

DENNYS CORP  
Form 10-Q  
July 31, 2007

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

FORM 10-Q

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

For the Quarterly Period Ended June 27, 2007

Commission File Number 0-18051  
DENNY'S CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

13-3487402

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

203 East Main Street  
Spartanburg, South Carolina 29319-0001

(Address of principal executive offices)  
(Zip Code)

(864) 597-8000

(Registrant's telephone number, including area code)

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

Yes

No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer  
Non-accelerated filer

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

Yes

No

As of July 27, 2007, 93,920,452 shares of the registrant's common stock, par value \$.01 per share, were outstanding.



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**PART I - FINANCIAL INFORMATION****Item 1. Financial Statements**

**Denny's Corporation and Subsidiaries**  
**Condensed Consolidated Statements of Operations**  
**(Unaudited)**

|   | Quarter Ended    |                  | Two Quarters Ended |                  |
|---|------------------|------------------|--------------------|------------------|
|   | June 27,<br>2007 | June 28,<br>2006 | June 27,<br>2007   | June 28,<br>2006 |
| (In thousands, except per share amounts)  |                  |                  |                    |                  |
| <b>Revenue:</b>   |                  |                  |                    |                  |
| Company restaurant sales  | \$ 218,316       | \$ 221,008       | \$ 434,117         | \$ 446,030       |
| Franchise and license revenue   | 22,626           | 22,483           | 43,576             | 45,446           |
| Total operating revenue   | 240,942          | 243,491          | 477,693            | 491,476          |
| <b>Costs of company restaurant sales:</b>   |                  |                  |                    |                  |
| Product costs   | 56,323           | 54,981           | 111,449            | 110,710          |
| Payroll and benefits  | 91,932           | 91,862           | 184,800            | 185,870          |
| Occupancy   | 13,024           | 12,589           | 26,152             | 25,726           |
| Other operating expenses  | 31,782           | 35,882           | 62,095             | 68,326           |
| Total costs of company restaurant sales   | 193,061          | 195,314          | 384,496            | 390,632          |
| Costs of franchise and license revenue  | 6,933            | 7,235            | 13,408             | 14,448           |
| General and administrative expenses   | 17,167           | 15,590           | 33,093             | 32,819           |
| Depreciation and amortization   | 12,480           | 14,120           | 25,358             | 28,185           |
| Operating gains, losses and other charges,<br>net   | (13,047)         | (5,938)          | (15,680)           | (6,788)          |
| Total operating costs and expenses  | 216,594          | 226,321          | 440,675            | 459,296          |
| Operating income  | 24,348           | 17,170           | 37,018             | 32,180           |
| <b>Other expenses:</b>  |                  |                  |                    |                  |
| Interest expense, net   | 10,953           | 14,847           | 22,294             | 29,490           |
| Other nonoperating expense (income), net  | (228)            | 138              | (425)              | (24)             |
| Total other expenses, net   | 10,725           | 14,985           | 21,869             | 29,466           |
| Net income before income taxes and<br>cumulative effect of change in accounting<br>principle  | 13,623           | 2,185            | 15,149             | 2,714            |
| Provision for income taxes  | 2,123            | 331              | 2,486              | 380              |
| Net income before cumulative effect of<br>change in accounting principle                      | 11,500           | 1,854            | 12,663             | 2,334            |
| Cumulative effect of change in accounting<br>principle, net of tax                            | —                | —                | —                  | 232              |
| Net income  | \$ 11,500        | \$ 1,854         | \$ 12,663          | \$ 2,566         |
| <b>Basic net income per share:</b>  |                  |                  |                    |                  |
| Basic net income before cumulative effect<br>of change in accounting principle, net of<br>tax | \$ 0.12          | \$ 0.02          | \$ 0.14            | \$ 0.03          |
| Cumulative effect of change in accounting<br>principle, net of tax                            | —                | —                | —                  | 0.00             |

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|   |    |        |    |        |    |        |    |        |
|---|----|--------|----|--------|----|--------|----|--------|
| Basic net income per share  | \$ | 0.12   | \$ | 0.02   | \$ | 0.14   | \$ | 0.03   |
| Diluted net income per share:   |    |        |    |        |    |        |    |        |
| Diluted net income before cumulative effect of change in accounting principle, net of tax | \$ | 0.12   | \$ | 0.02   | \$ | 0.13   | \$ | 0.02   |
| Cumulative effect of change in accounting principle, net of tax                           |    | —      |    | —      |    | —      |    | 0.01   |
| Diluted net income per share  | \$ | 0.12   | \$ | 0.02   | \$ | 0.13   | \$ | 0.03   |
| Weighted average shares outstanding:  |    |        |    |        |    |        |    |        |
| Basic   |    | 93,692 |    | 92,045 |    | 93,554 |    | 91,915 |
| Diluted   |    | 98,967 |    | 97,741 |    | 98,796 |    | 97,435 |

See accompanying notes

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

|  | June 27,<br>2007  | December<br>27, 2006 |
|--|-------------------|----------------------|
| (In thousands)                                       |                   |                      |
| <b>Assets</b>  |                   |                      |
| Current Assets:                                      |                   |                      |
| Cash and cash equivalents                            | \$ 47,263         | \$ 26,226            |
| Receivables, net                                     | 13,626            | 14,564               |
| Inventories  | 8,065             | 8,199                |
| Assets held for sale                                 | 4,178             | 4,735                |
| Prepaid and other current assets                     | 6,740             | 9,072                |
| <b>Total Current Assets</b>                          | <b>79,872</b>     | <b>62,796</b>        |
| Property, net  | 216,224           | 236,264              |
| Other Assets:  |                   |                      |
| Goodwill   | 48,124            | 50,064               |
| Intangible assets, net                               | 64,873            | 66,882               |
| Deferred financing costs, net                        | 5,980             | 6,311                |
| Other assets   | 23,570            | 21,595               |
| <b>Total Assets</b>                                  | <b>\$ 438,643</b> | <b>\$ 443,912</b>    |
| <b>Liabilities and Shareholders' Deficit</b>         |                   |                      |
| Current Liabilities:                                 |                   |                      |
| Current maturities of notes and debentures           | \$ 3,941          | \$ 5,532             |
| Current maturities of capital lease obligations      | 6,716             | 6,979                |
| Accounts payable                                     | 36,637            | 42,148               |
| Other  | 86,721            | 81,143               |
| <b>Total Current Liabilities</b>                     | <b>134,015</b>    | <b>135,802</b>       |
| Long-Term Liabilities:                               |                   |                      |
| Notes and debentures, less current maturities        | 402,252           | 415,801              |
| Capital lease obligations, less current maturities   | 21,828            | 24,948               |
| Liability for insurance claims, less current portion | 28,015            | 28,784               |
| Deferred income taxes                                | 11,759            | 12,126               |
| Other noncurrent liabilities and deferred credits    | 47,988            | 50,469               |
| <b>Total Long-Term Liabilities</b>                   | <b>511,842</b>    | <b>532,128</b>       |
| <b>Total Liabilities</b>                             | <b>645,857</b>    | <b>667,930</b>       |
| <b>Total Shareholders' Deficit</b>                   | <b>(207,214)</b>  | <b>(224,018)</b>     |
| <b>Total Liabilities and Shareholders' Deficit</b>   | <b>\$ 438,643</b> | <b>\$ 443,912</b>    |

See accompanying notes



**Denny's Corporation and Subsidiaries**  
**Condensed Consolidated Statement of Shareholders' Deficit and Comprehensive Loss**  
**(Unaudited)**

|   | Common Stock |        | Paid-in<br>Capital | Deficit      | Accumulated                         | Total        |
|---|--------------|--------|--------------------|--------------|-------------------------------------|--------------|
|   | Shares       | Amount |                    |              | Other<br>Comprehensive<br>Loss, Net |              |
| Balance, December 27, 2006  | 93,186       | \$ 932 | \$ 527,911         | \$ (735,438) | \$ (17,423)                         | \$ (224,018) |
| Comprehensive income:   |              |        |                    |              |                                     |              |
| Net income  | —            | —      | —                  | 12,663       | —                                   | 12,663       |
| Recognition of unrealized<br>gain on hedged<br>transactions, net of tax | —            | —      | —                  | —            | 1,475                               | 1,475        |
| Comprehensive income  | —            | —      | —                  | 12,663       | 1,475                               | 14,138       |
| Share-based compensation on<br>equity classified<br>awards              | —            | —      | 1,637              | —            | —                                   | 1,637        |
| Issuance of common stock for<br>share-based<br>compensation             | 44           | —      | 222                | —            | —                                   | 222          |
| Exercise of common stock<br>options                                     | 487          | 5      | 802                | —            | —                                   | 807          |
| Balance, June 27, 2007  | 93,717       | \$ 937 | \$ 530,572         | \$ (722,775) | \$ (15,948)                         | \$ (207,214) |

See accompanying notes



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

|   | Two Quarters Ended |                  |
|---|--------------------|------------------|
|   | June 27,<br>2007   | June 28,<br>2006 |
|   | (In thousands)     |                  |
| <b>Cash Flows from Operating Activities:</b>  |                    |                  |
| Net income  | \$ 12,663          | \$ 2,566         |
| Adjustments to reconcile net income to cash flows provided by operating activities: |                    |                  |
| Cumulative effect of change in accounting principle, net of tax                     | —                  | (232)            |
| Depreciation and amortization   | 25,358             | 28,185           |
| Operating gains, losses and other charges, net                                      | (15,680)           | (6,788)          |
| Amortization of deferred financing costs  | 585                | 1,747            |
| Loss on early extinguishment of debt  | 67                 | —                |
| Deferred income tax expense   | 2,161              | —                |
| Share-based compensation  | 2,319              | 3,673            |
| Changes in assets and liabilities, net of effects of acquisitions and dispositions: |                    |                  |
| Decrease (increase) in assets:  |                    |                  |
| Receivables   | 938                | 1,552            |
| Inventories   | 134                | (606)            |
| Other current assets  | 2,333              | 1,270            |
| Other assets  | (1,728)            | (2,280)          |
| Increase (decrease) in liabilities:   |                    |                  |
| Accounts payable  | (826)              | (5,744)          |
| Accrued salaries and vacations  | (469)              | (2,461)          |
| Accrued taxes   | (731)              | (26)             |
| Other accrued liabilities   | 6,231              | (744)            |
| Other noncurrent liabilities and deferred credits                                   | (4,505)            | (1,914)          |
| Net cash flows provided by operating activities                                     | 28,850             | 18,198           |
| <b>Cash Flows from Investing Activities:</b>  |                    |                  |
| Purchase of property  | (10,992)           | (17,794)         |
| Proceeds from disposition of property   | 26,888             | 11,765           |
| Acquisition of restaurant units   | (2,208)            | (825)            |
| Collection of note receivable payments from former subsidiary                       | —                  | 1,239            |
| Net cash flows provided by (used in) investing activities                           | 13,688             | (5,615)          |
| <b>Cash Flows from Financing Activities:</b>  |                    |                  |
| Long-term debt payments   | (18,996)           | (4,445)          |
| Deferred financing costs paid   | (321)              | —                |
| Proceeds from exercise of stock options   | 807                | 588              |
| Net bank overdrafts   | (2,991)            | (1,209)          |
| Net cash flows used in financing activities   | (21,501)           | (5,066)          |
| Increase in cash and cash equivalents   | 21,037             | 7,517            |
| Cash and Cash Equivalents at:   |                    |                  |

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|                     |  |           |    |        |
|---------------------|--|-----------|----|--------|
| Beginning of period |  | 26,226    |    | 28,236 |
| End of period       |  | \$ 47,263 | \$ | 35,753 |

See accompanying notes

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

**Note 1. Introduction and Basis of Reporting**

Denny's Corporation, through its wholly owned subsidiaries, Denny's Holdings, Inc. and Denny's, Inc., owns and operates the Denny's restaurant brand, or Denny's.

Our unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Therefore, certain information and notes normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted. In our opinion, all adjustments considered necessary for a fair presentation of the interim periods presented have been included. Such adjustments are of a normal and recurring nature. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions; however, we believe that our estimates, including those for the above-described items, are reasonable. These interim condensed consolidated financial statements should be read in conjunction with our consolidated financial statements and notes thereto for the year ended December 27, 2006 and the related Management's Discussion and Analysis of Financial Condition and Results of Operations, both of which are contained in our Annual Report on Form 10-K for the fiscal year ended December 27, 2006. The results of operations for the interim periods presented are not necessarily indicative of the results for the entire fiscal year ending December 26, 2007.

**Note 2. Summary of Significant Accounting Policies**

Effective December 28, 2006, the first day of fiscal 2007, we adopted the Financial Accounting Standards Board's ("FASB") Interpretation No. 48 "Accounting for Uncertainty in Income Taxes," or FIN 48. See Note 10 to the Condensed Consolidated Financial Statements, "Income Taxes."

There have been no other material changes to our significant accounting policies and estimates from the information provided in Note 2 of our Consolidated Financial Statements included in our Form 10-K for the fiscal year ended December 27, 2006.

**Note 3. Assets Held for Sale**

Assets held for sale of \$4.2 million and \$4.7 million, as of June 27, 2007 and December 27, 2006, respectively, include real estate related to closed restaurants and restaurants operated by franchisees. We expect to sell each of these assets within 12 months. Our Credit Facility (defined in Note 6) requires us to make mandatory prepayments to reduce outstanding indebtedness with the net cash proceeds from the sale of the real estate related to the certain restaurants operated by franchisees. As a result, we have classified a corresponding \$2.0 million and \$3.5 million of our long-term debt as a current liability in the Condensed Consolidated Balance Sheet as of June 27, 2007 and December 27, 2006, respectively. These amounts represent the net book value of the specified properties as of the balance sheet dates.

**Note 4. Goodwill and Other Intangible Assets**

The changes in carrying amounts of goodwill for the two quarters ended June 27, 2007 are as follows:

(In thousands)

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|  |    |         |
|--|----|---------|
| Balance at December 27, 2006                                   | \$ | 50,064  |
| Reversal of valuation allowance related to deferred tax assets |    | (2,528) |
| Goodwill related to acquisition of restaurant unit             |    | 588     |
| Balance at June 27, 2007                                       | \$ | 48,124  |

The following table reflects goodwill and intangible assets as of June 27, 2007 and December 27, 2006:

|  | June 27, 2007               |                             | December 27, 2006           |                             |
|--|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
|  | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization |
| (In thousands)                           |                             |                             |                             |                             |
| Goodwill                                 | \$ 48,124                   | \$ —                        | \$ 50,064                   | \$ —                        |
| Intangible assets with indefinite lives: |                             |                             |                             |                             |
| Trade names                              | \$ 42,375                   | \$ —                        | \$ 42,323                   | \$ —                        |
| Liquor licenses                          | 279                         | —                           | 279                         | —                           |
| Intangible assets with definite lives:   |                             |                             |                             |                             |
| Franchise and license agreements         | 62,477                      | 40,258                      | 65,602                      | 41,322                      |
| Intangible assets                        | \$ 105,131                  | \$ 40,258                   | \$ 108,204                  | \$ 41,322                   |

**Note 5. Operating Gains, Losses and Other Charges, Net**

Operating gains, losses and other charges, net represent gains or losses on the sale of assets, restructuring charges, exit costs and impairment charges and were comprised of the following:

|  | Quarter Ended    |                  | Two Quarters Ended |                  |
|--|------------------|------------------|--------------------|------------------|
|  | June 27,<br>2007 | June 28,<br>2006 | June 27,<br>2007   | June 28,<br>2006 |
|  | (In thousands)   |                  |                    |                  |
| Gains on sales of assets and other, net        | \$ (14,479)      | \$ (7,098)       | \$ (17,750)        | \$ (8,669)       |
| Restructuring charges and exit costs           | 1,192            | 1,160            | 1,830              | 1,881            |
| Impairment charges                             | 240              | —                | 240                | —                |
| Operating gains, losses and other charges, net | \$ (13,047)      | \$ (5,938)       | \$ (15,680)        | \$ (6,788)       |

*Gains on Sales of Assets*

Proceeds and gains on sales of assets were comprised of the following:

|   | Quarter Ended June 27, 2007 |           | Quarter Ended June 28, 2006 |          |
|---|-----------------------------|-----------|-----------------------------|----------|
|   | Net<br>Proceeds             | Gains     | Net<br>Proceeds             | Gains    |
|   | (In thousands)              |           |                             |          |
| Sales of restaurant operations and related real estate to franchisees | \$ 20,241                   | \$ 13,659 | \$ —                        | \$ —     |
| Sales of other real estate assets                                     | 911                         | 305       | 8,692                       | 7,067    |
| Recognition of deferred gains   | —                           | 515       | —                           | 31       |
| Total   | \$ 21,152                   | \$ 14,479 | \$ 8,692                    | \$ 7,098 |

|   | Two Quarters Ended June 27, 2007 |           | Two Quarters Ended June 28, 2006 |          |
|---|----------------------------------|-----------|----------------------------------|----------|
|   | Net<br>Proceeds                  | Gains     | Net<br>Proceeds                  | Gains    |
|   | (In thousands)                   |           |                                  |          |
| Sales of restaurant operations and related real estate to franchisees | \$ 21,853                        | \$ 14,062 | \$ —                             | \$ —     |
| Sales of other real estate assets                                     | 5,035                            | 3,142     | 11,765                           | 8,607    |
| Recognition of deferred gains   | —                                | 546       | —                                | 62       |
| Total   | \$ 26,888                        | \$ 17,750 | \$ 11,765                        | \$ 8,669 |

*Restructuring Charges and Exit Costs*

Restructuring charges and exit costs were comprised of the following:

|   | Quarter Ended    |                  | Two Quarters Ended |                  |
|---|------------------|------------------|--------------------|------------------|
|   | June 27,<br>2007 | June 28,<br>2006 | June 27,<br>2007   | June 28,<br>2006 |
|   | (In thousands)   |                  |                    |                  |
| Exit costs                                | \$ 588           | \$ 275           | \$ 735             | \$ 486           |
| Severance and other restructuring charges | 604              | 885              | 1,095              | 1,395            |
| Total restructuring and exit costs        | \$ 1,192         | \$ 1,160         | \$ 1,830           | \$ 1,881         |

The components of the change in accrued exit cost liabilities are as follows:

|  | (In thousands) |
|--|----------------|
| Balance, beginning of year                                 | \$ 11,934      |
| Provisions for units closed during the year                | 50             |
| Changes in estimate of accrued exit costs, net             | 685            |
| Payments, net  | (2,509)        |
| Accretion expense  | 486            |
| Balance, end of quarter                                    | 10,646         |
| Less current portion included in other current liabilities | 2,536          |
| Long-term portion included in other noncurrent liabilities | \$ 8,110       |

Estimated net cash payments related to exit cost liabilities in the next five years are as follows:

|  | (In thousands) |
|--|----------------|
| Remainder of 2007                      | \$ 1,833       |
| 2008                                   | 2,633          |
| 2009                                   | 2,069          |
| 2010                                   | 1,713          |
| 2011                                   | 1,469          |
| Thereafter                             | 3,627          |
| Total                                  | 13,344         |
| Less imputed interest                  | 2,698          |
| Present value of exit cost liabilities | \$ 10,646      |

At the beginning of fiscal 2007, the liability for severance and other restructuring charges was \$0.5 million. During the two quarters ended June 27, 2007, an additional \$1.1 million of expense was recorded and \$0.7 million was paid related to these charges. The remaining balance of \$0.9 million is expected to be paid during the next 12 months.

## Note 6. Long-Term Debt

### *Credit Facility*

Our subsidiaries, Denny's, Inc. and Denny's Realty, LLC (the "Borrowers"), have a senior secured credit agreement consisting of a \$50 million revolving credit facility (including up to \$10 million for a revolving letter of credit facility), a \$230.6 million term loan and an additional \$40 million letter of credit facility (together, the "Credit Facility"). At June 27, 2007, we had outstanding letters of credit of \$37.8 million (comprised of \$35.2 million under our letter of credit facility and \$2.6 million under our revolving facility). There were no revolving loans outstanding at June 27, 2007. These balances result in availability of \$4.8 million under our letter of credit facility and \$47.4 million under the revolving facility.

The revolving facility matures on December 15, 2011. The term loan and the \$40 million letter of credit facility mature on March 31, 2012. The term loan amortizes in equal quarterly installments at a rate equal to approximately 1% per annum with all remaining amounts due on the maturity date. The Credit Facility is available for working capital, capital expenditures and other general corporate purposes. We will be required to make mandatory prepayments under certain circumstances (such as required payments related to asset sales) typical for this type of credit facility and may make certain optional prepayments under the Credit Facility. Upon the event of a refinancing transaction, under certain circumstances before March 8, 2008, we would be required to pay the term loan and letter of credit facility lenders a 1.0% prepayment premium.

The Credit Facility is guaranteed by Denny's and its other subsidiaries and is secured by substantially all of the assets of Denny's and its subsidiaries. In addition, the Credit Facility is secured by first-priority mortgages on 132 company-owned real estate assets. The Credit Facility contains certain financial covenants (i.e., maximum total debt to EBITDA (as defined under the Credit Facility) ratio requirements, maximum senior secured debt to EBITDA ratio requirements, minimum fixed charge coverage ratio requirements and limitations on capital expenditures), negative covenants, conditions precedent, material adverse change provisions, events of default and other terms, conditions and provisions customarily found in credit agreements for facilities and transactions of this type. We were in compliance with the terms of the Credit Facility as of June 27, 2007.

Interest on loans under the new revolving facility is payable at per annum rates equal to LIBOR plus 250 basis points and will adjust over time based on our leverage ratio. Effective March 8, 2007, interest on the new term loan and letter of credit facility is payable at per annum rates equal to LIBOR plus 200 basis points. The weighted-average interest rate under the term loan was 7.1% as of June 27, 2007. The weighted average interest rate under the term loan facility

was 8.7% as of June 28, 2006.

#### *Interest Rate Swap*

During the second quarter of fiscal 2007, we entered into an interest rate swap with a notional amount of \$150 million to hedge a portion of the cash flows of our variable rate debt. We have designated the interest rate swap as a cash flow hedge of our exposure to variability in future cash flows attributable to interest payments on \$150 million of floating rate debt. Under the terms of the swap, we will pay a fixed rate of 4.8925% on the \$150 million notional amount and receive payments from the counterparties based on the 3-month LIBOR rate for a term ending on March 30, 2010, effectively resulting in a fixed rate of 6.8925% on the \$150 million notional amount. Interest rate differentials paid or received under the swap agreement will be recognized as adjustments to interest expense.

To the extent the swap is effective in offsetting the variability of the hedged cash flows, changes in the fair value of the swap are not included in current earnings but are reported as other comprehensive income. The components of the cash flow hedge included in accumulated other comprehensive income in the Condensed Consolidated Statement of Shareholders' Deficit for the two quarters ended June 27, 2007 and June 28, 2006, are as follows:

|  | Two Quarters Ended |                  |
|--|--------------------|------------------|
|  | June 27,<br>2007   | June 28,<br>2006 |
|  | (In thousands)     |                  |
| Net interest (income) expense recognized as a result of interest rate swap | \$ (170)           | \$ (370)         |
| Unrealized gain (loss) for changes in fair value of interest swap rates    | 1,645              | 739              |
| Net increase in Accumulated Other Comprehensive Income, net of tax         | \$ 1,475           | \$ 369           |

We did not note any ineffectiveness in the hedge during the two quarters ended June 27, 2007. We do not enter into derivative financial instruments for trading or speculative purposes.



**Note 7. Defined Benefit Plans**

The components of net pension cost of the pension plan and other defined benefit plans as determined under Statement of Financial Accounting Standards No. 87, "Employers' Accounting for Pensions," as amended by Statement of Financial Accounting Standards No. 158, "Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans," are as follows:

|                                | Pension Plan     |                  | Other Defined Benefit Plans |                  |
|--------------------------------|------------------|------------------|-----------------------------|------------------|
|                                | Quarter Ended    |                  | Quarter Ended               |                  |
|                                | June 27,<br>2007 | June 28,<br>2006 | June 27,<br>2007            | June 28,<br>2006 |
|                                | (In thousands)   |                  |                             |                  |
| Service cost                   | \$ 88            | \$ 92            | \$ —                        | \$ —             |
| Interest cost                  | 789              | 770              | 47                          | 48               |
| Expected return on plan assets | (879)            | (814)            | —                           | —                |
| Amortization of net loss       | 224              | 252              | 6                           | 6                |
| Net periodic benefit cost      | \$ 222           | \$ 300           | \$ 53                       | \$ 54            |

|                                | Pension Plan       |                  | Other Defined Benefit Plans |                  |
|--------------------------------|--------------------|------------------|-----------------------------|------------------|
|                                | Two Quarters Ended |                  | Two Quarters Ended          |                  |
|                                | June 27,<br>2007   | June 28,<br>2006 | June 27,<br>2007            | June 28,<br>2006 |
|                                | (In thousands)     |                  |                             |                  |
| Service cost                   | \$ 175             | \$ 183           | \$ —                        | \$ —             |
| Interest cost                  | 1,572              | 1,541            | 95                          | 96               |
| Expected return on plan assets | (1,764)            | (1,628)          | —                           | —                |
| Amortization of net loss       | 441                | 503              | 12                          | 12               |
| Net periodic benefit cost      | \$ 424             | \$ 599           | \$ 107                      | \$ 108           |

We made contributions of \$1.8 million and \$1.6 million to our qualified pension plan during the two quarters ended June 27, 2007 and June 28, 2006, respectively. We made contributions of \$0.2 million and \$0.1 million to our other defined benefit plans during the two quarters ended June 27, 2007 and June 28, 2006, respectively. We expect to contribute \$1.4 million to our qualified pension plan and \$0.1 million to our other defined benefit plans during the remainder of fiscal 2007.

Additional minimum pension liability of \$17.4 million is reported as a component of accumulated other comprehensive loss in the Condensed Consolidated Statement of Shareholders' Deficit and Comprehensive Loss as of June 27, 2007 and December 27, 2006.

**Note 8. Share-Based Compensation**

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

|   | Quarter Ended    |                  | Two Quarters Ended |                  |
|---|------------------|------------------|--------------------|------------------|
|   | June 27,<br>2007 | June 28,<br>2006 | June 27,<br>2007   | June 28,<br>2006 |
|   | (In thousands)   |                  |                    |                  |
| Share-based compensation related to liability classified restricted | \$ 209           | \$ (248)         | \$ 682             | \$ 818           |

|  |          |          |          |          |
|--|----------|----------|----------|----------|
| stock units  |          |          |          |          |
| Share based compensation related to equity classified awards:      |          |          |          |          |
| Stock options  | \$ 421   | \$ 862   | \$ 619   | \$ 1,654 |
| Restricted stock units   | 426      | 546      | 858      | 1,033    |
| Board deferred stock units   | 79       | 81       | 160      | 168      |
| Total share-based compensation related to equity classified awards | 926      | 1,489    | 1,637    | 2,855    |
| Total share-based compensation                                     | \$ 1,135 | \$ 1,241 | \$ 2,319 | \$ 3,673 |

During the two quarters ended June 27, 2007, we issued approximately 44,000 shares of common stock in lieu of cash to pay approximately \$0.2 million of incentive compensation.

### *Stock Options*

During the two quarters ended June 27, 2007, we granted approximately 0.7 million stock options to certain employees. The options granted vest evenly over 3 years and have a 10-year contractual life. The weighted average fair value per option of options granted during the two quarters ended June 27, 2007 was \$3.08.

The fair value of the stock options granted in the period ended June 27, 2007 was estimated at the date of grant using the Black-Scholes option pricing model. Use of this option pricing model requires the input of subjective assumptions. These assumptions include estimating the length of time employees will retain their vested stock options before exercising them (“expected term”), the estimated volatility of our common stock price over the expected term and the number of options that will ultimately not complete their vesting requirements (“forfeitures”). Changes in the subjective assumptions can materially affect the estimate of the fair value of share-based compensation and consequently, the related amount recognized in the Consolidated Statements of Operations.

We used the following weighted average assumptions for the stock option grants:

|                                | Two Quarters<br>Ended<br>June 27, 2007 |
|--------------------------------|--|
| Dividend yield                 | 0.0%                                   |
| Expected volatility            | 68%                                    |
| Risk-free interest rate        | 4.5%                                   |
| Weighted-average expected term | 6.0 years                              |

The dividend yield assumption was based on our dividend payment history and expectations of future dividend payments. The expected volatility was based on the historical volatility of our stock for a period approximating the expected life. The risk-free interest rate was based on published U.S. Treasury spot rates in effect at the time of grant with terms approximating the expected life of the option. The weighted average expected term of the options represents the period of time the options are expected to be outstanding based on historical trends.

As of June 27, 2007, there was approximately \$3.0 million of unrecognized compensation cost related to unvested stock option awards granted, which is expected to be recognized over a weighted average of 2.0 years.

#### *Restricted Stock Units*

During the two quarters ended June 27, 2007, we granted approximately 0.5 million performance shares (which are equity classified) and performance units (which are liability classified) with a grant date fair value of \$4.61 per share to certain employees. The award will be earned (from 0% to 200% of the target award) based on certain operating performance measures for fiscal 2007. Once earned, the performance shares and units will vest 15% as of December 26, 2007, 35% as of December 31, 2008 and 50% as of December 30, 2009. Subsequent to the vesting periods, the earned performance shares will be paid to the holder in shares of common stock and the earned performance units will be paid to the holder in cash, provided the holder is then still employed with Denny's or an affiliate. Compensation expense related to the award is based on the number of shares and units expected to vest, the period over which they are expected to vest and the fair market value of the common stock on the date of grant.

Accrued compensation expense included as a component of the Condensed Consolidated Balance Sheet was as follows:

|   | June 27, 2007  | December 27,<br>2006 |
|---|----------------|----------------------|
|   | (In thousands) |                      |
| <b>Liability classified restricted stock units:</b> |                |                      |
| Other current liabilities                           | \$ 1,202       | \$ 848               |
| Other noncurrent liabilities                        | \$ 3,003       | \$ 2,675             |
| <b>Equity classified restricted stock units:</b>    |                |                      |
| Additional paid-in capital                          | \$ 4,028       | \$ 3,170             |

As of June 27, 2007, there was approximately \$6.4 million of unrecognized compensation cost (approximately \$2.0 million for liability classified units and approximately \$4.4 million for equity classified units) related to all unvested restricted stock unit awards granted, which is expected to be recognized over a weighted average of 2.6 years.

#### *Board Deferred Stock Units*

During the two quarters ended June 27, 2007, we granted approximately 0.1 million deferred stock units (which are equity classified) with a weighted-average grant date fair value of \$5.37 to non-employee members of the Board of

Directors in return for attendance at non-regularly scheduled meetings. These awards are restricted in that they may not be exercised until the recipient has ceased serving as a member of the Board of Directors for Denny's.

**Note 9. Accumulated Other Comprehensive Income (Loss)**

The components of Accumulated Other Comprehensive Income (Loss) in the Condensed Consolidated Statement of Shareholder's Deficit are as follows:

|   | June 27, 2007  | December 27,<br>2006 |
|---|----------------|----------------------|
|   | (In thousands) |                      |
| Additional minimum pension liability          | \$ (17,423)    | \$ (17,423)          |
| Unrealized gain on hedged transaction         | 1,475          | —                    |
| Accumulated other comprehensive income (loss) | \$ (15,948)    | \$ (17,423)          |

**Note 10. Income Taxes***Adoption of FIN 48*

Effective December 28, 2006, the first day of fiscal 2007, we adopted FIN 48. This interpretation clarifies the accounting for uncertainty in income tax recognized in an entity's financial statements in accordance with Statement of Financial Accounting Standards No. 109 "Accounting for Income Taxes." FIN 48 requires companies to determine whether it is more-likely-than-not that a tax position will be sustained upon examination by the appropriate taxing authorities before any part of the benefit can be recorded in the financial statements. This interpretation also provides guidance on derecognition, classification, accounting in interim periods, and expanded disclosure requirements. FIN 48 does not require or permit retrospective application, thus the cumulative effect of the change in accounting principle, if any, is recorded as an adjustment to opening retained earnings.

We file income tax returns in the U.S. federal jurisdictions and various state jurisdictions. With few exceptions, we are no longer subject to U.S. Federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2003.

As a result of the implementation of FIN 48, we did not recognize any change to our liability for unrecognized tax benefits. The total amount of unrecognized tax benefits as of the date of adoption was approximately \$0.7 million. These benefits, if recognized, would also affect our effective tax rate.

We recognize interest and penalties accrued related to unrecognized tax benefits in income tax expense. The total amount of accrued interest and penalties at date of adoption was less than \$0.1 million.

We expect that, during the next twelve months, the liability for unrecognized tax benefits will be settled in full. We remain subject to examination for U.S. Federal taxes for 2003-2006 and in the following major state jurisdictions: California (2002-2006); Florida (2003-2006) and Texas (2002-2006).

**Note 11. Net Income Per Share**

|   | Quarter Ended                                |                  | Two Quarters Ended |                  |
|---|--|------------------|--------------------|------------------|
|   | June 27,<br>2007                             | June 28,<br>2006 | June 27,<br>2007   | June 28,<br>2006 |
|   | (In thousands, except for per share amounts) |                  |                    |                  |
| <b>Numerator:</b>   |  |                  |                    |                  |
| Numerator for basic and diluted net income per share - net income from continuing operations before cumulative effect of change in accounting principle | \$ 11,500                                    | \$ 1,854         | \$ 12,663          | \$ 2,334         |
| Numerator for basic and diluted net income per share - net income   | \$ 11,500                                    | \$ 1,854         | \$ 12,663          | \$ 2,566         |
| <b>Denominator:</b>   |  |                  |                    |                  |
| Denominator for basic net income per share - weighted average shares  | 93,692                                       | 92,045           | 93,554             | 91,915           |
| <b>Effect of dilutive securities:</b>   |  |                  |                    |                  |
| Options   | 4,159  | 4,636            | 4,131              | 4,585            |
| Restricted stock units and awards   | 1,116  | 1,060            | 1,111              | 935              |
| Denominator for diluted net income per share - adjusted weighted average  | 98,967                                       | 97,741           | 98,796             | 97,435           |

shares and assumed conversions of dilutive securities

|   |    |       |    |       |    |       |    |       |
|---|----|-------|----|-------|----|-------|----|-------|
| Basic net income per share before cumulative effect of change in accounting principle   | \$ | 0.12  | \$ | 0.02  | \$ | 0.14  | \$ | 0.03  |
| Diluted net income per share before cumulative effect of change in accounting principle | \$ | 0.12  | \$ | 0.02  | \$ | 0.13  | \$ | 0.02  |
| Basic net income per share  | \$ | 0.12  | \$ | 0.02  | \$ | 0.14  | \$ | 0.03  |
| Diluted net income per share  | \$ | 0.12  | \$ | 0.02  | \$ | 0.13  | \$ | 0.03  |
| Stock options excluded (1)  |    | 1,853 |    | 1,580 |    | 1,799 |    | 1,378 |
| Restricted stock units and awards excluded (1)  |    | —     |    | —     |    | —     |    | —     |

(1) Excluded from diluted weighted-average shares outstanding as the impact would have been antidilutive.

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**Note 12. Supplemental Cash Flow Information**

|  | Two Quarters Ended |                  |
|--|--------------------|------------------|
|  | June 27,<br>2007   | June 28,<br>2006 |
|  | (In thousands)     |                  |
| Income taxes paid, net   | \$ 1,231           | \$ 671           |
| Interest paid  | \$ 18,144          | \$ 26,964        |
| Noncash financing activities:  |                    |                  |
| Issuance of common stock, pursuant to share-based compensation plans | \$ 222             | \$ 209           |
| Execution of capital leases  | \$ 597             | \$ 1,884         |

**Note 13. Implementation of New Accounting Standards**

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159 ("SFAS 159"), "The Fair Value Options for Financial Assets and Financial Liabilities." SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value. SFAS 159 is effective for the first fiscal period beginning after November 15, 2007. We may choose to apply SFAS 159 to eligible items, existing as of the effective date, in the first quarter of fiscal 2008. We are currently evaluating the impact of adopting SFAS 159 on the Condensed Consolidated Financial Statements.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 ("SFAS 157"), "Fair Value Measurements." SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS 157 applies under other accounting pronouncements that require or permit fair value measurements, the FASB having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, SFAS 157 does not require any new fair value measurements. SFAS 157 is effective for the first fiscal period beginning after November 15, 2007. We are required to adopt SFAS 157 in the first quarter of fiscal 2008. We are currently evaluating the impact of adopting SFAS 157 on our Condensed Consolidated Financial Statements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the Condensed Consolidated Financial Statements upon adoption.

**Note 14. Commitments and Contingencies**

There are various claims and pending legal actions against or indirectly involving us, including actions concerned with civil rights of employees and customers, other employment related matters, taxes, sales of franchise rights and businesses and other matters. Based on our examination of these matters and our experience to date, we have recorded our best estimate of liabilities, if any, with respect to these matters. However, the ultimate disposition of these matters cannot be determined with certainty.

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

The following discussion is intended to highlight significant changes in our financial position as of June 27, 2007 and results of operations for the quarter and two quarters ended June 27, 2007 compared to the quarter and two quarters ended June 28, 2006. The forward-looking statements included in Management's Discussion and Analysis of Financial Condition and Results of Operations, which reflect our best judgment based on factors currently known, involve risks, uncertainties, and other factors which may cause our actual performance to be materially different from the

performance indicated or implied by such statements. Such factors include, among others: competitive pressures from within the restaurant industry; the level of success of our operating initiatives and advertising and promotional efforts; adverse publicity; changes in business strategy or development plans; terms and availability of capital; regional weather conditions; overall changes in the general economy (including with regard to energy costs), particularly at the retail level; political environment (including acts of war and terrorism); and other factors included in the discussion below, or in Part II. Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and Part I. Item 1A. Risk Factors, contained in our Annual Report on Form 10-K for the year ended December 27, 2006.



**Statements of Operations**

The following table contains information derived from our Condensed Consolidated Statements of Operations expressed as a percentage of total operating revenues, except as noted below. Percentages may not add due to rounding.

|   | Quarter Ended          |        |               |        | Two Quarters Ended     |        |               |        |
|---|------------------------|--------|---------------|--------|------------------------|--------|---------------|--------|
|   | June 27, 2007          |        | June 28, 2006 |        | June 27, 2007          |        | June 28, 2006 |        |
|   | (Dollars in thousands) |        |               |        | (Dollars in thousands) |        |               |        |
| <b>Revenue:</b>                               |                        |        |               |        |                        |        |               |        |
| Company restaurant sales                      | \$ 218,316             | 90.6%  | \$ 221,008    | 90.8%  | \$ 434,117             | 90.9%  | \$ 446,030    | 90.8%  |
| Franchise and license revenue                 | 22,626                 | 9.4%   | 22,483        | 9.2%   | 43,576                 | 9.1%   | 45,446        | 9.2%   |
| Total operating revenue                       | 240,942                | 100.0% | 243,491       | 100.0% | 477,693                | 100.0% | 491,476       | 100.0% |
| <b>Costs of company restaurant sales (a):</b> |                        |        |               |        |                        |        |               |        |
| Product costs                                 | 56,323                 | 25.8%  | 54,981        | 24.9%  | 111,449                | 25.7%  | 110,710       | 24.8%  |
| Payroll and benefits                          | 91,932                 | 42.1%  | 91,862        | 41.6%  | 184,800                | 42.6%  | 185,870       | 41.7%  |
| Occupancy                                     | 13,024                 | 6.0%   | 12,589        | 5.7%   | 26,152                 | 6.0%   | 25,726        | 5.8%   |
| Other operating expenses                      | 31,782                 | 14.6%  | 35,882        | 16.2%  | 62,095                 | 14.3%  | 68,326        | 15.3%  |
| Total costs of company restaurant sales       | 193,061                | 88.4%  | 195,314       | 88.4%  | 384,496                | 88.6%  | 390,632       | 87.6%  |
| Costs of franchise and license revenue (a)    | 6,933                  | 30.6%  | 7,235         | 32.2%  | 13,408                 | 30.8%  | 14,448        | 31.8%  |
| General and administrative expenses           | 17,167                 | 7.1%   | 15,590        | 6.4%   | 33,093                 | 6.9%   | 32,819        | 6.7%   |
| Depreciation and amortization                 | 12,480                 | 5.2%   | 14,120        | 5.8%   | 25,358                 | 5.3%   | 28,185        | 5.7%   |
| Operating gains, losses and other charges     | (13,047)               | (5.4%) | (5,938)       | (2.4%) | (15,680)               | (3.3%) | (6,788)       | (1.4%) |
| Total operating costs and expenses            | 216,594                | 89.9%  | 226,321       | 92.9%  | 440,675                | 92.3%  | 459,296       | 93.5%  |
| Operating income                              | 24,348                 | 10.1%  | 17,170        | 7.1%   | 37,018                 | 7.7%   | 32,180        | 6.5%   |
| <b>Other expenses:</b>                        |                        |        |               |        |                        |        |               |        |
| Interest expense, net                         | 10,953                 | 4.5%   | 14,847        | 6.1%   | 22,294                 | 4.7%   | 29,490        | 6.0%   |
| Other nonoperating expense (income), net      | (228)                  | (0.1%) | 138           | 0.1%   | (425)                  | (0.1%) | (24)          | (0.0%) |
| Total other expenses, net                     | 10,725                 | 4.5%   | 14,985        | 6.2%   | 21,869                 | 4.6%   | 29,466        | 6.0%   |
|   | 13,623                 | 5.7%   | 2,185         | 0.9%   | 15,149                 | 3.2%   | 2,714         | 0.6%   |

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|  |           |      |          |      |           |      |          |      |  |
|--|-----------|------|----------|------|-----------|------|----------|------|--|
| Net income before income taxes and cumulative effect of change in accounting principle |           |      |          |      |           |      |          |      |  |
| Provision for income taxes   | 2,123     | 0.9% | 331      | 0.1% | 2,486     | 0.5% | 380      | 0.1% |  |
| Net income before cumulative effect of change in accounting principle                  | 11,500    | 4.8% | 1,854    | 0.8% | 12,663    | 2.7% | 2,334    | 0.5% |  |
| Cumulative effect of change in accounting principle, net of tax                        | —         | —    | —        | —    | —         | —    | 232      | 0.0% |  |
| Net income   | \$ 11,500 | 4.8% | \$ 1,854 | 0.8% | \$ 12,663 | 2.7% | \$ 2,566 | 0.5% |  |

Other Data:

|   |          |  |          |  |          |  |          |  |  |
|---|----------|--|----------|--|----------|--|----------|--|--|
| Company-owned average unit sales                                  | \$ 427.7 |  | \$ 412.5 |  | \$ 843.7 |  | \$ 832.1 |  |  |
| Franchise average units sales                                     | 379.8    |  | 362.0    |  | 746.3    |  | 727.7    |  |  |
| Same-store sales increase (decrease) (company-owned) (b) (c)      | 2.8%     |  | (0.4)%   |  | 0.5%     |  | 2.1%     |  |  |
| Guest check average increase (c)                                  | 3.6%     |  | 4.0%     |  | 3.1%     |  | 6.0%     |  |  |
| Guest count decrease (c)  | (0.8)%   |  | (4.2)%   |  | (2.6)%   |  | (3.6)%   |  |  |
| Same-store sales increase (franchised and licensed units) (b) (c) | 4.0%     |  | 1.4%     |  | 1.6%     |  | 3.7%     |  |  |

(a) Costs of company restaurant sales percentages are as a percentage of company restaurant sales. Costs of franchise and license revenue percentages are as a percentage of franchise and license revenue. All other percentages are as a percentage of total operating revenue.

(b) Same-store sales include sales from restaurants that were open the same days in both the current year and prior year.

(c) Prior year amounts have not been updated for 2007 comparable units.

**Quarter Ended June 27, 2007 Compared with Quarter Ended June 28, 2006**

|   | Quarter Ended    |                  |
|---|------------------|------------------|
|   | June 27,<br>2007 | June 28,<br>2006 |
| Company-owned restaurants, beginning of period                          | 517              | 545              |
| Units opened  | —                | —                |
| Units acquired from franchisees   | —                | —                |
| Units sold to franchisees   | (28)             | —                |
| Units closed  | (1)              | (2)              |
| End of period   | 488              | 543              |
| Franchised and licensed restaurants, beginning of period                | 1,028            | 1,030            |
| Units opened  | 2                | 3                |
| Units acquired by Company   | —                | —                |
| Units purchased from Company  | 28               | —                |
| Units closed  | (7)              | (10)             |
| End of period   | 1,051            | 1,023            |
| Total company-owned, franchised and licensed restaurants, end of period | 1,539            | 1,566            |

**Company Restaurant Operations**

During the quarter ended June 27, 2007, we realized a 2.8% increase in same-store sales, comprised of a 3.6% increase in guest check average and a 0.8% decrease in guest counts. Company restaurant sales decreased \$2.7 million or (1.2%). Decreased sales resulted primarily from a 25 equivalent-unit decrease in company-owned restaurants, offset by the increase in same-store sales for the current quarter. The decrease in company-owned restaurants primarily resulted from prior year store closures and the sale of company-owned restaurants to franchisees during the current quarter.

Total costs of company restaurant sales as a percentage of company restaurant sales remained constant at 88.4%. Product costs increased to 25.8% from 24.9% due to modest changes in commodity costs and unfavorable shifts in menu mix. Payroll and benefits costs increased to 42.1% from 41.6% primarily as a result of wage increases, offset by \$0.9 million of favorable workers' compensation claims development. Occupancy costs increased to 6.0% from 5.7% primarily due to higher general liability expense. Other operating expenses were comprised of the following amounts and percentages of company restaurant sales:

|                          | Quarter Ended          |       |               |       |
|--------------------------|------------------------|-------|---------------|-------|
|                          | June 27, 2007          |       | June 28, 2006 |       |
|                          | (Dollars in thousands) |       |               |       |
| Utilities                | \$ 10,032              | 4.6%  | \$ 10,674     | 4.8%  |
| Repairs and maintenance  | 4,818                  | 2.2%  | 4,755         | 2.2%  |
| Marketing                | 7,315                  | 3.4%  | 7,525         | 3.4%  |
| Legal                    | 985                    | 0.4%  | 3,185         | 1.4%  |
| Other                    | 8,632                  | 4.0%  | 9,743         | 4.4%  |
| Other operating expenses | \$ 31,782              | 14.6% | \$ 35,882     | 16.2% |

The decrease in utilities is primarily the result of lower natural gas costs. The decrease in legal is due to amounts recognized in the prior year for the development of certain legal cases. The decrease in other expenses is primarily the result of decreased pre-opening costs and lower professional service fees.

**Franchise Operations**

Franchise and license revenue and costs of franchise and license revenue were comprised of the following amounts and percentages of franchise and license revenue for the periods indicated:

|  | Quarter Ended          |        |               |        |
|--|------------------------|--------|---------------|--------|
|  | June 27, 2007          |        | June 28, 2006 |        |
|  | (Dollars in thousands) |        |               |        |
| Royalties and initial fees             | \$ 16,778              | 74.2%  | \$ 14,979     | 66.6%  |
| Occupancy revenue                      | 5,848                  | 25.8%  | 7,504         | 33.4%  |
| Franchise and license revenue          | 22,626                 | 100.0% | 22,483        | 100.0% |
| Occupancy costs                        | 4,932                  | 21.8%  | 5,113         | 22.7%  |
| Other direct costs                     | 2,001                  | 8.8%   | 2,122         | 9.5%   |
| Costs of franchise and license revenue | \$ 6,933               | 30.6%  | \$ 7,235      | 32.2%  |

Royalties and initial fees increased by \$1.8 million, or 12.0%, primarily due to the \$1.1 million increase in initial fees related to the sale of 28 company-owned restaurants to franchisees. These sales resulted in a four equivalent-unit increase in franchised and licensed units. Additionally, franchised and licensed units realized a 4.0% increase in same-store sales. The \$1.7 million, or 22.1%, decline in occupancy revenue is attributable to the sale of franchise-operated real estate properties during 2006 and 2007. Occupancy revenue included in franchise and license revenue for the quarter ended June 28, 2006 related to the sold properties was approximately \$1.7 million. We continue to collect royalties from the franchisees operating restaurants at these properties.

Costs of franchise and license revenue decreased \$0.3 million or 4.2%, primarily due to a decrease in occupancy costs resulting from the sale of franchise-operated real estate properties during 2006 and 2007. Occupancy costs related to the sold properties was approximately \$0.2 million for the quarter ended June 28, 2006. As a percentage of franchise and license revenue, costs of franchise and license revenue decreased to 30.6% for the quarter ended June 27, 2007 from 32.2% for the quarter ended June 28, 2006.

### Other Operating Costs and Expenses

Other operating costs and expenses such as general and administrative expenses and depreciation and amortization expense relate to both company and franchise operations.

**General and administrative** expenses are comprised of the following:

|  | Quarter Ended    |                  |
|--|------------------|------------------|
|  | June 27,<br>2007 | June 28,<br>2006 |
|  | (In thousands)   |                  |
| Share-based compensation                         | \$ 1,135         | \$ 1,241         |
| General and administrative expenses              | 16,032           | 14,349           |
| <b>Total general and administrative expenses</b> | <b>\$ 17,167</b> | <b>\$ 15,590</b> |

The increase in general and administrative expenses is primarily the result of higher incentive compensation expense.

**Depreciation and amortization** is comprised of the following:

|  | Quarter Ended    |                  |
|--|------------------|------------------|
|  | June 27,<br>2007 | June 28,<br>2006 |
|  | (In thousands)   |                  |
| Depreciation of property and equipment             | \$ 9,632         | \$ 11,139        |
| Amortization of capital lease assets               | 1,216            | 1,295            |
| Amortization of intangible assets                  | 1,632            | 1,686            |
| <b>Total depreciation and amortization expense</b> | <b>\$ 12,480</b> | <b>\$ 14,120</b> |

The overall decrease in depreciation and amortization expense is primarily due to the sale of real estate properties during 2006 and 2007.

**Operating gains, losses and other charges, net** represent gains or losses on the sale of assets, restructuring charges, exit costs and impairment charges and were comprised of the following:

|  | Quarter Ended    |                  |
|--|------------------|------------------|
|  | June 27,<br>2007 | June 28,<br>2006 |

|  | (In thousands) |            |
|--|----------------|------------|
| Gains on sales of assets and other, net        | \$ (14,479)    | \$ (7,098) |
| Restructuring charges and exit costs           | 1,192          | 1,160      |
| Impairment charges                             | 240            | —          |
| Operating gains, losses and other charges, net | \$ (13,047)    | \$ (5,938) |

Gains on sales of assets and other, net of \$14.5 million in the second quarter of 2007 include gains on sales of restaurant operations to franchisees and gains on real estate related to closed restaurants and restaurants operated by franchisees.

**Restructuring charges and exit costs** were comprised of the following:

|   | Quarter Ended    |                  |
|---|------------------|------------------|
|   | June 27,<br>2007 | June 28,<br>2006 |
|   | (In thousands)   |                  |
| Exit costs                                | \$ 588           | \$ 275           |
| Severance and other restructuring charges | 604              | 885              |
| Total restructuring and exit costs        | \$ 1,192         | \$ 1,160         |

**Operating income** was \$24.3 million for the quarter ended June 27, 2007 compared with \$17.2 million for the quarter ended June 28, 2006.

**Interest expense, net** is comprised of the following:

|  | Quarter Ended    |                  |
|--|------------------|------------------|
|  | June 27,<br>2007 | June 28,<br>2006 |
|  | (In thousands)   |                  |
| Interest on senior notes                 | \$ 4,363         | \$ 4,363         |
| Interest on credit facilities            | 4,201            | 7,386            |
| Interest on capital lease liabilities    | 995              | 1,099            |
| Letters of credit and other fees         | 590              | 730              |
| Interest income                          | (321)            | (480)            |
| Total cash interest                      | 9,828            | 13,098           |
| Amortization of deferred financing costs | 297              | 874              |
| Interest accretion on other liabilities  | 828              | 875              |
| Total interest expense, net              | \$ 10,953        | \$ 14,847        |

The decrease in interest expense primarily resulted from the repayments of debt made in the third and fourth quarters of 2006 and lower interest rates resulting from the refinancing of our credit facility.

The **provision for income taxes** was \$2.1 million for the quarter ended June 27, 2007 compared with \$0.3 million for the quarter ended June 28, 2006. The provision for income taxes for the second quarter of 2007 was determined using our effective tax rate estimated for the entire fiscal year. The quarter ended June 27, 2007 also included the recognition of \$0.3 million of current tax benefits and a \$0.6 million reduction to the valuation allowance. These items resulted from the enactment of certain federal and state laws that benefited us in the second quarter of 2007. The provision for income taxes for the second quarter of 2006 primarily represents gross receipts-based state and foreign income taxes which do not directly fluctuate in relation to changes in income before income taxes. We have provided valuation allowances related to any benefits from income taxes resulting from the application of a statutory tax rate to our net operating losses generated in previous periods. In establishing our valuation allowance in the second quarter of 2006, we had taken into consideration certain tax planning strategies involving the sale of appreciated properties. These tax planning strategies were discontinued in the third quarter of 2006 in light of the sale of appreciated properties during 2006. In addition, in the second quarter of 2007, we utilized certain federal and state net operating loss carryforwards whose valuation allowance was established in connection with fresh start reporting on January 7, 1998. Accordingly, for the quarter ended June 27, 2007, we recognized approximately \$2.4 million of federal and state deferred tax expense with a corresponding reduction to the goodwill that was recorded in connection with fresh start reporting on January 7, 1998.

**Net income** was \$11.5 million for the quarter ended June 27, 2007 compared with \$1.9 million for the quarter ended June 28, 2006 due to the factors noted above.

**Two Quarters Ended June 27, 2007 Compared with Two Quarters Ended June 28, 2006**

|  | Two Quarters Ended |                  |
|--|--------------------|------------------|
|  | June 27,<br>2007   | June 28,<br>2006 |
| Company-owned restaurants, beginning of period | 521                | 543              |
| Units opened                                   | 1                  | 1                |
| Units acquired from franchisees                | 1                  | 1                |
| Units sold to franchisees                      | (34)               | —                |
| Units closed                                   | (1)                | (2)              |
| End of period                                  | 488                | 543              |

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|   |       |       |
|---|-------|-------|
| Franchised and licensed restaurants, beginning of period                | 1,024 | 1,035 |
| Units opened  | 5     | 7     |
| Units acquired by Company   | (1)   | (1)   |
| Units purchased from Company  | 34    | —     |
| Units closed  | (11)  | (18)  |
| End of period   | 1,051 | 1,023 |
| Total company-owned, franchised and licensed restaurants, end of period | 1,539 | 1,566 |

**Company Restaurant Operations**

During the two quarters ended June 27, 2007, we realized a 0.5% increase in same-store sales, comprised of a 3.1% increase in guest check average and a 2.6% decrease in guest counts. Company restaurant sales decreased \$11.9 million or (2.7%). Decreased sales resulted primarily from a 21 equivalent-unit decrease in company-owned restaurants, offset by the increase in same-store sales for the current year. The decrease in company-owned restaurants primarily resulted from prior year store closures and the sale of company-owned restaurants to franchisees during the two quarters ended June 27, 2007.

Total costs of company restaurant sales as a percentage of company restaurant sales increased to 88.6% from 87.6%. Product costs increased to 25.7% from 24.8% due to modest changes in commodity costs and unfavorable shifts in menu mix. Payroll and benefits increased to 42.6% from 41.7% primarily as a result of wage increases, offset by \$0.9 million of favorable workers' compensation claims development. Occupancy costs increased to 6.0% from 5.8% primarily due to increased general liability expense. Other operating expenses were comprised of the following amounts and percentages of company restaurant sales:



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|                          | Two Quarters Ended     |       |               |       |
|--------------------------|------------------------|-------|---------------|-------|
|                          | June 27, 2007          |       | June 28, 2006 |       |
|                          | (Dollars in thousands) |       |               |       |
| Utilities                | \$ 20,795              | 4.8%  | \$ 22,322     | 5.0%  |
| Repairs and maintenance  | 8,765                  | 2.0%  | 9,067         | 2.0%  |
| Marketing                | 14,468                 | 3.3%  | 14,988        | 3.4%  |
| Legal                    | 1,530                  | 0.4%  | 3,160         | 0.7%  |
| Other                    | 16,537                 | 3.8%  | 18,789        | 4.2%  |
| Other operating expenses | \$ 62,095              | 14.3% | \$ 68,326     | 15.3% |

The decrease in utilities is primarily the result of lower natural gas costs. The decrease in legal is due to amounts recognized in the prior year for the development of certain legal cases. The decrease in other expenses is primarily the result of decreased pre-opening costs and lower professional service fees.

### Franchise Operations

Franchise and license revenue and costs of franchise and license revenue were comprised of the following amounts and percentages of franchise and license revenue for the periods indicated:

|  | Two Quarters Ended     |        |               |        |
|--|------------------------|--------|---------------|--------|
|  | June 27, 2007          |        | June 28, 2006 |        |
|  | (Dollars in thousands) |        |               |        |
| Royalties and initial fees             | \$ 32,095              | 73.7%  | \$ 30,152     | 66.3%  |
| Occupancy revenue                      | 11,481                 | 26.3%  | 15,294        | 33.7%  |
| Franchise and license revenue          | 43,576                 | 100.0% | 45,446        | 100.0% |
| Occupancy costs                        | 9,534                  | 21.9%  | 10,238        | 22.5%  |
| Other direct costs                     | 3,874                  | 8.9%   | 4,210         | 9.3%   |
| Costs of franchise and license revenue | \$ 13,408              | 30.8%  | \$ 14,448     | 31.8%  |

Royalties and initial fees increased by \$1.9 million, or 6.4%, primarily due to the \$1.4 million increase in initial fees related to the sale of 34 company-owned restaurants to franchisees. Additionally, franchised and licensed units realized a 1.6% increase in same-store sales. These increases were partially offset by the effects of a three equivalent-unit decrease in franchise and licensed units. The \$3.8 million, or 24.9%, decline in occupancy revenue is attributable to the sale of franchise-operated real estate properties during 2006 and 2007. Occupancy revenue included in franchise and license revenue for the two quarters ended June 28, 2006 related to the sold properties was approximately \$3.4 million. We continue to collect royalties from the franchisees operating restaurants at these properties.

Costs of franchise and license revenue decreased by \$1.0 million, or 7.2%, primarily due to a decrease in occupancy costs resulting from the sale of franchise-operated real estate properties during 2006 and 2007. Occupancy costs related to the sold properties was approximately \$0.6 million for the two quarters ended June 28, 2006. As a percentage of franchise and license revenue, costs of franchise and license revenue decreased to 30.8% for the two quarters ended June 27, 2007 from 31.8% for the two quarters ended June 28, 2006.

### Other Operating Costs and Expenses

General and administrative expenses are comprised of the following:

Two Quarters Ended

|   | June 27,<br>2007 | June 28,<br>2006 |
|---|------------------|------------------|
|   | (In thousands)   |                  |
| Share-based compensation                  | \$ 2,319         | \$ 3,673         |
| General and administrative expenses       | 30,774           | 29,146           |
| Total general and administrative expenses | \$ 33,093        | \$ 32,819        |

The increase general and administrative expenses is primarily the result of an increase in payroll costs due to investments in corporate staffing and higher incentive compensation expense. The decrease in share-based compensation expense is primarily the result of the vesting of certain stock options and restricted stock units during the prior year.

**Depreciation and amortization** is comprised of the following:

|   | Two Quarters Ended |                  |
|---|--------------------|------------------|
|   | June 27,<br>2007   | June 28,<br>2006 |
|   | (In thousands)     |                  |
| Depreciation of property and equipment      | \$ 19,436          | \$ 22,386        |
| Amortization of capital lease assets        | 2,425              | 2,569            |
| Amortization of intangible assets           | 3,497              | 3,230            |
| Total depreciation and amortization expense | \$ 25,358          | \$ 28,185        |

The overall decrease in depreciation and amortization expense is primarily due to the sale of real estate properties during 2006 and 2007.

**Operating gains, losses and other charges, net** represent gains or losses on the sale of assets, restructuring charges, exit costs and impairment charges and were comprised of the following:

|  | Two Quarters Ended |                  |
|--|--------------------|------------------|
|  | June 27,<br>2007   | June 28,<br>2006 |
|  | (In thousands)     |                  |
| Gains on sales of assets and other, net        | \$ (17,750)        | \$ (8,669)       |
| Restructuring charges and exit costs           | 1,830              | 1,881            |
| Impairment charges                             | 240                | —                |
| Operating gains, losses and other charges, net | \$ (15,680)        | \$ (6,788)       |

Gains on sales of assets and other, net of \$17.8 million for the two quarters ended June 27, 2007 include gains on sales of restaurant operations to franchisees and gains on real estate related to closed restaurants and restaurants operated by franchisees.

**Restructuring charges and exit costs** were comprised of the following:

|   | Two Quarters Ended |                  |
|---|--------------------|------------------|
|   | June 27,<br>2007   | June 28,<br>2006 |
|   | (In thousands)     |                  |
| Exit costs                                | \$ 735             | \$ 486           |
| Severance and other restructuring charges | 1,095              | 1,395            |
| Total restructuring and exit costs        | \$ 1,830           | \$ 1,881         |

**Operating income** was \$37.0 million for the two quarters ended June 27, 2007 compared with \$32.2 million for the two quarters ended June 28, 2006.

**Interest expense, net** is comprised of the following:

|                               | Two Quarters Ended |                  |
|-------------------------------|--------------------|------------------|
|                               | June 27,<br>2007   | June 28,<br>2006 |
|                               | (In thousands)     |                  |
| Interest on senior notes      | \$ 8,726           | \$ 8,726         |
| Interest on credit facilities | 8,853              | 14,451           |

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|  |           |           |
|--|-----------|-----------|
| Interest on capital lease liabilities    | 1,999     | 2,228     |
| Letters of credit and other fees         | 1,183     | 1,496     |
| Interest income                          | (672)     | (916)     |
| Total cash interest                      | 20,089    | 25,985    |
| Amortization of deferred financing costs | 585       | 1,747     |
| Interest accretion on other liabilities  | 1,620     | 1,758     |
| Total interest expense, net              | \$ 22,294 | \$ 29,490 |

The increase in interest expense primarily resulted from the effect of higher interest rates on the variable-rate portion of our credit facilities.

The **provision for income taxes** was \$2.5 million for the two quarters ended June 27, 2007 compared with \$0.4 million for the two quarters ended June 28, 2006. The provision for income taxes for the two quarters ended June 27, 2007 was determined using our effective tax rate estimated for the entire fiscal year. The two quarters ended June 27, 2007 also included the recognition of \$0.3 million of current tax benefits and a \$0.6 million reduction to the valuation allowance. These items resulted from the enactment of certain federal and state laws that benefited us during the second quarter of 2007. The provision for income taxes for the two quarters ended June 28, 2006 primarily represents gross receipts-based state and foreign income taxes which do not directly fluctuate in relation to changes in income before income taxes. We have provided valuation allowances related to any benefits from income taxes resulting from the application of a statutory tax rate to our net operating losses generated in previous periods. In establishing our valuation allowance in the two quarters ended June 28, 2006, we had taken into consideration certain tax planning strategies involving the sale of appreciated properties. These tax planning strategies were discontinued in the third quarter of 2006 in light of the sale of appreciated properties during 2006. In addition, in the two quarters ended June 27, 2007, we utilized certain federal and state net operating loss carryforwards whose valuation allowance was established in connection with fresh start reporting on January 7, 1998. Accordingly, for the two quarters ended June 27, 2007, we recognized approximately \$2.5 million of federal and state deferred tax expense with a corresponding reduction to the goodwill that was recorded in connection with fresh start reporting on January 7, 1998.

As a result of adopting SFAS 123(R), we recorded a **cumulative effect of change in accounting principle, net of tax** of \$0.2 million during the two quarters ended June 28, 2006.

**Net income** was \$12.7 million for the two quarters ended June 27, 2007 compared with \$2.6 million for the two quarters ended June 28, 2006 due to the factors noted above.

### **Liquidity and Capital Resources**

The following table presents a summary of our sources and uses of cash and cash equivalents for the periods indicated:

|   | Two Quarters Ended |                  |
|---|--------------------|------------------|
|   | June 27,<br>2007   | June 28,<br>2006 |
|   | (In thousands)     |                  |
| Net cash provided by operating activities           | \$ 28,850          | \$ 18,198        |
| Net cash provided by (used in) investing activities | 13,688             | (5,615)          |
| Net cash used in financing activities               | (21,501)           | (5,066)          |
| Net increase in cash and cash equivalents           | \$ 21,037          | \$ 7,517         |

Net cash flows provided by operating activities were \$28.9 million for the two quarters ended June 27, 2007, which represent a \$10.7 million increase from the two quarters ended June 28, 2006. The increase is primarily the result of timing differences related to certain operating accruals. We believe that our estimated cash flows from operations for 2007, combined with our capacity for additional borrowings under our credit facility, will enable us to meet our anticipated cash requirements and fund capital expenditures through the end of 2007.

Net cash flows provided by investing activities were \$13.7 million for the two quarters ended June 27, 2007. These cash flows primarily represent net proceeds of \$26.9 million on sales of restaurant operations to franchisees, real estate related to closed restaurants and restaurants operated by franchisees and other assets. The proceeds were offset by capital expenditures of \$11.6 million for the two quarters ended June 27, 2007, of which \$0.6 million was financed through capital leases. Our principal capital requirements have been largely associated with remodeling and maintaining our existing company-owned restaurants and facilities.

Cash flows used in financing activities were \$21.5 million for the two quarters ended June 27, 2007, which included \$13.9 million of prepayments and \$5.1 million of scheduled debt payments made through a combination of asset sale proceeds, as noted above, and surplus cash.

Our credit facility consists of a \$50 million revolving credit facility (including up to \$10 million for a revolving letter of credit facility), a \$230.6 million term loan and an additional \$40 million letter of credit facility. At June 27, 2007, we had outstanding letters of credit of \$37.8 million (comprised of \$35.2 million under our letter of credit facility and \$2.6 million under our revolving facility). There were no revolving loans outstanding at June 27, 2007. These balances result in availability of \$4.8 million under our letter of credit facility and \$47.4 million under the revolving facility.

The revolving facility matures on December 15, 2011. The term loan and the \$40 million letter of credit facility mature on March 31, 2012. The term loan amortizes in equal quarterly installments at a rate equal to approximately 1% per annum with all remaining amounts due on the maturity date. The credit facility is available for working capital, capital expenditures and other general corporate purposes. We will be required to make mandatory prepayments under certain circumstances (such as the sale of specified properties) typical for this type of credit facility and may make certain optional prepayments under the credit facility.

The credit facility is guaranteed by Denny's and its other subsidiaries and is secured by substantially all of the assets of Denny's and its subsidiaries. In addition, the credit facility is secured by first-priority mortgages on 132 company-owned real estate assets. The credit facility contains certain financial covenants (i.e., maximum total debt to EBITDA (as defined under the credit facility) ratio requirements, maximum senior secured debt to EBITDA ratio requirements, minimum fixed charge coverage ratio requirements and limitations on capital expenditures), negative covenants, conditions precedent, material adverse change provisions, events of default and other terms, conditions and provisions customarily found in credit agreements for facilities and transactions of this type. We were in compliance with the terms of the credit facility as of June 27, 2007.

As of June 27, 2007, interest on loans under the new revolving facility is payable at per annum rates equal to LIBOR plus 250 basis points and will adjust over time based on our leverage ratio. Interest on the new term loan and letter of credit facility is payable at per annum rates equal to LIBOR plus 200 basis points. The weighted-average interest rate under the term loan was 7.1% as of June 27, 2007.

Our working capital deficit was \$54.1 million at June 27, 2007 compared with \$73.0 million at December 27, 2006. We are able to operate with a substantial working capital deficit because (1) restaurant operations and most food service operations are conducted primarily on a cash (and cash equivalent) basis with a low level of accounts receivable, (2) rapid turnover allows a limited investment in inventories, and (3) accounts payable for food, beverages and supplies usually become due after the receipt of cash from the related sales.

### **Implementation of New Accounting Standards**

See Notes 2, 10 and 13 to our Condensed Consolidated Financial Statements.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We have exposure to interest rate risk related to certain instruments entered into for other than trading purposes. Specifically, borrowings under the term loan and revolving credit facility bear interest at variable rates based on LIBOR plus a spread of 2.00% per annum for the term loan and letter of credit facility and 2.50% per annum for the revolving credit facility.

During the second quarter of fiscal 2007, we entered into an interest rate swap with a notional amount of \$150 million to hedge a portion of the cash flows of our variable rate debt. We have designated the interest rate swap as a cash flow hedge of our exposure to variability in future cash flows attributable to interest payments on \$150 million of floating rate debt. Under the terms of the swap, we pay a fixed rate of 4.8925% on the \$150 million notional amount and receive payments from a counterparty based on the 3-month LIBOR rate for a term ending on March 30, 2010, effectively resulting in a fixed rate of 6.8925% on the \$150 million notional amount. As of June 30, 2007, the swap effectively increases our ratio of fixed rate debt from approximately 43% of total debt to approximately 80% of total debt.

Based on the levels of borrowings under the credit facility at June 27, 2007, if interest rates changed by 100 basis points our annual cash flow and income before income taxes would change by approximately \$0.8 million. This computation is determined by considering the impact of hypothetical interest rates on the variable rate portion of the credit facility at June 27, 2007. However, the nature and amount of our borrowings under the credit facility may vary as a result of future business requirements, market conditions and other factors.

Our other outstanding long-term debt bears fixed rates of interest. The estimated fair value of our fixed rate long-term debt (excluding capital lease obligations and revolving credit facility advances) was approximately \$184.0 million, compared with a book value of \$175.6 million at June 27, 2007. This computation is based on market quotations for the same or similar debt issues or the estimated borrowing rates available to us. The difference between the estimated fair value of long-term debt compared with its historical cost reported in our consolidated balance sheets at June 27, 2007 relates primarily to market quotations for our 10% Senior Notes due 2012.

We also have exposure to interest rate risk related to our pension plan, other defined benefit plans, and self-insurance liabilities. A 25 basis point increase in discount rate would reduce our projected benefit obligation related to our pension plan and other defined benefit plans by \$1.9 million and \$0.1 million, respectively, and reduce our annual net periodic benefit cost related to our pension plan by \$0.1 million. A 25 basis point decrease in discount rate would increase our projected benefit obligation related to our pension plan and other defined benefit plans by \$2.0 million and \$0.1 million, respectively, and increase our annual net periodic benefit cost related to our pension plan by \$0.1 million. The annual impact of a 25 basis point increase or decrease in discount rate on periodic benefit costs related to

our other defined benefit plans would be less than \$0.1 million. A 25 basis point increase or decrease in discount rate related to our self-insurance liabilities would result in a decrease or increase to the liabilities of \$0.2 million, respectively.

We have established a policy to identify, control and manage market risks which may arise from changes in interest rates, commodity prices and other relevant rates and prices. We do not enter into financial instruments for trading or speculative purposes.

#### **Item 4. Controls and Procedures**

As required by Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended, (the "Exchange Act") our management conducted an evaluation (under the supervision and with the participation of our President and Chief Executive Officer, Nelson J. Marchioli, and our Executive Vice President, Growth Initiatives and Chief Financial Officer, F. Mark Wolfinger) as of the end of the period covered by this report, of the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) under the Exchange Act. Based on that evaluation, Messrs. Marchioli and Wolfinger each concluded that Denny's disclosure controls and procedures are effective to ensure that information required to be disclosed in the reports that Denny's files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

There have been no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) of the Exchange Act that occurred during our last fiscal quarter 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**

There are various claims and pending legal actions against or indirectly involving us, including actions concerned with civil rights of employees and customers, other employment related matters, taxes, sales of franchise rights and businesses and other matters. Based on our examination of these matters and our experience to date, we have recorded our best estimate of legal and financial liabilities, if any, with respect to these matters. However, the ultimate disposition of these matters cannot be determined with certainty.

**Item 4. Submission of Matters to a Vote of Security Holders**

The annual meeting of stockholders of Denny's Corporation was held on Wednesday, May 23, 2007, and the following matters were voted on by the stockholders of Denny's Corporation:

| (i)                    | Election of Directors |                           |  |
|------------------------|-----------------------|---------------------------|--|
| Name                   | Votes For             | Votes Against or Withheld |  |
| Vera K. Farris         | 89,020,362            | 390,573                   |  |
| Brenda J. Lauderback   | 84,349,117            | 5,061,818                 |  |
| Nelson J. Marchioli    | 89,167,011            | 243,924                   |  |
| Robert E. Marks        | 89,142,581            | 268,354                   |  |
| Michael Montelongo     | 89,157,497            | 253,438                   |  |
| Henry Nasella          | 89,145,190            | 265,745                   |  |
| Donald R. Shepherd     | 89,093,630            | 317,305                   |  |
| Debra Smithart-Oglesby | 89,148,001            | 262,934                   |  |

  

| (ii) | Ratification of the Selection of KPMG LLP as the independent registered public accounting firm for the 2007 fiscal year |               |                  |
|------|---|---------------|------------------|
|      | Votes For   | Votes Against | Votes Abstaining |
|      | 88,746,305  | 621,569       | 43,061           |

  

| (iii) | Stockholder Proposal requesting a report on the use of controlled-atmosphere killing by poultry suppliers |               |                  |
|-------|---|---------------|------------------|
|       | Votes For   | Votes Against | Votes Abstaining |
|       | 1,809,184   | 65,653,653    | 4,675,478        |

**Item 6. Exhibits**

a. The following are included as exhibits to this report:

| Exhibit No. | Description   |
|-------------|---|
| 31.1        | Certification of Nelson J. Marchioli, President and Chief Executive Officer of Denny's Corporation, pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the |

Sarbanes-Oxley Act of 2002.

31.2 Certification of F. Mark Wolfinger, Executive Vice President, Growth Initiatives and Chief Financial Officer of Denny's Corporation, pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Nelson J. Marchioli, President and Chief Executive Officer of Denny's Corporation and F. Mark Wolfinger, Executive Vice President, Growth Initiatives and Chief Financial Officer of Denny's Corporation, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**SIGNATURES**

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

**DENNY'S CORPORATION**

Date: July 31, 2007

By: /s/ Rhonda J. Parish  
Rhonda J. Parish  
Executive Vice President,  
Chief Legal Officer and  
Secretary

Date: July 31, 2007

By: /s/ F. Mark Wolfinger  
F. Mark Wolfinger  
Executive Vice President,  
Growth Initiatives and  
Chief Financial Officer

Date: July 31, 2007

By: /s/ Jay C. Gilmore  
Jay C. Gilmore  
Vice President,  
Chief Accounting Officer and  
Corporate Controller