

**ACE HARDWARE CORPORATION**  
Quarterly report for the period ended April 4, 2015



**ACE HARDWARE CORPORATION**  
**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND**  
**SUPPLEMENTARY DATA**

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## Independent Auditor's Review Report

The Board of Directors  
Ace Hardware Corporation

We have reviewed the consolidated financial information of Ace Hardware Corporation and subsidiaries, which comprise the consolidated balance sheets as of April 4, 2015 and March 29, 2014 and the related consolidated statements of income and comprehensive income, equity and cash flows for the three-month periods ended April 4, 2015 and March 29, 2014.

### Management's Responsibility for the Financial Statements

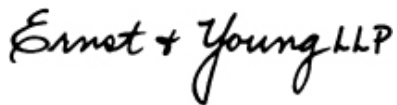
Management is responsible for the preparation and fair presentation of the financial information in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control sufficient to provide a reasonable basis for the preparation and fair presentation of interim financial information in conformity with U.S. generally accepted accounting principles.

### Auditor's Responsibility

Our responsibility is to conduct our review in accordance with auditing standards generally accepted in the United States applicable to reviews of interim financial information. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States, the objective of which is the expression of an opinion regarding the financial information. Accordingly, we do not express such an opinion.

### Conclusion

Based on our review, we are not aware of any material modifications that should be made to the consolidated financial information referred to above for it to be in conformity with U.S. generally accepted accounting principles.

The logo for Ernst & Young LLP is written in a black, cursive script. The words "Ernst & Young" are connected, and "LLP" is written separately to the right.

Chicago, Illinois  
May 19, 2015

**ACE HARDWARE CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
(In millions, except share data)

	<b>April 4, 2015</b>	<b>January 3, 2015</b>	<b>March 29, 2014</b>
<b>Assets</b>	<b>(Unaudited)</b>	<b>(Audited)</b>	<b>(Unaudited)</b>
Cash and cash equivalents	\$ 23.5	\$ 29.8	\$ 30.2
Marketable securities	43.2	42.2	54.3
Receivables, net of allowance for doubtful accounts of \$7.8, \$6.5 and \$10.5, respectively	525.0	381.8	482.6
Inventories	789.1	692.9	709.7
Prepaid expenses and other current assets	60.1	54.7	55.5
Total current assets	1,440.9	1,201.4	1,332.3
Property and equipment, net	319.4	323.0	324.1
Notes receivable, net of allowance for doubtful accounts of \$10.1, \$10.9 and \$10.0, respectively	14.9	12.2	20.7
Goodwill and other intangible assets	34.6	35.0	32.2
Other assets	85.5	85.6	69.8
Total assets	<u>\$ 1,895.3</u>	<u>\$ 1,657.2</u>	<u>\$ 1,779.1</u>
<b>Liabilities and Equity</b>			
Current maturities of long-term debt	\$ 54.7	\$ 41.5	\$ 58.7
Accounts payable	770.6	601.6	790.6
Patronage distributions payable in cash	67.5	53.7	51.4
Patronage refund certificates payable	6.6	6.6	-
Accrued expenses	137.4	162.5	144.5
Total current liabilities	1,036.8	865.9	1,045.2
Long-term debt	307.5	242.2	237.8
Patronage refund certificates payable	35.0	32.3	30.1
Other long-term liabilities	62.9	67.0	65.6
Total liabilities	1,442.2	1,207.4	1,378.7
Member Retailers' Equity:			
Class A voting common stock, \$1,000 par value, 10,000 shares authorized, 2,742; 2,751 and 2,757 issued and outstanding, respectively	2.7	2.8	2.8
Class C nonvoting common stock, \$100 par value, 6,000,000 shares authorized, 3,350,935; 3,425,232 and 3,124,085 issued and outstanding, respectively	335.1	342.5	312.4
Class C nonvoting common stock, \$100 par value, issuable to retailers for patronage distributions, 710,123; 565,068 and 526,471 shares issuable, respectively	71.0	56.5	52.6
Contributed capital	20.8	20.6	20.0
Retained earnings	11.7	15.5	2.5
Accumulated other comprehensive income	1.6	1.7	0.7
Equity attributable to Ace member retailers	442.9	439.6	391.0
Equity attributable to noncontrolling interests	10.2	10.2	9.4
Total equity	453.1	449.8	400.4
Total liabilities and equity	<u>\$ 1,895.3</u>	<u>\$ 1,657.2</u>	<u>\$ 1,779.1</u>

See accompanying notes to the consolidated financial statements.

**ACE HARDWARE CORPORATION**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(Unaudited, in millions)

	<b>Three Months Ended</b>	
	<b>April 4, 2015 (13 Weeks)</b>	<b>March 29, 2014 (13 Weeks)</b>
Revenues:		
Wholesale revenues	\$ 1,139.8	\$ 1,035.0
Retail revenues	46.3	43.7
Total revenues	<u>1,186.1</u>	<u>1,078.7</u>
Cost of revenues:		
Wholesale cost of revenues	1,001.7	915.9
Retail cost of revenues	24.0	23.0
Total cost of revenues	<u>1,025.7</u>	<u>938.9</u>
Gross profit:		
Wholesale gross profit	138.1	119.1
Retail gross profit	22.3	20.7
Total gross profit	<u>160.4</u>	<u>139.8</u>
Distribution operations expenses	31.0	26.9
Selling, general and administrative expenses	43.3	36.9
Retailer success and development expenses	30.7	26.9
Retail operating expenses	22.0	22.6
Warehouse facility closure costs	1.5	-
Total operating expenses	<u>128.5</u>	<u>113.3</u>
Operating income	31.9	26.5
Interest expense	(3.5)	(3.1)
Interest income	0.8	0.8
Other income, net	2.2	1.8
Income tax expense	(1.5)	(1.6)
Net income	<u>29.9</u>	<u>24.4</u>
Less: net income attributable to noncontrolling interests	-	-
Net income attributable to Ace Hardware Corporation	<u>\$ 29.9</u>	<u>\$ 24.4</u>
Patronage distributions accrued	<u>\$ 33.7</u>	<u>\$ 28.3</u>

See accompanying notes to the consolidated financial statements.

**ACE HARDWARE CORPORATION**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(Unaudited, in millions)

	<b>Three Months Ended</b>	
	<b>April 4, 2015 (13 Weeks)</b>	<b>March 29, 2014 (13 Weeks)</b>
Net income	\$ 29.9	\$ 24.4
Other comprehensive income, net of tax:		
Unrealized gain on investments	0.2	0.2
Unrealized (loss) gain on derivative financial instrument	(0.3)	0.2
Total other comprehensive (loss) income, net	(0.1)	0.4
Comprehensive income	29.8	24.8
Less: Comprehensive income attributable to noncontrolling interest	-	-
Comprehensive income attributable to Ace Hardware Corporation	\$ 29.8	\$ 24.8

See accompanying notes to the consolidated financial statements.

**ACE HARDWARE CORPORATION**  
**CONSOLIDATED STATEMENTS OF EQUITY**  
(Unaudited, in millions)

**Shareholders of Ace Hardware Corporation**

	Capital Stock		Class C Stock Issuable to Retailers for Patronage Dividends	Additional Stock Subscribed	Contributed Capital	Retained Earnings	Accumulated Other Comprehensive Income	Noncontrolling Interests	Total Equity
	Class A	Class C							
Balances at December 28, 2013	\$ 2.8	\$ 315.7	\$ 40.9	\$ -	\$ 20.0	\$ 6.3	\$ 0.3	\$ 8.3	\$ 394.3
Net income	-	-	-	-	-	24.4	-	-	24.4
Other comprehensive income	-	-	-	-	-	-	0.4	-	0.4
Net payments on subscriptions	-	-	-	0.3	-	-	-	-	0.3
Stock issued	-	0.3	-	(0.3)	-	-	-	-	-
Sale of noncontrolling interests	-	-	-	-	(0.1)	-	-	1.0	0.9
Stock repurchased	-	(3.6)	-	-	-	-	-	-	(3.6)
Patronage distributions issuable	-	-	11.7	-	-	-	-	-	11.7
Patronage distributions payable	-	-	-	-	-	(28.2)	-	-	(28.2)
Other	-	-	-	-	0.1	-	-	0.1	0.2
Balances at March 29, 2014	\$ 2.8	\$ 312.4	\$ 52.6	\$ -	\$ 20.0	\$ 2.5	\$ 0.7	\$ 9.4	\$ 400.4
Balances at January 3, 2015	\$ 2.8	\$ 342.5	\$ 56.5	\$ -	\$ 20.6	\$ 15.5	\$ 1.7	\$ 10.2	\$ 449.8
Net income	-	-	-	-	-	29.9	-	-	29.9
Other comprehensive loss	-	-	-	-	-	-	(0.1)	-	(0.1)
Net payments on subscriptions	-	-	-	0.3	-	-	-	-	0.3
Stock issued	-	0.3	-	(0.3)	-	-	-	-	-
Stock repurchased	(0.1)	(7.7)	-	-	-	-	-	-	(7.8)
Patronage distributions issuable	-	-	14.5	-	-	-	-	-	14.5
Patronage distributions payable	-	-	-	-	-	(33.7)	-	-	(33.7)
Other	-	-	-	-	0.2	-	-	-	0.2
Balances at April 4, 2015	\$ 2.7	\$ 335.1	\$ 71.0	\$ -	\$ 20.8	\$ 11.7	\$ 1.6	\$ 10.2	\$ 453.1

See accompanying notes to the consolidated financial statements.

**ACE HARDWARE CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited, in millions)

	<b>Three Months Ended</b>	
	<b>April 4, 2015 (13 Weeks)</b>	<b>March 29, 2014 (13 Weeks)</b>
<b>Operating Activities</b>		
Net income	\$ 29.9	\$ 24.4
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	12.9	12.3
Amortization of deferred financing costs	0.3	0.3
Gain on disposal of assets, net	(0.1)	(0.1)
Provision for doubtful accounts	2.4	2.1
Warehouse facility closure costs	1.5	-
Other, net	0.1	(0.1)
Changes in operating assets and liabilities, exclusive of effect of acquisitions:		
Receivables	(154.0)	(142.8)
Inventories	(96.2)	(176.6)
Other current assets	(5.7)	(8.8)
Other long-term assets	(0.8)	(8.9)
Accounts payable and accrued expenses	143.3	257.9
Other long-term liabilities	(6.1)	(0.3)
Deferred taxes	1.0	(2.2)
Net cash used in operating activities	<u>(71.5)</u>	<u>(42.8)</u>
<b>Investing Activities</b>		
Purchases of marketable securities	(2.1)	(3.5)
Proceeds from sale of marketable securities	1.6	3.4
Purchases of property and equipment	(8.3)	(7.0)
Cash paid for acquired businesses, net of cash acquired	-	(32.9)
Decrease in notes receivable, net	0.7	1.0
Other	-	0.1
Net cash used in investing activities	<u>(8.1)</u>	<u>(38.9)</u>
<b>Financing Activities</b>		
Net borrowings under revolving lines of credit	81.4	96.8
Principal payments on long-term debt	(6.4)	(3.9)
Payments of patronage refund certificates	(0.1)	(0.1)
Proceeds from sale of noncontrolling interests	-	0.9
Repurchase of stock	(1.9)	-
Other	0.3	0.3
Net cash provided by financing activities	<u>73.3</u>	<u>94.0</u>
(Decrease) increase in cash and cash equivalents	(6.3)	12.3
Cash and cash equivalents at beginning of period	29.8	17.9
Cash and cash equivalents at end of period	<u>\$ 23.5</u>	<u>\$ 30.2</u>
Supplemental disclosure of cash flow information:		
Interest paid	<u>\$ 2.4</u>	<u>\$ 3.0</u>
Income taxes paid	<u>\$ 0.4</u>	<u>\$ 1.9</u>

See accompanying notes to the consolidated financial statements.



**ACE HARDWARE CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited, in millions)**

**1) Summary of Significant Accounting Policies**

***The Company and Its Business***

Ace Hardware Corporation (“the Company”) is a wholesaler of hardware, paint and other related products. The Company also provides to its retail members value-added services such as advertising, marketing, merchandising and store location and design services. The Company’s goods and services are sold predominately within the United States, primarily to retailers that operate hardware stores and with whom the Company has a retail membership agreement. As a retailer-owned cooperative, the Company distributes substantially all of its patronage sourced income in the form of patronage distributions to member retailers based on their volume of merchandise purchases.

On December 31, 2014, Ace Wholesale Holdings LLC (“AWH”) acquired all of the outstanding member units of Jensen-Byrd Co., LLC (“Jensen”), a wholesale hardlines distributor. See Note 2 for additional information.

On February 19, 2014, AWH acquired all of the outstanding shares of capital stock of Emery-Waterhouse (“Emery”), a distributor of hardlines products for independent lumber, paint, industrial and hardware outlets. Immediately following the acquisition, AWH sold a 5 percent noncontrolling interest in Emery to Emery’s current Chief Executive Officer. See Note 2 for additional information.

Ace Retail Holdings LLC (“ARH”) is the owner of the 90 store Westlake Ace Hardware retail chain. As a result, the Company is also a retailer of hardware, paint and other related products.

The Company’s international operations are a stand-alone legal entity with its own management team and board of directors. The entity Ace Hardware International Holdings, Ltd. (“AIH”) is a majority-owned and controlled subsidiary of the Company with a noncontrolling interest owned by its international retailers. International retailers do not own shares of stock in the Company nor receive patronage dividends.

***Basis of Presentation***

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). Certain information and note disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted. The unaudited consolidated financial statements and notes should be read in conjunction with the financial statements and notes thereto included in the Company’s 2014 Annual Report. The unaudited consolidated financial statements for the three months ended April 4, 2015 and March 29, 2014 both cover a 13-week period.

Subsequent events have been evaluated through May 19, 2015, the date these statements were available to be issued.

The financial information included herein reflects all adjustments (consisting only of normal recurring adjustments), which, in the opinion of management, are necessary for a fair presentation of the results for the interim periods presented. The results of operations for the three months ended April 4, 2015 are not necessarily indicative of the results to be expected for the full fiscal year 2015.

***Principles of Consolidation***

The accompanying consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries. All intercompany transactions have been eliminated.

***Use of Estimates***

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**ACE HARDWARE CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**(Unaudited, in millions)**

***New Accounting Pronouncements - Issued***

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, “Revenue from Contracts with Customers (Topic 606).” The purpose of ASU 2014-09 is to develop a common revenue recognition standard for GAAP and International Financial Reporting Standards. The guidance in this update affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 allows either full retrospective adoption, meaning the standard is applied to all periods presented, or modified retrospective adoption, meaning the standard is applied only to the most current period presented in the financial statements. ASU 2014-09 is effective for the Company for annual reporting periods beginning after December 15, 2017, and interim periods within annual periods beginning after December 15, 2018. The Company is still evaluating the impact that ASU 2014-09 will have on the Company’s consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, “Interest – Imputation of Interest (Subtopic 835-30), Simplifying the Presentation of Debt Issuance Costs.” ASU 2015-03 requires debt issuance costs to be presented as a deduction from the corresponding debt liability to make the presentation of debt issuance costs consistent with the presentation of debt discounts and premiums. ASU 2015-03 is part of FASB’s simplification initiative to reduce the cost and complexity of financial reporting. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this ASU. ASU 2015-03 is effective for the Company for fiscal years beginning after December 15, 2015 and interim periods within fiscal years beginning after December 15, 2016 with early adoption permitted. The adoption of ASU 2015-03 will affect the Company’s consolidated balance sheet presentation only, and will have no impact on the consolidated statements of income or cash flows.

**(2) Acquisitions**

On December 31, 2014, AWH acquired all of the outstanding member units of Jensen, a wholesale hardlines distributor, for \$33.6 million (subject to final working capital adjustments). The acquisition has been accounted for as a business combination. As of April 4, 2015, the Company recorded a preliminary allocation of the purchase price to acquired tangible assets and liabilities assumed based on their fair value at the acquisition date. The Company is in the process of determining the value, if any, for identifiable intangible assets. The Company expects to complete the purchase price allocation by the end of fiscal 2015. Based on the preliminary purchase price allocation, the Company recorded \$3.5 million of goodwill. Goodwill has an indefinite life and, therefore, is not amortized. The goodwill is expected to be deductible for tax purposes.

The following table summarizes the consideration paid for Jensen and the preliminary purchase price allocation at the acquisition date:

Fair value of assets acquired and liabilities assumed:	
Cash	\$ 2.9
Receivables	17.3
Inventories	26.6
Other current assets	0.2
PP&E	2.0
Goodwill	3.5
Current liabilities	(18.9)
	<u>\$ 33.6</u>

On February 19, 2014, AWH acquired all of the outstanding shares of capital stock of Emery, a distributor of hardlines products for independent lumber, paint, industrial and hardware outlets, for \$33.3 million. Immediately following the acquisition, AWH sold a 5 percent noncontrolling interest in Emery to Emery’s current Chief Executive Officer for approximately \$1.7 million. The acquisition has been accounted for as a business combination. The Company recorded the allocation of the purchase price to acquired tangible assets and liabilities assumed based on their fair value at the acquisition date. As a result, the Company recorded \$5.3 million of goodwill and \$2.7 million for the fair value of a customer relationship intangible asset. Goodwill has an indefinite life and, therefore, is not amortized, while the customer relationship intangible will be amortized over 10 years. The goodwill and customer relationship intangible asset are expected to be deductible for tax purposes.

**ACE HARDWARE CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
(Unaudited, in millions)

The following table summarizes the consideration paid for Emery and the purchase price allocation at the acquisition date:

Fair value of assets acquired and liabilities assumed:	
Cash	\$ 0.8
Receivables	11.6
Inventories	27.7
Other current assets	0.7
PP&E	3.8
Goodwill	5.3
Customer relationship intangible	2.7
Current liabilities	(19.3)
	<u>\$ 33.3</u>

**(3) Inventories**

Inventories consist of wholesale merchandise inventories held for sale to retailers and retail merchandise inventory held for resale at Company-operated retail locations. Substantially all of the Company's wholesale inventories are valued on the last-in, first-out ("LIFO") method. The excess of replacement cost over the LIFO value of inventory was \$94.0 million, \$94.0 million and \$96.3 million at April 4, 2015, January 3, 2015 and March 29, 2014, respectively. An actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. Interim LIFO calculations are based on management's estimates of expected year-end inventory levels and costs, and are subject to the final year-end LIFO inventory valuation. Inventories at retail locations operated by the Company are valued at the lower of cost or net realizable value. Inventory cost is determined using the moving average method, which approximates the first-in, first-out ("FIFO") method.

Inventories consisted of:

	April 4, 2015	January 3, 2015	March 29, 2014
Wholesale merchandise inventory (LIFO)	\$ 707.5	\$ 623.6	\$ 636.8
Retail merchandise inventory at Company-operated stores (FIFO)	81.6	69.3	72.9
<b>Inventories</b>	<u>\$ 789.1</u>	<u>\$ 692.9</u>	<u>\$ 709.7</u>

**(4) Debt**

The Company has a secured credit facility with a group of banks that consists of a \$165.0 million amortizing term loan ("Term Loan Facility") and a \$400.0 million revolving credit facility ("Revolving Credit Facility"). The facility is expandable to \$715.0 million via a \$150.0 million accordion that is exercisable without the consent of existing lenders provided that the Company is not in default of the credit agreement and further provided that none of the existing lenders are required to provide any portion of the increased facility. Borrowings under this facility bear interest at a rate of either the prime rate plus an applicable spread of 50 basis points to 150 basis points or 150 to 250 basis points over the London Interbank Offered Rate ("LIBOR") depending on the Company's leverage ratio as defined under the agreement. The facility was priced at LIBOR plus 150 basis points at April 4, 2015. This facility requires maintenance of certain financial covenants including a maximum allowable average leverage ratio, a minimum fixed charge coverage ratio and a minimum asset coverage ratio, and expires on July 27, 2018. As of April 4, 2015, the Company was in compliance with its covenants and a total of \$318.0 million was outstanding under the credit facility.

The Term Loan Facility requires the Company to make principal repayments of \$5.0 million per quarter through March 2017, with no additional installments through maturity on July 27, 2018. Any remaining principal balance will be repaid at the maturity.

The Revolving Credit Facility includes a \$175.0 million sublimit for the issuance of standby and commercial letters of credit. As of April 4, 2015, a total of \$17.8 million in letters of credit were outstanding. The Revolving Credit Facility requires the Company to pay fees based on the unused portion of the line of credit at a rate of 15 to 35 basis points per annum depending on the Company's leverage ratio.

The credit facility allows the Company to make revolving loans and other extensions of credit to AIH in an aggregate principal amount not to exceed \$75.0 million at any time. As of April 4, 2015, there were no loans or other extensions of credit provided to AIH.

**ACE HARDWARE CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**(Unaudited, in millions)**

In order to reduce the risk of interest rate volatility, the Company entered into an interest rate swap derivative agreement in June 2012, which expires on March 13, 2017. This swap agreement fixes the LIBOR rate on the full balance of the Term Loan Facility at 1.13%, resulting in an effective rate of 2.63% after adding the 1.50% margin based on the current pricing tier per the credit agreement. The notional amount of the derivative agreement decreases to match the principal balance remaining as principal payments are made throughout the term of the loan agreement. The swap arrangement has been designated as a cash flow hedge and has been evaluated to be highly effective. As a result, the after-tax change in the fair value of the swap is recorded in Accumulated other comprehensive income (“AOCI”) as a gain or loss on derivative financial instruments.

The Company’s ARH subsidiary has a \$60.0 million asset-based revolving credit facility (“ARH Facility”). The ARH Facility matures on June 28, 2019 and is expandable to \$85.0 million under certain conditions. In addition, the Company has the right to issue letters of credit up to a maximum of \$7.5 million. At the Company’s discretion, borrowings under this facility bear interest at a rate of either the prime rate plus an applicable spread of 35 basis points to 75 basis points or LIBOR plus an applicable spread of 135 basis points to 175 basis points, depending on the Company’s availability under the ARH Facility as measured on a quarterly basis.

The ARH Facility is collateralized by substantially all of ARH’s personal property and intangible assets. Borrowings under the facility are subject to a borrowing base calculation consisting of certain advance rates applied to eligible collateral balances (primarily consisting of certain receivables and inventories). This agreement requires maintenance of certain financial covenants including a minimum fixed charge coverage ratio. As of April 4, 2015, ARH was in compliance with its covenants. At the end of the first quarter 2015, ARH had \$28.3 million in loans outstanding under its Facility.

The ARH Facility requirements include a lender-controlled cash concentration system that results in all of ARH’s daily available cash being applied to the outstanding borrowings under this facility. Pursuant to FASB Accounting Standards Codification Section 470-10-45, “Classification of Revolving Credit Agreements Subject to Lock-Box Arrangements and Subjective Acceleration Clauses,” the borrowings under the ARH Facility have been classified as a Current maturity of long-term debt as of April 4, 2015.

Total debt outstanding is comprised of the following:

	April 4, 2015	January 3, 2015	March 29, 2014
Term Loan Facility	\$ 165.0	\$ 170.0	\$ 185.0
Revolving Credit Facility	153.0	84.5	64.1
ARH Facility	28.3	15.5	32.7
Installment notes with maturities through 2018 at a fixed rate of 6.00%	15.9	13.7	14.7
<b>Total debt</b>	<b>362.2</b>	<b>283.7</b>	<b>296.5</b>
Less: maturities within one year	(54.7)	(41.5)	(58.7)
<b>Long-term debt</b>	<b>\$ 307.5</b>	<b>\$ 242.2</b>	<b>\$ 237.8</b>

**ACE HARDWARE CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
(Unaudited, in millions)

**(5) Fair Value**

The tables below set forth, by level, the Company's financial assets, liabilities and derivative instruments that were accounted for at fair value as of April 4, 2015, January 3, 2015 and March 29, 2014. The tables do not include cash on hand and also do not include assets and liabilities that are measured at historical cost or any basis other than fair value. The carrying values for other current financial assets and liabilities, such as accounts receivable and accounts payable, approximate fair value due to the short maturity of such instruments.

<b>Items measured at fair value on a recurring basis</b>	Carrying Value Measured at Fair Value			
	April 4, 2015	Level 1	Level 2	Level 3
<b>Assets:</b>				
Cash equivalents:				
Money market funds	\$ 8.6	\$ 8.6	\$ -	\$ -
Marketable securities:				
Corporate fixed income securities	13.1	-	13.1	-
Fixed income and equity mutual fund securities	11.9	11.9	-	-
Mortgage-backed securities	6.4	-	6.4	-
U.S. government notes	10.6	10.6	-	-
Other	1.2	-	1.2	-
Total marketable securities	<u>\$ 43.2</u>	<u>\$ 22.5</u>	<u>\$ 20.7</u>	<u>\$ -</u>
Other long-term liabilities:				
Interest rate swap derivative	\$ 1.6	\$ -	\$ 1.6	\$ -

<b>Items measured at fair value on a recurring basis</b>	Carrying Value Measured at Fair Value			
	January 3, 2015	Level 1	Level 2	Level 3
<b>Assets:</b>				
Cash equivalents:				
Money market funds	\$ 10.8	\$ 10.8	\$ -	\$ -
Marketable securities:				
Corporate fixed income securities	13.3	-	13.3	-
Fixed income and equity mutual fund securities	11.7	11.7	-	-
Mortgage-backed securities	6.6	-	6.6	-
U.S. government notes	10.2	10.2	-	-
Other	0.4	-	0.4	-
Total marketable securities	<u>\$ 42.2</u>	<u>\$ 21.9</u>	<u>\$ 20.3</u>	<u>\$ -</u>
Other long-term liabilities:				
Interest rate swap derivative	\$ 1.1	\$ -	\$ 1.1	\$ -

**ACE HARDWARE CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**(Unaudited, in millions)**

<b>Items measured at fair value on a recurring basis</b>	Carrying Value Measured at Fair Value			
	March 29, 2014	Level 1	Level 2	Level 3
<b>Assets:</b>				
Cash equivalents:				
Money market funds	\$ 2.4	\$ 2.4	\$ -	\$ -
Marketable securities:				
Corporate fixed income securities	13.6	-	13.6	-
Fixed income and equity mutual fund securities	24.7	24.7	-	-
Mortgage-backed securities	7.8	-	7.8	-
U.S. government notes	7.9	7.9	-	-
Other	0.3	-	0.3	-
<b>Total marketable securities</b>	<b>\$ 54.3</b>	<b>\$ 32.6</b>	<b>\$ 21.7</b>	<b>\$ -</b>
<b>Other long-term liabilities:</b>				
Interest rate swap derivative	\$ 1.6	\$ -	\$ 1.6	\$ -

*Money market funds, Fixed income and equity mutual fund securities and U.S. government notes* - The Company's valuation techniques used to measure the fair values of money market funds, fixed income and equity mutual fund securities and U.S. government notes, that were classified as Level 1 in the tables above, are derived from quoted market prices for identical instruments, as active markets for these instruments exist.

*Corporate fixed income securities and Mortgage-backed securities* - The Company's valuation techniques used to measure the fair values of corporate fixed income securities and mortgage-backed securities, that were classified as Level 2 in the tables above, are derived from the following: non-binding market consensus prices that are corroborated by observable market data, quoted market prices for similar instruments, or pricing models, such as discounted cash flow techniques, with all significant inputs derived from or corroborated by observable market data.

There were no material differences between the fair value and cost basis of the Company's marketable securities at April 4, 2015 and March 29, 2014, respectively. Gross proceeds from the sale of marketable securities and the related realized gains and losses for the three months April 4, 2015 and March 29, 2014 were as follows:

	<b>Three Months Ended</b>	
	April 4, 2015	March 29, 2014
Gross proceeds	\$ 1.6	\$ 3.4
Gross realized gains	0.1	0.1
Gross realized losses	-	-

Gross realized gains and losses were determined using the specific identification method. As of the three months ended April 4, 2015, the Company reclassified \$0.1 million of unrealized gains and an immaterial amount of unrealized losses on marketable securities that were recorded in AOCI as of January 3, 2015 into realized income. These amounts were recorded to Other income, net in the Consolidated Statements of Income.

**ACE HARDWARE CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**(Unaudited, in millions)**

The following table summarizes the contractual maturity distributions of the Company's debt securities at April 4, 2015. Actual maturities may differ from the contractual or expected maturities since borrowers may have the right to prepay obligations with or without prepayment penalties.

Fair value of available-for-sale debt securities	Due in One Year or Less	Due After One Year through Five Years	Due After Five Years through Ten Years	Due After Ten Years	Total
Corporate fixed income securities	\$ 1.1	\$ 4.9	\$ 5.2	\$ 1.9	\$ 13.1
Mortgage-backed securities	-	-	-	6.4	6.4
U.S. government notes	-	5.3	3.2	2.1	10.6
Other	-	0.6	0.1	0.5	1.2
<b>Total</b>	<b>\$ 1.1</b>	<b>\$ 10.8</b>	<b>\$ 8.5</b>	<b>\$ 10.9</b>	<b>\$ 31.3</b>

The Company uses variable-rate LIBOR debt to finance its operations. These debt obligations expose the Company to interest rate volatility risk. The Company attempts to minimize this risk and fix a portion of its overall borrowing costs through the utilization of interest rate swap derivatives. Variable cash flows from outstanding debt are converted to fixed-rate cash flows by entering into receive-variable, pay-fixed interest-rate swaps. The Company does not use derivative instruments for trading or speculative purposes, and all derivative instruments are recognized in the Consolidated Balance Sheet at fair value. Hedge ineffectiveness is eliminated by matching all terms of the hedged item and the hedging derivative at inception and on an ongoing basis. The Company does not exclude any terms from consideration when applying the matched terms method.

On June 5, 2012, the Company entered into a 58-month interest rate swap agreement, which expires on March 13, 2017, with an amortizing notional amount of \$200.0 million. This instrument is being used to fix the LIBOR rate on the full balance of the term loan amount at 1.13%, resulting in an effective rate of 2.63% after adding the 1.50% margin based on the current pricing tier per the credit agreement. As of April 4, 2015, the notional amount of the 58-month interest rate swap agreement remaining was \$165.0 million, matching the outstanding balance of the term loan.

The fair value of the Company's interest rate swap is estimated using Level 2 inputs, which are based on model-derived valuations in which all significant inputs and significant value drivers are observable in active markets. The Company also considers counterparty credit-risk and bilateral or "own" credit risk adjustments in estimating fair value, in accordance with the requirements of GAAP. As of April 4, 2015, the fair value of the interest rate swap was a liability balance of \$1.6 million. The Company classifies derivative liabilities as Other long-term liabilities on the Consolidated Balance Sheet.

Because the interest rate swap has been designated as a cash flow hedge and has been evaluated to be highly effective, the change in the fair value is recorded in AOCI as a gain or loss on derivative financial instruments. The amount in AOCI is reclassified to earnings if the derivative instrument is sold, extinguished or terminated, or at the time it becomes expected to be sold, extinguished or terminated. As of April 4, 2015, the net of tax amount recorded in AOCI for the fair value adjustment of the interest rate swap was an unrealized loss of \$1.0 million. This unrealized loss is not expected to be reclassified into interest expense within the next 12 months. The impact of any ineffectiveness is recognized in earnings. However, there was no hedge ineffectiveness related to the interest rate swap for the three months ended April 4, 2015.

The Company's debt instruments are recorded at cost on the Consolidated Balance Sheets. The fair value of long-term debt was approximately \$367.3 million at April 4, 2015, compared to the carrying value, including accrued interest, of \$362.8 million.

**ACE HARDWARE CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**(Unaudited, in millions)**

**(6) Income Taxes**

Income tax differs from the amount computed by applying the statutory U.S. Federal income tax rate of 35% to income before income taxes because of the effect of the following items:

	<b>Three Months Ended</b>	
	April 4, 2015	March 29, 2014
Expected tax at U.S. Federal income tax rate	\$ (11.0)	\$ (9.1)
Patronage distribution deductions	11.8	9.9
Other, net	(2.3)	(2.4)
Income tax expense	\$ (1.5)	\$ (1.6)

**(7) Supplemental Disclosures of Cash Flow Information**

During the three months ended April 4, 2015 and March 29, 2014, current year accrued patronage distributions of \$2.6 million and \$3.3 million, respectively, were offset against receivables owed to the Company by its member retailers with no net impact in the Consolidated Statements of Cash Flows.

During the three months ended April 4, 2015 and March 29, 2014, repurchases of stock from retailers of \$5.9 million and \$3.6 million, respectively, were offset against current receivables of \$1.3 million and \$1.9 million, respectively, and notes receivable of \$1.0 million and \$0.2 million, respectively. An additional \$3.6 million and \$1.5 million, respectively, were primarily issued as notes payable with no net impact in the Consolidated Statements of Cash Flows.

During fiscal 2012, the Company entered into an interest rate swap derivative dated June 5, 2012. The fair value adjustments for the interest rate swap derivative were recorded as Other long-term liabilities of \$1.6 million as of the three months ended April 4, 2015 and March 29, 2014. The Company offset these adjustments in fair value, net of tax, against AOCI with no net impact in the Consolidated Statements of Cash Flows.

During the three months ended April 4, 2015, the Company received \$0.7 million of property and equipment prior to quarter end, and accrued for these items as no cash payments were made. These capital expenditures were not included in the purchases of property and equipment in the Consolidated Statement of Cash Flows for the three months ended April 4, 2015.

**(8) Warehouse Facility Closure Costs**

During the three months ended April 4, 2015, the Company recorded an additional charge of \$1.5 million related to future payments to the multi-employer pension fund that covers the former union employees at the closed Retail Support Center in Toledo, Ohio.



**MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis summarizes the significant factors affecting the Company's consolidated operating results and financial condition during the three-month period ended April 4, 2015 and March 29, 2014. This discussion and analysis should be read in conjunction with the Company's 2014 Annual Report, as well as the consolidated financial statements (unaudited) and notes thereto contained in this report that have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). Results of the interim periods presented are not necessarily indicative of the results to be expected for the full fiscal year due to seasonal and other factors.

**Results of Operations**

*Comparison of the Three Months Ended April 4, 2015 to the Three Months Ended March 29, 2014*

The following data summarizes the Company's performance in 2015 as compared to 2014 (in millions):

	2015		2014		Increase/(decrease)	
	\$	% of Revenues*	\$	% of Revenues*	\$	%
<b>Revenues:</b>						
Wholesale revenues	1,139.8	96.1%	1,035.0	95.9%	104.8	10.1%
Retail revenues	46.3	3.9%	43.7	4.1%	2.6	5.9%
<b>Total revenues</b>	<b>1,186.1</b>	<b>100.0%</b>	<b>1,078.7</b>	<b>100.0%</b>	<b>107.4</b>	<b>10.0%</b>
<b>Gross profit:</b>						
Wholesale gross profit	138.1	12.1%	119.1	11.5%	19.0	16.0%
Retail gross profit	22.3	48.2%	20.7	47.4%	1.6	7.7%
<b>Total gross profit</b>	<b>160.4</b>	<b>13.5%</b>	<b>139.8</b>	<b>13.0%</b>	<b>20.6</b>	<b>14.7%</b>
<b>Operating expenses:</b>						
Distribution operations expenses	31.0	2.7%	26.9	2.6%	4.1	15.2%
Selling, general and administrative expenses	43.3	3.8%	36.9	3.6%	6.4	17.3%
Retailer success and development expenses	30.7	2.7%	26.9	2.6%	3.8	14.1%
Retail operating expenses	22.0	47.5%	22.6	51.7%	(0.6)	(2.7%)
Warehouse facility closure costs	1.5	0.1%	-	-	1.5	100.0%
<b>Total operating expenses</b>	<b>128.5</b>	<b>10.8%</b>	<b>113.3</b>	<b>10.5%</b>	<b>15.2</b>	<b>13.4%</b>
Operating income	31.9	2.7%	26.5	2.5%	5.4	20.4%
Interest expense	(3.5)	(0.3%)	(3.1)	(0.3%)	(0.4)	(12.9%)
Other	1.5	0.1%	1.0	0.1%	0.5	50.0%
<b>Net income</b>	<b>29.9</b>	<b>2.5%</b>	<b>24.4</b>	<b>2.3%</b>	<b>5.5</b>	<b>22.5%</b>

\*Wholesale gross profit and expenses are shown as a percentage of wholesale revenues. Retail gross profit and expenses are shown as a percentage of retail revenues. Non-operating items are shown as a percentage of total revenues.

Consolidated revenues for the three months ended April 4, 2015 totaled \$1.2 billion, an increase of \$107.4 million, or 10.0%, as compared to the prior year. A reconciliation of consolidated revenues follows (in millions):

	Amount	% Change vs. 2014
<b>2014 Revenues</b>	<b>\$ 1,078.7</b>	
<i>Wholesale Merchandise Revenues change based on new and cancelled domestic stores:</i>		
Revenues increase from new stores added since January 2014**	64.8	6.0%
Net decrease from stores cancelled since January 2014**	(9.5)	(0.9%)
Increase in wholesale merchandise revenues to comparable domestic stores**	18.8	1.8%
Decrease in wholesale merchandise revenues due to non-recurring Paint Studio sales in 2014	(28.3)	(2.6%)
Increase in Ace Wholesale Holdings LLC revenues	57.4	5.3%
Increase in Ace Retail Holdings LLC revenues	2.6	0.2%
Other wholesale revenue changes, net	1.6	0.2%
<b>2015 Revenues</b>	<b>\$ 1,186.1</b>	<b>10.0%</b>

\*\*Year-over-year changes exclude the impact of non-recurring Paint Studio revenue in 2014.

Total wholesale revenues were \$1.1 billion, an increase of \$104.8 million, or 10.1%, as compared to the prior year. Increases were noted across all departments, while paint, lawn and garden, auto and outdoor living, tools and electrical had the largest increases. Excluding the non-recurring revenues related to the rollout of the new Paint Studio in 2014, wholesale revenues increased by \$133.1 million, or 13.2%, in the first quarter of 2015 compared to the prior year.

New stores are defined as stores that were activated from January 2014 through March 2015. In 2015, the Company had an increase in wholesale merchandise revenues from new domestic stores of \$64.8 million excluding the impact of non-recurring Paint Studio revenues. This increase was partially offset by a decrease in wholesale merchandise revenues due to domestic store cancellations of \$9.5 million, also excluding Paint Studio revenues. As a result, the Company realized a net increase in wholesale merchandise revenues of \$55.3 million related to the impact of both new stores affiliated with the Company and from stores that cancelled their membership in 2014 and 2015. Excluding non-recurring Paint Studio revenues, wholesale merchandise revenues to comparable domestic stores increased \$18.8 million.

The number of the Company's domestic member retailer outlets is summarized as follows:

	<b>Three Months Ended</b>	
	April 4, 2015	March 29, 2014
Retailer outlets at beginning of period	4,251	4,171
New retailer outlets added	33	78
Retailer outlet cancellations	(32)	(29)
Retailer outlets at end of period	<u>4,252</u>	<u>4,220</u>

Revenues from the Ace Wholesale Holdings LLC ("AWH") subsidiary were \$78.1 million during the three months ended April 4, 2015. This is an increase of \$57.4 million from the first three month of 2014. AWH began operations on February 19, 2014 and was expanded to include the acquisition of Jensen-Byrd Co., LLC in December 2014.

Retail revenues were \$46.3 million for the first three months of 2015. Same store sales growth drove the increase of \$2.6 million or 5.9% from the first three months of 2014. With increases in nearly all departments, nursery and landscape, paint, electrical, and barbeque showed the largest increases.

Wholesale gross profit for the first quarter of 2015 was \$138.1 million, an increase of \$19.0 million from the first quarter of 2014. Wholesale gross margin percentage was 12.1% of wholesale revenues, up from 2014's wholesale gross margin percentage of 11.5%. The increase in wholesale gross margin percentage was primarily driven by the timing of incentives received from vendors.

Retail gross profit for the first quarter of 2015 was \$22.3 million, an increase of \$1.6 million from the first quarter of 2014. Retail gross margin percentage was 48.2% of retail revenues in 2015, up from 47.4% in the prior year. The increase in the retail gross margin percentage was primarily the result of strategically sourcing more products from Ace. Retail gross profit as reported in the Ace financial statements is based on the Ace wholesale acquisition cost of product rather than the ARH acquisition cost which includes Ace's normal markup from cost.

Wholesale operating expenses increased \$14.3 million, or 15.8%, for the first quarter of 2015 as compared to the first quarter of 2014. The increase was primarily driven by operating expenses from the acquisitions in the AWH subsidiary, higher advertising expenses due to planned incremental promotional spending, higher warehouse wages from the increase in sales volume and higher employee benefit and salary expenses. As a percentage of wholesale revenues, wholesale operating expenses increased from 8.8% of revenues in 2014 to 9.2% of revenues in 2015.

Retail operating expenses of \$22.0 million decreased \$0.6 million, or 2.7%, in the first quarter of 2015 as compared to the first quarter of 2014. Retail operating expenses as a percent of retail revenues also decreased from 51.7% of revenues in the first quarter of 2014 to 47.5% of revenues in the first quarter of 2015 primarily due to lower payroll and depreciation expense.

In the first quarter of 2015, the Company recorded an additional charge of \$1.5 million related to future payments to the multi-employer pension fund that covers the former union employees at the closed Retail Support Center in Toledo, Ohio.

Interest expense increased \$0.4 million or 12.9%, due to higher average outstanding balances under the Company's revolving lines of credit during the first quarter of 2015, partially offset by lower interest rates.

Other income and expense showed an increase in income of \$0.5 million primarily from an increase in the cash surrender value of the corporate owned life insurance policies.

## Liquidity and Capital Resources

The Company believes that existing cash balances, along with the existing line of credit and long-term financing, will be sufficient to finance the Company's working capital requirements, debt service, patronage distributions, capital expenditures, share redemptions from retailer cancellations and growth initiatives for at least the next 12 months.

The Company's borrowing requirements have historically arisen from, and are expected to continue to arise from, working capital needs, debt service, capital improvements and acquisitions, patronage distributions and other general corporate purposes. In the past, the Company has met its operational cash needs using cash flows from operating activities and funds from its revolving credit facility. The Company currently estimates that its cash flows from operating activities and working capital, together with its line of credit, will be sufficient to fund its short-term liquidity needs. Actual liquidity and capital funding requirements depend on numerous factors, including operating results, general economic conditions and the cost of capital.

The Company has a secured credit facility with a group of banks that consists of a \$165.0 million amortizing term loan ("Term Loan Facility") and a \$400.0 million revolving credit facility ("Revolving Credit Facility"). The facility is expandable to \$715.0 million via a \$150.0 million accordion that is exercisable without the consent of existing lenders provided that the Company is not in default of the credit agreement and further provided that none of the existing lenders are required to provide any portion of the increased facility. Borrowings under this facility bear interest at a rate of either the prime rate plus an applicable spread of 50 basis points to 150 basis points or 150 to 250 basis points over the London Interbank Offered Rate ("LIBOR") depending on the Company's leverage ratio as defined under the agreement. The facility was priced at LIBOR plus 150 basis points at April 4, 2015. This facility requires maintenance of certain financial covenants including a maximum allowable average leverage ratio, a minimum fixed charge coverage ratio and a minimum asset coverage ratio, and expires on July 27, 2018. As of April 4, 2015, the Company was in compliance with its covenants and a total of \$318.0 million was outstanding under the credit facility.

The Term Loan Facility requires the Company to make principal repayments of \$5.0 million per quarter through March 2017, with no additional installments through maturity on July 27, 2018. Any remaining principal balance will be repaid at the maturity.

The Revolving Credit Facility includes a \$175.0 million sublimit for the issuance of standby and commercial letters of credit. As of April 4, 2015, a total of \$17.8 million in letters of credit were outstanding. The Revolving Credit Facility requires the Company to pay fees based on the unused portion of the line of credit at a rate of 15 to 35 basis points per annum depending on the Company's leverage ratio.

The credit facility allows the Company to make revolving loans and other extensions of credit to Ace Hardware International Holdings, Ltd. ("AIH") in an aggregate principal amount not to exceed \$75.0 million at any time. As of April 4, 2015, there were no loans or other extensions of credit provided to AIH.

In order to reduce the risk of interest rate volatility, the Company entered into an interest rate swap derivative agreement in June 2012, which expires on March 13, 2017. This swap agreement fixes the LIBOR rate on the full balance of the Term Loan Facility at 1.13%, resulting in an effective rate of 2.63% after adding the 1.50% margin based on the current pricing tier per the credit agreement. The notional amount of the derivative agreement decreases to match the principal balance remaining as principal payments are made throughout the term of the loan agreement. The swap arrangement has been designated as a cash flow hedge and has been evaluated to be highly effective. As a result, the after-tax change in the fair value of the swap is recorded in Accumulated other comprehensive income as a gain or loss on derivative financial instruments.

The Company's ARH subsidiary has a \$60.0 million asset-based revolving credit facility ("ARH Facility"). The ARH Facility matures on June 28, 2019 and is expandable to \$85.0 million under certain conditions. In addition, the Company has the right to issue letters of credit up to a maximum of \$7.5 million. At the Company's discretion, borrowings under this facility bear interest at a rate of either the prime rate plus an applicable spread of 35 basis points to 75 basis points or LIBOR plus an applicable spread of 135 basis points to 175 basis points, depending on the Company's availability under the ARH Facility as measured on a quarterly basis.

The ARH Facility is collateralized by substantially all of ARH's personal property and intangible assets. Borrowings under the facility are subject to a borrowing base calculation consisting of certain advance rates applied to eligible collateral balances (primarily consisting of certain receivables and inventories). This agreement requires maintenance of certain financial covenants including a minimum fixed charge coverage ratio. As of April 4, 2015, ARH was in compliance with its covenants. At the end of the first quarter of 2015, ARH had \$28.3 million in loans outstanding under its Facility.

The ARH Facility requirements include a lender-controlled cash concentration system that results in all of ARH's daily available cash being applied to the outstanding borrowings under this facility. Pursuant to Financial Accounting Standards Board Accounting Standards Codification Section 470-10-45, "Classification of Revolving Credit Agreements Subject to Lock-Box Arrangements and Subjective Acceleration Clauses," the borrowings under the ARH Facility have been classified as a Current maturity of long-term debt as of April 4, 2015.

Total debt, the majority of which is comprised of the \$165.0 million principal remaining on the term loan and \$181.3 million borrowed on lines of credit, was \$362.2 million as of April 4, 2015, compared to \$283.7 million and \$296.5 million as of January 3, 2015 and March 29, 2014, respectively.

## Cash Flows

The Company had \$23.5 million and \$30.2 million of cash and cash equivalents at April 4, 2015 and March 29, 2014, respectively. Following is a summary of the Company's cash flows from operating, investing and financing activities for the first three months of 2015 and 2014 (in millions):

	2015	2014
Cash provided by operating activities before changes in assets and liabilities	\$ 47.0	\$ 38.9
Net changes in assets and liabilities	(118.5)	(81.7)
Net cash used in operating activities	(71.5)	(42.8)
Net cash used in investing activities	(8.1)	(38.9)
Net cash provided by financing activities	73.3	94.0
Net change in cash and cash equivalents	\$ (6.3)	\$ 12.3

The Company's operating activities used \$71.5 million of cash in 2015 compared to using \$42.8 million in 2014. Excluding the impact of net changes in assets and liabilities, cash provided by operating activities grew from \$38.9 million in 2014 to \$47.0 million in 2015. This increase was primarily the result of higher net income in 2015.

The net change in assets and liabilities increased from an \$81.7 million use of cash in 2014 to a \$118.5 million use of cash in 2015. In the first three months of 2015, receivables increased \$154.0 million due to seasonal dating programs and inventories increased \$96.2 million to support higher sales revenues, seasonal build and the Company's intentional inventory build-up to maintain customer fill-rates during the U.S. west coast port disruption. Increases in receivables and inventories were offset by a \$143.3 million increase in accounts payable and accrued expenses. In the first three months of 2014, receivables increased \$142.8 million due to seasonal dating programs and inventories increased \$176.6 million to support seasonal build. Offsetting these increases was an increase in accounts payable and accrued expenses of \$257.9 million which corresponded with the seasonal increases in receivables and inventories.

Net cash used in investing activities was \$8.1 million in the first three month of 2015 compared to \$38.9 million in 2014. Investing activities in 2015 primarily consisted of \$8.3 million in capital expenditures. Investing activities in the first three months of 2014 primarily consisted of the \$32.9 million in net cash paid for Emery-Waterhouse along with \$7.0 million in capital expenditures.

Net cash provided by financing activities was \$73.3 million in the first three months of 2015 compared to \$94.0 million in 2014. During 2015, the Company had net borrowings under the revolving lines of credit of \$81.4 million and decreased long-term debt by \$6.4 million. During 2014, the Company borrowed \$96.8 million under revolving lines of credit. This was offset slightly by \$3.9 million in principal payments on long-term debt.

## Contractual Obligations and Commitments

For the three months ended April 4, 2015, there have been no significant changes to the Company's contractual obligations and commitments as disclosed in its 2014 Annual Report.

## Application of Critical Accounting Policies and Estimates

For a description of the Company's critical accounting policies and estimates, please see the Application of Critical Accounting Policies and Estimates section in the Management's Discussion and Analysis of Financial Condition and Results of Operations section of the Company's 2014 Annual Report.

## Qualitative and Quantitative Disclosure About Market Risk

The Company is exposed to market risk in the normal course of its business operations, including the risk of loss from inflation and changes in price, foreign currency, interest rates and customer credit risk.

There has been no material change in the Company's exposure to market risk from what was disclosed in the 2014 Annual Report.

## **Disclosure Regarding Forward-Looking Statements**

This document includes certain forward-looking statements about the expectations of the Company. Although the Company believes these statements are based on reasonable assumptions, actual results may vary materially from stated expectations. Such forward-looking statements may be identified by the use of forward-looking words or phrases such as “anticipate,” “believe,” “expect,” “intend,” “may,” “planned,” “potential,” “should,” “will,” “would,” “project,” “estimate,” “ultimate,” or similar phrases. Actual results may differ materially from those indicated in the company’s forward-looking statements and undue reliance should not be placed on such statements.

Factors that could cause materially different results include, but are not limited to, weather conditions; natural disasters; fair value accounting adjustments; inventory valuation; health care costs; insurance costs or recoveries; legal costs; borrowing needs; interest rates; credit conditions; economic and market conditions; accidents, leaks, equipment failures, service interruptions, and other operating risks; legislative actions; tax rulings or audit results; asset sales; significant unplanned capital needs; changes in accounting principles, interpretations, methods, judgments or estimates; performance of major customers, transporters, suppliers and contractors; labor relations; and acts of terrorism.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. The Company undertakes no obligation to publicly release any revision to these forward-looking statements to reflect events or circumstances after the date of this report.

## MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The consolidated financial statements presented in this Quarterly Report have been prepared with integrity and objectivity and are the responsibility of the management of Ace Hardware Corporation. These consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles and properly reflect certain estimates and judgments based upon the best available information.

The Company maintains a system of internal accounting controls, which is supported by an internal audit program and is designed to provide reasonable assurance, at an appropriate cost, that the Company's assets are safeguarded and transactions are properly recorded. This system is continually reviewed and modified in response to changing business conditions and operations and as a result of recommendations by the internal and external auditors. In addition, the Company has distributed to employees its policies for conducting business affairs in a lawful and ethical manner.

The Audit Committee of the Board of Directors meets periodically with the independent auditors and with the Company's internal auditors, both privately and with management present, to review accounting, auditing, internal control and financial reporting matters. The Audit Committee recommends to the full Board of Directors the selection of the independent auditors and regularly reviews the internal accounting controls, the activities of the outside auditors and internal auditors and the financial condition of the Company. Both the Company's independent auditors and the internal auditors have free access to the Audit Committee.

May 19, 2015

/s/ John Venhuizen

John Venhuizen

President and Chief Executive Officer

/s/ William M. Guzik

William M. Guzik

Executive Vice President and

Chief Financial Officer and Chief Risk Officer

/s/ Steven G. Locanto

Steven G. Locanto

Corporate Controller



Ace Hardware Corporation • 2200 Kensington Court • Oak Brook, IL 60523

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[www.acehardware.com](http://www.acehardware.com)