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APPLEBEES INTERNATIONAL INC

Form 10-Q

October 28, 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 September 26, 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 October
25, 2004 was 81,075,984.

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-1-

APPLEBEE'S INTERNATIONAL, INC.
FORM 10-Q
FISCAL QUARTER ENDED SEPTEMBER 26, 2004
INDEX

Part I	Financial Information
Item 1.	Consolidated Financial Statements:
	Consolidated Balance Sheets as of September 26, 2004 and December 28, 2003.....
	Consolidated Statements of Earnings for the 13 Weeks and 39 Weeks Ended September 26, 2004 and September 28, 2003.....
	Consolidated Statement of Stockholders' Equity for the 39 Weeks Ended September 26, 2004.....
	Consolidated Statements of Cash Flows for the 39 Weeks Ended September 26, 2004 and September 28, 2003.....
	Notes to Consolidated Financial Statements.....
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations.....
Item 3.	Quantitative and Qualitative Disclosures About Market Risk.....
Item 4.	Controls and Procedures.....
Part II	Other Information
Item 1.	Legal Proceedings.....
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds.....
Item 6.	Exhibits.....
Signatures
Exhibit Index

-2-

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CONSOLIDATED BALANCE SHEETS
(Unaudited)
(in thousands, except share amounts)

	Septem 20 -----
ASSETS	
Current assets:	
Cash and cash equivalents.....	\$
Short-term investments, at market value.....	
Receivables (less allowance for bad debts of \$4,290 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.....	4
Goodwill.....	1
Restricted assets related to captive insurance subsidiary.....	
Other intangible assets, net.....	
Other assets.....	

	\$ 7
	=====
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current liabilities:	
Current portion of long-term debt.....	\$
Notes payable.....	
Accounts payable.....	
Accrued expenses and other current liabilities.....	
Loss reserve and unearned premiums related to captive insurance subsidiary.....	
Accrued dividends.....	

Total current liabilities.....	1

Non-current liabilities:	
Long-term debt - less current portion.....	
Deferred income taxes.....	
Other non-current liabilities.....	

Total non-current liabilities.....	

Total liabilities.....	2

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 - 108,503,243 shares.....	
Additional paid-in capital.....	2
Retained earnings.....	6

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Treasury stock - 27,514,031 shares in 2004 and 25,715,767 shares in 2003, at cost.....
 Total stockholders' equity.....

8
 (3)

 4

 \$ 7
 =====

See notes to consolidated financial statements.

-3-

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

	13 Weeks Ended		
	September 26, 2004	September 28, 2003	Septem 2
	-----	-----	-----
Revenues:			
Company restaurant sales.....	\$ 247,173	\$ 222,429	\$ 73
Franchise royalties and fees.....	30,105	27,594	9
Other franchise income.....	3,913	2,972	1
	-----	-----	-----
Total operating revenues.....	281,191	252,995	84
	-----	-----	-----
Cost of company restaurant sales:			
Food and beverage.....	65,115	57,200	19
Labor.....	79,599	73,018	24
Direct and occupancy.....	61,642	55,869	18
Pre-opening expense.....	998	576	
	-----	-----	-----
Total cost of company restaurant sales.....	207,354	186,663	61
	-----	-----	-----
Cost of other franchise income.....	3,521	2,837	1
General and administrative expenses.....	26,669	23,589	7
Amortization of intangible assets.....	199	87	
Loss on disposition of restaurants and equipment.....	441	116	
	-----	-----	-----
Operating earnings.....	43,007	39,703	13
	-----	-----	-----
Other income (expense):			
Investment income.....	325	227	
Interest expense.....	(379)	(330)	(
Impairment of Chevys note receivable (Note 9).....	--	--	
Other income.....	568	395	
	-----	-----	-----
Total other income (expense).....	514	292	
	-----	-----	-----
Earnings before income taxes.....	43,521	39,995	13
Income taxes.....	15,232	14,398	4

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Net earnings.....	\$ 28,289	\$ 25,597	\$ 8
Basic net earnings per common share.....	\$ 0.35	\$ 0.31	\$
Diluted net earnings per common share.....	\$ 0.34	\$ 0.30	\$
Basic weighted average shares outstanding.....	81,511	83,334	8
Diluted weighted average shares outstanding.....	83,503	85,777	8

See notes to consolidated financial statements.

-4-

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

	Common Stock		Additional Paid-In Capital	Retained Earnings
	Shares	Amount		
Balance, December 28, 2003.....	108,503,243	\$ 1,085	\$ 200,574	\$ 523,954
Net earnings.....	--	--	--	86,019
Purchases of treasury stock.....	--	--	--	--
Stock options exercised and related tax benefit.....	--	--	9,675	--
Shares issued under employee benefit plans.....	--	--	3,150	--
Restricted shares awarded under equity incentive plan, net of cancellations.....	--	--	(544)	--
Amortization of unearned compensation relating to restricted shares.....	--	--	1,073	--
Dividends paid for fractional shares.....	--	--	--	(48)
Balance, September 26, 2004.....	108,503,243	\$ 1,085	\$ 213,928	\$ 609,925

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See notes to consolidated financial statements.

-5-

APPLEBEE'S INTERNATIONAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(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 unearned compensation.....	
Other amortization.....	
Inventory impairment.....	
Deferred income tax provision (benefit).....	
Gain on sale of investments.....	
Loss on disposition of restaurants and equipment.....	
Impairment of Chevys note receivable.....	
Income tax benefit from exercise of options.....	
Changes in assets and liabilities (exclusive of effects of acquisitions or disposition):	
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.....	
Lease acquisition costs.....	
Purchases of short-term investments.....	
Proceeds from sale of restaurants and equipment.....	
Maturities and sales of short-term investments.....	
Other investing activities.....	
NET CASH USED BY INVESTING ACTIVITIES.....	

Septe
2

\$

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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.....
 Proceeds from issuance of notes payable.....
 Net long-term debt proceeds (payments).....

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.

-6-

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

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

Cash paid during the 39 week period for:

Income taxes..... \$
 Interest..... \$

 September
 20

 \$
 =====
 \$
 =====

SUPPLEMENTAL DISCLOSURES OF NONCASH INVESTING AND FINANCING ACTIVITIES:

We issued restricted common stock of \$1,772,000 and \$1,836,000 for the 39 weeks ended September 26, 2004 and September 28, 2003, respectively.

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

As of September 28, 2003, we recorded a receivable of \$1,125,000 in connection with the sale of a restaurant.

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.

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See notes to consolidated financial statements.

-7-

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 prepared without audit (except that the consolidated 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 prior periods' 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, "Accounting for Stock Issued to Employees." 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).

-8-

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	13 Weeks Ended		
	September 26, 2004	September 28, 2003	Sept
Net earnings, as reported.....	\$ 28,289	\$ 25,597	\$
Add: Stock-based employee compensation expense included in net earnings, net of related taxes.....	327	433	
Less: Total stock-based employee compensation expense determined under fair value based methods for all awards, net of related taxes.....	2,220	2,159	
Pro forma net earnings.....	\$ 26,396	\$ 23,871	\$
Basic net earnings per common share, as reported.....	\$ 0.35	\$ 0.31	\$
Basic net earnings per common share, pro forma.....	\$ 0.32	\$ 0.29	\$
Diluted net earnings per common share, as reported.....	\$ 0.34	\$ 0.30	\$
Diluted net earnings per common share, pro forma.....	\$ 0.32	\$ 0.28	\$

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 September 26, 2004, the aggregate amount of these lease payments totaled approximately \$19,200,000. 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 September 26, 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

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a limited guarantee pool for the loans advanced during the three-year period ending December 2006. There was one loan outstanding for approximately \$800,000 under this program as of September 26, 2004. The fair value of our guarantee was immaterial and accordingly, we have not recorded a liability as of September 26, 2004.

In May 2004, we arranged for a financing company to provide up to \$250,000,000 to qualified franchisees for loans to fund development of new restaurants through October 2007. We will provide a limited guarantee of certain loans advanced under this program. As of September 26, 2004, there was one loan outstanding for approximately \$2,400,000 under this program. The fair value of our guarantee was immaterial and accordingly, we have not recorded a liability as of September 26, 2004.

Severance agreements: We have severance and employment agreements with certain officers 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 September 26, 2004, we would have been required to make payments totaling approximately \$12,300,000. 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 \$7,200,000 if such officers had been terminated as of September 26, 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.

	13 Weeks Ended		39
	September 26, 2004	September 28, 2003	September 2004
Net earnings.....	\$ 28,289	\$ 25,597	\$ 86,0
Basic weighted average shares outstanding.....	81,511	83,334	81,7
Dilutive effect of stock options and equity-based compensation.....	1,992	2,443	2,3
Diluted weighted average shares outstanding.....	83,503	85,777	84,0
Basic net earnings per common share.....	\$ 0.35	\$ 0.31	\$ 1.
Diluted net earnings per common share.....	\$ 0.34	\$ 0.30	\$ 1.

=====

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 1,520,000 and 5,000 of these options for the 13 weeks ended September 26, 2004 and September 28, 2003, respectively, and 1,400,000 and 10,000 of these options for the 39 weeks ended September 26, 2004 and September 28, 2003, respectively.

-10-

5. Stock Split

On May 13, 2004, we declared a three-for-two stock split, effected in the form of a 50% stock dividend, to shareholders of record on May 28, 2004, payable on June 15, 2004. We issued approximately 36,200,000 shares of common stock as a result of the stock split. All references to the number of shares and per share amounts of common stock have been restated to reflect the stock split. We have reclassified an amount equal to the par value of the number of shares issued to common stock from retained earnings.

6. Acquisitions

On April 26, 2004, we completed our acquisition of the operations and assets of 10 Applebee's restaurants located in Southern California for approximately \$13,700,000 in cash. Our financial statements reflect the results of operations for these restaurants subsequent to the date of acquisition. The purchase price was allocated to the fair value of property and equipment of \$2,500,000, goodwill of \$10,800,000 and other net assets of approximately \$400,000. We do not expect this transaction to have a significant impact on our net earnings for fiscal 2004.

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 was 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.

The following table is comprised of actual company restaurant sales included in our consolidated financial statements for each period presented and pro forma company restaurant sales assuming the two acquisitions above occurred at the beginning of each respective period (in thousands):

	13 Weeks Ended		39
	September 26, 2004	September 28, 2003	Septem 2
Actual company restaurant sales			
for acquired restaurants.....	\$ 12,500	\$ 6,100	\$

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Pro forma company restaurant sales	\$ 12,500	\$ 11,600	\$
for acquired restaurants.....	=====	=====	=====

7. 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 \$900,000 and \$10,300,000 for the 13 weeks and 39 weeks ended September 28, 2003, respectively.

-11-

8. Inventory Impairment

In the second quarter of 2004, we determined that we had excess inventories of riblets that no longer met our quality standards. Accordingly, we recorded an inventory impairment of \$2,100,000 (approximately \$1,400,000 net of income taxes) in our consolidated financial statements during the 39 weeks ended September 26, 2004. The portion of the riblet inventory impairment related to the company's historical usage of approximately \$500,000 was recorded in food and beverage cost and the portion related to the franchisee's historical usage of approximately \$1,600,000 was recorded in cost of other franchise income in the consolidated statements of earnings.

9. Impairment of Chevys Note Receivable

In 1999, we received a \$6,000,000, 8% subordinated note in connection with the sale of the Rio Bravo concept to Chevys Holdings, Inc ("Chevys") due in 2009. In June 2003, Chevys announced the sale of the majority of its restaurants. Subsequent to the announcement, we received Chevys' audited financial statements for the fiscal year ended December 31, 2002. During the fiscal quarter ended June 29, 2003, we fully impaired the principal and accrued interest of approximately \$8,800,000. A charge for the impairment of this note is included in our consolidated statements of earnings for the 39 weeks ended September 28, 2003. In October 2003, Chevys Inc. filed a voluntary petition to reorganize under Chapter 11 of the U.S. Bankruptcy Code. We no longer accrue interest receivable on this note and will record future interest income on this note only upon the receipt of any related cash payments.

10. Goodwill and Other Intangible Assets

Changes in goodwill are summarized below (in thousands):

	September 26, 2004	December 2003
	-----	-----
Carrying amount, beginning of the year.....	\$ 105,326	\$ 88,
Goodwill acquired during the period.....	11,018	16,
	-----	-----

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\$ 116,344 \$ 105,
=====

Intangible assets subject to amortization pursuant to SFAS No. 142, "Goodwill and Other Intangible Assets," are summarized below (in thousands):

			September 26, 2004		
	Gross Carrying Amount	Accumulated Amortization	Net B Valu		
Amortized intangible assets:					
Franchise interest and rights.....	\$ 6,371	\$ 5,482	\$		
Lease acquisition costs.....	4,857	182	4		
Total.....	\$ 11,228	\$ 5,664	\$ 5		

			December 28, 2003		
	Gross Carrying Amount	Accumulated Amortization	Net B Valu		
Amortized intangible assets:					
Franchise interest and rights.....	\$ 6,371	\$ 5,234	\$ 1		

-12-

In the second quarter of 2004, we acquired six restaurant leases for approximately \$4,900,000 in cash. The lease acquisition costs are being amortized over the next 8 to 20 years and the franchise interest and rights are being amortized over the next two to four years.

We expect annual amortization expense for all intangible assets for the next five fiscal years to range from approximately \$500,000 to \$800,000.

11. 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 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 September 26, 2004, our consolidated balance sheet includes the following

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balances related to the captive insurance subsidiary:

- o Deferred policy acquisition costs of approximately \$900,000 included in other current assets related to captive insurance subsidiary.
- o Franchise premium receivables of approximately \$3,100,000 included in receivables related to captive insurance subsidiary.
- o Cash equivalent investments restricted for the payment of claims of approximately \$17,600,000 included in restricted assets related to captive insurance subsidiary.
- o Loss reserve and unearned premiums related to captive insurance subsidiary of approximately \$20,900,000.
- o Other miscellaneous items, net, of approximately \$700,000 included in several line items in the consolidated balance sheet.

12. Deferred Income Taxes

In 2004, we implemented new tax planning strategies that accelerated depreciation on restaurant assets which resulted in an increase in our deferred income tax liability. Deferred income taxes of \$32,141,000 are reflected in non-current liabilities in our consolidated balance sheet as of September 26, 2004.

-13-

13. 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.

-14-

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

Overview

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

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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. In addition, cost of other franchise income in fiscal 2004 includes the franchisee portion of the riblet inventory impairment (see Note 8).

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

We operate on a 52 or 53 week fiscal year ending on the last Sunday in December. Our fiscal quarters ended September 26, 2004 and September 28, 2003 each contained 13 weeks and are referred to hereafter as the "2004 quarter" and the "2003 quarter," respectively. Our 39 week periods ended September 26, 2004 and September 28, 2003 are referred to hereafter as the "2004 year-to-date period" and the "2003 year-to-date period," respectively.

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 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

-15-

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 September 26, 2004, our consolidated balance sheet includes the following balances related to the captive insurance subsidiary:

- o Deferred policy acquisition costs of approximately \$900,000 included in other current assets related to captive insurance subsidiary.
- o Franchise premium receivables of approximately \$3,100,000 included in receivables related to captive insurance subsidiary.
- o Cash equivalent investments restricted for the payment of claims of approximately \$17,600,000 included in restricted assets related to captive insurance subsidiary.
- o Loss reserve and unearned premiums related to captive insurance subsidiary of approximately \$20,900,000.
- o Other miscellaneous items, net, of approximately \$700,000 included in

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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.

Inventory valuation: We state inventories at the lower of cost, using the first-in, first-out method, or market. Market is determined based upon the estimated net realizable value.

We purchase and maintain inventories of certain specialty products to assure sufficient supplies to the system. We review and make quality control inspections of our inventories to determine obsolescence on an ongoing basis. These reviews require management to make certain estimates and judgments.

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

-16-

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.

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 our consolidated balance sheets would be adjusted accordingly. Historically, actual results have not been materially different than the estimates that are described above.

Acquisitions

On April 26, 2004, we completed our acquisition of the operations and assets of 10 Applebee's restaurants located in Southern California for approximately \$13,700,000 in cash. Our financial statements reflect the results of operations for these restaurants subsequent to the date of acquisition. The purchase price was allocated to the fair value of property and equipment of \$2,500,000, goodwill of \$10,800,000 and other net assets of approximately \$400,000. We do not expect this transaction to have a significant impact on our net earnings for fiscal 2004.

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 was 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.

-17-

The following table is comprised of actual company restaurant sales included in our consolidated financial statements for each period presented and pro forma company restaurant sales assuming the two acquisitions above occurred at the beginning of each respective period (in thousands):

13 Weeks Ended

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	September 26, 2004	September 28, 2003	Sep
Actual company restaurant sales for acquired restaurants.....	\$ 12,500	\$ 6,100	\$
Pro forma company restaurant sales for acquired restaurants.....	\$ 12,500	\$ 11,600	\$

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 \$900,000 and \$10,300,000 for the 13 weeks and the 39 weeks ended September 28, 2003, respectively.

-18-

Results of Operations

The following table contains information derived from our consolidated statements of earnings expressed as a percentage of total operating revenues, except where otherwise noted. Percentages may not add due to rounding.

	13 Weeks Ended		Se
	September 26, 2004	September 28, 2003	Se
Revenues:			
Company restaurant sales.....	87.9%	87.9%	
Franchise royalties and fees.....	10.7	10.9	
Other franchise income.....	1.4	1.2	
Total operating revenues.....	100.0%	100.0%	
Cost of sales (as a percentage of company restaurant sales):			
Food and beverage.....	26.3%	25.7%	
Labor.....	32.2	32.8	
Direct and occupancy.....	24.9	25.1	
Pre-opening expense.....	0.4	0.3	
Total cost of sales.....	83.9%	83.9%	
Cost of other franchise income (as a percentage of other franchise income).....	90.0%	95.5%	
General and administrative expenses.....	9.5	9.3	

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Amortization of intangible assets.....	0.1	--
Loss on disposition of restaurants and equipment..	0.2	--
	-----	-----
Operating earnings.....	15.3	15.7
	-----	-----
Other income (expense):		
Investment income.....	0.1	0.1
Interest expense.....	(0.1)	(0.1)
Impairment of Chevys note receivable.....	--	--
Other income.....	0.2	0.2
	-----	-----
Total other income (expense).....	0.2	0.1
	-----	-----
Earnings before income taxes.....	15.5	15.8
Income taxes.....	5.4	5.7
	-----	-----
Net earnings.....	10.1%	10.1%
	=====	=====

-19-

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:

	13 Weeks Ended		
	September 26, 2004	September 28, 2003	Septemb 200
	-----	-----	-----
Number of restaurants:			
Company:			
Beginning of period.....	405	373	
Restaurant openings.....	9	8	
Restaurants closed.....	(1)	--	
Restaurants acquired from franchisees.....	--	--	
Restaurants acquired by franchisees.....	--	(9)	
	-----	-----	
End of period.....	413	372	
	-----	-----	
Franchise:			
Beginning of period.....	1,207	1,155	
Restaurant openings.....	21	12	
Restaurants closed(1).....	(4)	(5)	
Restaurants acquired from franchisees.....	--	--	
Restaurants acquired by franchisees.....	--	9	
	-----	-----	
End of period.....	1,224	1,171	
	-----	-----	
Total:			
Beginning of period.....	1,612	1,528	
Restaurant openings.....	30	20	

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Restaurants closed.....	(5)	(5)	
	-----	-----	-----
End of period.....	1,637	1,543	
	=====	=====	=====
Weighted average weekly sales per restaurant:			
Company.....	\$ 46,365	\$ 45,976	\$ 4
Franchise.....	\$ 47,253	\$ 45,760	\$ 4
Total.....	\$ 47,027	\$ 45,812	\$ 4
Change in comparable restaurant sales:(2)			
Company.....	1.1%	5.9%	
Franchise.....	3.1%	4.4%	
Total.....	2.7%	4.8%	
Total operating revenues (in thousands):			
Company restaurant sales.....	\$ 247,173	\$ 222,429	\$ 73
Franchise royalties and fees(3).....	30,105	27,594	9
Other franchise income(4).....	3,913	2,972	1
	-----	-----	-----
Total.....	\$ 281,191	\$ 252,995	\$ 84
	=====	=====	=====

- (1) Subsequent to the end of the quarter, 12 franchise restaurants in the Memphis, Tennessee area were closed.
- (2) When computing comparable restaurant sales, restaurants open for at least 18 months are compared from period to period.
- (3) Franchise royalties are generally 4% of each franchise restaurant's reported monthly gross sales. Reported franchise sales, in thousands, were \$746,239 and \$687,292 in the 2004 quarter and the 2003 quarter, respectively, and \$2,274,777 and \$2,047,735 in the 2004 year-to-date and 2003 year-to-date period, respectively. Franchise fees typically range from \$30,000 to \$35,000 for each restaurant opened.
- (4) 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.

-20-

Company Restaurant Sales. Total company restaurant sales increased \$24,744,000 (11%) from \$222,429,000 in the 2003 quarter to \$247,173,000 in the 2004 quarter and increased \$87,556,000 (13%) from \$650,946,000 in the 2003 year-to-date period to \$738,502,000 in the 2004 year-to-date period. Company restaurant openings contributed approximately 8% of the increase in total company restaurant sales in both the 2004 quarter and the 2004 year-to-date period. Increases in weighted average weekly sales contributed approximately 1% and 5% of the total company sales increase in the 2004 quarter and 2004 year-to-date period, respectively. Both periods were also favorably impacted by the acquisition of 10 restaurants in Southern California in April 2004 which was partially offset by the impact of the sale of 8 restaurants in the Atlanta, Georgia market in July 2003.

Comparable restaurant sales at company restaurants increased by 1.1% and 5.0% in the 2004 quarter and the 2004 year-to-date period, respectively. Weighted average weekly sales at company restaurants increased 0.8% from \$45,976 in the 2003 quarter to \$46,365 in the 2004 quarter and increased 4.7% from \$45,356 in the 2003 year-to-date period to \$47,489 in the 2004 year-to-date period. These increases were due primarily to increases in the average guest check resulting

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from a menu price increase of approximately 1.5% in both periods and increases in guest traffic in the 2004 year-to-date period. In addition, a portion of the increase resulted from the implementation of our Carside To Go(TM) initiative. Carside To Go(TM) sales mix increased from 6.9% of company restaurant sales in the 2003 quarter to 8.9% of company restaurant sales in the 2004 quarter.

Franchise Royalties and Fees. Overall franchise royalties and fees increased \$2,511,000 (9%) from \$27,594,000 in the 2003 quarter to \$30,105,000 in the 2004 quarter and increased \$9,568,000 (12%) from \$82,088,000 in the 2003 year-to-date period to \$91,656,000 in the 2004 year-to-date period. These increases were due primarily to the increased number of franchise restaurants operating during the 2004 quarter and 2004 year-to-date period as compared to the same periods in 2003 and increases in comparable restaurant sales. Weighted average weekly sales at franchise restaurants increased 3.3% and 5.7% in the 2004 quarter and 2004 year-to-date period, respectively, and franchise comparable restaurant sales increased 3.1% and 5.9% in the 2004 quarter and 2004 year-to-date period, respectively.

Other Franchise Income. Other franchise income increased \$941,000 (32%) from \$2,972,000 in the 2003 quarter to \$3,913,000 in the 2004 quarter and increased \$1,546,000 (17%) from \$8,881,000 in the 2003 year-to-date period to \$10,427,000 in the 2004 year-to-date period due primarily to revenues recognized related to the franchise premium amounts billed by the captive insurance company. Franchise premiums are included in other franchise income ratably over the policy year.

Cost of Company Restaurant Sales. Food and beverage costs increased from 25.7% in the 2003 quarter to 26.3% in the 2004 quarter and increased from 26.0% in the 2003 year-to-date period to 26.4% in the 2004 year-to-date period. The increases in both the 2004 quarter and 2004 year-to-date period were due primarily to higher commodity costs and higher food costs related to new menu items and were partially offset by menu price increases. The 2004 year-to-date period was also unfavorably impacted by the company portion of the impairment of approximately \$500,000 for excess riblet inventories which no longer met our quality standards.

Labor costs decreased from 32.8% in the 2003 quarter to 32.2% in the 2004 quarter and decreased from 32.8% in the 2003 year-to-date period to 32.5% in the 2004 year-to-date period. The decreases were due to lower management costs due to higher sales volumes at company restaurants in the 2004 year-to-date period and lower management incentive compensation in both the 2004 quarter and the 2004 year-to-date period. These decreases were partially offset by higher costs related to the addition of dedicated Carside To Go(TM) hourly labor at most of our restaurants beginning in the second half of 2003, increased hourly labor wage rates and higher workers' compensation costs.

-21-

Direct and occupancy costs decreased from 25.1% in the 2003 quarter and 24.7% in the 2003 year-to-date period to 24.9% in the 2004 quarter and 24.5% in the 2004 year-to-date period. The decrease in the 2004 quarter was due primarily to lower advertising costs, as a percentage of sales, due to the timing of our menu promotions. The decrease in the 2004 year-to-date period was due primarily to higher sales volumes at company restaurants which resulted in favorable depreciation expense, rent expense and repairs and maintenance expense, as a percentage of sales, due to their relatively fixed nature. In addition, decreases in both periods were partially offset by higher packaging costs as a result of increased Carside To Go(TM) sales volumes.

Cost of Other Franchise Income. Cost of other franchise income increased

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\$684,000 (24%) from \$2,837,000 in the 2003 quarter to \$3,521,000 in the 2004 quarter and increased \$2,983,000 (35%) from \$8,510,000 in the 2003 year-to-date period to \$11,493,000 in the 2004 year-to-date due primarily to an increase in costs related to the operation of our captive insurance company and the franchisee portion of the inventory impairment of approximately \$1,600,000 in the 2004 year-to-date period for excess riblet inventories which no longer met our quality standards.

General and Administrative Expenses. General and administrative expenses increased from 9.3% in the 2003 quarter to 9.5% in the 2004 quarter and decreased from 9.3% in the 2003 year to date period to 9.2% in the 2004 year-to-date period. General and administrative expenses were favorably impacted in both periods by the absorption of general and administrative expenses over a larger revenue base and lower incentive compensation. In addition, both periods were unfavorably impacted by higher compensation expense due to staffing levels and costs associated with compliance with Section 404 of the Sarbanes-Oxley Act.

Impairment of Chevys Note Receivable. In June 2003, Chevys announced the sale of the majority of its restaurants. Subsequent to the announcement, we received Chevys' audited financial statements for the fiscal year ended December 31, 2002. During the fiscal quarter ended June 29, 2003, we fully impaired the principal and accrued interest of approximately \$8,800,000. In October 2003, Chevys Inc. filed a voluntary petition to reorganize under Chapter 11 of the U.S. Bankruptcy Code.

Income Taxes. The effective income tax rate, as a percentage of earnings before income taxes, decreased from 36.0% in both the 2003 quarter and the 2003 year-to-date period to 35.0% in both the 2004 quarter and the 2004 year-to-date period 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 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 \$68,224,000 in the 2004 year-to-date period (excluding the acquisition of 10 restaurants and lease acquisition costs). 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,

-22-

refurbishment and capital replacement for existing restaurants, the enhancement of information systems and lease acquisition costs. 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.

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On April 26, 2004, we completed our acquisition of the operations and assets of 10 Applebee's restaurants located in Southern California for approximately \$13,700,000 in cash. Our financial statements reflect the results of operations for these restaurants subsequent to the date of acquisition. In addition, we acquired six restaurant leases for approximately \$4,900,000 in cash in the 2004 year-to-date period.

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.

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.

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 September 26, 2004, we had borrowings of \$41,000,000, which included \$3,000,000 in short-term borrowings, and had standby letters of credit of approximately \$11,970,000 outstanding under our revolving credit facility.

Our Board of Directors authorized repurchases of our common stock of up to \$75,000,000 and \$80,000,000 in 2002 and 2003, respectively. As of December 28, 2003, we had \$99,800,000 remaining on our authorizations. During the 2004 year-to-date period, we repurchased 3,504,970 shares of our common stock at an average price of \$25.17 for an aggregate cost of \$88,200,000. As of September 26, 2004, we had \$11,500,000 remaining under our repurchase authorization. In October 2004, our Board of Directors authorized additional repurchases of up to \$150,000,000 beginning in 2005 and approved a written plan for repurchases of our common stock in the open market in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.

As of September 26, 2004, our liquid assets totaled \$722,000. These assets consisted of cash and cash equivalents in the amount of \$441,000 and short-term investments in the amount of \$281,000. The working capital deficit decreased from \$62,710,000 as of December 28, 2003 to \$49,270,000 as of September 26, 2004. This decrease was due primarily to the redemption of gift cards in 2004 sold in 2003, repurchases of our common stock and increases in inventories and receivables and was partially offset by increases in loss reserve and unearned premiums related to the captive insurance subsidiary.

-23-

Our deferred income taxes liability increased from \$5,880,000 as of December 28, 2003 to \$32,141,000 as of September 26, 2004 which contributed to an increase in

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our cash flows from operating activities of \$26,638,000 in our consolidated statement of cash flows for the 39 weeks ended September 26, 2004. In 2004, we implemented new tax planning strategies that accelerated depreciation on restaurant assets.

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 September 26, 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).....	\$ 42,575	\$ 3,121	\$ 38,227
Capital Lease Obligations.....	9,388	760	1,602
Operating Leases.....	256,248	22,968	44,802
Purchase Obligations - Company(1).....	223,771	176,369	31,432
Purchase Obligations - Franchise(2).....	529,551	419,532	76,768

(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 \$19,200,000 as of September 26, 2004 (see Note 3). We have not recorded a liability for these guarantees as of September 26, 2004 or December 28, 2003.

We have severance and employment agreements with certain officers 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 September 26, 2004, we would have been required to make payments totaling approximately \$12,300,000. 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 \$7,200,000 if such officers had been terminated as of September 26, 2004.

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 was one loan outstanding for approximately \$800,000 under this program as of September 26, 2004. The fair value of our guarantee was immaterial and accordingly, we have not recorded a liability as of September 26, 2004.

In May 2004, we arranged for a financing company to provide up to \$250,000,000 to qualified franchisees for loans to fund development of new restaurants through October 2007. We will provide a limited guarantee of certain loans advanced under this program. As of September 26, 2004, there was one loan outstanding for approximately \$2,400,000 under this program. The fair value of our guarantee was immaterial and accordingly, we have not recorded a liability as of September 26, 2004.

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.

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 September 26, 2004, the total amount of debt subject to interest rate fluctuations was \$41,000,000 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 \$410,000 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 available supply, 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 September 26, 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 have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

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.

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

(c) Issuer Purchases of Equity Securities.

Purchases of Equity Securities(1) (2)				
	(a)	(b)	(c)	Max
Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	tha
June 28, 2004 through July 27, 2004	3,850 (3)	\$25.81	--	
July 28, 2004 through August 27, 2004	597,906 (4)	\$25.25	594,115	
August 28, 2004 through September 26, 2004	813,405	\$24.59	813,405	
Total	1,415,161			

(1) In May 2002, our Board of Directors authorized a repurchase of up to \$75,000,000 of our common stock through May 2005. In December 2003, our Board of Directors authorized an additional repurchase of up to \$80,000,000 of our common stock. The May 2002 authorization limit was met in January 2004. The December 2003 authorization has no expiration date.

(2) All references to the number of shares have been restated to reflect a three-for-two stock split, effected as a 50% stock dividend, paid on June 15, 2004.

(3) Represents shares received as partial payment for shares issued under stock option plans.

(4) Included 3,791 shares received as partial payment for shares issued under stock option plans.

Item 6. Exhibits

The Exhibits listed on the accompanying Exhibit Index are filed as part of this report.

-27-

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.

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(Registrant)

Date: October 27, 2004

By: /s/ Lloyd L. Hill

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

Date: October 27, 2004

By: /s/ Steven K. Lumpkin

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

Date: October 27, 2004

By: /s/ Beverly O. Elving

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

-28-

APPLEBEE'S INTERNATIONAL, INC.
EXHIBIT INDEX

Exhibit Number	Description of Exhibit
10.1	Form of Nonqualified Stock Option Agreement
10.2	Form of Incentive Stock Option Agreement
10.3	Form of Restricted Stock Award Agreement
10.4	New Form of Change in Control and Noncompete Agreement and schedule of parties thereto.
10.5	Amendment No. 2 to the Revolving Credit Agreement dated as of November 5, 2001
31.1	Certification of Chairman and Chief Executive Officer Pursuant to SEC Rule 13a-14
31.2	Certification of Chief Financial Officer Pursuant to SEC Rule 13a-14
32	Certification of Chairman and Chief Executive Officer and Chief Financial Officer to 18 U.S.C. Section 1350

