SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 9, 2001

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: 333-74797

Domino's, Inc.
(Exact name of registrant as specified in its charter)

Delaware	38-3025165
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

30 Frank Lloyd Wright Drive
Ann Arbor, Michigan 48106
(Address of principal executive offices)

(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 [X]   No [_]

The number of shares outstanding of the registrant's common stock as of October 15, 2001 was 10 shares.

Domino's, Inc.

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PART I. FINANCIAL INFORMATION
Item 1. Financial Statements

Domino's, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets

(In thousands) Assets	September 9, 2001 (Unaudited)	December 31, 2000 (Note)
Current assets:		
Cash	$ 36,789	$ 25,136
Accounts receivable	56,147	48,682
Notes receivable	3,874	3,833
Inventories	19,955	19,086
Prepaid expenses and other	4,258	6,580
Deferred income taxes	9,290	9,290
Total current assets	130,313	112,607
Property, plant and equipment:		
Land and buildings	14,226	14,917
Leasehold and other improvements	51,941	55,100
Equipment	116,028	114,456
Construction in progress	3,309	7,366
	185,504	191,839
Accumulated depreciation and amortization	102,575	106,526
Property, plant and equipment, net	82,929	85,313
Other assets:		
Deferred income taxes	69,954	71,253
Deferred financing costs	26,397	30,626
Goodwill	12,742	14,944
Covenants not-to-compete	1,875	5,851
Capitalized software	33,832	27,388
Other	22,888	21,647
Total other assets	167,688	171,709
Total assets	$ 380,930	$ 369,629
Liabilities and stockholder's deficit		
Current liabilities:		
Current portion of long-term debt	$ 28,909	$ 21,482
Accounts payable	34,953	38,335
Insurance reserves	7,802	6,793
Accrued income taxes	13,396	2,778
Other accrued liabilities	62,505	55,924
Total current liabilities	147,565	125,312
Long-term liabilities:		
Long-term debt, less current portion	635,545	664,592
Insurance reserves	7,304	9,633
Other accrued liabilities	23,617	24,899
Total long-term liabilities	666,466	699,124
Stockholder's deficit:		
Common stock	-	-
Additional paid-in capital	120,202	120,202
Retained deficit	(550,040)	(574,657)
Accumulated other comprehensive income	(3,263)	(352)
Total stockholder's deficit	(433,101)	(454,807)
Total liabilities and stockholder's deficit	$ 380,930	$ 369,629

Note: The balance sheet at December 31, 2000 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, Inc. and Subsidiaries
Condensed Consolidated Statements of Income
(Unaudited)

(In thousands)	Fiscal Quarter Ended September 9, 2001	Fiscal Quarter Ended September 10, 2000	Three Fiscal Quarters Ended September 9, 2001	Three Fiscal Quarters Ended September 10, 2000
Revenues:				
Corporate stores	$ 80,555	$ 85,298	$253,324	$263,713
Domestic franchise	30,373	27,197	91,042	82,179
Domestic distribution	163,223	140,770	470,055	412,599
International	15,305	14,561	46,418	43,143
Total revenues	289,456	267,826	860,839	801,634
Operating expenses:				
Cost of sales	218,823	200,543	643,034	591,685
General and administrative	41,954	41,725	130,475	132,349
Total operating expenses	260,777	242,268	773,509	724,034
Income from operations	28,679	25,558	87,330	77,600
Interest income	418	675	1,433	1,738
Interest expense	15,680	17,570	47,960	52,363
Income before provision for income taxes and extraordinary item	13,417	8,663	40,803	26,975
Provision for income taxes	5,233	3,724	15,934	11,569
Income before extraordinary item	8,184	4,939	24,869	15,406
Loss on debt extinguishment, net of tax benefit	252	181	252	181
Net income	$ 7,932	$ 4,758	$ 24,617	$ 15,225

See accompanying notes.

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

(In thousands)	Three Fiscal Quarters Ended September 9, 2001	September 10, 2000
Cash flows from operating activities:		
Net cash provided by operating activities	$ 54,465	$ 40,565
Cash flows from investing activities:		
Purchases of property, plant and equipment, and franchise stores and commissaries	(27,126)	(27,756)
Other	5,978	4,467
Net cash used in investing activities	(21,148)	(23,289)
Cash flows from financing activities:		
Repayments of debt	(21,617)	(20,459)
Distributions	-	(353)
Net cash used in financing activities	(21,617)	(20,812)
Effect of exchange rate changes on cash	(47)	(87)
Increase (decrease) in cash	11,653	(3,623)
Cash, at beginning of period	25,136	30,278
Cash, at end of period	$ 36,789	$ 26,655

See accompanying notes.

Domino's, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited; tabular amounts in thousands)

September 9, 2001

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 Article 10 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. 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 9, 2001 are not necessarily indicative of the results that may be expected for the year ended December 30, 2001. For further information, refer to the consolidated financial statements and footnotes thereto for the year ended December 31, 2000 included in our Form 10-K.

2. Accounting Pronouncements

In June 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 142, "Goodwill and Other Intangible Assets". This Statement changes the accounting for goodwill from an amortization method to an impairment-only approach. Amortization of goodwill, including goodwill recorded in past business combinations, will cease upon adoption of this Statement. The Company is required to adopt this Statement at the beginning of fiscal year 2002. The Company has not determined the impact, if any, that this Statement will have on its consolidated financial position or results of operation.

In August 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets". This Statement supercedes SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of". The Company is required to adopt this Statement at the beginning of fiscal year 2002. The Company has not determined the impact, if any, that this Statement will have on its consolidated financial position or results of operation.

3. Comprehensive Income

	Fiscal Quarter Ended		Three Fiscal Quarters Ended	
	September 9, 2001	September 10, 2000	September 9, 2001	September 10, 2000
Net income	$7,932	$4,758	$24,617	$15,225
Cumulative effect of change in accounting principle, net of tax	-	-	1,692	-
Unrealized loss on derivative instruments, net of tax	(2,494)	-	(4,584)	-
Reclassification adjustment for losses included in net income, net of tax	435	-	132	-
Currency translation adjustment	78	(131)	(151)	(227)
Unrealized loss on investments in marketable securities, net of tax	-	(115)	-	(176)
Comprehensive income	$5,951	$4,512	$21,706	$14,822

4. Debt Extinguishment

In the third quarter of 2001, the Company retired $5.0 million of outstanding senior subordinated notes through open market transactions. The Company recognized a loss of approximately $146,000 reflecting the difference between the face value of the notes and the open market purchase price. The Company also recorded approximately $267,000 of amortization of deferred financing costs related to this transaction. These retirements resulted in an after-tax extraordinary loss of approximately $252,000.

5. Segment Information

The following table summarizes revenues and earnings before interest, taxes, depreciation and amortization (EBITDA) for each of the Company's reportable segments.

Fiscal Quarter Ended September 9, 2001 and September 10, 2000

	Domestic Stores	Domestic Distribution	International	Intersegment Revenues	Other	Total
Revenues -						
2001	$110,928	$187,978	$15,305	$(24,755)	$ -	$289,456
2000	112,495	164,434	14,561	(23,664)	-	267,826
EBITDA -						
2001	$ 30,489	$ 9,816	$ 4,272	$ -	$(8,539)	$ 36,038
2000	28,657	7,812	3,796	-	(6,734)	33,531

Three Fiscal Quarters Ended September 9, 2001 and September 10, 2000

	Domestic Stores	Domestic Distribution	International	Intersegment Revenues	Other	Total
Revenues -						
2001	$344,366	$543,128	$46,418	$(73,073)	$ -	$860,839
2000	345,892	483,829	43,143	(71,230)	-	801,634
EBITDA -						
2001	$ 94,425	$ 29,390	$12,176	$ -	$(26,623)	$109,368
2000	92,110	23,999	10,349	-	(25,154)	101,304

The following table reconciles total EBITDA to consolidated income before provision for income taxes and extraordinary item.

	Fiscal Quarter Ended		Three Fiscal Quarters Ended	
	September 9, 2001	September 10, 2000	September 9, 2001	September 10, 2000
Total EBITDA	$ 36,038	$ 33,531	$109,368	$101,304
Depreciation and amortization	(7,166)	(7,756)	(21,160)	(23,100)
Interest expense	(15,680)	(17,570)	(47,960)	(52,363)
Interest income	418	675	1,433	1,738
Loss on sale of plant and equipment	(193)	(217)	(878)	(604)
Income before provision for income taxes and extraordinary item	$ 13,417	$ 8,663	$ 40,803	$ 26,975

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

The 2001 and 2000 third quarters referenced herein represent the twelve-week periods ended September 9, 2001 and September 10, 2000, respectively. The 2001 and 2000 first three quarters referenced herein represent the thirty-six week periods ended September 9, 2001 and September 10, 2000, respectively.

Revenues

General. Revenues include retail sales of food by Company-owned stores, royalties and fees from domestic and international franchise stores, and sales of food, equipment and supplies by our distribution centers to domestic and international franchise stores.

Total revenues increased 8.1% to $289.5 million in the third quarter of 2001, from $267.8 million for the comparable period in 2000, and increased 7.4% to $860.8 million for the first three quarters of 2001, from $801.6 million for the comparable period in 2000. These increases in total revenues are due primarily to increases in domestic distribution revenues and, to a lesser extent, increased revenues from domestic and international franchise royalties. These results are more fully described below.

Domestic Stores

Corporate Stores. Revenues from corporate store operations decreased 5.6% to $80.6 million in the third quarter of 2001, from $85.3 million for the comparable period in 2000, and decreased 3.9% to $253.3 million for the first three quarters of 2001, from $263.7 million for the comparable period in 2000.

These decreases are due primarily to decreases in the average number of Company-owned stores open during 2001 offset in part by increases in same store sales. The number of Company-owned stores was 552 and 657 as of September 9, 2001 and September 10, 2000, respectively. This decrease was due primarily to the strategic sales of 104 Company-owned stores to franchisees during the most recent four fiscal quarters. The average number of Company-owned stores decreased by 97 to 554 stores in the third quarter of 2001, compared to the same period in 2000, and decreased by 76 to 579 stores in the first three quarters of 2001, compared to the same period in 2000. These decreases were offset in part by increases in same store sales for Company-owned stores of 6.6% for both the third quarter and first three quarters of 2001, compared to the same periods in 2000.

Domestic Franchise. Revenues from domestic franchise operations increased 11.7% to $30.4 million in the third quarter of 2001, from $27.2 million for the comparable period in 2000, and increased 10.8% to $91.0 million for the first three quarters of 2001, from $82.2 million for the comparable period in 2000.

These increases are due primarily to increases in same store sales and increases in the average number of domestic franchise stores open during 2001. Same store sales for domestic franchise stores increased 3.6% and 2.7% for the third quarter and first three quarters of 2001, respectively, compared to the same periods in 2000. The number of domestic franchise stores was 4,299 and 4,089 as of September 9, 2001 and September 10, 2000, respectively. The average number of domestic franchise stores increased by 201 to 4,225 stores in the third quarter of 2001, compared to the same period in 2000, and increased by 206 to 4,192 stores in the first three quarters of 2001, compared to the same period in 2000.

Domestic Distribution

Revenues from domestic distribution operations increased 16.0% to $163.2 million in the third quarter of 2001, from $140.8 million for the comparable period in 2000, and increased 13.9% to $470.1 million for the first three quarters of 2001, from $412.6 million for the comparable period in 2000.

These increases are due primarily to increased volumes relating to increases in domestic franchise same store sales and store counts.

International

Revenues from international operations increased 5.1% to $15.3 million in the third quarter of 2001, from $14.6 million for the comparable period in 2000, and increased 7.6% to $46.4 million for the first three quarters of 2001, from $43.1 million for the comparable period in 2000.

These increases are due primarily to increases in same store sales and increases in the average number of international franchise stores open in 2001. On a constant dollar basis, same store sales increased 3.2% and 6.7% for the third quarter and first three quarters of 2001, respectively, compared to the same periods in 2000. On a historical dollar basis, same store sales decreased 2.1% and increased 0.4% for the third quarter and first three quarters of 2001, respectively, compared to the same periods in 2000, reflecting a strengthening U.S. dollar. The number of international stores was 2,261 and 2,069 as of September 9, 2001 and September 10, 2000, respectively. The average number of international stores increased by 183 to 2,220 stores in the third quarter of 2001, compared to the same period in 2000, and increased by 225 to 2,192 stores in the first three quarters of 2001, compared to the same period in 2000.

Operating Expenses

Cost of sales increased 9.1% to $218.8 million in the third quarter of 2001, from $200.5 million for the comparable period in 2000, and increased 8.7% to $643.0 million for the first three quarters of 2001, from $591.7 million for the comparable period in 2000. Gross profit increased 5.0% to $70.6 million in the third quarter of 2001, from $67.3 million for the comparable period in 2000, and increased 3.7% to $217.8 million for the first three quarters of 2001, from $209.9 million for the comparable period in 2000. These increases in gross profit are due primarily to increases in total revenues, primarily as a result of system-wide store and same store sales growth, as well as increases in domestic distribution volumes. These increases in gross profit were offset in part by increases in food and labor costs in our Company-owned stores.

As a percentage of total revenues, gross profit decreased 0.7% and 0.9% for the third quarter and first three quarters of 2001, respectively, compared to the same periods in 2000. These decreases are due primarily to increases in food costs at our Company-owned stores as a result of higher cheese costs and increased labor costs.

General and administrative expenses increased 0.5% to $42.0 million in the third quarter of 2001, from $41.7 million for the comparable period in 2000, and decreased 1.4% to $130.5 million for the first three quarters of 2001, from $132.3 million for the comparable period in 2000. As a percentage of total revenues, general and administrative expenses decreased 1.1% to 14.5% in the third quarter of 2001, from 15.6% for the comparable period in 2000, and decreased 1.3% to 15.2% for the first three quarters of 2001, from 16.5% for the comparable period in 2000.

These decreases are due primarily to decreases in covenants not-to-compete amortization expense, professional fees, and variable general and administrative costs as a result of Company-owned store divestitures, offset in part by increases in labor costs. Covenants not-to-compete amortization expense, primarily related to the covenant obtained as part of our parent company's recapitalization, decreased $1.3 million to $1.3 million in the third quarter of 2001, compared to the same period in 2000, and decreased $3.9 million to $4.0 million for the first three quarters of 2001, compared to the same period in 2000. These decreases are due to the use of an accelerated amortization method over the covenant's three-year term.

Interest Expense

Interest expense decreased 10.8% to $15.7 million in the third quarter of 2001, from $17.6 million for the comparable period in 2000, and decreased 8.4% to $48.0 million for the first three quarters of 2001, from $52.4 million for the comparable period in 2000. These decreases are due primarily to decreases in related variable interest rates on our senior credit facility and reduced debt levels.

Provision for Income Taxes

Provision for income taxes increased $1.5 million to $5.2 million in the third quarter of 2001, from $3.7 million for the comparable period in 2000, and increased $4.3 million to $15.9 million for the first three quarters of 2001, from $11.6 million for the comparable period in 2000. These increases are due primarily to increases in pre-tax income.

Liquidity and Capital Resources

We had negative working capital of $17.3 million and cash of $36.8 million at September 9, 2001. Historically, we have operated with minimal positive working capital 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. In addition, our sales are not typically seasonal, which further limits our working capital requirements. Our primary sources of liquidity are cash flows from operations and availability of borrowings under our revolving credit facility. We expect to fund planned capital expenditures and debt commitments from these sources.

As of September 9, 2001, we had $664.5 million of long-term debt, of which $28.9 million was classified as a current liability. There were no borrowings under our $100 million revolving credit facility and letters of credit issued under the revolving credit facility were $11.9 million. The borrowings under the revolving credit facility are available to fund our working capital requirements, capital expenditures and other general corporate purposes.

Cash provided by operating activities was $54.5 million and $40.6 million for the first three quarters of 2001 and 2000, respectively. The $13.9 million increase is due primarily to a $9.4 million increase in net income, a $4.0 million net change in operating assets and liabilities, and a $2.1 million change in the deferred income tax provision. These increases in cash provided by operating activities were offset in part by a $1.9 million decrease in depreciation and amortization.

Cash used in investing activities was $21.1 million and $23.3 million for the first three quarters of 2001 and 2000, respectively. The $2.2 million decrease is due primarily to a $4.9 million decrease in purchases of franchise operations, a $2.2 million net change in other assets and a $1.7 million change in investments in marketable securities. The decrease in purchase of franchise operations is due primarily to the Company acquiring 15 franchise stores in 2000. These decreases in cash used in investing activities were offset in part by a $4.3 million increase in purchases of property, plant and equipment and a $2.1 million decrease in proceeds from the sale of property, plant and equipment. The increase in purchases in property plant and equipment is due primarily to increased investments on our next generation store systems project.

Cash used in financing activities was $21.6 million and $20.8 million for the first three quarters of 2001 and 2000, respectively. The $0.8 million increase is due primarily to increases in periodic amortization payments made on our senior credit facility in 2001 offset in part by additional cash sweep payments made in 2000.

Based upon the current level of operations and anticipated growth, we believe that the cash generated from operations and amounts available under the revolving credit facility will be adequate to meet our anticipated debt service requirements, capital expenditures and working capital needs for the next several years. 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 senior credit facilities or otherwise to enable us to service our indebtedness, including the senior credit facilities and the Senior Subordinated Notes, to redeem or refinance TISM's, our Parent company, Cumulative Preferred Stock when required or to make anticipated capital expenditures. Our future operating performance and our ability to service or refinance the Senior Subordinated Notes and to service, extend or refinance the senior credit facilities will be subject to future economic conditions and to financial, business and other factors, many of which are beyond our control.

Forward-Looking Statements

Certain statements contained in this filing relating to capital spending levels and the adequacy of our capital resources are forward-looking. Also statements that contain words such as "believes," "expects," "anticipates," "intends," "estimates" or similar expressions are forward-looking statements. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Among these risks and uncertainties are competitive factors, increases in our operating costs, ability to retain our key personnel, our substantial leverage, ability to implement our growth and cost-saving strategies, industry trends and general economic conditions, adequacy of insurance coverage and other factors, all of which are described in the Form 10-K for the year ended December 31, 2000 and our other filings with the Securities and Exchange Commission. 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 risks primarily from interest rate changes on our variable rate debt and foreign currency fluctuations relating to international revenues. Management actively monitors these exposures. As a policy, the Company does not engage in speculative transactions nor does it hold or issue financial instruments for trading purposes.

Interest Rate Derivatives

The Company may enter into interest rate swaps, collars or similar instruments with the objective of reducing our volatility in borrowing costs. In 1999, we entered into two interest rate swap agreements to effectively convert the Eurodollar interest rate component on a portion of our variable rate debt to a fixed rate of 5.12% through December 2001. As of September 9, 2001, the total notional amount of these swap agreements was $169.0 million.

In the third quarter of 2001, we entered into a three-year interest rate swap agreement to effectively convert the LIBOR interest rate component on a portion of our variable rate debt to a fixed rate of 4.90% through June 2004. As of September 9, 2001, the total notional amount of this swap agreement was $75.0 million.

Also in the third quarter of 2001, we entered into a two-year interest rate collar agreement. The collar establishes a 3.86% floor and a 6.00% ceiling on the LIBOR base rate on a no-fee basis through June 2003. As of September 9, 2001, the total notional amount of this collar agreement was $75.0 million.

Interest Rate Risk

The Company's variable interest expense is sensitive to changes in the general level of interest rates. As of September 9, 2001, a portion of the Company's debt is borrowed at Eurodollar rates plus a blended margin rate of approximately 3.2%. At September 9, 2001, the weighted average interest rate on our $85.3 million of variable interest debt was approximately 7.5%. The fair value of the Company's debt approximates its carrying value.

The Company had total interest expense of approximately $48.0 million for the first three quarters of 2001. The estimated increase in interest expense from a hypothetical 200 basis point adverse change in applicable variable interest rates would be approximately $2.8 million.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 2. Changes in Securities and Use of Proceeds

None.

Item 3. Defaults Under Senior Securities

None.

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

None.

Item 5. Other Information

None.

Item 6. Exhibits and Reports on Form 8-K

a. Exhibits

Exhibit Number	Description
10.35	Amendment No. 1, dated as of August 1, 2001, to Employment Agreement dated as of December 31, 2000 between Domino's Pizza LLC and Patrick Knotts.

b. Current Reports on Form 8-K

There were no reports filed on Form 8-K during the quarter ended September 9, 2001.

SIGNATURES

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

DOMINO'S, INC.
(Registrant)

Date: October 23, 2001

/s/ Harry J. Silverman

Chief Financial Officer

EXHIBIT 10.35

AMENDMENT NO. 1

This Amendment No. 1 to that certain employment agreement dated as of December 31, 2000, by Domino's Pizza LLC, a Michigan limited liability corporation (the "Company") and Patrick Knotts (the "Executive") (the "Agreement") is dated as of August 1, 2001.

WHEREAS, the parties wish to amend the Agreement as set forth herein;

NOW THEREFORE, in consideration of the premises and mutual agreements set forth herein and in the Agreement, the parties here to agree as follows;

1. Section 4.2 (a) of the Agreement is hereby deleted in its entirety and shall be replaced with the following:

"(a) Formula Bonus. Subject to Section 5 hereof, the Company shall pay the Executive a bonus in each fiscal year that he is an employee (the "Bonus") within 75 days of the end of the fiscal year in which such Bonus is earned. The amount of the Bonus shall be determined by the Board based on the Company's achievement of pre-established annual targets (each annual target being referred to as "Target"), which shall be based upon the Company's EBITDA. The term "EBITDA" shall mean earnings before interest, taxes, depreciation, amortization, Leadership Team bonuses, and loss or gain on sale or disposal of assets outside of the ordinary course of business (including sales of stores), all as reflected on the Company's financial statements as regularly and consistently prepared. No Bonus shall be paid unless 90% of Target is exceeded in the applicable fiscal year. The Executive shall receive a bonus of one tenth of one percent (0.01%) of his Base Salary for every one-hundredth of one percent (0.01%) (rounded to the nearest hundredth) in excess of 90% of Target that is achieved in the applicable fiscal year. By way of example only, if 100% of Target is achieved, Executive would receive a Bonus under this Section 4.2(a) equal to 100% of Executive's Base Salary."

2. All capitalized terms used herein shall have the meaning ascribed to them in the Agreement.

3. Except as specifically amended by this Amendment, the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed is Amendment as of the 1/st/ day of August 2001.

THE COMPANY: DOMINO'S PIZZA LLC

By: /s/ David A. Brandon
Name: David A. Brandon
Title: Chairman

THE EXECUTIVE: /s/ Patrick Knotts
Name: Patrick Knotts