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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 1997

OR

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

For the transition period from to

Commission File Number 0-8360

IHOP CORP.

(Exact name of registrant as specified in its charter)

Delaware 95-3038279 (State or other jurisdiction of (I.R.S. Employer incorporation or organization) Identification No.)

525 North Brand Boulevard, Glendale, California 91203-1903 (Address of principal executive offices) (Zip code)

(818) 240-6055

(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 X No

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

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

CONSOLIDATED BALANCE SHEETS IHOP CORP. AND SUBSIDIARIES (In thousands, except share amounts)

	June 30, 1997	December 31 1996
Assets		
Current assets Cash and cash equivalents Receivables Reacquired franchises and equipment held for sale, net Inventories	30.183	\$ 8,658 29,324 1,474 1,180 676
Prepaid expenses Total current assets	234	676 41,312
Long-term receivables Property and equipment, net Reacquired franchises and equipment held for sale, net Excess of costs over net assets acquired, net Other assets	147,144 132,278 11,015 12,695	143,338 120,854 8,352 12,908 2,125
Total assets Liabilities and Shareholders' Equity	\$345,729	\$328,889
Current liabilities Current maturities of long-term debt Accounts payable Accrued employee compensation and benefits Other accrued expenses Deferred income taxes Capital lease obligations	16,068 4,169	5,024 4,311 870
Total current liabilities	33,870	35,084
Long-term debt Deferred income taxes Capital lease obligations and other Shareholders' equity	58,527 25,530 87,237	58,564 25,061 80,823
Preferred stock, \$1 par value, 10,000,000 shares authorized; shares issued and outstanding: no shares Common stock, \$.01 par value, 40,000,000 shares authorized; shares issued and outstanding: June 30, 1997, 9,610,063 shares; December 31, 1996, 9,467,294 shares Additional paid-in capital Retained earnings Contribution to ESOP	87,832 500	95 48,768 79,244 1,250
Total shareholders' equity		129,357
Total liabilities and shareholders' equity	\$345,729 ======	\$328,889 ======

See the accompanying notes to the consolidated financial statements.

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CONSOLIDATED STATEMENTS OF OPERATIONS IHOP CORP. AND SUBSIDIARIES (In thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	1997	1996	1997	1996
Revenues				
Franchise operations				
Rent	\$ 8,253	\$ 7,190	\$16,349	\$14,373
Service fees and other	19,880	17,958	38,713	35,326

Company operations Other	28,133 14,794 8,647	25,148 12,983 6,334	55,062 28,842 14,111	49,699 24,436 10,622
Total revenues	51,574	44,465	98,015	84,757
Costs and Expenses Franchise operations Rent	4,359	3,923	8,553	7,919
Other direct costs	8,129	7,676	15,850	15,108
Company operations Field, corporate and administrative Depreciation and amortization Interest Other	12,488 13,599 7,435 2,464 3,499 3,831	11,599 12,225 6,181 1,972 2,757 2,510	24,403 27,024 14,488 4,913 7,005 6,104	23,027 22,907 12,902 3,870 5,389 4,380
Total costs and expenses	43,316	37,244	83,937	72,475
Income before income taxes Provision for income taxes	8,258 3,220	7,221 2,852	14,078 5,490	12,282 4,851
Net income	\$ 5,038 ======	\$ 4,369	\$ 8,588	\$ 7,431
Net Income Per Share Net income per common and common				
equivalent share	\$.52 =====	\$.46 =====	\$.89	\$.78
Weighted average common and common				
equivalent shares outstanding	9,676 =====	9,592	9,623	9,575 ======

See the accompanying notes to the consolidated financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS (In thousands)

IHOP CORP. AND SUBSIDIARIES

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	Six Mont	
	1997	1996
Cash flows from operating activities Net income Adjustments to reconcile net income to cash provided by operating activities Depreciation and amortization Deferred taxes Contribution to ESOP Change in current assets and liabilities Accounts receivable	77 500 (428)	\$ 7,431 3,870 392 462 (2,287)
Inventories Prepaid expenses Accounts payable Accrued employee compensation and benefits Other accrued expenses Other, net Cash provided by operating activities	442 (1,406) 1,495 (996)	(3,888) 1,243 347 583
Cash flows from investing activities Additions to property and equipment Proceeds from sale and leaseback arrangements Additions to notes, equipment contracts and direct financing leases receivable Principal receipts from notes, equipment contracts and direct financing leases receivable Additions to reacquired franchises held for sale	(24,263) 6,241 (3,296) 3,869 (765)	(17,779) 3,791 (2,685) 3,065 (549)
Cash used by investing activities	(18,214)	(14,157)
Cash flows from financing activities Proceeds from issuance of long-term debt Repayment of long-term debt Principal payments on capital lease obligations Reacquisition of treasury shares	20	9,300 (3,026) (298)

Issuance of common stock	1,918	528
Cash provided by financing activities	1,544	6,504
Net change in cash and cash equivalents Cash and cash equivalents at beginning of period	(1,998) 8,658	(244) 3,860
Cash and cash equivalents at end of period	\$ 6,660 ======	\$ 3,616
Supplemental disclosures Interest paid, net of capitalized amounts Income taxes paid Capital lease obligations incurred	\$ 6,954 5,532 5,973	\$ 5,238 4,081 5,966

See the accompanying notes to the consolidated financial statements.

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IHOP CORP. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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- 1. The accompanying consolidated financial statements for the six months ended June 30, 1997 and 1996 have been prepared in accordance with generally accepted accounting principles ("GAAP"). These financial statements have not been audited by independent public accountants but include all adjustments, consisting of normal, recurring accruals, which in the opinion of management of IHOP Corp. and Subsidiaries ("IHOP" or the "Company") are necessary for a fair presentation of the financial position and the results of operations for the periods presented. The accompanying consolidated balance sheet as of December 31, 1996 has been derived from audited financial statements, but does not include all disclosures required by GAAP. The results of operations for the six months ended June 30, 1997 are not necessarily indicative of the results to be expected for the full year ending December 31, 1997.
- 2. In February 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No. 128, "Earnings Per Share." SFAS No. 128 supersedes and simplifies the existing computational guidelines under Accounting Principles Board Opinion No. 15, "Earnings Per Share." It is effective for financial statements issued for periods ending after December 15, 1997. Among other changes, SFAS No. 128 eliminates the presentation of primary EPS and replaces it with basic EPS for which common stock equivalents are not considered in the computation. It also revises the computation of diluted EPS. It is not expected that the adoption of SFAS No. 128 will have a material impact on the earnings per share results reported by the Company under the Company's current capital structure.

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

Results of Operations

The following table sets forth certain operating data for IHOP restaurants:

Three Months Ended June 30, Six Months Ended June 30,

	1997	1996	1997	1996
	(Dollars in thousands)			
Restaurant Data				
Effective restaurants (a)				
Franchise	536	496	534	495
Company	63	56	62	54
Area license	139	133	138	132
Total	738	685	734	681
	=======	======	======	======
System-wide				
Sales (b)	\$221,066	\$193,506	\$437,525	\$382,992
Percent increase	14.2%	10.0%	14.2%	10.9%
Average sales per effective				
restaurant	\$ 299	\$ 282	\$ 596	\$ 562
Percent increase	6.0%	1.1%	6.1%	1.6%
Comparable average sales				
per restaurant (c)	\$ 309	\$ 290	\$ 610	\$ 573
Percent increase	4.2%	0.3%	4.2%	0.4%
Franchise				
Sales	\$173,744	\$150,482	\$342,291	\$297,248
Percent increase	15.5%	12.1%	15.2%	12.5%
Average sales per effective				
restaurant	\$ 324	\$ 303	\$ 641	\$ 601
Percent increase	6.9%	2.7%	6.7%	3.1%
Comparable average sales				
per restaurant (c)	\$ 318	\$ 298	\$ 629	\$ 588
Percent increase	4.3%	0.3%	4.3%	0.4%
Company				
Sales	\$ 14,794	\$ 12,983	\$ 28,842	\$ 24,436
Percent increase	13.9%	23.5%	18.0%	23.8%
Average sales per effective				
restaurant	\$ 235	\$ 232	\$ 465	\$ 453
Percent increase	1.3%	7.9%	2.6%	7.9%
Area License				
Sales	\$ 32,528	\$ 30,041	\$ 66,392	\$ 61,308
Percent change	8.3%	(3.6%)	8.3%	(0.2%)
Average sales per effective				
restaurant	\$ 234	\$ 226	\$ 481	\$ 464
Percent change	3.5%	(8.5%)	3.7%	(5.7%)

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The following table summarizes IHOP's restaurant development and franchising activity:

	Three Months Ended June 30,		Six Month Ended June	
		1996	1997	1996
RESTAURANT DEVELOPMENT ACTIVITY (a)				
THOP - beginning of period New openings	734	685	729	678
IHOP-developed	10	6	14	12
Investor program	3	7	3	9
Area license	2	1	4	2
Total new openings Closings	15	14	21	23
Company and franchise	(3)	(2)	(4)	(4)
Area license	_	_	_	_
IHOP - end of period	746	697	746	697
	====	====	====	====
Summary - end of period				
Franchise	543	507	543	507
Company	63	57	63	57
Area license	140	133	140	133
Total IHOP	746	697	746	697

⁽a) "Effective restaurants" are the number of restaurants in a given fiscal period adjusted to account for restaurants open only a portion of the period.

⁽b) "System-wide sales" are retail sales of franchisees, area licensees and Company-operated restaurants, as reported to the Company.

⁽c) "Comparable average sales" reflects sales for restaurants that are operated for the entire fiscal period in which they are being compared. Comparable average sales do not include data on restaurants located in Florida and Japan.

	====	====	====	====
RESTAURANT FRANCHISING ACTIVITY (a)				
IHOP-developed	10	7	15	11
Investor program	3	7	3	9
Rehabilitated and refranchised	-	_	1	-
Total restaurants franchised	13	14	19	20
Reacquired by Company	(2)	(3)	(8)	(7)
Closed	(2)	(2)	(3)	(2)
Net addition	9	9	8	11
	====	====	====	====

⁽a) The Company reports restaurants in Canada as franchise restaurants although the eleven restaurants are operated under an area license agreement.

The following discussion and analysis provides information management believes is relevant to an assessment and understanding of the Company's consolidated results of operations and financial condition. The discussion should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1996. Statements regarding future restaurant development and capital expenditures are "forward-looking statements" and involve known and unknown risks, uncertainties and other factors which may cause the actual results to be different from those expressed or implied in such statements. The number of restaurants which the Company will develop, the timing of that

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development and the related capital required may be affected by several factors. These factors include, but are not limited to: the availability of suitable locations and terms of the sites designated for development; the ability to obtain satisfactory regulatory approvals; conditions beyond the Company's control such as weather, availability of construction materials and labor; the cost and availability of capital; continuing acceptance of the International House of Pancakes brand and concept by guests and franchisees; the Company's overall financial performance; general economic conditions; and other factors discussed from time to time in the Company's filings with the Securities and Exchange Commission. Forward-looking information is provided by the Company pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995 and should be evaluated in the context of these factors. In addition, the Company disclaims any intent or obligation to update these forward-looking statements.

IHOP's quarterly results are subject to seasonal fluctuation with sales generally higher in the warmer months and during holiday periods. IHOP's results of operations are impacted by the timing of additions of new restaurants, by the timing of the franchising of those restaurants, and by the number of restaurants in the Company's inventory of restaurants that are available for refranchising. Revenues from sales of franchises and equipment and their associated costs of sales are affected by the mix and number of restaurants franchised, as follows: (i) restaurants newly developed by IHOP normally sell for a franchise fee of \$200,000 to \$350,000, have little if any franchise cost of sales and have equipment in excess of \$300,000 that is usually sold at about break-even; (ii) restaurants developed by franchisees normally sell for a franchise fee of \$50,000, have minor associated franchise cost of sales and do not include an equipment sale; and (iii) previously reacquired franchises normally sell for a franchise fee of \$100,000 to \$300,000, include an equipment sale, and may have substantial costs of sales associated with both the franchise and the equipment. As a consequence of the foregoing and other factors, the results of operations for the six months ended June 30, 1997, are not necessarily indicative of the results to be expected for the full year ending December 31, 1997.

System-wide retail sales grew 14.2% for both the second quarter and first six months of 1997 over system-wide retail sales for the comparable 1996 periods. This was due to growth in the number of effective restaurants of 7.7% and 7.8% and increases in average per unit revenues of 6.0% and 6.1% over the respective prior year periods. System-wide comparable average sales per restaurant (exclusive of area license restaurants in Florida and Japan) grew 4.2% for both the second quarter and first six months of 1997 over those in the comparable 1996 periods. Management continues to pursue sales increases through the Company's restaurant development program, improved marketing efforts, improvements in customer service and operations, and the Company's remodeling program.

Franchise operations revenues for the second quarter and first six months of 1997 grew 11.9% and 10.8%, respectively, over revenues for the comparable 1996 periods. This was primarily due to growth in the number of effective franchised units of 8.1% and 7.9% coupled with increases in average per unit revenues of 6.9% and 6.7% for the quarter and the first six months, respectively, over the prior year periods. Franchise operations costs and expenses for the second quarter and first six months of 1997 increased 7.7% and 6.0%, respectively, over costs and expenses for the comparable 1996 periods. As a result of franchise revenues increasing in excess of franchise expenses, the margin from franchise operations improved to 55.6% and 55.7% in the second quarter and first six months of 1997, respectively, versus 53.9% and 53.7% in the comparable 1996 periods. The margin improved primarily because of improved rent margins due, in part, to an increase in the number of IHOP owned restaurants which do not have rent expense coupled with increased interest income associated with IHOP's financing of sales of franchises and equipment to its franchisees.

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Company-operated restaurant revenues for the second quarter and first six months of 1997 grew 13.9% and 18.0%, respectively, over revenues for the comparable 1996 periods. This was primarily due to increases in the number of effective Company-operated restaurants of 12.5% and 14.8%, respectively, and in the revenues per effective Company-operated restaurant of 1.3% and 2.6%, respectively, in the second quarter and first six months of 1997 over the comparable 1996 periods. Company-operated restaurant costs and expenses for the second quarter and first six months of 1997 increased 11.2% and 18.0%, respectively, over costs and expenses for the comparable 1996 periods. Margin from Company-operated restaurants was 8.1% in the second quarter and 6.3% for the first six months of 1997 versus 5.8% for the second quarter and 6.3% in first six months of 1996. The improvement in margin in the second quarter of 1997 was primarily due to decreases in food costs, salaries, wages and rent expense as a percentage of revenues.

Other revenues for the second quarter and first six months of 1997 grew 36.5% and 32.9%, respectively, over other revenues for the comparable 1996 periods. The primary reasons for the increases were (a) growth in the sales of franchises and equipment to \$6,108,000 in the second quarter and to \$9,032,000 in the first six months from \$4,330,000 and \$6,578,000 in the respective prior year periods, and (b) growth in interest income from direct financing leases. The Company franchised 13 and 19 restaurants in the second quarter and first six months of 1997, respectively, compared with 14 and 20 restaurants in the comparable 1996 periods. Other costs and expenses for the second quarter and first six months of 1997 increased 52.6% and 39.4%, respectively, over the comparable 1996 periods. The increases were primarily due to higher franchise and equipment cost of sales of \$3,228,000 in the second quarter and \$4,883,000 in the first six months versus \$2,066,000 and \$3,296,000 in the comparable 1996 periods.

Field, corporate and administrative expenses for the second quarter and first six months of 1997 increased 20.3% and 12.3%, respectively, over the comparable 1996 periods. The increases were principally due to increases in employee related compensation and expenses and professional services. Field, corporate and administrative expenses were 3.4% and 3.3% of

system-wide sales in the second quarter and first six months of 1997, respectively, compared with 3.2% and 3.4% in the comparable 1996 periods.

Depreciation and amortization expense increased 25.0% and 27.0% in the second quarter and first six months of 1997, respectively, over the comparable 1996 periods primarily reflecting the addition of new, larger restaurants and an increase in the number of Company-operated restaurants.

Interest expense increased 26.9% and 30.0% in the second quarter and first six months of 1997, respectively, over the comparable 1996 periods due to interest associated with increased capital lease obligations and the private placement of \$35 million in senior notes in November 1996.

Provision for income taxes was 39.0% of income before income taxes in both the second quarter and first six months of 1997 versus 39.5% in the comparable 1996 periods.

Liquidity and Capital Resources

The Company invests available funds into its business through the development of additional restaurants and the remodeling of older Company-operated restaurants.

In 1997, IHOP and its franchisees and area licensees plan to develop and open a total of approximately 70 restaurants, consisting of 49 restaurants developed by the Company and 21 restaurants developed by IHOP franchisees and area licensees. The Company's previous forecast for development in 1997 was a total of approximately 75 restaurants, of which 54 were to be

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developed by the Company and 21 by franchisees and area licensees. Capital expenditures budgeted for 1997, which include IHOP's portion of the above development program, are approximately \$58 million. In November 1997, the second annual installment of \$4.6 million in principal becomes due on the Company's senior notes due 2002. The Company expects that funds from operations, sale and leaseback arrangements (estimated to be about \$18 million) and its revolving line of credit will be sufficient to cover its operating requirements, its projected capital expenditures and its principal repayment on its senior notes in 1997. At June 30, 1997, \$20 million was available to be borrowed under the Company's unsecured bank revolving credit agreement. In June 1997, the Company's unsecured bank revolving credit agreement was extended one year, through June 30, 2000, under the same terms and conditions.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

Not applicable.

Part II. OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders.

The annual meeting of shareholders (the "Meeting") was held on May 13, 1997. Shareholders voted in person or by proxy for the following purposes.

(a) Shareholders voted to elect three Class III directors, each to serve for a term of three years as follows:

	Votes	Votes
Nominee	For	Withheld

H. Frederick	k Christie	9,000,086	5 , 055
Richard K. H	Herzer	8,962,159	42,982
Patrick W. F	Rose	8,999,986	5,155

There were no abstentions or broker non-votes. Directors whose terms of office continued after the Meeting included the above three directors and Frank Edelstein, Michael S. Gordon, Neven C. Hulsey, Larry Alan Kay, Dennis M. Leifheit and Caroline W. Nahas.

- (b) Shareholders voted to ratify the appointment of Coopers & Lybrand L.L.P. as the Company's independent accountants for the year ending December 31, 1997. 8,998,188 shares were voted for this proposal, 4,721 were voted against, there were 2,232 abstentions and no broker non-votes.
- (c) A shareholder proposal was submitted at the Meeting for consideration by shareholders. The proposal requested that the Board of Directors adopt a policy making all of IHOP's company-operated restaurants smoke-free by January 1, 1998, and that, beginning in 1998, all new franchised facilities be smoke-fee and all renewals of franchise agreements require that the affected restaurant be smoke-free. 279,256 shares were voted for this proposal, 7,797,015 were voted against, there were 270,659 abstentions and 658,211 broker non-votes.

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Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits.

Exhibits not incorporated by reference are filed herewith. The remainder of the exhibits have heretofore been filed with the Commission and are incorporated herein by reference.

- 3.1 Certificate of Incorporation of IHOP Corp. Exhibit 3.1 to IHOP Corp.'s Form 10-K for the fiscal year ended December 31, 1991, Commission file number 0-8360, (the "1991 Form 10-K") is hereby incorporated by reference.
- 3.2 Bylaws of IHOP Corp. Exhibit 3.2 to IHOP Corp.'s Registration Statement on Form S-1 No. 33-40431 is hereby incorporated by reference.
- 11 Statement Regarding Computation of Per Share Earnings.
- 27 Financial Data Schedule
- (b) No reports on Form 8-K were filed during the quarter ended June 30, 1997.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

(Registrant)

(Registrant)

Chairman of the Board,
President and Chief Executive
Officer (Principal Executive

Officer)

July 30, 1997 BY: /s/ Frederick G. Silny

(Date) Frederick G. Silny

Vice President-Finance and Treasurer (Principal Financial

Officer)

EXHIBIT 11

IHOP CORP. AND SUBSIDIARIES STATEMENT REGARDING COMPUTATION OF PER SHARE EARNINGS (Amounts in thousands, except per share data)

	Three Months Ended June 30,		d Six Months End June 30,	
	1997			1996
NET INCOME PER COMMON SHARE - PRIMARY				
Weighted average shares outstanding Net effect of dilutive stock options based on the	9,558	9,447	9,523	9,421
treasury stock method using average market price	118	145	100	149
Total			9,623	9,570
Net income available to common shareholders	\$5,038 =====	. ,	\$8,588 =====	
Net income per share - primary	\$.52 =====		\$.89 =====	
NET INCOME PER COMMON SHARE - FULLY DILUTED				
Weighted average shares outstanding Net effect of dilutive stock options based on the treasury stock method using the period-end market price,	9,558	9,447	9,523	9,421
if higher than the average market price	179	145	131	154
Total		9,592		9,575
Net income available to common shareholders	\$5,038 =====	. ,		
Net income per share - fully diluted	\$.52		\$.89	

<ARTICLE> 5

<LEGEND>

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED FINANCIAL STATEMENTS OF IHOP CORP. AND SUBSIDIARIES AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS. </le>

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