

ARK RESTAURANTS CORP
Form 10-Q
May 12, 2015
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

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

For the quarterly period ended March 28, 2015

Commission file number 1-09453

ARK RESTAURANTS CORP.

(Exact name of registrant as specified in its charter)

New York 13-3156768
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

85 Fifth Avenue, New York, New York 10003
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 206-8800

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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 (the "Exchange Act") during the preceding 12 months (or for 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

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class	Outstanding shares at May 6, 2015
(Common stock, \$.01 par value)	3,394,028

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

On one or more occasions, we may make statements in this Quarterly Report on Form 10-Q regarding our assumptions, projections, expectations, targets, intentions or beliefs about future events. All statements, other than statements of historical facts, included or incorporated by reference herein relating to management's current expectations of future financial performance, continued growth and changes in economic conditions or capital markets are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

Words or phrases such as "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "projects," "targets," "result," "hopes," "will continue" or similar expressions identify forward-looking statements. Forward-looking statements involve risks and uncertainties which could cause actual results or outcomes to differ materially from those expressed. We caution that while we make such statements in good faith and we believe such statements are based on reasonable assumptions, including without limitation, management's examination of historical operating trends, data contained in records and other data available from third parties, we cannot assure you that our projections will be achieved. Factors that may cause such differences include: economic conditions generally and in each of the markets in which we are located, the amount of sales contributed by new and existing restaurants, labor costs for our personnel, fluctuations in the cost of food products, adverse weather conditions, changes in consumer preferences and the level of competition from existing or new competitors.

We have attempted to identify, in context, certain of the factors that we believe may cause actual future experience and results to differ materially from our current expectation regarding the relevant matter or subject area. In addition to the items specifically discussed above, our business, results of operations and financial position and your investment in our common stock are subject to the risks and uncertainties described in "Item 1A Risk Factors" in Part I of our Annual Report on Form 10-K for the fiscal year ended September 27, 2014 as may be updated by the information contained under the caption "Item 1A. Risk Factors" in Part II of this Quarterly Report on Form 10-Q.

From time to time, oral or written forward-looking statements are also included in our reports on Forms 10-K, 10-K/A, 10-Q, 10-Q/A and 8-K, our Schedule 14A, our press releases and other materials released to the public. Although we believe that at the time made, the expectations reflected in all of these forward-looking statements are and will be reasonable; any or all of the forward-looking statements may prove to be incorrect. This may occur as a result of inaccurate assumptions or as a consequence of known or unknown risks and uncertainties. Many factors discussed in this Quarterly Report on Form 10-Q, certain of which are beyond our control, will be important in determining our future performance. Consequently, actual results may differ materially from those that might be anticipated from forward-looking statements. In light of these and other uncertainties, you should not regard the inclusion of a forward-looking statement in this Quarterly Report on Form 10-Q or other public communications that we might make as a representation by us that our plans and objectives will be achieved, and you should not place undue reliance on such forward-looking statements.

We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. However, your attention is directed to any further disclosures made on related

subjects in our subsequent periodic reports filed with the Securities and Exchange Commission on Forms 10-K, 10-K/A, 10-Q, 10-Q/A and 8-K and Schedule 14A.

Unless the context requires otherwise, references to “we,” “us,” “our,” “ARKR” and the “Company” refer specifically to Ark Restaurants Corp., and its subsidiaries, partnerships, variable interest entities and predecessor entities.

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Part I. Financial Information**Item 1. Consolidated Condensed Financial Statements****ARK RESTAURANTS CORP. AND SUBSIDIARIES
CONSOLIDATED CONDENSED BALANCE SHEETS**

(In Thousands, Except Per Share Amounts)

	March 28, 2015 (unaudited)	September 27, 2014 (see Note 1)
<u>ASSETS</u>		
CURRENT ASSETS:		
Cash and cash equivalents (includes \$419 at March 28, 2015 and \$584 at September 27, 2014 related to VIEs)	\$ 6,203	\$ 8,662
Accounts receivable (includes \$395 at March 28, 2015 and \$440 at September 27, 2014 related to VIEs)	2,737	3,016
Employee receivables	394	399
Inventories (includes \$17 at March 28, 2015 and \$19 at September 27, 2014 related to VIEs)	1,841	1,832
Prepaid expenses and other current assets (includes \$166 at March 28, 2015 and \$173 at September 27, 2014 related to VIEs)	1,747	1,491
Current portion of note receivable	—	25
Total current assets	12,922	15,425
FIXED ASSETS - Net (includes \$54 at March 28, 2015 and \$59 at September 27, 2014 related to VIEs)	28,164	29,019
NOTE RECEIVABLE, LESS CURRENT PORTION	—	228
INTANGIBLE ASSETS - Net	108	95
GOODWILL	6,813	6,813
TRADEMARKS	1,221	1,221
DEFERRED INCOME TAXES	5,217	5,214
OTHER ASSETS (includes \$71 at March 28, 2015 and September 27, 2014 related to VIEs)	7,440	7,348
TOTAL ASSETS	\$ 61,885	\$ 65,363
<u>LIABILITIES AND EQUITY</u>		
CURRENT LIABILITIES:		
Accounts payable - trade (includes \$72 at March 28, 2015 and \$58 at September 27, 2014 related to VIEs)	\$ 2,412	\$ 2,592
Accrued expenses and other current liabilities (includes \$238 at March 28, 2015 and \$179 at September 27, 2014 related to VIEs)	10,196	10,336
Accrued income taxes	415	1,162
Dividend payable	847	844
Current portion of notes payable	1,617	1,794
Total current liabilities	15,487	16,728
	4,008	4,219

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OPERATING LEASE DEFERRED CREDIT (includes \$78 at March 28, 2015 and \$75 at September 27, 2014 related to VIEs)		
NOTES PAYABLE, LESS CURRENT PORTION	4,715	5,524
TOTAL LIABILITIES	24,210	26,471
COMMITMENTS AND CONTINGENCIES		
EQUITY:		
Common stock, par value \$.01 per share - authorized, 10,000 shares; issued, 4,750 shares at March 28, 2015 and 4,733 shares at September 27, 2014; outstanding, 3,394 shares at March 28, 2015 and 3,377 shares at September 27, 2014	48	47
Additional paid-in capital	25,646	25,167
Retained earnings	23,002	24,554
	48,696	49,768
Less treasury stock, at cost, of 1,356 shares at March 28, 2015 and September 27, 2014	(13,220)	(13,220)
Total Ark Restaurants Corp. shareholders' equity	35,476	36,548
NON-CONTROLLING INTERESTS	2,199	2,344
TOTAL EQUITY	37,675	38,892
TOTAL LIABILITIES AND EQUITY	\$ 61,885	\$ 65,363

See notes to consolidated condensed financial statements.

ARK RESTAURANTS CORP. AND SUBSIDIARIES**CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS**

(In Thousands, Except Per Share Amounts)

	13 Weeks Ended		26 Weeks Ended	
	March	March	March	March
	28,	29,	28,	29,
	2015	2014	2015	2014
REVENUES:				
Food and beverage sales	\$31,213	\$30,680	\$64,262	\$62,437
Other revenue	335	357	644	739
Total revenues	31,548	31,037	64,906	63,176
COSTS AND EXPENSES:				
Food and beverage cost of sales	9,171	8,373	17,918	16,227
Payroll expenses	11,285	10,559	22,139	21,038
Occupancy expenses	3,823	4,154	8,016	8,555
Other operating costs and expenses	4,374	4,322	8,614	8,529
General and administrative expenses	2,431	2,374	5,431	5,223
Depreciation and amortization	1,098	1,106	2,203	2,253
Total costs and expenses	32,182	30,888	64,321	61,825
OPERATING INCOME (LOSS)	(634)	149	585	1,351
OTHER (INCOME) EXPENSE:				
Interest expense	57	39	125	59
Interest income	(12)	(6)	(23)	(13)
Other income, net	(64)	(115)	(121)	(181)
Total other income, net	(19)	(82)	(19)	(135)
INCOME (LOSS) BEFORE PROVISION (BENEFIT) FOR INCOME TAXES	(615)	231	604	1,486
Provision (benefit) for income taxes	(173)	81	168	480
CONSOLIDATED NET INCOME (LOSS)	(442)	150	436	1,006
Net income attributable to non-controlling interests	(141)	(324)	(296)	(617)
NET INCOME (LOSS) ATTRIBUTABLE TO ARK RESTAURANTS CORP.	\$(583)	\$(174)	\$140	\$389
NET INCOME (LOSS) PER ARK RESTAURANTS CORP. COMMON SHARE:				
Basic	\$(0.17)	\$(0.05)	\$0.04	\$0.12
Diluted	\$(0.17)	\$(0.05)	\$0.04	\$0.11
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING:				
Basic	3,382	3,262	3,380	3,259
Diluted	3,382	3,262	3,490	3,405

See notes to consolidated condensed financial statements.

ARK RESTAURANTS CORP. AND SUBSIDIARIES**CONSOLIDATED CONDENSED STATEMENTS OF CHANGES IN EQUITY****FOR THE 13 WEEKS ENDED MARCH 28, 2015 AND MARCH 29, 2014**

(In Thousands)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Treasury Stock	Total Ark Restaurants Corp. Shareholders' Equity	Non-controlling Interests	Total Equity
	Shares	Amount	Capital	Earnings	Stock	Equity	Interests	Equity
BALANCE - September 28, 2013	4,610	\$ 46	\$ 22,978	\$ 22,950	\$(13,220)	\$ 32,754	\$ 2,594	\$ 35,348
Net income	—	—	—	389	—	389	617	1,006
Exercise of stock options	15	—	192	—	—	192	—	192
Tax benefit on exercise of stock options	—	—	34	—	—	34	—	34
Stock-based compensation	—	—	157	—	—	157	—	157
Distributions to non-controlling interests	—	—	—	—	—	—	(760)	(760)
Accrued and paid dividends - \$0.50 per share	—	—	—	(1,632)	—	(1,632)	—	(1,632)
BALANCE - March 29, 2014	4,625	\$ 46	\$ 23,361	\$ 21,707	\$(13,220)	\$ 31,894	\$ 2,451	\$ 34,345
BALANCE - September 27, 2014	4,733	\$ 47	\$ 25,167	\$ 24,554	\$(13,220)	\$ 36,548	\$ 2,344	\$ 38,892
Net income	—	—	—	140	—	140	296	436
Exercise of stock options	17	1	217	—	—	218	—	218
Tax benefit on exercise of stock options	—	—	54	—	—	54	—	54
Stock-based compensation	—	—	208	—	—	208	—	208
Distributions to non-controlling interests	—	—	—	—	—	—	(441)	(441)
Accrued and paid dividends - \$0.50 per share	—	—	—	(1,692)	—	(1,692)	—	(1,692)
BALANCE - March 28, 2015	4,750	\$ 48	\$ 25,646	\$ 23,002	\$(13,220)	\$ 35,476	\$ 2,199	\$ 37,675

See notes to consolidated condensed financial statements.

ARK RESTAURANTS CORP. AND SUBSIDIARIES**CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS**

(In Thousands)

	26 Weeks Ended	
	March	March
	28,	29,
	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Consolidated net income	\$436	\$1,006
Adjustments to reconcile consolidated net income to net cash provided by operating activities:		
Deferred income taxes	(3)	(3)
Stock-based compensation	208	157
Depreciation and amortization	2,203	2,253
Operating lease deferred credit	(211)	(191)
Changes in operating assets and liabilities:		
Accounts receivable	279	24
Inventories	(9)	(46)
Prepaid, refundable and accrued income taxes	(747)	(97)
Prepaid expenses and other current assets	(256)	(335)
Other assets	(92)	(209)
Accounts payable - trade	(180)	266
Accrued expenses and other current liabilities	(140)	620
Net cash provided by operating activities	1,488	3,445
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of fixed assets	(1,361)	(1,476)
Loans and advances made to employees	(87)	(168)
Payments received on employee receivables	92	79
Payments received on note receivable	253	277
Purchase of member interest in Meadowlands Newmark LLC	—	(464)
Purchase of The Rustic Inn	—	(1,710)
Net cash used in investing activities	(1,103)	(3,462)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Principal payments on notes payable	(986)	(1,000)
Dividends paid	(1,689)	(1,630)
Proceeds from issuance of stock upon exercise of stock options	218	192
Excess tax benefits related to stock-based compensation	54	34
Distributions to non-controlling interests	(441)	(760)
Net cash used in financing activities	(2,844)	(3,164)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(2,459)	(3,181)
CASH AND CASH EQUIVALENTS, Beginning of period	8,662	8,748
CASH AND CASH EQUIVALENTS, End of period	\$6,203	\$5,567

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

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Cash paid during the period for:		
Interest	\$ 125	\$ 59
Income taxes	\$ 866	\$ 547
Non-cash financing activity:		
Accrued dividend	\$ 847	\$ 816
Note payable in connection with the purchase of The Rustic Inn	\$—	\$6,000

See notes to consolidated condensed financial statements.

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ARK RESTAURANTS CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

March 28, 2015

(Unaudited)

1. CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

The consolidated condensed balance sheet as of September 27, 2014, which has been derived from audited financial statements included in the Form 10-K, and the unaudited interim consolidated condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. All adjustments that, in the opinion of management are necessary for a fair presentation for the periods presented, have been reflected as required by Regulation S-X, Rule 10-01. Such adjustments are of a normal, recurring nature. These consolidated condensed 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 September 27, 2014. The results of operations for interim periods are not necessarily indicative of the operating results to be expected for the full year or any other interim period.

The Company identified an immaterial error in previously issued financial statements related to an overstatement of its gift card liability in the amount of \$224,000 (\$161,000 net of tax or \$0.05 per basic and diluted share for the 13 and 26-weeks ended March 28, 2015). The Company reviewed this accounting error utilizing SEC Staff Accounting Bulletin No. 99, “Materiality” (“SAB 99”) and SEC Staff Accounting Bulletin No. 108, “Effects of Prior Year Misstatements on Current Year Financial Statements” (“SAB 108”) and determined the impact of the error to be immaterial to any prior period’s presentation. The accompanying consolidated financial statements as of March 28, 2015 reflects the correction of the aforementioned immaterial error.

PRINCIPLES OF CONSOLIDATION — The consolidated condensed interim financial statements include the accounts of Ark Restaurants Corp. and all of its wholly-owned subsidiaries, partnerships and other entities in which it has a controlling interest, collectively herein referred to as the “Company”. Also included in the consolidated condensed interim financial statements are certain variable interest entities (“VIEs”). All significant intercompany balances and transactions have been eliminated in consolidation.

SEASONALITY — The Company has substantial fixed costs that do not decline proportionally with sales. The first and second fiscal quarters, which include the winter months, usually reflect lower customer traffic than in the third and fourth fiscal quarters. In addition, sales in the third and fourth fiscal quarters can be adversely affected by inclement

weather due to the significant amount of outdoor seating at the Company's restaurants.

FAIR VALUE OF FINANCIAL INSTRUMENTS — The carrying amount of cash and cash equivalents, receivables, accounts payable and accrued expenses approximate fair value due to the immediate or short-term maturity of these financial instruments. The fair values of notes receivable and payable are determined using current applicable rates for similar instruments as of the balance sheet date and approximate the carrying value of such debt.

CASH AND CASH EQUIVALENTS — Cash and cash equivalents include cash on hand, deposits with banks and highly liquid investments generally with original maturities of three months or less. Outstanding checks in excess of account balances, typically vendor payments, payroll and other contractual obligations disbursed after the last day of a reporting period are reported as a current liability in the accompanying consolidated condensed balance sheets.

CONCENTRATIONS OF CREDIT RISK — Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company reduces credit risk by placing its cash and cash equivalents with major financial institutions with high credit ratings. At times, such amounts may exceed Federally insured limits. The concentration of credit risk with respect to accounts receivable is generally limited due to the short payment terms extended by the Company and the number of customers comprising the Company's customer base.

For the 26-week period ended March 28, 2015, the Company did not make purchases from any one vendor that accounted for 10% or greater of total purchases. For the 26-week period ended March 29, 2014, the Company made purchases from two vendors that accounted for approximately 21% of total purchases. For the 13-week period ended March 28, 2015, the Company made purchases from one vendor that accounted for approximately 10% of total purchases. For the 13-week period ended March 29, 2014, the Company made purchases from two vendors that accounted for approximately 22% of total purchases.

SEGMENT REPORTING — As of March 28, 2015, the Company owned and operated 21 restaurants and bars, 19 fast food concepts and catering operations, exclusively in the United States, that have similar economic characteristics, nature of products and service, class of customers and distribution methods. The Company believes it meets the criteria for aggregating its operating segments into a single reporting segment in accordance with applicable accounting guidance.

RECENTLY ADOPTED ACCOUNTING STANDARDS — In April 2014, the FASB issued new accounting guidance that changes the definition of a discontinued operation to include only those disposals of components of an entity that represent a strategic shift that has (or will have) a major effect on an entity's operations and financial results. This guidance became effective for annual reporting periods beginning on or after December 15, 2014 and is to be applied prospectively. The adoption of this guidance did not have a material impact on the Company's consolidated condensed financial statements.

NEW ACCOUNTING STANDARDS NOT YET ADOPTED — In January 2015, the FASB issued guidance simplifying the income statement presentation by eliminating the concept of extraordinary items. Extraordinary items are events and transactions that are distinguished by their unusual nature and by the infrequency of their occurrence. Eliminating the extraordinary classification simplifies income statement presentation by altogether removing the concept of extraordinary items from consideration. The amendments are effective for annual reporting periods, including interim periods within those reporting periods, beginning after December 15, 2015. Early adoption is permitted provided that the guidance is applied from the beginning of the annual reporting period. The Company does not believe this guidance will have a material impact on its Consolidated Financial Statements.

In February 2015, the FASB amended the consolidation standards for reporting entities that are required to evaluate whether they should consolidate certain legal entities. Under the new guidance, all legal entities are subject to reevaluation under the revised consolidation model. Specifically, the guidance (i) modifies the evaluation of whether limited partnerships and similar legal entities are variable interest entities (VIEs) or voting interest entities; (ii) eliminates the presumption that a general partner should consolidate a limited partnership; (iii) affects the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships; and (iv) provides a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act for registered money market funds. The amendments are effective for annual reporting periods, beginning after December 15, 2015. Early adoption is permitted, including adoption in an interim period. The Company is currently evaluating the impact of this guidance on its Consolidated Financial Statements.

2. VARIABLE INTEREST ENTITIES

The Company consolidates any variable interest entities in which it holds a variable interest and is the primary beneficiary. Generally, a variable interest entity, or VIE, is an entity with one or more of the following characteristics: (a) the total equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support; (b) as a group the holders of the equity investment at risk lack (i) the ability to make decisions about an entity's activities through voting or similar rights, (ii) the obligation to absorb the expected losses of

the entity, or (iii) the right to receive the expected residual returns of the entity; or (c) the equity investors have voting rights that are not proportional to their economic interests and substantially all of the entity's activities either involve, or are conducted on behalf of, an investor that has disproportionately few voting rights. The primary beneficiary of a VIE is generally the entity that has (a) the power to direct the activities of the VIE that most significantly impact the VIE's economic performance, and (b) the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE.

The Company has determined that it is the primary beneficiary of three VIEs and, accordingly, consolidates the financial results of these entities. Following are the required disclosures associated with the Company's consolidated VIEs:

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	March 28, 2015	September 27, 2014
	(in thousands)	
Cash and cash equivalents	\$419	\$ 584
Accounts receivable	395	440
Inventories	17	19
Prepaid expenses and other current assets	166	173
Due from Ark Restaurants Corp. and affiliates (1)	92	105
Fixed assets - net	54	59
Other assets	71	71
Total assets	\$1,214	\$ 1,451
Accounts payable - trade	\$72	\$ 58
Accrued expenses and other current liabilities	238	179
Operating lease deferred credit	78	75
Total liabilities	388	312
Equity of variable interest entities	826	1,139
Total liabilities and equity	\$1,214	\$ 1,451

(1) Amounts Due from Ark Restaurants Corp. and affiliates are eliminated upon consolidation.

The liabilities recognized as a result of consolidating these VIEs do not represent additional claims on our general assets; rather, they represent claims against the specific assets of the consolidated VIEs. Conversely, assets recognized as a result of consolidating these VIEs do not represent additional assets that could be used to satisfy claims against our general assets.

3. RECENT RESTAURANT EXPANSION

On February 24, 2014, the Company, through a wholly-owned subsidiary, Ark Rustic Inn LLC, completed its acquisition of the assets of *The Rustic Inn Crab House* (“*The Rustic Inn*”), a restaurant and bar located in Dania Beach, Florida, for a total purchase price of approximately \$7,710,000. The acquisition is accounted for as a business combination and was financed with a bank loan in the amount of \$6,000,000 and cash from operations. The fair values of the assets acquired were allocated as follows:

Inventory	\$210,000
Land	2,000,000
Building	2,800,000
Furniture, fixtures and equipment	200,000
Trademarks	500,000
Goodwill	2,000,000
	\$7,710,000

The Consolidated Condensed Statements of Operations for the 13-weeks ended March 28, 2015 include revenues and earnings of approximately \$4,608,000 and \$1,133,000, respectively, related to *The Rustic Inn*. The Consolidated Condensed Statements of Operations for the 26-weeks ended March 28, 2015 include revenues and earnings of approximately \$7,800,000 and \$1,569,000, respectively, related to *The Rustic Inn*. The unaudited pro forma financial information set forth below is based upon the Company's historical Consolidated Condensed Statements of Operations for the 13 and 26-weeks ended March 29, 2014. The unaudited pro forma financial information is presented for informational purposes only and may not be indicative of what actual results of operations would have been had the acquisition of *The Rustic Inn* occurred on the dates indicated, nor does it purport to represent the results of operations for future periods.

	13 Weeks Ended March 29, 2014	26 Weeks Ended March 29, 2014
	(in thousands, except per share amounts)	
Total revenues	\$33,124	\$68,249
Net income	\$131	\$728
Net income per share - basic	\$0.04	\$0.22
Net income per share - diluted	\$0.04	\$0.21

On July 18, 2014, the Company, through a wholly-owned subsidiary, Ark Jupiter RI, LLC, entered into an agreement with Crab House, Inc., and acquired certain assets and the related lease for a restaurant and bar located in Jupiter, Florida for approximately \$250,000. In connection with this transaction, the Company entered into an amended lease for an initial period expiring through December 31, 2015. The Company has the option to extend the lease through 2033. Renovations to the property totaled approximately \$750,000. The restaurant opened in the last week of January 2015 and, as a result, the Consolidated Condensed Statements of Operations for the 13 and 26-weeks ended March 28, 2015 include approximately \$498,000 and \$667,000 of pre-opening and early operating losses, respectively.

4. RECENT RESTAURANT DISPOSITIONS

Lease Expirations – The Company was advised by the landlord that it would have to vacate *The Sporting House* property located in New York-New York Hotel and Casino in Las Vegas, NV which was on a month-to-month lease. The closure of this property occurred in June 2014 and did not result in a material charge.

On May 31, 2014, the Company's lease at the *Rialto Deli* located at the Venetian Casino Resort in Las Vegas, NV expired. The closure of this property did not result in a material charge.

On October 31, 2014, the Company's lease at the *Towers Deli* located at the Venetian Casino Resort in Las Vegas, NV expired. The closure of this property did not result in a material charge.

On November 30, 2014, the Company's lease at the *Shake & Burger* located at the Venetian Casino Resort in Las Vegas, NV expired. The closure of this property did not result in a material charge.

5. NOTE RECEIVABLE

On June 7, 2011, the Company entered into a 10-year exclusive agreement to manage a yet to be constructed restaurant and catering service at Basketball City in New York City in exchange for a fee of \$1,000,000. Under the terms of the agreement, the owner of the property was to construct the facility at their expense and the Company was to pay the owner an annual fee based on sales, as defined in the agreement. Since the owner had not delivered the facility to the Company within the specified timeframe, the parties executed a promissory note for repayment of the \$1,000,000 exclusivity fee. The note bears interest at 4.0% per annum and the remaining principal balance is payable in 38 equal monthly installments of approximately \$9,000. As of March 28, 2015 the note had been repaid in full.

6. INVESTMENT IN NEW MEADOWLANDS RACETRACK

On March 12, 2013, the Company made a \$4,200,000 investment in the New Meadowlands Racetrack LLC (“NMR”) through its purchase of a membership interest in Meadowlands Newmark, LLC, an existing member of NMR. On November 19, 2013, the Company invested an additional \$464,000 in NMR through a purchase of an additional membership interest in Meadowlands Newmark, LLC resulting in a total ownership of 11.6% of Meadowlands Newmark, LLC. In addition to the Company’s ownership interest in NMR through Meadowlands Newmark, LLC, if casino gaming is approved at the Meadowlands and NMR is granted the right to conduct said gaming, neither of which can be assured, the Company shall be granted the exclusive right to operate the food and beverage concessions in the gaming facility with the exception of one restaurant. This investment has been accounted for based on the cost method and is included in Other Assets in the accompanying Consolidated Condensed Balance Sheets at March 28, 2015 and September 27, 2014. The Company periodically reviews its investments for impairment. If the Company determines that an other-than-temporary impairment has occurred, it will write-down the investment to its fair value. No indication of impairment was noted as of March 28, 2015.

In conjunction with this investment, the Company, through a 97% owned subsidiary, Ark Meadowlands LLC (“AM VIE”), also entered into a long-term agreement with NMR for the exclusive right to operate food and beverage concessions serving the new raceway facilities (the “Racing F&B Concessions”) located in the new raceway grandstand constructed at the Meadowlands Racetrack in northern New Jersey. Under the agreement, NMR is responsible to pay for the costs and expenses incurred in the operation of the Racing F&B Concessions, and all revenues and profits thereof inure to the benefit of NMR. AM VIE receives an annual fee equal to 5% of the net profits received by NMR from the Racing F&B Concessions during each calendar year. At March 28, 2015, it was determined that AM VIE is a variable interest entity. However, based on qualitative consideration of the contracts with AM VIE, the operating structure of AM VIE, the Company’s role with AM VIE, and that the Company is not obligated to absorb any expected losses of AM VIE, the Company has concluded that it is not the primary beneficiary and not required to consolidate the operations of AM VIE.

The Company’s maximum exposure to loss as a result of its involvement with AM VIE is limited to a receivable from AM VIE’s primary beneficiary (NMR, a related party) which aggregated approximately \$267,000 and \$266,000 at March 28, 2015 and September 27, 2014, respectively, and are included in Prepaid Expenses and Other Current Assets in the Consolidated Condensed Balance Sheets.

On April 25, 2014, the Company loaned \$1,500,000 to Meadowlands Newmark, LLC. The note bears interest at 3%, compounded monthly and added to the principal, and is due in its entirety on January 31, 2024. The note may be prepaid, in whole or in part, at any time without penalty or premium. The principal and accrued interest related to this note in the amount of \$1,522,954 is included in Other Assets in the Consolidated Condensed Balance Sheets at March 28, 2015 and September 27, 2014.

7. NOTES PAYABLE

Treasury Stock Repurchase – On December 12, 2011, the Company, in a private transaction, purchased 250,000 shares of its common stock at a price of \$12.50 per share, for a total of \$3,125,000. Upon the closing of the purchase, the Company paid the seller \$1,000,000 in cash and issued an unsecured promissory note to the seller for \$2,125,000. The note, which was repaid in full in November 2014, bore interest at 0.19% per annum, and was payable in 24 equal monthly installments of \$88,541, commencing on December 1, 2012.

Bank – On February 25, 2013, the Company issued a promissory note, secured by all assets of the Company, to a bank for \$3,000,000. The note bore interest at LIBOR plus 3.5% per annum, and was payable in 36 equal monthly installments of \$83,333, commencing on March 25, 2013. On February 24, 2014, in connection with the acquisition of The Rustic Inn, the Company borrowed an additional \$6,000,000 from this bank under the same terms and conditions as the original loan which was consolidated with the remaining principal balance from the original borrowing at that date. The new loan is payable in 60 equal monthly installments of \$134,722, which commenced on March 25, 2014. As of March 28, 2015, the outstanding balance of this note payable was approximately \$6,332,000.

The loan agreement provides, among other things, that the Company meet minimum quarterly tangible net worth amounts, as defined, and minimum annual net income amounts, and contains customary representations, warranties and affirmative covenants. The agreement also contains customary negative covenants, subject to negotiated exceptions, on liens, relating to other indebtedness, capital expenditures, liens, affiliate transactions, disposal of assets and certain changes in ownership. The Company was in compliance with all debt covenants as of March 28, 2015.

8. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consist of the following:

	March 28, 2015	September 27, 2014
	(In thousands)	
Sales tax payable	\$ 1,091	\$ 833
Accrued wages and payroll related costs	1,486	1,532

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Customer advance deposits	3,638	3,895
Accrued occupancy and other operating expenses	3,981	4,076
	\$10,196	\$ 10,336

9. COMMITMENTS AND CONTINGENCIES

Leases — The Company leases its restaurants, bar facilities, and administrative headquarters through its subsidiaries under terms expiring at various dates through 2032. Most of the leases provide for the payment of base rents plus real estate taxes, insurance and other expenses and, in certain instances, for the payment of a percentage of the restaurants sales in excess of stipulated amounts at such facility and in one instance based on profits.

Legal Proceedings — In the ordinary course of its business, the Company is a party to various lawsuits arising from accidents at its restaurants and worker’s compensation claims, which are generally handled by the Company’s insurance carriers. The employment by the Company of management personnel, waiters, waitresses and kitchen staff at a number of different restaurants has resulted in the institution, from time to time, of litigation alleging violation by the Company of employment discrimination laws. Management believes, based in part on the advice of counsel, that the ultimate resolution of these matters will not have a material adverse effect on the Company’s consolidated financial position, results of operations or cash flows.

10. STOCK OPTIONS

The Company has options outstanding under two stock option plans, the 2004 Stock Option Plan (the “2004 Plan”) and the 2010 Stock Option Plan (the “2010 Plan”), which was approved by shareholders in the second quarter of 2010. Effective with this

approval, the Company terminated the 2004 Plan. This action terminated the 400 authorized but unissued options under the 2004 Plan, but it did not affect any of the options previously issued under the 2004 Plan. Options granted under the 2004 Plan are exercisable at prices at least equal to the fair market value of such stock on the dates the options were granted. The options expire ten years after the date of grant.

The 2010 Stock Option Plan is the Company's only equity compensation plan currently in effect. Under the 2010 Stock Option Plan, 500,000 options were authorized for future grant. Options granted under the 2010 Plan are exercisable at prices at least equal to the fair market value of such stock on the dates the options were granted. The options expire ten years after the date of grant.

During the 13-week period ended December 27, 2014, options to purchase 136,500 shares of common stock at an exercise price of \$29.60 per share expired unexercised.

A summary of stock option activity is presented below:

	2015	Weighted Average Exercise Price	Weighted Average Contractual Term	Aggregate Intrinsic Value
	Shares			
Outstanding, beginning of period	704,161	\$ 21.66	5.5 Years	
Options:				
Granted	—			
Exercised	(16,861)	\$ 12.88		
Canceled or expired	(136,500)	\$ 29.60		
Outstanding and expected to vest, end of period (a)	550,800	\$ 19.96	6.5 Years	\$2,098,659
Exercisable, end of period (a)	345,300	\$ 18.44	5.0 Years	\$2,098,659

Compensation cost charged to operations for the 26-week periods ended March 28, 2015 and March 29, 2014 was \$208,000 and \$157,000, respectively, and for the 13-week periods ended March 28, 2015 and March 29, 2014 was \$103,000 and \$78,000, respectively.. The compensation cost recognized is classified as a general and administrative expense in the Consolidated Condensed Statements of Operations.

As of March 28, 2015, there was approximately \$504,000 of unrecognized compensation cost related to unvested stock options, which is expected to be recognized over a period of approximately 1.25 years.

11.

INCOME TAXES

The Company's provision for income taxes consists of Federal, state and local taxes in amounts necessary to align the Company's year-to-date provision for income taxes with the effective tax rate that the Company expects to achieve for the full year. The income tax provision on income from continuing operations for the 26-week periods ended March 28, 2015 and March 29, 2014 reflect effective tax rates of approximately 28% and 32%, respectively. The Company expects its effective tax rate for its current fiscal year to be significantly lower than the statutory rate as a result of the of tax credits, income from lower tax jurisdictions and operating income attributable to the non-controlling interests of the VIEs that is not taxable to the Company. The final annual tax rate cannot be determined until the end of the fiscal year; therefore, the actual tax rate could differ from current estimates.

12.

INCOME PER SHARE OF COMMON STOCK

Net income per share is calculated on the basis of the weighted average number of common shares outstanding during each period plus, for diluted net income per share, the additional dilutive effect of potential common stock. Potential common stock using the treasury stock method consists of dilutive stock options.

For the 13-week period ended March 28, 2015, options to purchase 85,500, 169,800, 205,500 and 90,000 shares of common stock at exercise prices of \$12.04, \$14.40, \$22.50 and \$32.15 per share, respectively, were not included in diluted earnings per share as their impact was anti-dilutive.

For the 26-week period ended March 28, 2015, options to purchase 85,500 shares of common stock at an exercise price of \$12.04 per share and options to purchase 169,800 shares of common stock at an exercise price \$14.40 per share were included in diluted

earnings per share. Options to purchase 205,500 shares of common stock at an exercise price of \$22.50 per share and options to purchase 90,000 shares of common stock at an exercise price of \$32.15 per share were not included in diluted earnings per share as their impact was anti-dilutive.

For the 13-week period ended March 29, 2014, options to purchase 147,800, 233,726, 136,500 and 90,000 shares of common stock at exercise prices of \$12.04, \$14.40, \$29.60 and \$32.15 per share, respectively, were not included in diluted earnings per share as their impact was anti-dilutive.

For the 26-week period ended March 29, 2014, options to purchase 147,800 shares of common stock at an exercise price of \$12.04 per share and options to purchase 233,726 shares of common stock at an exercise price \$14.40 per share were included in diluted earnings per share. Options to purchase 136,500 shares of common stock at an exercise price of \$29.60 per share and options to purchase 90,000 shares of common stock at an exercise price of \$32.15 per share were not included in diluted earnings per share as their impact was anti-dilutive.

13. DIVIDENDS

On March 3, 2015, the Board of Directors declared a quarterly dividend of \$0.25 per share on the Company's common stock to be paid on April 2, 2015 to shareholders of record at the close of business on March 16, 2015. The Company intends to continue to pay such quarterly cash dividends for the foreseeable future, however, the payment of future dividends is at the discretion of the Company's Board of Directors and is based on future earnings, cash flow, financial condition, capital requirements, changes in U.S. taxation and other relevant factors.

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

Overview

As of March 28, 2015, the Company owned and operated 21 restaurants and bars, 19 fast food concepts and catering operations, exclusively in the United States, that have similar economic characteristics, nature of products and service, class of customer and distribution methods. The Company believes it meets the criteria for aggregating its operating segments into a single reporting segment in accordance with applicable accounting guidance. The Consolidated Condensed Statements of Operations for the 13-weeks ended March 28, 2015 include revenues and earnings of approximately \$4,608,000 and \$1,133,000, respectively, related to *The Rustic Inn*. The Consolidated Condensed Statements of Operations for the 26-weeks ended March 28, 2015 include revenues and earnings of approximately \$7,800,000 and \$1,569,000, respectively, related to *The Rustic Inn*.

Accounting Period

Our fiscal year ends on the Saturday nearest September 30. We report fiscal years under a 52/53-week format. This reporting method is used by many companies in the hospitality industry and is meant to improve year-to-year comparisons of operating results. Under this method, certain years will contain 53 weeks. The periods ended March 28, 2015 and March 29, 2014 included 13 weeks, respectively.

Seasonality

The Company has substantial fixed costs that do not decline proportionately with sales. The first and second fiscal quarters, which include the winter months, usually reflect lower customer traffic than in the third and fourth fiscal quarters. In addition, sales in the third and fourth fiscal quarters can be adversely affected by inclement weather due to the significant amount of outdoor seating at the Company's restaurants.

Results of Operations

The Company's operating loss for the 13 weeks ended March 28, 2015 was (\$634,000) as compared to operating income of \$149,000 for the 13 weeks ended March 29, 2014. This decrease resulted primarily from: (i) pre-opening and early operating losses in the amount of approximately \$500,000 at our new restaurant, *The Rustic Inn* in Jupiter, FL, (ii) a decrease in the usage of complimentary by the ownership of the casinos and increased competition at our Florida properties, and (iii) the closure of four properties in Las Vegas as a result of lease expirations (*The Sporting House*, *Rialto Deli*, *Shake & Burger* and *Towers Deli*) all subsequent to the 26-weeks ended March 29, 2014, partially

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offset by operating income of *The Rustic Inn* in Dania Beach, FL of \$436,000 combined with a significant improvement in the performance of *Clyde Frazier's Wine and Dine*.

The following table summarizes the significant components of the Company's operating results for the 13-week periods ended March 28, 2015 and March 29, 2014, respectively:

	13 Weeks Ended		Variance		26 Weeks Ended		Variance	
	March 28, 2015	March 29, 2014	\$	%	March 28, 2015	March 29, 2014	\$	%
	(in thousands)				(in thousands)			
REVENUES:								
Food and beverage sales	\$31,213	\$30,680	\$533	1.7 %	\$64,262	\$62,437	\$1,825	2.9 %
Other revenue	335	357	(22)	-6.2 %	644	739	(95)	-12.9 %
Total revenues	31,548	31,037	511	1.6 %	64,906	63,176	1,730	2.7 %
COSTS AND EXPENSES:								
Food and beverage cost of sales	9,171	8,373	798	9.5 %	17,918	16,227	1,691	10.4 %
Payroll expenses	11,285	10,559	726	6.9 %	22,139	21,038	1,101	5.2 %
Occupancy expenses	3,823	4,154	(331)	-8.0 %	8,016	8,555	(539)	-6.3 %
Other operating costs and expenses	4,374	4,322	52	1.2 %	8,614	8,529	85	1.0 %
General and administrative expenses	2,431	2,374	57	2.4 %	5,431	5,223	208	4.0 %
Depreciation and amortization	1,098	1,106	(8)	-0.7 %	2,203	2,253	(50)	-2.2 %
Total costs and expenses	32,182	30,888	1,294	4.2 %	64,321	61,825	2,496	4.0 %
OPERATING INCOME (LOSS)	\$(634)	\$149	\$(783)	NM	\$585	\$1,351	\$(766)	-56.7 %

NM – not meaningful

Revenues

During the Company's 13 and 26-week periods ended March 28, 2015, revenues increased 1.6% and 2.7% as compared to revenues in the 13 and 26-week periods ended March 29, 2014. This increase resulted primarily from: (i) revenues related to *The Rustic Inn* in Dania Beach, FL (which was acquired on February 24, 2014), (ii) revenues relate to *The Rustic Inn* in Jupiter Florida ("*RI Jupiter*", which opened on January 28, 2015), and (ii) strong catering revenues in New York, partially offset by increased competition and a decrease in the usage of complimentary by the ownership of the casinos at our Florida properties combined with the closure of four properties in Las Vegas as a result of lease expirations (*The Sporting House*, *Rialto Deli*, *Shake & Burger* and *Towers Deli*) all subsequent to the 26-weeks ended March 29, 2014.

Food and Beverage Same-Store Sales

On a Company-wide basis, same-store sales decreased 6.1% during the second fiscal quarter of 2015 as compared to the same period last year as follows:

	13 Weeks Ended		Variance	
	March	March		
	28,	29,	\$	%
	2015	2014		
	(in thousands)			
Las Vegas	\$11,784	\$12,626	\$(842)	-6.7 %
New York	5,710	5,681	29	0.5 %
Washington, DC	1,966	2,118	(152)	-7.2 %
Atlantic City, NJ	1,635	1,452	183	12.6 %
Boston	513	607	(94)	-15.5 %
Connecticut	890	957	(67)	-7.0 %
Florida	4,357	5,149	(792)	-15.4 %
Same-store sales	26,855	28,590	\$(1,735)	