

Texas Roadhouse, Inc.
Form 10-Q
August 03, 2006

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, 2006

OR

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

For the transition period from _____ to _____

Commission File Number 000-50972

Texas Roadhouse, Inc.

(Exact name of registrant specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

20-1083890

(IRS Employer
Identification Number)

6040 Dutchmans Lane, Suite 200

Louisville, Kentucky 40205

(Address of principal executive offices) (Zip Code)

(502) 426-9984

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(Registrant's telephone number, including area code)

Indicate by check mark whether 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 .

The number of shares of Class A and Class B common stock outstanding were 68,778,147 and 5,265,376, respectively, on July 28, 2006.

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PART I FINANCIAL INFORMATION**ITEM 1 FINANCIAL STATEMENTS****Texas Roadhouse, Inc. and Subsidiaries****Condensed Consolidated Balance Sheets****(in thousands, except share and per share data)**

	June 27, 2006	December 27, 2005
Assets		
Current assets:		
Cash and cash equivalents	\$ 14,359	\$ 28,987
Receivables, net of allowance for doubtful accounts of \$69	8,451	9,613
Inventories	6,048	5,893
Prepaid income taxes	962	1,866
Prepaid expenses	1,482	2,259
Deferred tax assets	705	621
Other current assets	40	40
Total current assets	32,047	49,279
Property and equipment, net	259,527	210,382
Goodwill	88,050	51,063
Intangible asset, net	5,058	
Other assets	1,746	1,869
Total assets	\$ 386,428	\$ 312,593
Liabilities and Stockholders' Equity		
Current liabilities:		
Current maturities of long-term debt	\$ 560	\$ 498
Current maturities of obligations under capital leases	72	140
Accounts payable	16,177	17,415
Deferred revenue - gift certificates	10,736	19,355
Accrued wages	11,721	9,220
Accrued taxes and licenses	6,425	3,646
Other accrued liabilities	6,367	5,695
Total current liabilities	52,058	55,969
Long-term debt, excluding current maturities	15,099	6,255
Obligations under capital leases, excluding current maturities	601	626
Stock option deposits	3,775	3,404
Deferred rent	5,186	4,502
Deferred tax liabilities	7,760	6,679
Other liabilities	2,877	2,932
Total liabilities	87,356	80,367
Minority interest in consolidated subsidiaries	1,404	651
Stockholders' equity		
Preferred stock (\$0.001 par value, 1,000,000 shares authorized; no shares issued or outstanding)		
Common stock, Class A, (\$0.001 par value, 100,000,000 shares authorized, 68,738,317 and 65,267,655 shares issued and outstanding at June 27, 2006 and December 27, 2005, respectively)	69	65
Common stock, Class B, (\$0.001 par value, 8,000,000 shares authorized, 5,265,376 shares issued and outstanding)	5	5
Additional paid in capital	250,837	201,764
Retained earnings	46,751	29,738

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Accumulated other comprehensive income	6	3
Total stockholders' equity	297,668	231,575
Total liabilities and stockholders' equity	\$ 386,428	\$ 312,593

See accompanying notes to condensed consolidated financial statements.

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Texas Roadhouse, Inc. and Subsidiaries
Condensed Consolidated Statements of Income
(in thousands, except per share data)

	13 Weeks Ended		26 Weeks Ended	
	June 27, 2006	June 28, 2005	June 27, 2006	June 28, 2005
Revenue:				
Restaurant sales	\$ 144,071	\$ 113,108	\$ 290,945	\$ 221,715
Franchise royalties and fees	2,649	2,649	5,174	5,109
Total revenue	146,720	115,757	296,119	226,824
Costs and expenses:				
Restaurant operating costs:				
Cost of sales	50,460	39,906	102,092	77,940
Labor	40,309	30,473	80,166	59,716
Rent	2,433	2,089	4,809	4,126
Other operating	23,299	18,109	46,893	35,492
Pre-opening	3,229	1,595	5,811	2,959
Depreciation and amortization	5,155	3,475	10,061	6,723
General and administrative	7,554	7,426	17,909	13,407
Total costs and expenses	132,439	103,073	267,741	200,363
Income from operations	14,281	12,684	28,378	26,461
Interest expense, net	125	112	469	69
Minority interest	78	194	285	221
Equity income (loss) from investments in unconsolidated affiliates	47	(30)	135	22
Income before taxes	\$ 14,125	\$ 12,348	\$ 27,759	\$ 26,193
Provision for income taxes	5,294	4,358	10,746	9,245
Net income	\$ 8,831	\$ 7,990	\$ 17,013	\$ 16,948
Net income per common share:				
Basic	\$ 0.12	\$ 0.12	\$ 0.23	\$ 0.25
Diluted	\$ 0.12	\$ 0.11	\$ 0.22	\$ 0.23
Weighted average shares outstanding:				
Basic	73,907	67,710	73,634	67,520
Diluted	76,540	72,628	76,478	72,396

See accompanying notes to condensed consolidated financial statements.

Texas Roadhouse, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(in thousands)

	26 Weeks Ended	
	June 27, 2006	June 28, 2005
Cash flows from operating activities:		
Net income	\$ 17,013	\$ 16,948
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	10,061	6,723
Deferred income taxes	(1,193))
(Gain) loss on disposal of assets	(17)	) 107
Minority interest	285	221
Equity income from investments in unconsolidated affiliates	(135)	) (22)
Distributions received from investments in unconsolidated affiliates	172	139
Share-based compensation expense	3,514	
Changes in operating working capital:		
Receivables	1,218	(696)
Inventories	145	(518)
Prepaid expenses and other current assets	810	1,239
Other assets	105	(137)
Accounts payable	(1,238)	) (574)
Deferred revenue gift certificates	(10,782)	) (7,627)
Accrued wages	1,275	653
Excess tax benefits from share-based compensation	(3,208))
Prepaid income taxes and income taxes payable	4,112	4,692
Accrued taxes and licenses	2,477	(2,711)
Other accrued liabilities	(1,337)	) 840
Deferred rent	534	334
Other liabilities	(52)	) 316
Net cash provided by operating activities	23,759	19,927
Cash flows from investing activities:		
Capital expenditures property and equipment	(40,052)	) (25,077)
Proceeds from sale of property and equipment, including insurance proceeds	1,313	
Acquisitions of franchise restaurants, net of cash acquired	(13,203))
Net cash used in investing activities	(51,942)	) (25,077)
Cash flows from financing activities:		
Proceeds from revolving credit facility, net	10,000	
Proceeds from minority interest contributions and other	737	70
Excess tax benefits from share-based compensation	3,208	
Repayment of stock option deposits	(170)	) (35)
Proceeds from stock option deposits	745	552
Principal payments on long-term debt	(3,385)	) (2,298)
Principal payments on capital lease obligations	(93)	) (72)
Proceeds from exercise of stock options	2,908	1,671
Payment of initial public offering expenses		(41)
Distributions to minority interest holders	(395)	) (275)
Distributions to members		(31,176)
Net cash provided by (used in) financing activities	13,555	(31,604)
Net decrease in cash	(14,628)	) (36,754)
Cash and cash equivalents beginning of period	28,987	46,235
Cash and cash equivalents end of period	\$ 14,359	\$ 9,481

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Supplemental disclosures of cash flow information:

Interest, net of amounts capitalized	\$ 631	\$ 421
Income taxes	\$ 7,809	\$ 4,568
Supplemental schedule for non-cash investing and financing activities:		
Stock acquisition of franchise restaurants	\$ 39,394	
Assumption of debt acquisitions	\$ 2,291	

See accompanying notes to condensed consolidated financial statements.

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Texas Roadhouse, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Tabular dollar amounts in thousands, except per share data)

(1) Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of Texas Roadhouse, Inc. (the Company), its wholly-owned subsidiaries, Texas Roadhouse Holdings LLC (Holdings), Texas Roadhouse Development Corporation (TRDC), and Texas Roadhouse Management Corp. (Management Corp.), as of and for the 13 and 26 weeks ended June 27, 2006 and June 28, 2005. The Company and its wholly-owned subsidiaries operate Texas Roadhouse restaurants. Holdings also provides supervisory and administrative services for certain other franchise and license restaurants. TRDC sells franchise rights and collects the franchise royalties and fees. Management Corp. provides management services to Holdings, TRDC and certain franchise and license restaurants.

Management of the Company has made a number of estimates and assumptions relating to the reporting of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reporting of revenue and expenses during the period to prepare these condensed consolidated financial statements in conformity with U.S. generally accepted accounting principles. Significant items subject to such estimates and assumptions include the carrying amount of property and equipment, goodwill and obligations related to workers' compensation, general liability and property insurance. Actual results could differ from those estimates.

In the opinion of management, the accompanying unaudited financial statements reflect all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the financial position, the results of operations and cash flows of the Company for the periods presented. The financial statements have been prepared in accordance with U.S. generally accepted accounting principles, except that certain information and footnotes have been condensed or omitted pursuant to rules and regulations of the Securities and Exchange Commission (SEC). Operating results for the 13 and 26 weeks ended June 27, 2006 are not necessarily indicative of the results that may be expected for the year ending December 26, 2006. The financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's annual report on Form 10-K for the year ended December 27, 2005.

Certain prior year amounts have been reclassified to conform with the current year presentation. These reclassifications had no effect on previously reported net income.

(2) Stock-Based Employee Compensation

In May 2004, the Company adopted a stock option plan (the Plan) for eligible employees. This Plan amended and restated the 1997 Texas Roadhouse Management Corp. Stock Option Plan. The Plan provides for granting of incentive and non-qualified stock options to purchase shares of Class A common stock. The Plan provides for the issuance of 16,000,000 shares of Class A common stock plus an annual increase to be added on the first day of the year for a period of ten years, commencing on January 1, 2005 and ending on (and including) January 1, 2014, equal to the lesser of one percent of the shares of Class A common stock outstanding or 1,000,000 shares of Class A common stock. Options are exercisable at various periods ranging from one to ten years from the date of grant. The Company requires certain of its eligible employees to make refundable deposits to be applied to the exercise price of the options. These deposits are classified as stock option deposits in the accompanying condensed consolidated balance sheets.

In the first quarter of 2006, the Company adopted Statement of Financial Accounting Standards (SFAS) No. 123 (Revised 2004), *Share-Based Payment* (SFAS 123R), which replaces SFAS No. 123, *Accounting for Stock-Based Compensation* (SFAS 123), supersedes APB 25, *Accounting for Stock Issued to Employees*, and related interpretations and amends SFAS No. 95, *Statement of Cash Flows*. The provisions of SFAS 123R are similar to those of SFAS 123. However, SFAS 123R requires all new, modified and unvested share-based payments to employees, including grants of employee stock options and restricted stock, be recognized in the financial statements as compensation cost over the service period based on their fair value on the date of grant. Compensation cost is recognized over the service period on a straight-line basis for the fair value of awards that actually vest.

In accordance with the Financial Accounting Standards Board (FASB) Position FAS123(R) 3, *Transition Election to Accounting for the Tax Effects of Share-Based Payment Awards*, the Company has elected the alternative transition method to calculate the beginning balance of the pool of excess tax benefits. The beginning balance of excess tax benefits was calculated as the sum of all net increases in additional paid-in-capital related to tax benefits from stock-based employee compensation, less the incremental stock-based after-tax compensation costs that would have been recognized if the fair value recognition provisions of SFAS 123 had been used to account for stock-based compensation costs.

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The Company adopted SFAS 123R using a modified version of prospective application effective December 28, 2005, the beginning of its 2006 fiscal year. The adoption of SFAS 123R has resulted in a reduction of operating profit of \$1.7 million (\$0.8 million included in labor expense and \$0.9 million included in general and administrative expense), a reduction of net income of \$1.3 million and a reduction of both basic and fully diluted earnings per share of \$0.02 per share for the 13 weeks ended June 27, 2006. For the 26

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weeks ended June 27, 2006, the adoption of SFAS 123R has resulted in a reduction of operating profit of \$3.5 million (\$1.7 million included in labor expense and \$1.8 million included in general and administrative expense), a reduction of net income of \$2.8 million, a reduction of both basic and fully diluted earnings per share of \$0.04 per share, a decrease of \$3.2 million in cash flows from operating activities and an increase of \$3.2 million in cash flows from financing activities.

Prior to 2006, all share-based payments were accounted for under the recognition and measurement principles of APB 25 and its related interpretations. Accordingly, no expense was reflected in the condensed consolidated statements of income, as all stock options granted had an exercise price equal to the market value of the underlying common stock on the date of the grant. The following table illustrates the pro forma effect on net income and earnings per share if the Company had applied the fair value recognition provisions of SFAS 123 to all share-based payments for the 13 and 26 weeks ended June 28, 2005.

	13 Weeks Ended June 28, 2005	26 Weeks Ended June 28, 2005
Net income	\$ 7,990	\$ 16,948
Deduct total stock-based-employee compensation expense determined under fair-value-based method for all awards, net of taxes	(1,301)	(2,117)
Pro forma net income	\$ 6,689	\$ 14,831
Earnings per share:		
Basic as reported	\$ 0.12	\$ 0.25
Basic pro forma	\$ 0.10	\$ 0.22
Diluted as reported	\$ 0.11	\$ 0.23
Diluted pro forma	\$ 0.09	\$ 0.20

The Company estimated the fair value of the option grants made during the 13 and 26 weeks ended June 27, 2006 and June 28, 2005 as of the dates of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	13 Weeks Ended June 27, 2006	13 Weeks Ended June 28, 2005	26 Weeks Ended June 27, 2006	26 Weeks Ended June 28, 2005
Risk-free interest rate	4.99	% 3.83	% 4.82	% 3.90
Expected term (years)	3.0 - 5.0	4.0	3.0 - 5.0	4.0
Expected volatility	43.1	% 44.0	% 43.2	% 44.0
Expected dividend yield	0.0	% 0.0	% 0.0	% 0.0

In connection with its adoption of SFAS 123R, the Company determined that it was appropriate to group stock option grants into three homogeneous groups when estimating expected term. These groups consist of grants made primarily to executives, grants made primarily to restaurant-level employees and grants made to corporate office employees.

Prior to the adoption of SFAS 123R, the Company used four years as the expected term of all stock option grants. In connection with its adoption of SFAS 123R and the increasing amount of historical data the Company now possesses with regard to stock option exercise activity, the Company re-evaluated its expected term assumptions. Based on historical exercise and post-vesting employee termination behavior, the expected life for options granted to its executives is approximately 5.0 years. For options granted to restaurant-level employees, the expected life is approximately 4.0 years. For options granted to its corporate office employees, the expected life is approximately 3.0 years. The Company based its expected volatility on the volatilities of similar entities for an appropriate period of time along with the volatility of the Company's stock since its initial public offering on October 4, 2004.

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A summary of option activity as of June 27, 2006 and changes during the period then ended is presented below.

Summary Details for Plan Share Options

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at December 27, 2005	7,403,522	\$ 6.66		
Granted	402,108	15.14		
Forfeited	(108,898)	) 13.61		
Exercised	(983,665)	) 3.17		
Outstanding at June 27, 2006	6,713,067	\$ 7.57	7.07	\$ 41,689
Exercisable at June 27, 2006	3,640,472	\$ 4.99	6.07	\$ 31,982

The weighted-average grant date fair value of options granted during the 13 weeks ended June 27, 2006 and June 28, 2005 was \$5.67 and \$5.69, respectively. The weighted-average grant date fair value of options granted during the 26 weeks ended June 27, 2006 and June 28, 2005 was \$5.88 and \$5.64, respectively. The total intrinsic value of options exercised during the 13 weeks ended June 27, 2006 and June 28, 2005 was \$3.2 million and \$4.2 million, respectively. For the 26 weeks ended June 27, 2006 and June 28, 2005, the total intrinsic value of options exercised was \$12.2 million and \$8.7 million, respectively.

As of June 27, 2006, with respect to unvested stock options, there was \$7.5 million of unrecognized compensation cost that is expected to be recognized over a weighted-average period of 1.1 years. The total grant date fair value of stock options vested during the 13 weeks ended June 27, 2006 and June 28, 2005 was \$1.2 million and \$0.2 million, respectively. The total grant date fair value of stock options vested during the 26 weeks ended June 27, 2006 and June 28, 2005 was \$2.7 million and \$0.6 million, respectively.

For the 26 weeks ended June 27, 2006 and June 28, 2005, cash received from options exercised was \$2.9 million and \$1.7 million, respectively. The excess tax benefit realized from tax deductions associated with options exercised for the 26 weeks ended June 27, 2006 was \$3.2 million.

(3) Long-term Debt

Long-term debt consisted of the following:

	June 27, 2006	December 27, 2005
Installment loans, due 2006 - 2026	\$ 5,659	\$ 6,753
Revolver	10,000	
	15,659	6,753
Less current maturities	560	498
	\$ 15,099	\$ 6,255

The weighted average interest rate for installment loans outstanding at June 27, 2006 was 9.57%. The debt is secured by certain land, buildings, and equipment.

In October 2004, the Company completed a \$150.0 million, five-year revolving credit facility which replaced a credit facility dated July 2003. The terms of this credit facility require the Company to pay interest on outstanding borrowings at LIBOR plus a margin of 0.75% to 1.50%, plus a commitment fee of 0.15% to 0.25% per year on any unused portion of the facility, in both cases, depending on the Company's leverage ratio. The credit facility was amended on December 27, 2005 to allow additional indebtedness up to \$30.0 million to be assumed outside the facility in connection with acquiring franchise restaurants. The weighted average interest rate for the revolver at June 27, 2006 was 5.84%. At June 27, 2006, the Company had \$10.0 million outstanding under the credit facility and \$137.6 million of availability net of \$2.4 million of outstanding letters of credit.

Certain debt agreements require compliance with financial covenants including minimum debt service coverages and maximum debt-to-worth ratios. The existing credit facility prohibits the Company from incurring additional debt outside the facility except for equipment financing up to \$3 million, unsecured debt up to \$500,000, up to \$20 million of debt incurred by majority-owned companies formed to own new restaurants and

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up to \$30 million in debt incurred in connection with acquiring franchise restaurants. Additionally, the lenders' obligation to extend credit under the facility depends on the Company maintaining certain financial covenants, including a minimum consolidated fixed charge coverage ratio of 1.50 to 1.00 and a maximum consolidated leverage ratio of 3.00 to 1.00. The Company is currently in compliance with such covenants.

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(4) Recently Adopted or Issued Financial Accounting Standards

In October 2005, the FASB issued Staff Position FAS 13-1, *Accounting for Rental Costs Incurred during a Construction Period*, which requires rental costs associated with ground or building operating leases that are incurred during a construction period to be recognized as rental expense. This Staff Position is effective for reporting periods beginning after December 15, 2005, and retrospective application is permitted but not required. The Company did not adopt this position retrospectively. Effective December 28, 2005, the Company began recording rental costs associated with ground or building operating leases that are incurred during a construction period as rental expense. The Company incurred additional pre-opening expense of \$0.1 million and \$0.2 million for the 13 and 26 weeks ended June 27, 2006, respectively, related to expensing rental costs associated with the construction of new restaurants.

In March 2006, the Emerging Issues Task Force (EITF) issued EITF Issue 06-3, *How Sales Taxes Collected From Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement*. A consensus was reached that entities may adopt a policy of presenting sales taxes in the income statement on either a gross or net basis. An entity should disclose its policy of presenting taxes and, if taxes are reported on a gross basis, the amounts of taxes that are recognized. The guidance is effective for periods beginning after December 15, 2006. The Company presents its sales net of sales taxes. This issue will have no impact on the Company's condensed consolidated financial statements.

In June 2006, FASB Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes - an interpretation of FAS 109* was issued. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements in accordance with FASB Statement No. 109, *Accounting for Income Taxes*. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. Earlier application is encouraged if an entity has not yet issued financial statements, including interim financial statements, in the period FIN 48 is adopted. The Company is currently evaluating the impact, if any, the adoption of FIN 48 will have on its consolidated financial position, results of operations or cash flows.

(5) Commitments and Contingencies

The estimated cost of completing capital project commitments at June 27, 2006 and December 27, 2005 was approximately \$52.7 million and \$42.4 million, respectively.

The Company entered into real estate lease agreements for franchise restaurants located in Everett, MA, Longmont, CO, Montgomeryville, PA and Fargo, ND before granting franchise rights for those restaurants. The Company has subsequently assigned the leases to the franchisees, but remains contingently liable if a franchisee defaults under the terms of a lease. The Longmont lease was assigned in October 2003 and expires in May 2014, the Everett lease was assigned in September 2002 and expires in February 2018, the Montgomeryville lease was assigned in October 2004 and expires in June 2021 and the Fargo lease was assigned in February 2006 and expires in approximately July 2016. The fair value of the guarantees is not considered material.

The Company is involved in various claims and legal actions arising in the normal course of business. In the opinion of management, the ultimate disposition of these matters will not have a material effect on the Company's consolidated results of operations, financial position or liquidity.

(6) Related Party Transactions

The Longview, Texas restaurant, which was acquired by the Company in connection with the completion of the initial public offering, leases the land and restaurant building from an entity controlled by Steven L. Ortiz, the Company's Chief Operating Officer. The lease is for 15 years and will terminate in November 2014. The lease can be renewed for two additional periods of five years each. Rent is approximately \$16,000 per month and will increase by 5% on 11th anniversary date of the lease. The lease can be terminated if the tenant fails to pay the rent on a timely basis, fails to maintain the insurance specified in the lease, fails to maintain the building or property or becomes insolvent. Total rent payments were approximately \$50,000 for both 13 week periods ended June 27, 2006 and June 28, 2005. For the 26 weeks ended June 27, 2006 and June 28, 2005, rent payments were \$0.1 million.

Prior to September 22, 2005, the Elizabethtown, Kentucky restaurant was leased from an entity owned by W. Kent Taylor and three other stockholders. On September 22, 2005, the Company purchased the land and building associated with the Elizabethtown, Kentucky restaurant for \$1.5 million. Rent expense for this restaurant was approximately \$37,000 for the 13 weeks ended June 28, 2005. For the 26 weeks ended June 28, 2005, rent expense was approximately \$73,000. The lease was terminated upon purchase of the land and building.

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The Company had 13 franchise and license restaurants owned in whole or part by certain officers, directors and 5% stockholders of the Company at June 27, 2006 and June 28, 2005, respectively. These entities paid the Company fees of approximately \$0.5 million during the 13 weeks ended June 27, 2006 and June 28, 2005. For the 26 weeks ended June 27, 2006 and June 28, 2005, these entities paid the Company fees of approximately \$1.0 million and \$0.8 million, respectively. These entities are not consolidated in the Company's results. As disclosed in note 5, the Company is contingently liable on four leases, three of which are related to these restaurants.

The Company employs Juli Miller Hart, the wife of G.J. Hart, the Company's Chief Executive Officer, as Director of Public Relations. Ms. Hart reports to W. Kent Taylor, the Company's founder and Chairman, who conducts her performance reviews and determines her compensation.

(7) Earnings Per Share

The share and net income per share data for all periods presented are based on the historical weighted-average shares outstanding. The diluted earnings per share calculations show the effect of the weighted-average stock options outstanding from the Company's stock option plan. The Company adopted SFAS No. 123R in the first quarter of 2006 (see note 2).

	13 Weeks Ended		26 Weeks Ended	
	June 27, 2006	June 28, 2005	June 27, 2006	June 28, 2005
Net income	\$ 8,831	\$ 7,990	\$ 17,013	\$ 16,948
Basic EPS:				
Weighted-average common shares outstanding	73,907	67,710	73,634	67,520
Basic EPS	\$ 0.12	\$ 0.12	\$ 0.23	\$ 0.25
Diluted EPS:				
Weighted-average common shares outstanding	73,907	67,710	73,634	67,520
Dilutive effect of stock options	2,633	4,918	2,844	4,876
Shares diluted	76,540	72,628	76,478	72,396
Diluted EPS	\$ 0.12	\$ 0.11	\$ 0.22	\$ 0.23

For the 13 and 26 weeks ended June 27, 2006, options to purchase 1,618,675 shares of common stock were outstanding but not included in the computation of diluted earnings per share because their inclusion would have had an anti-dilutive effect. For the 13 and 26 weeks ended June 28, 2005, all unexercised stock options were included in the computation of diluted earnings per share because their exercise prices were less than the average market price of the Company's common stock during the respective periods.

(8) Acquisitions

On December 28, 2005, the Company completed the acquisitions of 11 franchise restaurants in Ohio, Colorado and Kentucky from three franchise groups. Pursuant to the terms of the various acquisition agreements, the Company issued an aggregate of 2,486,997 shares of the Company's Class A common stock at \$15.84 per share and paid \$2.1 million in cash for these restaurants. These acquisitions, which are expected to be accretive to earnings, are consistent with the Company's long-term strategy to increase net income and earnings per share.

These transactions were accounted for using the purchase method as defined in SFAS No. 141, *Business Combinations*. Based on a purchase price of \$40.8 million, net of the \$0.8 million charge relating to EITF Issue 04-1, *Accounting for Preexisting Relationships between the Parties to a Business Combination*, (EITF No. 04-1) and the Company's estimates of the fair value of net assets acquired, \$37.0 million of goodwill was generated by the acquisitions, which is not amortizable for book purposes or deductible for tax purposes.

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The purchase price has been preliminarily allocated as follows:

Current assets	\$ 4,224
Property and equipment, net	4,657
Goodwill	36,987
Intangible asset	5,237
Other assets	19
Current liabilities	(5,701)
Deferred tax liabilities	(2,190)
Other liabilities	(149)
Debt	(2,291)
	\$ 40,793

The Company expects to complete the allocation of purchase price to the fair value of assets acquired and liabilities assumed by the end of 2006. The Company does not expect any adjustments to be significant.

If the acquisitions had been completed as of the beginning of the year ended December 27, 2005, pro forma revenue, net income and earnings per share would have been as follows:

	For the 13 Weeks Ended June 28, 2005	For the 26 Weeks Ended June 28, 2005
Revenue	\$ 125,865	\$ 247,073
Net income	8,584	18,266
Basic EPS	\$ 0.12	\$ 0.26
Diluted EPS	\$ 0.11	\$ 0.24

The 2,486,997 shares were issued without registration in reliance upon the exemption provided by Section 4(2) of the Securities Act of 1933, as amended. In connection with the acquisitions, the Company entered into a registration rights agreement that provides the holders of these securities with the ability to request registration of the securities for resale. A number of such holders requested registration of 1,334,552 shares for resale. These shares were registered on April 25, 2006. Subject to certain volume limitations, which may be waived by the Company, the shares may be resold pursuant to the registration statement only during ten-day trading windows for periods following announcements of the Company's earnings.

In conjunction with these acquisitions, the Company acquired the land and buildings leased by eight of the 11 franchise restaurants for approximately \$15.6 million.

As a result of these acquisitions, the Company incurred a charge of \$0.8 million and recorded an intangible asset relating to certain reacquired franchise rights of \$5.2 million in accordance with EITF No. 04-1. EITF No. 04-1 requires that a business combination between two parties that have a preexisting relationship be evaluated to determine if a settlement of a preexisting relationship exists. EITF No. 04-1 also requires that certain reacquired rights (including the rights to the acquirer's trade name under a franchise agreement) be recognized as intangible assets apart from goodwill. However, if a contract giving rise to the reacquired rights includes terms that are favorable or unfavorable when compared to pricing for current market transactions for the same or similar items, EITF No. 04-1 requires that a settlement gain or loss should be measured as the lesser of (i) the amount by which the contract is favorable or unfavorable under market terms from the perspective of the acquirer or (ii) the stated settlement provisions of the contract available to the counterparty to which the contract is unfavorable.

The intangible asset of \$5.2 million has a weighted average life of approximately 15 years. When calculating this intangible asset, the Company considered the remaining term of the existing franchise agreements including renewals. The remaining terms range from 12 to 20 years. The Company recorded amortization expense relating to the intangible asset of approximately \$0.1 million and \$0.2 million for the 13 and 26 weeks ended June 27, 2006, respectively. The Company expects the annual expense for each of the next five years to be \$0.4 million.

(9) Income Taxes

Due to stock option expense recorded in accordance with the adoption of SFAS 123R, the Company's effective tax rate for the 13 weeks ended June 27, 2006 increased to 37.5% from 35.3% for the 13 weeks ended June 28, 2005. For the 26 weeks ended June 27, 2006 the Company's effective tax rate increased to 38.7% from 35.3% for the 26 weeks ended June 28, 2005 due to stock option expense and the charge of \$0.8 million recorded in accordance with the application of EITF 04-1. A reconciliation of the statutory federal income tax rate to the Company's effective tax rate for the 13 weeks and 26 weeks ended June 27, 2006 and June 28, 2005 is as follows:

	13 Weeks Ended		26 Weeks Ended	
	June 27, 2006	June 28, 2005	June 27, 2006	June 28, 2005
Tax at statutory federal rate	35.0 %	35.0 %	35.0 %	35.0 %
State and local tax, net of federal benefit	3.1	3.1	3.1	3.1
FICA tax credit	(3.3)	(3.4)	(3.3)	(3.0)
Incentive stock options	2.2		2.3	
EITF 04-1 charge relating to acquisition			1.1	
Other	0.5	0.6	0.5	0.2
Total	37.5 %	35.3 %	38.7 %	35.3 %

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

OVERVIEW

Texas Roadhouse is a growing, moderately priced, full-service restaurant chain. Our founder and chairman, W. Kent Taylor, started the business in 1993. Our mission statement is *Legendary Food, Legendary Service*. Our operating strategy is designed to position each of our restaurants as the local hometown destination for a broad segment of consumers seeking high quality, affordable meals served with friendly, attentive service. As of June 27, 2006, 233 Texas Roadhouse restaurants were operating in 43 states, including:

- 148 company restaurants, of which 144 were wholly-owned and four were majority-owned. The results of operations of company restaurants are included in our consolidated operating results. The portion of income attributable to minority interests in company restaurants that are not wholly-owned is reflected in the line item entitled *Minority interest* in our condensed consolidated statements of income.
- 85 franchise restaurants, of which 82 were franchise restaurants and three were license restaurants. We have a 5.0% to 10.0% ownership interest in 17 franchise restaurants. The income derived from our minority interests in these franchise restaurants is reported in the line item entitled *Equity income (loss) from investments in unconsolidated affiliates* in our condensed consolidated statements of income. Additionally, we provide various management services to these franchise restaurants, as well as two additional franchise restaurants in which we have no ownership interest.

We have contractual arrangements which grant us the right to acquire at pre-determined valuation formulas (i) the remaining equity interests in two of the four majority-owned company restaurants and (ii) 62 of the franchise restaurants.

Presentation of Financial and Operating Data

Throughout this report, the 13 weeks ended June 27, 2006 and June 28, 2005 are referred to as Q2 2006 and Q2 2005, respectively, and the 26 weeks ended June 27, 2006 and June 28, 2005 are referred to as 2006 YTD and 2005 YTD, respectively.

Long-Term Strategies to Grow Earnings Per Share

Our long-term strategies with respect to increasing net income and earnings per share include the following:

Expanding Our Restaurant Base. We will continue to evaluate opportunities to develop Texas Roadhouse restaurants in existing and new markets. We will remain focused primarily on mid-sized markets where we believe there exists a significant demand for our restaurants because of population size, income levels and the presence of shopping and entertainment centers and a significant employment base.

We may, at our discretion, add franchise restaurants primarily with franchisees who have demonstrated prior success with the Texas Roadhouse or other restaurant concepts and in markets in which the franchisee demonstrates superior knowledge of the demographics and restaurant operating conditions. We will also continue to evaluate opportunities for acquiring franchise restaurants.

Improving Restaurant Level Profitability. We plan to increase restaurant level profitability through a combination of increased comparable restaurant sales and operating cost management.

Leveraging Our Scalable Infrastructure. Over the past several years, we have made significant investments in our infrastructure, including information systems, real estate, human resources, legal, marketing and operations. As a result, we believe that our general and administrative costs will increase at a slower growth rate than our revenue.

Key Measures We Use To Evaluate Our Company

Key measures we use to evaluate and assess our business include the following:

Number of Restaurant Openings. Number of restaurant openings reflects the number of restaurants opened during a particular fiscal period. For company restaurant openings we incur pre-opening costs, which are defined below, before the restaurant opens. Typically new restaurants open with an initial start-up period of higher than normalized sales volumes, which decrease to a steady level approximately three to six months after opening. However, although sales volumes are generally higher, so are initial costs, resulting in restaurant operating margins that are generally lower during the start-up period of operation and increase to a steady level approximately three to six months after opening.

Comparable Restaurant Sales Growth. Comparable restaurant sales growth reflects the change in year-over-year sales for the comparable restaurant base. We define the comparable restaurant base to include those restaurants open for a full 18 months before the beginning of the later fiscal period. Comparable restaurant sales growth can be generated by an increase in guest traffic counts or by increases in the per person average check amount. Menu price changes and the mix of menu items sold can affect the per person average check amount.

Average Unit Volume. Average unit volume represents the average annual restaurant sales for all company restaurants open for a full six months before the beginning of the period measured. Growth in average unit volumes in excess of comparable restaurant sales growth is generally an indication that newer restaurants are operating with sales levels in excess of the company average. Conversely, growth in average unit volumes less than growth in comparable restaurant sales growth is generally an indication that newer restaurants are operating with sales levels lower than the system average.

Store Weeks. Store weeks represent the number of weeks that our company restaurants were open during the reporting period.

Other Key Definitions

Restaurant Sales. Restaurant sales include gross food and beverage sales, net of promotions and discounts.

Franchise Royalties and Fees. Franchisees typically pay a \$40,000 initial franchise fee for each new restaurant and a franchise renewal fee equal to the greater of 30% of the then-current initial franchise fee or \$10,000 to \$15,000. Franchise royalties consist of royalties in the amount of 2.0% to 4.0% of gross sales paid to us by our franchisees.

Restaurant Cost of Sales. Restaurant cost of sales consists of food and beverage costs.

Restaurant Labor Expenses. Restaurant labor expenses include all direct and indirect labor costs incurred in operations except for profit sharing incentive compensation expenses earned by our managing and market partners. These profit sharing expenses are reflected in restaurant other operating expenses. Restaurant labor expenses also include stock-based compensation expense related to restaurant-level employees.

Restaurant Rent Expense. Restaurant rent expense includes all rent associated with the leasing of real estate and includes base, percentage and straight-line rent expense.

Restaurant Other Operating Expenses. Restaurant other operating expenses consist of all other restaurant-level operating costs, the major components of which are utilities, supplies, advertising, repair and maintenance, property taxes, credit card fees and general liability insurance. Profit sharing allocations to market partners and managing partners are also included in restaurant other operating expenses.

Restaurant Pre-opening Expenses. Restaurant pre-opening expenses, which are charged to operations as incurred, consist of expenses incurred before the opening of a new restaurant and are comprised principally of opening team and training salaries, travel expenses, rent, and food, beverage and other initial supplies and expenses.

Depreciation and Amortization Expenses. Depreciation and amortization expenses (D&A) includes the depreciation of fixed assets and amortization of intangibles.

General and Administrative Expenses. General and administrative expenses (G&A) is comprised of expenses associated with corporate and administrative functions that support development and restaurant operations and provide an infrastructure to support future growth. Supervision and accounting fees received from certain franchise restaurants

and license restaurants are offset against G&A. G&A also includes stock-based compensation expense related to corporate office employees.

Interest Expense, Net. Interest expense includes the cost of our debt obligations including the amortization of loan fees, reduced by interest income and capitalized interest. Interest income includes earnings on cash and cash equivalents.

Minority Interest. Our consolidated subsidiaries at June 27, 2006 included five majority-owned restaurants, four of which were open. Our consolidated subsidiaries at June 28, 2005 included three majority-owned or controlled restaurants, all of which were open. Minority interest represents the portion of income attributable to the other owners of the majority-owned or controlled restaurants.

Equity Income (Loss) from Investments in Unconsolidated Affiliates. We own a 5.0% to 10.0% equity interest in 18 franchise restaurants, all but one of which was open and operating at June 27, 2006. Equity income or loss from investments in unconsolidated affiliates represents our percentage share of net income or loss earned by these unconsolidated affiliates.

Results of Operations

(\$ in thousands)	13 Weeks Ended June 27, 2006		June 28, 2005		26 Weeks Ended June 27, 2006		June 28, 2005	
	\$	%	\$	%	\$	%	\$	%
Revenue:								
Restaurant sales	144,071	98.2	113,108	97.7	290,945	98.3	221,715	97.7
Franchise royalties and fees	2,649	1.8	2,649	2.3	5,174	1.7	5,109	2.3
Total revenue	146,720	100.0	115,757	100.0	296,119	100.0	226,824	100.0
Costs and expenses:								
<i>(As a percentage of restaurant sales)</i>								
Restaurant operating costs:								
Cost of sales	50,460	35.0	39,906	35.3	102,092	35.1	77,940	35.2
Labor	40,309	28.0	30,473	26.9	80,166	27.6	59,716	26.9
Rent	2,433	1.7	2,089	1.8	4,809	1.7	4,126	1.9
Other operating	23,299	16.2	18,109	16.0	46,893	16.1	35,492	16.0
<i>(As a percentage of total revenue)</i>								
Pre-opening	3,229	2.2	1,595	1.4	5,811	2.0	2,959	1.3
Depreciation and amortization	5,155	3.5	3,475	3.0	10,061	3.4	6,723	3.0
General and administrative	7,554	5.1	7,426	6.4	17,909	6.0	13,407	5.9
Total costs and expenses	132,439	90.3	103,073	89.0	267,741	90.4	200,363	88.3
Income from operations	14,281	9.7	12,684	11.0	28,378	9.6	26,461	11.7
Interest expense, net	125	0.1	112	0.1	469	0.2	69	NM
Minority interest	78	NM	194	0.2	285	0.1	221	0.1
Equity income (loss) from investments in unconsolidated affiliates	47	NM	(30)	NM	135	0.1	22	NM
Income before taxes	14,125	9.6	12,348	10.7	27,759	9.4	26,193	11.6
Provision for income taxes	5,294	3.6	4,358	3.8	10,746	3.7	9,245	4.1
Net income	8,831	6.0	7,990	6.9	17,013	5.7	16,948	7.5

NM - Not meaningful

Restaurant Unit Activity

	Company	Franchise	Total
Balance at December 27, 2005	127	94	221
Openings	4	1	5
Acquisitions (Dispositions)	11	(11)	
Closures			
Balance at March 28, 2006	142	84	226
Openings	6	1	7
Acquisitions (Dispositions)			
Closures			
Balance at June 27, 2006	148	85	233

Q2 2006 (13 weeks) Compared to Q2 2005 (13 weeks) and 2006 YTD (26 weeks) Compared to 2005 YTD (26 weeks)

Restaurant Sales. Restaurant sales increased by 27.4% in Q2 2006 as compared to Q2 2005 and by 31.2% in 2006 YTD as compared to 2005 YTD. These increases were primarily attributable to the opening of new restaurants, the acquisitions of 11 franchise restaurants and comparable restaurant sales growth. Restaurant sales from the 11 acquired franchise restaurants were \$10.4 million and \$21.2 million in Q2 2006 and 2006 YTD, respectively. The following table summarizes additional factors that influenced the changes in restaurant sales at company restaurants for 2006 and 2005.

	Q2 2006	Q2 2005	2006 YTD	2005 YTD
Store weeks	1,853	1,460	3,661	2,868
Comparable restaurant sales growth	1.2	% 6.8	% 3.9	% 6.8
Average unit volume (in thousands)	\$ 1,003	\$ 1,008	\$ 2,057	\$ 2,000

Franchise Royalties and Fees. Franchise royalties and fees did not change in Q2 2006 from Q2 2005 and increased by \$65,000 or by 1.3% in 2006 YTD as compared to 2005 YTD. Q2 2006 was unchanged from Q2 2005 as the impact of the opening of new franchise restaurants and comparable restaurant sales growth was offset by the impact of our acquisition of 11 franchise restaurants. The 2006 YTD increase is primarily attributable to the opening of new franchise restaurants and comparable restaurant sales growth partially offset by our acquisition of 11 franchise restaurants. These acquired franchise restaurants generated approximately \$0.3 million and \$0.7 million in franchise royalties in Q2 2005 and 2005 YTD, respectively.

Restaurant Cost of Sales. Restaurant cost of sales, as a percentage of restaurant sales, decreased to 35.0% in Q2 2006 from 35.3% in Q2 2005 and to 35.1% in 2006 YTD from 35.2% in 2005 YTD. The decreases in Q2 2006 and 2006 YTD are primarily attributable to a 1% price increase taken in January 2006, partially offset by the impact associated with the 11 acquired franchise restaurants.

Restaurant Labor Expenses. Restaurant labor expenses, as a percentage of restaurant sales, increased to 28.0% in Q2 2006 from 26.9% in Q2 2005 and to 27.6% in 2006 YTD from 26.9% in 2005 YTD. The increases in Q2 2006 and 2006 YTD are primarily due to the expensing of stock options in conjunction with the adoption of Statement of Financial Accounting Standards No. 123R, *Share-Based Payment* (SFAS No. 123R). We recorded stock option expense of \$0.8 million (0.6% as a percentage of restaurant sales) in Q2 2006 and \$1.7 million (0.6% as a percentage of restaurant sales) in 2006 YTD. The remaining increase is primarily due to restaurants opened in 2006 as we generally incur higher labor costs during the first few months after the opening of a new restaurant.

Restaurant Rent Expense. Restaurant rent expense, as a percentage of restaurant sales, decreased to 1.7% in Q2 2006 from 1.8% in Q2 2005 and 1.7% 2006 YTD from 1.9% 2005 YTD. This decrease is due primarily to the impact associated with the 11 acquired franchise restaurants.

Restaurant Other Operating Expenses. Restaurant other operating expenses, as a percentage of restaurant sales, increased slightly to 16.2% in Q2 2006 from 16.0% in Q2 2005 and to 16.1% in 2006 YTD from 16.0% 2005 YTD. The increases are primarily due to higher utility costs, credit card fees and insurance costs, partially offset by the net gain from insurance proceeds relating to Hurricane Katrina. We expect utility costs to continue to increase throughout the remainder of fiscal 2006.

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Restaurant Pre-opening Expenses. Pre-opening expenses increased in Q2 2006 to \$3.2 million from \$1.6 million in Q2 2005 and to \$5.8 million in 2006 YTD from \$3.0 million 2005 YTD. The increase is primarily due to substantially more restaurants in the development pipeline in Q2 2006 versus Q2 2005 and in 2006 YTD versus 2005 YTD and additional restaurant openings in Q2 2006. Pre-opening costs will fluctuate from period to period based on the number and timing of restaurant openings and the number and timing of restaurant managers hired.

Depreciation and Amortization Expense. D&A, as a percentage of revenue, increased to 3.5% in Q2 2006 from 3.0% in Q2 2005 and increased to 3.4% for 2006 YTD from 3.0% in 2005 YTD. The increases were related to capital spending on new restaurants and the acquired franchise restaurants.

General and Administrative Expenses. G&A decreased in Q2 2006 to 5.1% of revenue from 6.4% of revenue in Q2 2005 and increased in 2006 YTD to 6.0% of revenue from 5.9% of revenue in 2005 YTD. The decrease in Q2 2006 is