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Wendy's Co  
Form 10-Q  
May 08, 2014

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

FORM 10-Q

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

For the quarterly period ended March 30, 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: 1-2207

THE WENDY'S COMPANY

(Exact name of registrants as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

38-0471180

(I.R.S. Employer Identification No.)

One Dave Thomas Blvd., Dublin, Ohio  
(Address of principal executive offices)

43017  
(Zip Code)

(614) 764-3100

(Registrant's telephone number, including area code)

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 (section 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 the 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  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

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There were 366,812,087 shares of The Wendy's Company common stock outstanding as of May 2, 2014.

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THE WENDY'S COMPANY AND SUBSIDIARIES  
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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements.

THE WENDY'S COMPANY AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED BALANCE SHEETS  
 (In Thousands)

	March 30, 2014 (Unaudited)	December 29, 2013
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$384,695	\$580,152
Accounts and notes receivable	63,192	62,885
Inventories	9,032	10,226
Prepaid expenses and other current assets	65,847	81,759
Deferred income tax benefit	116,319	120,206
Advertising funds restricted assets	71,653	67,183
Total current assets	710,738	922,411
Properties	1,146,996	1,165,487
Goodwill	826,686	842,544
Other intangible assets	1,344,862	1,305,780
Investments	79,909	83,197
Deferred costs and other assets	44,886	43,621
Total assets	\$4,154,077	\$4,363,040
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current portion of long-term debt	\$37,814	\$38,543
Accounts payable	60,397	83,700
Accrued expenses and other current liabilities	139,047	160,100
Advertising funds restricted liabilities	71,653	67,183
Total current liabilities	308,911	349,526
Long-term debt	1,423,756	1,425,285
Deferred income taxes	492,264	482,499
Other liabilities	205,992	176,244
Commitments and contingencies		
Stockholders' equity:		
Common stock, \$0.10 par value; 1,500,000 shares authorized; 470,424 shares issued	47,042	47,042
Additional paid-in capital	2,826,224	2,794,445
Accumulated deficit	(464,228	) (492,215
Common stock held in treasury, at cost; 103,736 and 77,637 shares	(668,207	) (409,449
Accumulated other comprehensive loss	(17,677	) (10,337
Total stockholders' equity	1,723,154	1,929,486
Total liabilities and stockholders' equity	\$4,154,077	\$4,363,040

See accompanying notes to condensed consolidated financial statements.



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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In Thousands Except Per Share Amounts)

	Three Months Ended		
	March 30, 2014 (Unaudited)	March 31, 2013	
Revenues:			
Sales	\$432,630	\$530,673	
Franchise revenues	90,566	73,009	
	523,196	603,682	
Costs and expenses:			
Cost of sales	374,190	460,828	
General and administrative	70,366	65,310	
Depreciation and amortization	42,021	51,797	
Facilities action (income) charges, net	(44,033	) 3,038	
Impairment of long-lived assets	332	—	
Other operating (income) expense, net	(8,694	) 245	
	434,182	581,218	
Operating profit	89,014	22,464	
Interest expense	(12,994	) (20,964	)
Other income (expense), net	523	(2,271	)
Income (loss) before income taxes	76,543	(771	)
(Provision for) benefit from income taxes	(30,240	) 2,904	
Net income	\$46,303	\$2,133	
Basic and diluted net income per share	\$.12	\$.01	
Dividends per share	\$.05	\$.04	

See accompanying notes to condensed consolidated financial statements.

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## THE WENDY'S COMPANY AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(In Thousands)

	Three Months Ended	
	March 30, 2014 (Unaudited)	March 31, 2013
Net income	\$46,303	\$2,133
Other comprehensive loss, net:		
Foreign currency translation adjustment	(7,220	) (5,069
Change in unrecognized pension loss, net of income tax (provision) benefit of \$(213) and \$37, respectively	338	(62
Unrealized loss on cash flow hedges, net of income tax benefit of \$287	(458	) —
Other comprehensive loss, net	(7,340	) (5,131
Comprehensive income (loss)	\$38,963	\$(2,998

See accompanying notes to condensed consolidated financial statements.

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THE WENDY'S COMPANY AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (In Thousands)

	Three Months Ended		
	March 30, 2014	March 31, 2013	
	(Unaudited)		
Cash flows from operating activities:			
Net income	\$46,303	\$2,133	
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	42,496	52,382	
Share-based compensation	10,584	3,010	
System Optimization Remeasurement	2,197	—	
Impairment of long-lived assets	332	—	
Deferred income tax	32,620	2,593	
Excess tax benefits from share-based compensation	(18,144)	) —	
Non-cash rent expense	1,726	2,156	
Net receipt (recognition) of deferred vendor incentives	16,800	(4,797)	)
Gain on sales of restaurants, net	(60,941)	) —	
Gain on disposal of assets, net	(12,051)	) —	
Distributions received from TimWen joint venture	3,164	2,701	
Equity in earnings in joint ventures, net	(2,156)	) (1,191)	)
Accretion of long-term debt	296	1,929	
Amortization of deferred financing costs	566	762	
Other, net	(6,571)	) (7,784)	)
Changes in operating assets and liabilities:			
Accounts and notes receivable	(340)	) 1,858	
Inventories	1,156	1,285	
Prepaid expenses and other current assets	(6,057)	) 148	
Accounts payable	(3,012)	) (2,409)	)
Accrued expenses and other current liabilities	(34,227)	) (22,172)	)
Net cash provided by operating activities	14,741	32,604	
Cash flows from investing activities:			
Capital expenditures	(53,058)	) (39,977)	)
Dispositions	108,457	2,104	
Franchise loans, net	292	127	
Other, net	33	151	
Net cash provided by (used in) investing activities	55,724	(37,595)	)
Cash flows from financing activities:			
Repayments of long-term debt	(9,900)	) (6,506)	)
Repurchases of common stock	(277,261)	) —	
Dividends	(18,306)	) (15,703)	)
Proceeds from stock option exercises	23,147	3,564	
Excess tax benefits from share-based compensation	18,144	—	
Net cash used in financing activities	(264,176)	) (18,645)	)
Net cash used in operations before effect of exchange rate changes on cash	(193,711)	) (23,636)	)
Effect of exchange rate changes on cash	(1,746)	) (1,041)	)
Net decrease in cash and cash equivalents	(195,457)	) (24,677)	)
Cash and cash equivalents at beginning of period	580,152	453,361	



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Cash and cash equivalents at end of period	\$384,695	\$428,684
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## THE WENDY'S COMPANY AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS—CONTINUED

(In Thousands)

	Three Months Ended	
	March 30, 2014	March 31, 2013
	(Unaudited)	
Supplemental cash flow information:		
Cash paid for:		
Interest	\$11,368	\$18,914
Income taxes (refunds), net	\$2,270	\$(306)
Supplemental non-cash investing and financing activities:		
Capital expenditures included in accounts payable	\$25,152	\$12,897
Capitalized lease obligations	\$7,523	\$1,035

See accompanying notes to condensed consolidated financial statements.

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## THE WENDY'S COMPANY AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In Thousands Except Per Share Amounts)

## (1) Basis of Presentation

The accompanying unaudited condensed consolidated financial statements (the "Financial Statements") of The Wendy's Company ("The Wendy's Company" and, together with its subsidiaries, the "Company," "we," "us" or "our") have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and therefore, do not include all information and footnotes required by GAAP for complete financial statements. In our opinion, the Financial Statements contain all adjustments necessary to present fairly our financial position as of March 30, 2014 and the results of our operations and cash flows for the three months ended March 30, 2014 and March 31, 2013. The results of operations for the three months ended March 30, 2014 are not necessarily indicative of the results to be expected for the full 2014 fiscal year. These Financial Statements should be read in conjunction with the audited consolidated financial statements for The Wendy's Company and notes thereto, included in our Annual Report on Form 10-K for the fiscal year ended December 29, 2013 (the "Form 10-K").

The principal subsidiary of the Company is Wendy's International, LLC ("Wendy's") and its subsidiaries (formerly known as Wendy's International, Inc.). The Company manages and internally reports its business geographically. The operation and franchising of Wendy's® restaurants in North America (defined as the U.S. and Canada) comprises virtually all of our current operations and represents a single reportable segment. The revenues and operating results of Wendy's restaurants outside of North America are not material.

We report on a fiscal year consisting of 52 or 53 weeks ending on the Sunday closest to December 31. All three month periods presented herein contain 13 weeks. All references to years and quarters relate to fiscal periods rather than calendar periods.

Certain reclassifications have been made to prior year presentation to conform to the current year presentation.

In connection with the reimagining of restaurants as part of our Image Activation program, we have recorded \$9,558 and \$14,508 of accelerated depreciation and amortization during the three months ended March 30, 2014 and March 31, 2013, respectively, on certain long-lived assets to reflect their use over shortened estimated useful lives. We describe the circumstances under which we record accelerated depreciation and amortization for properties in our Form 10-K.

## (2) Facilities Action (Income) Charges, Net

	Three Months Ended	
	March 30, 2014	March 31, 2013
System optimization initiative	\$(44,033	) \$—
Facilities relocation and other transition costs	—	2,170
Breakfast discontinuation	—	668
Arby's transaction related costs	—	200
	\$(44,033	) \$3,038

## System Optimization Initiative

The Company completed its system optimization initiative, announced in July 2013, with the sale of 174 company-owned restaurants to franchisees during the first quarter of 2014. In total, the Company has sold 418 restaurants during 2013 and 2014, under its system optimization initiative. This initiative also included the

consolidation of regional and divisional territories which was completed as of the beginning of the 2014 fiscal year. As a result of the system optimization initiative, the Company recorded losses on remeasuring long-lived assets to fair value upon determination that the assets were going to be leased and/or subleased to franchisees in connection with the sale of restaurants (“System Optimization Remeasurement”). Gains or losses recognized on sales of restaurants under the system optimization initiative, as well as costs incurred related to the system optimization initiative are recorded to “Facilities action (income) charges, net” in our condensed consolidated statements of operations. The Company anticipates post-closing adjustments on sales of restaurants; however, it does not anticipate any significant additional charges under the system optimization initiative.

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## THE WENDY'S COMPANY AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In Thousands Except Per Share Amounts)

The following is a summary of the activity recorded under our system optimization initiative:

	Three Months Ended March 30, 2014	Total Incurred Since Inception
Gain on sales of restaurants, net	\$(60,941 )	\$(107,608 )
System Optimization Remeasurement (a)	2,197	22,703
Accelerated amortization (b)	475	17,382
Severance and related employee costs	5,533	15,183
Share-based compensation (c)	3,635	4,888
Professional fees	2,631	5,020
Other	2,437	3,300
Total system optimization initiative	\$(44,033 )	\$(39,132 )

Includes remeasurement of land, buildings, leasehold improvements and favorable lease assets at all (a) company-owned restaurants included in our system optimization initiative. See Note 5 for more information on non-recurring fair value measurements.

(b) Includes accelerated amortization of previously acquired franchise rights related to company-owned restaurants in territories that were sold in connection with our system optimization initiative.

Represents incremental share-based compensation resulting from the modification of stock options and (c) performance-based awards in connection with the termination of employees under our system optimization initiative.

## Gain on Sales of Restaurants, Net

	Three Months Ended March 30, 2014
Number of restaurants sold to franchisees	174
Proceeds from sales of restaurants	\$94,991
Net assets sold (a)	(41,219 )
Goodwill related to sales of restaurants	(12,643 )
Net favorable lease assets (b)	20,921
Other	478
	62,528
Post-closing adjustments on sales of restaurants	(1,587 )
Gain on sales of restaurants, net	\$60,941

(a) Net assets sold consisted primarily of cash, inventory and equipment.

(b)

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The Company recorded favorable lease assets of \$43,332 and unfavorable lease liabilities of \$22,411 as a result of leasing and/or subleasing land, buildings, and/or leasehold improvements to franchisees, in connection with sales of restaurants.

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## THE WENDY'S COMPANY AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In Thousands Except Per Share Amounts)

As of March 30, 2014, there were no remaining restaurant assets held for sale under the system optimization initiative.

The table below presents a rollforward of our accrual for the system optimization initiative, which is included in "Accrued expenses and other current liabilities."

	Balance December 29, 2013	Charges	Payments	Balance March 30, 2014
Severance and employee related costs	\$7,051	\$5,533	\$(5,392)	) \$7,192
Professional fees	137	2,631	(2,330)	) 438
Other	260	2,437	(1,835)	) 862
	\$7,448	\$10,601	\$(9,557)	) \$8,492

## Facilities Relocation and Other Transition Costs

As announced in December 2011, we commenced the relocation of the Company's Atlanta restaurant support center to Ohio, which was substantially completed during 2012. The Company incurred \$2,170 of expense during the three months ended March 31, 2013 and \$39,091 since inception. The Company did not incur any expenses during the three months ended March 31, 2014 and does not expect to incur additional costs related to the relocation. As of March 30, 2014, our accruals for facilities relocation costs, which are included in "Accrued expenses and other current liabilities" and "Other liabilities," totaled \$2,701 and primarily related to Atlanta facility closure costs.

## Breakfast Discontinuation

During the three months ended March 31, 2013, we reflected \$668 of costs resulting from the discontinuation of the breakfast daypart at certain restaurants which primarily consisted of the remaining carrying value of breakfast related equipment no longer being used. The Company does not expect to incur additional costs related to the breakfast discontinuation.

## (3) Acquisitions and Dispositions

## Acquisitions

During the three months ended March 31, 2013, Wendy's acquired one franchised restaurant; such transaction was not significant.

## Dispositions

During the three months ended March 30, 2014, Wendy's received cash proceeds of \$13,466 from dispositions, which were not part of the system optimization initiative, consisting of (1) \$6,569 from the sale of four company-owned restaurants to a franchisee, (2) \$3,749 primarily from the sale of surplus properties and (3) \$3,148 from the sale of a company-owned aircraft. These sales resulted in a net gain of \$12,051 which is included in "Other operating (income) expense, net," and included the effect of (1) favorable lease assets of \$4,060 in connection with leasing and/or subleasing the restaurant properties to the franchisee and (2) a reduction to goodwill of \$1,015 related to the sale of company-owned restaurants. See Note 2 for discussion of restaurant dispositions in connection with our system

optimization initiative.

During the three months ended March 31, 2013, Wendy's received cash proceeds of \$2,104 from the sale of surplus properties and other equipment. These sales resulted in a net gain of \$564.

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## THE WENDY'S COMPANY AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In Thousands Except Per Share Amounts)

## (4) Investments

## Investment in Joint Venture with Tim Hortons Inc.

Wendy's is a partner in a Canadian restaurant real estate joint venture ("TimWen") with Tim Hortons Inc. Wendy's 50% share of the joint venture is accounted for using the equity method of accounting. Our equity in earnings from TimWen is included in "Other operating (income) expense, net."

Presented below is an unaudited summary of activity related to our investment in TimWen included in our unaudited condensed consolidated financial statements:

	Three Months Ended	
	March 30, 2014	March 31, 2013
Balance at beginning of period	\$79,810	\$89,370
Equity in earnings for the period	2,815	3,124
Amortization of purchase price adjustments (a)	(659	) (777
	2,156	2,347
Distributions received	(3,164	) (2,701
Foreign currency translation adjustment included in "Other comprehensive loss, net"	(2,548	) (1,877
Balance at end of period (b)	\$76,254	\$87,139

(a) Based upon an average original aggregate life of 21 years.

(b) Included in "Investments."

Presented below is a summary of certain unaudited interim income statement information of TimWen:

	Three Months Ended	
	March 30, 2014	March 31, 2013
Revenues	\$8,292	\$9,024
Income before income taxes and net income	5,630	6,247

## (5) Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Valuation techniques under the accounting guidance related to fair value measurements are based on observable and unobservable inputs. Observable inputs reflect readily obtainable data from independent sources, while unobservable inputs reflect our market assumptions. These inputs are classified into the following hierarchy:

Level 1 Inputs - Quoted prices for identical assets or liabilities in active markets.

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Level 2 Inputs - Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 Inputs - Pricing inputs are unobservable for the assets or liabilities and include situations where there is little, if any, market activity for the assets or liabilities. The inputs into the determination of fair value require significant management judgment or estimation.

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## THE WENDY'S COMPANY AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In Thousands Except Per Share Amounts)

## Financial Instruments

The following table presents the carrying amounts and estimated fair values of the Company's financial instruments at March 30, 2014 and December 29, 2013:

	March 30, 2014		December 29, 2013		Fair Value Measurements
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	
Financial assets					
Cash equivalents	\$199,957	\$199,957	\$405,874	\$405,874	Level 1
Non-current cost method investments (a)	3,655	106,787	3,387	130,433	Level 3
Cash flow hedges (b)	467	467	1,212	1,212	Level 2
Financial liabilities					
Term A Loans, due in 2018 (c)	563,402	562,698	570,625	569,555	Level 2
Term B Loans, due in 2019 (c)	765,528	762,933	767,452	767,452	Level 2
7% debentures, due in 2025 (c)	84,962	102,250	84,666	98,250	Level 2
Capital lease obligations (d)	47,678	48,855	40,732	38,716	Level 3
Guarantees of franchisee loan obligations (e)	896	896	884	884	Level 3

The fair value of our indirect investment in Arby's Restaurant Group, Inc. ("Arby's") is based on applying a multiple to Arby's earnings before income taxes, depreciation and amortization per its current unaudited financial information. Refer to the Form 10-K for more information related to the indirect investment in Arby's and the reduction of the carrying value of our investment to zero during 2013 in connection with the receipt of a dividend.

(a) The fair values of our remaining investments were based on our review of information provided by the investment managers or investees which was based on (1) valuations performed by the investment managers or investees, (2) quoted market or broker/dealer prices for similar investments and (3) quoted market or broker/dealer prices adjusted by the investment managers for legal or contractual restrictions, risk of nonperformance or lack of marketability, depending upon the underlying investments.

(b) The fair values were developed using market observable data for all significant inputs.

(c) The fair values were based on quoted market prices in markets that are not considered active markets.

The fair values were determined by discounting the future scheduled principal payments using an interest rate (d) assuming the same original issuance spread over a current U.S. Treasury bond yield for securities with similar durations.

(e) Wendy's has provided loan guarantees to various lenders on behalf of franchisees entering into debt arrangements for new restaurant development and equipment financing. In addition during 2012, Wendy's provided a guarantee to a lender for a franchisee in connection with the refinancing of the franchisee's debt. We have accrued a liability for the fair value of these guarantees, the calculation of which was based upon a weighted average risk percentage

established at inception adjusted for a history of defaults.

The carrying amounts of cash, accounts payable and accrued expenses approximated fair value due to the short-term nature of those items. The carrying amounts of accounts and notes receivable (both current and non-current) approximated fair value due to the effect of the related allowance for doubtful accounts. Our derivative instruments, cash and cash equivalents and guarantees are the only financial assets and liabilities measured and recorded at fair value on a recurring basis.

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THE WENDY'S COMPANY AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In Thousands Except Per Share Amounts)

Derivative Instruments

The Company's primary objective for entering into interest rate swap agreements is to manage its exposure to changes in interest rates, as well as to maintain an appropriate mix of fixed and variable rate debt.

Our derivative instruments for the periods presented consist of seven forward starting interest rate swap agreements to change the floating rate interest payments associated with \$350,000 and \$100,000 in borrowings expected to be outstanding under our Term A Loans and Term B Loans, respectively, to fixed interest rate obligations beginning on June 30, 2015 and maturing on December 31, 2017. At inception, the forward starting swap agreements were designated as cash flow hedges and are evaluated for effectiveness quarterly.

As of March 30, 2014 and December 29, 2013, the fair value of the cash flow hedges of \$467 and \$1,212, respectively, was included in "Deferred costs and other assets" and as an adjustment to "Accumulated other comprehensive loss." Through March 30, 2014, no hedge ineffectiveness has occurred relating to these cash flow hedges.

Our derivative instruments for the three months ended March 31, 2013 included interest rate swaps on our 6.20% Senior Notes with notional amounts totaling \$225,000 that were all designated as fair value hedges. Interest income on the interest rate swaps was \$1,435 for the three months ended March 31, 2013 and there was no ineffectiveness through their termination in October 2013, in connection with the redemption of the 6.20% Senior Notes.

The Company may be exposed to credit losses in the event of nonperformance by the counterparties to its derivative financial instrument contracts. We anticipate that the counterparties will be able to fully satisfy their obligations under the contracts. We do not obtain collateral or other security to support derivative financial instruments subject to credit risk and our interest rate swaps are not cleared through a central clearinghouse; however we do monitor the credit standing of the counterparties. All of the Company's financial instruments were in an asset position as of March 30, 2014 and therefore presented gross in the condensed consolidated balance sheets.

Non-Recurring Fair Value Measurements

The following tables present the fair values for those assets and liabilities measured at fair value on a non-recurring basis during the three months ended March 30, 2014 and the year ended December 29, 2013 and the resulting impact on the condensed consolidated statements of operations.

Total losses for the three months ended March 30, 2014 and the year ended December 29, 2013 reflect the impact of remeasuring long-lived assets (including land, buildings, leasehold improvements and favorable lease assets) at certain company-owned restaurants to fair value as a result of the Company's decision to lease and/or sublease the land and/or buildings and sell certain other restaurant assets to franchisees. Such losses totaling \$2,197 and \$20,506 have been presented as System Optimization Remeasurement and included in "Facilities action (income) charges, net" in our condensed consolidated statement of operations for the three months ended March 30, 2014 and the year ended December 29, 2013, respectively. The fair value of long-lived assets presented in the table below represents the remaining carrying value of the long-lived assets discussed above and was based upon discounted cash flows of future anticipated lease and sublease income. See Note 2 for more information on our system optimization initiative and the related activity included in "Facilities action (income) charges, net" including System Optimization Remeasurement.

Total losses for the three months ended March 30, 2014 also includes \$332 from remeasuring land and buildings to fair value in connection with closing company-owned restaurants and classifying such properties as held for sale. Total losses for the year ended December 29, 2013 also include the impact of remeasuring the following to fair value (1) long-lived assets at company-owned restaurants of \$9,094, (2) certain surplus properties and properties held for sale of \$1,458 and (3) company-owned aircraft of \$5,327 as a result of the Company's decision to sell the aircraft and classify as held for sale. Such losses have been presented as "Impairment of long-lived assets" in our consolidated statements of operations. The fair values of long-lived assets and the aircraft presented in the table below represent the remaining carrying value and were estimated based on current market values. During the first quarter of 2014, one of the aircraft was sold resulting in a gain of \$66.

Total losses for the year ended December 29, 2013 also include the impact of remeasuring goodwill associated with our international franchise restaurants reporting unit in connection with our annual goodwill impairment test. Such losses totaling \$9,397 represent the total amount of goodwill recorded for our international franchise restaurants reporting unit and were presented as "Impairment of goodwill" in our consolidated statement of operations for the year ended December 29, 2013.

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## THE WENDY'S COMPANY AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In Thousands Except Per Share Amounts)

	March 30, 2014	Fair Value Measurements			Three Months Ended March 30, 2014
		Level 1	Level 2	Level 3	Total Losses
Long-lived assets	\$ 1,486	\$ —	\$ —	\$ 1,486	\$ 2,529
Total	\$ 1,486	\$ —	\$ —	\$ 1,486	\$ 2,529

	December 29, 2013	Fair Value Measurements			2013
		Level 1	Level 2	Level 3	Total Losses
Long-lived assets	\$ 14,788	\$ —	\$ —	\$ 14,788	\$ 31,058
Goodwill	—	—	—	—	9,397
Aircraft	8,500	—	—	8,500	5,327
Total	\$ 23,288	\$ —	\$ —	\$ 23,288	\$ 45,782

## (6) Income Taxes

The Company's effective tax rate and effective tax rate benefit for the three months ended March 30, 2014 and March 31, 2013 was 39.5% and 376.7%, respectively. The Company's effective tax rate varies from the U.S. federal statutory rate of 35% due to the effect of (1) state income taxes net of federal benefit, (2) the system optimization initiative described in Note 2, (3) foreign rate differential, (4) adjustments related to prior year tax matters and (5) the reversal of deferred tax liabilities during the three months ended March 31, 2013 on temporary differences related to investments in foreign subsidiaries which the Company considers permanently invested outside of the U.S.

In January 2014 the Company adopted the Financial Accounting Standards Board ("FASB") amendment requiring unrecognized tax benefits to be presented as a reduction to deferred tax assets when a net operating loss carryforward, a similar tax loss or a tax credit carryforward exists. The adoption of this amendment resulted in a reduction of \$6,214 in the liability for unrecognized tax benefits and a corresponding increase to net non-current deferred income tax liabilities. Other than the item described above, there were no significant changes to unrecognized tax benefits or related interest and penalties for the Company during the three months ended March 30, 2014 and March 31, 2013.

The Company participates in the Internal Revenue Service Compliance Assurance Process. During the first quarter of 2014, we concluded, without adjustment, the examination of our December 30, 2012 tax return.

On March 31, 2014, New York enacted a mandatory consolidated return filing requirement. The Company estimates this new requirement will result in a tax provision of approximately \$3,200 for the effects of changes to the state deferred tax rate, net of federal benefit, which will be recorded in the second quarter of 2014.

## (7) Net Income Per Share

Basic net income per share for the three months ended March 30, 2014 and March 31, 2013 was computed by dividing net income amounts by the weighted average number of common shares outstanding.

The weighted average number of shares used to calculate basic and diluted net income per share were as follows:

Three Months Ended

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	March 30, 2014	March 31, 2013
Common stock:		
Weighted average basic shares outstanding	381,551	392,498
Dilutive effect of stock options and restricted shares	7,801	3,196
Weighted average diluted shares outstanding	389,352	395,694

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## THE WENDY'S COMPANY AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In Thousands Except Per Share Amounts)

Diluted net income per share for the three months ended March 30, 2014 and March 31, 2013 was computed by dividing net income by the weighted average number of basic shares outstanding plus the potential common share effect of dilutive stock options and restricted shares. As of March 30, 2014 and March 31, 2013, we excluded 5,855 and 17,831, respectively, of potential common shares from our diluted net income per share calculation as they would have had anti-dilutive effects.

## (8) Equity

## Stockholders' Equity

The following is a summary of the changes in stockholders' equity:

	Three Months Ended	
	March 30, 2014	March 31, 2013
Balance, beginning of year	\$1,929,486	\$1,985,855
Comprehensive income (loss)	38,963	(2,998 )
Dividends	(18,306 )	(15,703 )
Repurchases of common stock	(277,261 )	—
Share-based compensation	10,584	3,010
Exercises of stock options	22,780	3,256
Vesting of restricted shares	(999 )	(41 )
Tax benefit (charge) from share-based compensation	17,867	(1,934 )
Other	40	34
Balance, end of the period	\$1,723,154	\$1,971,479

## Repurchases of Common Stock

In January 2014, our Board of Directors authorized a new repurchase program for up to \$275,000 of our common stock through the end of fiscal year 2014, when and if market conditions warrant and to the extent legally permissible. As part of the repurchase program, the Board of Directors also authorized the commencement of a modified Dutch auction tender offer to repurchase shares of our common stock for an aggregate purchase price of up to \$275,000.

On February 11, 2014, the tender offer expired and on February 19, 2014, the Company repurchased 29,730 shares for an aggregate purchase price of \$275,000. As a result, the repurchase program authorized in January 2014 has been completed. The Company incurred costs of \$2,261 in connection with the tender offer, which were recorded to treasury stock.

## Accumulated Other Comprehensive Loss

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## THE WENDY'S COMPANY AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In Thousands Except Per Share Amounts)

The following table provides a rollforward of the components of accumulated other comprehensive (loss) income attributable to The Wendy's Company, net of tax as applicable:

	Foreign Currency Translation	Cash Flow Hedges	Pension	Total
Balance at December 29, 2013	\$ (9,803	) \$ 744	\$ (1,278	) \$ (10,337 )
Current-period other comprehensive (loss) income	(7,220	) (458	) 338	(7,340 )
Balance at March 30, 2014	\$ (17,023	) \$ 286	\$ (940	) \$ (17,677 )
Balance at December 30, 2012	\$ 7,197	\$ —	\$ (1,216	) \$ 5,981
Current-period other comprehensive loss	(5,069	) —	(62	) (5,131 )
Balance at March 31, 2013	\$ 2,128	\$ —	\$ (1,278	) \$ 850

The cumulative gains and losses on these items are included in "Accumulated other comprehensive loss" in the condensed consolidated balance sheets.

## (9) Transactions with Related Parties

Except as described below, the Company did not have any significant changes in or transactions with its related parties during the current fiscal period since those reported in the Form 10-K.

## Transactions with Purchasing Cooperative

Wendy's received \$46 and \$49 of lease income from its purchasing cooperative, Quality Supply Chain Co-op, Inc. ("QSCC") during the three months ended March 30, 2014 and March 31, 2013, respectively, which has been recorded as a reduction of "General and administrative."

## Transactions with a Management Company

The Wendy's Company, through a wholly-owned subsidiary, was party to a three-year aircraft management and lease agreement, which expired in March 2014, with CitationAir, a subsidiary of Cessna Aircraft Company, pursuant to which the Company leased a corporate aircraft to CitationAir to use as part of its Jet Card program fleet. The Company entered into the lease agreement as a means of offsetting the cost of owning and operating the corporate aircraft by receiving revenue from third parties' use of such aircraft. Under the terms of the lease agreement, the Company paid annual management and flight crew fees to CitationAir and reimbursed CitationAir for maintenance costs and fuel usage related to the corporate aircraft. In return, CitationAir paid a negotiated fee to the Company based on the number of hours that the corporate aircraft was used by Jet Card members. This fee was reduced based on the number of hours that (1) the Company used other aircraft in the Jet Card program fleet and (2) Jet Card members who are affiliated with the Company used the corporate aircraft or other aircraft in the Jet Card program fleet. The Company's participation in the aircraft management and lease agreement reduced the aggregate costs that the Company would otherwise have incurred in connection with owning and operating the corporate aircraft. Under the terms of the lease agreement, the Company's directors had the opportunity to become Jet Card members and to use aircraft in the Jet Card program fleet at the same negotiated fee paid by the Company as provided for under the lease agreement. During the three months ended March 30, 2014 and March 31, 2013, our Chairman, who was also our former Chief Executive Officer and our Vice Chairman, who was our former President and Chief Operating Officer (the "Former Executives") and a director, who was our former Vice Chairman, and members of their immediate

families, used their Jet Card agreements for business and personal travel on aircraft in the Jet Card program fleet. A management company formed by the Former Executives and a director, who was our former Vice Chairman, paid CitationAir directly, and the Company received credit from CitationAir for charges related to such travel of approximately \$375 and \$499 during the three months ended March 30, 2014 and March 31, 2013, respectively.

#### TimWen Lease Expense and Management Fees

A wholly-owned subsidiary of Wendy's leases restaurant facilities from TimWen for the operation of Wendy's/Tim Hortons combo units in Canada. Wendy's paid TimWen \$1,418 and \$1,524 under such leases during the three months ended March 30,

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THE WENDY'S COMPANY AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In Thousands Except Per Share Amounts)

2014 and March 31, 2013, respectively, which have been included in "Cost of sales." In addition, TimWen paid Wendy's a management fee under the TimWen joint venture agreement, of \$62 and \$68 during the three months ended March 30, 2014 and March 31, 2013, respectively, which has been included as a reduction to "General and administrative."

Sale of Company-Owned Restaurants to Arizona Restaurant Company, LLC

On March 24, 2014, the Company completed the sale of 40 Company-owned restaurants in the Phoenix, Arizona market to Arizona Restaurant Company, LLC ("ARC") as part of the Company's system optimization initiative. John N. Peters, who served as the Company's Senior Vice President – North America Operations until his retirement on March 10, 2014, is a 10% owner and manager of ARC. Pursuant to an Asset Purchase Agreement dated November 20, 2013 and related transaction documents: (1) the Company sold to ARC substantially all of the assets (other than real property) used in the operation of the restaurants for an aggregate purchase price of approximately \$21,000 (including inventory, cash banks and franchise and development fees), subject to adjustment as set forth in the agreement; (2) the Company and ARC entered into lease and sublease agreements with respect to the real property and buildings for the restaurants pursuant to which the Company receives aggregate monthly payments from ARC of approximately \$300; and (3) ARC agreed to develop five new restaurants and complete Image Activation remodels at seven existing restaurants following the closing. As of March 30, 2014 the Company had accrued \$151 for amounts owed to Mr. Peters in accordance with his employment.

Other Related Party Transactions

As part of its overall retention efforts, The Wendy's Company provided certain of its Former Executives and current and former employees, the opportunity to co-invest with The Wendy's Company in certain investments. During 2013, The Wendy's Company and certain of its former management had one remaining co-investment, 280 BT Holdings LLC ("280 BT"), a limited liability company formed to invest in certain operating entities. In early 2014, 280 BT received a liquidating distribution following the dissolution of its last investment. Upon receipt of the liquidating distribution, 280 BT made a final, equivalent distribution to its members in accordance with the terms of its operating agreement. The ownership percentages in 280 BT for the purpose of the distribution for The Wendy's Company, the former officers of The Wendy's Company and other investors were 80.1%, 11.2% and 8.7%, respectively. The distribution during the three months ended March 30, 2014 to The Wendy's Company and the former officers of The Wendy's Company was \$22 and \$5, respectively. 280 BT did not make any distributions to its members in 2013.

(10) Legal and Environmental Matters

We are involved in litigation and claims incidental to our current and prior businesses. We provide accruals for such litigation and claims when payment is probable and reasonably estimable. As of March 30, 2014, the Company had accruals for all of its legal and environmental matters aggregating \$3,573. We cannot estimate the aggregate possible range of loss due to most proceedings being in preliminary stages, with various motions either yet to be submitted or pending, discovery yet to occur, and significant factual matters unresolved. In addition, most cases seek an indeterminate amount of damages and many involve multiple parties. Predicting the outcomes of settlement discussions or judicial or arbitral decisions is thus inherently difficult. Based on currently available information, including legal defenses available to us, and given the aforementioned accruals and our insurance coverage, we do not believe that the outcome of these legal and environmental matters will have a material effect on our consolidated financial position or results of operations.

(11) Multiemployer Pension Plan

As further described in the Form 10-K, in December 2013, The New Bakery Company, LLC, a 100% owned subsidiary of Wendy's, along with its subsidiary The New Bakery of Zanesville, LLC (the "Bakery"), terminated its participation in the Bakery and Confectionery Union and Industry International Pension Fund (the "Union Pension Fund") and formally notified the plan's trustees of its withdrawal from the plan. The Union Pension Fund administrator acknowledged the withdrawal, which required Wendy's to assume an estimated withdrawal liability of \$13,500 based on the applicable requirements of the Employee Retirement Income Security Act, as amended, and which was included in "Cost of sales" during the fourth quarter of 2013. The final withdrawal liability will be determined through discussions between the Bakery and the Union Pension Fund administrator and the resolution of a charge filed with the National Labor Relations Board (the "NLRB") related to the matter brought by the Bakery and Bakers Local No. 57, Bakery, Confectionery, Tobacco Workers & Grain Millers International Union of America, AFL-CIO (the "Union"). On March 31, 2014, the NLRB issued a partial dismissal of the charge, but let stand one of the Union's allegations. The Bakery believes it has meritorious defenses to the remaining allegation.

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THE WENDY'S COMPANY AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In Thousands Except Per Share Amounts)

(12) New Accounting Standards

In April 2014, the FASB issued an amendment that modifies the criteria for reporting a discontinued operation. The amendment changes the definition of a discontinued operation including the implementation guidance and requires expanded disclosures. The amendment is effective, prospectively, commencing with our 2015 fiscal year. The Company does not expect the adoption to have a material impact on the consolidated financial statements.

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

### Introduction

This "Management's Discussion and Analysis of Financial Condition and Results of Operations" of The Wendy's Company ("The Wendy's Company" and, together with its subsidiaries, the "Company," "we," "us," or "our") should be read in conjunction with the accompanying unaudited condensed consolidated financial statements and the related notes included elsewhere within this report and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended December 29, 2013 (the "Form 10-K"). There have been no material changes as of March 30, 2014 to the application of our critical accounting policies as described in Item 7 of the Form 10-K. Certain statements we make under this Item 2 constitute "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. See "Special Note Regarding Forward-Looking Statements and Projections" in "Part II - Other Information" preceding "Item 1." You should consider our forward-looking statements in light of our unaudited condensed consolidated financial statements, related notes and other financial information appearing elsewhere in this report, the Form 10-K and our other filings with the Securities and Exchange Commission.

The Wendy's Company is the parent company of its 100% owned subsidiary holding company, Wendy's Restaurants, LLC ("Wendy's Restaurants"). The principal 100% owned subsidiary of Wendy's Restaurants is Wendy's International, LLC ("Wendy's") and its subsidiaries (formerly known as Wendy's International, Inc.). Wendy's franchises and operates company-owned Wendy's® quick-service restaurants throughout North America (defined as the United States of America (the "U.S.") and Canada). Wendy's also has franchised restaurants in 27 foreign countries and U.S. territories.

Wendy's restaurants offer an extensive menu specializing in hamburger sandwiches and featuring fillet of chicken breast sandwiches, chicken nuggets, chili, french fries, baked potatoes, freshly prepared salads, soft drinks, Frosty® desserts and kids' meals. In addition, the restaurants sell a variety of promotional products on a limited basis.

The Company manages and internally reports its business geographically. The operation and franchising of Wendy's restaurants in North America comprises virtually all of our current operations and represents a single reportable segment. The revenues and operating results of Wendy's restaurants outside of North America are not material. The results of operations discussed below may not necessarily be indicative of future results.

### Executive Overview

#### Our Business

As of March 30, 2014, the Wendy's restaurant system was comprised of 6,547 restaurants, of which 1,001 were owned and operated by the Company. Our company-owned restaurants are located principally in the U.S. and to a lesser extent in Canada.

Wendy's operating results are impacted by a number of external factors, including high unemployment, general economic trends, intense price competition and weather.

Wendy's long-term growth opportunities will be comprised of a combination of brand relevance and economic relevance. Our brand relevance includes (1) North America same-restaurant sales growth through continuing core menu improvement and product innovation, (2) investing in our Image Activation program, which includes innovative exterior and interior restaurant designs for our new and reimaged restaurants and focused execution of operational excellence, (3) growth in new restaurants, including global growth and (4) increased restaurant utilization in various dayparts and brand access utilizing mobile technology. Economic relevance includes building shareholder value through financial management strategies and our restaurant ownership optimization program which includes our

system optimization initiative.

Wendy's revenues for the first quarter of 2014 include: (1) \$418.0 million of sales at company-owned restaurants, (2) \$14.6 million of sales from our company-owned bakery, (3) \$71.0 million of royalty revenue from franchisees and (4) \$19.6 million of other franchise-related revenue and other revenues. Substantially all of our Wendy's royalty agreements provide for royalties of 4.0% of franchisees' sales.



## Key Business Measures

We track our results of operations and manage our business using the following key business measures:

### Same-Restaurant Sales

We report Wendy's same-restaurant sales commencing after new restaurants have been open for at least 15 continuous months and after remodeled restaurants have been reopened for three continuous months. This methodology is consistent with the metric used by our management for internal reporting and analysis. The table summarizing the results of operations below provides the same-restaurant sales percent changes. Same-restaurant sales exclude the impact of currency translation.

### Restaurant Margin

We define restaurant margin as sales from company-owned restaurants less cost of sales divided by sales from company-owned restaurants. Cost of sales includes food and paper, restaurant labor and occupancy, advertising and other operating costs. Sales and cost of sales exclude amounts related to our bakery and other. Restaurant margin is influenced by factors such as restaurant openings and closures, price increases, the effectiveness of our advertising and marketing initiatives, featured products, product mix, the level of our fixed and semi-variable costs and fluctuations in food and labor costs.

### System Optimization Initiative

The Company completed its system optimization initiative, announced in July 2013, with the sale of 174 company-owned restaurants to franchisees during the first quarter of 2014. In total, the Company has sold 418 restaurants during 2013 and 2014, under its system optimization initiative. This initiative also included the consolidation of regional and divisional territories which was completed as of the beginning of the 2014 fiscal year. Gains or losses recognized on sales of restaurants under the system optimization initiative, as well as costs incurred related to the system optimization initiative are recorded to "Facilities action (income) charges, net" in our condensed consolidated statements of operations. During the first quarter of 2014, the Company recorded a net gain on sales of restaurants of \$60.9 million which was offset partially by (1) severance and related employee costs of \$5.5 million (2) share-based compensation expense of \$3.6 million and (3) professional fees of \$2.6 million. The Company anticipates post-closing adjustments on sales of restaurants; however, it does not anticipate any significant additional charges under the system optimization initiative.

### Related Party Transactions

#### CitationAir Aircraft Lease Agreement

The Wendy's Company, through a wholly-owned subsidiary, was party to a three-year aircraft management and lease agreement, which expired in March 2014, with CitationAir, a subsidiary of Cessna Aircraft Company, pursuant to which the Company leased a corporate aircraft to CitationAir to use as part of its Jet Card program fleet. The Company entered into the lease agreement as a means of offsetting the cost of owning and operating the corporate aircraft by receiving revenue from third parties' use of such aircraft. Under the terms of the lease agreement, the Company paid annual management and flight crew fees to CitationAir and reimbursed CitationAir for maintenance costs and fuel usage related to the corporate aircraft. In return, CitationAir paid a negotiated fee to the Company based on the number of hours that the corporate aircraft was used by Jet Card members. This fee was reduced based on the number of hours that (1) the Company used other aircraft in the Jet Card program fleet and (2) Jet Card members who are affiliated with the Company used the corporate aircraft or other aircraft in the Jet Card program fleet. The Company's participation in the aircraft management and lease agreement reduced the aggregate costs that the Company would otherwise have incurred in connection with owning and operating the corporate aircraft. Under the terms of the lease agreement, the Company's directors had the opportunity to become Jet Card members and to use

aircraft in the Jet Card program fleet at the same negotiated fee paid by the Company as provided for under the lease agreement. During the three months ended March 30, 2014 and March 31, 2013, our Chairman, who was also our former Chief Executive Officer and our Vice Chairman, who was our former President and Chief Operating Officer (the "Former Executives") and a director, who was our former Vice Chairman, and members of their immediate families, used their Jet Card agreements for business and personal travel on aircraft in the Jet Card program fleet. A management company formed by the Former Executives and a director, who was our former Vice Chairman, paid CitationAir directly, and the Company received credit from CitationAir for charges related to such travel of approximately \$0.4 million and \$0.5 million during the three months ended March 30, 2014 and March 31, 2013, respectively.

TimWen Lease Expense and Management Fees

A wholly-owned subsidiary of Wendy's leases restaurant facilities from TimWen for the operation of Wendy's/Tim Hortons combo units in Canada. Wendy's paid TimWen \$1.4 million and \$1.5 million under such leases during the three months ended March 30, 2014 and March 31, 2013, respectively, which have been included in "Cost of sales." In addition, TimWen paid Wendy's a management fee under the TimWen joint venture agreement, of \$0.1 million during both the three months ended March 30, 2014 and March 31, 2013, which have been included as a reduction to "General and administrative."