

BIGLARI HOLDINGS INC.
Form 10-Q
August 08, 2014

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended July 2, 2014

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: 0-8445

BIGLARI HOLDINGS INC.

(Exact name of registrant as specified in its charter)

INDIANA
(State or other jurisdiction of incorporation or organization)

37-0684070
(I.R.S. Employer Identification No.)

17802 IH 10 West, Suite 400
San Antonio, Texas
(Address of principal executive offices)

78257
(Zip Code)

(210) 344-3400
(Registrant's telephone number, including area code)

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Edgar Filing: BIGLARI HOLDINGS INC. - Form 10-Q

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of August 4, 2014, 1,721,150 shares of the registrant's Common Stock, \$.50 stated value, were outstanding.

IndexBIGLARI HOLDINGS INC.
INDEX

	Page No.
<u>Part I – Financial Information</u>	
<u>Item 1.</u>	
<u>Financial Statements</u>	
<u>Consolidated Balance Sheets —</u>	
<u>July 2, 2014 and September 25, 2013</u>	1
<u>Consolidated Statements of Earnings —</u>	
<u>Twelve and Forty Weeks Ended July 2, 2014 and July 3, 2013</u>	2
<u>Consolidated Statements of Comprehensive Income —</u>	
<u>Twelve and Forty Weeks Ended July 2, 2014 and July 3, 2013</u>	3
<u>Consolidated Statements of Cash Flows —</u>	
<u>Forty Weeks Ended July 2, 2014 and July 3, 2013</u>	4
<u>Consolidated Statements of Changes in Shareholders' Equity —</u>	
<u>Forty Weeks Ended July 2, 2014 and July 3, 2013</u>	5
<u>Notes to Consolidated Financial Statements</u>	6
<u>Management's Discussion and Analysis of Financial Condition and</u>	
<u>Results of Operations</u>	19
<u>Item 2.</u>	
<u>Item 3.</u>	
<u>Item 4.</u>	
<u>Quantitative and Qualitative Disclosures about Market Risk</u>	26
<u>Controls and Procedures</u>	26
<u>Part II – Other Information</u>	
<u>Item 1A.</u>	
<u>Risk Factors</u>	27
<u>Item 2.</u>	
<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	27
<u>Item 3.</u>	
<u>Defaults Upon Senior Securities</u>	27
<u>Item 4.</u>	
<u>Mine Safety Disclosures</u>	27
<u>Item 5.</u>	
<u>Other Information</u>	27
<u>Item 6.</u>	
<u>Exhibits</u>	28
<u>Signatures</u>	29

IndexPART I – FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

BIGLARI HOLDINGS INC.

CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)	July 2, 2014 (Unaudited)	September 25, 2013
Assets		
Current assets:		
Cash and cash equivalents	\$ 112,516	\$ 94,626
Investments	9,471	85,479
Receivables, net of allowance of \$782 and \$804, respectively	11,149	7,055
Inventories	6,847	6,475
Deferred income taxes	8,453	-
Assets held for sale	-	561
Other current assets	10,035	3,290
Total current assets	158,471	197,486
Property and equipment, net	352,917	346,147
Goodwill	40,137	28,251
Other intangible assets, net	22,700	7,721
Other assets	13,849	11,239
Investment partnerships	489,031	397,699
Total assets	\$ 1,077,105	\$ 988,543
Liabilities and shareholders' equity		
Liabilities		
Current liabilities:		
Accounts payable	47,017	37,511
Accrued expenses	55,001	54,003
Revolving credit	1,000	-
Deferred income taxes	-	5,511
Current portion of obligations under leases	6,466	6,239
Current portion of long-term debt	2,200	9,750
Total current liabilities	111,684	113,014
Deferred income taxes	86,014	84,525
Obligations under leases	100,793	106,247
Long-term debt	215,130	110,500
Other long-term liabilities	10,017	9,668
Total liabilities	523,638	423,954
Shareholders' equity		
Common stock – \$0.50 stated value, 2,500,000 shares authorized – 1,797,941 shares issued at July 2, 2014 and September 25, 2013, 1,566,748 and 1,588,376 shares outstanding (net of treasury stock), respectively	899	899

Edgar Filing: BIGLARI HOLDINGS INC. - Form 10-Q

Additional paid-in capital	269,810	269,810
Retained earnings	368,621	348,339
Accumulated other comprehensive income	238	21,457
Treasury stock – at cost: 231,193 and 209,565 shares (includes 154,151 and 132,406 shares held by investment partnerships) at July 2, 2014 and September 25, 2013, respectively	(86,101)	(75,916)
Biglari Holdings Inc shareholders' equity	553,467	564,589
Total liabilities and shareholders' equity	\$ 1,077,105	\$ 988,543

See accompanying Notes to Consolidated Financial Statements.

Index

BIGLARI HOLDINGS INC.

CONSOLIDATED STATEMENTS OF EARNINGS
(Unaudited)

(In thousands, except share and per share data)	Twelve Weeks Ended		Forty Weeks Ended	
	July 2, 2014	July 3, 2013	July 2, 2014	July 3, 2013
Net revenues				
Restaurant Operations:				
Net sales	\$181,557	\$179,105	\$577,061	\$561,581
Franchise royalties and fees	3,682	3,064	11,296	8,819
Other revenue	714	698	2,520	2,020
Total	185,953	182,867	590,877	572,420
Other revenue	7,276	-	9,265	-
Revenue from consolidated affiliated partnerships	-	1,735	-	3,903
Total net revenues	193,229	184,602	600,142	576,323
Costs and expenses				
Cost of sales	54,186	53,041	170,257	165,832
Restaurant operating costs	84,465	84,137	272,907	266,874
General and administrative	29,272	18,609	72,170	55,810
Depreciation and amortization	5,940	5,761	19,072	19,454
Marketing	11,250	11,711	31,928	33,710
Rent	5,060	4,548	15,494	14,045
Pre-opening costs	269	133	934	138
Provision for restaurant closings	-	214	270	500
Impairment of intangible assets	-	-	-	1,244
Loss on disposal of assets	136	121	481	960
Other operating (income) expense	(149)	(138)	(488)	(643)
Total costs and expenses, net	190,429	178,137	583,025	557,924
Other income (expenses)				
Interest, dividend and other investment income	235	2,353	1,295	7,333
Interest on obligations under leases	(2,239)	(2,277)	(7,463)	(7,476)
Interest expense	(2,791)	(1,173)	(6,385)	(4,969)
Gain on sale of Biglari Capital Corp.	-	1,597	-	1,597
Debt extinguishment losses	-	-	(1,133)	-
Realized investment gains	57	-	57	1
Gain on contribution to investment partnerships	-	162,869	29,524	162,869
Other than temporary impairment of losses on investments	-	-	-	(570)
Total other income (expenses)	(4,738)	163,369	15,895	158,785
Earnings (losses) before income taxes	(1,938)	169,834	33,012	177,184

Edgar Filing: BIGLARI HOLDINGS INC. - Form 10-Q

Income tax expense (benefit) on operating earnings	(1,050)	62,259	10,636	61,837
Income tax expense (benefit) on investment partnership losses	4,823	-	(4,950)	-
Total income tax expense	3,773	62,259	5,686	61,837
Investment partnership gains/losses	15,305	-	(7,044)	-
Net earnings	9,594	107,575	20,282	115,347
Total earnings attributable to redeemable noncontrolling interests	-	(871)	-	(1,901)
Net earnings attributable to Biglari Holdings Inc.	\$9,594	\$106,704	\$20,282	\$113,446
Earnings per share attributable to Biglari Holdings Inc.				
Basic earnings per common share	\$6.12	\$74.57	\$12.82	\$79.07
Diluted earnings per common share	\$6.11	\$74.40	\$12.80	\$78.90
Weighted average shares and equivalents				
Basic	1,566,741	1,430,973	1,581,469	1,434,826
Diluted	1,569,807	1,434,194	1,584,863	1,437,814

See accompanying Notes to Consolidated Financial Statements.

Index

BIGLARI HOLDINGS INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

(In thousands)	Twelve Weeks Ended		Forty Weeks Ended	
	July 2, 2014	July 3, 2013	July 2, 2014	July 3, 2013
Net earnings attributable to Biglari Holdings Inc	\$9,594	\$106,704	\$20,282	\$113,446
Other comprehensive income:				
Reclassification of investment appreciation in net earnings	(57)	-	(57)	(1)
Applicable income taxes	19	-	19	-
Reclassification of investment appreciation on contribution to investment partnerships	-	(162,869)	(29,524)	(162,869)
Applicable income taxes	-	61,890	11,219	61,890
Reclassification of other than temporary losses on investments	-	-	-	461
Applicable income taxes	-	-	-	(175)
Net change in unrealized gains and losses on investments	(109)	69,567	(4,704)	140,622
Applicable income taxes	41	(26,435)	1,792	(53,436)
Foreign currency translation	158	14	36	(82)
Other comprehensive income (loss), net	52	(57,833)	(21,219)	(13,590)
Total comprehensive income	\$9,646	\$48,871	\$(937)	\$99,856

See accompanying Notes to Consolidated Financial Statements.

Index

BIGLARI HOLDINGS INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(In thousands)	Forty Weeks Ended	
	July 2, 2014	July 3, 2013
Operating activities		
Net earnings	\$20,282	\$115,347
Adjustments to reconcile net earnings to operating cash flows:		
Depreciation and amortization	19,072	19,454
Provision for deferred income taxes	1,022	59,816
Asset impairments and provision for restaurant closing	270	500
Impairment of intangible assets	-	1,244
Stock-based compensation and other non-cash expenses	446	396
Loss on disposal of assets	481	960
Debt extinguishment losses	1,133	-
Gain on sale of Biglari Capital Corp.	-	(1,597)
Gain on contribution to investment partnerships	(29,524)	(162,869)
Realized investment gains/losses	(57)	(1)
Other than temporary impairment of investments	-	570
Investment partnership losses	7,044	-
Distributions from investment partnerships	5,853	-
Changes in receivables and inventories	(1,741)	(349)
Changes in other assets	(5,280)	(3,030)
Changes in accounts payable and accrued expenses	(140)	7,104
Investment operations of consolidated affiliated partnerships		
Sales of investments and distributions from investment partnerships	-	1,516
Realized investment gains, net	-	(261)
Unrealized gains/losses on marketable securities held by consolidated affiliated partnerships	-	(3,336)
Changes in cash and cash equivalents held by consolidated affiliated partnerships	-	(578)
Net cash provided by operating activities	18,861	34,886
Investing activities		
Additions of property and equipment	(26,358)	(10,421)
Proceeds from property and equipment disposals	2,543	2,360
Acquisitions of businesses, net of cash acquired	(40,143)	(3,770)
Proceeds from sale of Biglari Capital Corp., net of cash on hand	-	1,699
Purchases of investments and contributions to investment partnerships	(40,000)	(46,977)
Sales of investments	11,736	1
Changes in restricted assets	3,100	-
Net cash (used in) investing activities	(89,122)	(57,108)
Financing activities		
Proceeds from revolving credit facility	11,700	17,000
Payments on revolving credit facility	(10,700)	(17,000)
Borrowings on long-term debt	217,800	-
Principal payments on long-term debt	(120,800)	(9,700)
Deferred financing charges	(4,754)	-

Edgar Filing: BIGLARI HOLDINGS INC. - Form 10-Q

Principal payments on direct financing lease obligations	(5,208)	(4,882)
Proceeds from exercise of stock options	3	11
Excess tax benefits from stock-based awards	-	3
Financing activities of consolidated affiliated partnerships:		
Contributions from noncontrolling interests	-	1,076
Distributions to noncontrolling interests	-	(2,302)
Net cash provided by (used in) financing activities	88,041	(15,794)
Effect of exchange rate on cash	110	15
Increase (Decrease) in cash and cash equivalents	17,890	(38,001)
Cash and cash equivalents at beginning of period	94,626	60,359
Cash and cash equivalents at end of period	\$ 112,516	\$ 22,358

See accompanying Notes to Consolidated Financial Statements.

Index

BIGLARI HOLDINGS INC.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Forty Weeks ended July 2, 2014 and July 3, 2013)
(Unaudited)

(In thousands)	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
Balance at September 25, 2013	\$ 899	\$ 269,810	\$ 348,339	\$ 21,457	\$ (75,916)	\$ 564,589
Net earnings attributable to Biglari Holdings Inc.			20,282			20,282
Other comprehensive loss, net				(21,219)		(21,219)
Exercise of stock options and other stock compensation transactions					5	5
Adjustment to Treasury stock for holdings in investment partnerships					(10,190)	(10,190)
Balance at July 2, 2014	\$ 899	\$ 269,810	\$ 368,621	\$ 238	\$ (86,101)	\$ 553,467
Balance at September 26, 2012	\$ 756	\$ 143,035	\$ 251,983	\$ 43,897	\$ (90,546)	\$ 349,125
Net earnings attributable to Biglari Holdings Inc.			113,446			113,446
Other comprehensive loss, net				(13,590)		(13,590)
Deconsolidation of affiliated partnerships					25,640	25,640
Increase in fair value of Treasury stock at deconsolidation		12,224				12,224
Exercise of stock options and other stock compensation transactions			3		11	14
Adjustment to redeemable noncontrolling interest to reflect maximum redemption value		(4,810)				(4,810)
Balance at July 3, 2013	\$ 756	\$ 150,452	\$ 365,429	\$ 30,307	\$ (64,895)	\$ 482,049

See accompanying Notes to Consolidated Financial Statements.

Index

BIGLARI HOLDINGS INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
July 2, 2014

(In thousands, except share and per share data)

Note 1. Summary of Significant Accounting Policies

Description of Business

The accompanying unaudited consolidated financial statements of Biglari Holdings Inc. (“Biglari Holdings” or the “Company”) have been prepared in accordance with accounting principles generally accepted in the United States of America applicable to interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States of America for complete financial statements. In our opinion, all adjustments considered necessary to present fairly the results of the interim periods have been included and consist only of normal recurring adjustments. The results for the interim periods shown are not necessarily indicative of results for the entire fiscal years. The financial statements contained herein should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended September 25, 2013.

Biglari Holdings Inc. is a holding company owning subsidiaries engaged in a number of diverse business activities, including media, property and casualty insurance, as well as restaurants. The Company’s largest operating subsidiaries are involved in the franchising and operating of restaurants. The Company is led by Sardar Biglari, Chairman and Chief Executive Officer of Biglari Holdings and its major operating subsidiaries. The Company’s long-term objective is to maximize per-share intrinsic value. All major operating, investment, and capital allocation decisions are made for the Company and its subsidiaries by Sardar Biglari, Chairman and Chief Executive Officer.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. In addition to consolidating wholly-owned entities we consolidate entities if we have a controlling interest in the general partner. Prior to July 2013, the consolidated financial statements included the accounts of the Company, its wholly-owned subsidiaries (including Biglari Capital Corp. (“Biglari Capital”)), and investment related limited partnerships The Lion Fund, L.P. and Western Acquisitions, L.P. (collectively the “consolidated affiliated partnerships”), in which we had a controlling interest. As a result of the sale of Biglari Capital and the related liquidation of Western Acquisitions, L.P. during July 2013, the Company ceased to have a controlling interest in the consolidated affiliated partnerships. Accordingly, Biglari Capital and the consolidated affiliated partnerships are no longer consolidated in the Company’s financial statements.

Business Acquisitions

On February 27, 2014 the Company acquired certain assets and liabilities of Maxim. Maxim is a brand management company whose business lies in media, publishing, licensing and products. On March 19, 2014, the Company acquired the stock of First Guard Insurance Company and its affiliate, 1st Guard Corporation (collectively “First Guard”). First Guard is a direct underwriter of commercial trucking insurance, selling physical damage and nontrucking liability insurance to truckers. The financial results for Maxim and First Guard from the acquisition dates to the end of the fiscal quarter are included in the Company’s consolidated financial statements. These acquisitions were not material, individually, or in aggregate, to the Company. The purchase price of the two acquisitions was allocated based on the Company’s preliminary purchase price allocation. The fair value of the assets and liabilities acquired — other than investments, goodwill and intangibles — was not material.

Note 2. New Accounting Standards

In May 2014, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) 2014-09, Revenue from Contracts with Customers (Topic 606). This update provides a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. The guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. This update is effective for annual periods beginning after December 15, 2016 and interim periods therein, which will require us to adopt these provisions in the first quarter of fiscal 2018. Early adoption is not permitted. We are evaluating the effect this guidance will have on our consolidated financial statements and related disclosures.

Index

In April 2014, the FASB issued ASU 2014-08 Reporting of Discontinued Operations and Disclosures of Disposals of Components of an Entity. ASU 2014-08 provides a narrower definition of discontinued operations than under existing generally accepted accounting principles (“GAAP”). ASU 2014-08 requires that only disposals of components of an entity (or groups of components) that represent a strategic shift that has or will have a major effect on the reporting entity’s operations are reported in the financial statements as discontinued operations. ASU 2014-08 also provides guidance on the financial statement presentations and disclosures of discontinued operations. ASU 2014-08 is effective prospectively for disposals (or classifications of held-for-sale) of components of an entity that occur in annual or interim periods beginning after December 15, 2014. We do not believe the adoption of ASU 2014-08 will have a material effect on the Company’s consolidated financial statements.

In February 2013, the FASB issued ASU 2013-04, Liabilities (Topic 405), which provides guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements. The guidance requires an entity to measure those obligations as the sum of the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. The guidance also requires an entity to disclose the nature and amount of the obligation as well as other information about those obligations. ASU 2013-04 is effective for fiscal years beginning after December 15, 2013, which is effective for the Company’s first quarter of fiscal year 2015. We do not believe the adoption of ASU 2013-04 will have a material effect on the Company’s consolidated financial statements.

In February 2013, the FASB issued ASU 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. ASU 2013-02 requires disclosure of the amounts reclassified out of each component of accumulated other comprehensive income and into net earnings during the reporting period and is effective for reporting periods beginning after December 15, 2012. The adoption of ASU 2013-02 did not have a material impact on the measurement of net earnings or other comprehensive income.

Note 3. Earnings Per Share

Earnings per share of common stock is based on the weighted average number of shares outstanding during the year. In fiscal year 2013, Biglari Holdings completed an offering of transferable subscription rights. The offering was oversubscribed and 286,767 new shares of common stock were issued. Earnings per share for the twelve and forty weeks ended July 3, 2013 have been retroactively restated to account for the 2013 rights offering.

For forty weeks which ended July 2, 2014, the shares of Company stock attributable to our limited partner interest in The Lion Fund, L.P. — based on our proportional ownership during this period — are considered treasury stock on the consolidated balance sheet and thereby deemed not to be included in the calculation of weighted average common shares outstanding.

Prior to the sale of Biglari Capital on July 1, 2013, all common shares of the Company held by the consolidated affiliated partnerships were recorded in treasury stock on the consolidated balance sheet. In order to compute the weighted average common shares outstanding, only the shares of treasury stock attributable to the unrelated limited partners of the consolidated affiliated partnerships — based on their proportional ownership during the period — were considered outstanding shares.

The following table presents a reconciliation of basic and diluted weighted average common shares:

Twelve Weeks Ended		Forty Weeks Ended	
July 2, 2014	July 3, 2013	July 2, 2014	July 3, 2013

Edgar Filing: BIGLARI HOLDINGS INC. - Form 10-Q

Basic earnings per share:

Weighted average common shares	1,566,741	1,430,973	1,581,469	1,434,826
--------------------------------	-----------	-----------	-----------	-----------

Diluted earnings per share:

Weighted average common shares	1,566,741	1,430,973	1,581,469	1,434,826
--------------------------------	-----------	-----------	-----------	-----------

Dilutive effect of stock awards	3,066	3,221	3,394	2,988
---------------------------------	-------	-------	-------	-------

Weighted average common and incremental shares	1,569,807	1,434,194	1,584,863	1,437,814
--	-----------	-----------	-----------	-----------

Number of share-based awards excluded from the calculation of earnings per share as the awards' exercise prices were greater than the average market price of the Company's common stock

-	759	-	759
---	-----	---	-----

7

Index

Note 4. Investments

Investments consisted of the following:

	July 2, 2014	September 25, 2013
Cost	\$9,161	\$50,884
Gross unrealized gains	331	34,595
Gross unrealized losses	(21)	-
Fair value	\$9,471	\$85,479

Investment gains/losses are recognized when investments are sold (as determined on a specific identification basis) or as otherwise required by GAAP. The timing of realized gains and losses from sales can have a material effect on periodic earnings. However, such realized gains or losses usually have little, if any, impact on total shareholders' equity because the investments are carried at fair value with any unrealized gains/losses included as a component of accumulated other comprehensive income in shareholders' equity. We believe that realized investment gains/losses are often meaningless in terms of understanding reported results. Short-term investment gains/losses have caused and may continue to cause significant volatility in our results.

During the second quarter of fiscal year 2014, the Company contributed \$74,418 of securities to the investment partnerships in exchange for limited partner interests. The Company recognized a pre-tax gain of \$29,524 (\$18,305 net of tax) on the contribution of securities. The gain had a material accounting effect on the Company's fiscal 2014 earnings. However, this gain had no impact on total shareholders' equity because the investments were carried at fair value prior to the contribution, with the unrealized gains included as a component of accumulated other comprehensive income.

In connection with the acquisition of First Guard we acquired \$15,043 of investments. During the third quarter of fiscal year 2014, the Company realized investment gains of \$57 on the sale of a portion of these investments.

Note 5. Investment Partnerships

The Company reports on the limited partnership interests in The Lion Fund, L.P. and The Lion Fund II, L.P. (collectively the "investment partnerships") under the equity method of accounting. We record our proportional share of equity in the investment partnerships but exclude Company common stock held by said partnerships. The Company's pro-rata shares of its common stock held by the investment partnerships are recorded as treasury stock. The Company records gains/losses from investment partnerships (inclusive of the investment partnerships' unrealized gains and losses on their securities) in the consolidated statements of earnings based on our carrying value of these partnerships. The fair value is calculated net of the general partner's accrued incentive fees. Gains and losses on Company common stock included in the earnings of these partnerships are eliminated because they are recorded as treasury stock.

The fair value and adjustment for Company common stock held by the investment partnerships to determine carrying value of our partnership interest is presented below:

Fair Value	Fair Value of Company Common	Carrying Value
------------	---------------------------------------	-------------------

		Stock	
Partnership interest at September 25, 2013	\$455,297	\$57,598	\$397,699
Investment partnership losses	(9,793)	(2,749)	(7,044)
Contributions of cash and securities (net of distributions) to investment partnerships	108,566	-	108,566
Increase in proportionate share of Company stock held	-	10,190	(10,190)
Partnership interest at July 2, 2014	\$554,070	\$65,039	\$489,031

The Company's proportionate share of Company stock held by investment partnerships at cost is \$64,803 and \$54,613 at July 2, 2014 and September 25, 2013, respectively, and is recorded as treasury stock.

The carrying value of the partnership interest approximates fair value adjusted by changes in the value of held Company stock. Fair value is according to our proportional ownership interest of the fair value of investments held by the investment partnerships. The fair value measurement is classified as level 3 within the fair value hierarchy.

Index

For purposes of distinguishing investment partnership gains and losses, we use the investment partnerships' results for a similar period. For the Company's period ending July 2, 2014, the investment partnerships' value was utilized as of the period ending June 30, 2014. Therefore, we recorded \$7,044 of losses from investment partnerships during fiscal year 2014. On December 31 of each year, the general partner of the investment partnerships, Biglari Capital, will earn an incentive reallocation fee for the Company's investments equal to 25% of the net profits above an annual hurdle rate of 6%. Our policy is to accrue an estimated incentive fee throughout the fiscal year. Our investment in these partnerships is committed on a rolling 5-year basis.

Summarized financial information for The Lion Fund, L.P. and The Lion Fund II, L.P. is presented below:

	Equity in Investment Partnerships	
	Lion Fund	Lion Fund II
Current and total assets as of June 30, 2014	\$170,369	\$471,755
Current and total liabilities as of June 30, 2014	\$59	\$22
Revenue for the nine month period ended June 30, 2014	\$2,701	\$(2,057)
Earnings for the nine month period ended June 30, 2014	\$2,638	\$(2,090)
Biglari Holdings' ownership interest	61.53 %	95.24 %

The investments held by the investment partnerships are largely concentrated in the common stock of one investee, Cracker Barrel Old Country Store, Inc.

Note 6. Consolidated Affiliated Partnerships

Collectively, The Lion Fund, L.P. and Western Acquisitions, L.P. were referred to as consolidated affiliated partnerships of the Company. Certain of the consolidated affiliated partnerships held the Company's common stock as investments. Within our consolidated financial statements, we classified this common stock as treasury stock though the shares were legally outstanding.

Net earnings for the twelve and forty weeks ended July 3, 2013 of the Company included the realized and unrealized appreciation and depreciation of the investments held by consolidated affiliated partnerships, other than realized and unrealized appreciation and depreciation of investments the consolidated affiliated partnerships held in the Company's common stock which have been eliminated in consolidation.

Realized investment gains/losses arise when investments are sold (as determined on a specific identification basis). The total revenue from consolidated affiliated partnerships, other than holdings of the Company's common stock, were as follows:

	Twelve Weeks Ended July 3, 2013	Forty Weeks Ended July 3, 2013
Net unrealized gains	\$1,555	\$3,336
Net realized gains from sale	105	261
Other income	75	306
Total revenue from consolidated affiliated partnerships	\$1,735	\$3,903

The limited partners of each of the investment funds have the ability to redeem their capital upon certain occurrences; therefore, the ownership of the investment funds held by the limited partners is presented as redeemable noncontrolling interests of consolidated affiliated partnerships and measured at the greater of carrying value or fair value on the accompanying consolidated balance sheet. The affiliated partnerships were no longer consolidated as of September 25, 2013.

Index

The following is a reconciliation of the redeemable noncontrolling interests in the consolidated affiliated partnerships:

	Forty Weeks Ended July 3, 2013
Carrying value at beginning of period	\$52,088
Contributions from noncontrolling interests	1,076
Distributions to noncontrolling interests	(2,302)
Incentive fee	(21)
Income allocation	1,922
Adjustment to redeemable noncontrolling interest to reflect maximum redemption value	4,810
Adjustment to reflect deconsolidation of affiliated partnerships	(57,573)
Carrying value at end of period	\$-

The consolidated affiliated partnerships held shares of the Company's common stock. Any unrealized gain or loss on the common stock of the Company was eliminated in our financial statements. The unrealized gain that was attributable to the noncontrolling interests increased the redemption value of outside capital.

The Company, through its ownership of Biglari Capital and Western Investments Inc., was entitled to an incentive fee to the extent investment performance of the consolidated affiliated partnerships exceeded specified hurdle rates. Any such fee was included in net earnings attributable to the Company in the period in which the fee was earned.

Biglari Capital, the general partner of The Lion Fund, L.P., earned a \$21 incentive reallocation fee at December 31, 2012. As a result of the sale of Biglari Capital and the liquidation of Western Acquisitions, L.P., the Company is no longer entitled to receive such incentive fees.

Net earnings attributable to the Company only included the Company's share of earnings and losses related to its investments in the consolidated affiliated partnerships; all other earnings or losses from the consolidated affiliated partnerships were allocated to the redeemable noncontrolling interests.

Note 7. Other Current Assets

Other current assets primarily include prepaid rent and prepaid contractual obligations.

Note 8. Property and Equipment

Property and equipment is composed of the following:

	July 2, 2014	September 25, 2013
Land	\$162,895	\$162,488
Buildings	160,075	152,891
Land and leasehold improvements	158,045	155,962
Equipment	213,494	209,913
Construction in progress	13,053	5,538
	707,562	686,792

Less accumulated depreciation and amortization	(354,645)	(340,645)
Property and equipment, net	\$352,917	\$346,147

Index

Note 9. Goodwill and Other Intangibles

Goodwill

Goodwill consists of the excess of the purchase price over the fair value of the net assets acquired in connection with business acquisitions. Based on the Company's preliminary purchase price allocations for the First Guard and Maxim acquisitions, the Company recorded \$27,358 to goodwill and other intangibles.

We are required to assess goodwill and any indefinite-lived intangible assets for impairment annually, or more frequently if circumstances indicate impairment may have occurred. The analysis of potential impairment of goodwill requires a two-step approach. The first is the estimation of fair value of each reporting unit. If step one indicates that impairment potentially exists, the second step is performed to measure the amount of impairment, if any. Goodwill impairment occurs when its estimated fair value of goodwill is less than its carrying value.

The valuation methodology and underlying financial information included in our determination of fair value require significant management judgments. We use both market and income approaches to derive fair value. The judgments in these two approaches include, but are not limited to, comparable market multiples, long-term projections of future financial performance, and the selection of appropriate discount rates used to determine the present value of future cash flows. Changes in such estimates or the application of alternative assumptions could produce significantly different results. No impairment charges for goodwill were recorded during the year-to-date periods in fiscal 2014 or 2013.

Other Intangibles

Other intangibles are composed of the following:

	July 2, 2014			September 25, 2013		
	Gross carrying amount	Accumulated amortization	Total	Gross carrying amount	Accumulated amortization	Total
Amortizing intangibles:						
Right to operate	\$1,480	\$ (1,444)	\$36	\$1,480	\$ (1,353)	\$127
Franchise agreement	5,310	(2,257)	3,053	5,310	(1,859)	3,451
Other	810	(605)	205	810	(574)	236
Total	7,600	(4,306)	3,294	7,600	(3,786)	3,814
Intangibles with indefinite lives:						
Trade names	15,471	-	15,471	-	-	-
Other assets with indefinite lives	3,935	-	3,935	3,907	-	3,907
Total intangible assets	\$27,006	\$ (4,306)	\$22,700	\$11,507	\$ (3,786)	\$7,721

Intangible assets subject to amortization consist of franchise agreements acquired in connection with the purchase of Western Sizzlin Corporation ("Western") as well as rights to favorable leases related to prior acquisitions. These intangible assets are being amortized over their estimated weighted average of useful lives ranging from eight to twelve years.

Amortization expense for the twelve weeks which ended July 2, 2014 and July 3, 2013 was \$169. Amortization expense for the forty weeks ending July 2, 2014 and July 3, 2013 was \$520. Total annual amortization expense for each of the next five years will approximate \$574.

Intangible assets with indefinite lives consist of trade names, franchise rights as well as lease rights. During the second fiscal quarter of 2013, the Company recorded an impairment loss for an intangible asset of \$1,244. This number represents the trade name of Western's company-operated stores, which we decided not to use any longer. The calculation of fair value for the trade name was determined primarily by using a discounted cash flow analysis.

Note 10. Other Assets

Other assets primarily include capitalized software, non-qualified plan investments, the non-current portion of capitalized loan acquisition costs, restricted cash and bonds of \$2,625, and the non-current portion of prepaid rent.

Index

Note 11. Borrowings

On March 19, 2014, Steak n Shake Operations, Inc. (“Steak n Shake”) and its subsidiaries entered into a new credit agreement. This credit agreement provides for a senior secured term loan facility in an aggregate principal amount of \$220.0 million (the “Term Loan”) and a senior secured revolving credit facility in an aggregate principal amount of up to \$30.0 million (the “Revolver”).

The Term Loan is scheduled to mature on March 19, 2021. It will amortize at an annual rate of 1.0% in equal quarterly installments, beginning June 30, 2014, at 0.25% of the original principal amount of the Term Loan, subject to mandatory prepayments from excess cash flow, asset sales and other events described in the credit agreement. The balance will be due at maturity. The Revolver will be available on a revolving basis until March 19, 2019.

Steak n Shake has the right to request an incremental term loan facility from participating lenders and/or eligible assignees any time, up to an aggregate total principal amount not to exceed \$70.0 million if certain customary conditions within the credit agreement are met.

Borrowings bear interest at a rate per annum equal to a base rate or a Eurodollar rate (minimum of 1%) plus an applicable margin. Interest on the Term Loan will be based on a Eurodollar rate plus an applicable margin of 3.75% or on the prime rate plus an applicable margin of 2.75%. Interest on loans under the Revolver will be based on a Eurodollar rate plus an applicable margin ranging from 2.75% to 4.25% or on the prime rate plus an applicable margin ranging from 1.75% to 3.25%. The applicable margins on Revolver loans will be contingent on Steak n Shake’s total leverage ratio. The Revolver also carries a commitment fee ranging from 0.40% to 0.50% per annum, according to Steak n Shake’s total leverage ratio, on the unused portion of the Revolver.

The credit agreement includes customary affirmative and negative covenants and events of default, as well as a financial maintenance covenant, solely with respect to the Revolver, relating to the maximum total leverage ratio.

Both the Term Loan and the Revolver have been secured by first priority security interests in substantially all the assets of Steak n Shake. Biglari Holdings is not a guarantor under the credit facility. Approximately \$118,589 of the proceeds of the Term Loan were used to repay all outstanding amounts under Steak n Shake’s former credit facility and to pay related fees and expenses, \$50,000 of such proceeds were used to pay a cash dividend to Biglari Holdings, and the remaining Term Loan proceeds of approximately \$51,411 will be used by Steak n Shake for working capital and general corporate purposes. As of July 2, 2014, \$219,450 is outstanding under the Term Loan, and no amount is outstanding under the Revolver.

During the third quarter of fiscal year 2014, Western Sizzlin Corporation drew \$1,000 on its revolving credit facility.

Interest Rate Swaps

During fiscal year 2013, Steak n Shake entered into a new interest rate swap for a notional amount of \$65,000 through September 30, 2015. The agreement hedges potential changes in the Eurodollar rate. The fair value of the interest rate swap was a liability of \$222 and \$214 on July 2, 2014 and September 25, 2013, respectively, and is included in accrued expenses on the consolidated balance sheet.

During fiscal year 2011, Steak n Shake entered into an interest rate swap agreement for a notional amount of \$20,000, which effectively fixed the interest rate on a prior credit facility at 3.25% through February 15, 2016. The notional amount decreases \$1,000 quarterly through its maturity on February 15, 2016. The notional amount of the interest rate swap was \$7,000 on July 2, 2014. The fair value of the interest rate swap was a liability of \$86 and \$187 on July 2, 2014 and September 25, 2013, respectively, and is included in accrued expenses on the consolidated balance sheet.

The carrying amounts for debt reported in the consolidated balance sheet did not differ materially from their fair values at July 2, 2014 and September 25, 2013. The fair value was determined to be a Level 3 fair value measurement.

Note 12. Other Long-term Liabilities

Other long-term liabilities include deferred rent expense, non-qualified plan obligations, deferred gain on sale-leaseback transactions and uncertain tax positions.

Index

Note 13. Accumulated Other Comprehensive Income

During the twelve weeks and forty weeks ended July 2, 2014, the changes in the balances of each component of accumulated other comprehensive income, net of tax, were as follows:

	Twelve Weeks Ended July 2, 2014		
	Foreign Currency Translation Adjustments	Investment Gain	Accumulated Other Comprehensive Income
Balance as of April 9, 2014	\$(114)	\$300	\$ 186
Other comprehensive loss before reclassifications	158	(68)	90
Reclassification to (earnings) loss	-	(38)	(38)
Net current period other comprehensive income (loss)	158	(106)	52
Balance as of July 2, 2014	\$44	\$194	\$ 238

	Forty Weeks Ended July 2, 2014		
	Foreign Currency Translation Adjustments	Investment Gain	Accumulated Other Comprehensive Income
Balance as of September 25, 2013	\$8	\$21,449	\$ 21,457
Other comprehensive loss before reclassifications	36	(2,912)	(2,876)
Reclassification to (earnings) loss	-	(18,343)	(18,343)
Net current period other comprehensive income (loss)	36	(21,255)	(21,219)
Balance as of July 2, 2014	\$44	\$194	\$ 238

The following reclassifications were made from accumulated other comprehensive income to the consolidated statement of earnings:

Reclassifications from Accumulated Other Comprehensive Income	Twelve Weeks Ended July	Forty Weeks Ended July	Affected Line Item in the Consolidated Statement of Earnings
	2, 2014	2, 2014	
Investment Gain	\$-	\$29,524	Gain on contribution to investment partnership
	57	57	Realized investment gains
	19	11,238	Income tax expense on operating earnings
	\$38	\$18,343	Net of Tax

Note 14. Income Taxes

In determining the quarterly provision for income taxes, the Company uses an estimated annual effective tax rate based on expected annual income, statutory tax rates, and available tax planning opportunities in the various jurisdictions in which the Company operates. Unusual or infrequently occurring items are separately recognized during the quarter in which they occur.

Income tax expense for the twelve weeks ending July 2, 2014 was \$3,773 compared to \$62,259 in the same period in the prior year. The change in tax expense is primarily attributable to gain on contribution to investment partnerships in the prior year.

As of July 2, 2014 and September 25, 2013, we had approximately \$465 and \$803, respectively, of unrecognized tax benefits, which are included in other long-term liabilities in the consolidated balance sheet.

Index

Note 15. Commitments and Contingencies

We are involved in various legal proceedings and have certain unresolved claims pending. We believe, based on examination of these matters and experiences to date, that the ultimate liability, if any, in excess of amounts already provided in our consolidated financial statements is not likely to have a material effect on our results of operations, financial position or cash flows.

On June 3, 2013 and July 2, 2013, two shareholders of the Company filed derivative actions putatively on behalf of the Company against the members of our board of directors in the United States District Courts for the Southern District of Indiana and the Western District of Texas. The shareholders allege claims for breach of fiduciary duty, gross mismanagement, contribution and indemnification, abuse of control, waste, and unjust enrichment relating to certain Company transactions, including the Company's acquisition of Biglari Capital, Mr. Biglari's incentive agreement, the trademark license agreement between the Company and Mr. Biglari, and the Company's 2013 rights offering. The shareholders seek to recover unspecified damages, various forms of injunctive relief, and an award of their attorneys' fees. The Company believes these claims are without merit and intends to defend these cases vigorously.

Note 16. Fair Value of Financial Assets and Liabilities

The fair values of substantially all of our financial instruments were measured using market or income approaches. Considerable judgment may be required in interpreting market data used to develop the estimates of fair value. Accordingly, the fair values presented are not necessarily indicative of the amounts that could be realized in an actual current market exchange. The use of alternative market assumptions and/or estimation methodologies may have a material effect on the estimated fair value. The hierarchy for measuring fair value consists of Levels 1 through 3, which are described below.

- Level 1 – Inputs represent unadjusted quoted prices for identical assets or liabilities exchanged in active markets.
- Level 2 – Inputs include directly or indirectly observable inputs (other than Level 1 inputs) such as quoted prices for similar assets or liabilities exchanged in active or inactive markets; quoted prices for identical assets or liabilities exchanged in inactive markets; other inputs that may be considered in fair value determinations of the assets or liabilities, such as interest rates and yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. Pricing evaluations generally reflect discounted expected future cash flows, which incorporate yield curves for instruments with similar characteristics, such as credit ratings, estimated durations and yields for other instruments of the issuer or entities in the same industry sector.
- Level 3 – Inputs include unobservable inputs used in the measurement of assets and liabilities. Management is required to use its own assumptions regarding unobservable inputs because there is little, if any, market activity in the assets or liabilities and we may be unable to corroborate the related observable inputs. Unobservable inputs require management to make certain projections and assumptions about the information that would be used by market participants in pricing assets or liabilities.

Index

The following methods and assumptions were used to determine the fair value of each class of the following assets and liabilities recorded at fair value in the consolidated balance sheet:

Cash equivalents: Cash equivalents primarily consist of money market funds which are classified within Level 1 of the fair value hierarchy.

Equity securities: The Company's investments in equity securities are classified within Level 1 of the fair value hierarchy.

Bonds: The Company's investments in bonds are classified within Level 2 of the fair value hierarchy.

Non-qualified deferred compensation plan investments: The assets of the non-qualified plan are set up in a rabbi trust. They represent mutual funds and are classified within Level 1 of the fair value hierarchy.

Interest rate swaps: Interest rate swaps are marked to market each reporting period and are classified within Level 2 of the fair value hierarchy. Interest rate swaps at July 2, 2014 and September 25, 2013 represent the fair market value for Steak n Shake's two interest rate swaps.

As of July 2, 2014 and September 25, 2013, the fair values of financial assets and liabilities were as follows:

	July 2, 2014				September 25, 2013			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets								
Cash equivalents	\$ 12,314	\$ -	\$ -	\$ 12,314	\$ -	\$ -	\$ -	\$ -
Equity securities:								
Restaurant/Retail	-	-	-	-	79,357	-	-	79,357
Insurance	6,319	-	-	6,319	6,122	-	-	6,122
Bonds	-	5,752	-	5,752	-	-	-	-
Non-qualified deferred compensation plan investments								
	1,601	-	-	1,601	1,169	-	-	1,169
Total assets at fair value	\$ 20,234	\$ 5,752	\$ -	\$ 25,986	\$ 86,648	\$ -	\$ -	\$ 86,648
Liabilities								
Interest rate swaps	308	-	-	308	-	401	-	401
Total liabilities at fair value	\$ 308	\$ -	\$ -	\$ 308	\$ -	\$ 401	\$ -	\$ 401

There were no changes in our valuation techniques used to measure fair values on a recurring basis.

Note 17. Related Party Transactions

On July 1, 2013, Biglari Holdings entered into the following agreements with Mr. Biglari, its Chairman and Chief Executive Officer: (i) a Stock Purchase Agreement for the sale of Biglari Capital; (ii) a Shared Services Agreement with Biglari Capital, and (iii) a First Amendment to the Amended and Restated Incentive Bonus Agreement, dated

September 28, 2010, with Mr. Biglari. The transactions contemplated thereby were unanimously approved by the independent Governance, Compensation and Nominating Committee of the Board of Directors of the Company (the "Committee"), which retained separate counsel, tax/accounting advisors, an independent compensation consultant, and a financial advisor to assist the Committee in the structuring, evaluation, and negotiation of such transactions.

Shared Services Agreement

Connected with the Biglari Capital Transaction, Biglari Holdings and Biglari Capital entered into the Shared Services Agreement pursuant to which Biglari Holdings provides certain services to Biglari Capital in exchange for a 6% hurdle rate for Biglari Holdings and its subsidiaries (as compared to a 5% hurdle rate for all other limited partners) in order to determine the incentive reallocation to Biglari Capital, as general partner of The Lion Fund, L.P. and The Lion Fund II, L.P., under their respective partnership agreements. The incentive reallocation to Biglari Capital is equal to 25% of the net profits allocated to the limited partners in excess of their applicable hurdle rate. The Shared Services Agreement runs for an initial five-year term, and automatically renews for successive five-year periods, unless terminated by either party effective at the end of the initial or the renewed term, as would be applicable. The term of the Shared Services Agreement coincides with the lock-up period for the Company's investments in The Lion Fund, L.P. and The Lion Fund II, L.P. under their respective partnership agreements.

Index

During fiscal year 2014, the Company provided services for Biglari Capital under the Shared Services Agreement, costing an aggregate of \$1,554.

Investments in The Lion Fund, L.P. and The Lion Fund II, L.P.

During fiscal year 2014, the Company contributed cash and securities it owned with an aggregate value of \$108,566 in exchange for limited partner interests in The Lion Fund, L.P. and The Lion Fund II, L.P. As of July 2, 2014, the Company's investments in The Lion Fund, L.P. and The Lion Fund II, L.P. had a fair value of \$554,070.

As the general partner of the investment partnerships, Biglari Capital on December 31 of each year will earn an incentive reallocation fee for the Company's investments equal to 25% of the net profits above an annual hurdle rate of 6%. Our policy is to accrue an estimated incentive fee throughout the fiscal year. The total incentive reallocation from Biglari Holdings to Biglari Capital for calendar year 2013 was \$14,702, including \$3,655 associated with gains on the Company's common stock, which is eliminated in our financial statements.

License Agreement

On January 11, 2013, the Company entered into a Trademark License Agreement (the "License Agreement") with Mr. Biglari. The License Agreement was unanimously approved by the Committee.

Under the License Agreement, Mr. Biglari granted to the Company an exclusive license to use the Biglari and Biglari Holdings names (the "Licensed Marks") in association with various products and services (collectively the "Products and Services"). Upon (a) the expiration of twenty years from the date of the License Agreement (subject to extension as provided in the License Agreement), (b) Mr. Biglari's death, (c) the termination of Mr. Biglari's employment by the Company for Cause (as defined in the License Agreement), or (d) Mr. Biglari's resignation from his employment with the Company absent an Involuntary Termination Event (as defined in the License Agreement), the Licensed Marks for the Products and Services will transfer from Mr. Biglari to the Company without any compensation if the Company is continuing to use the Licensed Marks in the ordinary course of its business. Otherwise, the rights will revert to Mr. Biglari.

The license provided under the License Agreement is royalty-free unless and until one of the following events occurs: (i) a Change of Control (as defined in the License Agreement) of the Company; (ii) the termination of Mr. Biglari's employment by the Company without Cause; or (iii) Mr. Biglari's resignation from his employment with the Company due to an Involuntary Termination Event (each, a "Triggering Event"). Following the occurrence of a Triggering Event, Mr. Biglari is entitled to receive a 2.5% royalty on "Revenues" with respect to the "Royalty Period." The royalty payment to Mr. Biglari does not apply to all revenues received by Biglari Holdings and its subsidiaries nor does it apply retrospectively (i.e., to revenues received with respect to the period prior to the Triggering Event). The royalty applies to revenues recorded by the Company on an accrual basis under GAAP, solely with respect to the defined period of time after the Triggering Event equal to the Royalty Period, from a covered Product, Service or business that (1) has used the Biglari Holdings or Biglari name at any time during the term of the License Agreement, whether prior to or after a Triggering Event, or (2) the Company has specifically identified, prior to a Triggering Event, will use the name Biglari or Biglari Holdings.

"Revenues" means all revenues received, on an accrual basis under GAAP, by the Company, its subsidiaries and affiliates from the following: (1) all Products and Services covered by the License Agreement bearing or associated with the names Biglari and Biglari Holdings at any time (whether prior to or after a Triggering Event). This category would include, without limitation, the use of Biglari or Biglari Holdings in the public name of a business providing any covered Product or Service; and (2) all covered Products, Services and businesses that the Company has specifically identified, prior to a Triggering Event, will bear, use or be associated with the name Biglari or Biglari Holdings.

The Committee unanimously approved the association of the Biglari name and mark with all of Steak n Shake's restaurants (including Company operated and franchised locations), products and brands. On May 14, 2013, the Company, Steak n Shake, LLC and Steak n Shake Enterprises, Inc. entered into a Trademark Sublicense Agreement in connection therewith. Accordingly, revenues received by the Company, its subsidiaries and affiliates from Steak n Shake's restaurants, products and brands would come within the definition of Revenues for purposes of the License Agreement.

Edgar Filing: BIGLARI HOLDINGS INC. - Form 10-Q

Total Restaurant Operations	10,024	7,639	27,703	23,920
Corporate and Other:				
Corporate and other	(9,171)	499	(16,697)	(4,067)
Gain on contribution to investment partnerships	-	162,869	29,524	162,869
Investment partnership gains (losses)	15,305	-	(7,044)	-
Investment losses	-	-	-	(569)
Total Corporate and Other	6,134			