Trinity Capital

1st Quarter 2011 Restaurant Industry Commentary

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Same-Store Sales Discussion and Analysis

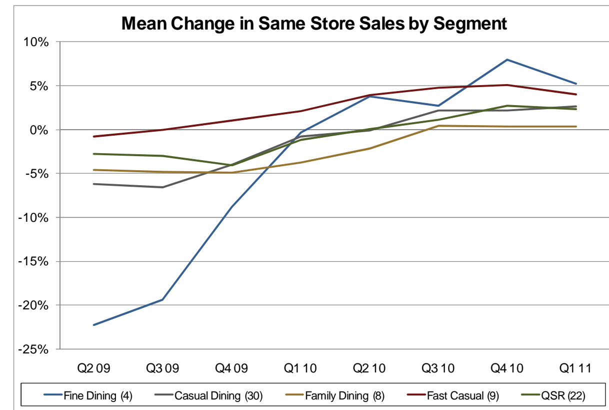
The first quarter of 2011 saw continued improvement in same-store sales as we comped over the first quarter of 2010, which seems to represent the trough in the same-store sales trends. However, the second quarter of 2011 may tell a different story as the price of gasoline remained high, the stock market remained unstable, there was continued political unrest in the Middle East and the industry started comping over positive same-store sales results in the last three quarters of 2010.

In fine dining, the companies we track were up from 2010 by an average of 5.0% for the first quarter of 2011. It is important to note that these positive percentage increases are much lower than the dramatic percentage declines the segment experienced during 2009 and the first quarter of 2010, and therefore fine dining sales continue to be well below pre-recession levels. We are anxious to see if these trends can maintain their momentum as the segment begins to comp over positive results in the prior year.

In casual dining, the concepts that we track were up by an average of 2.7% over last year. This is the third consecutive quarter that the casual dining segment has posted positive quarterly same-store sales growth. However, according to Knapp Track, casual dining guest counts were down by 2.2%, 0.4% and 0.1% for January, February and March, respectively, so a portion of the same store sales stabilization is still attributable to price increases as opposed to a return of consumer traffic. The family dining concepts we track were up by an average of 0.4% during the first quarter of 2011.

The fast casual segment reported positive same-store sales performance for the sixth consecutive quarter. The segment was positive by 4.0% for the first quarter of 2011. The positive comps in the fast casual segment are more impressive than the other segments because they are being compared to positive comps in the prior year whereas the other segments are being compared to negative ones in the prior year.

In the QSR segment, 12 of the 18 concepts we track were positive during the first quarter of 2011 while the segment was up by an average of 2.4%. The Coffee/Snack segment had another strong quarter, up by an average of 5.1%. Starbucks and Krispy Kreme led the way, each up by 7.0% - setting up the market nicely for the anticipated Dunkin Donuts IPO.



The rest of 2011 will be very telling for the restaurant industry as it comps over the positive results from the last three quarters of 2010. It is important to note that the modest gains achieved over the last four quarters pale in comparison to the dramatic declines in 2009. At the current pace of same-store sales growth in the industry it will take several years for the industry to get back to pre-recession levels.

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Same-Store Sales ("SSS") Data

	Q2 09	Q3 09	Q4 09	Q1 10	Q2 10	Q3 10	Q4 10	Q1 11
Fine Dining:								
Fleming's	-22.4%	-18.0%	-5.7%	5.2%	9.0%	7.3%	18.4%	11.4%
McCormick & Schmick's	-17.3%	-18.8%	-12.9%	-9.6%	-4.0%	-4.6%	-1.0%	-3.2%
Morton's Rest. Group	-26.1%	-16.8%	-5.3%	3.6%	7.1%	3.2%	5.3%	7.5%
Ruth's Chris	-23.4%	-24.0%	-11.2%	-0.5%	2.9%	4.9%	9.2%	5.2%
Mean	**-22.3%**	**-19.4%**	**-8.8%**	**-0.3%**	**3.8%**	**2.7%**	**8.0%**	**5.2%**
Casual Dining:								
Applebee's	-4.3%	-6.5%	-4.5%	-2.7%	-1.6%	3.3%	2.9%	3.9%
Benihana	-10.1%	-9.9%	-3.4%	1.4%	2.4%	4.7%	4.4%	5.6%
BJ's Resturants	-1.3%	-1.6%	-0.2%	4.4%	5.3%	6.7%	5.9%	7.8%
Bonefish	-8.2%	-5.8%	1.0%	3.6%	5.7%	7.8%	9.3%	9.6%
Buffalo Wild Wings	3.4%	1.5%	2.2%	0.5%	-0.5%	1.1%	-0.8%	2.4%
California Pizza Kitchen	-6.5%	-8.0%	-5.8%	-2.7%	-5.9%	0.7%	-1.1%	-2.1%
Carrabba's Italian Grill	-5.9%	-7.5%	-3.6%	1.1%	3.5%	4.9%	5.4%	3.9%
CEC Entertainment	-5.4%	-3.1%	-2.0%	0.7%	-2.2%	3.8%	3.9%	1.1%
Cheesecake Factory	-3.0%	-2.4%	-0.7%	2.7%	1.6%	2.9%	1.0%	2.1%
Chili's Grill & Bar	-9.4%	-6.0%	-3.2%	-5.0%	-4.1%	-5.0%	-4.9%	-3.0%
Dave & Buster's	-6.5%	-7.4%	-5.8%	-2.5%	-4.8%	-1.3%	1.2%	6.0%
Famous Dave's	-9.4%	-6.8%	-3.4%	-3.5%	0.6%	2.4%	-0.8%	-0.1%
Frisch's Golden Corral [1]	2.3%	-2.4%	-3.6%	-6.4%	0.7%	4.4%	1.4%	2.0%
Granite City	-13.2%	-12.7%	-8.1%	2.1%	5.3%	4.0%	3.6%	3.8%
Landry's	-8.0%	-6.5%	-5.0%	-2.0%	0.0%	-	-	-
LongHorn Steakhouse	-6.5%	-7.0%	-0.8%	1.9%	1.8%	6.8%	4.5%	6.1%
Macaroni Grill	-	-	-	-	-	-	-	-
Maggiano's	-9.2%	-6.6%	-1.6%	1.9%	1.3%	1.4%	4.7%	3.4%
O'Charley's	-6.9%	-7.6%	-7.3%	-6.7%	-7.9%	-2.2%	-1.4%	0.4%
Olive Garden	-0.6%	-2.9%	-1.4%	1.5%	-1.5%	2.0%	2.0%	0.0%
On The Border	-5.8%	-5.1%	-4.7%	-	-	-	-	-
Outback	-10.2%	-10.7%	-5.9%	-2.9%	3.6%	3.0%	2.5%	4.3%
PF Chang's Bistro	-6.8%	-8.5%	-5.2%	-2.7%	0.1%	2.3%	1.3%	0.5%
Real Mex	-	-	-	4.3%	-2.2%	-2.4%	0.1%	-1.6%
Red Lobster	-0.6%	-7.9%	-8.4%	0.9%	-4.6%	-1.6%	-1.6%	0.1%
Red Robin	-11.1%	-14.8%	-10.9%	-2.3%	-1.4%	1.7%	1.6%	2.1%
Ruby Tuesday	-3.2%	-3.1%	-1.7%	-0.7%	0.3%	1.2%	4.2%	-1.2%
Stoney River	-20.4%	-17.1%	-10.3%	-8.3%	-0.7%	1.7%	3.7%	8.4%
Taco Cabana	-3.8%	-4.3%	-4.5%	-2.0%	-0.1%	1.0%	2.3%	2.0%
Texas Roadhouse	-3.7%	-4.4%	-2.3%	0.5%	1.5%	4.3%	3.1%	4.5%
Mean	**-6.2%**	**-6.6%**	**-4.0%**	**-0.8%**	**-0.1%**	**2.2%**	**2.2%**	**2.7%**
Family Dining:								
Bob Evans	-3.0%	-2.8%	-4.2%	-4.1%	-3.5%	-0.9%	-0.5%	1.2%
Cracker Barrel	-1.4%	0.6%	-0.2%	0.6%	2.0%	2.4%	0.3%	-0.3%
Denny's	-4.2%	-7.2%	-7.0%	-6.2%	-5.9%	-1.1%	-1.4%	-1.7%
Frisch's Big Boy	4.6%	-0.1%	-0.4%	-3.4%	-2.7%	-0.8%	-1.1%	-0.6%
IHOP	-0.6%	-1.1%	-3.1%	-0.4%	-1.0%	0.1%	1.1%	-2.7%
Luby's	-13.6%	-13.3%	-12.5%	-4.8%	-0.5%	5.5%	2.7%	3.5%
Ninety Nine	-10.0%	-7.1%	-6.5%	-6.0%	-0.5%	1.2%	1.3%	3.1%
Perkins	-8.3%	-7.5%	-5.6%	-5.7%	-5.1%	-2.8%	-	-
Mean	**-4.6%**	**-4.8%**	**-4.9%**	**-3.8%**	**-2.2%**	**0.5%**	**0.3%**	**0.4%**

[1] Frisch's is a Golden Corral franchisee that operates 35 restaurants

* Source: Restaurant Research LLC, Capital IQ and company filings

SSS Data (Con't)

	Q2 09	Q3 09	Q4 09	Q1 10	Q2 10	Q3 10	Q4 10	Q1 11
Fast Casual:								
Chipotle	1.7%	2.7%	2.0%	1.3%	8.7%	11.4%	12.6%	12.4%
Cosi	-12.2%	-10.7%	-11.9%	-3.4%	3.1%	6.6%	4.5%	1.7%
Einstein Noah Bagel	-2.2%	-3.1%	-1.4%	0.1%	-1.1%	0.7%	1.6%	-0.4%
Panera Bread	-0.4%	2.8%	5.4%	9.5%	9.9%	6.9%	5.8%	3.3%
Pei Wei	-0.1%	-0.7%	3.0%	2.2%	3.0%	0.8%	1.3%	-0.2%
Qdoba Mexican Grill	-2.8%	-3.1%	-1.7%	3.1%	4.6%	5.6%	6.4%	6.0%
Rubio's Restaurants	0.9%	-2.7%	-2.7%	-1.8%	-3.3%	-	-	-
Steak n Shake	5.0%	10.1%	14.4%	5.1%	7.5%	3.0%	2.1%	4.3%
Tim Horton's (US)	3.3%	4.3%	2.1%	3.0%	3.1%	3.3%	6.3%	4.9%
Mean	**-0.8%**	**0.0%**	**1.0%**	**2.1%**	**3.9%**	**4.8%**	**5.1%**	**4.0%**
QSR:								
Chicken:								
Church's	-5.6%	-	-	-	-	-	-	-
El Pollo Loco	-6.8%	-10.1%	-10.0%	-6.7%	-4.9%	-2.2%	-3.4%	-2.4%
KFC	3.0%	-2.0%	-8.0%	-4.0%	-7.0%	-8.0%	1.0%	1.0%
Pollo Tropical	-3.1%	-0.1%	0.3%	3.7%	6.3%	8.8%	10.7%	13.5%
Popeyes	4.3%	-0.3%	-1.0%	-0.4%	0.4%	5.3%	6.2%	3.9%
Mean	**-1.6%**	**-3.1%**	**-4.7%**	**-1.9%**	**-1.3%**	**1.0%**	**3.6%**	**4.0%**
Coffee/Snack:								
Caribou Coffee	-3.3%	-0.5%	0.2%	5.2%	4.8%	4.4%	3.5%	4.3%
Jamba Juice	-13.7%	-5.3%	-5.3%	-3.3%	-2.4%	-2.7%	0.2%	2.2%
Krispy Kreme	5.9%	5.1%	1.1%	3.4%	5.7%	5.0%	1.1%	7.0%
Starbucks	-6.0%	-1.0%	4.0%	7.0%	9.0%	8.0%	8.0%	7.0%
Mean	**-4.3%**	**-0.4%**	**0.0%**	**3.1%**	**4.3%**	**3.7%**	**3.2%**	**5.1%**
Mexican:								
Taco Bell	1.0%	-2.0%	-5.0%	-2.0%	1.0%	3.0%	4.0%	0.0%
Mean	**1.0%**	**-2.0%**	**-5.0%**	**-2.0%**	**1.0%**	**3.0%**	**4.0%**	**0.0%**
Pizza:								
Domino's	-0.7%	0.0%	1.4%	14.3%	8.8%	11.7%	6.3%	-1.4%
Papa John's	0.1%	0.0%	-0.5%	-0.4%	0.4%	-0.6%	0.7%	6.1%
Pizza Hut	-8.0%	-13.0%	-12.0%	5.0%	8.0%	8.0%	10.0%	-3.0%
Sbarro	-5.1%	-5.2%	-4.6%	-1.6%	-6.2%	-3.5%	-	-
Mean	**-3.4%**	**-4.6%**	**-3.9%**	**4.3%**	**2.8%**	**3.9%**	**5.7%**	**0.6%**
Sandwich:								
Arby's	-6.9%	-9.0%	-11.0%	-11.5%	-7.4%	-5.9%	2.0%	5.5%
Burger King	-4.5%	-4.6%	-3.3%	-6.1%	-1.5%	-4.2%	-5.8%	-6.0%
Carl's Jr.	-6.1%	-5.2%	-8.7%	-6.4%	-7.4%	-5.0%	-0.4%	-
Hardee's	-2.7%	-1.8%	-2.5%	-1.8%	6.8%	8.3%	5.7%	-
Jack in the Box	-1.0%	-6.0%	-11.1%	-8.6%	-9.4%	-4.0%	1.5%	0.8%
McDonald's	3.5%	2.5%	0.1%	1.5%	3.7%	5.3%	4.4%	2.9%
Sonic Drive-In	-5.4%	-4.5%	-6.5%	-13.2%	-6.0%	-6.4%	-2.4%	1.2%
Wendy's	-0.4%	-0.1%	-3.0%	0.8%	-1.7%	-1.7%	0.2%	0.0%
Mean	**-2.9%**	**-3.6%**	**-5.8%**	**-5.7%**	**-2.9%**	**-1.7%**	**0.7%**	**0.7%**
Mean Total QSR	**-2.8%**	**-3.0%**	**-4.1%**	**-1.2%**	**0.0%**	**1.1%**	**2.7%**	**2.4%**

* Source: Restaurant Research LLC, Capital IQ and company filings

Franchisee Size Matters: Answering the Franchisor Growth Dilemma, Bigger is Better

Trinity has worked closely with many large domestic franchisors. A common strategic question exists at the development offices among them all: what is the optimal size of my average franchisee? The perceived best answer may change over time, depending on the financial performance of the brand, but the question generally has to do with how the franchisor wants to interact with the franchisees. Larger franchisees tend to be more sophisticated in their business operation and infrastructure, but they are also vocal, more demanding and less forgiving. Smaller franchisees may spend more time in the restaurants with a focus on hands-on operation and they may be less likely, on their own, to vocalize their frustrations and/or implement their own brand agendas.

So when things are going well, as is typically the case when brands are expanding and developing their franchisee base, many franchisors like the idea of a less intrusive franchise base filled with small operators that will grow silently with the brand. However, decisions made during the exuberance of growth and brand success, can have devastating long term effects. The problem is that in the restaurant business, at some point, all brands will take downward turns in performance due to competition, brand mis-management or, these days, systemic economic devastation at the customer level.

Now, more than ever, the franchisee characteristics of a system can have dramatic impacts on the long term viability of brands. Franchisee health is paramount to successful marketing initiatives and product roll-outs that can mitigate the depressed state of the consumer and downward pressure on sales. It seems the answer to the question of franchisee size has been made crystal clear in today's economic vacuum: size matters . . . maximizing direct operating leverage, leveraging the diverse cash flow streams of a larger organization to meet capital image requirements and surviving economic "road-bumps" are critical factors that allow larger franchisees to continue to pay their royalties and advertising.

Increasing profitability to augment cash is critically important, and in this regard, most small franchisees struggle. The costs of basic systems within G&A budgets are fixed, and smaller scale operations do not allow franchisees to leverage investment of systems and infrastructure in order to optimize the business. Not only do smaller franchisees struggle to keep up with POS, back office tools, infrastructure and corporate talent, but the lack of those assets makes it nearly impossible to maximize profitability, especially in tough times like today where employee theft is up, consumer service demands are at their peak and food/operating costs continue to increase.

Trinity writes about it all the time: the restaurant industry has permanently changed. Margins are down and industry CAPEX spending is largely defensive. With average EBITDA margins below 10% at many concepts, profitability and its impact on the overall business is more important than ever. Smaller franchisees now have to think about their financials in hard dollars, not percentages. Even if they beat the odds discussed above and generate 15% EBITDA margins, it is all about the cash balance at the bank. If there's not enough cash to pay for the upcoming capital requirement of the business, the company is insolvent; because, like it or not, generally speaking, restaurants that don't re-image are on their way to becoming the neighborhood's newest bank branch location. Capital spending is as much a required cost of a successful restaurant as labor and cost of sales. As noted in our last issue, capital expenditures should now be thought of as defensive spending – to minimize the impact of decreasing customer traffic. Without the ability to draw from many different profit streams, owners of smaller businesses cannot afford to maintain and improve their physical assets beyond the bare necessities of the repair and maintenance line of the P&L. Re-imaging for these small operators is nearly impossible.

Even if there is cash in the bank to pay for a re-image, surviving even a partial shut-down due to a remodel can devastate a smaller franchisee's business. If one location's cash contribution to the total chain is 5% or less, that company can probably afford specific location remodels or short term sales pressure. But when one location is 10% or, heaven forbid, 100% + of the total cash contribution of a restaurant company (the plus comes when one restaurant's positive cash flow compensates for all others' losses), the company is in real trouble. In this regard, multiple locations offer multiple cash flows and some level of security. Small operators with single-unit dependence may not be able to withstand a week or a month of depressed cash flow from a remodel. In addition, road construction, localized extraordinary economic burdens and even weather can devastate the solvency proposition of a small organization with thinning margins.

This industry, therefore, will go through a consolidation. Brands will, or should, encourage the consolidation among their franchisees. *Franchisors should grow to understand the importance of having large, well-capitalized and sophisticated franchisees to ensure the credit-quality of royalty and advertising streams.* However, even if franchisors keep a hands-off approach, consolidation is inevitable. Many "Mom-and-pop" franchisees can not survive in the era that seems to

be ahead of us. It's true that a one unit operator may claw his way through any economic downturn from sheer force of will and through constant oversight at his single location. However, a three or even five unit operator is probably not equipped to maintain the look of their building, pay talented managers or afford the time or cost requirement of better systems. In those situations, there is no mitigating the global increases in food, labor, insurance and utility costs.

We might cross our fingers and hope that the consumer returns, but prudent business people plan around certainty; and what we know is that costs are going to increase in this industry, we don't know if/when the consumer spending spree will return. Smaller operators therefore should think seriously about growth or exit solutions while there is still equity value in their business. Furthermore, medium sized operators will be well advised to become large operators through acquisition/development, or they should also think about selling now. Otherwise, after the consolidation, they may find themselves as the "new small" with no lenders and no size-premium in their valuation.

The restaurant industry is becoming more and more driven by economies of scale, so even for the already large franchisees, bigger is better. Diversity of cash flow across a number of locations not only allows restaurant companies to maintain curb appeal, it allows them to survive short term and prolonged economic down-turns. Franchisors need consistency in their royalty streams – but the advertising dollars of franchisees has never been more important. Without a franchisee base filled with large, well-capitalized sophisticated operators, long-term assurance on both streams is difficult to maintain. The answer to this old franchisor dilemma seems obvious now: bigger franchisee operations are better for franchisors focused on brand longevity and durability through the inherent ups and downs of this industry.

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Private Equity's Renewed Interest in Restaurants

It is common knowledge that private equity firms are sitting on substantial committed capital with some estimates of the available funds at $500 billion or more. In fact, we here at Trinity are seemingly barraged on a daily basis with inquiries from private equity managers searching for new deal opportunities. In many cases, if their available capital is not invested, they will lose access to the money under their subscription agreements with limited partners. However, while private equity buyers are feeling significant pressure to put money to work, they have kept the bar high in terms of seeking out only high quality companies with a good profit and growth story.

The aggressive new deal enthusiasm shown by private equity managers has also been directed at restaurants. While deal activity and restaurant financial performance suffered during the Great Recession of recent years, PE groups have shown renewed interest in virtually all segments of the restaurant sector. Both veteran restaurant investors and relative novices in the industry have pursued transactions. Evidence of this private equity resurgence includes the following recently announced or closed deals:

Restaurant Chain	PE Buyer
Apple American	Goldman Sachs Capital Partners
Arby's	Roark Capital
Bojangles Restaurants	Advent or TA Associates (rumored)
Burger King	3G Capital Management
California Pizza Kitchen	Golden Gate Capital
Gordon Biersch Brewery	Centerbridge Partners
Hooter's	Chanticleer Holdings
Il Fornaio/Corner Bakery	Roark Capital
K-Mac Holdings	Brentwood Associates
Logan's Roadhouse	Kelso & Company
Noodles & Company	Catterton Partners
Pick Up Stix	West Coast Capital
Rock Bottom Restaurants	Centerbridge Partners

While some of these acquirers, such as Roark and Brentwood are experienced restaurant players, others are newer to the space.

Haves and Have-Nots

The combination of available capital and high diligence standards has led to an environment of haves and have-nots in the restaurant private capital markets. PE firms continue to seek out good companies with strong management teams, differentiated concepts and solid growth prospects. Such companies are trading at pretty fancy multiples, although not quite at the heady numbers of 2005-2007. On the other hand, numerous restaurants continue to struggle with weak traffic counts, rising costs and an undifferentiated customer offering. Even with

huge capital on the sideline, these restaurant companies are finding it extremely challenging to attract private equity capital (or bank financing, for that matter).

Open to Franchisees

With the excess liquidity, private equity firms have shown a renewed interest in restaurant franchisees as well. It is important that the franchisee be somewhat large, be in a quality system, have a strong management team and can serve as a platform for growth through acquisition and development. We believe franchisors will grow increasingly comfortable with PE-backed franchisees as they realize that substantial capital is needed to address ownership changes due to aging franchisees as well as growing development and re-model expenditures.

PE Alternatives

For those solid operators with good growth prospects, several alternatives exist regarding accessing private equity capital. With significant capital available, PE managers are showing more flexibility then ever on deal structure, ownership and governance. More firms are willing to consider minority investments, for example. Trinity Capital advised a company on a minority investment last year and negotiated the numerous elements of the "marriage" agreement successfully. If a restaurant seller is retaining any equity, whether it is 10% or 60%, probably the most critical element of the transaction is the nature of your new private equity partner. It is essential that the PE firm is a proven partner who brings value beyond their capital and has enough experience to not over-react to the first sign of under-performance relative to plan. Trinity Capital maintains literally dozens of relationships with private equity players and can be helpful in guiding you to veteran professionals who will not staff your portfolio company with a first year MBA "watchdog".

Conclusion

In sum, private equity is open for business to invest in restaurants. The fund managers are selective, but for the right deals they will work to structure transactions that achieve sellers' goals. Trinity Capital can be helpful to both growing and mature operators in evaluating private equity alternatives and selecting the best possible financial partner.

Contributing Editor Robert J. Woolway is a Managing Director for Trinity Capital.

Trinity Capital is an active participant, sponsor and speaker at numerous industry conferences. Upcoming events include:

November 2011 - Trinity Capital is a conference sponsor and exhibitor at the *22nd Annual Restaurant Finance & Development Conference* held at the Wynn in Las Vegas. Kevin Burke will host and participate in a finance panel discussion. If you are attending the conference and would like to make arrangements for an on-site meeting please call Jennifer Brown at 310.231.3113 to schedule a time.