

DineEquity, Inc
Form S-4/A
June 10, 2011

As filed with the Securities and Exchange Commission on June 10, 2011

File No. 333-173549

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

AMENDMENT NO. 2
TO
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DineEquity, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6794
(Primary Standard Industrial
Classification Code Number)
SEE TABLE OF ADDITIONAL REGISTRANTS BELOW

95-3038279
(I.R.S. Employer
Identification No.)

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450 North Brand Boulevard

Glendale, California 91203-1903

(818) 240-6055

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Bryan R. Adel

Senior Vice President, Legal, General Counsel and Secretary

DineEquity, Inc.

450 North Brand Boulevard,

Glendale, California 91203-1903

(818) 240-6055

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications to:

Rodrigo Guerra, Jr., Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

300 South Grand Avenue, Suite 3400

Los Angeles, California 90071

(213) 687-5000

(213) 687-5600 (facsimile)

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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

Large accelerated filer " Accelerated filer
 Non-accelerated filer " (Do not check if a smaller reporting company) Smaller reporting company
 If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross Border Third-Party Tender Offer) "

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered | Proposed maximum offering price per security | Proposed maximum aggregate offering price | Amount of registration fee |
|--|-------------------------|--|---|----------------------------|
| 9.5% Senior Notes due 2018 | \$792,750,000 | 100% | \$792,750,000(1) | \$92,038.28 |
| Guarantees related to the 9.5% Senior Notes due 2018 | N/A | N/A | N/A | N/A(2) |
| Total | \$792,750,000 | N/A | N/A | \$92,038.28(3) |

- (1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(f) promulgated under the Securities Act of 1933, as amended.
- (2) Pursuant to Rule 457(n) promulgated under the Securities Act of 1933, as amended, no additional fee is being paid in respect of the Guarantees. The Guarantees are not traded separately from the Notes.
- (3) Registration fee was previously paid.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

TABLE OF ADDITIONAL REGISTRANTS

| Name of Additional Registrant* | State or Other Jurisdiction of Incorporation or Formation | Primary Standard Industrial Classification Code Number | I.R.S. Employer Identification No. |
|--|--|---|---|
| International House of Pancakes, LLC(1) | Delaware | 5812 | 95-2054061 |
| IHOP Franchise Company, LLC(1) | Delaware | 5812 | 80-0317698 |
| IHOP Franchising, LLC(1) | Delaware | 5812 | 35-2287120 |
| IHOP Holdings, LLC(1) | Delaware | 5812 | 38-3749313 |
| IHOP IP, LLC(1) | Delaware | 5812 | 37-1534892 |
| IHOP Property Leasing, LLC(1) | Delaware | 5812 | 32-0190569 |
| IHOP Property Leasing II, LLC(1) | Delaware | 5812 | 80-0392606 |
| IHOP Properties, LLC(1) | Delaware | 5812 | 95-2584985 |
| IHOP Real Estate, LLC(1) | Delaware | 5812 | 36-4600092 |
| IHOP TPGC, LLC(1) | Ohio | 5812 | 80-0392596 |
| ACM Cards, Inc.(2) | Florida | 5812 | 48-1251814 |
| Applebee s UK, LLC(2) | Kansas | 5812 | 48-1251813 |
| Applebee s Enterprises LLC(2) | Delaware | 5812 | 26-0783903 |
| Applebee s Franchising LLC(2) | Delaware | 5812 | 26-0784723 |
| Applebee s Holdings II Corp.(2) | Delaware | 5812 | 26-1136301 |
| Applebee s Holdings, LLC(2) | Delaware | 5812 | 26-0783860 |
| Applebee s IP LLC(2) | Delaware | 5812 | 26-0784780 |
| Applebee s International, Inc.(3) | Delaware | 5812 | 43-1461763 |
| Applebee s Restaurants Kansas LLC(2) | Kansas | 5812 | 26-0785449 |
| Applebee s Restaurants Mid-Atlantic LLC(2) | Delaware | 5812 | 26-0785409 |
| Applebee s Restaurants North LLC(2) | Delaware | 5812 | 26-0784825 |
| Applebee s Restaurants Texas LLC(2) | Texas | 5812 | 26-0786153 |
| Applebee s Restaurants Vermont, Inc. (2) | Vermont | 5812 | 26-0786315 |
| Applebee s Restaurants, Inc.(2) | Kansas | 5812 | 26-0786267 |
| Applebee s Restaurants West LLC(2) | Delaware | 5812 | 26-0784870 |
| Applebee s Services, Inc.(2) | Kansas | 5812 | 48-1142588 |
| Neighborhood Insurance, Inc.(2) | Vermont | 5812 | 55-0800043 |

* The 9.5% Senior Notes due 2018 were issued by DineEquity, Inc. The additional registrants are guarantors.

- (1) The address and telephone number of each of these additional registrant guarantors principal executive offices is the same as DineEquity, Inc.
- (2) The address and telephone number of each of these additional registrant guarantors principal executive offices is c/o Applebee s Services, Inc., 11201 Renner Boulevard, Lenexa, Kansas 66219, (913) 890-0100.
- (3) The address and telephone number of Applebee s International, Inc. s principal executive offices is 4551 W. 107th Street, Suite 100, Overland Parks, Kansas 66207, (913) 967-4000.

EXPLANATORY NOTE

This Amendment No. 2 is being filed for the purpose of refiling Exhibits 5.1, 5.2, 5.3, 5.4, 5.5 and 23.1 to the Registration Statement (Registration No. 333-173549), and no changes or additions are being made hereby to the Prospectus constituting Part I of the Registration Statement or to Items 20 or 22 of Part II of the Registration Statement. Accordingly, such Prospectus and Items 20 and 22 of Part II have not been included herein.

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PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 21. Exhibits and Financial Statement Schedules.

See the Index of Exhibits following the signature pages hereto.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

DINEEQUITY, INC.

By: /s/ John F. Tierney
 Name: **John F. Tierney**
 Title: **Chief Financial Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|------------------------------|---|---------------|
| * | Chairman of the Board and Chief Executive Officer | June 10, 2011 |
| Julia A. Stewart | <i>(Principal Executive Officer)</i> | |
| * | Director | June 10, 2011 |
| Richard J. Dahl | | |
| * | Director | June 10, 2011 |
| Howard M. Berk | | |
| * | Director | June 10, 2011 |
| Daniel J. Brestle | | |
| * | Director | June 10, 2011 |
| H. Frederick Christie | | |
| * | Director | June 10, 2011 |
| Michael S. Gordon | | |
| * | Director | June 10, 2011 |
| Larry Alan Kay | | |
| * | Director | June 10, 2011 |
| Caroline W. Nahas | | |
| * | Director | June 10, 2011 |
| Gilbert T. Ray | | |

*

Director

June 10, 2011

Patrick W. Rose

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| Signature | Title | Date |
|------------------------|---|---------------|
| /s/ John F. Tierney | Chief Financial Officer | June 10, 2011 |
| John F. Tierney | <i>(Principal Financial Officer)</i> | |
| * | Senior Vice President, Corporate Controller | June 10, 2011 |
| Greggory Kalvin | <i>(Principal Accounting Officer)</i> | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

INTERNATIONAL HOUSE OF PANCAKES, LLC

By: DINEEQUITY, INC., as its sole member

By: /s/ John F. Tierney
 Name: **John F. Tierney**
 Title: **Chief Financial Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|------------------------------|--|---------------|
| * | Chief Executive Officer | June 10, 2011 |
| Julia A. Stewart | <i>(Principal Executive Officer)</i> Chairman of the Board and Chief Executive Officer of DineEquity, Inc. | |
| * | Vice President, Finance | June 10, 2011 |
| Michael J. Mendelsohn | <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |
| * | Director of DineEquity, Inc. | June 10, 2011 |
| Richard J. Dahl | | |
| * | Director of DineEquity, Inc. | June 10, 2011 |
| Howard M. Berk | | |
| * | Director of DineEquity, Inc. | June 10, 2011 |
| Daniel J. Brestle | | |
| * | Director of DineEquity, Inc. | June 10, 2011 |
| H. Frederick Christie | | |
| * | Director of DineEquity, Inc. | June 10, 2011 |
| Michael S. Gordon | | |
| * | Director of DineEquity, Inc. | June 10, 2011 |

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Larry Alan Kay

*

Director of DineEquity, Inc.

June 10, 2011

Caroline W. Nahas

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| Signature | Title | Date |
|------------------------|------------------------------|---------------|
| * | Director of DineEquity, Inc. | June 10, 2011 |
| Gilbert T. Ray | | |
| * | Director of DineEquity, Inc. | June 10, 2011 |
| Patrick W. Rose | | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

IHOP PROPERTY LEASING II, LLC

By: INTERNATIONAL HOUSE OF PANCAKES, LLC, as its sole member

By: DINEEQUITY, INC., as its sole member

By: /s/ John F. Tierney
 Name: **John F. Tierney**
 Title: **Chief Financial Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|------------------------------|---|---------------|
| * | Chief Executive Officer | June 10, 2011 |
| Julia A. Stewart | <i>(Principal Executive Officer)</i> Chairman of the Board and Chief Executive Officer of DineEquity, Inc. | |
| * | Vice President, Finance | June 10, 2011 |
| Michael J. Mendelsohn | <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |
| * | Director of DineEquity, Inc. | June 10, 2011 |
| Richard J. Dahl | | |
| * | Director of DineEquity, Inc. | June 10, 2011 |
| Howard M. Berk | | |
| * | Director of DineEquity, Inc. | June 10, 2011 |
| Daniel J. Brestle | | |
| * | Director of DineEquity, Inc. | June 10, 2011 |
| H. Frederick Christie | | |
| * | Director of DineEquity, Inc. | June 10, 2011 |
| Michael S. Gordon | | |

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*

Director of DineEquity, Inc.

June 10, 2011

Larry Alan Kay

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| Signature | Title | Date |
|--------------------------|------------------------------|---------------|
| * | Director of DineEquity, Inc. | June 10, 2011 |
| Caroline W. Nahas | | |
| * | Director of DineEquity, Inc. | June 10, 2011 |
| Gilbert T. Ray | | |
| * | Director of DineEquity, Inc. | June 10, 2011 |
| Patrick W. Rose | | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

IHOP FRANCHISE COMPANY, LLC

By: /s/ Michael J. Mendelsohn
 Name: **Michael J. Mendelsohn**
 Title: **Vice President, Finance**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|------------------------------|---|---------------|
| * | Manager and Chief Executive Officer | June 10, 2011 |
| Julia A. Stewart | <i>(Principal Executive Officer)</i> | |
| * | Vice President, Finance | June 10, 2011 |
| Michael J. Mendelsohn | <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |
| /s/ John F. Tierney | Manager | June 10, 2011 |
| John F. Tierney | | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

IHOP FRANCHISING, LLC

By: /s/ Michael J. Mendelsohn
 Name: **Michael J. Mendelsohn**
 Title: **Vice President, Finance**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|------------------------------|---|---------------|
| * | Manager and Chief Executive Officer | June 10, 2011 |
| Julia A. Stewart | <i>(Principal Executive Officer)</i> | |
| * | Vice President, Finance | June 10, 2011 |
| Michael J. Mendelsohn | <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |
| /s/ John F. Tierney | Manager | June 10, 2011 |
| John F. Tierney | | |
| * | Manager | June 10, 2011 |
| Bryan R. Adel | | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

IHOP HOLDINGS, LLC

By: /s/ Michael J. Mendelsohn
 Name: **Michael J. Mendelsohn**
 Title: **Vice President, Finance**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|------------------------------|---|---------------|
| * | Manager and Chief Executive Officer | June 10, 2011 |
| Julia A. Stewart | <i>(Principal Executive Officer)</i> | |
| * | Vice President, Finance | June 10, 2011 |
| Michael J. Mendelsohn | <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |
| /s/ John F. Tierney | Manager | June 10, 2011 |
| John F. Tierney | | |
| * | Manager | June 10, 2011 |
| Bryan R. Adel | | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

IHOP IP, LLC

By: /s/ Michael J. Mendelsohn
 Name: **Michael J. Mendelsohn**
 Title: **Vice President, Finance**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|------------------------------|---|---------------|
| * | Manager and Chief Executive Officer | June 10, 2011 |
| Julia A. Stewart | <i>(Principal Executive Officer)</i> | |
| * | Vice President, Finance | June 10, 2011 |
| Michael J. Mendelsohn | <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |
| /s/ John F. Tierney | Manager | June 10, 2011 |
| John F. Tierney | | |
| * | Manager | June 10, 2011 |
| Bryan R. Adel | | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

IHOP PROPERTY LEASING, LLC

By: /s/ Michael J. Mendelsohn
 Name: **Michael J. Mendelsohn**
 Title: **Vice President, Finance**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|------------------------------|---|---------------|
| * | Manager and Chief Executive Officer | June 10, 2011 |
| Julia A. Stewart | <i>(Principal Executive Officer)</i> | |
| * | Vice President, Finance | June 10, 2011 |
| Michael J. Mendelsohn | <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |
| /s/ John F. Tierney | Manager | June 10, 2011 |
| John F. Tierney | | |
| * | Manager | June 10, 2011 |
| Bryan R. Adel | | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

IHOP PROPERTIES, LLC

By: /s/ Julia A. Stewart
 Name: **Julia A. Stewart**
 Title: **President**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|-------------------------|---|---------------|
| * | Manager and President | June 10, 2011 |
| Julia A. Stewart | <i>(Principal Executive Officer)</i> | |
| /s/ John F. Tierney | Manager and Vice President | June 10, 2011 |
| John F. Tierney | <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |
| * | Manager and Vice President | June 10, 2011 |
| Bryan R. Adel | | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

IHOP REAL ESTATE, LLC

By: /s/ Michael J. Mendelsohn
 Name: **Michael J. Mendelsohn**
 Title: **Vice President, Finance**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|------------------------------|---|---------------|
| * | Manager and Chief Executive Officer | June 10, 2011 |
| Julia A. Stewart | <i>(Principal Executive Officer)</i> | |
| * | Vice President, Finance | June 10, 2011 |
| Michael J. Mendelsohn | <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |
| /s/ John F. Tierney | Manager | June 10, 2011 |
| John F. Tierney | | |
| * | Manager | June 10, 2011 |
| Bryan R. Adel | | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

IHOP TPGC, LLC

By: /s/ Michael J. Mendelsohn
Name: **Michael J. Mendelsohn**
Title: **Manager**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|------------------------------|--------------|---------------|
| * | Manager | June 10, 2011 |
| Julia A. Stewart | | |
| * | Manager | June 10, 2011 |
| Michael J. Mendelsohn | | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

ACM CARDS, INC.

By: /s/ Rebecca R. Tilden
 Name: **Rebecca R. Tilden**
 Title: **Vice President, Secretary and Treasurer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|-----------------------------|---|---------------|
| * | Director and President | June 10, 2011 |
| Beverly O. Elving | <i>(Principal Executive Officer)</i> | |
| * | Director and | June 10, 2011 |
| Rebecca R. Tilden | Vice President, Secretary and Treasurer | |
| | <i>(Principal Financial Officer and</i> | |
| | <i>Principal Accounting Officer)</i> | |
| * | Director | June 10, 2011 |
| Samuel M. Rothschild | | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

APPLEBEE S UK, LLC

By: APPLEBEE S INTERNATIONAL, INC., as its sole member

By: /s/ Rebecca R. Tilden
 Name: **Rebecca R. Tilden**
 Title: **Vice President, Secretary and Treasurer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------------|--|---------------|
| * | President | June 10, 2011 |
| Philip R. Crimmins, Sr. | <i>(Principal Executive Officer)</i> | |
| * | Vice President, Secretary and Treasurer | June 10, 2011 |
| Rebecca R. Tilden | <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |
| * | Sole Director and Chief Executive Officer of Applebee s International, Inc. | June 10, 2011 |
| Julia A. Stewart | | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

APPLEBEE S ENTERPRISES LLC

By: /s/ Rebecca R. Tilden
Name: **Rebecca R. Tilden**
Title: **Vice President, Secretary and Treasurer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|--|---------------|
| * | President | June 10, 2011 |
| Michael J. Archer | <i>(Principal Executive Officer)</i> | |
| * | Sole Manager and | June 10, 2011 |
| Rebecca R. Tilden | Vice President, Secretary and Treasurer <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

APPLEBEE S FRANCHISING LLC

By: /s/ Rebecca R. Tilden
 Name: **Rebecca R. Tilden**
 Title: **Vice President, Secretary and Deputy General Counsel**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|---|---------------|
| * | Chief Executive Officer | June 10, 2011 |
| Julia A. Stewart | <i>(Principal Executive Officer)</i> | |
| * | Senior Vice President, Finance | June 10, 2011 |
| Beverly O. Elving | <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |
| * | Sole Manager and | June 10, 2011 |
| Rebecca R. Tilden | Vice President, Secretary and Deputy General Counsel | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

APPLEBEE S HOLDINGS LLC

By: /s/ Rebecca R. Tilden
 Name: **Rebecca R. Tilden**
 Title: **Vice President, Secretary and Treasurer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|--|---------------|
| * | President | June 10, 2011 |
| Beverly O. Elving | <i>(Principal Executive Officer)</i> | |
| * | Sole Manager and | June 10, 2011 |
| Rebecca R. Tilden | Vice President, Secretary and Treasurer <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

APPLEBEE S HOLDINGS II CORP.

By: /s/ Rebecca R. Tilden
Name: **Rebecca R. Tilden**
Title: **Vice President, Secretary and Treasurer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|---|---------------|
| * | Sole Director and President | June 10, 2011 |
| Beverly O. Elving | <i>(Principal Executive Officer)</i> | |
| * | Vice President, Secretary and Treasurer | June 10, 2011 |
| Rebecca R. Tilden | <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

APPLEBEE S IP LLC

By: /s/ Rebecca R. Tilden
Name: **Rebecca R. Tilden**
Title: **Vice President, Secretary and Treasurer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|--|---------------|
| * | President | June 10, 2011 |
| Beverly O. Elving | <i>(Principal Executive Officer)</i> | |
| * | Sole Manager and | June 10, 2011 |
| Rebecca R. Tilden | Vice President, Secretary and Treasurer <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

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APPLEBEE S INTERNATIONAL, INC.

By: /s/ Rebecca R. Tilden
 Name: **Rebecca R. Tilden**
 Title: **Vice President, Secretary and Treasurer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|---|---------------|
| * | Sole Director and Chief Executive Officer | June 10, 2011 |
| Julia A. Stewart | <i>(Principal Executive Officer)</i> | |
| * | Senior Vice President, Finance | June 10, 2011 |
| Beverly O. Elving | <i>(Principal Financial Officer)</i> | |
| * | Vice President, Secretary and Treasurer | June 10, 2011 |
| Rebecca R. Tilden | <i>(Principal Accounting Officer)</i> | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

APPLEBEE S RESTAURANTS KANSAS LLC

By: /s/ Rebecca R. Tilden
Name: **Rebecca R. Tilden**
Title: **Vice President, Secretary and Treasurer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|--|---------------|
| * | President | June 10, 2011 |
| Michael J. Archer | <i>(Principal Executive Officer)</i> | |
| * | Sole Manager and | June 10, 2011 |
| Rebecca R. Tilden | Vice President, Secretary and Treasurer <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

APPLEBEE S RESTAURANTS MID-ATLANTIC LLC

By: /s/ Rebecca R. Tilden
Name: **Rebecca R. Tilden**
Title: **Vice President, Secretary and Treasurer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|--|---------------|
| * | President | June 10, 2011 |
| Michael J. Archer | <i>(Principal Executive Officer)</i> | |
| * | Sole Manager and | June 10, 2011 |
| Rebecca R. Tilden | Vice President, Secretary and Treasurer <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

APPLEBEE S RESTAURANTS NORTH LLC

By: /s/ Rebecca R. Tilden
Name: **Rebecca R. Tilden**
Title: **Vice President, Secretary and Treasurer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|---|---------------|
| * | Sole Manager and President | June 10, 2011 |
| Michael J. Archer | <i>(Principal Executive Officer)</i> | |
| * | Vice President, Secretary and Treasurer | June 10, 2011 |
| Rebecca R. Tilden | <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

APPLEBEE S RESTAURANTS TEXAS LLC

By: /s/ Rebecca R. Tilden
Name: **Rebecca R. Tilden**
Title: **Vice President, Secretary and Treasurer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|--|---------------|
| * | President | June 10, 2011 |
| Michael J. Archer | <i>(Principal Executive Officer)</i> | |
| * | Sole Manager and | June 10, 2011 |
| Rebecca R. Tilden | Vice President, Secretary and Treasurer <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

APPLEBEE S RESTAURANTS VERMONT, INC.

By: /s/ Rebecca R. Tilden
 Name: **Rebecca R. Tilden**
 Title: **Vice President, Secretary and Treasurer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|----------------------------|---|---------------|
| * | Director and | June 10, 2011 |
| Rebecca R. Tilden | President, Vice President and Treasurer <i>(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)</i> | |
| * | Director | June 10, 2011 |
| Eugene J. Ward, III | | |
| * | Director | June 10, 2011 |
| Guy L. Babb | | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

APPLEBEE S RESTAURANTS INC.

By: /s/ Rebecca R. Tilden
Name: **Rebecca R. Tilden**
Title: **Vice President, Secretary and Treasurer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|---|---------------|
| * | Sole Director and President | June 10, 2011 |
| Michael J. Archer | <i>(Principal Executive Officer)</i> | |
| * | Vice President, Secretary and Treasurer | June 10, 2011 |
| Rebecca R. Tilden | <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

APPLEBEE S RESTAURANTS WEST LLC

**By: APPLEBEE S ENTERPRISES LLC,
as its sole member**

By: /s/ Rebecca R. Tilden
Name: **Rebecca R. Tilden**
Title: **Vice President, Secretary and Treasurer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|---|---------------|
| * | President of Applebee s Enterprises LLC | June 10, 2011 |
| Michael J. Archer | <i>(Principal Executive Officer)</i> | |
| * | Sole Manager and | June 10, 2011 |
| Rebecca R. Tilden | Vice President, Secretary and Treasurer of Applebee s Enterprises LLC <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on June 10, 2011.

APPLEBEE S SERVICES, INC.

By: /s/ Rebecca R. Tilden
Name: **Rebecca R. Tilden**
Title: **Vice President, Secretary and**

Deputy General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|---|---------------|
| * | Sole Director and Chief Executive Officer | June 10, 2011 |
| Julia A. Stewart | <i>(Principal Executive Officer)</i> | |
| * | Senior Vice President, Finance | June 10, 2011 |
| Beverly O. Elving | <i>(Principal Financial Officer and Principal Accounting Officer)</i> | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

SIGNATURES

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NEIGHBORHOOD INSURANCE, INC.

By: /s/ Rebecca R. Tilden
 Name: **Rebecca R. Tilden**
 Title: **President**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|---|---------------|
| * | President | June 10, 2011 |
| Rebecca R. Tilden | <i>(Principal Executive Officer)</i> | |
| * | Director and | June 10, 2011 |
| Beverly O. Elving | Vice President and Treasurer | |
| | <i>(Principal Financial Officer and</i> | |
| | <i>Principal Accounting Officer)</i> | |
| * | Director and | June 10, 2011 |
| Russell French | Vice President, Secretary | |
| * | Director | June 10, 2011 |
| David Guerino | | |

*By: /s/ John F. Tierney
John F. Tierney
Attorney-in-Fact

INDEX TO EXHIBITS

| Exhibit | Description |
|----------------|---|
| 4.1 | Indenture dated as of October 19, 2010, by and among DineEquity, Inc., the guarantors party thereto and Wells Fargo Bank, National Association (Exhibit 4.1 to DineEquity Inc. s Current Report on Form 8-K, filed October 21, 2010 is incorporated herein by reference) |
| 4.2 | Form of 9.5% Senior Notes due 2018 (include in Exhibit 4.1) |
| 5.1* | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP |
| 5.2* | Opinion of Richman Greer P.A. |
| 5.3* | Opinion of Seigfreid, Bingham, Levy, Selzer & Gee, P.C. |
| 5.4* | Opinion of Bricker & Eckler LLP |
| 5.5* | Opinion of Gravel and Shea |
| 10.1 | Registration Rights Agreement dated as of October 19, 2010, by and among DineEquity, Inc., the guarantors thereto and Barclays Capital Inc. and Goldman, Sachs & Co., as representatives of the initial purchasers (Exhibit 10.1 to DineEquity Inc. s Current Report on Form 8-K, filed October 21, 2010 is incorporated herein by reference) |
| 12.1 | Computation of Ratio of Earnings to Fixed Charges |
| 23.1* | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm |
| 23.2 | Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1) |
| 23.3 | Consent of Richman Greer P.A. (included in Exhibit 5.2) |
| 23.4 | Consent of Seigfreid, Bingham, Levy, Selzer & Gee, P.C. (included in Exhibit 5.3) |
| 23.5 | Consent of Bricker & Eckler LLP (included in Exhibit 5.4) |
| 23.6 | Consent of Gravel and Shea (included in Exhibit 5.5) |
| 24.1 | Power of Attorney |
| 25.1 | Statement of Eligibility of Trustee on Form T-1 |
| 99.1 | Form of Letter of Transmittal |
| 99.2 | Form of Notice of Guaranteed Delivery |
| 99.3 | Form of Letter to Clients |
| 99.4 | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees |

* Filed herewith.
Previously filed.