

BEACON ROOFING SUPPLY INC  
Form 10-K  
December 02, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-K**

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

For the Fiscal Year Ended September 30, 2008

**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 000-50924

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**BEACON ROOFING SUPPLY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**36-4173371**

(I.R.S. Employer  
Identification No.)

Address of principal executive offices: **One Lakeland Park Drive, Peabody, MA 01960**

Registrant's telephone number, including area code: **(978) 535-7668**

Securities registered pursuant to section 12(b) of the Act:

**Title of each class**

Common Stock, \$.01 par value

Name of each exchange on which registered:

**The NASDAQ Global Select Market**

Securities registered pursuant to section 12(g) of the Act:

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated  
filer

Accelerated  
filer

Non-accelerated  
filer

Smaller reporting  
company

(Do not check if a  
smaller reporting  
company)

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

The aggregate market value of the voting stock (common stock) held by non-affiliates of the registrant as of the end of the second quarter ended March 31, 2008 was \$428,139,291.

The number of shares of common stock outstanding as of November 1, 2008 was 44,820,550.

### DOCUMENTS INCORPORATED BY REFERENCE

**The information required by Part III (Items 10, 11, 12, 13 and 14) will be incorporated by reference from the Registrant's definitive proxy statement (to be filed pursuant to Regulation 14A).**

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**Forward-looking statements**

The matters discussed in this Form 10-K that are forward-looking statements are based on current management expectations that involve substantial risks and uncertainties, which could cause actual results to differ materially from the results expressed in, or implied by, these forward-looking statements. These statements can be identified by the fact that they do not relate strictly to historical or current facts. They use words such as "aim," "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "project," "should," "will be," "will continue," "will likely result," "would" and other words and terms of similar meaning in conjunction with a discussion of future operating or financial performance. You should read statements that contain these words carefully, because they discuss our future expectations, contain projections of our future results of operations or of our financial position or state other "forward-looking" information.

We believe that it is important to communicate our future expectations to our investors. However, there are events in the future that we are not able to accurately predict or control. The factors listed under Item 1A, Risk Factors, as well as any cautionary language in this Form 10-K, provide examples of risks, uncertainties and events that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements. Although we believe that our expectations are based on reasonable assumptions, actual results may differ materially from those in the forward looking statements as a result of various factors, including, but not limited to, those described under Item 1A, Risk Factors and elsewhere in this Form 10-K.

Forward-looking statements speak only as of the date of this Form 10-K. Except as required under federal securities laws and the rules and regulations of the SEC, we do not have any intention, and do not undertake, to update any forward-looking statements to reflect events or circumstances arising after the date of this Form 10-K, whether as a result of new information, future events or otherwise. As a result of these risks and uncertainties, readers are cautioned not to place undue reliance on the forward-looking statements included in this Form 10-K or that may be made elsewhere from time to time by or on behalf of us. All forward-looking statements attributable to us are expressly qualified by these cautionary statements.

**PART I**

**ITEM 1. BUSINESS**

**Overview**

We are one of the largest distributors of residential and non-residential roofing materials in the United States and Canada. We also distribute other complementary building materials, including siding, windows, specialty lumber products and waterproofing systems for residential and nonresidential building exteriors. We currently operate 175 branches in 35 states and 3 Canadian provinces, carrying up to 10,000 SKUs and serving more than 40,000 customers. We are a leading distributor of roofing materials in key metropolitan markets in the Northeast, Mid-Atlantic, Midwest, Central Plains, South and Southwest regions of the United States and in Eastern Canada.

For the fiscal year ended September 30, 2008, residential roofing products comprised 42% of our sales, non-residential roofing products accounted for 41% of our sales, and siding, waterproofing systems, windows, specialty lumber and other exterior building products provided the remaining 17% of our sales.

We also provide our customers a comprehensive array of value-added services, including:

advice and assistance to contractors throughout the construction process, including product identification, specification and technical support;

job site delivery, rooftop loading and logistical services;

tapered insulation design and layout services;

metal fabrication and related metal roofing design and layout services;

trade credit; and

marketing support, including project leads for contractors.

We believe the additional services we provide strengthen our relationships with our customers and distinguish us from our competition. The vast majority of orders require at least some of these services. Our ability to provide these services efficiently and reliably can save contractors time and money. We also believe that our value-added services enable us to achieve attractive gross profit margins on our product sales. We have earned a reputation for a high level of product availability, excellent employees, professionalism and high-quality service, including timely, accurate and safe delivery of products.

Our diverse customer base represents a significant portion of the residential and non-residential roofing contractors in most of our markets. Reflecting the overall market for roofing products, we sell the majority of our products to roofing contractors that are involved on a local basis in the replacement, or re-roofing, component of the roofing industry. We utilize a branch-based operating model in which branches maintain local customer relationships but benefit from centralized functions such as information technology, accounting, financial reporting, credit, purchasing, legal and tax services. This allows us to provide customers with specialized products and personalized local services tailored to a geographic region, while benefiting from the resources and scale efficiencies of a national distributor.

We have achieved our growth through a combination of seventeen strategic and complementary acquisitions between 1998 and 2008, opening new branch locations, acquiring branches and broadening our product offering. We have grown from \$76.7 million in sales in fiscal year 1998 to \$1.785 billion in sales in fiscal year 2008, which represents a compound annual growth rate of 37.0%. Our internal growth, which includes growth from existing and newly opened branches but excludes growth from acquired branches, was 5.2% per annum over the same period. Acquired branches are excluded from internal growth measures until they have been under our ownership for at least four full fiscal quarters at the start of the reporting period. During this eleven-year period, we opened thirty-three new branch locations (of which we have only closed one), while our same store sales increased an average of 1.6% per annum. Same store sales are defined as the aggregate sales from branches open for the entire comparable annual periods within the eleven-year period. Income from operations has increased from \$5.3 million in fiscal year 1998 to \$94.7 million in fiscal year 2008, which represents a compound annual

growth rate of 14.3%. We believe that our proven business model can deliver industry-leading growth and operating profit margins.

In fiscal year 2008, we had internal growth of 1.3% and 35.7% in sales and income from operations, respectively, over fiscal year 2007. Fiscal year 2008 had one more business day as compared to fiscal year 2007, which we believe positively affected annual existing market sales by approximately 0.4%. We also opened one new branch location, closed four locations and did not acquire any branches during fiscal year 2008.

## History

Our predecessor, Beacon Sales Company, Inc., was founded in Charlestown, Massachusetts (a part of Boston) in 1928. In 1984, when our former Chairman Andrew Logie acquired Beacon Sales Company with other investors, Beacon operated three distribution facilities and generated approximately \$16 million in annual revenue. In August 1997, Code, Hennessy & Simmons III, L.P., a Chicago-based private equity fund, and certain members of management, purchased Beacon Sales Company to use it as a platform to acquire leading regional roofing materials distributors throughout the United States and Canada. At the time of the purchase by Code Hennessy and management, Beacon Sales Company operated seven branches in New England and generated approximately \$72 million of revenue annually, primarily from the sale of non-residential roofing products. Since 1997, we have made seventeen strategic and complementary acquisitions. Also since 1997, we have opened a total of thirty-three new branches (of which we have only closed one). We have also expanded our product offerings to offer more residential roofing products and complementary exterior building materials and related services. Our strategic acquisitions, branch expansions, and product line extensions have increased the diversity of both our customer base and local market focus and generated cost savings through increased purchasing power and reduced overhead expenses as a percentage of net sales. We completed an initial public offering ("IPO") and became a public company in September 2004, and completed a follow-on stock offering in December 2005.

We were incorporated in Delaware in 1997. Our principal executive offices are located at One Lakeland Park Drive, Peabody, MA 01960 and our telephone number is (978) 535-7668. Our Internet website address is *www.beaconroofingsupply.com*.

## U.S. Industry Overview

The U.S. roofing market, based upon manufacturer sales to distributors and others, was estimated to be approximately \$13.7 billion in 2007, which is the latest industry information available to us, and is projected to grow 2.6% annually through 2012 to \$15.6 billion. We believe this rate of growth is within the range of the stable long-term growth rates in the industry over the past 40 years.

The U.S. roofing market can be separated into two categories: the residential roofing market and the non-residential roofing market. The residential roofing market accounted for approximately 62% of the total U.S. market by unit volume (46% of total dollar demand) in 2007. Through 2012, residential roofing construction is expected to grow faster than non-residential roofing construction as residential construction is projected to rebound from current low levels.

Over 70% of expenditures in the roofing market are for re-roofing projects, with the balance being for new construction. Re-roofing projects are generally considered maintenance and repair expenditures and are less likely than new construction projects to be postponed during periods of recession or slow economic growth. As a result, demand for roofing products is less volatile than overall demand for construction products.

Regional variations in economic activity influence the level of demand for roofing products across the United States. Of particular importance are regional differences in the level of new home construction and renovation, since the residential market for roofing products accounts for approximately 62% of demand. Demographic trends, including population growth and migration,

contribute to regional variations in residential demand for roofing products through their influence on regional housing starts and existing home sales.

*Roofing distributors*

Wholesale distribution is the dominant distribution channel for both residential and nonresidential roofing products. Wholesale roofing product distributors serve the important role of facilitating the purchasing relationships between roofing materials manufacturers and thousands of contractors. Wholesale distributors also maintain localized inventories, extend trade credit, give product advice and provide delivery and logistics services.

Despite some recent consolidation, the roofing materials distribution industry remains highly fragmented. The industry is characterized by a large number of small and local regional participants. As a result of their small size, many of these distributors lack the corporate, operating and IT infrastructure required to compete effectively.

*Residential roofing market*

Within the residential roofing market, the re-roofing market is more than twice the size of the new roofing market, accounting for approximately 77% of the residential roofing demand in 2007, compared to a historic rate of about 67%. Re-roofing demand is expected to continue to exceed new roofing demand with similar share through 2012.

Driving this demand for re-roofing is an aging U.S. housing stock. Over one-third of the U.S. housing stock was built prior to 1960, with the median age of U.S. homes being over 30 years. Asphalt shingles, which dominate the residential re-roofing market with over an 80% share, have an expected useful life of 15 to 20 years. A number of factors also generate re-roofing demand, including one-time weather damage (such as Hurricanes Katrina and Rita which increased demand in 2006), improvement expenditures and homeowners looking to upgrade their homes. Sales of existing homes can affect re-roofing demand, as some renovation decisions are made by sellers preparing their houses for sale and others made by new owners within the first year or two of occupancy.

Within the new construction portion of the residential roofing market, housing starts together with larger average roof sizes have supported prior growth in new residential roofing demand. New housing starts declined during 2006 through 2008, and the pace may continue at the lower levels or decline further in the near future.

*Non-residential roofing market*

Demand for roofing products used on non-residential buildings is forecast to continue to grow at a similar rate compared to the previous five years, but slower than the expected renewed future growth of roofing products used in residential construction. New non-residential roofing has been the fastest-growing portion of the U.S. roofing market, but more challenging economic conditions, including tighter credit markets may influence expenditures for non-residential roofing in the near term.

In 2007, re-roofing projects represented approximately 78% of the total non-residential demand. Re-roofing activity tends to be less cyclical than new construction and depends in part upon the types of materials on existing roofs, their expected lifespan and intervening factors such as wind or water damage.

The non-residential roofing market includes an office and commercial market, an industrial market and an institutional market. Office and commercial roofing projects is the single largest component of the non-residential roofing market at 54%, while industrial roofing projects, which represent 22% of non-residential roofing product sales, are expected to see the fastest gains in re-roofing.

The institutional market is comprised primarily of healthcare and educational construction activities. This market will continue to benefit from an aging baby boom population that will drive

increases in the nation's healthcare infrastructure, as well as increasing school enrollments that will require new and replacement facilities.

*Complementary building products*

Demand for complementary building products such as siding, windows and doors for both the residential and non-residential markets also grew in recent years. As in the roofing industry, demand for these products is driven by the repair and remodeling market as well as the new construction market.

These complementary products also significantly contribute to the overall building products market. In 2007, the U.S. siding market was approximately \$10.5 billion and the U.S. window and door industry was approximately \$34.9 billion. Both of these markets are expected to grow in line with that of the roofing industry over the next several years.

**Our Strengths**

We believe the sales and earnings growth we have achieved over time has been and will continue to be driven by our primary competitive strengths, which include the following:

**National scope combined with regional expertise.** We believe we are one of the three largest roofing materials distributors in the United States and Canada. We utilize a branch-based operating model in which branches maintain local customer relationships but benefit from centralized functions such as information technology, accounting, financial reporting, credit, purchasing, legal and tax services. This allows us to provide customers with specialized products and personalized local services tailored to a geographic region, while benefiting from the resources and scale efficiencies of a national distributor.

**Diversified business model that reduces impact of economic downturns.** We believe that our business is meaningfully protected in an economic downturn because of our high concentration in re-roofing, the relative non-discretionary nature of re-roofing, the mix of our sales between residential and non-residential products, our geographic and customer diversity, and the financial and operational ability we have to expand our business and obtain market share.

**Superior customer service.** We believe that our high level of customer service and support differentiates us from our competitors. We employ experienced salespeople who provide advice and assistance in properly identifying products for various applications. We also provide services such as safe and timely job site delivery, logistical support and marketing assistance. We believe that the services provided by our employees improve our customers' efficiency and profitability which, in turn, strengthens our customer relationships.

**Strong platform for growth and acquisition.** Since 1997, we have consistently increased revenue at rates well in excess of the growth in the overall roofing materials distribution industry. We have expanded our business through strategic acquisitions, new branch openings, branch acquisitions and the diversification of our product offering. We have successfully acquired companies and, for most of them, improved their financial and operating performance after acquisition.

**Sophisticated IT platform.** All of our locations, except for one fabrication facility, operate on the same management information systems. We have made a significant investment in our information systems, which we believe are among the most advanced in the roofing distribution industry. These systems provide us with a consistent platform across all of our operations that helps us achieve additional cost reductions, greater operating efficiencies, improved purchasing, pricing and inventory management and a higher level of customer service. Our systems have substantial capacity to handle our future growth without requiring significant additional investment.



**Industry-leading management team.** We believe that our key personnel, including branch managers, are among the most experienced in the roofing industry. Our executive officers, regional vice presidents and branch managers have an average of over 11 years of roofing industry experience.

**Extensive product offering and strong supplier relationships.** We have a product offering of up to 10,000 SKUs, representing an extensive assortment of high-quality branded products. We believe that our extensive product offering has been a significant factor in attracting and retaining many of our customers. Because of our significant scale, product expertise and reputation in the markets that we serve, we have established strong ties to the major residential roofing materials manufacturers and are able to achieve substantial volume discounts.

## Growth Strategies

Our objective is to become the preferred supplier of roofing and other exterior building product materials in the U.S. and Canadian markets while continuing to increase our revenue base and maximize our profitability. We plan to attain these goals by executing the following strategies:

**Expand geographically through new branch openings.** Significant opportunities exist to expand our geographic focus by opening additional branches in existing or contiguous regions. Since 1997, we and our acquired companies have successfully entered numerous markets through greenfield expansion. Our strategy with respect to greenfield opportunities is to open branches within: (1) our existing markets; (2) where existing customers have expanded into new regions; and (3) in areas that have limited or no acquisition candidates that are a good fit with our business model. At times, we have acquired small distributors with one to three branches to fill in existing regions. We only opened one branch in 2008 as recent business conditions have resulted in fewer opportunities for greenfield expansion.

**Pursue acquisitions of regional market-leading roofing materials distributors.** Acquisitions are an important component of our growth strategy. We believe that there are significant opportunities to grow our business through disciplined, strategic acquisitions. With only a few large, well-capitalized competitors in the industry, we believe we can continue to build on our distribution platform by successfully acquiring additional roofing materials distributors. Between 1998 and 2007, we successfully integrated seventeen strategic and complementary acquisitions.

**Expand product and service offerings.** We believe that continuing to increase the breadth of our product line and customer services are effective methods of increasing sales to current customers and attracting new customers. We work closely with customers and suppliers to identify new building products and services, including windows, siding, waterproofing systems, insulation and metal fabrication. In addition, we believe we can expand our business by introducing products that we currently offer in certain of our existing markets into some of our other markets. In particular, we believe that we can expand non-residential roofing sales in certain of our acquired markets that currently sell mostly residential products.

## Products and Services

### *Products*

The ability to provide a broad range of products is essential in roofing materials distribution. We carry one of the most extensive arrays of high-quality branded products in the industry, enabling us to deliver products to our customers on a timely basis. We are able to fulfill approximately 95% of our orders through our in-stock inventory as a result of the breadth and depth of our inventory at our branches. Our product portfolio includes residential and non-residential roofing products as well as complementary building products such as siding, windows and specialty lumber products. Our product lines are designed to primarily meet the requirements of both residential and non-residential roofing contractors.

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### *Product Portfolio*

<b>Residential roofing products</b>	<b>Non-residential roofing products</b>	<b>Complementary building products</b>	
		<b>Siding</b>	<b>Windows/Doors</b>
Asphalt shingles	Single-ply roofing	Vinyl siding	Vinyl windows
Synthetic slate and tile	Asphalt	Red, white and yellow cedar siding	Aluminum windows
Clay tile	Metal	Fiber cement siding	Wood windows
Concrete tile	Modified bitumen	Soffits	Turn-key windows
Slate	Built-up roofing	House wraps and	Wood doors
Nail base insulation	Cements and coatings	Vapor barriers	Patio doors
Metal roofing	Insulation flat stock and tapered	Stone veneer	
Felt	Commercial fasteners		
Wood shingles and shakes	Metal edges and flashings	<b>Other</b>	
Nails and fasteners	Skylights, smoke vents	Waterproofing systems	
Metal edgings and flashings	and roof hatches	Building insulation	<u><b>Specialty</b></u>
Prefabricated flashings	Sheet metal, including copper, aluminum and steel	Air barrier systems	<u><b>Lumber</b></u>
Ridges and soffit vents	Other accessories	Gypsum	Redwood
Gutters and downspouts		Moldings	Red cedar decking
Other accessories		Patio covers	Mahogany decking
			Pressure treated lumber
			Fire treated plywood
			Synthetic decking
			PVC trim boards
			Millwork
			Custom millwork

The products that we distribute are supplied by the industry's leading manufacturers of high-quality roofing materials and related products, such as Alcoa, Carlisle, CertainTeed, EMCO, Firestone, GAF/Elk Materials, Johns Manville, Owens Corning, Tamko, and Revere Copper.

In the residential market, asphalt shingles comprise the largest share of the products we sell. We believe that we have also developed a specialty niche in the residential roofing market by distributing products such as high-end shingles, copper gutters and metal roofing products, as well as specialty lumber products for residential applications, including redwood, white and red cedar shingles, red cedar siding, and mahogany and red cedar decking. Additionally, we distribute gutters, downspouts, tools, nails, vinyl siding, windows, decking and related exterior shelter products to meet the needs of our residential roofing customers.

In the non-residential market, single-ply roofing systems comprise the largest share of our products. Our single-ply roofing systems consist primarily of Ethylene Propylene Diene Monomer (synthetic rubber), or EPDM, and thermoplastic, or TPO, roofing materials and related components. In addition to the broad range of single-ply roofing components, we sell the insulation that is required as part of most non-residential roofing applications. Our insulation products include tapered insulation, which has been a high-growth product line. Our remaining non-residential products include metal roofing and flashings, fasteners, fabrics, coatings, roof drains, modified bitumen, built-up roofing and asphalt.

### *Services*

We emphasize service to our customers. We employ a knowledgeable staff of in-house salespeople. Our sales personnel possess in-depth technical knowledge of roofing materials and applications and are

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capable of providing advice and assistance to contractors throughout the construction process. In particular, we support our customers with the following value-added services:

advice and assistance throughout the construction process, including product identification, specification and technical support;

job site delivery, rooftop loading and logistical services;

tapered insulation design and layout services;

metal fabrication and related metal roofing design and layout services;

trade credit; and

marketing support, including project leads for contractors.

### Customers

Our diverse customer base consists of more than 40,000 contractors, home builders, building owners, and other resellers primarily in the Southeast, Northeast, Central Plains, Midwest, Southwest and Mid-Atlantic regions of the United States, as well as in Eastern Canada. Our typical customer varies by end market, with relatively small contractors in the residential market and small to large-sized contractors in the non-residential market. To a lesser extent, our customer base includes general contractors, retailers and building materials suppliers.

As evidenced by the fact that a significant number of our customers have relied on us or our predecessors as their vendor of choice for decades, we believe that we have strong customer relationships that our competitors cannot easily displace or replicate. No single customer accounts for more than 0.70% of our revenues.

### Sales and Marketing

#### *Sales strategy*

Our sales strategy is to provide a comprehensive array of high-quality products and superior value-added services to residential and non-residential roofing contractors reliably, accurately and on time. We fulfill approximately 95% of our warehouse orders through our in-stock inventory as a result of the breadth and depth of our inventory at our local branches. We believe that our focus on providing superior value-added services and our ability to fulfill orders accurately and rapidly enables us to attract and retain customers.

#### *Sales organization*

We have attracted and retained an experienced sales force of more than 1,000 people who are responsible for generating revenue at the local branch level. The expertise of our salespeople helps us to increase sales to existing customers and add new customers.

Each of our branches is headed by a branch manager, who also functions as the branch's sales manager. In addition, each branch generally employs up to four outside salespeople and up to five inside salespeople who report to their branch manager. Branches that focus on the residential market typically staff larger numbers of outside salespeople.

The primary responsibilities of our outside salespeople are to prospect for new customers and increase sales to existing customers. Our outside salespeople accomplish these objectives by reviewing information from our proprietary LogicTrack software system, which extracts job and bid information from construction reports and other industry news services. The system extracts information on construction projects in our local markets from those industry services. Once a construction project is identified, our design and estimating team creates job quotes, which, along with pertinent bid and job information, are readily available to our salespeople through LogicTrack. Our outside salespeople then contact potential customers in an effort to solicit their interest in participating with us in the project.

Throughout this process, LogicTrack maintains a record of quoting activity, due dates, and other data to allow tracking of the projects and efficient follow-up. By seeking a contractor to "partner" with on a bid, we increase the likelihood that the contractor will purchase their roofing materials and related products from us in the event that the contractor is selected for the project.

To complement our outside sales force, we have built a strong and technically proficient inside sales staff. Our inside sales force is responsible for fielding incoming orders, providing pricing quotations and responding to customer inquiries. Our inside sales force provides vital product expertise to our customers.

In addition to our outside and inside sales forces, we represent certain manufacturers for particular manufacturers' products. Currently, we have developed relationships with Carlisle, Johns Manville, Owens Corning and Firestone on this basis. We currently employ 31 representatives who act as liaisons (on behalf of property owners, architects, specifiers and consultants) between these roofing materials manufacturers and professional contractors.

#### *Marketing*

In order to capitalize on the local customer relationships that we have established and benefit from the brands developed by our regional branches, we have maintained the trade names of most of the businesses that we have acquired. These trade names - Alabama Roofing Supply, Beacon Roofing Supply Canada Company, Beacon Sales Company, Best Distributing, Coastal Metals, Dealer's Choice, Forest, GLACO, Groupe Bedard, JGA Corp., Lafayette Woodworks, North Coast Commercial Roofing Systems, Mississippi Roofing Supply, Pacific Supply, Quality Roofing Supply, Roof Depot, Roofing and Sheet Metal of Tulsa, Shelter Distribution, Southern Roof Center, The Roof Center, West End Lumber and Wholesale Roofing Supply are well-known in the local markets in which the respective branches compete and are associated with the provision of high-quality products and customer service.

As a supplement to the efforts of our sales force, each of our branches communicates with residential and non-residential contractors in their local markets through newsletters, direct mail and the Internet. In order to build and strengthen relationships with customers and vendors, we sponsor and promote our own regional trade shows, which feature general business and roofing seminars for our customers and product demonstrations by our vendors. In addition, we attend numerous industry trade shows throughout the regions in which we compete, and we are an active member of the National Roofing Contractors Association, as well as regional contractors' associations.

#### **Purchasing and Suppliers**

Our status as a leader in our core geographic markets, as well as our reputation in the industry, has allowed us to forge strong relationships with numerous manufacturers of roofing materials and related products, including Alcoa, Carlisle, CertainTeed, Firestone, GAF/Elk Materials, Johns Manville, Owens Corning and Tamko.

We are viewed by our suppliers as a key distributor due to our industry expertise, significant market share in our core geographic markets and the substantial volume of products that we distribute. We have significant relationships with more than 50 suppliers and maintain multiple supplier relationships for each product line.

We manage the procurement of products through our headquarters for the vast majority of the products that we distribute. We believe this enables us to purchase products more economically than most of our competitors. Product is shipped directly by the manufacturers to our branches or customers.

## Operations

### *Facilities*

Our network of 175 branches serves metropolitan areas in 35 states and three Canadian provinces. This network has enabled us to effectively and efficiently serve a broad customer base and to achieve a leading market position in each of our core geographic markets.

### *Operations*

Our branch-based model provides each location with a significant amount of autonomy to operate within the parameters of our overall business model. Operations at each branch are tailored to meet the local needs of their customers. Depending on market needs, branches carry from about 1,000 to 10,000 SKUs.

Branch managers are responsible for sales, pricing and staffing activities, and have full operational control of customer service and deliveries. We provide our branch managers with significant incentives that allow them to share in the profitability of their respective branches as well as the company as a whole. Personnel at our corporate operations assist the branches with purchasing, procurement, credit services, information systems support, contract management, accounting and legal services, benefits administration and sales and use tax services.

### *Distribution/fulfillment process*

Our distribution/fulfillment process is initiated upon receiving a request for a contract job order or direct product order from a contractor. Under a contract job order, a contractor typically requests roofing or other construction materials and technical support services. The contractor discusses the project's requirements with a salesperson and the salesperson provides a price quotation for the package of products and services. Subsequently, the salesperson processes the order and we deliver the products to the customer's job site.

### *Fleet*

Our distribution infrastructure supports approximately 600,000 deliveries annually. To accomplish this, we maintain a dedicated owned fleet of 598 straight trucks, 252 tractors and 427 trailers. Nearly all of our delivery vehicles are equipped with specialized equipment, including 662 truck-mounted forklifts, cranes, hydraulic booms and conveyors, which are necessary to deliver products to rooftop job sites in an efficient and safe manner.

Our branches focus on providing materials to customers who are located within a two-hour radius of their respective facilities. We typically make deliveries five days per week.

### *Management information systems*

We have fully integrated management information systems. Our systems are consistently implemented across our branches and acquired businesses are promptly moved to our system following acquisition. Our systems support every major internal operational function, except payroll, providing complete integration of purchasing, receiving, order processing, shipping, inventory management, sales analysis and accounting. The same databases are shared within the systems, allowing our branches to easily acquire products from other branches or schedule deliveries by other branches, greatly enhancing our customer service. Our systems also include a sophisticated pricing matrix which allows us to refine pricing by region, branch, type of customer, customer, or even a specific customer project. In addition, our systems allow us to monitor all branch and regional performance centrally. We have centralized many functions to leverage our size, including accounts payable, insurance, employee benefits, vendor relations, and banking.

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All of our branches are connected to our IBM AS400 computer network by secure Internet connections or private data lines. We maintain a second IBM AS400 as a disaster recovery system, and information is backed up to this system throughout each business day. We have the capability of electronically switching our domestic operations to the disaster recovery system.

We have created a financial reporting package that allows us to send branches information they can use to compare branch by branch financial performance, which we believe is essential to operating each branch efficiently and more profitably. We have also developed a benchmarking report which enables us to compare all of our branches' performance in 12 critical areas.

We can place purchase orders electronically with some of our major vendors. The vendors then transmit their invoices electronically to us. Our system automatically matches these invoices with the related purchase orders and schedules payment. We have the capability to handle customer processing electronically, although most customers prefer ordering through our sales force.

### **Government Regulations**

We are subject to regulation by various federal, state, provincial and local agencies. These agencies include the Environmental Protection Agency, Department of Transportation, Interstate Commerce Commission, Occupational Safety and Health Administration and Department of Labor and Equal Employment Opportunity Commission. We believe we are in compliance in all material respects with existing applicable statutes and regulations affecting environmental issues and our employment, workplace health and workplace safety practices.

### **Competition**

Although we are among the three largest roofing materials distributors in the United States and Canada, the U.S. roofing supply industry is highly competitive. The vast majority of our competition comes from local and regional roofing supply distributors, and, to a much lesser extent, other building supply distributors and "big box" retailers. Among distributors, we compete against a small number of large distributors and many small, local, privately-owned distributors. The principal competitive factors in our business include, but are not limited to, the availability of materials and supplies; technical product knowledge and expertise; advisory or other service capabilities; pricing of products; and availability of credit. We generally compete on the basis of the quality of our services, product quality, and, to a lesser extent, price. We compete not only for customers within the roofing supply industry but also for personnel.

### **Employees**

As of September 30, 2008, we had 2,464 employees, consisting of 727 in sales and marketing, 248 in branch management, including supervisors, 1,128 warehouse workers, helpers and drivers, and 361 general and administrative personnel. We believe that our employee relations are good. Twenty-eight employees are currently represented by labor unions.

### **Order Backlog**

Order backlog is not a material aspect of our business and no material portion of our business is subject to government contracts.

### **Seasonality**

In general, sales and net income are highest during our first, third and fourth fiscal quarters, which represent the peak months of construction, especially in our branches in the northeastern U.S. and in Canada. Our sales are substantially lower during the second quarter, when we usually incur net losses. These quarterly fluctuations have diminished as we have diversified into the southern regions of the United States.

**Geographic Data**

For geographic data about our business, please see Note 16 to our Consolidated Financial Statements included elsewhere in this Form 10-K.

**ITEM 1A. RISK FACTORS**

*You should carefully consider the risks and uncertainties described below and other information included in this Form 10-K in evaluating us and our business. If any of the events described below occur, our business and financial results could be adversely affected in a material way. This could cause the trading price of our common stock to decline, perhaps significantly.*

***We may not be able to effectively integrate newly acquired businesses into our operations or achieve expected profitability from our acquisitions.***

Our growth strategy includes acquiring other distributors of roofing materials and complementary products. Acquisitions involve numerous risks, including:

- Unforeseen difficulties in integrating operations, technologies, services, accounting and personnel;
- diversion of financial and management resources from existing operations;
- unforeseen difficulties related to entering geographic regions where we do not have prior experience;
- potential loss of key employees;
- unforeseen liabilities associated with businesses acquired; and
- inability to generate sufficient revenue to offset acquisition or investment costs.

As a result, if we fail to evaluate and execute acquisitions properly, we might not achieve the anticipated benefits of these acquisitions, and we may incur costs in excess of what we anticipate. These risks may be greater in the case of larger acquisitions.

***We may not be able to successfully identify acquisition candidates, which would slow our growth rate.***

We continually seek additional acquisition candidates in selected markets and from time to time engage in exploratory discussions with potential candidates. If we are not successful in finding attractive acquisition candidates that we can acquire on satisfactory terms, or if we cannot complete acquisitions that we identify, it is unlikely that we will sustain the historical growth rates of our business.

***An inability to obtain the products that we distribute could result in lost revenues and reduced margins and damage relationships with customers.***

We distribute roofing and other exterior building materials that are manufactured by a number of major suppliers. Although we believe that our relationships with our suppliers are strong and that we would have access to similar products from competing suppliers should products be unavailable from current sources, any disruption in our sources of supply, particularly of the most commonly sold items, could result in a loss of revenues and reduced margins and damage relationships with customers. Supply shortages may occur as a result of unanticipated demand or production or delivery difficulties. When shortages occur, roofing material suppliers often allocate products among distributors.

***Loss of key personnel or our inability to attract and retain new qualified personnel could hurt our ability to operate and grow successfully.***

Our future success is highly dependent upon the services of Robert Buck, Chief Executive Officer and Chairman of the Board, Paul Isabella, President and Chief Operating Officer, and David Grace, Chief Financial Officer. Our success will continue to depend to a significant extent on our executive

officers and key management personnel, including our regional vice presidents. We do not have key man life insurance covering any of our executive officers. We may not be able to retain our executive officers and key personnel or attract additional qualified management. The loss of any of our executive officers or other key management personnel, or our inability to recruit and retain qualified personnel, could hurt our ability to operate and make it difficult to execute our acquisition and internal growth strategies.

***A change in vendor rebates could adversely affect our income and gross margins.***

The terms on which we purchase product from many of our vendors entitle us to receive a rebate based on the volume of our purchases. These rebates effectively reduce our costs for products. If market conditions change, vendors may adversely change the terms of some or all of these programs. Although these changes would not affect the net recorded costs of product already purchased, it may lower our gross margins on products we sell or income we realize in future periods.

***Cyclical in our business could result in lower revenues and reduced profitability.***

We sell a portion of our products for new residential and non-residential construction. The strength of these markets depends on new housing starts and business investment, which are a function of many factors beyond our control, including credit availability, interest rates, employment levels, and consumer confidence. Downturns in the regions and markets we serve could result in lower revenues and, since many of our expenses are fixed, lower profitability. New housing starts declined during 2006 through 2008 and the pace may continue at the lower levels or decline further and commercial construction activity, which has been high in recent years, could decline as well. More recently, the availability of commercial credit tightened, which may have a negative affect on current and future levels of construction, especially new non-residential construction.

***Seasonality in the construction and re-roofing industry generally results in second quarter losses.***

Our second quarter is typically adversely affected by winter construction cycles and weather patterns in colder climates as the level of activity in the new construction and re-roofing markets decreases. Because many of our expenses remain relatively fixed throughout the year, we generally record a loss during our second quarter. We expect that these seasonal variations will continue in the future.

***If we encounter difficulties with our management information systems, we could experience problems with inventory, collections, customer service, cost control and business plan execution.***

We believe our management information systems are a competitive advantage in maintaining our leadership position in the roofing distribution industry. If we experience problems with our management information systems, we could experience, among other things, product shortages and/or an increase in accounts receivable. Any failure by us to properly maintain our management information systems could adversely impact our ability to attract and serve customers and could cause us to incur higher operating costs and experience delays in the execution of our business plan.

***An impairment of goodwill and/or other intangible assets could reduce net income.***

Acquisitions frequently result in the recording of goodwill and other intangible assets. At September 30, 2008, goodwill represented approximately 33% of our total assets. Goodwill is no longer amortized for financial reporting purposes and is subject to impairment testing at least annually using a fair-value based approach. The identification and measurement of goodwill impairment involves the estimation of the fair value of our single reporting unit. Our accounting for impairment contains uncertainty because management must use judgment in determining appropriate assumptions to be



used in the measurement of fair value. We determine fair value using a market approach to value our business.

We evaluate the recoverability of goodwill for impairment in between our annual tests when events or changes in circumstances indicate that the carrying amount of goodwill may not be recoverable. Any impairment of goodwill will reduce net income in the period in which the impairment is recognized.

*We might need to raise additional capital, which may not be available, thus limiting our growth prospects.*

We may require additional equity or further debt financing in order to consummate an acquisition or for additional working capital for expansion or if we suffer losses. In the event additional equity or debt financing is unavailable to us, we may be unable to expand or make acquisitions and our stock price may decline as a result of the perception that we have more limited growth prospects.

*Further disruptions in the capital and credit markets may impact the availability of credit and business conditions.*

If the financial institutions that have extended credit commitments to us are adversely affected by the conditions of the capital and credit markets, they may become unable to fund borrowings under those credit commitments, which could have an adverse impact on our financial condition and our ability to borrow funds, if needed, for working capital, acquisitions, capital expenditures and other corporate purposes.

Continued market disruptions could cause broader economic downturns, which may lead to lower demand for our products and increased incidence of customers' inability to pay their accounts. Further, bankruptcies or similar events by customers may cause us to incur bad debt expense at levels higher than historically experienced. Also, our suppliers may potentially be impacted, causing disruption or delay of product availability. These events would adversely impact our results of operations, cash flows and financial position.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 2. PROPERTIES**

We lease 186 facilities, including our headquarters and other support facilities, throughout the United States and Eastern Canada. These leased facilities range in size from 3,600 square feet to 134,000 square feet. We sublease three facilities. In addition, we own twelve sales/warehouse facilities located in Manchester, New Hampshire; Reading, Pennsylvania; Montreal, Quebec (2); Sainte-Foy, Quebec; Delson, Quebec; Salisbury, Maryland; Hartford, Connecticut; Cranston, Rhode Island; Lancaster, Pennsylvania; Jacksonville, Florida and Easton, Maryland. These owned facilities range in size from 11,500 square feet to 54,000 square feet. All of the owned facilities are mortgaged to our senior lenders. We believe that our properties are in good operating condition and adequately serve our current business operations.

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As of November 1, 2008, our 175 branches, a few with multiple leased facilities, and 8 other facilities were located in the following states and provinces:

State	Number of Branches	Other
Alabama	4	
Arkansas	4	
California	4	
Connecticut	2	1
Delaware	2	
Florida	2	
Georgia	8	
Illinois	7	
Indiana	7	
Iowa	1	
Kansas	3	
Kentucky	5	1
Louisiana	4	3
Maine	1	
Maryland	14	1
Massachusetts	8	
Michigan	4	
Minnesota	2	
Mississippi	2	
Missouri	7	
Nebraska	3	
New Hampshire	1	
New Jersey	1	
New York	1	
North Carolina	10	
Ohio	4	
Oklahoma	2	
Pennsylvania	12	
Rhode Island	1	
South Carolina	3	
Tennessee	4	
Texas	21	
Vermont	1	
Virginia	9	1
West Virginia	2	
<i>Subtotal U.S.</i>	166	7
<b>Canadian Provinces</b>		
Manitoba	1	
Ontario	4	
Quebec	4	1
<i>Subtotal Canada</i>	9	1
Total	175	8

**ITEM 3. LEGAL PROCEEDINGS**

From time to time, we are involved in lawsuits that are brought against us in the normal course of business. We are not currently a party to any legal proceedings that would be expected, either individually or in the aggregate, to have a material adverse effect on our business or financial condition.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

No matters were submitted to a vote of our security holders during the fourth quarter of the year ended September 30, 2008.

## PART II

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock trades on The NASDAQ Global Select Market under the symbol "BECN". The following table lists quarterly information on the price range of our common stock based on the high and low reported sale prices for our common stock as reported by NASDAQ for the periods indicated below:

	High	Low
<b>Year ended September 30, 2007:</b>		
First quarter	\$ 24.16	\$ 18.65
Second quarter	\$ 21.50	\$ 14.97
Third quarter	\$ 18.88	\$ 15.54
Fourth quarter	\$ 17.12	\$ 9.63
<b>Year ended September 30, 2008:</b>		
First quarter	\$ 12.17	\$ 7.03
Second quarter	\$ 10.00	\$ 7.30
Third quarter	\$ 12.97	\$ 9.59
Fourth quarter	\$ 17.72	\$ 10.06

There were 31 holders of record of our common stock as of November 1, 2008.

**Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

No purchases of our equity securities were made by us or any affiliated entity during the fourth quarter of the year ended September 30, 2008.

**Recent Sales of Unregistered Securities**

None.

**Dividends**

We have not paid cash dividends on our common stock and do not anticipate paying dividends in the foreseeable future. Our board of directors currently intends to retain any future earnings for reinvestment in our business. Our revolving credit facilities currently prohibit the payment of dividends without the prior written consent of our lender. Any future determination to pay dividends will be at the discretion of our board of directors and will be dependent upon our results of operations and cash flows, our financial position and capital requirements, general business conditions, legal, tax, regulatory and any contractual restrictions on the payment of dividends, and any other factors our board of directors deems relevant.

**Performance Graph**

The following graph compares the cumulative total shareholder return (including reinvestment of dividends) of Beacon Roofing Supply, Inc.'s common stock based on its market prices, beginning with the date our stock first traded and each fiscal year thereafter, with (i) the Nasdaq Index and (ii) the S&P 1500 Building Products Index.

**Comparison of Cumulative Total Return**

The line graph assumes that \$100 was invested in our common stock, the Nasdaq Index and the S&P 1500 Building Products Index on September 23, 2004. The closing price of our common stock on September 30, 2008 was \$15.62. The stock price performance of Beacon Roofing Supply, Inc.'s common stock depicted in the graph above represents past performance only and is not necessarily indicative of future performance.

**ITEM 6. SELECTED FINANCIAL DATA**

You should read the following selected financial information together with our financial statements and related notes and "Management's discussion and analysis of financial condition and results of operations" also included in this Form 10-K. We have derived the statement of operations data for the years ended September 30, 2008, September 30, 2007, and September 30, 2006, and the balance sheet information at September 30, 2008 and September 30, 2007, from our audited financial statements included in this Form 10-K. We have derived the statements of operations data for the years ended September 24, 2005 and September 25, 2004, and the balance sheet data at September 30, 2006, September 24, 2005 and September 25, 2004, from our audited financial statements not included in this Form 10-K.

**Statement of operations data**

(Dollars in Thousands)	Fiscal year ended				
	September 30, 2008	September 30, 2007	September 30, 2006 (53 weeks)	September 24, 2005	September 25, 2004
Net sales	\$ 1,784,495	\$ 1,645,785	\$ 1,500,637	\$ 850,928	\$ 652,909
Cost of products sold	1,364,487	1,271,868	1,136,500	643,733	487,200
Gross profit	420,008	373,917	364,137	207,195	165,709
Operating expenses (includes stock-based compensation expense of \$4,861, \$4,933, \$3,222, \$690 and \$10,299 for the years ended 2008, 2007, 2006, 2005, and 2004 respectively)	325,298	304,109	263,836	146,476	131,037
Income from operations	94,710	69,808	100,301	60,719	34,672
Interest expense	(25,904)	(27,434)	(19,461)	(4,911)	(11,621)
Change in value of warrant derivatives(1)					(24,992)
Loss on early retirement of debt				(915)	(3,285)
Income taxes	(28,500)	(17,095)	(31,529)	(21,976)	(10,129)
Net income (loss)	\$ 40,306	\$ 25,279	\$ 49,311	\$ 32,917	\$ (15,355)
Net income (loss) per share					
Basic	\$ 0.91	\$ 0.57	\$ 1.15	\$ 0.83	\$ (0.57)
Diluted	\$ 0.90	\$ 0.56	\$ 1.12	\$ 0.80	\$ (0.57)
Weighted average shares outstanding					
Basic	44,346,293	44,083,915	42,903,279	39,716,933	26,857,805
Diluted	44,959,357	44,971,932	44,044,769	41,118,944	26,857,805
Other financial and operating data:					
Depreciation and amortization	\$ 34,240	\$ 32,863	\$ 23,792	\$ 8,748	\$ 6,922
Capital expenditures (excluding acquisitions)	\$ 5,739	\$ 23,132	\$ 19,063	\$ 10,811	\$ 5,127
Number of branches at end of period	175	178	155	84	67

- (1) The change in value of warrant derivatives represented changes in the fair market value of certain warrants previously issued in connection with debt financings that were redeemed on September 28, 2004.

**Balance sheet data**

(In Thousands)	September 30, 2008	September 30, 2007	September 30, 2006	September 24, 2005	September 25, 2004
Cash and cash equivalents	\$ 26,038	\$ 6,469	\$ 1,847	\$	\$
Total assets	\$ 1,067,816	\$ 1,006,660	\$ 839,890	\$ 386,987	\$ 301,498
Current debt and warrant derivative liability:					
Cash overdraft	\$	\$	\$	\$ 6,107	\$ 3,694
Warrant derivative liabilities					34,335
Borrowings under revolving lines of credit, current portions of long-term debt and other obligations	19,926	34,773	6,657	6,348	50,744
	\$ 19,926	\$ 34,773	\$ 6,657	\$ 12,455	\$ 88,773
Long-term debt, net of current portions:					
Borrowings under revolving lines of credit	\$	\$	\$ 229,752	\$ 63,769	\$
Senior notes payable and other obligations	332,500	343,000	69,282	20,156	22,660
Junior subordinated notes payable					17,071
Subordinated notes payable to related parties and notes payable to stockholders					29,442
Other long-term obligations	25,143	31,270	10,610	1,668	976
	\$ 357,643	\$ 374,270	\$ 309,644	\$ 85,593	\$ 70,149
Stockholders' equity	\$ 366,701	\$ 323,850	\$ 291,169	\$ 178,745	\$ 38,245

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following discussion should be read in conjunction with our consolidated financial statements and related notes and other financial information appearing elsewhere in this Form 10-K. In addition to historical information, the following discussion and other parts of this Form 10-K contain forward-looking information that involves risks and uncertainties. Our actual results could differ materially from those anticipated by this forward-looking information due to the factors discussed under "Risk factors," "Forward-looking statements" and elsewhere in this Form 10-K. Certain tabular information will not foot due to rounding.*

**Overview**

We are one of the largest distributors of residential and non-residential roofing materials in the United States and Canada. We are also a distributor of other building materials, including siding, windows, specialty lumber products and waterproofing systems for residential and nonresidential building exteriors. We purchase products from a large number of manufacturers and then distribute these goods to a customer base consisting of contractors and, to a lesser extent, general contractors, retailers and building material suppliers.

We carry up to 10,000 SKUs through 175 branches in the United States and Canada. In fiscal year 2008, approximately 94% of our net sales were in the United States. We stock one of the most extensive assortments of high-quality branded products in the industry, enabling us to deliver products to our customers on a timely basis.

Execution of the operating plan at each of our branches drives our financial results. Revenues are impacted by the relative strength of the residential and non-residential roofing markets we serve. We allow each of our branches to develop its own marketing plan and mix of products based upon its local market. We differentiate ourselves from the competition by providing customer services, including job site delivery, tapered insulation layouts and design and metal fabrication, and by providing credit. We consider customer relations and our employees' knowledge of roofing and exterior building materials to be important to our ability to increase customer loyalty and maintain customer satisfaction. We invest significant resources in training our employees in sales techniques, management skills and product knowledge. While we consider these attributes important drivers of our business, we continually pay close attention to controlling operating costs.

Our growth strategy includes both internal growth (opening new branches, growing sales with existing customers, adding new customers and introducing new products) and acquisition growth. Our main acquisition strategy is to target market leaders in geographic areas that we presently do not serve. Our April 2007 acquisition of North Coast Commercial Roofing Systems, Inc is an example of this approach. North Coast is a leading distributor of commercial roofing systems and related accessories, based in Twinsburg, Ohio, which had 16 locations in Ohio, Illinois, Indiana, Kentucky, Michigan, New York, Pennsylvania and West Virginia at the time of the acquisition. There was minimal branch overlap with our existing operations. We also have acquired smaller companies to supplement branch openings within an existing region. Our May 2007 acquisition of Wholesale Roofing Supply ("WRS"), a single location distributor of residential and commercial roofing products located in Knoxville, Tennessee, which we integrated into our Best Distributing region in the Carolinas, is an example of such an acquisition.



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### General

We sell all materials necessary to install, replace and repair residential and non-residential roofs, including:

- shingles;
- single-ply roofing;
- metal roofing and accessories;
- modified bitumen;
- built up roofing;
- insulation;
- slate and tile;
- fasteners, coatings and cements; and
- other roofing accessories.

We also sell complementary building products such as:

- vinyl siding;
- doors, windows and millwork;
- wood and fiber cement siding;
- residential insulation; and
- waterproofing systems.

The following is a summary of our net sales by product group for the last three full fiscal years:

	September 30, 2008		Year Ended September 30, 2007		September 30, 2006	
	Net Sales	Mix	Net Sales	Mix	Net Sales	Mix
Residential roofing products	\$ 756,321	42.4%	\$ 691,693	42.0%	\$ 731,704	48.8%
Non-residential roofing products	725,900	40.7%	605,857	36.8%	448,042	29.9%
Complementary building products	302,274	16.9%	348,235	21.2%	320,891	21.4%
	\$1,784,495	100.0%	\$1,645,785	100.0%	\$1,500,637	100.0%

We have over 40,000 customers, none of which represents more than 0.70% of our net sales. Many of our customers are small to mid-size contractors with relatively limited capital resources. We maintain strict credit approval and review policies, which has helped to keep losses from customer receivables within our expectations. For the seven years prior to 2008, bad debts averaged approximately 0.3% of net sales. In 2008, we experienced an increase to almost 0.6% of net sales, which is still within our tolerances in consideration of the tougher economic and credit climate.

Our expenses consist primarily of the cost of products purchased for resale, labor, fleet, occupancy, and selling and administrative expenses. We compete for business and may respond to competitive pressures by lowering prices in order to maintain our market share.

In September 2007, we amended our by-laws to change our year-end date to September 30 of each fiscal year. Prior to that amendment, we used a 52/53 week fiscal year ending on the last Saturday of September. Our fiscal years ended September 30, 2008 ("2008") and September 30,

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2007 ("2007") contained 52 weeks, while the fiscal year ended September 30, 2006 ("2006") contained 53 weeks.

Since 1997, we have made seventeen strategic and complementary acquisitions and opened 33 new branches. We opened six branches in 2006, eight in 2007 and one in 2008. We slowed the pace of new

branch openings in 2008, mostly as a result of the slowdown in our business experienced in 2007. When we open a new branch, we transfer a certain level of existing business from an existing branch to the new branch. This allows the new branch to commence with a base business and also allows the existing branch to target other growth opportunities.

In managing our business, we consider all growth, including the opening of new branches, to be internal growth unless it is a result of an acquisition. In our management's discussion and analysis of financial condition and results of operations, when we refer to growth in existing markets, we include growth from existing and newly-opened branches but exclude growth from acquired branches until they have been under our ownership for at least four full fiscal quarters at the start of the reporting period. Our average annual internal sales growth over the four fiscal years since our IPO was 6.4%.

## Results of operations

The following discussion compares our results of operations for 2008, 2007 and 2006.

The following table shows, for the periods indicated, information derived from our consolidated statements of operations expressed as a percentage of net sales for the periods presented. Percentages may not foot due to rounding.

	September 30, 2008	Year ended September 30, 2007	September 24, 2006
Net sales	100.0%	100.0%	100.0%
Cost of products sold	76.5	77.3	75.7
Gross profit	23.5	22.7	24.3
Operating expenses	18.2	18.5	17.6
Income from operations	5.3	4.2	6.7
Interest expense	(1.5)	(1.7)	(1.3)
Income before income taxes	3.9	2.6	5.4
Income taxes	(1.6)	(1.0)	(2.1)
Net income	2.3%	1.5%	3.3%

### *2008 compared to 2007*

The following table shows a summary of our results of operations for 2008 and 2007, broken down by existing markets and acquired markets.

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### For the Fiscal Years Ended

(in thousands)	Existing Markets		Acquired Markets		Consolidated	
	2008	2007	2008	2007	2008	2007
Net sales	\$ 1,508,564	\$ 1,489,297	\$ 275,931	\$ 156,488	\$ 1,784,495	\$ 1,645,785
Gross profit	373,929	349,343	46,079	24,574	420,008	373,917
Gross margin	24.8%	23.5%	16.7%	15.7%	23.5%	22.7%
Operating expenses	283,521	282,727	41,777	21,382	325,298	304,109
Operating expenses as a % of net sales	18.8%	19.0%	15.1%	13.7%	18.2%	18.5%
Operating income	\$ 90,408	\$ 66,616	\$ 4,302	\$ 3,192	\$ 94,710	\$ 69,808
Operating margin	6.0%	4.5%	1.6%	2.0%	5.3%	4.2%

#### *Net Sales*

Consolidated net sales increased \$138.7 million, or 8.4%, to \$1,784.5 million in 2008 from \$1,645.8 million in 2007. Sales from acquired markets increased \$119.4 million, while existing markets saw internal growth of \$19.3 million, or 1.3%. There was one additional business day in 2008 as compared to 2007, which we believe increased annual existing market sales by approximately 0.4%. During 2008, we opened one new branch and closed four branches. The product group sales for our existing markets were as follows:

### For the Fiscal Years Ended

#### *Existing Markets*

(dollars in millions)	2008		2007		Change	
	Net Sales	Mix	Net Sales	Mix		
Residential roofing products	\$ 736.1	48.8%	\$ 684.5	46.0%	\$ 51.6	7.5%
Non-residential roofing products	479.4	31.8%	463.1	31.1%	16.3	3.5%
Complementary building products	293.1	19.4%	341.7	22.9%	(48.6)	(14.2)%
	\$ 1,508.6	100.0%	\$ 1,489.3	100.0%	\$ 19.3	1.3%

Note: Total 2008 existing market sales of \$1,508.6 million plus 2008 sales from acquired markets of \$275.9 million equal \$1,784.5 million of total 2008 sales. Our acquired markets had product group sales of \$20.2, \$246.5 and \$9.2 million in residential roofing products, non-residential roofing products, and complementary building products, respectively for 2008. Total 2007 existing market sales of \$1,489.3 million plus 2007 sales from acquired markets of \$156.5 million equal \$1,645.8 million of total 2007 sales. Our acquired markets had product group sales of \$7.2, \$142.8 and \$6.5 million in residential roofing products, non-residential roofing products, and complementary building products, respectively for 2007. We believe the existing market information is useful to investors because it helps explain organic growth or decline.

Our existing market sales were affected by the following factors:

- a rapid rise in prices beginning in February 2008, especially in residential roofing products;
- strong re-roofing activity in storm-affected regions;
- continued strength in non-residential roofing activity in most markets; and
- one additional business day in 2008 as compared to 2007.

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partially offset by the negative impact of:

continued weakness in new residential roofing activity in most markets; and

lower complementary product sales in most markets, especially where we have had historically higher levels of new residential construction.

### *Gross Profit*

	2008	2007	Change	
(dollars in millions)				
Gross profit	\$420.0	\$373.9	\$46.1	12.3%
Existing markets	373.9	349.3	24.6	7.0%
Gross margin				0.8%
	23.5%	22.7%		
Existing markets	24.8%	23.5%	1.3%	

In 2008, existing markets' gross profit increased \$24.6 million or 7.0% as compared to 2007, while our acquired markets' gross profit increased \$21.5 million. Our overall gross margin increased to 23.5% from 22.7%, while our existing markets' gross margin increased to 24.8% in 2008 from 23.5% in 2007. These increases were mostly in our residential roofing products and resulted principally from the pass-through of increases in shingle prices as we were notified of a series of price increases from our vendors, which we were experiencing beginning in February 2008. However, our cost of goods sold did not increase at the same time or rate due to favorable buying programs and the lower cost inventory on hand before the price increases. Our existing market gross margin in non-residential roofing and complementary products, excluding vendor incentives, which represents our invoiced gross margin, was relatively consistent with 2007. If price increases do not continue in the future, existing market gross margins could decrease somewhat from current levels. The effect of the price increases was partially offset in our overall gross margins by an increase in the sales mix of traditionally lower gross margin non-residential roofing products, while gross margin in our existing markets benefited from an increase of residential roofing products in our existing market product sales mix, which have higher gross margins than our other products. We currently expect our future overall gross margins to fluctuate from 23% to 24% depending on our product mix and competitive conditions.

### *Operating Expenses*

	2008	2007	Change	
(dollars in millions)				
Operating expenses	\$325.3	\$304.1	\$21.2	7.0%
Existing markets	283.5	282.7	0.8	0.3%
Operating expenses as a % of sales				(0.3)%
	18.2%	18.5%		
Existing markets	18.8%	19.0%	(0.2)%	

Our existing markets' operating expenses increased by only \$0.8 million or 0.3% to \$283.5 million in 2008 from \$282.7 million in 2007, while our acquired markets' operating expenses increased \$20.4 million. The following factors were the leading causes of the change in our existing market operating expenses:

an increase in bad debts of \$4.4 million, as we experienced higher write-offs and increased our reserves due to the economic and credit climate; and

an increase of \$2.5 million in selling and warehouse expenses due primarily to higher transportation expenses resulting from significantly higher petroleum costs and from higher sales related costs, including credit card fees;

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mostly offset by:

a decrease of \$2.9 million from both expense reduction initiatives and the benefit from leveraging certain expenses over existing and acquired markets;

reduced depreciation and amortization of \$2.0 million due to lower amortization of intangible assets and somewhat from substantially lower capital expenditures in 2008; and

payroll and related costs decreased by \$1.2 million primarily from a lower headcount and favorable medical insurance claims, partially offset by higher incentive-based pay and profit sharing.

Existing markets' operating expenses as a percentage of net sales decreased to 18.8% in 2008 from 19.0% in 2007 as we were able to control our variable costs and leverage our fixed costs. Overall operating expenses decreased to 18.2% of net sales from 18.5% due to the same factors and also from blending in the lower operating expense level of North Coast. In 2008, we expensed a total of \$8.5 million for the amortization of intangible assets recorded under purchase accounting in our existing markets compared to \$10.3 million in 2007, while acquired markets expensed \$6.5 million and \$3.9 million for 2008 and 2007, respectively.

### *Interest Expense*

Interest expense decreased \$1.5 million to \$25.9 million in 2008 from \$27.4 million in 2007, primarily from lower levels of debt. Average interest rates during 2008 also decreased somewhat from the prior year, which affected interest expense on our variable-rate debt.

### *Income Taxes*

Income tax expense increased to \$28.5 million in 2008 from \$17.1 million in 2007. Our 2008 effective income tax rate was 41.4%, compared to our 2007 effective income tax rate of 40.3%. The rate increase was primarily due to 2007 adjustments of previously accrued income taxes related to previously filed tax returns that benefited the 2007 income tax rate. We expect our future effective income tax rate to fluctuate around 41.0%, depending primarily upon the results of our operations in Canada and in the various states in which we operate.

### *2007 compared to 2006*

The following table shows a summary of our results of operations for 2007 and 2006, broken down by existing markets and acquired markets.

### **For the Fiscal Years Ended**

	Existing Markets		Acquired Markets		Consolidated	
	2007	2006	2007	2006	2007	2006
	(in thousands)					
Net sales	\$970,457	\$1,019,858	\$675,328	\$480,779	\$1,645,785	\$1,500,637
Gross profit	227,274	247,137	146,643	117,000	373,917	364,137
Gross margin	23.4%	24.2%	21.7%	24.3%	22.7%	24.3%
Operating expenses	157,946	162,204	146,163	101,632	304,109	263,836
Operating expenses as a % of net sales	16.3%	15.9%	21.6%	21.1%	18.5%	17.6%
Operating income	\$ 69,328	\$ 84,933	\$ 480	\$ 15,368	\$ 69,808	\$ 100,301
Operating margin	7.1%	8.3%	0.1%	3.2%	4.2%	6.7%

### *Net Sales*

Consolidated net sales increased \$145.1 million, or 9.7%, to \$1,645.8 million in 2007 from \$1,500.6 million in 2006. Sales from acquired markets increased \$194.5 million, while existing markets

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saw internal contraction of \$49.4 million, or 4.8%. There were four fewer business days in 2007 as compared to 2006, which we believe decreased annual existing market sales by approximately 1.5%. During 2007, we added 17 branches through acquisitions, opened eight new branches and closed two branches. The product group sales for our existing markets were as follows:

### For the Fiscal Years Ended

	Existing Markets				Change		% Change Based On Average Sales Per Business Day
	2007		2006				
	Net Sales	Mix	Net Sales	Mix	(dollars in millions)		
Residential roofing products	\$ 399.3	41.1%	\$ 435.1	42.7%	\$(35.8)	(8.2)%	(6.8)%
Non-residential roofing products	365.7	37.7%	356.1	34.9%	9.6	2.7%	4.3%
Complementary building products	205.5	21.2%	228.7	22.4%	(23.2)	(10.1)%	(8.7)%
	\$ 970.5	100.0%	\$ 1,019.9	100.0%	\$(49.4)	(4.8)%	(3.3)%

Note: Total 2007 existing market sales of \$970.5 million plus 2007 sales from acquired markets of \$675.3 million equal \$1,645.8 million of total 2007 sales. Our acquired markets had product group sales of \$300.0, \$226.2 and \$149.1 million in residential roofing products, non-residential roofing products, and complementary building products, respectively for 2007. Total 2006 existing market sales of \$1,019.9 million plus 2006 sales from acquired markets of \$480.8 million equal \$1,500.6 million of total 2006 sales. We believe the existing market information is useful to investors because it helps explain organic growth or decline.

Our existing market sales were affected by the following factors:

a substantial decline in new residential construction, especially in the mid-Atlantic states;

a significant slowdown in re-roofing and reconstruction activities in certain areas of Texas, the Gulf Coast and Southeastern United States affected by Hurricanes Katrina and Rita;

four fewer business days; and

harsher winter conditions this year in the Northeast, Canada, and Midwest;

partially offset by the positive impact of:

continued growth in non-residential roofing; and

six new branches opened in existing markets since September 30, 2006.

### Gross Profit

	2007	2006	Change	
	(dollars in millions)			
Gross profit	\$373.9	\$364.1	\$ 9.8	2.7%
Existing markets	227.3	247.1	(19.8)	(8.0)%
Gross margin	22.7%	24.3%	(1.6)%	
Existing markets	23.4%	24.2%	(0.8)%	

In 2007 our existing markets' gross profit declined 8.0% or \$19.8 million compared to 2006, despite the six new branches, while acquired markets' gross profit increased \$29.6 million. Existing markets' gross margin decreased to 23.4% in 2007 from 24.2% in 2006. The existing market decrease was caused by an increase in competitive conditions and generally lower construction activity. We experienced the highest margin compression in the markets that experienced the benefit of additional hurricane activity in 2006 and in our regions with higher sales mix of new residential roofing products. Our overall gross





margin has also decreased due primarily to those factors and the increase in product mix of traditionally lower gross margin non-residential roofing products.

#### *Operating Expenses*

	2007	2006	Change	
	(dollars in millions)			
Operating expenses	\$304.1	\$263.8	\$40.3	15.3%
Existing markets	157.9	162.2	(4.3)	(2.6)%
Operating expenses as a % of sales	18.5%	17.6%	0.9%	
Existing markets	16.3%	15.9%	0.4%	

Our existing markets' operating expenses decreased by 2.6% or \$4.3 million in 2007 while acquired markets' operating expenses increased \$44.5 million. The acquired markets' 2007 and 2006 operating expenses included \$13.6 and \$8.3 million, respectively, for the amortization of intangible assets recorded under purchase accounting. The existing markets' operating expense decline was due primarily to reductions in payroll and related costs (\$2.9 million), other general and administrative expenses (\$1.0 million) and selling costs (\$0.4 million), which include transportation costs. These reductions resulted from cost-saving measures, improved insurance claims experience and from our lower sales volume and were partially offset by increased warehouse expense (\$1.3 million), principally from our six new branches opened in existing markets since September 30, 2006, and higher depreciation and amortization (\$1.4 million) resulting primarily from the depreciation of new transportation equipment. In addition, existing markets' general and administrative expenses benefited by \$2.7 million from leveraging certain expenses over a larger base of branches, including our acquired markets. Total operating costs in 2007 include approximately \$3.6 million incurred at the new branches, excluding allocated costs. Stock option expense increased \$1.8 million in 2007 from 2006 due to the impact of our 2007 grants.

Existing markets' operating expenses as a percentage of net sales increased to 16.3% from 15.9%, primarily due to the lower sales and the relatively fixed structure of our current operating expenses. Overall operating expenses increased to 18.5% of net sales in 2007 from 17.6% in 2006, due to the lower sales, higher operating cost percentages at Shelter and Pacific, and the impact from the additional amortization expense mentioned above, offset somewhat by a lower operating cost percentage at North Coast.

#### *Interest Expense*

Interest expense increased \$8.0 million to \$27.4 million in 2007 from \$19.5 million in 2006. We refinanced our credit facilities in November 2006 and incurred additional borrowings to finance our acquisitions, both of which increased our debt level since September 30, 2006. Average interest rates during 2007 also increased from the prior year, which affected interest expense on our variable rate-debt.

#### *Income Taxes*

Income tax expense decreased to \$17.1 million in 2007 from \$31.5 million in 2006. Our 2007 effective income tax rate was 40.3%, compared to our 2006 effective income tax rate of 39.0%. The rate increase was primarily due to the 2006 reversal of \$1.1 million of previously accrued income taxes related to previously filed tax returns.

#### **Seasonality and quarterly fluctuations**

In general, sales and net income are highest during our first, third and fourth fiscal quarters, which represent the peak months of construction and re-roofing, especially in our northeastern U.S. and

Canada regions. Our sales are substantially lower during the second quarter, when we usually incur net losses. These quarterly fluctuations have diminished as we have diversified into the southern regions of the United States.

We generally experience an increase of inventory, accounts receivable and accounts payable during the first, third and fourth quarters of the year as a result of seasonality. Our borrowings generally peak during the third quarter, primarily because dated accounts payable offered by our suppliers typically are payable in April, May and June, while our peak accounts receivable collections typically occur from June through November.

We also usually experience a slowing of collections of our accounts receivable during our second quarter, mainly due to the inability of our customers to conduct their businesses effectively in inclement weather. We continue to attempt to collect those receivables which require payment under our standard terms. We do not provide any concessions to our customers during this period of the year to incentivize sales. Also, during the second quarter, we generally experience our lowest availability under our senior secured credit facilities, which are based on accounts receivable.

### Certain quarterly financial data

The following table sets forth certain unaudited quarterly data for the fiscal years 2008 and 2007 which, in the opinion of management, reflect all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of this data. Results of any one or more quarters are not necessarily indicative of results for an entire fiscal year or of continuing trends. Totals may not foot due to rounding.

	Fiscal year 2008				Fiscal year 2007			
	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4
	(dollars in millions, except per share data)							
	(unaudited)							
Net sales	\$ 398.4	\$ 304.3	\$ 514.6	\$ 567.2	\$ 380.2	\$ 286.9	\$ 484.9	\$ 493.8
Gross profit	91.7	68.4	120.2	139.7	91.7	66.2	107.8	108.2
Income (loss) from operations	15.8	(6.9)	36.9	48.9	21.1	(4.2)	26.7	26.3
Net income (loss)	\$ 5.2	\$ (8.1)	\$ 18.3	\$ 24.9	\$ 8.8	\$ (6.3)	\$ 11.5	\$ 11.3
Earnings (loss) per share basic	\$ 0.12	\$ (0.18)	\$ 0.41	\$ 0.56	\$ 0.20	\$ (0.14)	\$ 0.26	\$ 0.26
Earnings (loss) per share fully diluted	\$ 0.12	\$ (0.18)	\$ 0.41	\$ 0.55	\$ 0.20	\$ (0.14)	\$ 0.26	\$ 0.25
Quarterly sales as % of year's sales	22.3%	17.1%	28.8%	31.8%	23.1%	17.4%	29.5%	30.0%
Quarterly gross profit as % of year's gross profit	21.8%	16.3%	28.6%	33.3%	24.5%	17.7%	28.8%	28.9%
Quarterly income (loss) from operations as % of year's income from operations	16.7%	(7.3)%	39.0%	51.6%	30.2%	(6.1)%	38.2%	37.7%

Note: Qtr 4 of 2008 had one additional business day compared to Qtr. 4 of 2007. We incurred charges for stock-based compensation of approximately \$1.4, \$1.2, \$1.2 and \$1.1 million in Qtr 1, Qtr 2, Qtr 3 and Qtr 4 of 2008 compared to \$1.3, \$1.3, \$1.3 and \$1.1 million in Qtr 1, Qtr 2, Qtr 3 and Qtr 4 of 2007. Due to rounding, the fully-diluted earnings per share amounts for the four quarters of 2007 do not add to the annual amount of \$0.56 per share.

### Impact of inflation

We believe that our results of operations are not materially impacted by moderate changes in the inflation rate. In general, we have been able to pass on price increases from our vendors to our customers in a timely manner. Inflation and changing prices did not have a material impact on our operations in 2007 and 2006, although we did experience some price increases in our purchasing costs

in 2006. However, during the fourth quarter of 2008, we experienced unusual and frequent price increases in many of our products that are derived from petroleum-based raw materials, especially asphalt shingles in our residential roofing products. We estimate that this unusual inflation increased our 2008 sales by approximately 2.1% and our fourth quarter sales by approximately 7% above historical annual inflation for our industry. We further estimate that this caused a temporary increase in our gross margin of approximately 60 basis points for the fourth quarter. We also estimate that this inflation increased our 2008 gross profit by approximately \$11.5 million, net income by \$4.7 million and fully diluted earnings per share by \$0.11.

### **Liquidity and capital resources**

We had cash and cash equivalents of \$26.0 million at September 30, 2008 compared to \$6.5 million at September 30, 2007. Our net working capital was \$274.8 million at September 30, 2008 compared to \$215.5 million at September 30, 2007.

#### *2008 compared to 2007*

Our net cash provided by operating activities was \$49.6 million for 2008 compared to \$63.8 million for 2007. Although our income from operations increased to \$94.7 million in 2008 from \$69.8 million in 2007, we increased our inventories by \$44.1 million, especially in residential asphalt shingles, in reaction to announced price increases from our vendors and to ensure sufficient availability in the regions affected by storms. Due to this build up, inventory turns were down in 2008 as compared to 2007, but we gained an advantage by having lower cost inventory to sell. Average inventory per branch was up about 27% in 2008 as compared to 2007, primarily from the build-up, but also due to the high inflation in our product cost since 2007. Accounts receivable increased by \$17.4 million in 2008, primarily due to increased sales in the 4<sup>th</sup> quarter, partially offset by an increase in our doubtful accounts, while the number of days outstanding for accounts receivable increased slightly in 2008.

Prepaid expenses and other assets also increased by \$9.6 million, mainly due to higher levels of vendor rebates caused by increased purchases during the 3<sup>rd</sup> and 4<sup>th</sup> quarters. Accounts payable and accrued expenses increased \$44.1 million in 2008, mostly from the higher level of inventory purchases, increases in income taxes payable and performance-based pay accruals.

Net cash used in investing activities in 2008 was \$5.7 million compared to \$143.3 million in 2007, due primarily to our acquisitions for which we paid \$120.2 in 2007. We also substantially reduced capital spending from \$23.1 million in 2007 to \$5.7 million in 2008 due to a slowdown in our business during 2007 and the first half of 2008 and the prior-year required upgrades to the truck fleets of some of our recent acquisitions.

Net cash used by financing activities was \$23.8 million in 2008 compared to net cash provided by financing activities of \$83.7 million in 2007. The net cash used by financing activities in 2008 primarily reflected repayments under our revolving lines of credit and term loans. The net cash provided by financing activities in 2007 primarily reflected net term loan borrowings under our new credit facility, which refinanced our prior revolving facilities and term loans, payment of related deferred financing costs, and the financing of our acquisitions as mentioned above.

#### *2007 compared to 2006*

Our net cash provided by operating activities was \$63.8 million for 2007 compared to \$82.8 million for 2006. Our income from operations decreased to \$69.8 million in 2007 from \$100.3 million in 2006. Accounts receivable, excluding the effect of acquisitions, increased by \$22.0 million in 2007, due to the seasonal increase at North Coast following the April acquisition offset somewhat by decreases in our other regions. The number of days outstanding for accounts receivable, excluding North Coast, decreased slightly in 2007. Inventory levels, excluding the effect of acquisitions, decreased by

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\$13.8 million due to the intentional slowing of purchases to better correlate with the lower sales trend and to enhance our year-end physical inventory process, offset somewhat by the additional inventory at eight new branches. Average inventory per branch was down about 10% in 2007 as compared to 2006, with inventory turns, excluding North Coast, consistent with 2006. In addition to the positive impact from decreased inventories, prepaid expenses and other assets, and excluding the effect of acquisitions, decreased by \$7.0 million, mainly due to lower levels of vendor rebates, while accounts payable and accrued expenses, excluding the effect of acquisitions, declined only \$0.1 million.

Net cash used in investing activities in 2007 was \$143.3 million compared to \$355.3 million in 2006, due primarily to our acquisitions for which we paid \$120.2 and \$336.3 million, respectively. Net capital expenditures in 2007 increased by \$4.1 million compared to 2006 due to a higher number of purchases of new transportation and warehouse equipment to service our larger number of branches.

Net cash provided by financing activities was \$83.7 million in 2007 compared to \$280.6 million in 2006. The net cash provided by financing activities in 2007 primarily reflects borrowings under our new term loan to refinance our prior revolving facilities and term loans and payment of related deferred financing costs. The net cash provided by financing activities in 2006 primarily reflected borrowings under our prior revolving lines of credit and term loans, mostly for our acquisitions, and the net proceeds from our secondary stock offering in December 2005.

### *Capital Resources*

Our principal source of liquidity at September 30, 2008 was our cash and cash equivalents of \$26.0 million and our available borrowings of \$154.8 million under revolving lines of credit. Our borrowing base availability is determined primarily by trade accounts receivable, less outstanding borrowings. Borrowings outstanding under the revolving lines of credit in the accompanying balance sheet at September 30, 2008 and 2007 were classified as short-term debt since we paid off those borrowings subsequent to the respective year-ends and there is no current expectation of a minimum level of outstanding revolver borrowings during the subsequent 12 months.

Liquidity is defined as the current amount of readily available cash and the ability to generate adequate amounts of cash to meet the current needs for cash. We assess our liquidity in terms of our cash and cash equivalents on hand and the ability to generate cash to fund our operating activities, taking into consideration the seasonal nature of our business. Our cash equivalents are comprised of highly liquid money market funds which invest in commercial paper or bonds with a rating of A-1 or better, or in a US Treasury money market fund.

Significant factors which could affect future liquidity include the following:

- the adequacy of available bank lines of credit;
- the ability to attract long-term capital with satisfactory terms;
- cash flows generated from operating activities;
- acquisitions; and
- capital expenditures.

Our primary capital needs are for working capital obligations and other general corporate purposes, including acquisitions and capital expenditures. Our primary sources of working capital are cash from operations and cash equivalents, supplemented by bank borrowings. In the past, we have financed acquisitions initially through increased bank borrowings, the issuance of common stock and/or other borrowings. We then repay any such borrowings with cash flows from operations. The November 2006 refinancing of our credit facilities discussed below provided us with approximately \$47 million of additional funds at the time of the closing for future acquisitions and ongoing working capital requirements. We have funded our past capital expenditures through increased bank borrowings, including equipment financing, or through capital leases, and then have reduced these obligations with cash flows from operations.

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We believe we have adequate current liquidity and availability of capital to fund our present operations, meet our commitments on our existing debt and fund anticipated growth, including expansion in existing and targeted market areas. We continually seek potential acquisitions and from time to time hold discussions with acquisition candidates. If suitable acquisition opportunities or working capital needs arise that would require additional financing, we believe that our financial position and earnings history provide a strong base for obtaining additional financing resources at competitive rates and terms, as we have in the past. We may also issue additional shares of common stock to raise funds, which we did in December 2005, or we may issue preferred stock.

### Indebtedness

We currently have the following credit facilities:

- a senior secured credit facility in the U.S.;
- a Canadian senior secured credit facility; and
- two equipment financing facilities.

#### *Senior Secured Credit Facilities*

On November 2, 2006, we entered into an amended and restated seven-year \$500 million U.S. senior secured credit facility and a C\$15 million senior secured Canadian credit facility with GE Antares Capital ("GE Antares") and a syndicate of other lenders (combined, the "Credit Facility"). The Credit Facility refinanced the prior \$370 million credit facilities that also were provided through GE Antares. The Credit Facility provides us with lower interest rates and available funds for future acquisitions and ongoing working capital requirements. In addition, the Credit Facility increases the allowable total equipment financing and/or capital lease financing to \$35 million. The Credit Facility provides for a cash receipts lock-box arrangement that gives us sole control over the funds in lock-box accounts, unless excess availability is less than \$10 million or an event of default occurs, in which case the senior secured lenders would have the right to take control over such funds and to apply such funds to repayment of the senior debt.

The Credit Facility consists of a U.S. revolving credit facility of \$150 million (the "US Revolver"), which includes a sub-facility of \$20 million for letters of credit, and an initial \$350 million term loan (the "Term Loan"). The Credit Facility also includes a C\$15 million senior secured revolving credit facility provided by GE Canada Finance Holding Company (the "Canada Revolver"). There was a combined \$154.8 million available for borrowings and \$5.0 million outstanding under the US Revolver and Canadian Revolver at September 30, 2008. There were \$4.3 million of outstanding standby letters of credit at September 30, 2008. The Term Loan requires amortization of 1% per year, payable in quarterly installments of approximately \$0.9 million, plus any required prepayments under the Excess Cash Flow, discussed below, and with the remainder due in 2013. The Credit Facility may also be expanded by up to an additional \$200 million under certain conditions. There are mandatory prepayments under the Credit Facility under certain conditions, including the following cash flow condition:

#### *Excess Cash Flow*

On May 15 of each fiscal year, commencing on May 15, 2008, we must pay an amount equal to 50% of the Excess Cash Flow (as defined in the Credit Facility) for the prior fiscal year, not to exceed \$7.0 million with respect to any fiscal year. Based on our results for 2008 we will be required to make a \$7.0 million payment next year and that amount has been classified as short-term debt at September 30, 2008.

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### *Interest*

Interest on borrowings under the U.S. credit facility is payable at our election at either of the following rates:

the base rate (that is the higher of (a) the base rate for corporate loans quoted in The Wall Street Journal or (b) the Federal Reserve overnight rate plus  $\frac{1}{2}$  of 1%) plus a margin of 0.75% for the Term Loan.

the current LIBOR Rate plus a margin of 1.00% (for U.S. Revolver loans) or 2.00% (for Term Loan).

Interest under the Canadian credit facility is payable at our election at either of the following rates:

an index rate (that is the higher of (1) the Canadian prime rate as quoted in The Globe and Mail and (2) the 30-day BA Rate plus 0.75%), or

the BA rate as described in the Canadian facility plus 1.00%.

The US Revolver currently carries an interest rate primarily of LIBOR plus 1% (4.43% at September 30, 2008), while the Canada revolver carries an interest rate of the Canadian prime rate plus 0.75% (4.75% at September 30, 2008), and the Term Loan carries an interest rate of LIBOR plus 2% (4.78% and 5.77% for two LIBOR arrangements under the Term Loan at September 30, 2008). Unused fees on the revolving credit facilities are 0.25% per annum. Availability under the revolving credit facilities is limited to 85% of eligible accounts receivable, increasing to 90% from January through April of each year. Financial covenants, which apply only to the Term Loan, are limited to a leverage ratio and a yearly capital expenditure limitation as follows:

#### *Maximum Consolidated Leverage Ratio*

On the last day of each fiscal quarter, commencing with the quarter ended December 31, 2006, our Consolidated Leverage Ratio, as defined, must not be greater than 4.00:1.0. At September 30, 2008, this ratio was 2.62:1.0.

#### *Capital Expenditures*

We cannot incur aggregate Capital Expenditures, as defined, in excess of three percent (3.00%) of consolidated gross revenue for any fiscal year.

As of September 30, 2008, we were in compliance with these covenants. Substantially all of our assets, including the capital stock and assets of wholly-owned subsidiaries, secure obligations under the Credit Facility.

#### *Prior Senior Secured Credit Facilities*

The credit facilities in place prior to the Credit Facility discussed above were amended in October 2005 and January 2006, scheduled to mature on October 14, 2010 and consisted of a \$280 million U.S. revolving line of credit and a \$15 million Canadian revolving line of credit, referred to as revolvers, and term loans totaling \$90 million. These facilities provided for the same lock-box arrangements as under the Credit Facility. At the time of the refinancing discussed above, there was \$227.8 million of borrowings outstanding under the prior revolvers.

#### *Equipment Financing Facilities*

We have two equipment financing facilities that allow for the financing of purchased transportation and material handling equipment totaling \$32.9 million with \$8.6 million of remaining availability as of

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September 30, 2008. There was \$24.3 million of equipment financing loans outstanding at September 30, 2008, with fixed interest rates ranging from 5.5% to 7.4%.

### *Contractual Obligations*

At September 30, 2008, our contractual obligations were as follows:

	Fiscal years					
	2009	2010	2011	2012	2013	Thereafter
Senior bank debt	\$ 15.5	\$ 3.5	\$ 3.5	\$ 3.5	\$ 3.5	\$ 318.5
Equipment financing and other(1)	4.4	9.2	4.9	4.4	3.4	3.3
Operating leases	23.3	19.6	14.7	11.1	7.5	11.2
Non-cancelable purchase obligations(2)						
<b>Total</b>	<b>\$43.2</b>	<b>\$32.3</b>	<b>\$23.1</b>	<b>\$19.0</b>	<b>\$14.4</b>	<b>\$ 333.0</b>

- 
- (1) The equipment financing relates to purchases of certain transportation and material handling equipment. Other obligations relate to escrow payments due to sellers for recent acquisitions.
- (2) In general, we purchase products under purchase obligations that are cancelable by us without cost or expire after 30 days.

### *Capital Expenditures*

Excluding acquisitions, we incurred net capital expenditures of \$5.7, \$23.1 and \$19.1 million in 2008, 2007 and 2006, respectively. Over 85% of our capital expenditures have generally been made for transportation and material handling equipment. Net capital expenditures as a percentage of revenues increased slightly to 1.4% in 2007 from 1.3% in 2006, as we upgraded the fleet of our acquired companies, while in 2008 we substantially reduced capital expenditures due to the business slowdown in 2007 and the first half of 2008 and the aforementioned prior-year required upgrades to the truck fleets of some of our recent acquisitions. We expect future net capital expenditures as a percentage of sales to range from 0.5% to 1.5%, dependant upon business conditions.

### *Off-Balance Sheet Arrangements*

We have no off-balance sheet arrangements.

### **Critical accounting policies**

Critical accounting policies are those that are both important to the accurate portrayal of a company's financial condition and results and require subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

In order to prepare financial statements that conform to accounting principles generally accepted in the United States, commonly referred to as U.S. GAAP, we make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes. Certain estimates are particularly sensitive due to their significance to the financial statements and the possibility that future events may be significantly different from our expectations.

We have identified the following accounting policies that require us to make the most subjective or complex judgments in order to fairly present our consolidated financial position and results of operations.

*Stock-Based Compensation*

Effective September 25, 2005, we adopted Statement of Financial Accounting Standards ("SFAS") 123R, *Share-Based Payments*, using the modified-prospective transition method. Prior to 2006, we accounted for stock awards granted to employees under the recognition and measurement principles of Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees, and Related Interpretations*. As a result, no compensation expense was previously recognized for stock options granted to employees after our IPO, other than the 2005 amortization of deferred compensation, because all such stock options granted had exercise prices equal to the market value of our stock on the date of the grant.

Under the modified-prospective transition method, compensation expense recognized in 2008, 2007, and 2006 included: (a) compensation cost for all unvested share-based awards granted prior to September 25, 2005, based on the grant date fair value estimated in accordance with SFAS 123, *Accounting For Stock-Based Compensation*, and (b) compensation cost for all share-based awards granted subsequent to September 24, 2005, based on the grant date fair value estimated in accordance with SFAS 123R. Results of prior periods were not restated. SFAS 123R also requires us to estimate forfeitures in calculating the expense related to stock-based compensation. The impact of estimating forfeitures upon adoption was not material. In addition, SFAS 123R requires us to reflect the benefits of tax deductions in excess of recognized compensation cost to be reported as both a financing cash inflow and an operating cash outflow upon adoption. The excess tax benefit classified as a financing activity would have been classified as an operating inflow if we had not adopted SFAS 123R.

*Interest Rate Swaps and Collars*

We enter into interest rate swaps and collars to minimize the risks and costs associated with financing activities, as well as to maintain an appropriate mix of fixed-and floating-rate debt. The swap agreements are contracts to exchange variable-rate for fixed-interest rate payments over the life of the agreements. The collar agreements provide for fixed-rate caps and floors. Our current derivative instruments are designated as cash flow hedges, for which we record the effective portions of changes in their fair value, net of tax, in other comprehensive income. We recognize any ineffective portion of our hedges in earnings, of which there has been none to date. Our prior derivative instruments were not designated as hedges and therefore changes in their fair values were recorded in interest expense.

*Allowance for Doubtful Accounts*

We maintain an allowance for doubtful accounts for estimated losses due to the failure of our customers to make required payments. We perform periodic credit evaluations of our customers and typically do not require collateral. Consistent with industry practices, we require payment from most customers within 30 days, except for sales to our commercial roofing contractors, which we typically require to pay in 60 days.

As our business is seasonal in certain regions, our customers' businesses are also seasonal. Sales are lowest in the winter months and our past due accounts receivable balance as a percentage of total receivables generally increases during this time. Throughout the year, we record estimated reserves based upon our judgment of specific customer situations, aging of accounts and our historical write-offs of uncollectible accounts.

Periodically, we perform a specific analysis of all accounts past due and write off account balances when we have exhausted reasonable collection efforts and determined that the likelihood of collection is remote based upon the following factors:

- aging statistics and trends;
- customer payment history;



independent credit reports; and

discussions with customers.

We charge these write-offs against our allowance for doubtful accounts. In the past five years, bad debts averaged approximately 0.3% of net sales. In 2008, we experienced an increase to 0.6% of net sales, which is still within our tolerances and reflective of the tougher economic and credit climate.

#### *Inventory Valuation*

Product inventories represent one of our largest assets and are recorded at net realizable value. Our goal is to manage our inventory so that we minimize out of stock positions. To do this, we maintain an adequate inventory of SKUs at each branch based on sales history. At the same time, we continuously strive to better manage our slower moving classes of inventory. During the year, we monitor our inventory levels by branch and record provisions for excess inventories based on slower moving inventory. We define potential excess inventory as the amount of inventory on hand in excess of the historical usage, excluding items purchased in the last three months. We then apply our judgment as to forecasted demand and other factors, including liquidation value, to determine the required adjustments to net realizable value. In addition, at the end of each year, we evaluate our inventory at each branch and write off and dispose of obsolete products. Our inventories are generally not susceptible to technological obsolescence.

During the year, we perform periodic cycle counts and write off excess or damaged inventory as needed. At year-end we take a physical inventory and record any necessary additional write-offs.

#### *Vendor Rebates*

We account for vendor rebates in accordance with EITF Issue 02-16, *Accounting by a Customer (Including a Reseller) for Certain Consideration Received from a Vendor*. Many of our arrangements with our vendors provide for us to receive a rebate of a specified amount, payable to us when we achieve any of a number of measures generally related to the volume of purchases from our vendors. We account for these rebates as a reduction of the prices of the related vendors' products, which reduces the inventory cost until the period in which we sell the product, at which time these rebates reduce cost of sales in our income statement. Throughout the year, we estimate the amount of rebates receivable based upon the expected level of purchases. We continually revise these estimates to reflect actual rebates earned based on actual purchase levels. Historically, our actual rebates have been within our expectations used for our estimates. If we fail to achieve a measure which is required to obtain a vendor rebate, we will have to record a charge in the period that we determine the criteria or measure for the vendor rebate will not be met to the extent the vendor rebate was estimated and included as a reduction to cost of sales.

If market conditions were to change, vendors may change the terms of some or all of these programs. Although these changes would not affect the amounts which we have recorded related to products already purchased, it may impact our gross margin on products we sell or revenues earned in future periods.

#### *Revenue Recognition*

We recognize revenue in accordance with SEC Staff Accounting Bulletin 101, *Revenue Recognition in Financial Statements*, as amended by Staff Accounting Bulletin 104. The Securities and Exchange Commission requires that the following four basic criteria must be met before we recognize revenue:

persuasive evidence of an arrangement exists;

delivery has occurred or services have been rendered;

the seller's price to the buyer is fixed or determinable; and

collectibility is reasonably assured.

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We generally recognize revenue at the point of sale or upon delivery to the customer's site. For goods shipped by third party carriers, we recognize revenue upon shipment since the terms are FOB shipping point. Approximately 80% of our revenues are for products delivered by us or picked up by our customers at our facilities, which provides for timely and accurate revenue recognition.

We also ship certain products directly from the manufacturer to the customer. We recognize the gross revenue for these sales in accordance with EITF Issue 99-19, *Reporting Revenue Gross as a Principal versus Net as an Agent*. Revenues are recognized upon notifications of deliveries from our vendors. Delays in receiving delivery notifications could impact our financial results, although it has not been material to our consolidated results of operations in the past.

We also provide certain job site delivery services, which include crane rentals and rooftop deliveries of certain products, for which the associated revenues are recognized upon completion of the services. These revenues represent less than 1% of our net sales.

All revenues recognized are net of sales taxes collected, allowances for discounts and estimated returns, which are provided for at the time of pick up or delivery. In the past, customer returns have not been material to our consolidated results of operations. All sales taxes collected are subsequently remitted to the appropriate government authorities.

### *Income Taxes*

We account for income taxes using the liability method, which requires us to recognize a current tax liability or asset for current taxes payable or refundable and a deferred tax liability or asset for the estimated future tax effects of temporary differences between the financial statement and tax reporting bases of assets and liabilities to the extent that they are realizable. Deferred tax expense (benefit) results from the net change in deferred tax assets and liabilities during the year.

We have operations in 35 U.S. states and three provinces in Canada and we are subject to potential tax audits in each of these jurisdictions and federally in both the United States and Canada. These audits may involve complex issues, which may require an extended period of time to resolve. Accruals for tax contingencies require us to make estimates and judgments with respect to the ultimate outcome of potential tax audits. Actual results could differ from these estimates.

### *Goodwill*

Goodwill is not amortized for financial reporting purposes and represents the excess of the amount we paid to acquire businesses over the estimated fair value of tangible assets and identifiable intangible assets acquired, less liabilities assumed. At September 30, 2008, our goodwill balance was approximately \$354.3 million, representing approximately 33% of our total assets.

Under SFAS No.142, *Goodwill and Other Intangible Assets*, we test goodwill for impairment in the fourth quarter of each fiscal year or at any other time when impairment indicators exist. Examples of such indicators that would cause us to test goodwill for impairment between annual tests include a significant change in the business climate, unexpected competition, loss of key personnel or a decline in our market capitalization below our net book value.

We determine fair value using a market approach to value our business, which consists of one reporting unit (i.e. distribution of building materials). We believe our stock price is ordinarily the best indicator of our market value, although aberrations in the stock market may distort our market value and therefore other valuation methods may be more appropriate.

If circumstances change or events occur to indicate that our fair market value has fallen below book value, we will compare the estimated fair value of the goodwill to its book value. If the book value of goodwill exceeds the estimated fair value of goodwill, we will recognize the difference as an impairment loss in the determination of operating income.

**Recent accounting pronouncements**

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities - an Amendment of FASB Statement No. 133," which requires enhanced disclosures about an entity's derivative and hedging activities. In addition to disclosing the fair values of derivative instruments and their gains and losses in a tabular format, entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement No. 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance and cash flows. SFAS No. 161 will be effective for our financial statements in the fiscal year beginning October 1, 2009. SFAS No. 161 does not change the accounting for derivative instruments.

In December 2007, the FASB issued SFAS No. 141(R), "Business Combinations" ("SFAS 141R") and SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51" ("SFAS 160"). These new standards will significantly change the accounting for and reporting of business combination transactions and noncontrolling (minority) interests in consolidated financial statements. SFAS 141R and SFAS 160 are required to be adopted simultaneously and will be effective for our financial statements in the fiscal year beginning October 1, 2009. Earlier adoption is prohibited. We believe the adoption of SFAS 141R could have a significant impact on the accounting for our future acquisitions depending on the circumstances and the terms of the acquisitions. The adoption of SFAS 160 is not expected to have a material impact on the financial statements.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities - Including an amendment of FASB Statement No. 115" ("SFAS 159"). SFAS 159 permits companies to measure many financial instruments and certain other items at fair value at specified election dates. SFAS 159 is effective for us in the fiscal year beginning October 1, 2008. We believe the adoption of SFAS 159 will not have a material impact on our consolidated financial statements.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS 157"), which addresses how fair value should be measured when required for recognition or disclosure purposes under GAAP. It also establishes a fair value hierarchy and will require expanded disclosures on fair value measurements where applicable. SFAS 157 is effective for us in the fiscal year beginning October 1, 2008. We believe the adoption of SFAS 157 will not have a material impact on our consolidated financial statements.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to certain market risks as part of our on-going business operations. Our primary exposure includes changes in interest rates and foreign exchange rates.

*Interest Rate Risk*

Our interest rate risk relates primarily to the variable-rate borrowings under our Credit Facility. The following discussion of our interest rate swaps and collars (see "Financial Derivatives" below) is based on a 10% change in interest rates. These changes are hypothetical scenarios used to calibrate potential risk and do not represent our view of future market changes. As the hypothetical figures discussed below indicate, changes in fair value based on the assumed change in rates generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. The effect of a variation in a particular assumption is calculated without changing any other assumption. In reality, changes in one factor may result in changes in another, which may magnify or counteract the sensitivities.

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At September 30, 2008, we had \$343.0 million of term loans and \$5.0 million of revolving credit outstanding under our Credit Facility. Our weighted-average effective interest rate on that debt, after considering the effect of the interest rate swaps, was 6.47% at September 30, 2008. A hypothetical 10% increase in interest rates in effect at September 30, 2008, would have increased annual interest expense on the borrowings outstanding at that date by approximately \$0.3 million.

We enter into interest rate swaps and collars to minimize the risks and costs associated with financing activities, as well as to maintain an appropriate mix of fixed- and floating-rate debt. The swap agreements discussed below are contracts to exchange variable-rate for fixed-interest rate payments over the life of the agreements. The collar agreements, also discussed below, provide for fixed-rate caps and floors. The aggregate fair value of these swaps and collars represented a loss of \$7.4 million at September 30, 2008. A hypothetical increase (or decrease) of 10% in interest rates from the level in effect at September 30, 2008, would result in an aggregate unrealized gain or (loss) in value of the swaps and collars of approximately \$1.1 million or (\$1.2) million, respectively.

### *Financial Derivatives*

As discussed above, we use interest rate derivative instruments to manage the risk of interest rate changes by converting a portion of our variable-rate borrowings into fixed-rate borrowings. We had LIBOR interest rate derivative instruments outstanding in a total notional amount of \$300 million at September 30, 2008, which consisted of: a) LIBOR interest rate swaps totaling \$200 million, expiring in April 2010, with a fixed rate of 4.97%; b) a \$50 million LIBOR interest rate collar expiring in April 2010 with a floor rate of 3.99% and a cap rate of 5.75%; and c) a \$50 million interest rate collar expiring in April 2010 with a floor rate of 3.75% and a cap rate of 6.00%. We entered into these instruments during the second quarter of 2007 and cancelled the prior interest rate derivative instruments that had notional amounts totaling \$150 million. The increase in the total notional amount was due to the increased borrowings under our Credit Facility. The current derivative instruments are designated as cash flow hedges, for which we record the effective portions of changes in their fair value, net of tax, in other comprehensive income. We recognize any ineffective portion of our hedges in earnings, of which there has been none to date. The prior derivative instruments were not designated as hedges and therefore changes in their fair values were recorded in interest expense. For a recent short period of time, the spread or difference between LIBOR and the base rate described above increased dramatically. Historically, LIBOR has been in the range of 100-200 basis points below the base rate and therefore we believe the recent rise above the base rate was temporary and we have no current intention of switching to base-rate based loans.

### *Foreign Currency Exchange Rate Risk*

We have exposure to foreign currency exchange rate fluctuations for revenues generated by our operations outside the United States, which can adversely impact our net income and cash flows. Approximately 6% of our revenues in 2008 were derived from sales to customers in Canada. This business is primarily conducted in the local currency. This exposes us to risks associated with changes in foreign currency that can adversely affect revenues, net income and cash flows. We do not enter into financial instruments to manage this foreign currency exchange risk.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**Beacon Roofing Supply, Inc.**

**Index to consolidated financial statements**

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**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders of  
Beacon Roofing Supply, Inc.

We have audited the accompanying consolidated balance sheets of Beacon Roofing Supply, Inc. (the Company) as of September 30, 2008 and 2007 and the related consolidated statements of operations, stockholders' equity and comprehensive income, and cash flows for each of the three years in the period ended September 30, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Beacon Roofing Supply, Inc. at September 30, 2008 and 2007, and the consolidated results of its operations and its cash flows for each of the three years in the period ended September 30, 2008, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Beacon Roofing Supply, Inc.'s internal control over financial reporting as of September 30, 2008, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated December 1, 2008 expressed an unqualified opinion thereon.

As discussed in Note 1 to the consolidated financial statements, effective October 1, 2007, the Company adopted Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*.

Boston, Massachusetts  
December 1, 2008

## Beacon Roofing Supply, Inc.

## Consolidated Balance Sheets

(Dollars in thousands, except per share data)	September 30, 2008	September 30, 2007
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 26,038	\$ 6,469
Accounts receivable, less allowance for doubtful accounts of \$12,978 in 2008 and \$7,970 in 2007	283,652	267,563
Inventories	209,255	165,848
Prepaid expenses and other assets	45,799	34,509
Deferred income taxes	18,126	13,196
<b>Total current assets</b>	<b>582,870</b>	<b>487,585</b>
Property and equipment, net	56,712	69,753
Goodwill	354,269	355,155
Other assets, net	73,965	94,167
<b>Total assets</b>	<b>\$ 1,067,816</b>	<b>\$ 1,006,660</b>
<b>Liabilities and stockholders' equity</b>		
Current liabilities:		
Accounts payable	\$ 198,429	\$ 183,257
Accrued expenses	89,755	54,020
Current portions of long-term obligations	19,926	34,773
<b>Total current liabilities</b>	<b>308,110</b>	<b>272,050</b>
Senior notes payable, net of current portion	332,500	343,000
Deferred income taxes	35,362	36,490
Long-term obligations under equipment financing and other, net of current portion	25,143	31,270
Commitments and contingencies (Notes 10 and 15)		
Stockholders' equity:		
Common stock (voting); \$.01 par value; 100,000,000 shares authorized; 44,820,550 issued in 2008 and 44,273,312 issued in 2007	448	443
Undesignated Preferred Stock; 5,000,000 shares authorized, none issued or outstanding		
Additional paid-in capital	219,669	211,567
Retained earnings	146,946	106,640
Accumulated other comprehensive income (loss)	(362)	5,200
<b>Total stockholders' equity</b>	<b>366,701</b>	<b>323,850</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 1,067,816</b>	<b>\$ 1,006,660</b>

See accompanying notes.

## Beacon Roofing Supply, Inc.

## Consolidated Statements of Operations

	September 30, 2008	Year Ended September 30, 2007	September 30, 2006
	(Dollars in thousands, except per share data)		
Net sales	\$ 1,784,495	\$ 1,645,785	\$ 1,500,637
Cost of products sold	1,364,487	1,271,868	1,136,500
Gross profit	420,008	373,917	364,137
Operating expenses (includes stock-based compensation expense of \$4,861, \$4,983, and \$3,222 for the years ended 2008, 2007, and 2006, respectively)	325,298	304,109	263,836
Income from operations	94,710	69,808	100,301
Interest expense	25,904	27,434	19,461
Income before provision for income taxes	68,806	42,374	80,840
Provision for income taxes	28,500	17,095	31,529
Net income	\$ 40,306	\$ 25,279	\$ 49,311
Net income per share:			
Basic	\$ 0.91	\$ 0.57	\$ 1.15
Diluted	\$ 0.90	\$ 0.56	\$ 1.12
Weighted average shares used in computing net income per share:			
Basic	44,346,293	44,083,915	42,903,279
Diluted	44,959,357	44,971,932	44,044,769

See accompanying notes.



## Beacon Roofing Supply, Inc.

## Consolidated Statements of Stockholders' Equity and Comprehensive Income

(Dollars in thousands, except share data)	Common Stock		Additional Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Number of Shares	Amount					
Balances at September 25, 2005	40,367,360	\$ 404	\$ 142,038	\$ (515)	\$ 32,050	\$ 4,768	\$ 178,745
Issuance of common stock	3,000,000	30	51,546				51,576
Issuance of common stock for option exercises	848,416	8	7,139				7,147
Redemption of treasury stock	(349,292)	(3)	(512)	515			
Stock-based compensation			3,222				3,222
Net income					49,311		49,311
Foreign currency translation adjustment						1,168	1,168
Comprehensive income							50,479
Balances at September 30, 2006	43,866,484	439	203,433		81,361	5,936	291,169
Issuance of common stock for option exercises	406,828	4	3,151				3,155
Stock-based compensation			4,983				4,983
Net income					25,279		25,279
Foreign currency translation adjustment, net						513	513
Unrealized loss on financial derivatives, net						(1,249)	(1,249)
Comprehensive income							24,543
Balances at September 30, 2007	44,273,312	443	211,567		106,640	5,200	323,850
Issuance of common stock for option exercises	547,238	5	3,241				3,246
Stock-based compensation			4,861				4,861
Net income					40,306		40,306
Foreign currency translation adjustment, net						(2,390)	(2,390)
Unrealized loss on financial derivatives, net						(3,172)	(3,172)
Comprehensive income							34,744
Balances at September 30, 2008	44,820,550	\$ 448	\$ 219,669	\$	\$ 146,946	\$ (362)	\$ 366,701

See accompanying notes.

## Beacon Roofing Supply, Inc.

## Consolidated Statements of Cash Flows

(In thousands)	September 30, 2008	Year Ended September 30, 2007	September 30, 2006
<b>Operating activities</b>			
Net income	\$ 40,306	\$ 25,279	\$ 49,311
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	34,240	32,863	23,792
Stock-based compensation	4,861	4,983	3,222
Unrealized gain on interest rate collar			(33)
Deferred income taxes	(2,838)	2,022	(1,504)
Changes in assets and liabilities, net of the effects of businesses acquired:			
Accounts receivable	(17,434)	(22,048)	(15,630)
Inventories	(44,050)	13,815	(9,120)
Prepaid expenses and other assets	(9,645)	7,008	(4,798)
Accounts payable and accrued expenses	44,127	(107)	37,564
Net cash provided by operating activities	49,567	63,815	82,804
<b>Investing activities</b>			
Purchases of property and equipment, net of sale proceeds	(5,739)	(23,132)	(19,063)
Acquisition of businesses, net of cash acquired		(120,154)	(336,274)
Net cash used in investing activities	(5,739)	(143,286)	(355,337)
<b>Financing activities</b>			
Borrowings (repayments) under revolving lines of credit	(20,899)	(203,684)	165,776
Borrowings (repayments) under senior notes payable, and other	(6,131)	287,355	58,362
Proceeds from sale of common stock			51,576
Proceeds from exercise of options	1,302	1,115	1,551
Payment of deferred financing costs		(3,087)	(2,228)
Income tax benefit from stock-based compensation deductions in excess of the associated compensation cost	1,944	2,040	5,596
Net cash provided (used) by financing activities	(23,784)	83,739	280,633
Effect of exchange rate changes on cash	(475)	354	(146)
Net increase in cash and cash equivalents	19,569	4,622	7,954
Cash and cash equivalents (overdraft) at beginning of year	6,469	1,847	(6,107)
Cash and cash equivalents at end of year	\$ 26,038	\$ 6,469	\$ 1,847
<b>Non-cash transactions:</b>			
Conversion of senior notes payable to new senior notes payable	\$	\$ 66,839	\$ 25,160

See accompanying notes

**Beacon Roofing Supply, Inc.**

**Notes to Consolidated Financial Statements**

**Year Ended September 30, 2008**

**(dollars in thousands, except per share data or as otherwise indicated)**

**1. The Company**

**Business**

Beacon Roofing Supply, Inc. (the "Company") was formed on August 22, 1997 and is incorporated in Delaware. The Company distributes roofing materials and other complementary building materials to customers in 35 states in the United States and 3 provinces in Canada through its wholly-owned subsidiaries, Beacon Sales Acquisition, Inc., Quality Roofing Supply Company, Inc., Beacon Roofing Supply Canada Company, Best Distributing Co., The Roof Center, Inc., West End Lumber Company, Inc., JGA Beacon, Inc., Shelter Distribution, Inc., Beacon Pacific, Inc. and North Coast Commercial Roofing Systems, Inc.

**Estimates**

The preparation of consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities, at the date of the consolidated financial statements. Actual amounts could differ from those estimates.

**Accounting Change**

Prior to October 1, 2007, the Company recognized income tax accruals with respect to uncertain tax positions based upon Statement of Financial Accounting Standards ("SFAS") No. 5, "Accounting for Contingencies." Under SFAS No. 5, the Company recorded a liability (including interest and penalties) associated with an uncertain tax position if the liability was both probable and estimable.

Effective October 1, 2007, the Company adopted Financial Accounting Standards Board (FASB) Interpretation No. 48 ("FIN 48"), "Accounting for Uncertainty in Income Taxes" an interpretation of FASB Statement No. 109, which clarifies the accounting for uncertainty in income taxes recognized in financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes" and requires expanded disclosure with respect to the uncertainty in income taxes. This Interpretation seeks to reduce the diversity in practice associated with certain aspects of measurement and recognition in accounting for income taxes.

The Company is subject to U.S. federal income tax and to income tax of multiple state jurisdictions. The Company is open to tax audits in the various jurisdictions until the respective statutes of limitations expire. The Company is no longer subject to U.S. federal tax examinations for tax years prior to 2004. For the majority of states, the Company is no longer subject to tax examinations for tax years before 2004. In connection with the adoption of FIN No. 48, the Company analyzed its filing positions in all of the federal and state jurisdictions where it is required to file income tax returns, as well as all open tax years in these jurisdictions. There was no material impact on the consolidated financial statements upon adoption of FIN No. 48.

As of September 30, 2008, the Company had no gross unrecognized tax benefits. The Company's continuing practice is to recognize interest and penalties related to income tax matters in income tax expense in the consolidated statements of operations. There were no significant accrued interest and

**Beacon Roofing Supply, Inc.**

**Notes to Consolidated Financial Statements (Continued)**

**Year Ended September 30, 2008**

**(dollars in thousands, except per share data or as otherwise indicated)**

**1. The Company (Continued)**

penalty amounts resulting from the unrecognized tax benefits at September 30, 2008. The Company does not anticipate a significant change in its unrecognized tax benefits during the next twelve months.

**2. Summary of Significant Accounting Policies**

**Consolidation**

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All inter-company transactions have been eliminated.

**Fiscal Year**

In September of 2007, the Company amended its by-laws to change its fiscal year-end date to September 30 of each year. Prior to that amendment, the Company's fiscal year ended on the close of business on the last Saturday in September of each year. The year ended September 30, 2006 ("2006") was comprised of 53 weeks, while the years ended September 30, 2008 ("2008") and September 30, 2007 ("2007") were comprised of 52 weeks. Each of the Company's first three quarters ends on the last day of the calendar month.

**Industry Segment Information**

Based on qualitative and quantitative criteria established by SFAS No. 131, *Disclosures about Segments of an Enterprise and Related Information*, the Company has determined that it operates within one reportable segment, which is the wholesale distribution of building materials.

**Cash and Cash Equivalents**

The Company considers all highly liquid investments with maturities of three months or less when purchased to be cash equivalents. Cash and cash equivalents also include unsettled credit card transactions. Our cash equivalents are comprised of money market funds which invest in commercial paper or bonds with a rating of A-1 or better or in a U.S. Treasury money market fund.

**Inventories and Rebates**

Inventories, consisting substantially of finished goods, are valued at the lower of cost or market. Cost is determined using the moving weighted-average cost method.

The Company's arrangements with vendors typically provide for monthly, quarterly and/or annual rebates of a specified amount of consideration payable when a number of measures have been achieved, generally related to a specified cumulative level of calendar-year purchases.

The Company accounts for such rebates as a reduction of the prices of the vendor's inventory until the product is sold, at which time such rebates reduce cost of sales in the consolidated statements of operations. Throughout the year, the Company estimates the amount of the rebates based upon the expected level of purchases. The Company continually revises these estimates to reflect actual rebates earned based on actual purchase levels. Amounts due from vendors under these arrangements as of



**Beacon Roofing Supply, Inc.**

**Notes to Consolidated Financial Statements (Continued)**

**Year Ended September 30, 2008**

**(dollars in thousands, except per share data or as otherwise indicated)**

**2. Summary of Significant Accounting Policies (Continued)**

September 30, 2008 and September 30, 2007 totaled \$36.3 and \$22.8 million, respectively, and are included in "Prepaid expenses and other assets" in the accompanying consolidated balance sheets.

**Property and Equipment**

Property and equipment acquired in connection with acquisitions are recorded at fair value as of the date of the acquisition and depreciated utilizing the straight-line method over the remaining lives. All other additions are recorded at cost, and depreciation is computed using the straight-line method over the following estimated useful lives:

<b>Asset</b>	<b>Estimated Useful Life</b>
Buildings and improvements	10 to 40 years
Equipment	3 to 10 years
Furniture and fixtures	5 to 10 years
Leasehold improvements	Shorter of the estimated useful life or the term of the lease, considering renewal options expected to be exercised.

**Revenue Recognition**

The Company recognizes revenue in accordance with Securities and Exchange Commissions (SEC) Staff Accounting Bulletin 101, *Revenue Recognition in Financial Statements*, as amended by Staff Accounting Bulletin 104. The SEC requires that the following four basic criteria must be met before the Company recognizes revenue:

- persuasive evidence of an arrangement exists;
- delivery has occurred or services have been rendered;
- the seller's price to the buyer is fixed or determinable; and
- collectibility is reasonably assured.

Based on these criteria, the Company generally recognizes revenue at the point of sale or upon delivery to the customer site. For goods shipped by third party carriers, the Company recognizes revenue upon shipment since the terms are generally FOB shipping point.

The Company also arranges for certain products to be shipped directly from the manufacturer to the customer. The Company recognizes the gross revenue for these sales in accordance with Emerging Issues Task Force (EITF) No. 99-19, *Reporting Revenue Gross as a Principal versus Net as an Agent*. Revenue is recognized upon notifications of deliveries from the vendors.

The Company also provides certain job site delivery services, which include crane rentals and rooftop deliveries of certain products, for which the associated revenues are recognized upon completion of the services. These revenues represent less than 1% of the Company's sales.

**Beacon Roofing Supply, Inc.**

**Notes to Consolidated Financial Statements (Continued)**

**Year Ended September 30, 2008**

**(dollars in thousands, except per share data or as otherwise indicated)**

**2. Summary of Significant Accounting Policies (Continued)**

All revenues recognized are net of sales taxes collected, allowances for discounts and estimated returns, which are provided for at the time of pick up or delivery. Sales taxes collected are subsequently remitted to the appropriate government authorities.

**Shipping and Handling Costs**

The Company classifies shipping and handling costs, consisting of driver wages and vehicle expenses, as operating expenses in the accompanying consolidated statements of operations. Shipping and handling costs were approximately \$81,537 in 2008, \$79,272 in 2007, and \$73,534 in 2006.

**Financial Derivatives**

The Company enters into interest rate swaps and collars to minimize the risks and costs associated with financing activities, as well as to maintain an appropriate mix of fixed-and floating-rate debt. The swap agreements are contracts to exchange variable-rate for fixed-interest rate payments over the life of the agreements. The collar agreements provide for fixed-rate caps and floors. The Company's current derivative instruments are designated as cash flow hedges, for which the Company records the effective portions of changes in their fair value, net of tax, in other comprehensive income. The Company recognizes any ineffective portion of the hedges in earnings, of which there has been none to date. The Company's prior derivative instruments were not designated as hedges and therefore changes in their fair values were recorded in interest expense.

**Concentrations of Risk**

Financial instruments, which potentially subject the Company to concentration of credit risk, consist principally of accounts receivable. The Company's accounts receivable are principally from customers in the building industry located in the United States and Canada. Concentration of credit risk with respect to accounts receivable, however, is limited due to the large number of customers comprising the Company's customer base. The Company performs credit evaluations of its customers; however, the Company's policy is not to require collateral. At September 30, 2008 and 2007, the Company had no significant concentrations of credit risk.

Approximately 67% of the Company's total cost of inventory purchases were from 9 vendors in 2008, 11 vendors in 2007, and 12 vendors in 2006. In addition, inventory purchases exceeding 10% of the total cost of purchases were made from each of three vendors in 2008.

**Impairment of Long-Lived Assets**

SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* (SFAS No. 144), requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. If such assets are considered to be impaired, the impairment to be recognized is the total by which the carrying amounts of the assets, if any, exceed the fair values determined using a discounted cash flow model.

**Beacon Roofing Supply, Inc.**

**Notes to Consolidated Financial Statements (Continued)**

**Year Ended September 30, 2008**

**(dollars in thousands, except per share data or as otherwise indicated)**

**2. Summary of Significant Accounting Policies (Continued)**

**Amortizable and Other Intangible Assets**

Under the provisions of SFAS No. 142, the Company amortizes identifiable intangible assets consisting of non-compete agreements, customer relationships and deferred financing costs because these assets have finite lives. Non-compete agreements are generally amortized over the terms of the associated contractual agreements; customer relationship assets are amortized on an accelerated basis based on the expected cash flows generated by the existing customers; and deferred financing costs are amortized over the lives of the associated financings. Trademarks are not amortized because they have indefinite lives. The Company evaluates its trademarks for impairment on an annual basis based on the fair value of the underlying assets.

**Goodwill**

Goodwill is not amortized for financial reporting purposes and represents the excess purchase price over the estimated fair value of the net assets acquired in business combinations.

Under SFAS No.142, *Goodwill and Other Intangible Assets*, the Company tests goodwill for impairment in the fourth quarter of each fiscal year or at any other time when impairment indicators exist. Examples of such indicators, which would cause the Company to test goodwill for impairment between annual tests, include a significant change in the business climate, significant unexpected competition, loss of key personnel or a decline in the Company's market capitalization below its net book value.

The Company determines fair value of its business using a market approach, which consists of one reporting unit (i.e. distribution of building materials). As the Company's common stock is publicly traded, the Company believes its stock price is the best indicator of its market value.

If circumstances change or events occur to indicate that the Company's fair value has fallen below book value, the Company will compare the estimated fair value of goodwill to its book value. If the book value of goodwill exceeds the estimated fair value of goodwill, the Company will recognize the difference as an impairment loss in operating income.

**Stock-Based Compensation**

Effective September 25, 2005, the Company adopted SFAS No. 123R, *Share-Based Payments*, using the modified-prospective transition method. Prior to 2006, the Company accounted for stock awards granted to employees under the recognition and measurement principles of Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees, and Related Interpretations*.

Under the modified-prospective transition method, compensation expense recognized includes: (a) compensation cost for all unvested share-based awards granted prior to September 25, 2005, based on the grant date fair value estimated in accordance with SFAS No. 123, *Accounting For Stock-Based Compensation*, and (b) compensation cost for all share-based awards granted subsequent to September 24, 2005, based on the grant date fair value estimated in accordance with SFAS No. 123R.



## Beacon Roofing Supply, Inc.

## Notes to Consolidated Financial Statements (Continued)

## Year Ended September 30, 2008

(dollars in thousands, except per share data or as otherwise indicated)

## 2. Summary of Significant Accounting Policies (Continued)

SFAS No. 123R also requires the Company to estimate forfeitures in calculating the expense related to stock-based compensation.

Compensation cost arising from stock options granted to employees and non-employee directors is recognized as expense using the straight-line method over the vesting period, which represents the requisite service period. As of September 30, 2008, there was \$4.4 million of total unrecognized compensation cost related to stock options. That cost is expected to be recognized over a weighted-average period of 1.7 years. The Company recorded stock-based compensation expense of \$4.9 million (\$2.9 million net of tax) or \$0.06 per basic share and per diluted share in 2008, \$5.0 million (\$3.0 million net of tax) or \$0.07 per basic share and per diluted share in 2007, and \$3.2 million (\$2.0 million net of tax) or \$0.05 per basic share and per diluted share in 2006.

The fair values of the options under SFAS No. 123R were estimated at the date of the grants using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	Year Ended		
	September 30, 2008	September 30, 2007	September 30, 2006
Dividend yield	0.00%	0.00%	0.00%
Expected lives of options (years)	6.00	5.00	5.00
Risk-free interest rate	3.91%	4.78%	4.61%
Expected volatility	45%	45%	45%
Weighted average fair value of options granted	\$ 4.55	\$ 10.06	\$ 9.08

Expected lives of the options granted are based primarily on history, while expected volatilities are based on the historical volatilities of the Company's stock and stocks of comparable public companies. Estimated annual forfeiture rates of 0.0-15.0% were utilized in the expense recognition of options in 2008.

## Comprehensive Income (Loss)

The Company reports comprehensive income in accordance with SFAS No. 130, *Reporting Comprehensive Income* (SFAS No. 130). SFAS No. 130 establishes rules for the reporting and display of comprehensive income and its components. Accumulated other comprehensive income (loss) as of September 30, 2008 and 2007 consisted of the following:

	September 30, 2008	September 30, 2007
Foreign currency translation adjustment, net of tax effect of \$2,461 and \$3,472	\$ 4,059	\$ 6,449
Unrealized loss on financial derivatives, net of tax effect of \$2,901 and \$848	(4,421)	(1,249)
Accumulated other comprehensive income (loss)	\$ (362)	\$ 5,200

## Beacon Roofing Supply, Inc.

## Notes to Consolidated Financial Statements (Continued)

Year Ended September 30, 2008

(dollars in thousands, except per share data or as otherwise indicated)

## 2. Summary of Significant Accounting Policies (Continued)

## Net Income per Share

The Company computes net income per share in accordance with SFAS No. 128, *Earnings per Share* (SFAS No. 128). Under the provisions of SFAS No. 128, basic net income per common share is computed by dividing net income by the weighted average number of common shares outstanding. Diluted net income per common share is computed by dividing net income by the weighted average number of common shares and dilutive common share equivalents then outstanding using the treasury stock method. Common equivalent shares consist of the incremental common shares issuable upon the exercise of stock options.

The following table reflects the calculation of weighted average shares outstanding for each period presented:

	September 30, 2008	Year Ended September 30, 2007	September 30, 2006
Weighted-average common shares outstanding for basic	44,346,293	44,083,915	42,903,279
Dilutive effect of employee stock options	613,064	888,017	1,141,490
Weighted-average shares assuming dilution	44,959,357	44,971,932	44,044,769

## Fair Value of Financial Instruments

Financial instruments consist mainly of cash and cash equivalents, accounts receivable, accounts payable, borrowings under the Company's revolving lines of credit and long-term debt. Except for the long-term debt, these instruments are short-term in nature, and there is currently no known trading market for the Company's debt. Therefore, at September 30, 2008 and 2007, the Company believes the carrying amounts of its financial instruments approximated their fair values.

## Income Taxes

The Company accounts for income taxes using the liability method, which requires it to recognize a current tax liability or asset for current taxes payable or refundable and a deferred tax liability or asset for the estimated future tax effects of temporary differences between the financial statement and tax reporting bases of assets and liabilities to the extent that they are realizable. Deferred tax expense (benefit) results from the net change in deferred tax assets and liabilities during the year.

## Foreign Currency Translation

The assets and liabilities of the Company's foreign subsidiary, Beacon Roofing Supply Canada Company ("BRSCC"), are translated into U.S. dollars at current exchange rates as of the balance sheet date, and revenues and expenses are translated at average monthly exchange rates. Net unrealized translation gains or losses are recorded directly to a separate component of stockholders' equity, net of recognized deferred taxes. Foreign currency transactions were minimal and realized gains and losses were not material for any of the periods presented. The Company has inter-company debt from

**Beacon Roofing Supply, Inc.**

**Notes to Consolidated Financial Statements (Continued)**

**Year Ended September 30, 2008**

**(dollars in thousands, except per share data or as otherwise indicated)**

**2. Summary of Significant Accounting Policies (Continued)**

BRSCC, which has been considered as long-term for financial reporting purposes since repayment is not planned or anticipated in the foreseeable future. Accordingly, the balance is marked to market each period with a corresponding entry recorded as a separate component of stockholders' equity. In addition, during 2006 the Company executed a \$4 million short-term note with BRSCC that was repaid in 2007.

**Recent Accounting Pronouncements**

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities - an Amendment of FASB Statement No. 133," which requires enhanced disclosures about an entity's derivative and hedging activities. In addition to disclosing the fair values of derivative instruments and their gains and losses in a tabular format, entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement No. 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance and cash flows. SFAS No. 161 will be effective for the Company in the fiscal year beginning October 1, 2009. SFAS No. 161 does not change the accounting for derivative instruments.

In December 2007, the FASB issued SFAS No. 141(R), "Business Combinations" ("SFAS 141R") and SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51" ("SFAS 160"). These new standards will significantly change the accounting for and reporting of business combination transactions and noncontrolling (minority) interests in consolidated financial statements. SFAS 141R and SFAS 160 are required to be adopted simultaneously and will be effective for the Company in the fiscal year beginning October 1, 2009. Earlier adoption is prohibited. The Company believes the adoption of SFAS 141R could have a significant impact on the accounting for its future acquisitions depending on the circumstances and the terms of the acquisitions. The adoption of SFAS 160 is not expected to have a material impact on the financial statements.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities - Including an amendment of FASB Statement No. 115" ("SFAS 159"). SFAS 159 permits companies to measure many financial instruments and certain other items at fair value at specified election dates. SFAS 159 will be effective for the Company in the fiscal year beginning October 1, 2008. The Company believes the adoption of SFAS 159 will not have a material impact on its consolidated financial statements.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS 157"), which addresses how fair value should be measured when required for recognition or disclosure purposes under GAAP. It also establishes a fair value hierarchy and will require expanded disclosures on fair value measurements where applicable. SFAS 157 is effective for the Company in the fiscal year beginning October 1, 2008. The Company believes the adoption of SFAS 157 will not have a material impact on its consolidated financial statements.

## Beacon Roofing Supply, Inc.

## Notes to Consolidated Financial Statements (Continued)

Year Ended September 30, 2008

(dollars in thousands, except per share data or as otherwise indicated)

## 3. Common Stock

## Secondary Offering

On December 16, 2005, the Company sold two million shares of common stock in a public offering at \$27.50 per share (prior to the three-for-two stock split discussed below). Selling stockholders also sold shares in the offering. The net proceeds to the Company from this offering, after all associated expenses, totaled approximately \$51.6 million and were used for the pay down of revolver borrowings. The Company did not receive any proceeds from the sales by the selling stockholders.

## Three-for-Two Stock Split

In May 2006, the Company's Board of Directors declared a three-for-two common stock split, which was paid in the form of a stock dividend on June 12, 2006 to the stockholders of record at the close of business on May 31, 2006. Accordingly, all share and per share data and the related capital amounts for all periods presented reflect the effects of this split, except for items that are otherwise designated. In addition, the Company's treasury stock was retired in May 2006.

## 4. Goodwill, Intangibles and Other Assets

Goodwill was \$354,269 and \$355,155 at September 30, 2008 and 2007, respectively, of which \$223,244 and \$223,546, respectively, can be amortized for income tax purposes in 2008 and 2007. The Company's goodwill decreased by \$886 in 2008 primarily due to a change in foreign currency translation. In 2007, goodwill increased by \$65,873 due to an addition of \$64,405 from acquisitions described in Note 5 and \$1,468 from foreign currency translation.

Intangibles and other assets, included in other long-term assets, consist of the following:

	September 30, 2008	September 30, 2007
Amortizable intangible assets		
Non-compete agreements	\$ 5,150	\$ 5,150
Customer relationships	88,746	88,746
Beneficial lease arrangements	610	610
Deferred financing costs and other	7,345	7,976
	101,851	102,482
Less: accumulated amortization	42,136	26,277
	59,715	76,205
Unamortizable trademarks	9,750	9,750
Other assets	4,500	8,212
Total other intangible assets	\$ 73,965	\$ 94,167

Amortization expense related to intangible assets amounted to approximately \$15,859, \$15,071, and \$9,671 in 2008, 2007, and 2006, respectively. The intangible lives range from one to fifteen years and the weighted average remaining life was 12.4 years at September 30, 2008. Estimated future annual

## Beacon Roofing Supply, Inc.

## Notes to Consolidated Financial Statements (Continued)

Year Ended September 30, 2008

(dollars in thousands, except per share data or as otherwise indicated)

## 4. Goodwill, Intangibles and Other Assets (Continued)

amortization amounts for the above intangible assets as of September 30, 2008 were \$12,995, \$10,450, \$8,587, \$6,859, \$5,426, and \$15,398 for 2009, 2010, 2011, 2012, 2013 and thereafter, respectively.

## 5. Acquisitions

*North Coast Commercial Roofing Systems, Inc.*

On April 2, 2007, the Company purchased 100% of the outstanding stock of North Coast Commercial Roofing Systems, Inc. and certain of its subsidiaries and affiliates (together "North Coast"), a Twinsburg, Ohio-based distributor of commercial roofing systems and related accessories, with 16 locations in eight U.S. states at the time of the acquisition. North Coast had branches in Ohio, Illinois, Indiana, Kentucky, Michigan, New York, Pennsylvania and West Virginia. This purchase was funded with cash on hand along with funds borrowed under the Company's U.S. revolving line of credit. North Coast had net sales of \$235 million (unaudited) for the year ended March 31, 2006. A total of \$7.9 million of cash remains in escrow at September 30, 2008 for post-closing indemnification claims, with \$3.4 million included in other current assets and accrued expenses and \$4.5 million included in other long-term assets and liabilities. The Company has included the results of operations for North Coast from the date of acquisition and applied purchase accounting, which, along with certain purchase price adjustments, resulted in recorded goodwill of \$62.3 million as per below (in 000's). The Company finalized the purchase accounting in the third quarter of 2008.

Accounts receivable	\$ 31,706
Inventories	13,349
Prepaid expenses and other	982
Property and equipment	4,150
Deferred taxes	(10,400)
Accounts payable and accrued expenses	(19,189)
Net assets	20,598
Non-compete	3,300
Customer relationships	29,550
Goodwill	62,282
Purchase price	\$ 115,730

Unaudited pro forma net sales for the year ended September 30, 2007, assuming the acquisition of North Coast had occurred at the beginning of the year were \$1,744 million. Pro forma net income and net income per share for that period were not presented as the impact of the North Coast acquisition on net income was not material.

*Other Recent Acquisitions*

On May 18, 2007, the Company purchased certain assets of Wholesale Roofing Supply, a single location distributor of residential and commercial roofing products located in Knoxville, Tennessee. Additionally, on November 23, 2005, the Company purchased certain assets of Easton Wholesale

## Beacon Roofing Supply, Inc.

## Notes to Consolidated Financial Statements (Continued)

Year Ended September 30, 2008

(dollars in thousands, except per share data or as otherwise indicated)

## 5. Acquisitions (Continued)

Company, Inc., a single location distributor of building products located in Easton, Maryland. Pro forma information has not been provided for these acquisitions since the impact to the financial statements was not considered material.

## 6. Prepaid Expenses and Other Assets

The significant components of prepaid expenses and other assets are as follows:

	September 30, 2008	September 30, 2007
Vendor rebates	\$ 36,303	\$ 22,791
Other	9,496	11,718
	\$ 45,799	\$ 34,509

## 7. Property and Equipment, net

Property and equipment, net, consist of the following:

	September 30, 2008	September 30, 2007
Land	\$ 2,159	\$ 2,198
Buildings and leasehold improvements	16,651	16,325
Equipment	95,774	95,236
Furniture and fixtures	10,092	10,118
	124,676	123,877
Less: accumulated depreciation and amortization	67,964	54,124
	\$ 56,712	\$ 69,753

Depreciation and amortization of property and equipment totaled \$18,381, \$17,792 and \$14,121 in 2008, 2007 and 2006, respectively.

## 8. Accrued Expenses

The significant components of accrued expenses are as follows:

	September 30, 2008	September 30, 2007
Uninvoiced inventory receipts	\$ 23,044	\$ 15,931
Employee-related accruals	19,903	13,529
Income taxes payable	15,293	
Other	31,515	24,560
	\$ 89,755	\$ 54,020

**Beacon Roofing Supply, Inc.**

**Notes to Consolidated Financial Statements (Continued)**

**Year Ended September 30, 2008**

**(dollars in thousands, except per share data or as otherwise indicated)**

**9. Financing Arrangements**

*Senior Secured Credit Facilities*

On November 2, 2006, the Company entered into an amended and restated seven-year \$500 million U.S. senior secured credit facility and a C\$15 million senior secured Canadian credit facility with GE Antares Capital ("GE Antares") and a syndicate of other lenders (combined, the "Credit Facility"). The Credit Facility refinanced the prior \$370 million credit facilities that also were provided through GE Antares. The Credit Facility provides the Company with lower interest rates and available funds for future acquisitions and ongoing working capital requirements. In addition, the Credit Facility increases the allowable total equipment financing and/or capital lease financing to \$35 million. The Credit Facility provides for a cash receipts lock-box arrangement that gives the Company sole control over the funds in lock-box accounts, unless excess availability is less than \$10 million or an event of default occurs, in which case the senior secured lenders would have the right to take control over such funds and to apply such funds to repayment of the senior debt.

The Credit Facility consists of a U.S. revolving credit facility of \$150 million (the "US Revolver"), which includes a sub-facility of \$20 million for letters of credit, and an initial \$350 million term loan (the "Term Loan"). The Credit Facility also includes a C\$15 million senior secured revolving credit facility provided by GE Canada Finance Holding Company (the "Canada Revolver"). There was a combined \$154.8 million available for borrowings and \$5.0 million outstanding under the US Revolver and Canadian Revolver at September 30, 2008. There were \$4.3 million of outstanding standby letters of credit at September 30, 2008. The Term Loan requires amortization of 1% per year, payable in quarterly installments of approximately \$0.9 million, plus any required prepayments under the Excess Cash Flow and the remainder is due in 2013. The Credit Facility may also be expanded by up to an additional \$200 million under certain conditions. There are mandatory prepayments under the Credit Facility under certain conditions, including the following cash flow condition:

*Excess Cash Flow*

On May 15 of each fiscal year, commencing on May 15, 2008, we must pay an amount equal to 50% of the Excess Cash Flow (as defined in the Credit Facility) for the prior fiscal year, not to exceed \$7.0 million with respect to any fiscal year. Based on our results for 2008 the Company will be required to make a \$7.0 million payment next year and that amount has been classified as short-term debt at September 30, 2008.

*Interest*

Interest on borrowings under the U.S. credit facility is payable at the Company's election at either of the following rates:

the base rate (that is the higher of (a) the base rate for corporate loans quoted in The Wall Street Journal or (b) the Federal Reserve overnight rate plus  $\frac{1}{2}$  of 1%) plus a margin of 0.75% for the Term Loan.

the current LIBOR Rate plus a margin of 1.00% (for U.S. Revolver loans) or 2.00% (for Term Loan).

## Beacon Roofing Supply, Inc.

## Notes to Consolidated Financial Statements (Continued)

Year Ended September 30, 2008

(dollars in thousands, except per share data or as otherwise indicated)

## 9. Financing Arrangements (Continued)

Interest under the Canadian credit facility is payable at the Company's election at either of the following rates:

an index rate (that is the higher of (1) the Canadian prime rate as quoted in The Globe and Mail and (2) the 30-day BA Rate plus 0.75%), or

the BA rate as described in the Canadian facility plus 1.00%.

The US Revolver currently carries an interest rate primarily of LIBOR plus 1% (4.43% at September 30, 2008), while the Canada revolver carries an interest rate of the Canadian prime rate plus 0.75% (4.75% at September 30, 2008), and the Term Loan carries an interest rate of LIBOR plus 2% (4.78% and 5.77% for two LIBOR arrangements under the Term Loan at September 30, 2008). Unused fees on the revolving credit facilities are 0.25% per annum. Availability under the revolving credit facilities is limited to 85% of eligible accounts receivable, increasing to 90% from January through April of each year. Financial covenants, which apply only to the Term Loan, are limited to a leverage ratio and a yearly capital expenditure limitation as follows:

*Maximum Consolidated Leverage Ratio*

On the last day of each fiscal quarter, commencing with the quarter ended December 31, 2006, our Consolidated Leverage Ratio, as defined, must not be greater than 4.00:1.0. At September 30, 2008, this ratio was 2.62:1.0.

*Capital Expenditures*

The Company cannot incur aggregate Capital Expenditures, as defined, in excess of three percent (3.00%) of consolidated gross revenue for any fiscal year.

As of September 30, 2008, the Company was in compliance with these covenants. Substantially all of the Company's assets, including the capital stock and assets of wholly-owned subsidiaries, secure obligations under the Credit Facility.

*Senior Notes Payable*

Senior notes payable consisted of the following:

	September 30, 2008	September 30, 2007
Senior notes payable to commercial lenders, due in equal quarterly payments of principal of \$0.9 million with the remainder due in 2013, plus required prepayment amounts and interest at the base rate, as defined, plus 0.75% or LIBOR plus 2.0% (4.78% and 5.77% at September 30, 2008) through November 2013	\$ 343,000	\$ 347,375
Less current portion	10,500	4,375
	\$ 332,500	\$ 343,000





## Beacon Roofing Supply, Inc.

## Notes to Consolidated Financial Statements (Continued)

Year Ended September 30, 2008

(dollars in thousands, except per share data or as otherwise indicated)

## 9. Financing Arrangements (Continued)

*Prior Senior Secured Credit Facilities*

The credit facilities in place prior to the Credit Facility discussed above were amended in October 2005 and January 2006, scheduled to mature on October 14, 2010 and consisted of a \$280 million U.S. revolving line of credit and a \$C15 million Canadian revolving line of credit, referred to as revolvers, and term loans totaling \$90 million. These facilities provided for the same lock-box arrangements as under the Credit Facility. At the time of the refinancing discussed above, there was \$227.8 million of borrowings outstanding under the prior revolvers.

*Equipment Financing Facilities*

The Company has two equipment financing facilities that allow for the financing of purchased transportation and material handling equipment totaling \$32.9 million with \$8.6 million of remaining availability as of September 30, 2008. There was \$24.3 million of equipment financing loans outstanding at September 30, 2008, with fixed interest rates ranging from 5.5% to 7.4%.

*Other Information*

The Company made interest payments under all financing arrangements totaling \$26,770 in 2008, \$23,272 in 2007, and \$18,463 in 2006.

Annual principal payments for all outstanding borrowings for each of the next five years and thereafter as of September 30, 2008 are as follows (other obligations relate to escrow payments due to sellers for recent acquisitions):

Fiscal year	Senior Secured Credit Facility	Equipment Financing & Other	Revolving Lines of Credit	Total
2009	\$ 10,500	\$ 4,449	\$ 4,977	\$ 19,926
2010	3,500	9,157		12,657
2011	3,500	4,899		8,399
2012	3,500	4,350		7,850
2013	3,500	3,401		6,901
Thereafter	318,500	3,336		321,836
Subtotal	343,000	29,592	4,977	377,569
Less current portion	10,500	4,449	4,977	19,926
Total long-term debt	\$ 332,500	\$ 25,143	\$	\$ 357,643

## 10. Leases

The Company operates in leased facilities, which are accounted for as operating leases. The leases typically provide for a base rent plus real estate taxes. Certain of the leases provide for escalating rents over the lives of the leases and rent expense is recognized over the terms of those leases on a straight-line basis. The Company leases three buildings from its former Chairman (and current director) for an aggregate expense of approximately \$0.5 million in 2008 and \$0.6 million in 2007 and 2006.

## Beacon Roofing Supply, Inc.

## Notes to Consolidated Financial Statements (Continued)

## Year Ended September 30, 2008

(dollars in thousands, except per share data or as otherwise indicated)

**10. Leases (Continued)**

At September 30, 2008, the minimal rental commitments under all non-cancelable operating leases with initial or remaining terms of more than one year are as follows:

Year ending September	Operating Leases
2009	\$ 23,253
2010	19,591
2011	14,738
2012	11,096
2013	7,478
Thereafter	11,212
<b>Total minimum lease payments</b>	<b>\$ 87,368</b>

Rent expense was \$24,823 in 2008, \$23,022 in 2007 and \$17,817 in 2006. Sublet income was immaterial for these years.

**11. Stock Options***Stock Option Plans*

The Company is currently making stock-based awards under its 2004 Stock Plan, which was adopted on September 21, 2004. The 2004 Stock Plan allows for the granting of up to 5.05 million shares (inclusive of 1.75 million additional shares approved by stockholders under the plan on February 7, 2008) of Common Stock in the form of stock options or stock awards to key employees and members of the Board of Directors. The key terms of the grants are determined by the Company's Board of Directors.

The 1998 Stock Plan allowed for the granting of options to purchase up to 3.1 million shares of Common Stock. Options were generally allowed to be exercised beginning 18 months after the date of grant and will terminate ten years from the grant date. No further awards will be made under the 1998 Stock Plan.

In the event of a change in control of the Company, all outstanding options are immediately vested.

## Beacon Roofing Supply, Inc.

## Notes to Consolidated Financial Statements (Continued)

## Year Ended September 30, 2008

(dollars in thousands, except per share data or as otherwise indicated)

## 11. Stock Options (Continued)

Information regarding the Company's stock options, adjusted for the 2006 stock split, is summarized below (not in thousands):

	Number of Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Life	Aggregate Intrinsic Value (in Millions)
Outstanding at September 30, 2005	2,951,999	\$ 3.83		
Granted	723,653	19.91		
Exercised	(848,416)	1.83		
Canceled	(26,577)	16.61		
Outstanding at September 30, 2006	2,800,659	8.47		
Granted	736,250	21.89		
Exercised	(406,828)	2.74		
Canceled	(84,961)	20.35		
Outstanding at September 30, 2007	3,045,120	12.15		
Granted	759,023	9.34		
Exercised	(547,238)	2.38		
Canceled	(174,825)	17.26		
Outstanding at September 30, 2008	3,082,080	\$ 12.90	7.0	\$ 14.9
Vested or Expected to Vest at September 30, 2008	2,993,769	\$ 12.85	7.0	\$ 14.6
Exercisable at September 30, 2008	1,820,497	\$ 11.78	6.0	\$ 10.4

There were options available for grants to purchase 2,494,724 shares of Common Stock under the 2004 Stock Plan at September 30, 2008. The Company granted 783,100 additional options under the 2004 Stock Plan to management in October 2008. The weighted-average grant date fair values of stock options granted during 2008, 2007 and 2006 were \$4.55, \$10.06 and \$9.08, respectively. The intrinsic value of stock options exercised during 2008 and 2007 was \$7.2 million and \$5.7 million, respectively. At September 30, 2008, the Company had \$12.6 million of excess tax benefits available for potential deferred tax write-offs related to option accounting.

## Beacon Roofing Supply, Inc.

## Notes to Consolidated Financial Statements (Continued)

Year Ended September 30, 2008

(dollars in thousands, except per share data or as otherwise indicated)

## 11. Stock Options (Continued)

Details regarding options to purchase common stock outstanding as of September 30, 2008 are as follows:

	Options Outstanding	Weighted Range of Average Exercise Prices		Contractual Life in Years	Options Exercisable
	630,051	\$0.30	\$2.72	4.5	630,051
	55,000	\$7.50	\$8.04	9.2	0
	698,318	\$8.16	\$10.87	9.0	30,000
	406,444	\$10.88	\$13.59	6.1	406,444
	68,250	\$13.60	\$16.30	6.5	66,250
	509,456	\$16.31	\$19.02	7.1	366,362
	683,061	\$21.74	\$24.45	7.8	300,390
	31,500	\$24.46	\$27.17	7.5	21,000
<b>Totals</b>	<b>3,082,080</b>				<b>1,820,497</b>

*Special CEO Options Grant*

The Company granted stock options to its President and Chief Executive Officer (CEO) in October 2003 under an executive securities agreement. The grant included options to purchase 505,050 shares of common stock at the then fair value and was scheduled to vest over two years. In January 2004, the Company and the CEO amended the special purchase option agreement to increase the number of shares that could be purchased under the options to 612,366 shares. Such amendment did not change the exercise price, contractual term or vesting of the original award. Under this grant, the exercise price must be paid in cash, unless the Company permits otherwise. The options expire on October 20, 2013 and became fully vested after the completion of the Company's IPO. These options were not granted under the Company's 1998 Stock Plan or 2004 Stock Plan. Options to purchase 150,000 and 220,000 shares under this grant were exercised in December 2005 and August 2008, respectively, leaving 242,366 and 462,366 options outstanding under the special CEO grant at September 30, 2008 and 2007, respectively.

## 12. Benefit Plans

The Company maintains defined contribution plans covering all full-time employees of the Company who have 90 days of service and are at least 21 years old. An eligible employee may elect to make a before-tax contribution of between 1% and 100% of his or her compensation through payroll deductions, not to exceed the annual limit set by law (\$15,500, \$20,500 if over age 50 for 2008). The Company currently matches the first 50% of participant contributions limited to 6% of a participant's gross compensation (maximum Company match is 3%). Additional amounts associated with profit sharing were contributed in the three years presented and are scheduled to be contributed in 2009 for 2008 as well. All Company contributions are subject to the discretion of management and the board of directors. The combined expense for this plan and a similar plan for our Canadian employees was \$5,775 in 2008, \$4,485 in 2007 and \$4,579 in 2006.

## Beacon Roofing Supply, Inc.

## Notes to Consolidated Financial Statements (Continued)

Year Ended September 30, 2008

(dollars in thousands, except per share data or as otherwise indicated)

## 12. Benefit Plans (Continued)

The Company also contributes to an external pension fund for certain of its employees who belong to a local union. Annual contributions were \$109, \$116, and \$82 in 2008, 2007, and 2006, respectively.

## 13. Income Taxes

The income tax provision consists of the following:

	Fiscal year		
	2008	2007	2006
Current:			
Federal	\$23,443	\$ 8,760	\$24,488
Foreign	1,980	2,480	2,510
State	5,915	3,833	6,035
	31,338	15,073	33,033
Deferred:			
Federal	(2,445)	1,626	(1,212)
Foreign	(26)	(21)	39
State	(367)	417	(331)
	(2,838)	2,022	(1,504)
	\$28,500	\$17,095	\$31,529

The following table shows the principal reasons for the difference between the effective income tax rate and the statutory federal income tax rate:

	Fiscal Year		
	2008	2007	2006
Federal income taxes at statutory rate	35.00%	35.00%	35.00%
State income taxes, net of federal benefit	5.24	6.09	4.59
Foreign income taxes in excess of 35%	0.04	0.21	0.13
Non-deductible meals and entertainment	0.50	1.16	0.36
Tax reserves	(0.08)	(0.71)	(1.15)
Other	0.72	(1.41)	0.07
Total	41.42%	40.34%	39.00%

## Beacon Roofing Supply, Inc.

## Notes to Consolidated Financial Statements (Continued)

Year Ended September 30, 2008

(dollars in thousands, except per share data or as otherwise indicated)

## 13. Income Taxes (Continued)

The components of the Company's deferred taxes are as follows:

	September 30, 2008	September 30, 2007
Deferred tax liabilities:		
Excess tax over book depreciation and amortization	\$ 38,649	\$ 37,896
Foreign currency translation adjustment	2,461	3,472
Other	300	
	41,410	41,368
Deferred tax assets:		
Deferred compensation	6,048	4,877
Allowance for doubtful accounts	5,091	3,951
Accrued vacation & other	2,313	1,660
Unrealized loss on financial derivatives	2,901	848
Inventory valuation	7,821	6,738
	24,174	18,074
Net deferred income tax liabilities	\$ 17,236	\$ 23,294

As of September 30, 2008, there was an available tax benefit of \$677 related to tax credit carryforwards. Of this total, \$440 represents an available benefit from foreign tax credit carryforwards and \$237 represents an available benefit from state NOL carryforwards. The Company has recorded a valuation allowance to fully reserve for these amounts since future recognition is uncertain. As of September 30, 2007, there was an available tax benefit of \$144 related to tax credit carryforwards, of which \$51 represented an available benefit from foreign tax credit carryforwards and \$93 represented an available benefit from state NOL carryforwards. The Company recorded a valuation allowance to fully reserve for these amounts since future recognition was uncertain.

The Company made tax payments of \$10,317 in 2008, \$20,986 in 2007, and \$19,296 in 2006. In 2008, 2007, and 2006, the Company had reductions in income taxes payable of \$2,873, \$2,286 and \$6,566, respectively, as a result of stock option exercises.

The Company has operations in 35 U.S. states and three provinces in Canada and is subject to tax audits in each of these jurisdictions and federally in both the United States and Canada. These audits may involve complex issues, which may require an extended period of time to resolve. The Company has provided for its estimate of taxes payable in the accompanying financial statements. Additional taxes are reasonably possible, however the amounts cannot be estimated at this time. Effective October 1, 2007, the Company adopted FIN No. 48 (see Note 1).

## Beacon Roofing Supply, Inc.

## Notes to Consolidated Financial Statements (Continued)

Year Ended September 30, 2008

(dollars in thousands, except per share data or as otherwise indicated)

**14. Related-Party Transactions**

As mentioned in Note 10, the Company leases three buildings from its former Chairman and current director for an aggregate of approximately \$0.5 million in 2008 and \$0.6 million in 2007 and 2006.

**15. Contingencies**

The Company is subject to loss contingencies pursuant to various federal, state and local environmental laws and regulations; however, the Company is not aware of any reasonably possible losses that would have a material impact on its results of operations, financial position, or liquidity. Potential loss contingencies include possible obligations to remove or mitigate the effects on the environment of the placement, storage, disposal or release of certain chemical or other substances by the Company or by other parties. In connection with its acquisitions, the Company has been indemnified for any and all known environmental liabilities as of the respective dates of acquisition. Historically, environmental liabilities have not had a material impact on the Company's results of operations, financial position or liquidity.

The Company is subject to litigation from time to time in the ordinary course of business, however the Company does not expect the results, if any, to have a material adverse impact on its results of operations, financial position or liquidity.

**16. Geographic and Product Data**

In accordance with the enterprise-wide disclosure requirements of SFAS No. 131, the Company's geographic and product information is as follows:

	Year Ended								
	September 30, 2008			September 30, 2007			September 30, 2006		
	Net Revenues	Income before taxes	Property and Equipment, net	Net Revenues	Income before taxes	Property and Equipment, net	Net Revenues	Income before taxes	Property and Equipment, net
U.S.	\$1,676,735	\$63,103	\$ 50,891	\$1,539,617	\$35,152	\$ 62,303	\$1,397,155	\$73,779	\$ 52,767
Canada	107,760	5,703	5,821	106,168	7,222	7,450	103,482	7,061	6,524
<b>Total</b>	<b>\$1,784,495</b>	<b>\$68,806</b>	<b>\$ 56,712</b>	<b>\$1,645,785</b>	<b>\$42,374</b>	<b>\$ 69,753</b>	<b>\$1,500,637</b>	<b>\$80,840</b>	<b>\$ 59,291</b>

Net revenues from external customers by product group:

	Year Ended		
	September 30, 2008	September 30, 2007	September 30, 2006
Residential roofing products	\$ 756,321	\$ 691,693	\$ 731,704
Non-residential roofing products	725,900	605,857	448,042
Complementary building products	302,274	348,235	320,891
<b>Total</b>	<b>\$1,784,495</b>	<b>\$ 1,645,785</b>	<b>\$ 1,500,637</b>



## Beacon Roofing Supply, Inc.

## Notes to Consolidated Financial Statements (Continued)

## Year Ended September 30, 2008

(dollars in thousands, except per share data or as otherwise indicated)

**17. Allowance for Doubtful Accounts**

The activity in the allowance for doubtful accounts consisted of the following:

Fiscal Year	Balance at beginning of year	Provision Additions	Write-offs	Balance at end of year
September 30, 2008	\$ 7,970	\$ 10,954	\$ (5,946)	\$ 12,978
September 30, 2007	\$ 5,020	\$ 7,916	\$ (4,966)	\$ 7,970
September 30, 2006	\$ 4,104	\$ 4,656	\$ (3,740)	\$ 5,020

**18. Financial Derivatives**

The Company uses derivative financial instruments for hedging and non-trading purposes to manage its exposure to changes in interest rates. Use of derivative financial instruments in hedging programs subjects the Company to certain risks, such as market and credit risks. Market risk represents the possibility that the value of the derivative instrument will change. In a hedging relationship, the change in the value of the derivative is offset to a great extent by the change in the value of the underlying hedged item. Credit risk related to derivatives represents the possibility that the counterparty will not fulfill the terms of the contract. The notional, or contractual, amount of the Company's derivative financial instruments is used to measure interest to be paid or received and does not represent the Company's exposure due to credit risk. The Company's current derivative instruments are with counterparties rated very highly by nationally recognized credit rating agencies.

The Company utilizes interest rate derivative instruments to manage the risk of interest rate changes by converting a portion of its variable-rate borrowings into fixed-rate borrowings. There were interest rate derivative instruments outstanding in a total notional amount of \$300 million at September 30, 2008, which consisted of: a) interest rate swaps totaling \$200 million, expiring in April 2010, with a fixed rate of 4.97%; b) a \$50 million interest rate collar expiring in April 2010 with a floor rate of 3.99% and a cap rate of 5.75%; and c) a \$50 million interest rate collar expiring in April 2010 with a floor rate of 3.75% and a cap rate of 6.00%. The combined fair value of the agreements resulted in a recorded liability of approximately \$7.4 million at September 30, 2008, which was determined based on current interest rates and expected future trends. The Company entered into these instruments during the second quarter of 2007 and cancelled the prior interest rate derivative instruments that had notional amounts totaling \$150 million. The current derivative instruments are designated as cash flow hedges, for which the Company records the effective portions of changes in their fair value, net of tax, in other comprehensive income. Any ineffective portion of the hedges is recognized in earnings, of which there has been none to date. The prior derivative instruments were not designated as hedges and therefore changes in their fair values were recorded in interest expense.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

**1. Disclosure Controls and Procedures**

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of September 30, 2008. Based on this evaluation, our chief executive officer and chief financial officer concluded that, as of September 30, 2008, our disclosure controls and procedures were (1) designed to ensure that material information relating to Beacon Roofing Supply, Inc., including its consolidated subsidiaries, is made known to our chief executive officer and chief financial officer by others within those entities, particularly during the period in which this report was being prepared and (2) effective, in that they provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

**2. Internal Control over Financial Reporting**

(a)

**Management's Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the company's principal executive and principal financial officers, and effected by the company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Our internal control system was designed to provide reasonable assurance to our management and Board of Directors regarding the preparation and fair presentation of published financial statements. All internal control systems, no matter how well designed, have inherent limitations which may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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Our management assessed the effectiveness of our internal controls over financial reporting as of September 30, 2008. In making this assessment, we used the criteria set forth in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our assessment, we believe that, as of September 30, 2008, our internal control over financial reporting is effective based on those criteria.

Our Independent Registered Public Accounting Firm has issued a report on the Company's internal control over financial reporting. This report appears below.

(b)

### **Attestation Report of the Independent Registered Public Accounting Firm**

#### **Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders of  
Beacon Roofing Supply, Inc.

We have audited Beacon Roofing Supply, Inc.'s internal control over financial reporting as of September 30, 2008, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Beacon Roofing Supply, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Beacon Roofing Supply, Inc. maintained, in all material respects, effective internal control over financial reporting as of September 30, 2008, based on the COSO criteria.

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We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Beacon Roofing Supply, Inc. as of September 30, 2008 and 2007 and the related consolidated statements of operations, stockholders' equity and comprehensive income, and cash flows for each of the three years in the period ended September 30, 2008 and our report dated December 1, 2008 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

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Boston, Massachusetts  
December 1, 2008

(c)

### **Changes in Internal Control Over Financial Reporting**

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) occurred during the fiscal quarter ended September 30, 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### **ITEM 9B. OTHER INFORMATION**

We have no information to report pursuant to Item 9B.

**PART III**

This part of our Form 10-K, which includes Items 10 through 14, is omitted because we will file definitive proxy material pursuant to Regulation 14A not more than 120 days after the close of our year-end, which proxy material will include the information required by Items 10 through 14 and is incorporated herein by reference.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a)

**(1) Financial Statements**

The following financial statements of our Company and Report of the Independent Registered Public Accounting Firm are included in Part II, Item 8 of this Report:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of September 30, 2008 and 2007

Consolidated Statements of Operations for the years ended September 30, 2008, 2007 and 2006

Consolidated Statements of Stockholders' Equity for the years ended September 30, 2008, 2007 and 2006

Consolidated Statements of Cash Flows for the years ended September 30, 2008, 2007 and 2006

Notes to Consolidated Financial Statements

(2)

**Financial Statement Schedules**

Financial statement schedules have been omitted because they are either not applicable or the required information has been disclosed in the financial statements or notes thereto.

(3)

**Exhibits**

Exhibits are set forth on the attached exhibit index.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BEACON ROOFING SUPPLY, INC.  
(REGISTRANT)

By:                     /s/ DAVID R. GRACE                    

David R. Grace  
*Chief Financial and Accounting Officer*

Date: December 1, 2008

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
<u>                    /s/ ROBERT R. BUCK                    </u> Robert R. Buck	Chairman and Chief Executive Officer	December 1, 2008
<u>                    /s/ DAVID R. GRACE                    </u> David R. Grace	Senior Vice President, Chief Financial Officer and Chief Accounting Officer	December 1, 2008
<u>                    /s/ ANDREW R. LOGIE                    </u> Andrew R. Logie	Director	December 1, 2008
<u>                    /s/ H. ARTHUR BELLOWS, JR.                    </u> H. Arthur Bellows, Jr.	Director	December 1, 2008
<u>                    /s/ JAMES J. GAFFNEY                    </u> James J. Gaffney	Director	December 1, 2008
<u>                    /s/ PETER M. GOTSCH                    </u> Peter M. Gotsch	Director	December 1, 2008
<u>                    /s/ WILSON B. SEXTON                    </u> Wilson B. Sexton	Director	December 1, 2008
<u>                    /s/ STUART A. RANDLE                    </u> Stuart A. Randle	Director	December 1, 2008

**INDEX TO EXHIBITS**

**EXHIBIT**

**EXHIBIT  
NUMBER**

- 3.1 Second Amended and Restated Certificate of Incorporation of Beacon Roofing Supply, Inc. (incorporated herein by reference to Exhibit 3.1 to Beacon Roofing Supply, Inc.'s annual report on Form 10-K for the year ended September 25, 2004)
- 3.2 Amended and Restated By-Laws of Beacon Roofing Supply, Inc. (incorporated by reference to Exhibit 3.2 to Beacon Roofing Supply, Inc.'s annual report on Form 10-K for the year ended September 30, 2007)
- 4.1 Form of Specimen Common Stock Certificate of Beacon Roofing Supply, Inc. (incorporated herein by reference to Exhibit 4.1 to Beacon Roofing Supply, Inc.'s Registration Statement on S-1 (Registration No. 333-116027))
- 10.1 Fourth Amended and Restated Credit Agreement, dated as of November 2, 2006, among Beacon Sales Acquisition, Inc., as borrower, Beacon Roofing Supply, Inc., as one of the Guarantors, the Lenders and L/C Issuers party thereto, and General Electric Capital Corporation, as Administrative Agent and Collateral Agent (incorporated by reference to Exhibit 10.1 of Beacon Roofing Supply, Inc.'s current report on Form 8-K filed November 3, 2006).
- 10.2 Fourth Amended and Restated Loan and Security Agreement, dated as of November 2, 2006, among Beacon Roofing Supply Canada Company, GE Canada Finance Holding Company and the financial institutions party thereto (incorporated by reference to Exhibit 10.2 to Beacon Roofing Supply, Inc.'s current report on Form 8-K filed November 3, 2006).
- 10.3 Form of Beacon Roofing Supply, Inc. 2004 Stock Plan Stock Option Agreement for all employees, including executive officers who are not directors.\*
- 10.4 Form of Beacon Roofing Supply, Inc. 2004 Stock Plan Stock Option Agreement for non-employee directors (incorporated by reference to Exhibit 10.3 of Form 10-Q for the quarter ended March 31, 2006).\*
- 10.5 Form of Beacon Roofing Supply, Inc. 2004 Stock Plan Stock Option Agreement for employee directors.\*
- 10.6 Employment Agreement dated as of October 20, 2003 by and between Robert Buck and Beacon Sales Acquisition, Inc. d/b/a Beacon Sales Company (incorporated herein by reference to Exhibit 10.2 to Beacon Roofing Supply, Inc.'s Registration Statement on Form S-1 (Registration No. 333-116027))\*
- 10.7 Amendment to Employment Agreement dated as of May 19, 2004 by and between Robert Buck and Beacon Sales Acquisition, Inc. d/b/a Beacon Sales Company (incorporated herein by reference to Exhibit 10.3 to Beacon Roofing Supply, Inc.'s Registration Statement on Form S-1 (Registration No. 333-116027))\*
- 10.8 Amendment dated February 15, 2006 to the Employment Agreement between Robert R. Buck and Beacon Sales Acquisition, Inc. (incorporated herein by reference to Exhibit 10.1 to Beacon Roofing Supply Inc.'s current report on Form 8-K filed February 21, 2006)\*

**EXHIBIT  
NUMBER**

- 10.9 Amendment to Employment Agreement dated October 25, 2007 by and between Robert Buck and Beacon Sales Acquisition, Inc. d/b/a Beacon Sales Company (incorporated herein by reference to Exhibit 10.1 to Beacon Roofing Supply, Inc.'s current report on Form 8-K filed on October 26, 2007).\*
- 10.10 Executive Securities Agreement dated as of October 20, 2003 by and between Beacon Roofing Supply, Inc., Robert Buck and Code, Hennessy & Simmons III, L.P. (incorporated herein by reference to Exhibit 10.5 to Beacon Roofing Supply, Inc.'s Registration Statement on Form S-1 (Registration No. 333-116027))
- 10.11 Amendment to Executive Securities Agreement dated as of January 28, 2004 by and between Beacon Roofing Supply, Inc., Robert Buck and Code, Hennessy & Simmons III, L.P. (incorporated herein by reference to Exhibit 10.6 to Beacon Roofing Supply, Inc.'s Registration Statement on Form S-1 (Registration No. 333-116027))
- 10.12 1998 Stock Plan (incorporated herein by reference to Exhibit 4.1 to Beacon Roofing Supply, Inc.'s Registration Statement on Form S-8 (Registration No. 333-119747))\*
- 10.13 Amended and Restated 2004 Stock Plan (incorporated herein by reference to Exhibit 10.1 to Beacon Roofing Supply, Inc.'s current report on Form 8-K filed on February 11, 2008)\*
- 10.14 Amended and Restated Special Purchase Option Agreement dated January 28, 2004 by and between Beacon Roofing Supply, Inc. and Robert Buck (incorporated herein by reference to Exhibit 10.10 to Beacon Roofing Supply, Inc.'s Registration Statement on Form S-1 (Registration No. 333-116027))\*
- 10.15 Description of Management Cash Bonus Plan (incorporated herein by reference to Exhibit 10 to Beacon's Quarterly Report on Form 10-Q for the quarter ended December 31, 2007)\*
- 21 Subsidiaries of Beacon Roofing Supply, Inc.
- 23.1 Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
- 31.1 CEO certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 CFO certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 CEO certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 CFO certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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\*

Compensatory plan or arrangement.



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