NET CASH PROVIDED BY OPERATING ACTIVITIES.....

CASH FLOWS FROM INVESTING ACTIVITIES:

Purchases of property and equipment.....
Restricted assets related to captive insurance subsidiary.....
Acquisition of restaurants.....
Purchases of short-term investments.....
Maturities and sales of short-term investments.....
Other investing activities.....

NET CASH USED BY INVESTING ACTIVITIES.....

CASH FLOWS FROM FINANCING ACTIVITIES:

Purchases of treasury stock.....
Dividends paid.....
Issuance of common stock upon exercise of stock options.....
Shares issued under employee benefit plans.....
Net proceeds from issuance of long-term debt.....

NET CASH USED BY FINANCING ACTIVITIES.....

NET DECREASE IN CASH AND CASH EQUIVALENTS.....
CASH AND CASH EQUIVALENTS, beginning of period.....

CASH AND CASH EQUIVALENTS, end of period.....

See notes to consolidated financial statements.

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APPLEBEE'S INTERNATIONAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS - (Continued)
(Unaudited)
(in thousands)

	13 W

	March 28,
	2004

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:	
Cash paid during the 13 week period for:	
Income taxes.....	\$ 114
	=====
Interest.....	\$ 173
	=====

SUPPLEMENTAL DISCLOSURES OF NONCASH INVESTING AND FINANCING ACTIVITIES:

We issued restricted common stock, net of forfeitures, of \$1,497,000 and \$1,666,000 for the thirteen weeks ended March 28, 2004 and March 30, 2003, respectively.

On March 24, 2003, we assumed a loan of approximately \$1,400,000 in connection with the acquisition of 11 restaurants.

DISCLOSURE OF ACCOUNTING POLICY:

For purposes of the consolidated statements of cash flows, we consider all highly liquid investments purchased with a maturity of three months or less to be cash equivalents.

See notes to consolidated financial statements.

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APPLEBEE'S INTERNATIONAL, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Basis of Presentation

Our consolidated financial statements included in this Form 10-Q have been

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prepared without audit (except that the balance sheet information as of December 28, 2003 has been derived from consolidated financial statements which were audited) in accordance with the rules and regulations of the Securities and Exchange Commission. Although certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted, we believe that the disclosures are adequate to make the information presented not misleading. The accompanying consolidated financial statements should be read in conjunction with the audited financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 28, 2003.

We believe that all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results of the interim periods presented have been made. The results of operations for the interim periods presented are not necessarily indicative of the results to be expected for the full year.

We have made certain reclassifications to the consolidated financial statements to conform to the 2004 presentation.

2. Stock-Based Compensation

We have adopted the disclosure provisions of Statement of Financial Accounting Standards ("SFAS") No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure, an amendment of FASB Statement No. 123." The Statement requires prominent disclosures in both annual and interim financial statements regarding the method of accounting for stock-based employee compensation and the effect of the method used on reported results. We account for stock-based compensation awards under the intrinsic method of Accounting Principles Board Opinion No. 25. Opinion No. 25 requires compensation cost to be recognized based on the excess, if any, between the quoted market price of the stock at the date of grant and the amount an employee must pay to acquire the stock. All options awarded under all of our plans are granted with an exercise price equal to the fair market value on the date of the grant. The following table presents the effect on our net earnings and earnings per share had we adopted the fair value method of accounting for stock-based compensation under SFAS No. 123, "Accounting for Stock-Based Compensation" (in thousands, except for per share amounts).

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Net earnings, as reported.....	\$
Add: Compensation expense included in net earnings, net of related taxes.....	
Less: Total stock-based employee compensation expense determined under fair value based methods for all awards, net of related taxes.....	

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Pro forma net earnings.....	\$
Basic net earnings per common share, as reported.....	\$
Basic net earnings per common share, pro forma.....	\$
Diluted net earnings per common share, as reported.....	\$
Diluted net earnings per common share, pro forma.....	\$

3. Commitments and Contingencies

Litigation, claims and disputes: We are involved in various legal actions which include, without limitation, employment law related matters, dram shop claims, personal injury claims and other such normal restaurant operational matters. In each instance, we believe that we have meritorious defenses to the allegations made and we are vigorously defending these claims.

While the resolution of the matters described above may have an impact on our financial results for the period in which they are resolved, we believe that the ultimate disposition of these matters will not, individually or in the aggregate, have a material adverse effect upon our business or consolidated financial statements.

Lease guarantees: In connection with the sale of restaurants to franchisees and other parties, we have, in certain cases, remained contingently liable for the remaining lease payments. As of March 28, 2004, the aggregate amount of these lease payments totaled approximately \$23,000,000. These leases expire at various times throughout the next several years with the final lease agreement expiring in 2025. The buyers have indemnified us from any losses related to these guarantees. We have not recorded a liability as of March 28, 2004 or December 28, 2003.

Franchisee guarantees: In November 2003, we arranged for a financing company to provide up to \$75,000,000 to qualified franchisees for short-term loans to fund remodel investments. Under the terms of this financing program, we will provide a limited guarantee pool for the loans advanced during the three-year period ending December 2006. There were no loans outstanding under this program as of March 28, 2004.

Contingent consideration: In 2002, we acquired the operations and assets of 21 Applebee's restaurants located in the Washington, D.C. area from a franchisee. The purchase agreement provides for additional consideration in July 2004 if the restaurants achieve cash flows in excess of historical levels. The amount of additional payments, if any, under this agreement will not be material to our consolidated financial statements.

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Severance agreements: We have severance and employment agreements with certain officers and other senior executives providing for severance payments to be made in the event the employee resigns or is terminated related to a change in control. The agreements define the circumstances which will constitute a change in control. If the severance payments had been due as of March 28, 2004, we would have been required to make payments totaling approximately \$11,900,000. In addition, we have severance and employment agreements with certain officers which contain severance provisions not related to a change in control. Those provisions would have required aggregate payments of approximately \$7,000,000 if

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such officers had been terminated as of March 28, 2004.

4. Earnings Per Share

We compute basic earnings per share by dividing income available to common shareholders by the weighted average number of common shares outstanding for the reporting period. Diluted earnings per share reflects the potential dilution that could occur if holders of options or other contracts to issue common stock exercised or converted their holdings into common stock. Outstanding stock options and equity-based compensation represent the only dilutive effects on weighted average shares. The chart below presents a reconciliation between basic and diluted weighted average shares outstanding and the related earnings per share. All amounts in the chart, except per share amounts, are expressed in thousands.

	March 28 2004
Net earnings.....	\$ 29, =====
Basic weighted average shares outstanding.....	54,
Dilutive effect of stock options and equity-based compensation.....	1, -----
Diluted weighted average shares outstanding.....	56, =====
Basic net earnings per common share.....	\$ 0 =====
Diluted net earnings per common share.....	\$ 0 =====

We excluded stock options with exercise prices greater than the average market price of our common stock for the applicable periods from the computation of diluted weighted average shares outstanding. There were approximately 14,000 and 50,000 of these options for the thirteen weeks ended March 28, 2004 and March 30, 2003, respectively.

5. Acquisition

On March 24, 2003, we acquired the operations and assets of 11 Applebee's restaurants located in Illinois, Indiana, Kentucky and Missouri for \$21,800,000 in cash and \$1,400,000 in assumed debt from a franchisee. The total cash payment included \$20,800,000 paid at closing, approximately \$200,000 paid as a deposit in fiscal 2002 and approximately \$800,000 paid in the second quarter of 2003.

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Our financial statements reflect the results of operations for these restaurants subsequent to the date of acquisition. The purchase price of \$23,200,000 has been allocated to the fair value of property and equipment of \$7,900,000, goodwill of \$16,600,000, and other net liabilities of \$1,300,000.

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Actual company restaurant sales included in our consolidated financial statements for these restaurants were approximately \$6,500,000 and \$500,000 for the thirteen weeks ended March 28, 2004 and March 30, 2003, respectively. Company restaurant sales for these restaurants would have been approximately \$6,600,000 for the thirteen weeks ended March 30, 2003 had the acquisition occurred at the beginning of the period.

6. Disposition

On July 20, 2003, we completed the sale of eight company restaurants in the Atlanta, Georgia market to an affiliate of an existing franchisee for \$8,000,000. In connection with the sale of these restaurants, we closed one restaurant in the Atlanta market in June 2003. This transaction did not have a significant impact on our net earnings for fiscal 2003. Actual company restaurant sales included in our consolidated financial statements for the nine restaurants were approximately \$4,800,000 for the thirteen weeks ended March 30, 2003.

7. Goodwill and Other Intangible Assets

Changes in goodwill are summarized below (in thousands):

	March 28 2004
Carrying amount, beginning of the year.....	\$ 105,
Goodwill acquired during the period.....	
	\$ 105,

Intangible assets subject to amortization pursuant to SFAS No. 142 consist of franchise interest and rights and are summarized below (in thousands):

	March 28 2004
Gross carrying amount.....	\$ 6,
Less, accumulated amortization.....	5,
Net.....	\$ 1,

We expect annual amortization expense for all intangible assets for the next five fiscal years to range from approximately \$40,000 to \$335,000.

8. Captive Insurance Subsidiary

In 2002, we formed Neighborhood Insurance, Inc., a Vermont corporation and a wholly-owned captive insurance subsidiary to provide Applebee's International, Inc. and qualified franchisees with workers' compensation and general liability insurance. Applebee's International, Inc. and covered franchisees make premium payments to the captive insurance company which pays administrative fees and

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insurance claims, subject to individual and aggregate maximum claim limits under the captive insurance company's reinsurance policies. Franchisee premium amounts billed by the captive insurance company are established based upon third-party actuarial estimates of settlement costs for incurred claims and administrative fees. The franchisee premiums are included in other franchise income ratably over the policy year. The related offsetting expenses are included in cost of other franchise income. Accordingly, we do not expect franchisee participation in the captive insurance company to have a material impact on our net earnings.

As of March 28, 2004, our consolidated balance sheet includes the following balances related to the captive insurance subsidiary:

- o Deferred policy acquisition costs of approximately \$2,900,000 included in other current assets related to captive insurance subsidiary.
- o Franchise premium receivables of approximately \$8,200,000 included in receivables related to captive insurance subsidiary.
- o Cash equivalent investments restricted for the payment of claims of approximately \$13,100,000 included in restricted assets related to captive insurance subsidiary.
- o Current liabilities of approximately \$25,100,000 recorded primarily in loss reserve and unearned premiums related to captive insurance subsidiary.
- o Other miscellaneous items, net, of approximately \$900,000 included in several line items in the consolidated balance sheet.

9. New Accounting Pronouncement

In December 2003, the FASB issued FASB Interpretation No. ("FIN") 46R, "Consolidation of Variable Interest Entities and Interpretation of ARB No. 51." This interpretation, which replaces FASB Interpretation No. 46, "Consolidation of Variable Interest Entities," clarifies the application of Accounting Research Bulletin No. 51, "Consolidated Financial Statements," to certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support. This interpretation is required in financial statements for periods ending after March 15, 2004 for those companies that have yet to adopt the provisions of FIN 46. We adopted FIN 46R in January 2004 and the initial adoption did not have a material impact on our consolidated financial statements.

10. Subsequent Event

On April 26, 2004, we completed our acquisition of the operations and assets of 10 Applebee's franchise restaurants located in Southern California for \$13,400,000 in cash, subject to adjustment, and the assumption of certain liabilities. We do not expect this transaction to have a significant impact on our net earnings for fiscal 2004.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

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Our results continue to be driven by the execution of integrated strategies, including improved food, promotions backed by effective advertising, meeting our guests' desires for more convenience, our focus on operations excellence and the retention of better people.

We completed the rollout of our Carside To Go(TM) program in all company restaurants in November 2003 where practicable and our franchisees will continue implementation during 2004. We expect Carside To Go(TM) to be a significant driver of sales and traffic growth in 2004.

Our revenues are generated from three primary sources:

- o Company restaurant sales (food and beverage sales)
- o Franchise royalties and fees
- o Other franchise income

Beverage sales consist of sales of alcoholic beverages, while non-alcoholic beverages are included in food sales. Franchise royalties are generally 4% of each franchise restaurant's monthly gross sales. Franchise fees typically range from \$30,000 to \$35,000 for each restaurant opened. Other franchise income includes insurance premiums from franchisee participation in our captive insurance company and revenue from information technology products and services provided to certain franchisees.

Comparable restaurant sales are based upon those restaurants open for at least 18 months and are compared from period to period.

Certain expenses relate only to company operated restaurants. These include:

- o Food and beverage costs
- o Labor costs
- o Direct and occupancy costs
- o Pre-opening expenses

Cost of other franchise income includes the costs related to franchisee participation in our captive insurance company and costs related to information technology products and services provided to certain franchisees.

Other expenses, such as general and administrative and amortization expenses, relate to both company operated restaurants and franchise operations.

In 2002, we formed Neighborhood Insurance, Inc., a Vermont corporation and a wholly-owned captive insurance subsidiary to provide Applebee's International, Inc. and qualified franchisees with workers' compensation and general liability insurance. Applebee's International, Inc. and covered franchisees make premium payments to the captive insurance company which pays administrative fees and

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insurance claims, subject to individual and aggregate maximum claim limits under the captive insurance company's reinsurance policies. Franchisee premium amounts billed by the captive insurance company are established based upon third-party actuarial estimates of settlement costs for incurred claims and administrative fees. The franchisee premiums are included in other franchise income ratably over the policy year. The related offsetting expenses are included in cost of other franchise income. Accordingly, we do not expect franchisee participation in the captive insurance company to have a material impact on our net earnings.

As of March 28, 2004, our consolidated balance sheet includes the following balances related to the captive insurance subsidiary:

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- o Deferred policy acquisition costs of approximately \$2,900,000 included in other current assets related to captive insurance subsidiary.
- o Franchise premium receivables of approximately \$8,200,000 included in receivables related to captive insurance subsidiary.
- o Cash equivalent investments restricted for the payment of claims of approximately \$13,100,000 included in restricted assets related to captive insurance subsidiary.
- o Current liabilities of approximately \$25,100,000 recorded primarily in loss reserve and unearned premiums related to captive insurance subsidiary.
- o Other miscellaneous items, net, of approximately \$900,000 included in several line items in the consolidated balance sheet.

Application of Critical Accounting Policies

Management's Discussion and Analysis of Financial Condition and Results of Operations is based upon our consolidated financial statements, which were prepared in accordance with accounting principles generally accepted in the United States of America. These principles require us to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and notes thereto. Actual results may differ from these estimates, and such differences may be material to our consolidated financial statements. We believe that the following significant accounting policies involve a higher degree of judgment or complexity.

Franchise revenues: Franchise revenues consist of franchise royalties, franchise fees and other franchise income. We recognize royalties on a franchisee's sales in the period in which the sales are reported to have occurred. We also receive a franchise fee for each restaurant that a franchisee opens. The recognition of franchise fees is deferred until we have performed substantially all of our related obligations as franchisor, typically when the restaurant opens. Other franchise income includes insurance premiums from franchisee participation in our captive insurance company and revenue from information technology products and services provided to certain franchisees. Income from franchise premiums and information technology services is recognized ratably over the related contract period. Income from information technology products is recognized when the products are installed at the restaurant.

Property and equipment: Property and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets. The useful lives of the assets are based upon management's expectations. We periodically review the assets for changes in circumstances which may impact their useful lives.

Impairment of long-lived assets: We periodically review property and equipment for impairment on a restaurant by restaurant basis using historical cash flows as well as current estimates of future cash flows and/or appraisals. This assessment process requires the use of estimates and assumptions which are subject to a significant degree of judgment. In addition, we periodically assess the recoverability of goodwill and other intangible assets, which requires us to make assumptions regarding the future cash flows and other factors to determine the fair value of the assets. If these assumptions change in the future, we may be required to record impairment charges for these assets.

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Legal and insurance reserves: We are periodically involved in various legal actions. We are required to assess the probability of any adverse judgments as well as the potential range of loss. We determine the required accruals after a review of the facts of each legal action.

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We use estimates in the determination of the appropriate liabilities for general liability, workers' compensation and health insurance. The estimated liability is established based upon historical claims data and third-party actuarial estimates of settlement costs for incurred claims. Unanticipated changes in these factors may require us to revise our estimates.

Employee incentive compensation plans: We have various long-term employee incentive compensation plans which require us to make estimates to determine our liability based upon projected performance of plan criteria. If actual performance against the criteria differs from our estimates in the future, we will be required to adjust our liability accordingly.

Receivables: We continually assess the collectibility of our franchise receivables. We establish our allowance for bad debts based on several factors, including historical collection experience, the current economic environment and other specific information available to us at the time. The allowance for bad debts may change in the future due to changes in the factors above or other developments.

We periodically reassess our assumptions and judgments and make adjustments when significant facts and circumstances dictate. A change in any of the above estimates could impact our consolidated statements of earnings and the related asset or liability recorded in the consolidated balance sheets would be adjusted accordingly. Historically, actual results have not been materially different than the estimates that are described above.

Acquisition

On March 24, 2003, we acquired the operations and assets of 11 Applebee's restaurants located in Illinois, Indiana, Kentucky and Missouri for \$21,800,000 in cash and \$1,400,000 in assumed debt from a franchisee. The total cash payment included \$20,800,000 paid at closing, approximately \$200,000 paid as a deposit in fiscal 2002 and approximately \$800,000 paid in the second quarter of 2003. Our financial statements reflect the results of operations for these restaurants subsequent to the date of acquisition. The purchase price of \$23,200,000 has been allocated to the fair value of property and equipment of \$7,900,000, goodwill of \$16,600,000, and other net liabilities of \$1,300,000.

Actual company restaurant sales included in our consolidated financial statements for these restaurants were approximately \$6,500,000 and \$500,000 for the thirteen weeks ended March 28, 2004 and March 30, 2003, respectively. Company restaurant sales for these restaurants would have been approximately \$6,600,000 for the thirteen weeks ended March 30, 2003 had the acquisition occurred at the beginning of the period.

Disposition

On July 20, 2003, we completed the sale of eight company restaurants in the Atlanta, Georgia market to an affiliate of an existing franchisee for \$8,000,000. In connection with the sale of these restaurants, we closed one restaurant in the Atlanta market in June 2003. This transaction did not have a significant impact on our net earnings for fiscal 2003. Actual company restaurant sales included in our consolidated financial statements for the nine restaurants were approximately \$4,800,000 for the thirteen weeks ended March 30, 2003.

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Results of Operations

The following table contains information derived from our consolidated

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statements of earnings expressed as a percentage of total operating revenues, except where otherwise noted. Percentages may not add due to rounding.

	----- March 200 -----
Revenues:	
Company restaurant sales.....	87.
Franchise royalties and fees.....	11.
Other franchise income.....	1.

Total operating revenues.....	100.
	=====
Cost of sales (as a percentage of company restaurant sales):	
Food and beverage.....	26.
Labor.....	32.
Direct and occupancy.....	24.
Pre-opening expense.....	0.

Total cost of sales.....	83.
	=====
Cost of other franchise income (as a percentage of other	
franchise income).....	94.
General and administrative expenses.....	9.
Amortization of intangible assets.....	-
Loss on disposition of restaurants and equipment.....	0.

Operating earnings.....	16.

Other income (expense):	
Investment income.....	0.
Interest expense.....	(0.
Other income (expense).....	--

Total other income (expense).....	(0.

Earnings before income taxes.....	16.
Income taxes.....	5.

Net earnings.....	10.
	=====

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The following table sets forth certain unaudited financial information and other restaurant data relating to company and franchise restaurants, as reported to us by franchisees:

March

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2004

Number of restaurants:

Company:

Beginning of period.....	
Restaurant openings.....	
Restaurants acquired from franchisees.....	
End of period.....	

Franchise:

Beginning of period.....	
Restaurant openings.....	
Restaurant closings.....	
Restaurants acquired from franchisees.....	
End of period.....	

Total:

Beginning of period.....	
Restaurant openings.....	
Restaurant closings.....	
End of period.....	

Weighted average weekly sales per restaurant:

Company.....	\$	4
Franchise.....	\$	4
Total.....	\$	4

Change in comparable restaurant sales:(1)

Company.....	
Franchise.....	
Total.....	

Total operating revenues (in thousands):

Company restaurant sales.....	\$	24
Franchise royalties and fees(2).....		3
Other franchise income(3).....		
Total.....	\$	27

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Company Restaurant Sales. Total company restaurant sales increased \$35,150,000 (17%) from \$208,410,000 in the 2003 quarter to \$243,560,000 in the 2004 quarter. Company restaurant openings and weighted average weekly sales each contributed approximately 8% of the increase in total company restaurant sales in the 2004 quarter. The acquisition of 11 restaurants in Illinois, Indiana, Kentucky, and Missouri in late March 2003 contributed approximately 3% of the increase in company restaurant sales. These increases were partially offset by the sale of 8 restaurants in the Atlanta, Georgia market in July 2003.

Comparable restaurant sales at company restaurants increased by 8.7% in the 2004 quarter. Weighted average weekly sales at company restaurants increased 8.4% from \$44,666 in the 2003 quarter to \$48,402 in the 2004 quarter. These increases were due primarily to increases in guest traffic and in the average guest check resulting from our food promotions. In addition, a portion of the increase

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resulted from the implementation of our Carside To Go(TM) initiative and menu price increases of approximately 1.5% in the 2004 quarter. To Go sales mix increased from 6.8% of company restaurant sales in the 2003 quarter to 9.4% of company restaurant sales in the 2004 quarter.

Franchise Royalties and Fees. Franchise royalties and fees increased \$3,609,000 (13%) from \$27,163,000 in the 2003 quarter to \$30,772,000 in the 2004 quarter due primarily to the increased number of franchise restaurants operating during 2004 as compared to 2003 and increases in franchisee comparable restaurant sales. Weighted average weekly sales and franchise comparable restaurant sales increased 7.4% and 8.0%, respectively, in the 2004 quarter.

Other Franchise Income. Other franchise income increased \$474,000 (18%) from \$2,641,000 in the 2003 quarter to \$3,115,000 in the 2004 quarter due primarily to an increase of approximately \$360,000 in revenues recognized related to the franchisee premium amounts earned by the captive insurance company. Franchisee premiums are included in other franchise income ratably over the policy year.

Cost of Company Restaurant Sales. Food and beverage costs decreased from 26.3% in the 2003 quarter to 26.1% in the 2004 quarter, due to menu price increases, operational improvements and benefits resulting from our supply chain management initiatives which were partially offset by higher commodity costs.

Labor costs decreased from 32.8% in the 2003 quarter to 32.7% in the 2004 quarter. This decrease was due to lower management and hourly costs due to higher sales volume at company restaurants and was partially offset by higher costs related to the addition of dedicated To Go hourly labor at most of our restaurants beginning in the second half of 2003, higher workers' compensation costs and higher management incentive compensation.

Direct and occupancy costs were 24.3% in both the 2003 quarter and the 2004 quarter due primarily to lower rent expense and depreciation expense, as a percentage of sales, which were offset by increased advertising costs, as a percentage of sales, due primarily to Carside To Go(TM) advertising in company markets, higher insurance costs and higher packaging costs as a result of increased To Go sales volumes.

Cost of Other Franchise Income. Cost of other franchise income increased \$437,000 (17%) from \$2,500,000 in the 2003 quarter to \$2,937,000 in the 2004 quarter due primarily to an increase of \$360,000 in costs related to the operation of our captive insurance company.

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General and Administrative Expenses. General and administrative expenses decreased from 9.5% in the 2003 quarter to 9.2% in the 2004 quarter due primarily to the absorption of general and administrative expenses over a larger revenue base which was partially offset by higher compensation expense due to staffing levels.

Income Taxes. The effective income tax rate, as a percentage of earnings before income taxes, decreased from 36.2% in the 2003 quarter to 35.0% in the 2004 quarter due to a reduction in state and local income taxes.

Liquidity and Capital Resources

Our need for capital historically has resulted from the construction and acquisition of restaurants, the repurchase of our common shares and investment in information technology systems. In the past, we have obtained capital through public stock offerings, debt financing, and our ongoing operations. Cash flows

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from our ongoing operations include cash generated from company and franchise operations, credit from trade suppliers, real estate lease financing, and landlord contributions to leasehold improvements. We have also used our common stock as consideration in the acquisition of restaurants. In addition, we have assumed debt or issued new debt in connection with certain mergers and acquisitions.

Capital expenditures were \$82,562,000 in 2003 (excluding the acquisition of 11 restaurants) and \$13,796,000 in the 2004 quarter. We currently expect to open at least 32 company restaurants, and capital expenditures excluding acquisitions, are expected to be between \$95,000,000 and \$105,000,000 in 2004. These expenditures will primarily be for the development of new restaurants, refurbishment and capital replacement for existing restaurants, and the enhancement of information systems. Because we expect to continue to purchase a portion of our sites, the amount of actual capital expenditures will be dependent upon, among other things, the proportion of leased versus owned properties. In addition, if we open more restaurants than we currently anticipate or acquire additional restaurants, our capital requirements will increase accordingly.

On March 24, 2003, we acquired the operations and assets of 11 Applebee's restaurants located in Illinois, Indiana, Kentucky and Missouri for \$21,800,000 in cash and \$1,400,000 in assumed debt from a franchisee. The total cash payment included \$20,800,000 paid at closing, approximately \$200,000 paid as a deposit in fiscal 2002 and approximately \$800,000 paid in the second quarter of 2003. Our financial statements reflect the results of operations for these restaurants subsequent to the date of acquisition.

On July 20, 2003, we completed the sale of eight company restaurants in the Atlanta, Georgia market to an affiliate of an existing franchisee for \$8,000,000. In connection with the sale of these restaurants, we closed one restaurant in the Atlanta market in June 2003. This transaction did not have a significant impact on our net earnings for fiscal 2003.

Our bank credit agreement, as amended, expires in November of 2005 and provides for a \$150,000,000 unsecured revolving credit facility, of which \$25,000,000 may be used for the issuance of letters of credit. The facility is subject to various covenants and restrictions which, among other things, require the maintenance of stipulated fixed charge, leverage and indebtedness to capitalization ratios, as defined, and limit additional indebtedness and capital expenditures in excess of specified amounts. Cash dividends are limited to \$10,000,000 annually. The facility is subject to standard other terms, conditions, covenants, and fees. We are currently in compliance with the covenants contained in our credit agreement. As of March 28, 2004, we had borrowings of \$20,000,000 and had standby letters of credit of approximately \$11,900,000 outstanding under our revolving credit facility.

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In December 2003, our Board of Directors authorized an additional repurchase of \$80,000,000 of our common stock. As of December 28, 2003, we had \$99,800,000 remaining on our authorizations. During the 2004 quarter, we repurchased 855,300 shares of our common stock at an average price of \$37.46 for an aggregate cost of \$32,000,000. As of March 28, 2004, we had \$67,700,000 remaining under our repurchase authorization.

As of March 28, 2004, our liquid assets totaled \$9,768,000. These assets consisted of cash and cash equivalents in the amount of \$9,488,000 and short-term investments in the amount of \$280,000. The working capital deficit decreased from \$62,710,000 as of December 28, 2003 to \$55,117,000 as of March 28, 2004. This decrease was due primarily to the redemption of gift cards in the

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2004 quarter sold in 2003, the payment of accrued dividends and bonuses and increases in inventories and was partially offset by decreases in cash and cash equivalents due to repurchases of our common stock in the 2004 quarter.

We believe that our liquid assets and cash generated from operations, combined with borrowings available under our credit facilities, will provide sufficient funds for our operating, capital and other requirements for the foreseeable future.

The following table shows our debt amortization schedule, future capital lease commitments (including principal and interest payments), future operating lease commitments and future purchase obligations as of March 28, 2004 (in thousands):

Certain Contractual Obligations	Payments due by period		
	Total	Less than 1 year	1-3 Years
Long-term Debt (excluding capital lease obligations).....	\$ 21,624	\$ 120	\$ 20,242
Capital Lease Obligations.....	9,657	747	1,575
Operating Leases.....	220,911	19,530	37,232
Purchase Obligations - Company(1).....	139,652	44,179	65,911
Purchase Obligations - Franchise(2).....	297,767	48,197	187,985

(1) The amounts for company purchase obligations include commitments for food items and supplies, severance and employment agreements, and other miscellaneous commitments.

(2) The amounts for franchise purchase obligations include commitments for food items and supplies made by Applebee's International, Inc. for our franchisees. Applebee's International, Inc. contracts with certain suppliers to ensure competitive pricing. These amounts will only be payable by Applebee's International, Inc. if our franchisees do not meet certain minimum contractual requirements.

Other Contractual Obligations

We have outstanding lease guarantees of approximately \$23,000,000 as of March 28, 2004 (see Note 3). We have not recorded a liability for these guarantees as of March 28, 2004 or December 28, 2003.

We have severance and employment agreements with certain officers and other senior executives providing for severance payments to be made in the event the employee resigns or is terminated related to a change in control. The agreements define the circumstances which will constitute a change in control. If the severance payments had been due as of March 28, 2004, we would have been required to make payments totaling approximately \$11,900,000. In addition, we have severance and employment agreements with certain officers which contain severance provisions not related to a change in control. Those provisions would have required aggregate payments of approximately \$7,000,000 if such officers had been terminated as of March 28, 2004.

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In 2002, we acquired the operations and assets of 21 Applebee's restaurants

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located in the Washington, D.C. area from a franchisee. The purchase agreement provides for additional consideration in July 2004 if the restaurants achieve cash flows in excess of historical levels. The amount of additional payments, if any, under this agreement will not be material to our consolidated financial statements.

Inflation

Substantial increases in costs and expenses could impact our operating results to the extent such increases cannot be passed along to customers. In particular, increases in food, supplies, labor and operating expenses could have a significant impact on our operating results. We do not believe that inflation has materially affected our operating results during the past three years.

A majority of our employees are paid hourly rates related to federal and state minimum wage laws and various laws that allow for credits to that wage. The Federal government continues to consider an increase in the minimum wage. Several state governments have increased the minimum wage and other state governments are also considering an increased minimum wage. In the past, we have been able to pass along cost increases to customers through food and beverage price increases, and we will attempt to do so in the future. We cannot guarantee, however, that all future cost increases can be reflected in our prices or that increased prices will be absorbed by customers without at least somewhat diminishing customer spending in our restaurants.

New Accounting Pronouncement

In December 2003, the FASB issued FASB Interpretation No. ("FIN") 46R, "Consolidation of Variable Interest Entities and Interpretation of ARB No. 51." This interpretation, which replaces FASB Interpretation No. 46, "Consolidation of Variable Interest Entities," clarifies the application of Accounting Research Bulletin No. 51, "Consolidated Financial Statements," to certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support. This interpretation is required in financial statements for periods ending after March 15, 2004 for those companies that have yet to adopt the provisions of FIN 46. We adopted FIN 46R in January 2004 and the initial adoption did not have a material impact on our consolidated financial statements.

Forward-Looking Statements

The statements contained in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section regarding restaurant development, capital expenditures and financial commitments are forward-looking and based on current expectations. There are several risks and uncertainties that could cause actual results to differ materially from those described. These risks include but are not limited to our ability and the ability of our franchisees to open and operate additional restaurants profitably, the ability of our franchisees to obtain financing, the continued growth of our franchisees, our ability to attract and retain qualified franchisees, the impact of intense competition in the casual dining segment of the restaurant industry, and our ability to control restaurant operating costs which are impacted by market changes, minimum wage and other employment laws, food costs and inflation. For a more detailed discussion of the principal factors that could cause actual results to be materially different, you should read our current report on Form 8-K which we filed with the Securities and Exchange Commission on February 11, 2004. We disclaim any obligation to update forward-looking statements.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk from fluctuations in interest rates and changes in commodity prices. Our revolving credit facility bears interest at either the bank's prime rate or LIBOR plus 0.625%, at our option. As of March 28, 2004, the total amount of debt subject to interest rate fluctuations was \$20,000,000 which was outstanding on our revolving credit facility. A 1% change in interest rates would result in an increase or decrease in interest expense of \$200,000 per year. We may from time to time enter into interest rate swap agreements to manage the impact of interest rate changes on our earnings. Many of the food products we purchase are subject to price volatility due to factors that are outside of our control such as weather and seasonality. As part of our strategy to moderate this volatility, we have entered into fixed price purchase commitments.

Item 4. Controls and Procedures

As of March 28, 2004, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures under the supervision and with the participation of the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). Based on this evaluation, our management, including the CEO and CFO, concluded that our disclosure controls and procedures were effective. During our most recent fiscal quarter, there have been no changes in our internal control over financial reporting that occurred that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are involved in various legal actions which include, without limitation, employment law related matters, dram shop claims, personal injury claims and other such normal restaurant operational matters. In each instance, we believe that we have meritorious defenses to the allegations made and we are vigorously defending these claims.

While the resolution of the matters described above may have an impact on our financial results for the period in which they are resolved, we believe that the ultimate disposition of these matters will not, individually or in the aggregate, have a material adverse effect upon our business or consolidated financial statements.

Item 2. Changes in Securities and Use of Proceeds

(e) Issuer Purchases of Equity Securities.

Purchases of Equity Securities(1)

(a)	(b)	(c)	(d)

	Average	Total Number of Shares	Maximum Dollar Shares that Ma

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Period	Total Number of Shares Purchased	Price Paid Per Share	Purchased as Part of Publicly Announced Plans or Programs	Purchased Un Plans or Pr (in thous
December 29, 2003 through January 28, 2004	611,600	\$37.25	611,600	\$76,97
January 29, 2004 through February 28, 2004	244,493(2)	\$38.13	243,700	\$67,71
February 29, 2004 through March 28, 2004	8,568(3)	\$40.42	--	\$67,71
Total	864,661		855,300	

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Item 6. Exhibits and Reports on Form 8-K

- (a) The Exhibits listed on the accompanying Exhibit Index are filed as part of this report.
- (b) We filed a report on Form 8-K on January 5, 2004 announcing executive promotions.

We furnished a report on Form 8-K on January 7, 2004 announcing our presentation at the 2nd Annual SG Cowen Consumer Conference.

We furnished a report on Form 8-K on January 12, 2004 reporting December comparable sales and updating fourth quarter earnings guidance and our 2004 outlook.

We filed a report on Form 8-K on January 27, 2004 reporting January comparable sales and announcing the webcast of our fourth quarter earnings conference call over the Internet.

We furnished a report on Form 8-K on February 11, 2004 reporting fourth quarter earnings per share and full year 2003 earnings per share.

We filed a report on Form 8-K on February 11, 2004 in accordance with the Private Securities Litigation Reform Act of 1995 as it relates to a safe harbor for companies making forward-looking statements. The factors listed in the report are important factors that could cause actual results to differ materially from those we project in forward-looking statements.

We furnished a report on Form 8-K on February 18, 2004 announcing our presentation at the Tenth Annual Bear Stearns Retail, Restaurants & Apparel Conference.

We furnished a report on Form 8-K on February 23, 2004 announcing our presentation at the Raymond James Institutional Investors Conference.

We filed a report on Form 8-K on February 24, 2004 reporting February comparable sales.

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We filed a report on Form 8-K on February 24, 2004 announcing the acquisition of 10 franchise restaurants.

We furnished a report on Form 8-K on March 4, 2004 announcing our presentation at the Goldman Sachs Restaurant Denver Property Tour & Management Presentation 2004.

We filed a report on March 17, 2004 announcing our CFO has established a 10b5-1 plan.

We furnished a report on Form 8-K on March 23, 2004 announcing our presentation at the Banc of America Securities Consumer Conference.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

APPLEBEE'S INTERNATIONAL, INC.
(Registrant)

Date: April 28, 2004

By: /s/ Lloyd L. Hill

Lloyd L. Hill
Chairman and Chief Executive Officer
(principal executive officer)

Date: April 28, 2004

By: /s/ Steven K. Lumpkin

Steven K. Lumpkin
Executive Vice President and
Chief Financial Officer
(principal financial officer)

Date: April 28, 2004

By: /s/ Beverly O. Elving

Beverly O. Elving
Vice President, Accounting
(principal accounting officer)

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APPLEBEE'S INTERNATIONAL, INC.
EXHIBIT INDEX

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Exhibit Number	Description of Exhibit
10.1	Executive Retirement Plan.
10.2	Executive Health Plan.
10.3	New Form of Change in Control and Noncompete Agreement.
31.1	Certification of Chairman and Chief Executive Officer Pursuant to SEC Rule 13a-14(a)
31.2	Certification of Chief Financial Officer Pursuant to SEC Rule 13a-14(a)
32.1	Certification of Chairman and Chief Executive Officer and Chief Financial Officer to 18 U.S.C. Section 1350