MEXICAN RESTAURANTS INC
Form 10-Q
August 18, 2003

UNITED STATES

SECURITIES & EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(MARK ONE)

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

For the quarterly period ended JUNE 29, 2003

OR

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

For the transition period from ___________ to ______________

Commission file number: 0-28234

MEXICAN RESTAURANTS, INC.
(Exact name of registrant as specified in its charter)

TEXAS (State or other jurisdiction of incorporation or organization)	76-0493269 (IRS Employer Identification Number)
1135 EDGEBROOK, HOUSTON, TEXAS (Address of Principal Executive Offices)	77034-1899 (Zip Code)

Registrant's telephone number, including area code: 713-943-7574

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.

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes [X] No [ ]

Number of shares outstanding of each of the issuer's classes of common stock, as of August 1, 2003: 3,384,605 SHARES OF COMMON STOCK, PAR VALUE $.01.

PART 1 - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

MEXICAN RESTAURANTS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

ASSETS	6/29/2003	12/29/2002
	(unaudited)	(audited)
Current assets:		
Cash and cash equivalents	$ 306,114	$ 526,536
Royalties receivable	146,192	142,031
Other receivables	634,510	659,901
Inventory	503,011	557,555
Taxes receivable	356,604	382,882
Prepaid expenses and other current assets	483,481	592,075
Total current assets	2,429,912	2,860,980
Property, plant and equipment	28,428,669	27,347,171
Less accumulated depreciation	(11,815,081)	(10,706,035)
Net property, plant and equipment	16,613,588	16,641,136
Deferred tax assets	302,957	454,453
Property held for resale	963,605	963,605
Other assets	8,055,277	8,062,605
	$ 28,365,339	$ 28,982,779
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current installments of long-term debt	$ 1,800,000	$ 1,000,000
Accounts payable	1,668,219	1,879,171
Accrued sales and liquor taxes	502,771	441,264
Accrued payroll and taxes	1,091,902	999,403
Accrued expenses	697,867	1,277,525
Total current liabilities	5,760,759	5,597,363
Long-term debt, net of current portion	2,000,000	3,400,000
Other liabilities	871,844	852,214
Deferred gain	2,081,426	2,185,498
Stockholders' equity:		
Preferred stock, $.01 par value, 1,000,000 shares authorized	--	--
Capital stock, $0.01 par value, 20,000,000 shares authorized, 4,732,705 shares issued	47,327	47,327
Additional paid-in capital	20,121,076	20,121,076
Retained earnings	9,260,679	8,577,725
Deferred compensation	(68,259)	(88,911)
Treasury stock, cost of 1,348,100 common shares	(11,709,513)	(11,709,513)

Total stockholders' equity	17,651,310	16,947,704
	$ 28,365,339	$ 28,982,779

MEXICAN RESTAURANTS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)

	13-WEEK PERIOD ENDED 06/29/03	13-WEEK PERIOD ENDED 06/30/02	2 PER 0
Revenues:			
Restaurant sales	$ 14,536,258	$ 15,252,133	$ 2
Franchise fees and royalties	268,258	307,913	
Other	6,058	11,233	
	14,810,574	15,571,279	2
Costs and expenses:			
Cost of sales	4,093,740	4,198,866	
Labor	4,882,235	5,000,758	
Restaurant operating expenses	3,730,547	3,656,919	
General and administrative	1,251,272	1,275,223	
Depreciation and amortization	592,184	554,635	
Pre-opening costs	91,941		
	14,641,919	14,686,401	2

Operating income	168,655	884,878	
Other income (expense):			
Interest income	6,770	17,330	
Interest expense	(65,410)	(84,625)	
Other, net	181,658	7,410	
	123,018	(59,885)	
Income before income tax expense	291,673	824,993	
Income tax expense	77,829	230,998	
Net income	$ 213,844	$ 593,995	$
Basic income per share	$ 0.06	$ 0.17	$
Diluted income per share	$ 0.06	$ 0.17	$
Weighted average number of shares (basic)	3,384,605	3,470,851	
Weighted average number of shares (diluted)	3,421,061	3,581,074	

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MEXICAN RESTAURANTS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	26-WE
	6/29/2003
Cash flows from operating activities:	
Net income	$ 682,95
Adjustments to reconcile net income to net cash provided by operating activities:	
Deferred compensation	20,65
Depreciation and amortization	1,172,71
Deferred gain amortization	(104,07
Deferred taxes	151,49
Loss (gain) on sale of property, plant & equipment	(476,62
Changes in assets and liabilities:	
Royalties receivable	(4,16
Other receivables	25,39
Income tax receivable/payable	26,27
Inventory	54,54
Prepaid and other current assets	108,59
Other assets	(36,58

Accounts payable	(210,95
Accrued expenses and other liabilities	(425,65
Other liabilities	19,63
Total adjustments	321,24
Net cash provided by operating activities	1,004,20
Cash flows from investing activities:	
Insurance proceeds from fire loss on building	488,62
Purchase of property, plant and equipment	(1,113,25
Proceeds from sale of property, plant and equipment	-
Payment received on note for sale of property	-
Net cash used in investing activities	(624,62
Cash flows from financing activities:	
Net borrowings (payments) under line of credit	(600,00
Purchase of treasury stock	-
Net cash used in financing activities	(600,00
Decrease in cash and cash equivalents	(220,42
Cash and cash equivalents at beginning of period	526,53
Cash and cash equivalents at end of period	$ 306,11
Supplemental disclosure of cash flow information:	
Cash paid during the period:	
Interest	$ 139,06
Income Taxes	$ 172,60
Non-cash investing and financing activity:	
Sale of property for note receivable	$ -

MEXICAN RESTAURANTS, INC. AND CONSOLIDATED SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

In the opinion of Mexican Restaurants, Inc. (the "Company"), the accompanying consolidated financial statements contain all adjustments (consisting only of normal recurring accruals and adjustments) necessary for a fair presentation of the consolidated financial position as of June 29, 2003, and the consolidated statements of income for the 13-week and 26-week periods and cash flows for the 26-week period ended June 29, 2003 and June 30, 2002. The consolidated statements of income for the 13-week and 26-week periods ended June 29, 2003 are not necessarily indicative of the results to be expected for the full year.

IMPACT OF RECENTLY ISSUED ACCOUNTING STANDARDS

In June 2001, FASB issued SFAS No. 143, Accounting for Asset Retirement Obligations. SFAS No. 143 requires the Company to record the fair value of an asset retirement obligation as a liability in the period in which it incurs a legal obligation associated with the retirement of tangible long-lived assets that result from the acquisition, construction, development, and/or normal use of the assets. The Company also records a corresponding asset that is depreciated over the life of the asset. Subsequent to the initial measurement of the asset retirement obligation, the obligation will be adjusted at the end of each period to reflect the passage of time and changes in the estimated future cash flows underlying the obligation. The Company adopted SFAS No. 143 on January 1, 2003. The adoption of SFAS No. 143 did not have a material effect on the Company's financial statements.

In April 2002, the FASB issued SFAS No. 145, Rescission of FASB Statements No. 4, 44 and 64, Amendment of FASB Statement No. 13, and Technical Corrections. SFAS No. 145 amends existing guidance on reporting gains and losses on the extinguishment of debt to prohibit the classification of the gain or loss as extraordinary, as the use of such extinguishments have become part of the risk management strategy of many companies. SFAS No. 145 also amends SFAS No. 13 to require sale-leaseback accounting for certain lease modifications that have economic effects similar to sale-leaseback transactions. The Company adopted SFAS No. 145 on January 1, 2003. The adoption of SFAS No. 145 did not have a material effect on the Company's financial statements.

In June 2002, the FASB issued SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities. SFAS No. 146 addresses financial accounting and reporting for costs associated with exit or disposal activities and nullifies Emerging Issues Task Force (EITF) Issue 94-3, Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity. The Company adopted SFAS No. 146 on January 1, 2003. The adoption of SFAS No. 146 did not have a material effect on the Company's financial statements.

In November 2002, the FASB issued Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness to Others, and interpretation of FASB Statements No. 5, 57 and 107 and a rescission of FASB Interpretation No. 34. This Interpretation elaborates on the disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under guarantees issued. The Interpretation also clarifies that a guarantor is required to recognize, at inception of a guarantee, a liability for the fair value of the obligation undertaken. The initial recognition and measurement provisions of the Interpretation were applicable to guarantees issued or modified after December 31, 2002 and did not have a material effect on the Company's financial statements.

In December 2002, the FASB issued SFAS No. 148, Accounting for Stock-Based Compensation - Transition and Disclosure, an amendment of FASB Statement No. 123. This Statement amends FASB Statement No. 123, Accounting for Stock-Based Compensation, to provide alternative methods of transition for a voluntary change to the fair value method of accounting for stock-based employee compensation. In addition, this Statement amends the disclosure requirements of Statement No. 123 to require prominent disclosures in both annual and interim financial statements. Certain of the disclosure modifications are required for fiscal years ending after December 15, 2002 and are included in the notes to these consolidated financial statements.

2. ACCOUNTING POLICIES

During the interim periods the Company follows the accounting policies set forth in its consolidated financial statements in its Annual Report and

Form 10-K (file number 0-28234). Reference should be made to such financial statements for information on such accounting policies and further financial details.

3. NET INCOME (LOSS) PER COMMON SHARE

Basic income per share is based on the weighted average shares outstanding without any dilutive effects considered. Diluted income per share reflects dilution from all contingently issuable shares, including options and warrants. As of June 29, 2003 and June 30, 2002, the Company had 1,036,970 and 1,066,770 options and warrants outstanding, respectively. As of June 29, 2003 and June 29, 2002, such stock options and warrants have the effect of increasing basic weighted average shares outstanding by 36,456 and 110,223 for the 13-week periods and 41,524 and 81,513 for the 26-week periods, respectively.

4. SFAS NO. 148. "ACCOUNTING FOR STOCK-BASED COMPENSATION"

In December 2002, the FASB issued SFAS No. 148, Accounting for Stock-Based Compensation - Transition and Disclosure, an amendment of FASB Statement No. 123. This Statement amends FASB Statement No. 123, Accounting for Stock-Based Compensation, to provide alternative methods of transition for a voluntary change to the fair value method of accounting for stock-based employee compensation. In addition, this Statement amends the disclosure requirements of Statement No. 123 to require prominent disclosures in both annual and interim financial statements. Certain of the disclosure modifications are required for fiscal years ending after December 15, 2002 and are included in the notes to these consolidated financial statements.

The Company has adopted the disclosure-only provisions of SFAS No. 123, "(Accounting for Stock-Based Compensation,)" and has accounted for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board Opinion No. 25, "(Accounting for Stock Issued to Employees)" and related interpretations. Accordingly, no compensation cost has been recognized for stock options or warrants. Had compensation cost for the Company's outstanding stock options and warrants been determined based on the fair value at the grant date for awards consistent with the provisions of SFAS No. 123, the Company's net income and net income per share would have been reduced to the pro forma amounts indicated below for the 13 week periods and 26 week periods ended June 29, 2003 and June 30, 2002, respectively:

	13 WEE
	6/30/02
Net income - as reported	$ 593,995
Proforma net income - pro forma for SFAS No. 123 and 148	592,127
Net income per share basic and diluted - as reported	0.17
Pro forma net income per share basic and diluted- pro forma for SFAS No. 123	0.17

	26 WEE
	6/30/02

Net income - as reported	$ 1,091,875
Proforma net income - pro forma for SFAS No. 123 and 148	1,088,140
Net income per share basic and diluted - as reported	0.31
Pro forma net income per share basic and diluted- pro forma for SFAS No. 123	0.31

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following: growth strategy; dependence on executive officers; geographic concentration; increasing susceptibility to adverse conditions in the region; changes in consumer tastes and eating habits; national, regional or local economic and real estate conditions; demographic trends; inclement weather; traffic patterns; the type, number and location of competing restaurants; inflation; increased food, labor and benefit costs; the availability of experienced management and hourly employees; seasonality and the timing of new restaurant openings; changes in governmental regulations; dram shop exposure; and other factors not yet experienced by the Company. The use of words such as "believes", "anticipates", "expects", "intends" and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. Readers are urged to carefully review and consider the various disclosures made by the Company in this report and in the Company's Annual Report and Form 10-K for the fiscal year ended December 29, 2002, that attempt to advise interested parties of the risks and factors that may affect the Company's business.

RESULTS OF OPERATIONS

Revenues. The Company's revenues for the second quarter of fiscal 2003 were down $760,705 or 4.9% to $14.8 million compared with the same quarter one year ago. Restaurant sales for the second quarter of fiscal 2003 were down $715,875 or 4.7% compared with the same quarter one year ago, to $14.5 million. The decrease reflects a decline in same-store sales, partially offset by one new restaurant opening. Total system sales at restaurants operating in both fiscal quarters ("same-stores") decreased 4.9 %. Company-owned same-store sales for the quarter decreased 5.1%. Franchise-owned same-store sales for the quarter decreased 4.7%. The Company believes the decline is due primarily to the weak economy in the regions where the Company's stores are concentrated.

On a year-to-date basis, the Company's revenues were down $1.4 million or 4.5% to $29.5 million compared with the same 26-week period in fiscal 2002. Restaurant sales were down $1.3 million or 4.4% to $28.9 million compared with the same 26-week period in fiscal 2002. The decrease reflects a decline in same-store sales, partially offset by one new restaurant opening. Year-to-date total system same-store sales decreased 4.1% from the comparable period in fiscal 2002. Company-owned same-store sales for the 26-week period decreased 4.2% and franchise-owned same-store sales for the

26-week period decreased 4.0% from comparable period in fiscal 2002.

Costs and Expenses. Cost of sales, consisting primarily of food and beverage costs, but also including paper and supplies, increased 70 basis points as a percentage of restaurant sales in the second quarter of fiscal 2003 to 28.2% from 27.5% for the same quarter in fiscal 2002. The increase reflects higher produce and paper and cleaning supplies expenses.

On a year-to-date basis, cost of sales increased 40 basis points as a percentage of restaurant sales to 27.7% from 27.3% from the comparable period in fiscal 2002. The increase was due to the same factors discussed above.

Labor and other related expenses as a percentage of restaurant sales increased 80 basis points to 33.6% in the second quarter of fiscal 2003 from 32.8% for the same quarter in fiscal 2002. Although absolute labor cost decreased $118,523, labor increased as a percentage of restaurant sales reflecting the semi-fixed nature of management, workers compensation and health insurance costs relative to declining same-store sales.

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On a year-to-date basis, labor and other related expenses as a percentage of restaurant sales increased 90 basis points to 33.6% from 32.7% for the comparable period in fiscal 2002. The increase was due to the same factors discussed above.

Restaurant operating expenses, which primarily includes rent, property taxes, utilities, repair and maintenance, liquor taxes and advertising, as a percentage of restaurant sales increased 170 basis points to 25.7% in the second quarter of fiscal 2003 from 24.0% in the same quarter in fiscal 2002. The increase reflects higher insurance premiums, utility expenses and fixed restaurant expenses relative to declining same-store sales.

On a year-to-date basis, restaurant operating expenses increased 100 basis points to 25.2% from 24.2% for the comparable period in fiscal 2002. The increase was due to the same factors discussed above.

General and administrative expenses as a percentage of total sales increased 20 basis points to 8.6% in the second quarter of fiscal 2003 from 8.4% in the same quarter in fiscal year 2002. General and administrative costs for the second quarter of fiscal year 2003 were comparable on a dollar basis to the second quarter in fiscal year 2002. The increase as a percentage of sales reflects declining same-store sales.

On a year-to-date basis, general and administrative expenses increased as a percentage of total sales 40 basis points to 9.1% compared with 8.7%. The increase was due to the same factors discussed above.

Depreciation and amortization expense as a percentage of total sales increased 50 basis points to 4.1% in the second quarter of fiscal 2003 from 3.6% for the same quarter in fiscal 2002. The increase, in part, reflects declining same-store sales. In absolute dollars, depreciation and amortization increased $37,549 to $592,184 for the second quarter of fiscal 2003 due to new asset additions and restaurant remodels.

On a year-to-date basis, depreciation and amortization expense as a percentage of total sales increased 50 basis points to 4.1% from 3.6% for the comparable period in fiscal 2002. The increase, in part, reflects declining same-store sales. In absolute dollars, depreciation and amortization increased $75,659 to $1,172,710 for the comparable 26-week period due to new asset additions and restaurant remodels.

The Company did not open new restaurants in the first quarter of fiscal 2003 and opened one new restaurant in the second quarter of 2003, incurring $91,941 in pre-opening expenses. No new restaurants were opened during the 26-week period in fiscal year 2002.

Other Income (Expense). For the second quarter of fiscal 2003, interest expense decreased by $19,215 to $65,410 compared with the second quarter in fiscal 2002, reflecting a lower average debt balance in the second quarter of fiscal 2003. Total debt as of June 29, 2003 was $3.8 million compared with $5.6 million as of June 30, 2002. Other, net increased, reflecting a partial gain of $161,442 for insurance proceeds received from fire damage at the Company's Humble, Texas restaurant location.

On a year-to-date basis, interest expense decreased by $68,057, reflecting a lower average debt balance. Other, net increased reflecting a gain of $477,508 for insurance proceeds received from fire damage at the Humble, Texas restaurant location.

Income Tax Expense. For the second quarter of fiscal 2003, the Company's effective tax rate was 26.7% as compared with 28.0% in the same quarter in fiscal 2002. The effective tax rate is a function of year-to-date annualizing, the effects of permanent and temporary differences, the alternative minimum tax and the utilization of tax credits.

LIQUIDITY AND CAPITAL RESOURCES

The Company met its capital requirements for the 26-weeks ended June 29, 2003 with cash generated by operations. As of June 29, 2003, the Company's operations generated approximately $1.0 million in cash, as compared with $2.2 million in the same period one year ago. As of June 29, 2003, the Company had a working capital deficit of approximately $3.3 million, of which $1.8 million is due to Fleet National Bank under the terms of its credit agreement ($250,000 per quarter payment on the term note and $800,000 due on the revolver by June 29, 2004). A working capital deficit is common in the restaurant industry, since restaurant companies do not typically require a significant investment in either accounts receivable or inventory.

The Company's principal capital requirements are the funding of routine capital expenditures, new restaurant development or acquisitions and remodeling of older units. During the first 26 weeks of fiscal 2003, capital expenditures on property, plant and equipment were approximately $1.1 million as compared to $915,743 for the first 26 weeks of fiscal 2002. The capital expenditures were for necessary replacement of equipment and leasehold improvements in various older units. On April 17, 2003, the Company acquired an existing franchise restaurant in a sale-leaseback transaction. The Company closed, remodeled and reopened the restaurant on May 19, 2003, spending $317,000 on the remodel. The Company plans to modestly remodel one additional restaurant during the balance of fiscal year 2003. The Company estimates its capital expenditures for the remainder of the fiscal year will be approximately $750,000.

On June 29, 2001, the Company re-financed $7.8 million of its debt with Fleet National Bank. The credit facility with Fleet is for $10.0 million and consists of a $5.0 million term note that requires quarterly principal payments of $250,000 and matures on June 29, 2006 and a $5.0 million revolving line of credit that matures on June 29, 2004. The interest rate is either the prime rate or LIBOR plus a stipulated percentage. Accordingly, the Company is impacted by changes in the prime rate and LIBOR. The Company is subject to a non-use fee of 0.5% on the unused portion of the revolver from the date of the credit agreement. The Company paid down $600,000 of its indebtedness during the first 26 weeks of fiscal year 2003. As of June 29, 2003, the Company had $3.8 million outstanding on the credit facility. In August 2003, the Bank approved an amendment of the existing credit facility, effective June 29, 2003 that amended the minimum rolling twelve-month EBITDA and the cash flow coverage covenants. As of June 29, 2003, the Company was in compliance with covenants as amended. Had the amendment not been obtained, the Company would have been out of compliance. We expect that we will be in compliance with the covenants in the credit facility, as amended, for the next twelve months.

Over the last several years, the Company's debt was incurred to carry out acquisitions in 1997 and 1999, to develop new restaurants, and to remodel existing restaurants, as well as to accommodate other working capital needs. The Company anticipates that it will use excess cash flow during the remainder of fiscal year 2003 to pay down debt approximately $1.0 million.

The Company's management believes that with its operating cash flow and the Company's revolving line of credit with Fleet National Bank, funds will be sufficient to meet operating requirements and to finance routine capital expenditures and remodels through the end of the 2003 fiscal year. Unless the Company violates an important debt covenant, the Company's credit facility with Fleet National Bank is not subject to triggering events that would cause the credit facility to become due sooner than the maturity dates described above.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company does not have or participate in transactions involving derivative, financial and commodity instruments. The Company's long-term debt bears interest at floating market rates. Based on amount outstanding at June 29, 2003, a 1% change in interest rates would change interest expense by $9,500.

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ITEM 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's President and Chief Executive Officer together with the Company's Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as such term is defined under Rule 13a-15(e) under the Securities Exchange Act of 1934. Based upon the evaluation, the Company's President and Chief Executive Officer and the Company's Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company (including its subsidiaries) required to be included in the Company's periodic SEC filings. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to the date of the evaluation.

PART II - OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company held its annual meeting of shareholders on Friday, May 23, 2003. At the annual meeting, the Company's shareholders took the following actions:

1) By a vote of 3,195,076 for, 18,760 against or withheld, 0 abstaining and 0 broker non-votes, the shareholders elected Larry N. Forehand as Class I Director for a term expiring at the annual meeting to be held in 2006 and until his successor is elected and qualified.

2) By a vote of 3,195,076 for, 18,760 against or withheld, 0 abstaining and 0 broker non-votes, the shareholders elected Thomas E. Martin as Class I Director for a term expiring at the annual meeting to be held in 2006 and until his successor is elected and qualified.

3) By a vote of 3,195,076 for, 18,760 against or withheld, 0 abstaining and 0 broker non-votes, the shareholders elected David Nierenberg as Class I Director for a term expiring at the annual meeting to be held in 2006 and until his successor is elected and qualified.

PART II - OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) EXHIBITS

Exhibit Number	Document Description
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) REPORTS ON FORM 8-K

There have been no reports on Form 8-K filed during the Company's fiscal quarter ended June 29, 2003.

SIGNATURES

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

MEXICAN RESTAURANTS, INC.

Dated: August 18, 2003	By: /s/ Curt Glowacki
Curt Glowacki	-------------------------
Chief Executive Officer	
(Principal Executive Officer)	

Dated: August 18, 2003	By: /s/ Andrew J. Dennard
Andrew J. Dennard	-------------------------
Senior Vice President, Chief Financial Officer & Treasurer	
(Principal Financial Officer and Principal Accounting Officer)	

INDEX TO EXHIBITS

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