
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 12, 2010

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: 001-32242

Domino's Pizza, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

30 Frank Lloyd Wright Drive
Ann Arbor, Michigan
(Address of Principal Executive Offices)

38-2511577
(I.R.S. Employer
Identification No.)

48106
(Zip Code)

(734) 930-3030
(Registrant's Telephone Number, Including Area Code)

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

Indicate by check mark whether the registrant 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

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

As of October 12, 2010, Domino's Pizza, Inc. had 60,041,774 shares of common stock, par value \$0.01 per share, outstanding.

Domino's Pizza, Inc.

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PART I - FINANCIAL INFORMATION**Item 1. Financial Statements.**

Domino's Pizza, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(Unaudited)

(In thousands)	September 12, 2010	January 3, 2010 (Note)
Assets		
Current assets:		
Cash and cash equivalents	\$ 39,195	\$ 42,392
Restricted cash and cash equivalents	77,486	91,141
Accounts receivable	75,836	76,273
Inventories	25,444	25,890
Notes receivable	1,365	1,079
Prepaid expenses and other	5,911	6,155
Advertising fund assets, restricted	25,192	25,116
Deferred income taxes	12,985	10,622
Total current assets	263,414	278,668
Property, plant and equipment:		
Land and buildings	22,886	21,825
Leasehold and other improvements	82,917	83,190
Equipment	171,711	170,202
Construction in progress	2,491	4,499
	280,005	279,716
Accumulated depreciation and amortization	(182,996)	(176,940)
Property, plant and equipment, net	97,009	102,776
Other assets:		
Deferred financing costs	13,608	17,266
Goodwill	17,391	17,606
Capitalized software, net	7,010	3,233
Other assets	12,729	12,366
Deferred income taxes	14,519	21,846
Total other assets	65,257	72,317
Total assets	\$ 425,680	\$ 453,761
Liabilities and stockholders' deficit		
Current liabilities:		
Current portion of long-term debt	\$ 758	\$ 50,370
Accounts payable	52,701	64,120
Insurance reserves	12,442	12,032
Advertising fund liabilities	25,192	25,116
Other accrued liabilities	68,196	67,785
Total current liabilities	159,289	219,423
Long-term liabilities:		
Long-term debt, less current portion	1,474,936	1,522,463
Insurance reserves	17,274	15,127
Other accrued liabilities	16,048	17,742
Total long-term liabilities	1,508,258	1,555,332
Stockholders' deficit:		
Common stock	592	586
Additional paid-in capital	38,835	24,487
Retained deficit	(1,278,217)	(1,341,961)
Accumulated other comprehensive loss	(3,077)	(4,106)
Total stockholders' deficit	(1,241,867)	(1,320,994)
Total liabilities and stockholders' deficit	\$ 425,680	\$ 453,761

Note: The balance sheet at January 3, 2010 has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

See accompanying notes.

Domino's Pizza, Inc. and Subsidiaries
Condensed Consolidated Statements of Income
(Unaudited)

(In thousands, except per share data)	Fiscal Quarter Ended		Three Fiscal Quarters Ended	
	September 12, 2010	September 6, 2009	September 12, 2010	September 6, 2009
Revenues:				
Domestic Company-owned stores	\$ 77,368	\$ 72,691	\$ 244,650	\$ 230,424
Domestic franchise	38,543	34,315	119,317	106,884
Domestic supply chain	192,499	163,155	610,459	509,196
International	38,978	32,554	116,497	94,671
Total revenues	<u>347,388</u>	<u>302,715</u>	<u>1,090,923</u>	<u>941,175</u>
Cost of sales:				
Domestic Company-owned stores	64,928	60,215	197,088	187,491
Domestic supply chain	171,582	145,848	541,138	455,149
International	16,725	13,501	50,216	40,608
Total cost of sales	<u>253,235</u>	<u>219,564</u>	<u>788,442</u>	<u>683,248</u>
Operating margin	94,153	83,151	302,481	257,927
General and administrative	45,929	42,701	142,167	132,255
Income from operations	48,224	40,450	160,314	125,672
Interest income	67	103	146	681
Interest expense	(22,021)	(24,631)	(67,945)	(77,630)
Other	938	14,290	8,574	48,402
Income before provision for income taxes	27,208	30,212	101,089	97,125
Provision for income taxes	10,608	12,383	37,345	40,999
Net income	<u>\$ 16,600</u>	<u>\$ 17,829</u>	<u>\$ 63,744</u>	<u>\$ 56,126</u>
Earnings per share:				
Common stock – basic	\$ 0.28	\$ 0.31	\$ 1.09	\$ 0.98
Common stock – diluted	0.27	0.31	1.05	0.97

See accompanying notes.

Domino's Pizza, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)

(In thousands)	Three Fiscal Quarters Ended	
	September 12, 2010	September 6, 2009
Cash flows from operating activities:		
Net income	\$ 63,744	\$ 56,126
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	16,425	16,783
Gains on debt extinguishment	(8,574)	(48,402)
Losses on sale/disposal of assets	223	487
Amortization of deferred financing costs, debt discount and other	3,664	6,039
Provision for deferred income taxes	4,219	16,216
Non-cash compensation expense	8,977	13,163
Other	1,578	2,490
Changes in operating assets and liabilities	(7,990)	(8,090)
Net cash provided by operating activities	82,266	54,812
Cash flows from investing activities:		
Capital expenditures	(16,282)	(13,539)
Proceeds from sale of assets	2,129	3,310
Changes in restricted cash	13,655	(8,401)
Other	(1,454)	(775)
Net cash used in investing activities	(1,952)	(19,405)
Cash flows from financing activities:		
Proceeds from issuance of common stock	3,398	3,191
Proceeds from exercise of stock options	2,827	737
Tax benefit from stock options	660	334
Proceeds from issuance of long-term debt	2,861	59,382
Repayments of long-term debt and capital lease obligation	(92,177)	(94,872)
Other	(1,081)	(438)
Net cash used in financing activities	(83,512)	(31,666)
Effect of exchange rate changes on cash and cash equivalents	1	(384)
Change in cash and cash equivalents	(3,197)	3,357
Cash and cash equivalents, at beginning of period	42,392	45,372
Cash and cash equivalents, at end of period	\$ 39,195	\$ 48,729

See accompanying notes.

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1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. For further information, refer to the consolidated financial statements and footnotes for the fiscal year ended January 3, 2010 included in our annual report on Form 10-K.

In the opinion of management, all adjustments, consisting of normal recurring items, considered necessary for a fair presentation have been included. Operating results for the fiscal quarter and three fiscal quarters ended September 12, 2010 are not necessarily indicative of the results that may be expected for the fiscal year ending January 2, 2011.

2. Comprehensive Income

	<u>Fiscal Quarter Ended</u>		<u>Three Fiscal Quarters Ended</u>	
	<u>September 12, 2010</u>	<u>September 6, 2009</u>	<u>September 12, 2010</u>	<u>September 6, 2009</u>
Net income	\$ 16,600	\$ 17,829	\$ 63,744	\$ 56,126
Reclassification adjustment for losses included in net income, net of tax	338	204	1,295	840
Currency translation adjustment, net of tax	(179)	16	(266)	173
Comprehensive income	<u>\$ 16,759</u>	<u>\$ 18,049</u>	<u>\$ 64,773</u>	<u>\$ 57,139</u>

3. Segment Information

The following tables summarize revenues, income from operations and Segment Income, the measure by which management allocates resources to its reportable segments. Management defines Segment Income as earnings before interest, taxes, depreciation, amortization and other.

	<u>Fiscal Quarters Ended September 12, 2010 and September 6, 2009</u>					<u>Total</u>
	<u>Domestic Stores</u>	<u>Domestic Supply Chain</u>	<u>International</u>	<u>Intersegment Revenues</u>	<u>Other</u>	
Revenues –						
2010	\$ 115,911	\$ 219,903	\$ 38,978	\$ (27,404)	\$ —	\$ 347,388
2009	107,006	181,401	32,554	(18,246)	—	302,715
Income from operations –						
2010	\$ 29,774	\$ 15,431	\$ 17,244	N/A	\$ (14,225)	\$ 48,224
2009	25,375	11,644	15,547	N/A	(12,116)	40,450
Segment Income –						
2010	\$ 31,795	\$ 17,089	\$ 17,332	N/A	\$ (9,385)	\$ 56,831
2009	27,629	13,355	15,642	N/A	(7,318)	49,308

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	Three Fiscal Quarters Ended September 12, 2010 and September 6, 2009					
	Domestic Stores	Domestic Supply Chain	International	Intersegment Revenues	Other	Total
Revenues –						
2010	\$ 363,967	\$ 678,841	\$ 116,497	\$ (68,382)	\$ —	\$ 1,090,923
2009	337,308	568,570	94,671	(59,374)	—	941,175
Income from operations –						
2010	\$ 100,185	\$ 50,171	\$ 51,514	N/A	\$ (41,556)	\$ 160,314
2009	83,396	37,570	42,915	N/A	(38,209)	125,672
Segment Income –						
2010	\$ 106,117	\$ 55,274	\$ 51,797	N/A	\$ (27,249)	\$ 185,939
2009	90,552	42,663	43,192	N/A	(20,086)	156,321

The following table reconciles Total Segment Income to consolidated income before provision for income taxes.

	Fiscal Quarter Ended		Three Fiscal Quarters Ended	
	September 12, 2010	September 6, 2009	September 12, 2010	September 6, 2009
Total Segment Income	\$ 56,831	\$ 49,308	\$ 185,939	\$ 156,321
Depreciation and amortization	(5,431)	(5,506)	(16,425)	(16,783)
Losses on sale/disposal of assets	(101)	(26)	(223)	(487)
Other non-cash compensation expense	(3,075)	(3,326)	(8,977)	(8,442)
Expenses for stock option plan changes	—	—	—	(4,937)
Income from operations	48,224	40,450	160,314	125,672
Interest income	67	103	146	681
Interest expense	(22,021)	(24,631)	(67,945)	(77,630)
Other	938	14,290	8,574	48,402
Income before provision for income taxes	\$ 27,208	\$ 30,212	\$ 101,089	\$ 97,125

4. Earnings Per Share

	Fiscal Quarter Ended		Three Fiscal Quarters Ended	
	September 12, 2010	September 6, 2009	September 12, 2010	September 6, 2009
Net income available to common stockholders – basic and diluted	\$ 16,600	\$ 17,829	\$ 63,744	\$ 56,126
Basic weighted average number of shares	58,466,720	57,499,085	58,221,060	57,276,668
Earnings per share – basic	\$ 0.28	\$ 0.31	\$ 1.09	\$ 0.98
Diluted weighted average number of shares	60,688,791	57,981,137	60,455,942	57,680,513
Earnings per share – diluted	\$ 0.27	\$ 0.31	\$ 1.05	\$ 0.97

The denominator in calculating diluted earnings per share for common stock does not include 681,535 options to purchase common stock for the third quarter of 2010 and does not include 970,827 options to purchase common stock for the first three quarters of 2010, as the effect of including these options would have been anti-dilutive. The denominator used in calculating diluted earnings per share for common stock did not include 8,661,245 options to purchase common stock for the third quarter of 2009 and did not include 8,981,563 options to purchase common stock for the first three quarters of 2009, as the effect of including these options would have been anti-dilutive. The basic and diluted earnings per share amounts calculated under the two-class method, which include unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents, are equivalent to the basic and diluted earnings per share amounts above for all periods presented.

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5. Debt Repurchases

During the third quarter of 2010, the Company repurchased and retired \$20.0 million in principal amount of its 5.261% Fixed Rate Series 2007-1 Senior Notes, Class A-2 (Class A-2 Notes). The total purchase price was approximately \$19.2 million, including \$0.2 million of accrued interest. During the first three quarters of 2010, the Company repurchased and retired a total of \$100.0 million in principal amount of its Class A-2 Notes and approximately \$0.4 million in principal amount of its 7.629% Fixed Rate Series 2007-1 Subordinated Notes, Class M-1 (Class M-1 Notes) for a combined purchase price of approximately \$92.2 million, including \$0.4 million of accrued interest. These activities resulted in pre-tax gains of approximately \$0.9 million in the third quarter of 2010 and \$8.6 million in the first three quarters of 2010, which were recorded in Other in the Company's consolidated statements of income. In connection with the aforementioned repurchases, the Company paid and expensed required insurance fees and also wrote off deferred financing fees totaling approximately \$0.4 million in the third quarter of 2010 and approximately \$1.5 million in the first three quarters of 2010, which were recorded in Interest Expense in the Company's consolidated statements of income.

6. Income Taxes

During the second quarter of 2010, and as a result of a retroactive change to state law, the Company reduced its liability for unrecognized tax benefits related to a state income tax matter by approximately \$2.9 million. Approximately \$1.9 million of the decrease was related to gross unrecognized tax benefits and approximately \$1.0 million was related to interest and penalties. As a result, approximately \$1.7 million was recognized as an income tax benefit and reduced the Company's effective tax rate in the first three quarters of 2010. Additionally, the Company's effective tax rate for the first three quarters of 2010 benefited from changes made to its overall tax structure.

7. Fair Value Measurements

Fair value measurements enable the reader of the financial statements to assess the inputs used to develop those measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values.

The Company classifies and discloses assets and liabilities carried at fair value in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

The fair values of the Company's cash equivalents and investments in marketable securities are based on quoted prices in active markets for identical assets. The following tables summarize the carrying amounts and fair values of certain assets at September 12, 2010 and January 3, 2010.

	At September 12, 2010			
	Carrying Amount	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Cash equivalents	\$30,415	\$30,415	\$ —	\$ —
Restricted cash equivalents	35,534	35,534	—	—
Investments in marketable securities	1,023	1,023	—	—

	At January 3, 2010			
	Carrying Amount	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Cash equivalents	\$37,078	\$37,078	\$ —	\$ —
Restricted cash equivalents	51,962	51,962	—	—
Investments in marketable securities	1,406	1,406	—	—

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At September 12, 2010, management estimated that the over \$1.3 billion in principal amount of outstanding Class A-2 Notes had a fair value of nearly \$1.3 billion and the \$99.6 million in principal amount of outstanding Class M-1 Notes had a fair value of approximately \$94.9 million. The Company determined the estimated fair value amounts by using available market information. The Company obtained broker quotes from three separate brokerage firms that are knowledgeable about the Company's fixed rate notes, and at times, trade these notes. Further, the Company performed its own internal analysis based on the information it gathered from public markets, including information on notes that are similar to that of the Company. However, considerable judgment is required in interpreting market data to develop estimates of fair value. Accordingly, the fair value estimates presented herein are not necessarily indicative of the amount that the Company or the debtholders could realize in a current market exchange. The use of different assumptions and/or estimation methodologies may have a material effect on the estimated fair value.

8. New Accounting Pronouncements

In June 2009, the FASB amended the consolidation guidance associated with variable-interest entities. The amendments included: (1) the elimination of the exemption for qualifying special purpose entities; (2) a new approach for determining who should consolidate a variable-interest entity; and (3) changes to when it is necessary to reassess who should consolidate a variable-interest entity. This guidance is effective for the first annual reporting period beginning after November 15, 2009 and for interim periods within that first annual reporting period. The Company adopted the new consolidation guidance during the first quarter of 2010 and it did not have an impact on the consolidated results of the Company.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.
(Unaudited; tabular amounts in millions, except percentages and store data)

The 2010 third quarter referenced herein represents the twelve-week period ended September 12, 2010; while the 2009 third quarter represents the twelve-week period ended September 6, 2009. The 2010 first three quarters referenced herein represent the thirty-six week period ended September 12, 2010; while the 2009 first three quarters represent the thirty-six week period ended September 6, 2009.

Overview

We are the number one pizza delivery company in the United States and have a leading international presence. We operate through a network of Company-owned stores, all of which are in the United States, and franchise stores located in all 50 states and in more than 60 international markets. In addition, we operate regional dough manufacturing and supply chain centers in the United States and Canada.

Our financial results are driven largely by retail sales at our franchise and Company-owned stores. Changes in retail sales are driven by changes in same store sales and store counts. We monitor both of these metrics very closely, as they directly impact our revenues and profits, and strive to consistently increase both same store sales and store counts. Retail sales drive Company-owned store revenues, royalty payments from franchisees and supply chain revenues. Retail sales are primarily impacted by the strength of the Domino's Pizza® brand, the results of our marketing promotions, our ability to execute our store operating model, the overall global economic environment and the success of our business strategies.

	<u>Third Quarter of 2010</u>		<u>Third Quarter of 2009</u>		<u>First Three Quarters of 2010</u>		<u>First Three Quarters of 2009</u>	
Global retail sales growth	+12.5%		(1.9)%		+14.1%		(3.7)%	
Same store sales growth:								
Domestic Company-owned stores	+11.8%		(2.0)%		+11.6%		(1.8)%	
Domestic franchise stores	+11.7%		+0.3%		+11.6%		+0.2%	
Domestic stores	+11.7%		0.0%		+11.6%		0.0%	
International stores	+7.0%		+2.7%		+5.9%		+4.5%	
Store counts (at end of period):								
Domestic Company-owned stores	455		481					
Domestic franchise stores	4,450		4,456					
Domestic stores	4,905		4,937					
International stores	4,264		3,949					
Total stores	<u>9,169</u>		<u>8,886</u>					
Income statement data:								
Total revenues	\$ 347.4	100.0%	\$ 302.7	100.0%	\$ 1,090.9	100.0%	\$ 941.2	100.0%
Cost of sales	253.2	72.9%	219.6	72.5%	788.4	72.3%	683.2	72.6%
General and administrative	45.9	13.2%	42.7	14.1%	142.2	13.0%	132.3	14.1%
Income from operations	48.2	13.9%	40.5	13.4%	160.3	14.7%	125.7	13.3%
Interest expense, net	(22.0)	(6.3)%	(24.5)	(8.1)%	(67.8)	(6.2)%	(76.9)	(8.1)%
Other	0.9	0.3%	14.3	4.7%	8.6	0.8%	48.4	5.1%
Income before provision for income taxes	27.2	7.9%	30.2	10.0%	101.1	9.3%	97.1	10.3%
Provision for income taxes	10.6	3.1%	12.4	4.1%	37.3	3.5%	41.0	4.3%
Net income	<u>\$ 16.6</u>	<u>4.8%</u>	<u>\$ 17.8</u>	<u>5.9%</u>	<u>\$ 63.7</u>	<u>5.8%</u>	<u>\$ 56.1</u>	<u>6.0%</u>

During the third quarter of 2010, we continued the domestic sales momentum we experienced in the first two quarters of 2010. This momentum began in 2009 when we experienced positive customer traffic throughout the year, which we believe stemmed from our concerted efforts and investments to improve upon our menu, marketing, technology, operations and franchise base. At the end of 2009, we launched an improved pizza recipe, which we believe has resonated with existing and new customers and has driven both trial and repeat orders. This has resulted in continued positive customer traffic throughout 2010. Combined with an innovative and effective advertising campaign, continued focus on operational excellence and efforts to strengthen our franchisee base made in 2009, we experienced another quarter of traffic and sales increases in both our domestic Company-owned and franchise stores. We believe that the sales momentum we have created in both 2009 and the first three quarters of 2010 will result in positive year-over-year sales growth during the fourth quarter of 2010. Additionally, our international division continued to post strong same store sales growth (7.0% in the third quarter of 2010) marking the 67th consecutive quarter of positive same store sales for this division. Continued strong same store sales growth combined with continued store count growth, demonstrate the consistency and reliability of this business segment.

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These strong results from both our domestic and international stores have produced significant earnings per share growth and increased free cash flow for the first three quarters of 2010. We believe that our new product platforms, investments made in the Company, including marketing and technology initiatives, and improved operating margins have improved unit economics at our stores and positioned us well for the future.

Global retail sales, which are total retail sales at Company-owned and franchise stores worldwide, increased 12.5% in the third quarter of 2010; and 14.1% in the first three quarters of 2010. Retail sales for franchise stores are reported to the Company by its franchisees and are not included in Company revenues. These increases were driven primarily by both domestic and international same store sales growth as well as an increase in our worldwide store counts during the trailing four quarters, and, to a lesser extent, the positive impact of foreign currency exchange rates on our international sales. Domestic same store sales growth reflected the continued success of our improved pizza, the effectiveness of our advertising and our continued focus on operational excellence. International same store sales growth reflected continued strong performance in the key markets where we compete.

Revenues increased \$44.7 million, up 14.8% in the third quarter of 2010; and \$149.7 million, up 15.9% in the first three quarters of 2010. These increases were driven by higher domestic supply chain revenues resulting from increased volumes and higher commodity prices, including cheese, higher same store sales domestically and abroad and international store count growth.

Income from operations increased \$7.7 million, up 19.2% in the third quarter of 2010; and \$34.6 million, up 27.6% in the first three quarters of 2010. These increases were due primarily to higher royalty revenues from domestic and international franchise stores and larger volumes in our supply chain business. Additionally, income from operations in the first three quarters benefited from higher domestic Company-owned store margins. These increases were offset, in part, by higher variable general and administrative expenses, including higher performance-based bonuses as a result of our strong operating performance, as well as continued investments in growth initiatives. Additionally, the comparable results for the first three quarters from the prior-year period were negatively impacted by approximately \$4.9 million of expenses incurred in connection with the Company's stock plan changes in 2009.

Net income decreased \$1.2 million, down 6.9% in the third quarter of 2010; and increased \$7.6 million, up 13.6% in the first three quarters of 2010. The decrease in the third quarter of 2010 was due primarily to lower pre-tax gains recorded on the extinguishment of debt, offset in part by the aforementioned increase in income from operations, lower interest expense resulting from lower debt balances, and the positive impact of a lower effective tax rate in the quarter. The increase in the first three quarters of 2010 was due primarily to the aforementioned increase in income from operations, lower interest expense resulting from lower debt balances, and the positive impact of a lower effective tax rate, offset in part by lower pre-tax gains recorded on the extinguishment of debt.

Revenues

	Third Quarter of 2010		Third Quarter of 2009		First Three Quarters of 2010		First Three Quarters of 2009	
Domestic Company-owned stores	\$ 77.4	22.3%	\$ 72.7	24.0%	\$ 244.7	22.4%	\$230.4	24.5%
Domestic franchise	38.5	11.1%	34.3	11.3%	119.3	10.9%	106.9	11.4%
Domestic supply chain	192.5	55.4%	163.2	53.9%	610.5	56.0%	509.2	54.1%
International	39.0	11.2%	32.6	10.8%	116.5	10.7%	94.7	10.0%
Total revenues	<u>\$347.4</u>	<u>100.0%</u>	<u>\$302.7</u>	<u>100.0%</u>	<u>\$1,090.9</u>	<u>100.0%</u>	<u>\$941.2</u>	<u>100.0%</u>

Revenues primarily consist of retail sales from our Company-owned stores, royalties from our domestic and international franchise stores and sales of food, equipment and supplies from our supply chain centers to significantly all of our domestic franchise stores and certain international franchise stores. Company-owned store and franchise store revenues may vary significantly from period to period due to changes in store count mix, while supply chain revenues may vary significantly as a result of fluctuations in commodity prices, primarily cheese and meats.

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Domestic Stores Revenues

	Third Quarter of 2010		Third Quarter of 2009		First Three Quarters of 2010		First Three Quarters of 2009	
Domestic Company-owned stores	\$ 77.4	66.7%	\$ 72.7	67.9%	\$244.7	67.2%	\$230.4	68.3%
Domestic franchise	38.5	33.3%	34.3	32.1%	119.3	32.8%	106.9	31.7%
Domestic stores	<u>\$115.9</u>	<u>100.0%</u>	<u>\$107.0</u>	<u>100.0%</u>	<u>\$364.0</u>	<u>100.0%</u>	<u>\$337.3</u>	<u>100.0%</u>

Domestic stores revenues increased \$8.9 million, up 8.3% in the third quarter of 2010; and \$26.7 million, up 7.9% in the first three quarters of 2010. These increases were due primarily to higher domestic Company-owned and franchise same store sales. These changes in domestic stores revenues are more fully described below.

Domestic Company-Owned Stores Revenues

Revenues from domestic Company-owned store operations increased \$4.7 million, up 6.4% in the third quarter of 2010; and \$14.3 million, up 6.2% in the first three quarters of 2010. These increases were due to higher same store sales, offset in part by a decrease in the number of Company-owned stores open during both the third quarter and first three quarters of 2010. Domestic Company-owned same store sales increased 11.8% in the third quarter of 2010; and 11.6% in the first three quarters of 2010. This compared to a decrease of 2.0% in the third quarter of 2009; and a decrease of 1.8% in the first three quarters of 2009. There were 455 Company-owned stores in operation at the end of the third quarter of 2010, versus 481 at the end of the third quarter of 2009.

Domestic Franchise Revenues

Revenues from domestic franchise operations increased \$4.2 million, up 12.3% in the third quarter of 2010; and \$12.4 million, up 11.6% in the first three quarters of 2010. These increases were due primarily to higher same store sales. Domestic franchise same store sales increased 11.7% in the third quarter of 2010; and 11.6% in the first three quarters of 2010. This compared to an increase of 0.3% in the third quarter of 2009; and an increase of 0.2% in the first three quarters of 2009. There were 4,450 domestic franchise stores in operation at the end of the third quarter of 2010, versus 4,456 at the end of the third quarter of 2009.

Domestic Supply Chain Revenues

Revenues from domestic supply chain operations increased \$29.3 million, up 18.0% in the third quarter of 2010; and \$101.3 million, up 19.9% in the first three quarters of 2010. These increases were due primarily to higher volumes related to growth in domestic retail sales and an increase in overall commodity prices, including cheese and meats. The published cheese block price-per-pound averaged \$1.53 in the third quarter of 2010; and \$1.46 in the first three quarters of 2010. This was up from \$1.19 and \$1.21 in the comparable periods in 2009. Had the 2010 average cheese prices been in effect during 2009, domestic supply chain revenues for the third quarter of 2009 would have been approximately \$5.6 million higher than the reported 2009 amounts; and domestic supply chain revenues for the first three quarters of 2009 would have been approximately \$14.1 million higher than the reported 2009 amounts.

International Revenues

	Third Quarter of 2010		Third Quarter of 2009		First Three Quarters of 2010		First Three Quarters of 2009	
International royalty and other	\$20.1	51.5%	\$17.4	53.3%	\$ 59.9	51.4%	\$ 49.8	52.5%
International supply chain	18.9	48.5%	15.2	46.7%	56.6	48.6%	44.9	47.5%
International	<u>\$39.0</u>	<u>100.0%</u>	<u>\$32.6</u>	<u>100.0%</u>	<u>\$116.5</u>	<u>100.0%</u>	<u>\$ 94.7</u>	<u>100.0%</u>

International revenues consist of royalties from our international franchise stores and international supply chain sales. Revenues from international operations increased \$6.4 million, up 19.7% in the third quarter of 2010; and \$21.8 million, up 23.1% in the first three quarters of 2010. These changes in international revenues are more fully described below.

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International Royalty and Other Revenues

Revenues from international royalties and other increased \$2.7 million, up 15.7% in the third quarter of 2010; and \$10.1 million, up 20.4% in the first three quarters of 2010. These increases were primarily due to higher same store sales and an increase in the average number of international stores open during 2010, as well as the positive impact of changes in foreign currency exchange rates of approximately \$0.1 million in the third quarter of 2010 and approximately \$2.7 million in the first three quarters of 2010. On a constant dollar basis (which excludes the impact of foreign currency exchange rates), same store sales increased 7.0% in the third quarter of 2010; and 5.9% in the first three quarters of 2010. This compared to an increase of 2.7% in the third quarter of 2009; and an increase of 4.5% in the first three quarters of 2009. On a historical dollar basis (which includes the impact of foreign currency exchange rates), same store sales increased 7.5% in the third quarter of 2010; and 11.6% in the first three quarters of 2010. This compared to a decrease of 9.3% in the third quarter of 2009; and a decrease of 12.7% in the first three quarters of 2009. The variance in our same store sales on a constant dollar basis versus a historical dollar basis in 2010 was caused by the weakening of the U.S. dollar. There were 4,264 international stores in operation at the end of the third quarter of 2010, compared to 3,949 at the end of the third quarter of 2009.

International Supply Chain Revenues

Revenues from international supply chain operations increased \$3.7 million, up 24.4% in the third quarter of 2010; and \$11.7 million, up 26.0% in the first three quarters of 2010. These increases were due primarily to higher volumes and the positive impact of changes in foreign currency exchange rates of approximately \$1.0 million in the third quarter of 2010; and approximately \$5.6 million in the first three quarters of 2010.

Cost of Sales / Operating Margin

	<u>Third Quarter of 2010</u>		<u>Third Quarter of 2009</u>		<u>First Three Quarters of 2010</u>		<u>First Three Quarters of 2009</u>	
Consolidated revenues	\$347.4	100.0%	\$302.7	100.0%	\$1,090.9	100.0%	\$941.2	100.0%
Consolidated cost of sales	253.2	72.9%	219.6	72.5%	788.4	72.3%	683.2	72.6%
Consolidated operating margin	<u>\$ 94.2</u>	<u>27.1%</u>	<u>\$ 83.2</u>	<u>27.5%</u>	<u>\$ 302.5</u>	<u>27.7%</u>	<u>\$257.9</u>	<u>27.4%</u>

Consolidated cost of sales consists primarily of domestic Company-owned store and domestic supply chain costs incurred to generate related revenues. Components of consolidated cost of sales primarily include food, labor and occupancy costs.

The consolidated operating margin, which we define as revenues less cost of sales, increased \$11.0 million, up 13.2% in the third quarter of 2010; and \$44.6 million, up 17.3% in the first three quarters of 2010. These increases were due primarily to higher franchise royalty revenues as a result of strong global retail sales and higher margins in our domestic supply chain business (as described in more detail below). Additionally, while the operating margin at our Company-owned stores was depressed in the third quarter of 2010 (primarily due to higher insurance expenses), the consolidated operating margin for the first three quarters of 2010 benefited from higher margins in our domestic Company-owned stores (both as described in more detail below). Franchise revenues do not have a cost of sales component and, as such, changes in franchise revenues have a disproportionate effect on the consolidated operating margin.

As a percentage of revenues, the consolidated operating margin decreased 0.4 percentage points in the third quarter of 2010; and increased 0.3 percentage points in the first three quarters of 2010. The decrease in the third quarter of 2010 was due primarily to lower Company-owned store margins due to higher insurance expenses and higher overall commodity prices, including cheese and meats. The increase in the first three quarters of 2010 was due primarily to lower cost of sales as a percentage of revenues in our domestic supply chain and Company-owned store operations due primarily to increased volumes, as discussed below, offset in part by an increase in overall commodity prices, including cheese and meats.

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As indicated above, the consolidated operating margin as a percentage of revenues was negatively impacted by higher commodity costs, including cheese. Cheese price changes are a “pass-through” in domestic supply chain revenues and cost of sales and, as such, have no impact on the related operating margin as measured in dollars. However, cheese price changes do impact operating margin when measured as a percentage of revenues. For example, if the 2010 average cheese prices had been in effect during 2009, this impact on supply chain margins would have caused the consolidated operating margin to be approximately 27.0% of total revenues for both the third quarter and first three quarters of 2009. This was versus the reported 27.5% and 27.4% in the comparable periods. However, the dollar margin for that same period would have been unaffected.

Domestic Company-Owned Stores Operating Margin

Domestic Company-Owned Stores	Third Quarter of 2010		Third Quarter of 2009		First Three Quarters of 2010		First Three Quarters of 2009	
Revenues	\$77.4	100.0%	\$72.7	100.0%	\$244.7	100.0%	\$230.4	100.0%
Cost of sales	64.9	83.9%	60.2	82.8%	197.1	80.6%	187.5	81.4%
Store operating margin	<u>\$12.4</u>	<u>16.1%</u>	<u>\$12.5</u>	<u>17.2%</u>	<u>\$ 47.6</u>	<u>19.4%</u>	<u>\$ 42.9</u>	<u>18.6%</u>

The domestic Company-owned store operating margin decreased \$0.1 million, down 0.3% in the third quarter of 2010; and increased \$4.7 million, up 10.8% in the first three quarters of 2010. The margin decrease in the third quarter of 2010 was due primarily to an increase in overall commodity prices, including cheese and meats and higher insurance expenses, offset in part by higher same store sales as well as lower labor and related expenses. The margin increase in the first three quarters of 2010 was due primarily to higher same store sales and lower labor and related expenses, offset in part by an increase in overall commodity prices, including cheese and meats, and higher insurance expenses. As a percentage of store revenues, the store operating margin decreased 1.1 percentage points in the third quarter of 2010 and increased 0.8 percentage points in the first three quarters of 2010, as discussed in more detail below.

As a percentage of store revenues, food costs increased 3.2 percentage points to 28.0% in the third quarter of 2010; and 2.2 percentage points to 27.4% in the first three quarters of 2010. These increases were due primarily to higher cheese and meat prices, a slight increase in the product costs for our improved pizza and the negative impact of a lower average customer price paid per order during the third quarter and first three quarters of 2010. The cheese block price-per-pound averaged \$1.53 in the third quarter of 2010 and \$1.46 in the first three quarters of 2010. This compared to \$1.19 and \$1.21 in the comparable periods in 2009.

As a percentage of store revenues, insurance costs increased 1.9 percentage points to 5.4% in the third quarter of 2010; and 0.4 percentage points to 3.8% in the first three quarters of 2010. These increases were due primarily to adverse development of certain historical non-owned auto liability and workers' compensation claims.

As a percentage of store revenues, labor and related costs decreased 2.5 percentage points to 30.5% in the third quarter of 2010; and 1.6 percentage points to 30.7% in the first three quarters of 2010. These decreases were due primarily to efficiencies obtained with higher same store sales and lower average labor rates in the third quarter of 2010.

As a percentage of store revenues, occupancy costs (which include rent, telephone, utilities and depreciation), decreased 1.2 percentage points to 11.8% in the third quarter of 2010; and 1.5 percentage points to 10.7% in the first three quarters of 2010. These decreases were due primarily to leveraging these fixed expenses with the higher same store sales.

Domestic Supply Chain Operating Margin

Domestic Supply Chain	Third Quarter of 2010		Third Quarter of 2009		First Three Quarters of 2010		First Three Quarters of 2009	
Revenues	\$192.5	100.0%	\$163.2	100.0%	\$610.5	100.0%	\$509.2	100.0%
Cost of sales	171.6	89.1%	145.8	89.4%	541.1	88.6%	455.1	89.4%
Supply Chain operating margin	<u>\$ 20.9</u>	<u>10.9%</u>	<u>\$ 17.3</u>	<u>10.6%</u>	<u>\$ 69.3</u>	<u>11.4%</u>	<u>\$ 54.0</u>	<u>10.6%</u>

The domestic supply chain operating margin increased \$3.6 million, up 20.9% in the third quarter of 2010; and \$15.3 million, up 28.3% in the first three quarters of 2010. These margin increases were due primarily to higher volumes as a result of increases in domestic retail sales.

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As a percentage of supply chain revenues, the supply chain operating margin increased 0.3 percentage points in the third quarter of 2010; and 0.8 percentage points in the first three quarters of 2010. These increases were due primarily to higher volumes and changes in product mix, offset in part by higher commodity prices, including cheese and meats, as well as higher fuel costs. Increases in certain food prices have a negative effect on the domestic supply chain operating margin due to the fixed dollar margin earned by domestic supply chain on such food items. Had the 2010 cheese prices been in effect during 2009, the domestic supply chain operating margin as a percentage of domestic supply chain revenues would have been approximately 10.3% for both the third quarter and first three quarters of 2009. This was versus the reported 10.6% in both of the comparable periods.

General and Administrative Expenses

General and administrative expenses increased \$3.2 million, up 7.6% in the third quarter of 2010; and \$9.9 million, up 7.5% in the first three quarters of 2010. These increases were due primarily to higher variable general and administrative expenses, including higher performance based bonuses, store awards and incentives as a result of our strong operating performance, as well as continued investments in growth initiatives. Additionally, the year-over-year change in general and administrative expenses was positively impacted by the effect of approximately \$4.9 million of expenses incurred in the first three quarters of 2009 in connection with the Company's stock plan changes and negatively impacted by \$2.0 million of net proceeds received in the first three quarters of 2009 from an insurance settlement.

Interest Expense

Interest expense decreased \$2.6 million to \$22.0 million in the third quarter of 2010; and \$9.7 million to \$67.9 million in the first three quarters of 2010, due primarily to lower debt balances attributable to our debt repurchases.

The Company's cash borrowing rate was 5.9% in both the third quarter and first three quarters of 2010, which improved from 6.0% in both of the comparable periods in 2009. The Company's average outstanding debt balance, excluding capital lease obligations, was approximately \$1.5 billion in both the third quarter and first three quarters of 2010 versus approximately \$1.6 billion in the third quarter of 2009 and \$1.7 billion in the first three quarters of 2009.

Other

The Other amounts of \$0.9 million in the third quarter of 2010 and \$8.6 million in the first three quarters of 2010 represent the gains recognized on the repurchase and retirement of principal of \$20.0 million on the Class A-2 Notes in the third quarter of 2010 and \$100.4 million on the Class A-2 and Class M-1 Notes in the first three quarters of 2010. This compared to gains recognized on the repurchase and retirement of principal on the Class A-2 Notes of \$14.3 million and \$48.4 million in the comparable periods in 2009.

Provision for Income Taxes

Provision for income taxes decreased \$1.8 million to \$10.6 million in the third quarter of 2010; and \$3.7 million to \$37.3 million in the first three quarters of 2010. The effective tax rate was 39.0% in the third quarter of 2010 and 36.9% in the first three quarters of 2010. This compared to 41.0% and 42.2% in the comparable periods in 2009. The effective tax rate for the first three quarters of 2010 was positively impacted by reserve adjustments related to a state income tax matter. The effective tax rate in the first three quarters of 2009 was negatively impacted by reserve adjustments related to a state income tax matter. Additionally, the Company's effective tax rates for the third quarter and the first three quarters of 2010 benefited from changes made to our overall tax structure.

Liquidity and Capital Resources

As of September 12, 2010, we had working capital of \$26.6 million, excluding restricted cash and cash equivalents of \$77.5 million, and including total unrestricted cash and cash equivalents of \$39.2 million. Historically, we have operated with minimal positive or negative working capital, primarily because our receivable collection periods and inventory turn rates are faster than the normal payment terms on our current liabilities. We generally collect our receivables within three weeks from the date of the related sale; and we generally experience 40 to 50 inventory turns per year. In addition, our sales are not typically seasonal, which further limits our working capital requirements. These factors, coupled with the use of our ongoing cash flows from operations to service our debt obligations, invest in our business, and repurchase common stock, reduce our working capital amounts. As of September 12, 2010, the Company had approximately \$34.8 million of cash held as collateral for outstanding letters of credit, \$29.8 million of cash held for future interest payments, \$6.6 million of cash held in interest reserves, \$6.0 million of cash held for capitalization of certain subsidiaries and \$0.3 million of other restricted cash, for a total of \$77.5 million of restricted cash and cash equivalents. In 2010, the Company reclassified \$6.2 million from restricted to unrestricted cash and cash equivalents as a result of a lower cash requirement for capitalization of certain subsidiaries, and a lower requirement for cash held for interest reserves, based on the terms of the related agreement.

As of September 12, 2010, we had nearly \$1.5 billion of long-term debt, of which \$0.8 million was classified as a current liability. Our primary source of liquidity is cash flows from operations. In 2010, the Company borrowed an additional \$2.4 million under its variable funding note facility and is now fully drawn on the \$60.0 million variable funding notes facility. Our securitized debt requires interest-only payments until April 2012. This interest-only period can be extended for two one-year periods if the Company meets certain requirements in April 2012 and April 2013. Based on our financial results through the first three quarters of 2010, the Company has exceeded the required threshold for extension that will be assessed in April 2012 and April 2013.

During the third quarter of 2010, the Company used a combination of cash on hand and cash flows from operations to fund the repurchase and retirement of \$20.0 million in principal amount of its Class A-2 Notes. The total purchase price was approximately \$19.2 million, including \$0.2 million of accrued interest. During the first three quarters of 2010, the Company used a combination of cash on hand and cash flows from operations to fund the repurchase and retirement of \$100.0 million in principal amount of its Class A-2 Notes and approximately \$0.4 million of its Class M-1 notes for a combined purchase price of approximately \$92.2 million, including \$0.4 million of accrued interest.

During the first two quarters of 2010, the Company experienced a significant growth in same store sales versus the prior-year quarter as positive customer traffic continued in our stores. This positive trend continued during the third quarter of 2010 as we experienced strong domestic same store sales and higher volumes in our supply chain business, resulting from the continued success of our improved pizza and our focus on operational excellence. Additionally, our international business continued to perform well, with positive same store sales and store growth. All of these factors have contributed to the Company's continued ability to generate positive operating cash flows. We expect to use our unrestricted cash and cash equivalents and ongoing cash flows from operations to fund working capital requirements, invest in our core business and reduce our long-term debt. We have historically funded our working capital requirements, capital expenditures, debt repayments and share repurchases primarily from our cash flows from operations and, when necessary, our available borrowings under the variable funding notes. Management believes its current unrestricted cash and cash equivalents balance, and its expected ongoing cash flows from operations are sufficient to fund operations for the foreseeable future. We did not have any material commitments for capital expenditures as of September 12, 2010.

Cash provided by operating activities was \$82.3 million in the first three quarters of 2010 and \$54.8 million in the first three quarters of 2009. The \$27.5 million increase was due primarily to a \$27.4 million increase in net income, after excluding non-cash adjustments versus the prior-year period, resulting primarily from our improved operating performance.

Cash used in investing activities was \$2.0 million in the first three quarters of 2010 and \$19.4 million in the first three quarters of 2009. The \$17.4 million net change was due primarily to a \$22.1 million change in restricted cash and cash equivalents resulting from the timing of interest and other payments relating to our financing, offset in part by a \$2.8 million increase in capital expenditures related to investments in technology initiatives.

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Cash used in financing activities was \$83.5 million in the first three quarters of 2010 and \$31.7 million in the first three quarters of 2009. The \$51.8 million increase was due primarily to a \$56.5 million decrease in the proceeds from issuance of long-term debt.

Based upon the current level of operations and anticipated growth, we believe that the cash generated from operations and our current unrestricted cash and cash equivalents will be adequate to meet our anticipated debt service requirements, capital expenditures and working capital needs for the foreseeable future. Our ability to continue to fund these items and continue to reduce debt could be adversely affected by the occurrence of any of the events described under “Risk Factors” in our filings with the Securities and Exchange Commission. There can be no assurance, however, that our business will generate sufficient cash flows from operations or that future borrowings will be available under the variable funding notes or otherwise to enable us to service our indebtedness, or to make anticipated capital expenditures. Our future operating performance and our ability to service, extend or refinance the fixed rate notes, and to service, extend or refinance the variable funding notes will be subject to future economic conditions and to financial, business and other factors, many of which are beyond our control.

New Accounting Pronouncements

The Company considered relevant recently-issued accounting pronouncements during the third quarter and first three quarters of 2010, as discussed in Footnote 8 of the Notes to Condensed Consolidated Financial Statements, included in this Form 10-Q.

Forward-Looking Statements

This filing contains 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. You can identify forward-looking statements because they contain words such as “believes,” “expects,” “may,” “will,” “should,” “seeks,” “approximately,” “intends,” “plans,” “estimates,” or “anticipates” or similar expressions that concern our strategy, plans or intentions. Forward-looking statements relating to our anticipated profitability, estimates in same store sales growth, the growth of our international business, ability to service our indebtedness, our intentions with respect to the extensions of the interest-only period on our fixed rate notes, our operating performance, the anticipated success of our reformulated pizza product, trends in our business and other descriptions of future events reflect management’s expectations based upon currently available information and data. However, actual results are subject to future risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. The risks and uncertainties that could cause actual results to differ materially include: the level of our long-term and other indebtedness; the uncertainties relating to litigation; consumer preferences, spending patterns and demographic trends; the effectiveness of our advertising, operations and promotional initiatives; the strength of our brand in the markets in which we compete; our ability to retain key personnel; new product and concept developments by us, such as our reformulated pizza, and other food-industry competitors; the ongoing level of profitability of our franchisees; the ability of us and our franchisees to open new restaurants and keep existing restaurants in operation; changes in food prices, particularly cheese, labor, utilities, insurance, employee benefits and other operating costs; the impact that widespread illness or general health concerns may have on our business and the economy of the countries where we operate; severe weather conditions and natural disasters; changes in our effective tax rate; changes in government legislation and regulations; adequacy of our insurance coverage; costs related to future financings; our ability and that of our franchisees to successfully operate in the current credit environment; changes in the level of consumer spending given the general economic conditions including interest rates, energy prices and weak consumer confidence; availability of borrowings under our variable funding notes and our letters of credit; and changes in accounting policies. Important factors that could cause actual results to differ materially from our expectations are more fully described in our other filings with the Securities and Exchange Commission, including under the section headed “Risk Factors” in our annual report on Form 10-K. Except as required by applicable securities law, we do not undertake to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Market Risk

The Company is exposed to market risk from interest rate changes on our variable rate debt, which consists of variable funding note borrowings that are outstanding from time to time. Management actively monitors this exposure when present. As of September 12, 2010, we had \$60.0 million of outstanding variable funding note borrowings. Our outstanding fixed rate notes, which comprise substantially all of our outstanding borrowings, contain fixed interest rates until April 2012. We do not engage in speculative transactions nor do we hold or issue financial instruments for trading purposes.

The Company is exposed to market risk from changes in commodity prices. During the normal course of business, we purchase cheese and certain other food products that are affected by changes in commodity prices and, as a result, we are subject to volatility in our food costs. We may periodically enter into financial instruments to manage this risk. We do not engage in speculative transactions nor do we hold or issue financial instruments for trading purposes. In instances where we use forward pricing agreements with our suppliers, we use these agreements to cover our physical commodity needs; the agreements are not net-settled and are accounted for as normal purchases.

Item 4. Controls and Procedures.

Management, with the participation of the Company's President and Chief Executive Officer, J. Patrick Doyle, and Executive Vice President and Chief Financial Officer, Michael T. Lawton, performed an evaluation of the effectiveness of the Company's disclosure controls and procedures (as that term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on that evaluation, Mr. Doyle and Mr. Lawton concluded that the Company's disclosure controls and procedures were effective.

During the quarterly period ended September 12, 2010, there were no changes in the Company's internal controls over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

We are a party to lawsuits, revenue agent reviews by taxing authorities and administrative proceedings in the ordinary course of business which include, without limitation, workers' compensation, general liability, automobile and franchisee claims. We are also subject to suits related to employment practices.

While we may occasionally be party to large claims, including class action suits, we do not believe that these matters, individually or in the aggregate, will materially and adversely affect our financial position, results of operations or cash flows.

Item 1A. Risk Factors.

There have been no material changes in the risk factors previously disclosed in the Company's Form 10-K for the fiscal year ended January 3, 2010.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. (Removed and Reserved).

Item 5. Other Information.

On October 14, 2010, the Company's Board of Directors approved the Amended and Restated By-Laws of Domino's Pizza, Inc., effective immediately. The principle amendments are in Article 2.11 and 2.12, are summarized as follows:

Article 2.11 was amended to expand the disclosure required by stockholders in nominating a director to disclose (i) all direct and indirect compensation and other material agreements or understandings during the past three years between the shareholder or certain persons associated with the shareholder and the nominee, or certain persons associated with the nominee, (ii) any arrangements or agreements entered into by the shareholder, or certain persons associated with the shareholder to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of the shareholder, or certain persons associated with the shareholder, with respect to shares of the Company (including derivative or short positions, profit interests, options, hedging transactions and borrowed or loaned shares). This Article was also amended to allow for director nominations at special meetings of the stockholders only if the Board of Directors determines that any directors will be elected at such special meeting.

Article 2.12 was amended to confirm that the advance notice provisions applicable to shareholders seeking to bring a matter before an annual meeting are not to be construed to limit the application of the advance notice requirements only to shareholder proposals submitted under Rule 14a-8 of the Exchange Act. In addition, the amendments expand the disclosure shareholders must provide when proposing to bring a matter before an annual meeting, to include, among other things, any arrangements or agreements entered into by the shareholder, or certain persons associated with the shareholder, to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of the shareholder, or certain persons associated with the shareholder, with respect to shares of the Company (including derivative or short positions, profit interests, options, hedging transactions and borrowed or loaned shares).

The amendments include other minor revisions in Article 2 and the preceding summary is qualified in its entirety by reference to the full text of the By-Laws, as amended and restated, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

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Item 6. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amended and Restated By-Laws of Domino's Pizza, Inc.
31.1	Certification by J. Patrick Doyle pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, relating to Domino's Pizza, Inc.
31.2	Certification by Michael T. Lawton pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, relating to Domino's Pizza, Inc.
32.1	Certification by J. Patrick Doyle pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, relating to Domino's Pizza, Inc.
32.2	Certification by Michael T. Lawton pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, relating to Domino's Pizza, Inc.

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 hereunto duly authorized.

DOMINO'S PIZZA, INC.
(Registrant)

Date October 19, 2010

/s/ Michael T. Lawton
Michael T. Lawton
Chief Financial Officer

**AMENDED AND RESTATED
BY-LAWS
OF
DOMINO'S PIZZA, INC.**

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ARTICLE 1 - OFFICES

1.1 Registered Offices. The registered office of Domino's Pizza, Inc. (the "Corporation") in the State of Delaware shall be located at 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address shall be The Corporation Trust Company. The registered office and/or registered agent of the Corporation may be changed from time to time by action of the Board of Directors.

1.2 Other Offices. The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

1.3 Books. The books of the Corporation may be kept within or without of the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE 2 - STOCKHOLDERS

2.1 Place of Meetings. All meetings of stockholders shall be held at such place within or without the State of Delaware as may be designated from time to time by the Board of Directors or the Chief Executive Officer (or, if there is no Chief Executive Officer, the President) or, if not so designated, at the registered office of the Corporation.

2.2 Annual Meeting. The annual meeting of stockholders for the election of directors and for the transaction of such other business as may properly be brought before the meeting shall be held at 10:00 a.m. on the second Tuesday in April each year (unless that day be a legal holiday in the place where the meeting is to be held in which case the meeting shall be held at the same hour on the next succeeding day not a legal holiday) or at such other date and time as shall be fixed by the Board of Directors, pursuant to a resolution adopted by the affirmative vote of a majority of the total number of directors then in office, or the Chief Executive Officer (or, if there is no Chief Executive Officer, the President) and stated in the notice of the meeting. If no annual meeting is held in accordance with the foregoing provisions, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient. If no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu of the annual meeting, and any action taken at that special meeting shall have the same effect as if it had been taken at the annual meeting, and in such case all references in these By-Laws to the annual meeting of stockholders shall be deemed to refer to such special meeting.

2.3 Special Meeting. Special meetings of stockholders may be called at any time by only the Chairman of the Board of Directors, the Chief Executive Officer (or, if there is no Chief Executive Officer, the President) or by the Board of Directors of the Corporation pursuant to a resolution adopted by the affirmative vote of a majority of the total number of directors then in office. Any business transacted at any special meeting of stockholders shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

2.4 Notice of Meetings. Except as otherwise provided by law, written notice of each meeting of stockholders, whether annual or special, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting. The notices of all meetings shall state the place, date and hour of the meeting. The notice of a special meeting shall state, in addition, the purpose or purposes for which the meeting is called. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at his or her address as it appears on the records of the Corporation.

2.5 Voting List. The officer who has charge of the stock ledger of the Corporation shall prepare, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, at a place within the city where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time of the meeting, and may be inspected by any stockholder who is present.

2.6 Quorum. Except as otherwise provided by law, the Certificate of Incorporation or these By-Laws, the holders of a majority of the shares of the capital stock of the Corporation issued and outstanding and entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business.

2.7 Adjournments. Any meeting of stockholders may be adjourned to any other time and to any other place at which a meeting of stockholders may be held under these By-Laws by a majority of the stockholders present or represented at the meeting and entitled to vote, although less than a quorum, or, if no stockholder is present, by any officer entitled to preside at or to act as Secretary of such meeting. It shall not be necessary to notify any stockholder of any adjournment of less than thirty (30) days if the time and place of the adjourned meeting are announced at the meeting at which adjournment is taken, unless after the adjournment a new record date is fixed for the adjourned meeting. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting.

2.8 Voting and Proxies. Except as otherwise provided by the General Corporation Law of the State of Delaware, the Certificate of Incorporation or these By-Laws, each stockholder shall have one vote for each share of capital stock entitled to vote and held of record by such stockholder. To the extent permitted by law, each stockholder of record entitled to vote at a meeting of stockholders may vote in person or may authorize another person or persons to vote or act for him or her by proxy, which proxy may be authorized in writing, by telephone or by electronic means by the stockholder or his or her authorized agent. No such proxy shall be voted or acted upon after three years from the date of its execution, unless the proxy expressly provides for a longer period.

2.9 Proxy Representation. Every stockholder may authorize another person or persons to act for him or her by proxy in all matters in which a stockholder is entitled to participate, whether by waiving notice of any meeting, objecting to or voting or participating at a meeting, or expressing consent or dissent without a meeting. The delivery of a proxy on behalf of a stockholder consistent with telephonic or electronically transmitted instructions obtained pursuant to procedures of the Corporation reasonably designed to verify that such instructions have been authorized by such stockholder shall constitute execution and delivery of the proxy by or on behalf of the stockholder. No proxy shall be voted or acted upon after three years from its date unless such proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and, if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the Corporation generally. The authorization of a proxy may but need not be limited to specified action, provided, however, that if a proxy limits its authorization to a meeting or meetings of stockholders, unless otherwise specifically provided such proxy shall entitle the holder thereof to vote at any adjourned session but shall not be valid after the final adjournment thereof. A proxy purporting to be authorized by or on behalf of a stockholder, if accepted by the Corporation in its discretion, shall be deemed valid unless challenged at or prior to its exercise, and the burden of proving invalidity shall rest on the challenger.

2.10 Action at Meeting. When a quorum is present at any meeting, a plurality of the votes properly cast for election to any office shall elect to such office and a majority of the votes properly cast upon any question other than an election to an office shall decide the question, except when a larger vote is required by law, by the Certificate of Incorporation or by these By-laws. No ballot shall be required for any election unless requested by a stockholder present or represented at the meeting and entitled to vote in the election.

2.11 Nomination of Directors. Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors. The nomination for election to the Board of Directors of the Corporation at a meeting of stockholders may be made (i) pursuant to the notice of meeting (or supplement thereto) given by or at the direction of the Board of Directors, (ii) otherwise by or at the direction of the Board of Directors if properly brought before the meeting of stockholders, or (iii) by any stockholder of record of the Corporation who (a) was a stockholder of record at the time of giving of notice contemplated in this Section 2.11, (b) is entitled to vote for the election of directors at such meeting and (c) has complied with the notice procedures set forth in this Section 2.11. Clause (iii) of the preceding sentence shall be the exclusive means for a stockholder to make nominations for election of directors before a meeting of stockholders, and, unless the Board of Directors has determined that directors will be elected at a special meeting of the stockholders, no stockholder may nominate directors for election at any special meeting of the stockholders. Nominations, other than those made by or on behalf of the Board of Directors, shall be made by notice in writing, which shall include the information contemplated by this Section 2.11, delivered or mailed by first class United States mail, postage prepaid, to the Secretary, and (a) with respect to an annual meeting held pursuant to Section 2.2 of these By-laws, received at the principal executive offices of the Corporation not less than sixty (60) days nor more than ninety (90) days prior to the anniversary date of the immediately preceding annual meeting of stockholders; provided, however, that if the annual meeting is not held within thirty (30) days before or after such anniversary date, then such nomination shall have been delivered to or mailed and received by the Secretary not later than the close of business on the 10th day following the date on which the notice of the meeting was mailed or public disclosure (as defined below) of the date of such meeting was made, whichever occurs first, and (b) with respect to a special meeting of the stockholders held pursuant to Section 2.3 of these By-laws, at which the Board of Directors has determined that directors will be elected, received by the close of business on the 10th day following the day on which public disclosure of the date of such meeting was made. In no event shall any adjournment or postponement of an annual or special meeting of the stockholders or the announcement thereof commence a new time period for the delivery of such notice by a stockholder.

A stockholder's notice to the Secretary required under this Section 2.11 shall set forth (a) as to each proposed nominee (i) the name, age, business address and, if known, residence address of each such nominee, (ii) the principal occupation or employment of each such nominee, (iii) the number of shares of stock of the Corporation which are beneficially owned by each such nominee, (iv) any other information concerning the nominee that must be disclosed as to nominees in proxy solicitations pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Act"), including such person's written consent to be named as a nominee and to serve as a director if elected, and (v) a description of all direct and indirect compensation and other material monetary arrangements, agreements or understandings during the past three years, and any other material relationship, if any, between the stockholder and its respective affiliates or associates, or others with whom they are acting in concert, on the one hand, and the proposed nominee, and his or her respective affiliates or associates, on the other hand; and (b) as to the stockholder giving the notice (i) the name and address of such stockholder, (ii) the class or classes and number of shares of the Corporation of each class which are, directly or indirectly, owned beneficially or of record by such stockholder or any Stockholder Associated Person (as defined below), (iii) any option, warrant, convertible security, stock appreciation right or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class (or, if applicable, series) of shares of stock of the Corporation or with a value derived in whole or in part from the value of any class (or, if applicable, series) of shares of stock of the Corporation, whether or not such instrument or right shall be subject to settlement in the underlying class or series of stock of the Corporation or otherwise (each, a "Derivative Instrument") directly or indirectly owned beneficially or of record by such stockholder or any Stockholder Associated Person and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of stock of the Corporation by the stockholder or any Stockholder Associated Person, (iv) any proxy, contract, arrangement, understanding or relationship pursuant to which such stockholder or any Stockholder Associated Person has a right to vote any securities of the Corporation, (v) any proportionate interest in shares of stock of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such stockholder or any Stockholder Associated Person is a general partner or beneficially owns an interest in a general partner, (vi) any performance-related fees (other than an asset-based fee) that such stockholder or any Stockholder Associated Person is entitled to based on any increase or decrease in the value of the shares of stock of the Corporation or Derivative Instruments and (vii) whether the stockholder intends to deliver a proxy statement and form of proxy to holders of a sufficient number of the Corporation's voting shares reasonably believed by such stockholder to be sufficient to elect such nominee or nominees. If the stockholder holds its shares by or through a nominee, the information contemplated by this Section 2.11 shall be provided about each person who has sole or shared power to direct the voting or disposition of the shares of stock of the Corporation and each person who has a pecuniary interest in such shares of stock in lieu of the stockholder. In addition, any nominee proposed by a stockholder shall complete a questionnaire, in a form provided by the Corporation, within 10 days of receipt of the form of questionnaire from the Corporation, and the Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a director of the Corporation.

Subject to the certificate of incorporation of the Corporation and applicable law, only persons nominated in accordance with procedures stated in this Section 2.11 shall be eligible for election as and to serve as a member of the Board of Directors. The chairman of the meeting may, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedures, and if he or she should so determine, he or she shall so declare to the meeting and the defective nomination shall be disregarded. Notwithstanding the foregoing provisions of this Section 2.11, a stockholder shall also comply with all applicable requirements of the Act and the rules and regulations thereunder.

For purposes of these By-laws, (a) “public disclosure” means disclosure in a press release reported by the Dow Jones News Service, Associated Press or a comparable news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Act, and (b) a “Stockholder Associated Person” of any stockholder means (i) any “affiliate” or “associate” (as those terms are defined in Rule 12b-2 under the Act) of the stockholder and (ii) any person acting in concert with such stockholder or any affiliate or associate of such stockholder with respect to the capital stock or any other security or Derivative Instrument of the Corporation.

2.12 Advance Notice of Business at Meetings. At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors, or (c) otherwise properly brought before an annual meeting by a stockholder. For business to be properly brought before an annual meeting by a stockholder, if such business relates to the election of directors of the Corporation, the procedures in Section 2.11 must be complied with. If such business relates to any other matter, the business must be a proper matter for stockholder action under the Delaware General Corporation Law (the “DGCL”) and the stockholder must have given timely notice thereof in writing to the Secretary with the information contemplated by this Section 2.12. The preceding sentence shall be the exclusive means for a stockholder to propose business (other than matters properly brought under Rule 14a-8 under the Act and included in the Corporation’s notice of meeting) before an annual meeting of stockholders.

To be timely, (a) with respect to an annual meeting held pursuant to Section 2.2 of these By-laws, a stockholder’s notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than sixty (60) days nor more than ninety (90) days prior to the anniversary date of the immediately preceding annual meeting of stockholders; provided, however, that if the annual meeting is not held within thirty (30) days before or after such anniversary date, then for the notice by the stockholder to be timely it must be so received not later than the close of business on the 10th day following the date on which the notice of the meeting was mailed or public disclosure of the date of such meeting was made, whichever occurs first, and (b) with respect to a special meeting of the stockholders held pursuant to Section 2.3 of these By-laws, to the extent that business may be properly brought before such meeting by a stockholder, a stockholder’s notice must be received by the close of business on the 10th day following the day on which public disclosure of the date of such meeting was made. In no event shall any adjournment or postponement of a meeting of the stockholders or the announcement thereof commence a new time period for the delivery of such notice by a stockholder.

A stockholder’s notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before a meeting (a) a brief description of the proposal desired to be brought before the meeting and the reasons for making such proposal at the meeting, (b) the name and address of the stockholder making such proposal, (c) the class and number of shares of the Corporation which are beneficially owned by the stockholder, (d) any material interest of the stockholder in such proposal, (e) any Derivative Instrument directly or indirectly owned beneficially or of record by such stockholder or any Stockholder Associated Person and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of stock of the Corporation by the stockholder or any Stockholder Associated Person, (f) any proxy, contract, arrangement, understanding or relationship pursuant to which such stockholder or any Stockholder Associated Person has a right to vote any securities of the Corporation, (g) any proportionate interest in shares of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such stockholder or any Stockholder Associated Person is a general partner or beneficially owns an interest in a general partner, (h) any performance-related fees (other than an asset-based fee) that such stockholder or any Stockholder Associated Person is entitled to based on any increase or decrease in the value of the shares of stock of the Corporation or Derivative Instruments, and (i) whether the stockholder intends to deliver a proxy statement and form of proxy to holders of at least the percentage of the Corporation’s voting shares required under applicable law to carry the proposal. If the stockholder holds its shares by or through a nominee, the information contemplated by this Section 2.12 shall be provided about each person who has sole or shared power to direct the voting or disposition of the shares of capital stock of the Corporation and each person who has a pecuniary interest in such shares in lieu of the stockholder.

Notwithstanding anything in these By-Laws to the contrary, subject to the certificate of incorporation of the Corporation and applicable law, no business shall be conducted at any meeting except in accordance with the procedures set forth in this Section 2.12, except that nothing in this Section 2.12 shall effect any rights, if any, of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to applicable provisions of federal law, including the Act. The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a proposal was not properly brought before the meeting in accordance with the provisions of this Section 2.12, and if he or she should so determine, the chairman shall so declare to the meeting and any such proposal not properly brought before the meeting shall not be transacted, discussed or voted on. Notwithstanding the foregoing provisions of this Section 2.12, a stockholder must also comply with all applicable requirements of the Act and the rules and regulations thereunder.

2.13 Action without Meeting. Stockholders may not take any action by written consent in lieu of a meeting.

2.14 Organization. The Chairman of the Board, or in his or her absence the President shall call meetings of the stockholders to order, and act as chairman of such meeting; provided, however, that the Board of Directors may appoint any stockholder to act as chairman of any meeting in the absence of the Chairman of the Board. The Secretary of the Corporation shall act as secretary at all meetings of the stockholders; provided, however, that in the absence of the Secretary at any meeting of the stockholders, the acting chairman may appoint any person to act as secretary of the meeting.

ARTICLE 3 - DIRECTORS

3.1 General Powers. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors, who may exercise all of the powers of the Corporation except as otherwise provided by law, the Certificate of Incorporation or these By-Laws. In the event of a vacancy in the Board of Directors, the remaining directors, except as otherwise provided by law, may exercise the powers of the full Board of Directors until the vacancy is filled.

3.2 Number; Election and Qualification. The number of directors which shall constitute the whole Board of Directors shall be determined by resolution of the Board of Directors, but in no event shall be less than three. The directors shall be elected at the annual meeting of stockholders by such stockholders as have the right to vote on such election. The directors need not be stockholders of the Corporation.

3.3 Classes of Directors. The Board of Directors shall be and is divided into three classes: Class I, Class II and Class III. No one class shall have more than one director more than any other class. If a fraction is contained in the quotient arrived at by dividing the designated number of directors by three, then, if such fraction is one-third, the extra director shall be a member of Class III, and if such fraction is two-thirds, one of the extra directors shall be a member of Class III and one of the extra directors shall be a member of Class II, unless otherwise provided from time to time by resolution adopted by the Board of Directors.

3.4 Terms of Office. Except as otherwise provided in the Certificate of Incorporation or these By-Laws, each director shall serve for a term ending on the date of the third annual meeting following the annual meeting at which such director was elected; provided, however, that each initial director in Class I shall serve for a term ending on the date of the annual meeting of stockholders in 2005; each initial director in Class II shall serve for a term ending on the date of the annual meeting of stockholders in 2006; and each initial director in Class III shall serve for a term ending on the date of the annual meeting of stockholders in 2007; and provided, further, that the term of each director shall be subject to the election and qualification of his or her successor and to his or her earlier death, resignation or removal.

3.5 Allocation of Directors Among Classes in the Event of Increases or Decreases in the Number of Directors. In the event of any increase or decrease in the authorized number of directors, (i) each director then serving as such shall nevertheless continue as a director of the class of which he or she is a member and (ii) the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors among the three classes of directors so as to ensure that no one class has more than one director more than any other class. To the extent possible, consistent with the foregoing rule, any newly created directorships shall be added to those classes whose terms of office are to expire at the latest dates following such allocation, and any newly eliminated directorships shall be subtracted from those classes whose terms of offices are to expire at the earliest dates following such allocation, unless otherwise provided from time to time by resolution adopted by the Board of Directors.

3.6 Vacancies. Any vacancy in the Board of Directors, however occurring, including a vacancy resulting from an enlargement of the Board of Directors, shall be filled only by vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, and a director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next election of the class for which such director shall have been chosen, subject to the election and qualification of his or her successor and to his or her earlier death, resignation or removal.

3.7 Resignation. Any director may resign by delivering his or her written resignation to the Corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

3.8 Regular Meetings. The regular meetings of the Board of Directors may be held without notice at such time and place, either within or without the State of Delaware, as shall be determined from time to time by the Board of Directors; provided, that any director who is absent when such a determination is made shall be given notice of the determination. A regular meeting of the Board of Directors may be held without notice immediately after and at the same place as the annual meeting of stockholders.

3.9 Special Meetings. Special meetings of the Board of Directors may be held at any time and place, within or without the State of Delaware, designated in a call by the Chairman of the Board of Directors, the Chief Executive Officer (or if there is no Chief Executive Officer, the President), two or more directors or by one director in the event that there is only a single director in office.

3.10 Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given to each director by the Secretary or by the officer or one of the directors calling the meeting. The notice shall be duly given to each director (i) by giving notice to such director in person or by telephone at least twenty four (24) hours in advance of the meeting, (ii) by sending a telegram, telecopy, or telex, or delivering written notice by hand, to his or her last known business or home address at least twenty four (24) hours in advance of the meeting, or (iii) by mailing written notice to his or her last known business or home address at least seventy two (72) hours in advance of the meeting. A notice or waiver of notice of a special meeting of the Board of Directors need not specify the purposes of the meeting.

3.11 Meetings by Telephone Conference Calls. The Board of Directors or any members of any committee of the Board of Directors designated by the directors may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting.

3.12 Quorum. A majority of the total number of the whole Board of Directors shall constitute a quorum at all meetings of the Board of Directors. In the event one or more of the directors shall be disqualified to vote at any meeting, then the required quorum shall be reduced by one for each such director so disqualified; provided, however, that in no case shall less than one-third (1/3) of the number of directors so fixed constitute a quorum. In the absence of a quorum at any such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice, other than announcement at the meeting, until a quorum shall be present.

3.13 Action at Meeting. At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of those present shall be sufficient to take any action, unless a different vote is specified by law, the Certificate of Incorporation or these By-Laws.

3.14 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee of the Board of Directors may be taken without a meeting, if all members of the Board or committee, as the case may be, consent to the action in writing, and the written consents are filed with the minutes of proceedings of the Board of Directors or committee of the Board of Directors, as applicable.

3.15 Removal. The directors of the Corporation may not be removed without cause and may be removed for cause only by the affirmative vote of the holders of seventy-five percent (75%) of the shares of the capital stock of the Corporation issued and outstanding and entitled to vote generally in the election of directors cast at a meeting of the stockholders called for that purpose.

3.16 Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members of the committee present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors and subject to the provisions of the General Corporation Law of the State of Delaware, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it. Each such committee shall keep minutes and make such reports as the Board of Directors may from time to time request. Except as the Board of Directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these By-Laws for the Board of Directors.

3.17 Compensation of Directors. The directors may be paid such compensation for their services and such reimbursement for expenses of attendance at meetings as the Board of Directors may from time to time determine. No such payment shall preclude any director from serving the Corporation or any of its parent or subsidiary corporations in any other capacity and receiving compensation for such service.

ARTICLE 4 - OFFICERS

4.1 Enumeration. The officers of the Corporation shall consist of a Chief Executive Officer, a President, a Chief Financial Officer, a Secretary and a Treasurer. The Board of Directors may appoint other officers with such titles and powers as it may deem appropriate, including, without limitation, one or more Vice Presidents and one or more Controllers.

4.2 Election. The Chief Executive Officer, President, Chief Financial Officer, Secretary and Treasurer shall be elected annually by the Board of Directors at its first meeting following the annual meeting of stockholders. Other officers may be appointed by the Board of Directors at such meeting or at any other meeting.

4.3 Qualification. No officer need be a stockholder of the Corporation. Any two or more offices may be held by the same person.

4.4 Tenure. Except as otherwise provided by law, by the Certificate of Incorporation or by these By-Laws, each officer shall hold office until his or her successor is elected and qualified, unless a different term is specified in the vote choosing or appointing him or her, or until his or her earlier death, resignation or removal.

4.5 Resignation and Removal. Any officer may resign by delivering his or her written resignation to the Corporation at its principal office or to the Chief Executive Officer or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any officer may be removed at any time, with or without cause, by vote of a majority of the entire number of directors then in office.

Except as the Board of Directors may otherwise determine, no officer who resigns or is removed shall have any right to any compensation as an officer for any period following his or her resignation or removal, or any right to damages on account of such removal, whether his or her compensation be by the month or by the year or otherwise, unless such compensation is expressly provided in a duly authorized written agreement with the Corporation.

4.6 Vacancies. The Board of Directors may fill any vacancy occurring in any office for any reason and may, in its discretion, leave unfilled for such period as it may determine any offices other than those of Chief Executive Officer, President, Secretary and Treasurer. Each such successor shall hold office for the unexpired term of his or her predecessor and until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal.

4.7 Chairman of the Board. The Board of Directors may appoint a Chairman of the Board. If the Board of Directors appoints a Chairman of the Board, he or she shall perform such duties and possess such powers as are assigned to him or her by the Board of Directors.

4.8 Chief Executive Officer. The Chief Executive Officer shall, subject to the direction of the Board of Directors, have general charge and supervision of the business of the Corporation. Unless otherwise provided by the Board of Directors, he or she shall preside at all meetings of the stockholders and, if he or she is a director, at all meetings of the Board of Directors. The Chief Executive Officer shall perform such other duties and possess such other powers as the Board of Directors may from time to time prescribe.

4.9 President. The President shall perform such duties and possess such powers as the Board of Directors or the Chief Executive Officer may from time to time prescribe. In the event of the absence, inability or refusal to act of the Chief Executive Officer, the President shall perform the duties of the Chief Executive Officer and when so performing shall have all the powers of and be subject to all the restrictions upon the office of Chief Executive Officer.

4.10 Chief Financial Officer. The Chief Financial Officer shall perform such duties and possess such powers as the Board of Directors or the Chief Executive Officer may from time to time prescribe. The Chief Financial Officer shall have the custody of the corporate funds and securities; shall keep full and accurate all books and accounts of the Corporation as shall be necessary or desirable in accordance with applicable law or generally accepted accounting principles; shall deposit all monies and other valuable effects in the name and to the credit of the Corporation as may be ordered by the Chairman of the Board or the Board of Directors; shall cause the funds of the Corporation to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements; and shall render to the Board of Directors, at its regular meeting or when the Board of Directors so requires, an account of the Corporation.

4.11 Vice Presidents. Any Vice President shall perform such duties and possess such powers as the Board of Directors, the Chief Executive Officer or the President may from time to time prescribe. The Board of Directors may assign to any Vice President the title of Executive Vice President, Senior Vice President or any other such title.

4.12 Controllers. Any Controller shall perform such duties and possess such powers as the Board of Directors, the Chief Executive Officer or any Vice President may from time to time prescribe.

4.13 Secretary. The Secretary shall perform such duties and possess such powers as the Board of Directors or the Chief Executive Officer may from time to time prescribe. In addition, the Secretary shall perform such duties and have such powers as are incident to the office of the Secretary, including without limitation the duty and power to give notices of all meetings of stockholders and special meetings of the Board of Directors, to attend all meetings of stockholders and the Board of Directors and keep a record of the proceedings, to maintain a stock ledger and prepare lists of stockholders and their addresses as required, to be custodian of corporate records and the corporate seal and to affix and attest to the same on documents.

In the event of the absence, inability or refusal to act of the Secretary at any meeting of stockholders or directors, the person presiding at the meeting shall designate a temporary secretary to keep a record of the meeting.

4.14 Treasurer. The Treasurer shall perform such duties and possess such powers as the Board of Directors, the Chief Executive Officer or the Chief Financial Officer may from time to time prescribe. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of Treasurer, including without limitation the duty and power to keep and be responsible for all funds and securities of the Corporation, to deposit funds of the Corporation in depositories selected in accordance with these By-Laws, to disburse such funds as ordered by the Board of Directors, to make proper accounts of such funds, and to render as required by the Board of Directors statements of all such transactions and of the financial condition of the Corporation. Unless the Board of Directors has designated another officer as Chief Financial Officer, the Treasurer shall be the Chief Financial Officer of the Corporation.

In the event of the absence, inability or refusal to act of the Treasurer, the Board of Directors shall appoint a temporary treasurer, who shall perform the duties and exercise the powers of the Treasurer.

4.15 Other Officers, Assistant Officers and Agents. Officers, assistant officers and agents, if any, other than those whose duties are provided for in these By-laws, shall have such authority and perform such duties as may from time to time be prescribed by resolution of the Board of Directors.

4.16 Salaries. Officers of the Corporation shall be entitled to such salaries, compensation or reimbursement as shall be fixed or allowed from time to time by the Board of Directors.

ARTICLE 5 - - CAPITAL STOCK

5.1 Issuance of Stock. Unless otherwise voted by the stockholders and subject to the provisions of the Certificate of Incorporation, the whole or any part of any unissued balance of the authorized capital stock of the Corporation or the whole or any part of any unissued balance of the authorized capital stock of the Corporation held in its treasury may be issued, sold, transferred or otherwise disposed of by vote of the Board of Directors in such manner, for such consideration and on such terms as the Board of Directors may determine.

5.2 Certificates of Stock. Every holder of stock of the Corporation shall be entitled to have a certificate, in such form as may be prescribed by law and by the Board of Directors, certifying the number and class of shares owned by him or her in the Corporation. Each such certificate shall be signed by, or in the name of the Corporation by, the Chairman of the Board of Directors, the Chief Executive Officer or the President, and the Treasurer or the Secretary of the Corporation. Any or all of the signatures on the certificate may be a facsimile.

Each certificate for shares of stock which are subject to any restriction on transfer pursuant to the Certificate of Incorporation, the By-Laws, applicable securities laws or any agreement among any number of stockholders or among such holders and the Corporation shall have conspicuously noted on the face or back of the certificate either the full text of the restriction or a statement of the existence of such restriction.

5.3 Transfers. Except as otherwise established by rules and regulations adopted by the Board of Directors, and subject to applicable law, shares of stock may be transferred on the books of the Corporation by the surrender to the Corporation or its transfer agent of the certificate representing such shares properly endorsed or accompanied by a written assignment or power of attorney properly executed, and with such proof of authority or the authenticity of signature as the Corporation or its transfer agent may reasonably require. Except as may be otherwise required by law, by the Certificate of Incorporation or by these By-Laws, the Corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect to such stock, regardless of any transfer, pledge or other disposition of such stock, until the shares have been transferred on the books of the Corporation in accordance with the requirements of these By-Laws.

5.4 Lost, Stolen or Destroyed Certificates. The Corporation may issue a new certificate of stock in place of any previously issued certificate alleged to have been lost, stolen, or destroyed, upon such terms and conditions as the Board of Directors may prescribe, including the presentation of reasonable evidence of such loss, theft or destruction and the giving of such indemnity as the Board of Directors may require for the protection of the Corporation or any transfer agent or registrar.

5.5 Record Date. The Board of Directors may fix in advance a date as a record date for the determination of the stockholders entitled to notice of or to vote at any meeting of stockholders, or entitled to receive payment of any dividend or other distribution or allotment of any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action. Such record date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action to which such record date relates.

If no record date is fixed, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day before the day on which notice is given, or, if notice is waived, at the close of business on the day before the day on which the meeting is held. The record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating to such purpose.

A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

5.6 Dividends. Subject to limitations contained in the General Corporation Law of the State of Delaware, the Certificate of Incorporation and these By-laws, the Board of Directors may declare and pay dividends upon the shares of capital stock of the Corporation, which dividends may be paid either in cash, in property or in shares of the capital stock of the Corporation.

ARTICLE 6 - GENERAL PROVISIONS

6.1 Fiscal Year. Except as from time to time otherwise designated by the Board of Directors, the fiscal year of the Corporation shall be the 52- or 53-week year ending on the Sunday on or nearest to December 31 of each calendar year.

6.2 Corporate Seal. The corporate seal shall be in such form as shall be approved by the Board of Directors.

6.3 Form of Notice. Whenever any notice whatsoever is required to be given in writing to any stockholder by law, by the Certificate of Incorporation or by these By-laws, such notice may be given by a form of electronic transmission if the stockholder to whom such notice is given has previously consented to the receipt of notice by electronic transmission.

6.4 Waiver of Notice. Whenever any notice whatsoever is required to be given by law, by the Certificate of Incorporation or by these By-Laws, a waiver of such notice either in writing signed by the person entitled to such notice or such person's duly authorized attorney, or by telegraph, cable or any other available method, whether before, at or after the time stated in such waiver, or by the appearance of such person at such meeting in person or by proxy, shall be deemed equivalent to such notice. Any member of the Board of Directors or any committee thereof who is present at a meeting shall be conclusively presumed to have waived notice of such meeting except when such member attends for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Such member shall be conclusively presumed to have assented to any action taken unless his or her dissent shall be entered in the minutes of the meeting or unless his or her written dissent to such action shall be filed with the person acting as the secretary of the meeting before the adjournment thereof or shall be forwarded by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to any member who voted in favor of such action.

6.5 Voting of Securities. Except as the directors may otherwise designate, the Chief Executive Officer or Treasurer may waive notice of, and act as, or appoint any person or persons to act as, proxy or attorney-in-fact for this Corporation (with or without power of substitution) at, any meeting of stockholders or shareholders of any other corporation or organization, the securities of which may be held by this Corporation.

6.6 Evidence of Authority. A certificate by the Secretary, or a temporary secretary, as to any action taken by the stockholders, directors, a committee or any officer or representative of the Corporation shall, as to all persons who rely on the certificate in good faith, be conclusive evidence of such action.

6.7 Certificate of Incorporation. All references in these By-Laws to the Certificate of Incorporation shall be deemed to refer to the Certificate of Incorporation of the Corporation, as amended or restated and in effect from time to time.

6.8 Transactions with Interested Parties. No contract or transaction between the Corporation and one or more of the directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or a committee of the Board of Directors which authorizes the contract or transaction or solely because his, her or their votes are counted for such purpose, if:

(1) The material facts as to his, her or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee of the Board of Directors in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum;

(2) The material facts as to his, her or their relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(3) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee of the Board of Directors, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

6.9 Severability. Any determination that any provision of these By-Laws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these By-Laws.

6.10 Pronouns. All pronouns used in these By-Laws shall be deemed to refer to the masculine, feminine or neuter, singular or plural, as the identity of the person or persons may require.

6.11 Contracts. In addition to the powers otherwise granted to officers pursuant to Article 4 hereof, the Board of Directors may authorize any officer or officers, or any agent or agents, of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

6.12 Loans. The Corporation may, to the extent permitted by applicable law, lend money to, or guarantee any obligation of, or otherwise assist any officer or other employee of the Corporation or of its subsidiaries, including any officer or employee who is a Director of the Corporation or its subsidiaries, whenever, in the judgment of the Directors, such loan, guaranty or assistance may reasonably be expected to benefit the Corporation. The loan, guaranty or other assistance may be with or without interest, and may be unsecured, or secured in such manner as the Board of Directors shall approve, including, without limitation, a pledge of shares of stock of the Corporation. Nothing in this section shall be deemed to deny, limit or restrict the powers of guaranty or warranty of the Corporation at common law or under any statute.

6.13 Inspection of Books and Records. The Board of Directors shall have power from time to time to determine to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by the laws of the State of Delaware, unless and until authorized so to do by resolution of the Board of Directors or of the stockholders of the Corporation.

6.14 Section Headings. Section headings in these By-laws are for convenience of reference only and shall not be given any substantive effect in limiting or otherwise construing any provision herein.

6.15 Inconsistent Provisions. In the event that any provision of these By-laws is or becomes inconsistent with any provision of the Restated Certificate of Incorporation, the General Corporation Law of the State of Delaware or any other applicable law, the provision of these By-laws shall not be given any effect to the extent of such inconsistency but shall otherwise be given full force and effect.

ARTICLE 7 - AMENDMENTS

7.1 By the Board of Directors. These By-Laws may be altered, amended or repealed or new By-Laws may be adopted by the affirmative vote of a majority of the directors present at any regular or special meeting of the Board of Directors at which a quorum is present.

7.2 By the Stockholders. Notwithstanding any other provision of law, the Certificate of Incorporation or these By-Laws, and notwithstanding the fact that a lesser percentage may be specified by law, the affirmative vote of the holders of at least seventy-five percent (75%) of the shares of the capital stock of the Corporation issued and outstanding and entitled to vote shall be required to alter, amend or repeal any provision of these By-Laws or to adopt new By-Laws, unless such alteration, amendment or repeal has been approved by a majority of those directors of the Corporation who are (i) not affiliated or associated with any person or entity holding 10% or more of the voting power of the outstanding capital stock of the Corporation, or (ii) affiliated or associated with Bain Capital, LLC or any of its affiliated investment funds.

CERTIFICATION OF CHIEF EXECUTIVE OFFICER, DOMINO'S PIZZA, INC.

I, J. Patrick Doyle certify that:

1. I have reviewed this quarterly report on Form 10-Q of Domino's Pizza, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

October 19, 2010

Date

/s/ J. Patrick Doyle

J. Patrick Doyle
Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER, DOMINO'S PIZZA, INC.

I, Michael T. Lawton, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Domino's Pizza, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

October 19, 2010

Date

/s/ Michael T. Lawton

Michael T. Lawton
Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Domino's Pizza, Inc. (the "Company") on Form 10-Q for the period ended September 12, 2010, as filed with the Securities and Exchange Commission (the "Report"), I, J. Patrick Doyle, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that based on my knowledge:

- 1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- 2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ J. Patrick Doyle

J. Patrick Doyle
Chief Executive Officer

Dated: October 19, 2010

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Domino's Pizza, Inc. and will be retained by Domino's Pizza, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Domino's Pizza, Inc. (the "Company") on Form 10-Q for the period ended September 12, 2010, as filed with the Securities and Exchange Commission (the "Report"), I, Michael T. Lawton, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that based on my knowledge:

- 1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- 2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael T. Lawton

Michael T. Lawton
Chief Financial Officer

Dated: October 19, 2010

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Domino's Pizza, Inc. and will be retained by Domino's Pizza, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.