

INDEX TO ANNUAL REPORT

	Page
Summary	1
Our Company.....	1
Ace’s Capital Stock Structure	2
Membership Applications – Subscription for Class A and Class C Stock	2
Repurchase of Shares by Ace.....	2
Patronage Distributions and Income Tax Treatment.....	2
Risks of Membership	3
Ace’s Business	3
Company History	3
Our Retailer Base	4
New Store Growth	4
Our Industry and Our Retailers’ Core Customers	5
Competitive Strengths.....	5
Merchandise Sales to Our Network of Retailers	7
Private Label Programs.....	8
Retailer Conventions.....	8
Ace Service Offerings	8
Other Ace Retailer Programs and Benefits	9
Distribution	9
Suppliers	9
Technology	10
Ace International.....	10
Trademark and Service Mark Registrations.....	11
Employees.....	11
Legal Proceedings	11
Regulation	11
Competition.....	11
Properties	12
Company Management and Directors	12
Members of the Board of Directors.....	12
Committees of the Board of Directors	14
How to Communicate with the Board of Directors.....	15
Senior Management	15
Financial Information	17
Report of Independent Auditors.....	17
Consolidated Balance Sheets for the Years Ended 2016 and 2015	18
Consolidated Statements of Income for the Years Ended 2016, 2015 and 2014.....	19
Consolidated Statements of Comp. Income for the Years Ended 2016, 2015 and 2014.....	20
Consolidated Statements of Equity for the Years Ended 2016, 2015 and 2014.....	21
Consolidated Statements of Cash Flows for the Years Ended 2016, 2015 and 2014.....	22
Notes to Consolidated Financial Statements	23
Management’s Discussion and Analysis of Financial Condition and Results of Operations.....	41
Company Overview	41

INDEX TO ANNUAL REPORT – (Continued)

Worldwide Store Count.....	41
Results of Operations.....	42
Liquidity and Capital Resources.....	45
Cash Flows.....	47
Off-Balance Sheet Arrangements.....	47
Contractual Obligations and Commitments.....	48
Application of Critical Accounting Policies and Estimates.....	48
Impact of New Accounting Standards.....	49
Qualitative and Quantitative Disclosure About Market Risk.....	50
Disclosure Regarding Forward-Looking Statements.....	51
Five Year Summary of Earnings and Distributions.....	52
Management’s Responsibility for Financial Statements.....	53
Membership Information.....	54
Membership Application, Agreements and Stock Subscription.....	54
Retailer Assessments and Charges.....	54
Patronage Distributions.....	61
Description of Capital Stock.....	62
Dividend Rights.....	62
Voting Rights.....	62
Liquidation Rights.....	62
Preemptive Rights.....	62
Redemption Provisions.....	63
Limitations on Ownership of Stock.....	63
Other Restrictions and Rights.....	63
Federal Income Taxes.....	65
Status of Class A and Class C Shares.....	65
Tax Treatment of Patronage Distributions.....	65
Risks of Membership.....	66
Risks Associated With Retail Business Generally.....	66
Risks Associated With the Retail Hardware Business.....	66
Risks Specifically Related to the Ace Retail Hardware Business.....	66
Risks Particularly Associated With Your Prospective Store.....	66
Risks Associated With Ace as Wholesaler and Primary Supplier.....	67
Risks Associated With Being a Member of the Ace Hardware Cooperative.....	67

This Annual Report contains information about our company. Unless otherwise indicated or required by the context, the terms “Ace,” “we,” “our,” “us” and the “Company” refer to Ace Hardware Corporation and all of its subsidiaries that are consolidated under U.S. generally accepted accounting principles (“GAAP”). The terms “member,” “retailer,” “member retailer,” “dealer,” “you,” “your” and similar words refer to someone who becomes a member of Ace and purchases our stock. In this Annual Report, we reference some of our own trademarked products (e.g., Clark + Kensington® paints) and services, as well as those of unrelated third parties with whom we do business (e.g., Valspar® paints); all trademarks appearing in this Annual Report are the property of their respective owners. Our fiscal years for the years 2016, 2015 and 2014 ended on December 31, 2016, January 2, 2016, and January 3, 2015, respectively. When we refer to a year, we are referring to the fiscal year ended on those respective dates. Data in this summary is as of December 31, 2016 unless indicated otherwise.

SUMMARY

Our Company

Ace Hardware Corporation markets and distributes hardware products, paint and other merchandise to our network of independent retailers around the world. We also provide value-added services such as advertising, market research, merchandising assistance, promotion support, assistance with site location, store format design, retail training services, insurance and store technology services. We have been an important part of the American business landscape for more than 90 years and are the largest cooperative, by sales, in the hardware industry. Ace today serves approximately 2,700 individual domestic retailers who operate approximately 4,400 domestic stores located in all 50 states and the District of Columbia. Ace Hardware International Holdings, LTD. (“AIH”), a majority-owned subsidiary of Ace, serves international retailers in approximately 60 foreign countries.

In 2014, the Company formed the Ace Wholesale Holdings LLC (“AWH”) legal entity for sales to non-member retailers. On February 19, 2014, AWH acquired Emery-Waterhouse (“Emery”), a distributor of hardlines products for independent lumber, paint, industrial and hardware outlets. On December 31, 2014, AWH acquired Jensen-Byrd Co., LLC (“Jensen”), a wholesale hardlines distributor. In fiscal 2015, AWH formed Emery Jensen Distribution (“EJD”) for sales outside of Emery and Jensen territories. The Company believes that these acquisitions and the formation of EJD will serve as a catalyst to further leverage wholesale purchasing power and advance the Company’s strategic plans to be a leader in the wholesale distribution industry.

Ace Retail Holdings LLC (“ARH”) is the owner of the 98 store Westlake Ace Hardware retail chain. As a result, the Company is also a retailer of hardware, paint and other merchandise.

Ace positions itself as “The Helpful Place”—a conveniently located hardware store that provides not only quality goods but also knowledgeable store staff. We believe that “The Helpful Place” is one of the most recognized slogans in the hardware and home improvement industry.

In 2016, Ace ranked “Highest in Customer Satisfaction with Home Improvement Retail Stores, 10 Years in a Row,” according to J.D. Power. We believe that we received this award for the tenth consecutive year because helpfulness is a promise that all associates at local Ace stores seek to fulfill every day as they serve their retail customers across the United States and around the world.

As the principal supplier to our U.S. retailer network, Ace purchases hardware, paint and other merchandise in quantity lots and resells this merchandise in smaller lots to our retailers. Ace’s aggregate purchasing volume and supplier relationships enable us to realize substantial purchasing savings and to pass such savings on to our retailers. This enables Ace’s retailers to have consistent access to a broad range of hardware and related products and to better compete in their local markets.

We operate 14 retail support centers (“RSCs”), nine freight consolidation/redistribution facilities and three other warehouse facilities across the United States that total over 11 million square feet of distribution space. Eleven of these RSCs, with a total of approximately 8.2 million square feet of distribution space, are Company-owned. In 2016, the Company began an expansion of the Wilton, New York RSC that will add approximately 400,000 square feet of owned distribution space. In addition, Ace and its subsidiaries also have distribution capabilities in Laredo, Texas; Dubai, United Arab Emirates; Colon, Panama; and Ningbo, China.

To help foster our retailers’ continued success, fuel their entrepreneurial spirit and enhance their viability in an increasingly competitive home improvement marketplace, Ace provides two basic programs for its member retailers—Ace Branded stores and Individually Branded stores.

Approximately 500 stores, or 11%, of our network of domestic stores are individually branded. Sales to these retailers represented approximately 6% of our 2016 fiscal year domestic merchandise sales. Our Individually Branded Retailer program is ideal for retailers who have strong individual name recognition in their local communities and do not rely as much on the Ace brand for their success. While they do not participate in Ace’s marketing programs, as members of Ace they still rely on Ace’s broad product assortment (including Ace private label products), low product pricing, extensive distribution network, and eligibility for patronage distributions. They go to market under their own business name and identity.

The remaining approximately 3,900 domestic stores, or 89%, of our network of domestic stores operate under the Ace brand. Sales to these retailers represented approximately 94% of our 2016 fiscal year domestic merchandise sales.

Ace also supports 20/20 Vision, its long-term retail growth strategy. The strategy builds on Ace's commitments to enhance retailer performance and ensure retailer growth, not only today, but long term. 20/20 Vision provides Ace and our retailers with a clear path to the future. The strategy is consumer-focused, aligned with our corporate strategy and contains two paths for growth that can be implemented separately or concurrently. The two paths for growth are Pinnacle Performance Retailing and Accelerated Store Growth. Pinnacle Performance Retailing is designed to help Ace retailers improve their store performance by increasing sales and net profits. Accelerated Store Growth is designed to encourage Ace retailers with the desire and ability to open new stores. It is also intended to increase store count through new investors, conversions of competitors' stores and by reducing the number of stores that leave Ace or close.

Ace's Capital Stock Structure

Our capital stock is divided into two classes, Class A and Class C. Only Class A Stock has voting rights. Class C Stock is issued in connection with all store memberships and annually as part of our patronage distribution. Our Board of Directors has the right to redeem portions or all of the outstanding shares of Class C Stock that have been issued as patronage distributions. If Ace is ever liquidated, the outstanding shares of Class C Stock have priority over the outstanding shares of Class A Stock in the distribution of our net assets. If our net assets were to exceed that priority amount, they would be distributed proportionately among the stockholders of both classes of our stock. (See "Description of Capital Stock—Voting Rights," "—Liquidation Rights" and "—Redemption Provisions.")

Ace operates as a cooperative. Accordingly, the declaration of dividends on any shares of any class of our stock is prohibited. (See "Description of Capital Stock—Dividend Rights.")

Membership Applications – Subscriptions for Class A and Class C Stock

The purchase of our stock enables retailers to obtain membership in Ace. Membership entitles our retailers to purchase merchandise and services from us. Members are also eligible to receive patronage distributions based on the volume of merchandise they purchase from us, but these distributions are dependent on Ace's patronage-based business being profitable. (See "Membership Information—Patronage Distributions—Patronage Distribution Determinations.") We cannot guarantee that patronage distributions will be made for any year.

Our stock is sold only to approved retailers of hardware and related products who apply for membership in Ace Hardware Corporation. The purchase price (par value) for each share of Class A Stock is \$1,000 and the purchase price (par value) for each share of Class C Stock is \$100.

For an initial membership, you must subscribe and pay for one share of Class A Stock plus 40 shares of Class C Stock, with an aggregate subscription price of \$5,000. You must also pay a \$5,000 fee for processing your membership application. If you apply for membership for an additional store location that you own or control, you must subscribe and pay for 50 shares of Class C Stock (\$5,000) for that location and pay another \$5,000 processing fee.

Your membership may generally be terminated upon various notice periods and for various reasons, including voluntary termination, as provided in the Membership Agreement.

Ace also sells merchandise to retailers that are not members of Ace through its AWH and AIH subsidiaries, but such non-member retailers do not own any Ace stock and are not eligible to receive any patronage distributions.

Repurchase of Shares by Ace

If your membership for a store location terminates, your Class A share and all of your Class C shares for that location must be sold back to us, generally at par value, unless the shares are transferred to another party whom we agree to accept as a retailer for that location. We generally pay the repurchase price in a combination of cash and an interest-bearing four-year installment note. (See "Description of Capital Stock—Other Restrictions and Rights.")

Under Delaware corporate law, we are not allowed to repurchase any of our shares if our net assets are less than the par value of our aggregate outstanding shares of capital stock or if our net assets would be reduced below that amount by virtue of the repurchase.

Patronage Distributions and Income Tax Treatment

As a cooperative, we distribute patronage annually to member retailers based on their merchandise purchases from us. Under our current plan, which can be modified by our Board of Directors, 40% of the total annual patronage distribution to each retailer is paid in cash. The remainder is paid in shares of Class C Stock and in Patronage Refund Certificates. The cash portion of any patronage distribution payable to a past due or terminated retailer is generally applied against that retailer's indebtedness or other obligations to us, if any, unless the retailer makes a written request to receive 20% of the patronage distribution in cash. (See "Membership Information—Patronage Distributions.")

The cash payments and stated dollar amounts of Class C Stock and Patronage Refund Certificates along with the fair market value of any other property that we distribute as patronage, are considered income for federal income tax purposes. (See “Federal Income Taxes—Tax Treatment of Patronage Distributions.”)

Risks of Membership

Owning and operating a retail hardware store as an Ace retailer, especially a group of such stores, can be rewarding, both financially and otherwise. There are, however, a number of risks that one should consider carefully before making a decision to become an Ace retailer. See “Risks of Membership” for some of the more important risks. There may be other issues, risks and benefits particularly relevant to you that are not summarized in the “Risks of Membership” section.

ACE’S BUSINESS

Company History

Our company traces its history to the early 1920s, when the traditional way of buying hardware merchandise was to purchase products from a middleman or “jobber.” This distribution method drove up the price on every hardware item, thereby cutting into the retailer’s profit. In response, a group of Chicago-area hardware retailers - Richard Hesse, William Stauber, Frank Burke, Gern Lindquist, and Oscar Fisher - decided they would pool their hardware buying needs, which allowed them to buy directly from manufacturers and to eliminate the jobber. This strategy enabled those retailers to realize considerable savings, decrease inventory costs and compete more effectively with the larger stores in their markets - a concept still valid today.

In 1928, this group of retailers incorporated their business in Illinois as Ace Stores (later re-named Ace Hardware Corporation). The Company was named in honor of the superior World War I fliers dubbed “aces.” We opened our first warehouse in 1929, and by 1934, our membership had grown to 41 retailers and our annual sales exceeded \$650,000. During the 1960s, we expanded into the south and west regions of the country, and by 1969, we had opened distribution centers in Georgia and California - our first distribution facilities outside of Chicago. We opened our first international store, in Guam, in 1968.

By the early 1970s, large home center chains began to take market share from small independent retailers. In response, Ace and our retailers began operating as a cooperative. In 1976, our retailers took full control when shareholders elected the first Board of Directors comprised solely of retailers. By this time, our wholesale sales had reached \$382 million. Ace had retailers in all 50 states and the District of Columbia by 1979. By 1985, Ace had reached \$1 billion in sales. Ace reached \$2 billion in sales in 1993, \$3 billion in sales in 1998, \$4 billion in sales in 2013 and \$5 billion in sales in 2015. The 2013 fiscal year also marked Ace’s first year with more than \$100 million in net income.

Although Ace has had a retail presence outside the United States since the late 1960s, Ace implemented a more focused international growth strategy during the 1990s. In 2011, the Company restructured its international operations so that they are no longer a division within Ace’s cooperative, but rather a stand-alone entity, with its own board of directors and management team. AIH is a majority-owned and controlled subsidiary of the Company with a noncontrolling interest owned by its international retailers. AIH currently has a retail presence in approximately 60 countries, with third-party distribution facilities in Dubai, United Arab Emirates; Colon, Panama; and Ningbo, China.

In December 2012, ARH acquired all of the outstanding shares of capital stock of WHI Holding Corp. (“WHI”). WHI owns all outstanding shares of Westlake Hardware, Inc. (“Westlake”). Westlake is based in Kansas City, Missouri and operates 98 neighborhood hardware stores located throughout the Midwest under the name Westlake Ace Hardware.

In February 2014, AWH acquired Emery. Emery is based in Portland, Maine and operates as a hardware wholesaler throughout the New England and New York metropolitan areas. It maintains its own warehouse facilities in Portland and in Pittston, Pennsylvania. In December 2014, AWH acquired Jensen, based in Spokane, Washington, which operates as a wholesale hardlines distributor throughout the Pacific Northwest. In fiscal 2015, AWH formed a third legal entity, Emery Jensen Distribution, for sales to third-party retailers outside of Emery and Jensen territories.

Ace’s customer loyalty program, Ace Rewards®, boasts approximately 39 million members. Acehardware.com is the online face of our brand and trusted destination for online products and project solutions, and averages more than 150,000 daily visitors. Ace has invested in other digital media such as Facebook, Twitter, Instagram, Pinterest and YouTube. Currently, Ace has more than 558,000 Facebook fans, more than 130,000 Twitter followers, more than 18,000 Instagram followers, 24,500 Pinterest followers, and more than 10.2 million video views on YouTube. Ace also has a mobile website that allows consumers to shop from their smart phone, as well as mobile apps for both iOS and Android devices. Ace continues to rank highly on national scales of service and customer satisfaction, and has earned numerous other awards and accolades, including:

- In 2016, Ace ranked “Highest in Customer Satisfaction with Home Improvement Retail Stores, 10 Years in a Row,” according to J.D. Power.
*Ace Hardware received the highest numerical score in the J.D. Power 2007-2016 Home Improvement Retailer Satisfaction Studies. 2016 study based on 2,995 total responses from six stores measuring experiences and perceptions of customers, surveyed January-February 2016. Your experiences may vary. Visit jdpower.com.
- In 2016, Ace ranked No. 1 in its category on *Entrepreneur* magazine’s esteemed Franchise 500® list. In addition, Ace Hardware ranked No. 14 on the list overall.
- In 2016, Ace ranked No. 6 on the *Franchise Times* Top 200, the annual list of largest U.S. franchises by worldwide sales.
- The *Chicago Tribune* named Ace Hardware Corporation one of the Top Workplaces of 2016.
- In 2016, Ace’s private label brand, Celebrations, was named a 2016 award-winner by the Private Label Manufacturers Association.

Our Retailer Base

Ace has been able to attract and retain a strong base of experienced retailers by offering a broad range of products at very competitive prices, providing exceptional product availability, service levels and assisting retailers with numerous retail operational activities. As of December 31, 2016, Ace had approximately 2,700 domestic retailers operating approximately 4,400 domestic retail locations.

Ace’s network of retailers covers all 50 states and the District of Columbia in the U.S. and, through our affiliated companies, customers in approximately 60 foreign countries. As of December 31, 2016, the largest concentrations of Ace retailer stores were in California (approximately 9%), Florida and Texas (approximately 6% each), Illinois and Michigan (approximately 5% each), and Georgia and New York (approximately 4% each). Ace shipped the largest percentages of merchandise in fiscal year 2016 to California (approximately 11%), Florida (approximately 6%), Illinois and Texas (approximately 5% each), and New York, Michigan, and Washington (approximately 4% each).

New Store Growth

The Company has a focused effort on attracting new retailers and on identifying growth opportunities for the Company and its retailers. The total number of Ace domestic locations during each of our past three fiscal years is summarized in the following table (excludes retail outlets served by AWH):

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Retail outlets at beginning of period	4,311	4,251	4,171
New retail outlets added	152	158	201
Retail outlets terminated	<u>(100)</u>	<u>(98)</u>	<u>(121)</u>
Retail outlets at end of period	<u>4,363</u>	<u>4,311</u>	<u>4,251</u>
Retailers having single or multiple outlets at end of period	2,738	2,746	2,763
Retailer branch locations at end of period	1,527	1,474	1,403
Company operated retail outlets	<u>98</u>	<u>91</u>	<u>85</u>
Retail outlets at end of period	<u>4,363</u>	<u>4,311</u>	<u>4,251</u>

Ace's strong competitive posture translates into success for many retailers who open new stores. The following charts show domestic new store continuations by year for, respectively, "new investor" and existing retailer "branch" stores that Ace approved for membership in each of the last five years.

New Investor Stores
No. of Stores Continuing with Ace at the End of Each Year

<u>Year</u>	<u>No of Stores Approved for Ace Membership</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
2012	31	24	26	27	28	30
2013	31	28	30	31	31	
2014	34	32	33	33		
2015	35	33	35			
2016	33	33				

New Branch Stores
No. of Stores Continuing with Ace at the End of Each Year

<u>Year</u>	<u>No of Stores Approved for Ace Membership</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
2012	51	48	50	50	50	51
2013	66	64	65	65	66	
2014	61	60	61	61		
2015	78	78	78			
2016	70	70				

Our Industry and Our Retailers' Core Customers

The overall U.S. home improvement industry consists of a broad range of products and services, including lawn and garden products, paint and sundries, certain building supplies and general merchandise typically used in connection with home and property improvement, remodeling, repair and maintenance. Sales within this U.S. market were estimated to be in excess of \$358 billion in 2016 by the North American Retail Hardware Association. This industry is highly fragmented and encompasses "big box" home improvement centers (such as The Home Depot, Lowe's and Menards); retail hardware stores (such as stores affiliated with our Company as well as stores affiliated with True Value and Do it Best); traditional department stores and chains offering hardware merchandise (such as Sears); and regional lumber yards and builder-contractor shops (such as 84 Lumber and United Building Centers).

Our domestic retailers generally compete in what we call the "convenience hardware" segment of the overall home improvement industry. As differentiated from the overall home improvement industry, we consider the "convenience hardware" segment of the industry to be characterized by purchases primarily of products related to home improvement and repair. These products include paint and related products and lawn and garden equipment, as well as those products less focused on large-scale building, renovation and remodeling projects. According to a report by the North American Retail Hardware Association, U.S. convenience hardware store sales were estimated at approximately \$46 billion in 2016. Ace estimates that its approximately 4,400 domestic outlets generated approximately \$12 billion in retail sales in 2016, capturing 26% of the domestic convenience hardware market.

We believe the core customer of the convenience hardware market is a mission shopper who values helpful service, convenience and the feel and experience of a neighborhood hardware store. These customers' purchases are typically lower ticket-price items driven by do-it-yourself improvement, repair and maintenance projects and the need for everyday household and lawn and garden items. We believe our retailers' core customer differs from the core customers of the large-format stores in that those stores typically value customers who are driven by larger scale home building and home improvement projects. Our internal analysis of customer purchases shows that the everyday improvement, maintenance and repair objectives of our retailers' customers are a significant driver of our retailers' sales.

Competitive Strengths

We believe the following competitive strengths distinguish Ace from our peers and contribute to our continued success in the convenience hardware market:

Well-Regarded for Exceptional Customer Service and Convenience. Ace positions itself as "The Helpful Place" and our local retailers differentiate themselves not only by providing high quality goods but also through their accessible, helpful and knowledgeable store staff. We believe that "The Helpful Place" is one of the most recognized slogans in the home improvement industry. In addition

to helpfulness, we believe our retailers benefit from their efficient store size and numerous, convenient locations. We believe that in comparison to larger home improvement centers and “big-box” competitors, Ace customers value our retailers’ accessible and friendly staff and the ease and speed with which they can find and purchase their desired products.

Strength of Distribution Operations. Our extensive distribution network includes 14 domestic RSCs as well as our fleet of tractors and trailers, which allows us to effectively supply our network of approximately 4,400 domestic stores. Our RSCs are equipped with information technology systems that efficiently manage and track inventory and contribute to the exceptional product availability service levels that we are able to offer to our retailer network. Our average service levels, or fill rates, were 96.5%, 96.7%, and 96.1% for 2016, 2015, and 2014, respectively. We measure our fill rates as the percentage of units ordered that are shipped.

Ace’s extensive distribution network is key to our members’ success. Our RSCs use an integrated information service system that enables us to monitor inventory turns and levels, and to forecast labor needs at various sales volumes. This system provides Ace with daily operational information and assists us in managing our inventory and workforce.

Ace transports products from our RSCs with our truck fleet of approximately 450 tractors and approximately 1,450 freight trailers. The size of the Company’s owned and leased tractor-trailer fleet allows the Company to operate a significant backhaul business. Backhauling allows the Company to transport product from our suppliers to our crossdock facilities and our RSCs, reducing freight costs, shortening lead times and improving inventory turnover.

AWH is positioned to rapidly expand its footprint by leveraging existing Ace RSCs to become a national force for both member and non-member retailers.

Consolidated Purchasing Enhances Competitiveness of our Retailers. Ace is able to obtain lower prices on products by pooling our retailers’ buying power. The Company further reduces retailers’ cost by importing many products from overseas vendors. Under extended dating programs, the Company is given favorable payment terms on seasonal products, such as lawn and garden products, holiday promotional items and winter care products. The Company is able to pass along these extended terms to our retailers, which helps with their working capital and cash flow.

Differentiated Product and Service Offerings. We attract and retain a strong base of experienced retailers by offering a broad range of products at very competitive prices and assisting retailers with improving their operational efficiency. Our retailers and their customers value the selection of over 10,000 private label products available under the Ace brand, including specialty product offerings such as Clark + Kensington® Paint. We also offer our retailers an extensive selection of some of the biggest brand names in the hardware industry including, but not limited to, Scotts® Lawn and Garden products, Weber® grills, Big Green Egg®, Stihl® power equipment, Yeti® coolers and Toro®, many of which offer exclusive products and promotions only for Ace retailers. Additional high-quality product offerings include Valspar® Paints which, together with Ace Paints, form our two-brand paint strategy. Ace has agreements with Sears Holdings which enables our participating retailers to sell an assortment of Craftsman® tools, lawn and garden power equipment, garage door openers and Kenmore® vacuum cleaners and water heaters that they buy from us through our RSCs. In addition, all Ace stores can participate in our national promotions of selected Craftsman® products. Under an agreement with East Penn Manufacturing, Ace retailers can purchase and sell Diehard® automotive, lawn & garden, marine, and power sport batteries.

Our service offerings allow our retailers to benefit from best practices in all aspects of managing their business, including new store development, customer service, recommended pricing, inventory management, finance and insurance, labor scheduling and marketing. These services, in addition to ongoing educational and training programs, help enhance the overall efficiency and profitability of our member retailers’ businesses and contribute to their loyalty to the Ace brand.

Diversified Network of Independent Retailers. We serve a geographically diverse network of retailers who operate approximately 4,400 domestic stores located in all 50 states and the District of Columbia. This broad network of retailers mitigates dependence on any one region of the country and reduces the impact of regional downturns. Moreover, the Company’s performance is not reliant on any one retailer. The largest retailer owns 48 stores and represents approximately 1% of our merchandise sales. The Company’s ten largest retailers (by purchase volume) own 250 stores and represent approximately 6% of our merchandise sales. Ace-affiliated companies serve international retailers in approximately 60 foreign countries. In fiscal year 2016, approximately 5% of Ace’s merchandise sales were made to locations outside the United States.

Long-Term, Stable Relationships with Retailers. We believe we benefit from the significant number of retailers that are long-term members of the Ace cooperative. As of December 31, 2016, approximately 78% of our retailers have been members for at least five years and approximately 66% and 38% have been members for at least 10 and 20 years, respectively.

Depth of Our Experienced Management Team. Our team of senior officers has extensive experience and long-term service with the Company. This group has an average of approximately 17 years of experience at Ace. In addition, we benefit from the functional expertise of our merchandise buying group, our retail support center managers and our extensive field support staff. Our leadership team has demonstrated its ability to manage Ace through past market cycles and has a successful track record of growing our business, delivering operational improvements and serving our member retailers.

Merchandise Sales to Our Network of Retailers

Ace employs a business philosophy that focuses on purchasing high-quality products at the lowest cost available, providing high levels of customer service at retail stores and making strategic investments in our distribution network. This philosophy has enabled us to establish strong, long-term customer and retailer relationships and to be viewed as a reliable and innovative performer in our respective markets.

We offer our retailers a full line of hardware products including hand and power tools, plumbing and heating supplies, garden equipment, electrical supplies, housewares and appliances, and general merchandise such as paint, cleaning and related products. Items are regularly added to and deleted from our product lines on the basis of market research, customer demand and sales volumes (at both wholesale and retail), recommendations of suppliers and other factors.

We offer approximately 95,000 Stock Keeping Units (SKUs), including nationally branded merchandise and private label products through our network of RSCs. Our extensive product line enables us to provide our hardware store retailers' with the majority of the products they need.

Ace sells merchandise to our retailers in three ways:

- Warehouse sales involve the sale of merchandise that we regularly carry in our inventory at our RSCs.
- Bulletin sales involve special bulletin offers where we place a special order for merchandise after retailers commit to buy specific quantities of it.
- Direct shipment sales involve sales where the merchandise is shipped directly to retailers by vendors.

Warehouse sales involve the sale of merchandise that we stock at our RSCs. We purchase large quantities of merchandise (mainly from manufacturers), stock it in our RSCs and sell it in smaller lots to our retailers. Most of these products are sold at a price based primarily on our cost, to which we add freight charges and a variable handling charge of approximately 10%. We maintain inventory quantities sufficient to meet normal replenishment orders, which enable us to keep our inventories at productive levels. Orders are usually filled within one day of receipt.

Warehouse sales accounted for approximately 81% of Ace's 2016 fiscal year wholesale merchandise sales. The following is a breakdown of our total warehouse sales among various general classes of merchandise for each of the past three fiscal years:

Class of Merchandise	2016	2015	2014
Paint, cleaning and related supplies	20%	20%	21%
Plumbing and heating supplies	13	14	15
Garden, rural equipment and related supplies	17	17	17
Electrical supplies	10	11	10
Hand and power tools	11	11	10
General hardware	8	8	8
Sundry	14	12	12
Housewares and small appliances	7	7	7

Bulletin sales (which are included in warehouse sales) involve special bulletin offers where we place a special order for merchandise after retailers commit to buy specific quantities of it. Bulletin sales generally relate to retail promotional events and seasonal products, and accounted for approximately 7% of Ace's 2016 fiscal year merchandise sales. We purchase merchandise for bulletin sales based upon retailers' orders. When the bulletin shipment arrives, we break it up into smaller quantities and deliver it to the retailers who ordered it. We generally apply a handling charge of approximately 6% to bulletin sales, plus freight charges.

Direct shipment sales include sales where the merchandise is shipped directly to retailers by vendors. Direct shipment sales accounted for approximately 19% of Ace's 2016 fiscal year wholesale merchandise sales. Retailers place direct shipment orders with our vendors. The vendors then bill Ace for these orders and ship the merchandise directly to retailers. We, in turn, bill the ordering retailers for the cost of the merchandise (including freight where applicable) plus a fixed percentage handling charge based on each retailer's prior year direct shipment dollar volume. The handling charge begins at 2.0% and declines to 0.5% for those retailers whose annual purchase volumes exceed \$815,000.

We charge freight to retailers on all warehouse sales. The freight rate is billed as a fixed percentage of each retailer's warehouse purchases. Additionally, a fuel surcharge may be applied to the freight charge if the national average cost of diesel exceeds \$2.05 per gallon based on an established matrix. Sales made by our affiliated companies to retailers located outside of the continental United States may incur additional freight and handling charges related to ocean container transportation.

Private Label Programs

Our merchandise offering to our retailers also includes privately labeled products. Ace's private label program provides our domestic retailers with over 10,000 Ace private label and store branded SKUs. RSC sales of private label product were \$634.0 million in 2016. We have six store brands including: Celebrations, Grill Mark, Home Plus, Living Accents, Oak Brook and Steel Grip. Sales of Ace private label represented approximately 17% of the Company's merchandise sales in 2016.

When choosing merchandise for the private label Ace brand, we target products that are not highly brand sensitive. We are moving forward with Ace's private label legacy by continuing to launch our newly redesigned packaging by category. This packaging defines Ace core and premium products to help differentiate quality for the consumer. We plan to convert the packaging on the remaining few categories during the first half of 2017. The Celebrations Platinum Collection was named a 2016 award winner by the Private Label Manufacturers Association in the Home and Seasonal category.

The Company purchases its private label products from over 290 suppliers on an item-specific basis. We ensure consistent quality in our private label products through various means including factory site visits, third-party laboratory testing for some products, and specific criteria for imported products. The Company changes suppliers from time to time when product quality or pricing improvements are available.

Retailer Conventions

Twice per year at various locations in the U.S., Ace hosts a convention and trade show for Ace retailer owners and their store employees. Ranked individually as some of the largest trade shows in the U.S., these conventions offer invaluable opportunities for show attendees, including discounted offers on product orders, preview looks at new products and services, and targeted training on a wide variety of subjects. We invite existing and prospective retailers and vendors. Our conventions also provide our retailers with the ability to view the newest store planograms and displays in order to get their stores updated with the latest suggested layouts. Vendors display regular, new and seasonal merchandise. Retailers generally place orders for merchandise that we will deliver to them before the next convention.

Ace Service Offerings

In addition to hosting conventions as well as other shows and product exhibits for our retailers, we also provide them with many special services. We offer all of these services at established charges. These services include inventory control systems, fact-based, market driven retail pricing recommendations, and a "checklist" service that provides current information about all of our product offerings. We also provide a choice of ongoing educational and training programs for retailers. (See "Membership Information—Retailer Assessments and Charges.")

The Company's district managers support retailers with a detailed analysis of store operations, pricing, advertising, inventory control and merchandising plans to help retailers enhance their competitive position. Our services include:

- *Pricing-Related Services.* While each of our retailers determines the pricing strategy for his or her own stores, we offer retailers an assortment of pricing-related services designed to help improve their gross margin dollars and enhance price competitiveness. These include services such as recommended localized pricing, item changes, as well as loyalty programs and promotions via electronic communications for each store.
- *Advertising.* We support Ace's strong brand name recognition by making significant investments in national television, audio (terrestrial radio and streaming), and digital banner ads. Ace has editorial spokespeople. Lou Manfredini, a nationally known home improvement expert, serves as Ace's Home Expert. We also use a panel of Design Experts and Amy Howard, along with a hand-selected group of DIY bloggers. We provide tools to support our retailers' regional and local advertising efforts. Ace offers a local portal called Ace Brand Place that our retailers can use to create customized local marketing materials such as emails, postcards, billboards and signage. Retailers are able to download for free more than thirty customizable TV and radio commercials and digital banner ads.
- *Ace Rewards®.* To further promote the Ace brand name, Ace maintains a preferred customer loyalty program, Ace Rewards. The program is aimed at delivering consumer touch points which drive profitable revenues to retailers and leverage the relationship between customers and their local Ace stores. As of December 31, 2016, Ace Rewards has approximately 39 million members linked to over 3,200 Ace stores. Average spending for Ace Rewards customers is higher than for non-Ace Rewards customers, as the average transaction amount for Ace Rewards customers is approximately 22% higher than non-Ace Rewards customers. The Company's co-branded Visa credit card, affiliated with U.S. Bank and launched in 2010, enables customers to earn additional rewards points. As of December 31, 2016, there are over 70,000 Ace Rewards Visa card holders.
- *Market and Consumer Research.* We provide market and consumer research to our retailers. In an effort to delineate the strengths and weaknesses of major competitors in the marketplace, the Company conducts consumer research on a national

level. On the local level, the Company helps assess the trade area of existing stores, the potential of the trade area and the performance level of individual stores.

- *New Store Analysis.* In analyzing new or expanded store opportunities, the Company assists retailers with site analysis, demographic information, store size and format recommendations, sales and other projections, décor, merchandising and advertising.
- *Bankcard Program.* We provide credit and debit card transaction processing for our retailers. The Company acts as the merchant of record and processes credit and debit card settlements. Retailers' sales transactions are transmitted daily and automatically credited to their Ace statement.
- *Insurance Services.* Our wholly owned subsidiary, Ace Insurance Agency, Inc., provides a retailer commercial insurance program. This program offers property, general liability, flood, business interruption, employment practices, rental, cyber, crime, wind and workers' compensation insurance. Ace Insurance Agency, Inc. is managed by experienced industry professionals and is licensed in all 50 states and the District of Columbia.
- *Analysis of Underperforming Stores.* The Company tracks the financial performance of all stores. When appropriate, we formulate marketing and operational recommendations targeted to improve individual store performance.
- *Retailer Credit.* Generally, the more collateral, guarantees or other evidence of financial strength, the higher the Ace credit limit for which that retailer qualifies. We periodically review and establish credit limits for retailers based on payment history and financial ratios, as well as other considerations relating to the performance of specific retailers.
- *Retailer Loans.* The Company has various lending programs which are available to qualified retailers. The notes bear interest at various rates based on market rates, the loan program or the retailer's credit quality. Payments on these notes are primarily collected by the Company through the application of future patronage distributions, retailer billings or stock repurchases.

Other Ace Retailer Programs and Benefits

We offer other programs designed to maximize our retailers' competitive position. These programs include:

- *New Store Incentives.* Ace's New Store Incentives help qualifying retailers, including prospective conversion stores, open new locations by providing substantial merchandise credits in exchange for remaining an Ace retailer for five years.
- *Payment Terms on Seasonal Merchandise.* Ace provides extended payment terms (datings) on seasonal and certain other merchandise purchases to assist retailers with their cash flow. These datings are intended to allow the retailer to capture the cash flow of the merchandise sale before being required to pay Ace.

Distribution

Ace's extensive distribution network is key to our members' success. Our RSCs use an integrated information system that enables us to monitor inventory turns and levels, and to forecast labor needs at various sales volumes. This system provides Ace with daily operational information requirements and assists us in managing our inventory and workforce. Through this system, Ace is able to track every pallet of merchandise in our RSCs and coordinate our warehouse picking operation.

Ace also utilizes technology to ensure low cost distribution, including voice-picking and inbound and outbound radio frequency scanning. The result is improved order accuracy that enables most retailers to avoid verifying quantities of merchandise received at the retail location. Additionally, our retailers can check inventory availability, make special purchase requests and monitor prices on commodity items through ACENET, our intranet that serves as the primary communication vehicle between us and our retailers.

Ace's RSC locations distribute merchandise to our retailers in a timely fashion. Ace transports products from our RSCs with our own truck fleet of approximately 450 tractors and approximately 1,450 freight trailers. We generally lease tractors and own trailers.

The size of the Company's owned and leased tractor-trailer fleet allows the Company to operate a significant backhaul business. Backhauling allows the Company to transport product from our suppliers to our crossdock facilities and our RSCs, reducing inbound freight costs, shortening lead times and improving inventory turnover. Our average service levels, or fill rates, were 96.5%, 96.7%, and 96.1% for 2016, 2015, and 2014, respectively.

Suppliers

Ace purchases merchandise from approximately 4,000 suppliers ranging from local suppliers to large multinational corporations. No one supplier accounted for more than 3% of products purchased in fiscal 2016. Our top ten vendors accounted for approximately 23% of our merchandise purchases in 2016. We maintain a staff of experienced merchants in each of our product departments who work closely with our suppliers' sales staffs.

Ace works with our suppliers to ensure a timely flow of products to our retailers. Through collaborative replenishment programs, Ace communicates RSC inventory and product sales information electronically to certain suppliers who are then responsible for generating orders automatically based on this data. These programs are advantageous to Ace, our retailers, and our suppliers. We can maximize utilization of our RSC warehouse space and increase inventory turns, while our suppliers are provided with current and accurate demand data for their products, and our retailers receive over 96% of the items they order.

Technology

Ace uses technology to maximize efficiency both in our retailers' operations and in our RSCs. Among the computerized retail services developed or supported by Ace for our retailers are: (i) retail store systems, including point-of-sale (POS) to manage pricing and product promotion; (ii) inventory, merchandising and pricing software (including category management and shelf-management); and (iii) other management information and productivity systems, including drop-ship support. Many in-store operations are enhanced and streamlined by using Ace supported programs. These programs include:

- Eagle for Windows—This third-party system is a distributed in-store computer that provides POS, inventory management, accounts receivable, accounts payable, general ledger and reporting capabilities. The system allows the retailer to create computer-generated orders for stock replenishment, participate in the Ace Rewards customer loyalty program, and is integrated to a number of the enterprise systems at the Ace corporate headquarters.
- ACENET—This intranet site serves as the primary communication platform between Ace and our retailers. In addition, a wealth of information such as product catalogs and special ordering functions can be accessed through this program. ACENET is a portal for the *Ace Way of Retailing*, which documents the best practices for operating an Ace store. In 2014, this platform underwent a significant upgrade.
- www.acehardware.com— Ace Hardware's website is its branding, shopping and research solution for consumers, and it received over 52 million visitors in 2016. The website offers online shoppers more than 55,000 SKUs that can be shipped directly to their home or to their local Ace store. Retailers are also able to create personalized web pages for their stores on this site. In 2015, Ace implemented an In-Store Pickup (ISPU) feature that allows consumers to check product availability at their local Ace and if they choose, order online and pick up at their Ace store as early as the same day.
- TheSupplyPlace.com – this business-to-business (“B2B”) ecommerce website supports the Ace retailer in growing their B2B customer base and increasing their business with existing B2B accounts. This site integrates with the Eagle for Windows in-store system and provides customer specific pricing, the ability to display non-Ace items, and support for account inquiries of the store's B2B customers.

Ace has invested significantly in wholesale information technology to build and manage an enterprise architecture and high-speed telecommunications network that links manufacturers, wholesale distribution, Ace retailers and consumers in the supply chain. We anticipate continued investment in technology for the foreseeable future.

Ace International

We opened our first international store in 1968 and since then have developed a sizable international business. In early 2011, we restructured our international operations into a new stand-alone legal entity as opposed to a division within the Ace cooperative structure. AIH plans to achieve its growth strategy by enhancing existing wholesale and retail support services for its international retailers as well as providing them additional resources such as regional distribution facilities, region-specific product assortments and services. AIH has its own management team and board of directors. AIH is a majority-owned and controlled subsidiary of the Company with a noncontrolling interest owned by its international retailers. Ace-affiliated retailers located outside the U.S. do not own shares of stock in the Company nor do they receive patronage dividends.

AIH has retailer relationships in approximately 60 countries and U.S. territories. The major regions in which it does business include the Middle East, Caribbean, Latin America, the Pacific Rim and Asia.

AIH currently has offices located in Dubai, United Arab Emirates; Colon, Panama; and Ningbo, China, each providing in-country resources to international retailers in their respective regions. The China facility also serves as a buying office, sourcing direct-import products from Asia for both Ace domestic and international retailers. In addition, AIH manages warehouse operations through third-party providers located in Dubai, United Arab Emirates, Colon, Panama and Ningbo, China. These warehouses provide region-specific merchandise to AIH's retailers.

Currently, AIH operates two facilities in the U.S. that provide freight forwarding services to our affiliated international retailers: one is located in Medley, Florida and the other in Carson, California.

The Company's percentage of merchandise revenues by geographic region in fiscal years 2016, 2015 and 2014 are presented in the table below:

	2016	2015	2014
United States revenues	95.2%	95.3%	95.1%
Foreign revenues	4.8	4.7	4.9
Total revenues	100.0%	100.0%	100.0%

Trademark and Service Mark Registrations

The names "Ace Hardware" and "Ace" are used extensively by retailers and us in the promotion, advertising and marketing of products and services that we and our retailers sell. We have had various trademark and service mark registrations issued by the U.S. Patent and Trademark Office for these and other marks.

Employees

As of December 31, 2016, we had approximately 7,000 employees, of whom approximately 1,750 were salaried employees. None of the Company's employees are covered by a union contract. In general, our employees are covered by non-negotiated benefit plans that include healthcare, death benefits and, with few exceptions, 401k retirement benefits.

Legal Proceedings

From time to time the Company is involved in various legal and administrative proceedings that are incidental to its business, including claims relating to product liability, general negligence, environmental issues, employment, intellectual property and other matters. It is not expected that the ultimate resolution of any of these matters will have, either individually or in the aggregate, a material adverse effect on the Company's consolidated financial position or results of operations.

Regulation

The Company is subject to federal, state and local laws and regulations governing businesses generally. Management believes that the Company is in substantial compliance with all federal, state and local laws and regulations governing its business.

Competition

The retail hardware business is highly fragmented and intensely competitive. Our retailers' competitors include many large companies that have substantially greater market presence, name recognition, and financial, marketing and other resources than we or our retailers do. We and they compete directly or indirectly with "big-box" home improvement centers (e.g., The Home Depot, Lowe's, Menards and others); retail hardware stores, some of which are affiliated with other large retailer-based hardware cooperatives (e.g., True Value and Do it Best); traditional department stores and chains offering hardware merchandise (e.g., Sears); regional lumber yards and builder-contractor shops (e.g., 84 Lumber, United Building Centers); mass merchandisers, warehouse clubs and discount stores (e.g., Wal-Mart, Sam's Club, Costco, Target, Kmart); and catalog and Internet-based retailers (e.g., Amazon.com).

The Company's competitors include many of the same companies including True Value and Do it Best, but also include national, regional and local warehouse distributors such as Orgill and United Hardware.

For over 90 years, Ace has successfully weathered competitive pressures and various economic cycles. We believe that Ace's longevity is due to our ability to adjust to changing market conditions.

The Company believes that its business strategy provides the Company and our retailers with a significant competitive advantage. By leveraging the purchasing power of Ace's large retailer base, we can obtain products at competitive prices from our vendors. In addition, the Company's retailer-focused support services help our retailers to compete in their local markets. The Company believes that it achieves a significant competitive advantage by combining the purchasing and operating efficiencies from its centralized supply and support services with the local market flexibility and entrepreneurship of our independent retailers.

The Company believes it can continue to compete successfully on the wholesale level and support the competitive efforts of our retailers by continuing to provide them goods at competitive prices and the support services referred to above.

Properties

Ace's general offices are located at 2200 Kensington Court, Oak Brook, Illinois 60523. The following table lists our primary offices, distribution, warehousing and other facilities, and indicates whether each property is owned or leased.

Location	Square Feet of Facility	Owned or Leased
General Offices:		
Oak Brook, Illinois	206,030	Leased
Oak Brook, Illinois	35,254	Leased
Retail Support Centers:		
Princeton, Illinois	1,094,756	Owned
Rocklin, California	1,035,000	Owned
Prescott Valley, Arizona	905,445	Owned
Wilton, New York	800,525	Owned
Prince George County, Virginia	798,786	Owned
Loxley, Alabama	798,698	Owned
Moxee, Washington	798,107	Leased
Colorado Springs, Colorado	721,596	Owned
Maumelle, Arkansas	599,005	Owned
LaCrosse, Wisconsin	591,742	Owned
West Jefferson, Ohio	534,040	Leased
Gainesville, Georgia	481,013	Owned
Wilmer, Texas	450,262	Leased
Tampa, Florida	391,755	Owned
Freight Consolidation/Redistribution Facilities:		
Kent, Washington	342,484	Leased
Suffolk, Virginia	336,960	Leased
Carson, California	39,004	Leased
Summit, Illinois	37,236	Leased
Medley, Florida	34,020	Leased
Oakwood, Georgia	24,377	Leased
Irwindale, California	22,300	Leased
Dundalk, Maryland	19,600	Leased
St. Louis, Missouri	13,500	Leased
Other Warehouse Facilities:		
Spokane, Washington	508,394	Leased
Portland, Maine	300,000	Leased
Pittston, Pennsylvania	173,000	Leased

We also lease divisional offices and storage space and own or lease a fleet of tractors, trailers and automobiles, as well as warehouse, computer and other equipment. The Company's ARH business leases 98 retail store locations ranging in size from 9,800 to 47,207 square feet.

COMPANY MANAGEMENT AND DIRECTORS

Members of the Board of Directors

The Company's business and affairs are governed by its Board of Directors. The current By-laws of the Company provide that the Board of Directors shall be comprised of no fewer than nine and no more than 12 directors, as fixed from time to time by the Board, and may consist of member directors and non-member directors. No fewer than eight of the directors shall be member directors. A maximum of 25% of the directors may be non-member directors.

The directors are divided into three classes, and each class of directors serves for a three-year term. The Board determines the number of directors in each class and the number of member directors and non-member directors who comprise each class. In no event

may the term of any director exceed an aggregate of nine years, except that the Chairman may serve as a director for such additional time as shall be necessary to permit him or her to serve for up to five years as Chairman.

Each member director must be a stockholder or other equity owner of a retail business that owns capital stock of the Company or a manager, executive officer, general partner or general manager or other affiliate (as defined in the Company's current By-laws) of such retail business organization that owns capital stock of the Company.

As of March 1, 2017, the Board of Directors currently consists of eleven directors: nine member directors and two non-member directors.

The Board of Directors held five formal meetings in 2016. No director attended fewer than 75% of the meetings of the Board and those committees on which he or she served during 2016. Directors are expected to attend annual meetings of stockholders. All incumbent directors attended the 2016 annual meeting of stockholders.

The Board of Directors acts collectively through meetings, committees and management members it appoints. In addition, the Company employs a staff of executives to manage the day-to-day business of the Company.

The members of the Board of Directors are identified below. Ages are as of March 1, 2017.

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Director Since</u>	<u>Term Expires</u>
Directors				
James W. Ackroyd	60	Chairman of the Board, Class II Member Director	2008	2017
Jeffrey C. Girard	69	Class II Non-Member Director	2008	2017
David F. Karsten	52	Class II Member Director	2011	2017
Gina M. Schaefer	46	Class II Member Director	2008	2017
Mark J. Schulein	47	Class II Member Director	2014	2017
Richard W. Bennet, III	64	Class I Non-Member Director	2014	2018
Todd S. Steadman	46	Class I Member Director	2009	2018
Brett G. Stephenson	46	Class I Member Director	2012	2018
Stewart C. Elliott, Jr.	59	Class III Member Director	2013	2019
Kristin A. Grunder	44	Class III Member Director	2016	2019
Amy E. Kaplanis	47	Class III Member Director	2013	2019

James W. Ackroyd is Chief Executive Officer of Vision Ace Hardware LLC, a 14 store chain in southwest Florida, a position he has held since November 1999. Mr. Ackroyd holds a Bachelor of Science degree in accounting from Bentley College (Massachusetts) and is a certified public accountant.

Jeffrey C. Girard owns and manages Beam Dynamics, Inc., a private business that manufactures precision metal components and testing equipment used in scientific research. Mr. Girard is qualified as an "audit committee financial expert" for SEC purposes based on his ten-year CFO tenure at two Fortune 500 companies, Supervalu Inc. and Supermarkets General Corp. Mr. Girard received a Bachelor of Science degree in economics from Michigan State University and a Master of Business Administration from Columbia University Graduate School of Business.

David F. Karsten is the President and Chief Executive Officer of a four-store chain in the suburban Arizona towns of Cave Creek, Goodyear, and Care Free, a position he has held since 2001. Mr. Karsten received a Bachelor of Science Degree in business management from Western Governors University.

Gina M. Schaefer, through an affiliated entity, owns and manages Logan Hardware, the parent store of a twelve-store chain in the Washington, D.C. and Baltimore areas, a position she has held since 2002. Ms. Schaefer holds a Bachelor of Arts degree from Wittenberg University (Ohio).

Mark J. Schulein is President of Crown Ace Hardware, a 16-store chain in Southern California and Arizona, a position he has held since 2004. Mr. Schulein has worked in this family business for the last 20 years. He graduated from the University of San Diego with a Bachelor Degree in Ocean Studies and Fine Arts.

Richard W. Bennet III is the Co-Chief Executive Officer of CCA Global Partners ("CCA"), an international cooperative that provides retail infrastructure to over 2,700 independent and franchise operations in the flooring industry and other industries. He is also a member of the CCA board of directors and has prior experience as a member of both public and private company boards of directors. Mr. Bennet also has significant private equity experience and spent 27 years with May Department Stores, including serving as its Vice Chairman. Mr. Bennet received a Bachelor of Science degree in Business Administration from the University of Central Missouri and a Master of Business Administration degree from Washington University in St. Louis.

Todd S. Steadman is Vice President of Steadman's Hardware, Inc., a 49-year-old family business that owns an Ace store in Miles City, Montana, a position he has held since 1993. Mr. Steadman holds a Bachelor's degree from Montana State University.

Brett G. Stephenson is President of Ace Hardware Home Centers, Inc., a six-store chain in Wyoming and Colorado, a position he has held since 2004. Mr. Stephenson earned a Bachelor of Science degree from Colorado State University.

Stewart C. Elliott, Jr. is President of Elliot Ace Hardware, a four-store chain located in the Milwaukee, Wisconsin area, a position he has held since 1988. Mr. Elliott holds a Bachelor of Science degree in economics from the University of Michigan.

Kristin A. Grunder is the co-owner of Rome Ace Hardware, a single Ace store located in Rome, New York, a position she has held since 1999. Ms. Grunder graduated from Ithaca College with a Bachelor of Arts degree.

Amy E. Kaplanis is the Vice President of Country Ace Hardware, a single store located in Granby, Colorado, a position she has held since 2006. Ms. Kaplanis holds a Bachelor of Business Administration degree in international business from George Washington University and a Master of Business Administration degree from the University of Denver.

Committees of the Board of Directors

The Board of Directors has five committees: Audit, Compensation and Human Resources, Finance, Retail Supply Chain and Nominating and Governance. Each holds regular meetings, generally in connection with scheduled Board meetings. Each committee operates under a written charter that may be found on ACENET, our intranet site, which is available and accessible by all Ace members.

Audit Committee. The Audit Committee assists the Board in its oversight responsibilities with respect to the integrity of Ace's financial statements; Ace's compliance with legal requirements; the effectiveness of internal controls and procedures; the independent auditors' qualifications and independence; and the performance of Ace's internal audit function and independent auditors. The Audit Committee met eight times in 2016.

Compensation and Human Resources Committee. The Compensation and Human Resources Committee provides oversight and evaluation of the executive officers' relative pay, from both an internal and external point of view, and considers each officer's relative performance to support such compensation. This committee strives to ensure that our executives are compensated fairly compared to their peers within the retail sector. The Compensation and Human Resources Committee annually reviews data from The Hay Group, Inc.'s Retail Industry Total Remuneration Survey as its primary benchmark source of compensation data. The Compensation and Human Resources Committee chair works closely with the Vice President, Human Resources, Organizational Development, Communications and Customer Care, as well as with the President and CEO, to set the agenda for meetings. The Compensation and Human Resources Committee met four times in 2016.

Finance Committee. The Finance Committee assists the Board in developing the Company's short- and long-term financial goals, capital requirements, patronage distribution plan, credit policies and related matters. The Finance Committee met four times in 2016.

Retail Supply Chain Committee. The Retail Supply Chain Committee assists the Board in fulfilling its responsibilities relating to oversight of significant operational and retail focused initiatives affecting the Company and its member retailers. The Retail Supply Chain Committee met four times in 2016.

Nominating and Governance Committee. The Nominating and Governance Committee assists the Board in fulfilling its responsibilities with respect to corporate governance, Board organization and procedures, individual director and full Board performance evaluations and nomination of directors. The Nominating and Governance Committee met four times in 2016.

The Nominating and Governance Committee will consider nominees recommended by member retailers and its process for doing so is the same as its process for screening and evaluating candidates suggested by directors or management of the Company.

The procedures for election of directors to Ace's Board of Directors are set forth in the By-laws. The following describes the process of nominating board members from a practical perspective in layman's terms. It is, however, qualified in its entirety by reference to the By-laws.

The Nominating and Governance Committee maintains a list of candidates who have expressed interest, who have been recommended or who are believed to have the potential to bring a fresh perspective to the Board. When a Board member is near to completing his or her term, it is customary for the Board to endorse a candidate to fill the seat in the next term. Endorsements are generally made at least four months – often six months in the case of continuing directors – prior to the annual meeting. Endorsements of continuing directors and new directors are made by the full Board, after receiving a recommendation from the Nominating and Governance Committee.

Qualifications considered when evaluating potential candidates include their understanding of, and perceived likelihood of contributing to, the Ace enterprise at the Board level. Board members must be forward-thinking, innovative, articulate and financially astute. They must be able to think strategically versus tactically on a wide variety of issues. Participation in retailer groups, advisory groups, industry groups, etc., is desirable. A solid credit relationship, consistent with the "prompt payment" standards to which existing

directors are held, is critical. Education and other outside experiences are also considered. Ultimately, a candidate must be seen as able to perform financial and other oversight responsibilities and to engage in the formulation of the Company's strategic direction. Above all, candidates must have the ability to place the greater good of the organization and its members generally over the needs or desire of any individual or special group. Because Board members are eligible to serve three terms, election to the Board is generally viewed as involving a nine-year commitment. Being a member of the Board requires a significant amount of effort and time to prepare for and attend meetings, Ace conventions and other events and otherwise to fulfill one's responsibilities.

It is also possible for an Ace retailer to nominate himself or herself or another eligible person for election to the Board by giving written notice to the Secretary of the Company no less than 150 days before the annual meeting, in accordance with the specific requirements of the By-laws, and then nominating that individual at the annual meeting. Such a nominee would, in effect, run against the Board-endorsed candidate(s).

The table below provides membership information for each of the Board committees:

<u>Name</u>	<u>Audit</u>	<u>Compensation and Human Resources</u>	<u>Finance</u>	<u>Retail Supply Chain</u>	<u>Nominating and Governance</u>
James W. Ackroyd	X			X	
Jeffrey C. Girard	Chair			X	
David F. Karsten		X	Chair		X
Gina M. Schaefer		X		Chair	
Mark J. Schulein	X			X	
Richard W. Bennet, III		X	X		X
Todd S. Steadman	X		X		Chair
Brett G. Stephenson		Chair	X		X
Stewart C. Elliott Jr.	X		X		X
Kristin A. Grunder	X		X		X
Amy E. Kaplanis		X		X	

How to Communicate with the Board of Directors

Any Ace stockholder that wishes to communicate with the Board of Directors may do so by sending a written communication addressed to the Board or to any director in care of Ace Hardware Corporation, 2200 Kensington Court, Oak Brook, IL 60523, Attention: Chairman. Stockholders also may contact a director directly by written communication, telephone or e-mail. Store contact information, telephone number and e-mail address for each director can be found on ACENET. Any communication addressed to a director received at Ace's corporate headquarters will be forwarded to such director as soon as practicable. Ace's practice is to forward all communications received from holders of its capital stock that are addressed simply to the Board of Directors to the chairman of the committee of the Board whose purpose and function is most closely related to the subject matter of the communication.

Senior Management

The Company's executive officers are identified below. Ages are as of March 1, 2017.

<u>Name</u>	<u>Age</u>	<u>Position</u>
John S. Venhuizen	46	President and Chief Executive Officer
Lori L. Bossmann	56	Executive Vice President, Supply Chain and Retail Support
William M. Guzik	57	Executive Vice President, Chief Financial Officer and Chief Risk Officer
John J. Surane	48	Executive Vice President, Merchandising, Retail Operations, New Business and Wholesale Holdings
Kane C. Calamari	50	Vice President, Human Resources, Organizational Development, Communications and Customer Care
Frank F. Carroll	52	Vice President, Merchandising
Howard E. Japlon	64	Vice President, General Counsel and Secretary
Daniel J. Miller	60	Vice President, Retail Operations and New Business
Thomas J. Molleur	50	Vice President, Distribution
Brian R. Wiborg	44	Vice President, Marketing, Advertising, Retail Training, Store Systems and Operations
Richard G. Williams	51	Vice President, Information Technology

John S. Venhuizen was named President and Chief Executive Officer in April 2013. He was the President and Chief Operating Officer from September 2012 to March 2013. From January 2012 to September 2012 he was the Chief Operating Officer. From January 2011 to December 2011 he was Executive Vice President, International, Supply Chain, Distribution and Information Technology.

Lori L. Bossmann was named Executive Vice President, Supply Chain and Retail Support in January 2014. From January 2011 to December 2013, she was Senior Vice President, Supply Chain and Retail Support.

William M. Guzik was named Executive Vice President, Chief Financial Officer and Chief Risk Officer in January 2014. From July 2012, when he joined Ace, to December 2013 he was Senior Vice President, Chief Financial Officer. From December 1999 to April 2012, he was the Executive Vice President and Chief Financial Officer of Midas International Corporation.

John J. Surane was named Executive Vice President, Merchandising, Retail Operations, New Business and Wholesale Holdings in January 2017. From January 2014 to December 2016 he was the Executive Vice President, Marketing, Merchandising and Sales. From January 2011 to December 2013, he was Senior Vice President, Merchandising, Advertising, Marketing and Paint.

Kane C. Calamari was named Vice President, Human Resources, Organizational Development, Communications and Customer Care in June 2015. From July 2014 to June 2015, he was Vice President, Human Resources, Organizational Development, & Communications. From January 2010 to July 2014, he was Vice President, Retail Operations and New Business.

Frank F. Carroll was named Vice President, Merchandising in June of 2014. From December 2013 to June 2014, he was General Merchandise Manager. From April 2011 to December 2013, he was the President of Knaack, LLC. From 2005 to April 2011, he was President, Bosch Tools, North America for Robert Bosch.

Howard E. Japlon was named Vice President General Counsel and Secretary in May 2013 when he joined Ace. From April 2011 to January 2013, he was Vice President, General Counsel for RG Steel, LLC.

Daniel J. Miller was named Vice President, Retail Operations and New Business in November 2014. From January 2013 to November 2014, he was Director of Retail Operations, Western Division. From September 1997 to January 2013, he was Director of Retail Operations.

Thomas J. Molleur was named Vice President, Distribution in June 2015. From August 2014 to June 2015, he was Director of Distribution. From August 2012 to August 2014, he was Chief Operating Officer of LeanCor Supply Chain Group. From June 2007 to August 2014, he was Vice President Supply Chain of Saint-Gobain Corporation.

Brian R. Wiborg was named Vice President of Marketing, Advertising, Retail Training, Store Systems and Operations in January 2017. From December of 2014 to December 2016, he was Vice President, Retail Development and Supply. From December 2013 to December 2014, he was Director of Retail Development and Supply. From October 2010 to December 2013, he was Vice President of Marketing of The Room Place.

Richard G. Williams was named Vice President, Information Technology in May 2015. From February 2014 to May 2015, he was Senior Director, Information Technology. From June 2009 to February 2014, he was Director, Information Technology.

FINANCIAL INFORMATION

Report of Independent Auditors

The Board of Directors
Ace Hardware Corporation

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Ace Hardware Corporation, which comprise the consolidated balance sheets as of December 31, 2016 and January 2, 2016, and the related consolidated statements of income, comprehensive income, equity, and cash flows for each of the three fiscal years in the period ended December 31, 2016, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

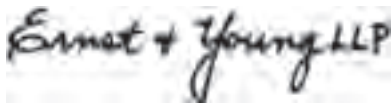
Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Ace Hardware Corporation at December 31, 2016 and January 2, 2016, and the consolidated results of its operations and its cash flows for each of the three fiscal years in the period ended December 31, 2016, in conformity with U.S. generally accepted accounting principles.



Chicago, Illinois
February 21, 2017

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

	December 31, 2016	January 2, 2016
Assets		
Cash and cash equivalents	\$ 16.8	\$ 11.3
Marketable securities	49.1	47.1
Receivables, net of allowance for doubtful accounts of \$6.9 and \$8.3, respectively	400.9	375.3
Inventories	740.8	714.5
Prepaid expenses and other current assets	42.4	45.1
Total current assets	1,250.0	1,193.3
Property and equipment, net	340.0	318.1
Notes receivable, net of allowance for doubtful accounts of \$7.7 and \$8.7, respectively	9.4	11.8
Goodwill and other intangible assets	35.8	35.3
Other assets	93.5	98.7
Total assets	\$ 1,728.7	\$ 1,657.2
Liabilities and Equity		
Current maturities of long-term debt	\$ 36.4	\$ 27.2
Accounts payable	629.7	552.5
Patronage distributions payable in cash	62.2	57.5
Patronage refund certificates payable	6.9	8.6
Accrued expenses	157.6	172.9
Total current liabilities	892.8	818.7
Long-term debt	178.4	242.2
Patronage refund certificates payable	60.9	41.3
Other long-term liabilities	63.3	58.9
Total liabilities	1,195.4	1,161.1
Member Retailers' Equity:		
Class A voting common stock, \$1,000 par value, 10,000 shares authorized, 2,726 and 2,734 issued and outstanding, respectively	2.7	2.7
Class C nonvoting common stock, \$100 par value, 6,000,000 shares authorized, 4,132,170 and 3,756,627 issued and outstanding, respectively	413.2	375.7
Class C nonvoting common stock, \$100 par value, issuable to retailers for patronage distributions, 523,158 and 564,155 shares issuable, respectively	52.3	56.4
Contributed capital	18.2	20.7
Retained earnings	37.2	28.4
Accumulated other comprehensive income	0.5	0.2
Equity attributable to Ace member retailers	524.1	484.1
Equity attributable to noncontrolling interests	9.2	12.0
Total equity	533.3	496.1
Total liabilities and equity	\$ 1,728.7	\$ 1,657.2

See accompanying notes to the consolidated financial statements.

ACE HARDWARE CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(In millions)

	Years Ended		
	December 31, 2016 (52 Weeks)	January 2, 2016 (52 Weeks)	January 3, 2015 (53 Weeks)
Revenues:			
Wholesale revenues	\$ 4,863.2	\$ 4,793.3	\$ 4,466.7
Retail revenues	262.3	251.7	233.8
Total revenues	<u>5,125.5</u>	<u>5,045.0</u>	<u>4,700.5</u>
Cost of revenues:			
Wholesale cost of revenues	4,268.2	4,204.2	3,920.3
Retail cost of revenues	144.5	139.1	128.0
Total cost of revenues	<u>4,412.7</u>	<u>4,343.3</u>	<u>4,048.3</u>
Gross profit:			
Wholesale gross profit	595.0	589.1	546.4
Retail gross profit	117.8	112.6	105.8
Total gross profit	<u>712.8</u>	<u>701.7</u>	<u>652.2</u>
Distribution operations expenses	134.7	131.7	119.2
Selling, general and administrative expenses	167.1	166.1	154.1
Retailer success and development expenses	138.4	135.0	135.1
Retail operating expenses	99.0	95.7	91.5
Warehouse facility closure costs	3.3	3.7	0.7
Total operating expenses	<u>542.5</u>	<u>532.2</u>	<u>500.6</u>
Operating income	170.3	169.5	151.6
Interest expense	(12.8)	(15.8)	(13.1)
Interest income	3.4	3.4	3.0
Other income, net	5.7	6.6	6.1
Income tax expense	(5.4)	(7.5)	(6.3)
Net income	<u>161.2</u>	<u>156.2</u>	<u>141.3</u>
Less: net income attributable to noncontrolling interests	<u>0.3</u>	<u>2.0</u>	<u>0.4</u>
Net income attributable to Ace Hardware Corporation	<u>\$ 160.9</u>	<u>\$ 154.2</u>	<u>\$ 140.9</u>
Patronage distributions accrued	<u>\$ 157.9</u>	<u>\$ 145.9</u>	<u>\$ 135.3</u>
Patronage distributions accrued for third party retailers	<u>\$ 152.8</u>	<u>\$ 141.3</u>	<u>\$ 131.7</u>

See accompanying notes to the consolidated financial statements.

ACE HARDWARE CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)

	Years Ended		
	December 31, 2016 (52 Weeks)	January 2, 2016 (52 Weeks)	January 3, 2015 (53 Weeks)
Net income	\$ 161.2	\$ 156.2	\$ 141.3
Other comprehensive income (loss), net of tax:			
Foreign currency translation	-	0.1	0.2
Unrecognized postretirement (cost) benefit	(0.1)	0.1	(0.1)
Unrealized gain (loss) on investments	0.4	(0.6)	0.9
Unrealized (loss) gain on derivative financial instrument	-	(1.0)	0.4
Total other comprehensive income (loss), net	<u>0.3</u>	<u>(1.4)</u>	<u>1.4</u>
Comprehensive income	161.5	154.8	142.7
Less: Comprehensive income attributable to noncontrolling interests	<u>0.3</u>	<u>2.1</u>	<u>0.4</u>
Comprehensive income attributable to Ace Hardware Corporation	<u>\$ 161.2</u>	<u>\$ 152.7</u>	<u>\$ 142.3</u>

See accompanying notes to the consolidated financial statements.

ACE HARDWARE CORPORATION
CONSOLIDATED STATEMENTS OF EQUITY
(In millions)

Shareholders of Ace Hardware Corporation

	Capital Stock		Class C	Class C Stock Issuable to Retailers for Patrons		Additional Stock Subscribed	Contributed Capital	Retained Earnings	Accumulated Other Comprehensive Income	Noncontrolling Interests	Total Equity
	Class A	Class C		Class C	Class C						
Balances at December 28, 2013	\$ 2.8	\$ 315.7	\$ -	\$ 40.9	\$ -	\$ 20.0	\$ 6.3	\$ 0.3	\$ 8.3	\$ 394.3	
Net income	-	-	-	-	-	-	140.9	-	0.4	141.3	
Other comprehensive income	-	-	-	-	-	-	-	1.4	-	1.4	
Net payments on subscriptions	-	-	-	-	1.2	-	-	-	-	1.2	
Stock issued	0.1	41.8	-	(40.9)	(1.2)	-	-	-	-	(0.2)	
Change in noncontrolling interests	-	-	-	-	-	0.5	-	-	1.5	2.0	
Stock repurchased	(0.1)	(15.0)	-	-	-	-	-	-	-	(15.1)	
Patronage distributions issuable	-	-	-	56.5	-	-	-	-	-	56.5	
Patronage distributions payable	-	-	-	-	-	-	(131.7)	-	-	(131.7)	
Other	-	-	-	-	-	0.1	-	-	-	0.1	
Balances at January 3, 2015	\$ 2.8	\$ 342.5	\$ -	\$ 56.5	\$ -	\$ 20.6	\$ 15.5	\$ 1.7	\$ 10.2	\$ 449.8	
Net income	-	-	-	-	-	-	154.2	-	2.0	156.2	
Other comprehensive (loss) income	-	-	-	-	-	-	-	(1.5)	0.1	(1.4)	
Net payments on subscriptions	-	-	-	-	1.1	-	-	-	-	1.1	
Stock issued	0.1	56.8	-	(56.5)	(1.1)	-	-	-	-	(0.7)	
Change in noncontrolling interests	-	-	-	-	-	0.3	-	-	(0.3)	-	
Stock repurchased	(0.2)	(23.6)	-	-	-	-	-	-	-	(23.8)	
Patronage distributions issuable	-	-	-	56.4	-	-	-	-	-	56.4	
Patronage distributions payable	-	-	-	-	-	-	(141.3)	-	-	(141.3)	
Other	-	-	-	-	-	(0.2)	-	-	-	(0.2)	
Balances at January 2, 2016	\$ 2.7	\$ 375.7	\$ -	\$ 56.4	\$ -	\$ 20.7	\$ 28.4	\$ 0.2	\$ 12.0	\$ 496.1	
Net income	-	-	-	-	-	-	160.9	-	0.3	161.2	
Other comprehensive income	-	-	-	-	-	-	-	0.3	-	0.3	
Net payments on subscriptions	-	-	-	-	1.0	-	-	-	-	1.0	
Stock issued	0.1	56.2	-	(56.4)	(1.0)	-	-	-	-	(1.1)	
Change in noncontrolling interests	-	-	-	-	-	(0.9)	0.7	-	0.2	-	
Repurchase of noncontrolling interests	-	-	-	-	-	-	-	-	-	-	
Stock repurchased	(0.1)	(18.7)	-	-	-	(2.0)	0.1	-	(3.3)	(5.2)	
Patronage distributions issuable	-	-	-	52.3	-	-	-	-	-	(18.8)	
Patronage distributions payable	-	-	-	-	-	-	(152.8)	-	-	(152.8)	
Other	-	-	-	-	-	0.4	(0.1)	-	-	0.3	
Balances at December 31, 2016	\$ 2.7	\$ 413.2	\$ -	\$ 52.3	\$ -	\$ 18.2	\$ 37.2	\$ 0.5	\$ 9.2	\$ 533.3	

See accompanying notes to the consolidated financial statements.

ACE HARDWARE CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	Years Ended		
	December 31, 2016 (52 Weeks)	January 2, 2016 (52 Weeks)	January 3, 2015 (53 Weeks)
Operating Activities			
Net income	\$ 161.2	\$ 156.2	\$ 141.3
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	51.1	50.2	50.3
Amortization of deferred gain on sale leaseback	-	-	(1.1)
Amortization of deferred financing costs	0.5	0.7	1.1
Loss on early extinguishment of debt	-	2.2	-
(Gain) loss on disposal of assets, net	(0.1)	0.1	1.5
(Credit) provision for doubtful accounts	(0.8)	0.1	1.1
Warehouse facility closure costs	0.1	0.8	0.7
Other, net	(0.3)	0.1	0.2
Changes in operating assets and liabilities, exclusive of effect of acquisitions:			
Receivables	(43.7)	(18.3)	(34.8)
Inventories	(23.8)	(17.8)	(133.1)
Other current assets	2.7	(3.2)	(15.0)
Other long-term assets	2.4	(10.8)	(20.9)
Accounts payable and accrued expenses	61.8	(40.4)	66.5
Other long-term liabilities	4.9	(9.5)	1.9
Deferred taxes	1.2	8.6	(0.8)
Net cash provided by operating activities	<u>217.2</u>	<u>119.0</u>	<u>58.9</u>
Investing Activities			
Purchases of marketable securities	(6.5)	(11.5)	(15.9)
Proceeds from sale of marketable securities	5.1	5.6	28.5
Purchases of property and equipment	(70.8)	(41.9)	(41.1)
Cash paid for acquired businesses, net of cash acquired	(4.2)	(5.6)	(63.2)
(Increase) decrease in notes receivable, net	(1.3)	2.2	2.0
Other, net	0.1	0.1	0.5
Net cash used in investing activities	<u>(77.6)</u>	<u>(51.1)</u>	<u>(89.2)</u>
Financing Activities			
Net (payments) borrowings under revolving lines of credit	(56.4)	150.2	99.9
Principal payments on long-term debt	(8.1)	(177.0)	(24.1)
Payments of deferred financing costs	-	(1.1)	-
Payments of cash portion of patronage distribution	(53.7)	(48.9)	(36.6)
Payments of patronage refund certificates	(9.9)	(6.7)	(0.2)
(Purchase) sale of noncontrolling interests	(5.2)	-	2.0
Repurchase of stock	(1.7)	(3.9)	-
Other, net	0.9	1.0	1.2
Net cash (used in) provided by financing activities	<u>(134.1)</u>	<u>(86.4)</u>	<u>42.2</u>
Increase (decrease) in cash and cash equivalents	5.5	(18.5)	11.9
Cash and cash equivalents at beginning of period	11.3	29.8	17.9
Cash and cash equivalents at end of period	<u>\$ 16.8</u>	<u>\$ 11.3</u>	<u>\$ 29.8</u>
Supplemental disclosure of cash flow information:			
Interest paid	<u>\$ 10.5</u>	<u>\$ 9.8</u>	<u>\$ 12.3</u>
Income taxes paid	<u>\$ 3.7</u>	<u>\$ 5.4</u>	<u>\$ 6.2</u>

See accompanying notes to the consolidated financial statements.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In millions)

(1) Summary of Significant Accounting Policies

The Company and Its Business

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

In 2014, the Company formed the Ace Wholesale Holdings LLC (“AWH”) legal entity for sales to non-member retailers. On February 19, 2014, AWH acquired Emery-Waterhouse (“Emery”), a distributor of hardlines products for independent lumber, paint, industrial and hardware outlets. On December 31, 2014, AWH acquired Jensen-Byrd Co., LLC (“Jensen”), a wholesale hardlines distributor. In fiscal 2015, AWH formed Emery Jensen Distribution (“EJD”) for sales outside of Emery and Jensen territories. The Company believes that these acquisitions and the formation of EJD will serve as a catalyst to further leverage wholesale purchasing power and advance the Company’s strategic plans to be a leader in the wholesale distribution industry.

Ace Retail Holdings LLC (“ARH”) is the owner of the 98 store Westlake Ace Hardware retail chain. As a result, the Company is also a retailer of hardware, paint and other merchandise.

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

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). The Company’s fiscal year ends on the Saturday nearest December 31. Accordingly, fiscal years 2016, 2015 and 2014 ended on December 31, 2016, January 2, 2016 and January 3, 2015, respectively. Unless otherwise noted, all references herein for the years 2016, 2015 and 2014 represent fiscal years ended December 31, 2016, January 2, 2016 and January 3, 2015, respectively. Fiscal years 2016 and 2015 consisted of 52 weeks each while fiscal year 2014 consisted of 53 weeks.

Subsequent events have been evaluated through February 21, 2017, the date these statements were available to be issued.

Principles of Consolidation

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

Use of Estimates

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

Cash, Cash Equivalents and Marketable Securities

In the normal course of business, the Company has outstanding checks that exceed the cash balances in the Company’s bank accounts, which create a book overdraft, and are recorded as a liability. As of December 31, 2016 and January 2, 2016, the Company had outstanding checks in excess of bank balances totaling \$57.2 million and \$46.3 million, respectively, which have been included in accounts payable in the accompanying consolidated balance sheets. These outstanding amounts were subsequently funded through cash receipts and borrowings under the Company’s debt facilities during the following fiscal year.

The Company classifies all highly liquid investments with original maturities of three months or less as cash equivalents.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

The Company determines the appropriate classification of its investments in marketable securities, which are predominately held by the Company's New Age Insurance, Ltd. ("NAIL") subsidiary, at the time of purchase and evaluates such designation at each balance sheet date. All marketable securities have been classified and accounted for as available for sale. The Company may hold debt securities until maturity. In response to changes in the availability of and the yield on alternative investments as well as liquidity requirements, securities are occasionally sold prior to their stated maturities. Debt securities with maturities beyond twelve months are viewed by the Company as available to support current operations and are therefore classified as current assets in the accompanying Consolidated Balance Sheets. Marketable securities are carried at fair value based on quoted market prices, with unrealized gains and losses, net of taxes, reported as a component of Accumulated other comprehensive income ("AOCI"). Realized gains and losses on securities are determined using the specific identification method.

In the normal course of NAIL's operations, letters of credit totaling \$16.2 million and \$19.2 million at December 31, 2016 and January 2, 2016, respectively, were issued in favor of the insurance companies that reinsure a portion of NAIL's loss exposure. At December 31, 2016, NAIL has pledged substantially all of its cash and cash equivalents and marketable securities as collateral for these letters of credit.

Revenue Recognition

The Company recognizes wholesale revenue when products are shipped and the customer takes ownership and assumes risk of loss and when services are rendered, provided collection of the resultant receivable is probable, persuasive evidence of an arrangement exists and the sales price is fixed and determinable. The Company records shipping and handling amounts billed to customers as wholesale revenues, with the related costs recorded in cost of revenues. Direct expenses related to retail services are included in cost of revenues and indirect expenses from these activities are included in operating expenses. The Company also records amounts billed to customers for advertising activities, brand building initiatives and fees generated for various retail services as wholesale revenues. Revenues at retail locations operated by the Company are recognized when the customer takes ownership of the products sold and assumes ownership and the risk of loss. Provisions for sales returns are provided at the time the related sales are recorded.

Receivables

Receivables from customers include amounts invoiced for the sale of merchandise, services and equipment used in the operation of customers' businesses.

Notes Receivable

The Company makes available to its retailers various lending programs whose terms exceed one year. The notes bear interest at various rates based on market rates, the loan program or the retailer's credit quality and are recorded at face value. Interest is recognized over the life of the note on the effective interest method. Loan origination fees were not material for any period presented.

Allowance for Doubtful Accounts

Management records an allowance for doubtful accounts based on judgments considering a number of factors, primarily historical collection statistics, current customer credit information, the current economic environment, the aging of receivables, the evaluation of compliance with lending covenants and the offsetting amounts due to members for stock, notes, interest and anticipated but unpaid patronage distributions. The Company considers accounts and notes receivable past due if invoices remain unpaid past their due date and provides for the write-off of uncollectible receivables after exhausting all commercially reasonable collection efforts.

Inventories

Wholesale inventories are valued at the lower of cost or net realizable value. Cost is determined primarily using the last-in, first-out ("LIFO") method for all inventories.

Inventories at retail locations operated by the Company are valued at the lower of cost or net realizable value. Inventory cost is determined using the moving average method, which approximates the first-in, first-out ("FIFO") method.

Vendor Funds

The Company receives funds from vendors in the normal course of business principally as a result of purchase volumes, sales, early payments or promotions of vendors' products. Based on the provisions of the vendor agreements in place, management develops accrual rates by estimating the point at which the Company will have completed its performance under the agreement and the amount agreed upon will be earned. Due to the complexity and diversity of the individual vendor agreements, the Company performs analyses and reviews of historical trends throughout the year to ensure the amounts earned are appropriately recorded. As part of these analyses, the Company validates its accrual rates based on actual purchase trends and applies those rates to actual purchase volumes to determine the amount of funds that should be accrued by the Company and receivable from the vendor. Amounts accrued throughout the year

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

could be impacted if actual purchase volumes differ from projected annual purchase volumes, especially in the case of programs that provide for increased funding when graduated purchase volumes are met. At year-end, the accrual reflects actual purchases made throughout the year.

Vendor funds are treated as a reduction of inventory cost, unless they represent a reimbursement of specific, incremental and identifiable costs incurred by the Company to sell the vendor’s product, in which case the costs would be netted. The majority of the vendor funds that the Company receives do not meet the specific, incremental and identifiable criteria. Therefore, the Company treats a majority of these funds as a reduction in the cost of inventory as the amounts are accrued and recognizes these funds as a reduction of cost of revenues when the inventory is sold.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Expenditures for maintenance, repairs and renewals of relatively minor items are generally charged to expense. Significant improvements or renewals are capitalized.

Depreciation expense is computed on the straight-line method based on estimated useful lives as follows:

Buildings and improvements	6 – 40 years
Equipment	3 – 20 years

Leasehold improvements are generally amortized on a straight-line basis over the lesser of the lease term or the estimated useful life of the asset.

The Company evaluates long-lived assets, such as property and equipment, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds its fair value.

Goodwill and Other Intangible Assets

Goodwill represents the excess of the cost of an acquired business over the amounts assigned to net assets. Goodwill is not amortized but is tested for impairment at a reporting unit level on an annual basis or more frequently, if circumstances change or an event occurs that would more likely than not reduce the fair value of a reporting unit below its carrying amount. No impairment charges were recorded for any periods presented.

The Company’s other intangible assets primarily relate to the Westlake Ace Hardware trade name acquired in the Westlake acquisition and customer relationship intangibles acquired in the Emery and Jensen acquisitions. The intangibles are amortized over their estimated useful lives. For additional information, see Note 6.

Internal-Use Software

Included in fixed assets is the capitalized cost of internal-use software. The Company capitalizes costs incurred during the application development stage of internal-use software and amortizes these costs over its estimated useful life. Costs incurred related to design or maintenance of internal-use software are expensed as incurred. For fiscal year 2016, 2015 and 2014, the Company capitalized \$4.6 million, \$3.5 million and \$3.5 million, respectively, of software development costs related to internal programming time. Amortization of these previously capitalized amounts was \$2.2 million, \$1.8 million and \$2.0 million for fiscal 2016, 2015 and 2014, respectively. As of December 31, 2016 and January 2, 2016, the Company had \$1.4 million and \$1.6 million, respectively, of capitalized costs for internal-use software that had not been placed into service.

Leases

The Company leases certain warehouse and distribution space, office space, retail locations, equipment and vehicles. All of the Company’s leases are operating leases. As leases expire, management expects that in the normal course of business, certain leases will be renewed or replaced.

Certain lease agreements include escalating rent over the lease terms and rent holidays and concessions. The Company expenses rent on a straight-line basis over the life of the lease, which commences on the date the Company has the right to control the property. The cumulative expense recognized on a straight-line basis in excess of the cumulative payments is included in Other long-term liabilities in the Consolidated Balance Sheets.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

Advertising Expense

The Company expenses advertising costs when incurred. Gross advertising expenses amounted to \$167.7 million, \$162.8 million, and \$152.0 million in fiscal 2016, 2015 and 2014, respectively.

Retirement Plans

The Company sponsors health benefit plans for its retired officers and a limited number of retired non-officer employees. The Company and its subsidiaries also sponsor defined contribution plans for substantially all employees. The Company's contributions under these plans is determined annually by the Board of Directors and charged to expense in the period in which it is earned by employees.

The Company withdrew from a multi-employer defined benefit retirement plan in fiscal 2013 that covered former union employees at the closed Retail Support Center in Toledo, Ohio. The Company paid \$6.4 million to settle its withdrawal obligation with the multi-employer pension fund during 2015.

Income Taxes

The Company accounts for income taxes using the asset and liability method. Under this approach, deferred taxes are recognized for the future tax consequences of differences between the financial statement and income tax bases of existing assets and liabilities, and measured based upon enacted tax laws and rates.

Self-Insurance

The Company has a wholly-owned subsidiary, NAIL, which operates as a captive insurance company. This entity provides the reinsurance of property and casualty insurance policies for some retailer members and is the direct insurer for certain property and casualty insurance policies of the Company. These insurance programs are subject to varying retention levels of self-insurance. Such self-insurance relates to losses and liabilities primarily associated with property, general liability, workers' compensation and auto liability insurance programs. Losses are accrued based upon the Company's estimates of the aggregate liability for claims incurred using certain actuarial assumptions based on Company experience and insurance industry metrics.

Concentration of Credit Risk

Credit risk pertains primarily to the Company's trade and notes receivables. The Company extends credit to its customers as part of its day-to-day operations. Management believes that as no specific receivable or group of receivables comprises a significant percentage of total trade accounts, its concentration of credit risk with respect to trade receivables is limited. Additionally, management believes that its allowance for doubtful accounts is adequate with respect to overall customer credit risks. Also, the Company's certificate of incorporation and by-laws specifically provide that the Company may set-off its obligation to make any payment to a member for such member's stock, notes, interest and declared and unpaid distributions against any obligation owed by the member to the Company. The Company, but not the member, may at its sole discretion exercise these set-off rights when any such funds become due to former members with outstanding accounts and notes receivable owed to the Company and current members with past due receivables owed to the Company.

Impact of New Accounting Standards

New Accounting Pronouncements - Issued

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." The purpose of ASU 2014-09 is to develop a common revenue recognition standard for GAAP and International Financial Reporting Standards. The guidance in this update affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 allows either full retrospective adoption, meaning the standard is applied to all periods presented, or modified retrospective adoption, meaning the standard is applied only to the most current period presented in the financial statements. This guidance is effective for the Company for fiscal 2019 year-end financial statements and quarterly financial statements in fiscal 2020. The FASB has also issued the following standards which clarify ASU 2014-09 and have the same effective date as the original standard: ASU No. 2016-12, "Revenue from Contracts with Customers: Narrow-Scope Improvements and Practical Expedients," ASU No. 2016-10, "Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing" and ASU No. 2016-08, "Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)." The Company is currently evaluating this guidance to determine the impact it will have on its consolidated financial statements.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

In January 2016, the FASB issued ASU No. 2016-01, “Financial Instruments – Overall (Subtopic 825-10), Recognition and Measurement of Financial Assets and Financial Liabilities.” ASU 2016-01 requires the change in fair value measurement for certain equity investments to be recognized in net income, simplifies the impairment assessment for equity investments without readily determinable fair values, eliminates disclosure requirements related to fair value of financial instruments measured at amortized cost for non-public entities, eliminates the requirement to disclose methods and assumptions used to estimate fair value of financial instruments measured at amortized cost for public entities and requires public entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes. Additionally, ASU 2016-01 provides disclosure presentation guidance and clarification related to valuations allowances on deferred tax assets related to available-for-sale securities. ASU 2016-01 is effective for the Company for fiscal 2019 year-end financial statements and quarterly financial statements in fiscal 2020, with early adoption permitted in fiscal 2018. The Company is evaluating the impact that ASU 2016-01 will have on its consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842).” ASU 2016-02 requires that lessees recognize assets and liabilities for leases with lease terms greater than twelve months in the statement of financial position. ASU 2016-02 also requires improved disclosures to help users of financial statements better understand the amount, timing and uncertainty of cash flows arising from leases. ASU 2016-02 is effective for the Company for fiscal 2020 year-end financial statements and quarterly financial statements in fiscal 2021. The Company is evaluating the impact that ASU 2016-02 will have on the Company’s consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-04, “Liabilities – Extinguishments of Liabilities (Subtopic 405-20): Recognition of Breakage for Certain Prepaid Stored-Value Products.” ASU 2016-04 amends the guidance for extinguishing financial liabilities for certain prepaid stored-value products. According to ASU 2016-04, breakage is recognized proportionally as the prepaid stored-value product is being redeemed or when the likelihood becomes remote that the holder will exercise its remaining rights. ASU 2016-04 is effective for the Company for fiscal 2019 year-end financial statements and quarterly financial statements in fiscal 2020. The provisions of ASU 2016-04 will not have an impact on the Company’s balance sheet or operating results.

In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.” ASU 2016-13 requires financial assets measured at amortized cost basis to be presented at the net amount expected to be collected. The amortized cost basis of financial assets should be reduced by expected credit losses to present the net carrying value in the financial statements at the amount expected to be collected. The measurement of expected credit losses is based on past events, historical experience, current conditions and forecasts that affect the collectability of the financial assets. Additionally, credit losses relating to available-for-sale debt securities should be recorded through an allowance for credit losses. ASU 2016-13 is effective for the Company for fiscal 2021 year-end financial statements and quarterly financial statements in fiscal 2022. The Company is evaluating the impact that ASU 2016-13 will have on the Company’s consolidated financial statements.

In August 2016, the FASB issued ASU No. 2016-15, “Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments.” ASU 2016-15 provides guidance on the following cash flow issues: debt prepayment or extinguishment costs, settlements of zero-coupon or insignificant coupon interest rate debt instruments, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of Company-owned life insurance policies, distributions received from equity method investees, beneficial interests in securitization transactions and separately identifiable cash flows and application of the predominance principle. ASU 2016-15 is effective for the Company for fiscal 2019 year-end financial statements and quarterly financial statements in fiscal 2020. The provisions of ASU 2016-15 will not have an impact on the Company’s consolidated statements of cash flows.

(2) Receivables, net

Receivables, net include the following amounts:

	December 31, 2016	January 2, 2016
Trade	\$ 333.1	\$ 307.2
Other	63.1	66.7
Notes receivable – current portion	11.6	9.7
Less: allowance for doubtful accounts	(6.9)	(8.3)
Receivables, net	<u>\$ 400.9</u>	<u>\$ 375.3</u>

Other receivables are principally amounts due from suppliers for promotional and advertising allowances.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

(3) Inventories

Inventories consist of wholesale merchandise inventories held for sale to customers and retail merchandise inventory held for resale at company-operated retail locations. Substantially all of the Company's wholesale inventories are valued on the LIFO method. The excess of replacement cost over the LIFO value of inventory was \$81.6 million and \$88.2 million at December 31, 2016 and January 2, 2016, respectively. An actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. Inventories at retail locations operated by the Company are valued at the lower of cost or net realizable value. Inventory cost is determined using the moving average method, which approximates the first-in, first-out ("FIFO") method. The Company periodically reviews its inventory and establishes a reserve for excess and obsolete inventory based on a number of factors, including historical sales, sales forecasts, obsolescence due to technology changes and defective goods.

Inventories consisted of:

	December 31, 2016	January 2, 2016
Wholesale merchandise inventory (LIFO)	\$ 655.7	\$ 637.5
Retail merchandise inventory at Company-operated stores (FIFO)	85.1	77.0
Inventories	\$ 740.8	\$ 714.5

(4) Property and Equipment, net

Property and equipment, net is summarized as follows:

	December 31, 2016	January 2, 2016
Land	\$ 15.9	\$ 15.9
Buildings and improvements	271.9	267.3
Warehouse equipment	147.0	136.7
Computer hardware and software and other office equipment	259.1	237.5
Transportation equipment	42.9	43.2
Leasehold improvements	40.4	36.8
Construction in progress	36.0	9.0
Property and equipment, gross	813.2	746.4
Less: accumulated depreciation and amortization	(473.2)	(428.3)
Property and equipment, net	\$ 340.0	\$ 318.1

Depreciation and amortization expense for fiscal years 2016, 2015 and 2014 was \$49.4 million, \$49.0 million and \$48.8 million, respectively.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

(5) Notes Receivable, net

The Company makes available to its retailers various lending programs whose terms exceed one year. At December 31, 2016 and January 2, 2016, the outstanding balance of the notes was \$28.7 million and \$30.2 million, respectively, of which the current portion of \$11.6 million and \$9.7 million, respectively, was recorded in Receivables, net. Payments on these notes are primarily collected by the Company through the application of future patronage distributions, retailer billings or stock repurchases.

For substantially all of the Company's Notes receivable, the amounts due are generally expected to be collected through the non-cash portion of the patronage distribution. As a result, the Company reduces the Notes receivable balance in the Consolidated Balance Sheets by the amount of the non-cash portion of the annual patronage distribution that it expects to apply against outstanding loans. The patronage distribution for each retailer can vary from year to year based on the Company's financial performance as well as the volume of patronage-based merchandise that each retailer purchases from the Company. As the non-cash portion of the patronage distribution is used to settle the Notes receivable, there are no loans that are currently past due. In the event a retailer cancels its membership with the Company, any outstanding loans are transferred from Notes receivable to Accounts receivable and are due immediately. Notes receivable consist of the following components:

	December 31, 2016	January 2, 2016
Notes receivable, gross	\$ 38.8	\$ 38.7
Less: estimated patronage applications from 2016 and 2015, respectively	(10.1)	(8.5)
Net	28.7	30.2
Less: current portion	(11.6)	(9.7)
Less: allowance for doubtful accounts	(7.7)	(8.7)
Notes receivable, net	<u>\$ 9.4</u>	<u>\$ 11.8</u>

The estimated maturities of the Notes receivable are as follows:

	December 31, 2016
0 – 4 years	\$ 16.4
5 – 8 years	14.5
9 – 12 years	7.9
Total	<u>\$ 38.8</u>

Pursuant to the Company's Amended and Restated Certificate of Incorporation and the Company's by-laws, notes receivable (like all obligations owed to the Company by the Company's retailers) are secured by the Company stock owned by the retailers. However, for some retailers, the redemption value of their stock does not fully cover their obligations.

The Company evaluates risk on its loan portfolio by categorizing each loan into an internal risk category. The Company's risk categories include:

Low – The retailer possesses a strong financial position, above average payment record to both Ace and other vendors, and the business is well established.

Medium – The retailer possesses an average financial position, an average payment record to both Ace and other vendors, and the business is somewhat established.

High – The retailer possesses a weak financial position, a substandard payment record to Ace or other vendors, or the business is somewhat new.

Based upon these criteria, the Company has classified its loan portfolio as follows:

	December 31, 2016	January 2, 2016
Corporate Credit Exposure:		
Low risk	\$ 18.1	\$ 15.4
Moderate risk	8.5	9.4
High risk	12.2	13.9
Total	<u>\$ 38.8</u>	<u>\$ 38.7</u>

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

The Company applies a consistent practice of establishing an allowance for notes that it feels may become uncollectible by monitoring the financial strength of its retailers. The collectability of certain notes is evaluated on an individual basis while the remaining notes are evaluated on a collective basis. The breakdown at December 31, 2016 and January 2, 2016 of notes evaluated individually versus notes evaluated collectively was as follows:

	December 31, 2016	January 2, 2016
Notes receivable:		
Ending balance individually evaluated for impairment	\$ 7.6	\$ 7.9
Ending balance collectively evaluated for impairment	31.2	30.8
Ending principal balance	<u>\$ 38.8</u>	<u>\$ 38.7</u>

The Company has evaluated the collectability of the notes and has established an allowance for doubtful accounts of \$7.7 million and \$8.7 million at December 31, 2016 and January 2, 2016, respectively. Management records the allowance for doubtful accounts based on the above information as well as judgments made considering a number of factors, primarily historical collection statistics, current member retailer credit information, the current economic environment and the offsetting amounts due to members for stock, notes, interest and declared and unpaid patronage distributions. The components of changes to the Notes receivable allowance for doubtful accounts for 2016 and 2015 were as follows:

	December 31, 2016	January 2, 2016
Allowance for doubtful accounts:		
Beginning balance	\$ 8.7	\$ 10.9
Reversal	(1.3)	(2.0)
Reclassifications to accounts receivable allowance for doubtful accounts	(0.7)	(0.3)
Reclassifications from accounts receivable allowance for doubtful accounts	1.0	0.1
Ending balance	<u>\$ 7.7</u>	<u>\$ 8.7</u>

Notes bear interest at various rates based on the retailer's credit quality and are recorded at face value. Interest is recognized over the life of the note based on the outstanding balance and stated interest rate, which approximates the effective interest method. During fiscal years 2016, 2015 and 2014, \$1.5 million, \$1.5 million and \$1.8 million respectively, were recorded as interest income related to the notes.

Generally, in the event a retailer cancels their membership with the Company, any outstanding Notes receivable, and related allowance for doubtful accounts, are transferred to trade receivables and the retailer is billed for any unpaid principal and interest balances. In fiscal 2016 and 2015, \$4.0 million and \$6.5 million, respectively, of Notes receivable were transferred to trade receivables as an event occurred which made the notes due immediately. Upon transfer of the Notes receivable to trade receivables, \$0.7 million and \$0.3 million in fiscal 2016 and 2015, respectively, of the Notes receivable allowance for doubtful accounts was transferred to the Receivables allowance for doubtful accounts to properly match the reserve against the asset on the Consolidated Balance Sheet.

(6) Goodwill and Other Intangible Assets

The carrying value of Goodwill and other intangible assets as of December 31, 2016 and January 2, 2016 are as follows:

	December 31, 2016	January 2, 2016
Intangible assets:		
Goodwill	\$ 27.4	\$ 26.3
Trademarks and trade name	7.6	7.6
Customer relationships	3.2	3.1
Total intangible assets	38.2	37.0
Less: accumulated amortization	2.4	1.7
Goodwill and other intangible assets	<u>\$ 35.8</u>	<u>\$ 35.3</u>

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

The trademarks and trade name are being amortized over 20 years. The customer relationship intangibles are being amortized over 10 years. Net amortization expense related to all intangible assets was \$0.7 million, \$0.7 million and \$0.6 million for fiscal years 2016, 2015 and 2014, respectively. The estimated net amortization expense for the next five fiscal years is \$0.7 million per year.

(7) Patronage Distributions and Refund Certificates Payable

The Company operates as a cooperative organization and has paid or may pay patronage distributions to member retailers on a portion of patronage based income derived from business done with such retailers. Patronage distributions are allocated in proportion to the volume of purchases by member retailers during the period. The cash portion of the patronage distribution was approximately 40 percent for all years presented.

The accrued patronage distributions composition is summarized as follows:

	Years Ended		
	December 31, 2016	January 2, 2016	January 3, 2015
Cash portion	\$ 62.2	\$ 57.5	\$ 53.7
Class C stock	52.3	56.4	56.5
Patronage refund certificates	27.3	18.0	10.7
Patronage financing deductions	11.0	9.4	10.8
Total patronage distributions accrued for third party retailers	\$ 152.8	\$ 141.3	\$ 131.7

Patronage distributions are allocated on a fiscal year basis with issuance in the following year.

In those instances where the maximum Class C stock requirements have been met, the non-cash portion of the patronage distribution is distributed in the form of patronage refund certificates with a five-year term and bearing interest at 4 percent.

The patronage refund certificates outstanding at December 31, 2016 are payable as follows:

	Amount	Interest Rate
2017	\$ 6.9	4.00%
2018	5.7	4.00%
2019	10.3	4.00%
2020	17.6	4.00%
2021	27.3	4.00%
	<u>\$ 67.8</u>	

(8) Debt

On May 29, 2015, the Company amended its secured credit facility which was originally dated April 13, 2012 and previously amended on July 29, 2013. The May 2015 amendment extended the maturity date to May 29, 2020 and lowered the interest rate credit spread by 25 basis points. The amended credit facility consists of a \$600.0 million line of credit that is expandable to \$750.0 million through a \$150.0 million accordion that is exercisable without the consent of existing lenders provided that the Company is not in default of the credit agreement and further provided that none of the existing lenders are required to provide any portion of the increased facility. Borrowings under the amended credit facility bear interest at a rate of either 25 to 100 basis points over the prime rate or 125 to 200 basis points over the London Interbank Offered Rate (“LIBOR”) depending on the Company’s leverage ratio as defined under the agreement. The amended credit facility was priced at LIBOR plus 125 basis points at December 31, 2016. The amended credit facility requires maintenance of certain financial covenants including a maximum allowable average leverage ratio and a minimum fixed charge coverage ratio. As of December 31, 2016, the Company was in compliance with its covenants and \$165.5 million was outstanding under the amended credit facility.

The amended credit facility includes a \$175.0 million sublimit for the issuance of standby and commercial letters of credit. As of December 31, 2016, a total of \$25.0 million in letters of credit were outstanding. The revolving credit facility requires the Company

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

to pay fees based on the unused portion of the line of credit at a rate of 15 to 30 basis points per annum depending on the Company's leverage ratio.

The amended credit facility allows the Company to make revolving loans and other extensions of credit to AIH in an aggregate principal amount not to exceed \$75.0 million at any time. As of December 31, 2016, there were no loans or other extensions of credit provided to AIH.

In order to reduce the risk of interest rate volatility, the Company entered into an interest rate swap derivative agreement in June 2012, which expires on March 13, 2017. This swap agreement fixes the LIBOR rate on a portion of the revolving credit facility at 1.13 percent, resulting in an effective rate of 2.38 percent after adding the 1.25 percent margin based on the current pricing tier per the credit agreement. The notional amount of the derivative agreement decreases by \$5.0 million each quarter through expiration of the interest rate swap derivative agreement in March 2017. As of December 31, 2016, the notional amount of the interest rate swap agreement remaining was \$130.0 million. The Company entered into a forward interest rate swap derivative agreement in June 2015 to reduce the risk of interest rate volatility for the remaining term of the amended credit facility. The forward interest rate swap starts on March 13, 2017 and expires on May 13, 2020. The forward swap agreement fixes the LIBOR rate on \$150.0 million of the revolving credit facility at 2.18 percent, resulting in an effective rate of 3.43 percent after adding the 1.25 percent margin based on the current pricing tier per the credit agreement. The swap arrangements have been designated as cash flow hedges and have been evaluated to be highly effective. As a result, the after-tax change in the fair value of the swaps are recorded in AOCI as a gain or loss on derivative financial instruments.

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

The ARH Facility is collateralized by substantially all of ARH's personal property and intangible assets. Borrowings under the facility are subject to a borrowing base calculation consisting of certain advance rates applied to eligible collateral balances (primarily consisting of certain receivables and inventories). This agreement requires maintenance of certain financial covenants including a minimum fixed charge coverage ratio. As of December 31, 2016, ARH was in compliance with its covenants and had \$28.3 million in loans outstanding under the ARH Facility.

The ARH Facility requirements include a lender-controlled cash concentration system that results in all of ARH's daily available cash being applied to the outstanding borrowings under this facility. Pursuant to FASB Accounting Standards Codification Section 470-10-45, "Classification of Revolving Credit Agreements Subject to Lock-Box Arrangements and Subjective Acceleration Clauses," the borrowings under the ARH Facility have been classified as a Current maturity of long-term debt as of December 31, 2016.

Total debt outstanding is comprised of the following:

	December 31, 2016	January 2, 2016
Revolving Credit Facility	\$ 165.5	\$ 230.1
ARH Facility	28.3	20.1
Installment notes with maturities through 2020 at a fixed rate of 6.00%	21.0	19.2
Total debt	214.8	269.4
Less: maturities within one year	(36.4)	(27.2)
Long-term debt	<u>\$ 178.4</u>	<u>\$ 242.2</u>

The aggregate scheduled maturities of long-term debt at December 31, 2016 are as follows:

Fiscal Year	Amount
2017	\$ 36.4
2018	5.8
2019	5.1
2020	167.5
Total debt	<u>\$ 214.8</u>

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

(9) Retirement Plans

The Company has healthcare plans under which a limited number of qualified retired employees receive certain health care, dental care, life insurance or related benefits. Amounts expensed under these plans were \$0.1 million or less in each of the fiscal years 2016, 2015 and 2014.

During 2013, the Company withdrew from a multi-employer defined benefit retirement plan that covered former union employees at the closed Retail Support Center in Toledo, Ohio. This was the only multi-employer plan in which the Company participated. As a result, the Company recorded a charge of \$4.5 million in fiscal 2013 for future payments that were expected to be made to the pension fund. During fiscal 2015, the Company paid \$6.4 million to settle its withdrawal obligation with the multi-employer pension fund resulting in an additional charge of \$1.7 million in fiscal 2015. The Company expensed \$0.2 million for employee participation in this plan in fiscal year 2014.

The Company and its subsidiaries maintain profit sharing and 401k retirement plans for substantially all employees. Amounts expensed under these plans totaled \$23.7 million, \$22.0 million and \$20.4 million during fiscal 2016, 2015 and 2014, respectively.

(10) Accrued Expenses

Accrued expenses include the following components:

	December 31, 2016	January 2, 2016
Salaries and wages	\$ 38.8	\$ 59.2
Insurance reserves	16.7	15.7
Deferred income	2.3	3.3
Vendor funds	19.1	19.0
Taxes	14.3	9.6
Profit sharing	12.7	11.7
Gift card	8.1	7.1
Interest	2.5	2.1
Other	43.1	45.2
Accrued expenses	<u>\$ 157.6</u>	<u>\$ 172.9</u>

(11) Fair Value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There is a three-level hierarchy for disclosure to show the extent and level of judgment used to estimate fair value measurements.

Level 1 — Uses unadjusted quoted prices that are available in active markets for the identical assets or liabilities as of the reporting date.

Level 2 — Uses inputs other than Level 1 that are either directly or indirectly observable as of the reporting date through correlation with market data, including quoted prices for similar assets and liabilities in active markets and quoted prices in markets that are not active. Level 2 also includes assets and liabilities that are valued using models or other pricing methodologies that do not require significant judgment since the input assumptions used in the models, such as interest rates and volatility factors, are corroborated by readily observable data.

Level 3 — Uses inputs that are unobservable and are supported by little or no market activity and reflect the use of significant management judgment. These values are generally determined using pricing models for which the assumptions utilize management's estimates of market participant assumptions.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

The tables below set forth, by level, the Company's financial assets, liabilities and derivative instruments that were accounted for at fair value as of December 31, 2016 and January 2, 2016. The tables do not include cash on hand and also do not include assets and liabilities that are measured at historical cost or any basis other than fair value. The carrying values for other current financial assets and liabilities, such as accounts receivable and accounts payable, approximate fair value due to the short maturity of such instruments.

Items measured at fair value on a recurring basis	Carrying Value Measured at Fair Value			
	December 31, 2016	Level 1	Level 2	Level 3
Assets:				
Cash equivalents:				
Money market funds	\$ 3.5	\$ 3.5	\$ -	\$ -
Marketable securities:				
Corporate fixed income securities	14.9	-	14.9	-
Equity mutual fund securities	14.1	14.1	-	-
Mortgage-backed securities	6.1	-	6.1	-
U.S. government notes	12.0	12.0	-	-
Other	2.0	-	2.0	-
Total marketable securities	\$ 49.1	\$ 26.1	\$ 23.0	\$ -
Accrued expenses and Other long-term liabilities:				
Interest rate swap derivative	\$ 2.8	\$ -	\$ 2.8	\$ -

Items measured at fair value on a recurring basis	Carrying Value Measured at Fair Value			
	January 2, 2016	Level 1	Level 2	Level 3
Assets:				
Cash equivalents:				
Money market funds	\$ 3.0	\$ 3.0	\$ -	\$ -
Marketable securities:				
Corporate fixed income securities	15.1	-	15.1	-
Equity mutual fund securities	13.0	13.0	-	-
Mortgage-backed securities	6.0	-	6.0	-
U.S. government notes	11.5	11.5	-	-
Other	1.5	-	1.5	-
Total marketable securities	\$ 47.1	\$ 24.5	\$ 22.6	\$ -
Other long-term liabilities:				
Interest rate swap derivative	\$ 2.8	\$ -	\$ 2.8	\$ -

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

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

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

The fair value of the Company's marketable securities exceeded their cost by \$3.2 million and \$2.6 million at December 31, 2016 and January 2, 2016, respectively. Gross proceeds from the sale of marketable securities and the related realized gains and losses for the fiscal years ended December 31, 2016, January 2, 2016 and January 3, 2015 were as follows:

	Years Ended		
	December 31, 2016	January 2, 2016	January 3, 2015
Gross proceeds	\$ 5.1	\$ 5.6	\$ 28.5
Gross realized gains	0.1	0.1	0.6
Gross realized losses	-	(0.1)	(0.7)

Gross realized gains and losses were determined using the specific identification method. For the fiscal year ended December 31, 2016, the Company reclassified \$0.1 million of unrealized gains and an immaterial amount of unrealized losses on marketable securities that were recorded in AOCI as of January 2, 2016 into realized income. These amounts were recorded to Other income, net in the Consolidated Statement of Income.

The following table summarizes the contractual maturity distributions of the Company's debt securities at December 31, 2016. Actual maturities may differ from the contractual or expected maturities since borrowers may have the right to prepay obligations with or without prepayment penalties.

Fair value of available-for-sale debt securities	Due in One Year or Less	Due After One Year through Five Years	Due After Five Years through Ten Years	Due After Ten Years	Total
Corporate fixed income securities	\$ 1.0	\$ 6.5	\$ 5.1	\$ 2.3	\$ 14.9
Mortgage-backed securities	-	0.3	0.8	5.0	6.1
U.S. government notes	0.1	7.3	2.6	2.0	12.0
Other	-	0.8	0.3	0.9	2.0
Total	\$ 1.1	\$ 14.9	\$ 8.8	\$ 10.2	\$ 35.0

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

On June 5, 2012, the Company entered into a 58-month interest rate swap agreement, which expires on March 13, 2017, with an amortizing notional amount of \$200.0 million. This instrument is being used to fix the LIBOR rate on \$130.0 million of the revolving credit facility at 1.13 percent, resulting in an effective rate of 2.38 percent after adding the 1.25 percent margin based on the current pricing tier per the credit agreement — see Note 8 for more information. As of January 2, 2016, the notional amount of the 58-month interest rate swap agreement remaining was \$130.0 million. The Company entered into a forward interest rate swap derivative agreement in June 2015, which starts on March 13, 2017 and expires on May 13, 2020. The forward swap agreement fixes the LIBOR rate on \$150.0 million of the revolving credit facility at 2.18 percent, resulting in an effective rate of 3.43 percent after adding the 1.25 percent margin based on the current pricing tier per the credit agreement.

The fair value of the Company's interest rate swaps is estimated using Level 2 inputs, which are based on model-derived valuations in which all significant inputs and significant value drivers are observable in active markets. The Company also considers counterparty credit-risk and bilateral or "own" credit risk adjustments in estimating fair value, in accordance with the requirements of GAAP. As of December 31, 2016, the fair values of the interest rate swap and forward interest rate swap were liability balances of \$0.1 million and \$2.7 million, respectively. As of January 2, 2016, the fair values of the interest rate swap and forward interest rate swap were liability balances of \$0.7 million and \$2.1 million, respectively. The Company classifies current derivative liabilities as Accrued expenses and long-term derivative liabilities as Other long-term liabilities on the Consolidated Balance Sheets.

Because the interest rate swaps have been designated as cash flow hedges and have been evaluated to be highly effective, the change in the fair value is recorded in AOCI as a gain or loss on derivative financial instruments. The amount in AOCI is reclassified to earnings if the derivative instruments are sold, extinguished or terminated, or at the time they become expected to be sold, extinguished

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

or terminated. The net of tax amount recorded in AOCI for the fair value adjustment of the interest rate swaps was an unrealized loss of \$1.7 million as of December 31, 2016 and January 2, 2016. This unrealized loss is not expected to be reclassified into interest expense within the next 12 months. The impact of any ineffectiveness is recognized in earnings. However, there was no hedge ineffectiveness related to the interest rate swaps for the years ended December 31, 2016 and January 2, 2016.

The Company's debt instruments are recorded at cost on the Consolidated Balance Sheets. The fair value of the Company's debt was approximately \$216.3 million at December 31, 2016, compared to the carrying value, including accrued interest, of \$215.5 million. The estimated fair value of long-term debt is based on estimated rates for similar instruments and is, therefore, classified as Level 3 within the fair value hierarchy.

(12) Income Taxes

Income tax expense includes the following components:

	Years Ended		
	December 31, 2016	January 2, 2016	January 3, 2015
Current:			
Federal	\$ (3.2)	\$ (4.4)	\$ (0.2)
State	(0.4)	(0.1)	(1.2)
Foreign	(0.7)	(1.2)	(0.5)
Current income tax expense	(4.3)	(5.7)	(1.9)
Deferred:			
Federal	(0.4)	(1.7)	(4.5)
State	(0.4)	(0.2)	0.2
Foreign	(0.3)	0.1	(0.1)
Deferred income tax expense	(1.1)	(1.8)	(4.4)
Total income tax expense	<u>\$ (5.4)</u>	<u>\$ (7.5)</u>	<u>\$ (6.3)</u>

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

	Years Ended		
	December 31, 2016	January 2, 2016	January 3, 2015
Expected tax at U.S. Federal income tax rate	\$ (58.3)	\$ (57.3)	\$ (51.7)
Patronage distribution deductions	53.5	49.5	46.1
Other, net	(0.6)	0.3	(0.7)
Income tax expense	<u>\$ (5.4)</u>	<u>\$ (7.5)</u>	<u>\$ (6.3)</u>

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

Deferred income taxes reflect the tax effects of temporary differences between the carrying amounts of existing assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows:

Deferred tax assets:	December 31, 2016	January 2, 2016
AMT and other tax credit carryforwards	\$ 6.9	\$ 5.5
Net operating loss carryforwards	14.7	16.5
Unearned insurance premium and loss reserves	-	0.5
Allowance for doubtful accounts	5.2	6.0
Inventory reserves	5.8	3.6
Deferred vendor rebates	9.8	8.9
Accrued compensation and benefits expense	16.7	19.2
Other reserves	14.5	14.8
Total deferred tax assets	73.6	75.0
Less: valuation allowance	(6.3)	(4.9)
Deferred tax assets	67.3	70.1
Deferred tax liabilities:		
Depreciation and deferred gains on property and equipment	17.2	16.7
Amortization of intangibles	2.3	2.1
Fair market value of leases	1.0	1.0
Prepaid expenses and deferred income	9.9	11.8
Inventory valuation	25.9	26.0
Deferred tax liabilities	56.3	57.6
Net deferred tax assets	\$ 11.0	\$ 12.5

Net deferred tax assets are included in Other assets on the Consolidated Balance Sheets.

At December 31, 2016, the Company has federal and state net operating loss carryforwards of \$44.8 million available for offset against future taxable income. The net operating losses may be carried forward through the tax years 2031 through 2035. The Company has international net operating losses from its Panama operations of \$0.3 million. The net operating losses from Panama may be carried forward through the tax years 2017 through 2020.

At December 31, 2016, the Company has alternative minimum tax credit carryforwards of \$0.4 million. The carryforward period for alternative minimum tax credits is indefinite.

At December 31, 2016, the Company has state tax credit carryforwards of \$6.5 million available to offset future state income tax expense. The state tax credits may be carried forward through tax years 2017 through 2021. A valuation allowance of \$6.3 million has been established against the state tax credits as it is more likely than not that the benefit of the tax credits will not be realized.

The federal income tax returns of the consolidated group are subject to examination by the Internal Revenue Service ("IRS"), generally for three years after the returns are filed. The 2012 through 2016 tax years remain subject to examination by the IRS. For state purposes, the 2011 through 2016 tax years remain subject to examination.

The Company recognizes interest and penalties related to uncertain tax positions in Income tax expense. Accrued interest and penalties included in the reserve for uncertain tax positions were \$0.3 million at December 31, 2016 and January 2, 2016. The Company recognized immaterial amounts related to interest and penalties within Income tax expense for the years ended December 31, 2016, January 2, 2016 and January 3, 2015. It is reasonably possible that the total amount of unrecognized tax benefits will increase or decrease within the next twelve months. The Company currently estimates that such increases and decreases will not be significant.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

(13) Capital Stock

The Company's classes of stock are described below (not in millions):

	Number of Shares at	
	December 31, 2016	January 2, 2016
Class A stock, voting, redeemable at par value:		
Authorized	10,000	10,000
Issued and outstanding	2,726	2,734
Class C stock, nonvoting, redeemable at not less than par value:		
Authorized	6,000,000	6,000,000
Issued and outstanding	4,132,170	3,756,627
Issuable as patronage distributions	523,158	564,155

No dividends can be declared on any shares of any class of the Company's stock.

Upon termination of the Company's membership agreement with any retail outlet, all shares of stock of the Company held by the retailer owning or controlling such outlet must be sold back to the Company, unless a transfer of such shares is made to another party accepted by the Company as a member retailer with respect to the same outlet. A single Class A share is issued to a member retailer only when the share subscribed has been fully paid and Class C shares are issued only when all shares subscribed with respect to a retail outlet have been fully paid. Additional stock subscribed in the accompanying consolidated financial statements represents the paid portion of stock subscribed for stores that have not opened. All shares of stock are currently issued and repurchased at par value.

(14) Commitments and Contingencies

Lease commitments

The Company rents certain warehouse and distribution space, office space, retail locations, equipment and vehicles under operating leases. At December 31, 2016, annual minimum rental commitments under leases that have initial or remaining noncancelable terms in excess of one year, net of sublease income, are as follows:

Fiscal Year	Amount
2017	\$ 58.3
2018	53.2
2019	49.6
2020	45.0
2021	35.3
Thereafter	95.7
Minimum lease payments	\$ 337.1

Minimum lease payments include \$3.7 million of minimum lease payments for store leases that the Company has assigned to member retailers. As a condition of the sale of the former Company-owned stores, the Company remains contingently liable for payment under two lease arrangements. The leases have varying terms, the latest of which expires in 2025. The Company believes that due to the nature of the agreements, the possibility of payment on these leases is remote.

All other leases expire prior to the end of 2032. Under certain leases, the Company pays real estate taxes, insurance and maintenance expenses in addition to rental expense. ARH rents a majority of its retail store location properties, as well as its corporate headquarters, under long-term operating leases that generally provide for payment of minimum annual rent payments, real estate taxes, insurance and maintenance and, in some cases, contingent rent (calculated as a percentage of sales) in excess of minimum rent. The amount of contingent rent paid since the date of the acquisition of ARH was not material. With the exception of store leases assigned

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

to member retailers, management expects that in the normal course of business, leases that expire will be renewed or replaced by other leases. Rent expense was \$68.8 million, \$66.6 million and \$62.1 million in fiscal 2016, 2015 and 2014, respectively.

AIH has entered into service agreements for the receipt, handling, warehousing and re-dispatch of all shipments of merchandise for its Colon, Panama, Ningbo, China and Dubai, United Arab Emirates operations. Annual minimum service payments under these agreements are not significant.

Contingencies

The Company has certain contingent liabilities resulting from litigation and claims incident to the ordinary course of business. Management believes that the probable resolution of such contingencies will not materially affect the financial position, results of operations, or liquidity of the Company. During fiscal 2015, the Company received a settlement related to the resolution of a gain contingency which was recorded as a \$10.0 million reduction of Selling, general and administrative expenses.

Other guarantees

In the normal course of business, the Company enters into commercial commitments including standby letters of credit and guarantees that could become contractual obligations. Letters of credit are issued generally to insurance agencies and financial institutions in direct support of the Company's corporate and retailer insurance programs as well as to international vendors for imported inventory purchases. As of December 31, 2016, the Company had outstanding standby letters of credit of \$16.2 million and commercial letters of credit of \$25.0 million.

(15) Warehouse Facility Closure Costs

In June 2013, as part of the continued effort to support retail growth, the Company decided to cease its operations at the Toledo, Ohio, Retail Support Center (RSC) when its lease expired in December 2014 and replace it with a larger, new RSC in West Jefferson, Ohio. The Company recorded a warehouse facility closure charge of \$6.2 million in 2013 for estimated expenses related to this RSC closure. This charge included \$1.7 million for severance and employee related costs and \$4.5 million for payments expected to be paid to the multi-employer pension fund that covered the union employees at the Toledo, Ohio RSC. During 2014, the Company recorded an additional charge of \$0.2 million to accrete the multi-employer pension liability. During fiscal 2015, the Company paid \$6.4 million to settle its obligation with the multi-employer pension fund and recorded an additional warehouse facility closure expense of \$1.7 million.

In the fourth quarter of 2014, the Company relocated the Fort Worth Crossdock facility to the new Wilmer RSC. The Company recorded \$0.5 million of expense primarily for the future cost of remaining lease payments on the property.

In the fourth quarter of 2014, ARH decided to close its warehouse in 2015 and recorded \$0.2 million of expense primarily for severance and employee related costs. In fiscal 2015, the Company closed its ARH warehouse and recorded \$2.0 million of expense primarily for warehouse closure costs, future minimum lease payments net of expected sublease income, as well as broker fees to find a sub-lessee. The Company recorded an additional \$3.3 million of charges in fiscal 2016 related to the true-up of the remaining net lease liability based on current market rates and expected sublease income.

ACE HARDWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(In millions)

(16) Summary of Quarterly Results

The following table provides a summary of quarterly results (unaudited) for the eight quarters prior to and including the quarter ended December 31, 2016:

	2016			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Revenues	\$ 1,231.6	\$ 1,230.9	\$ 1,426.2	\$ 1,236.8
Gross profit	162.9	181.8	210.8	157.3
Operating expenses	140.4	130.1	143.5	128.5
Net income attributable to Ace Hardware Corporation	21.5	50.2	63.2	26.0

	2015			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Revenues	\$ 1,164.0	\$ 1,277.4	\$ 1,417.5	\$ 1,186.1
Gross profit	148.1	192.6	200.6	160.4
Operating expenses	136.6	135.7	131.4	128.5
Net income attributable to Ace Hardware Corporation	12.6	54.2	57.5	29.9

(17) Supplemental Disclosures of Cash Flow Information

During fiscal 2016, 2015 and 2014, accrued patronage distributions of \$10.5 million, \$9.7 million and \$10.8 million, respectively, were offset against trade receivables and notes receivable owed to the Company by its member retailers with no net impact in the Consolidated Statements of Cash Flows.

During fiscal 2016, 2015 and 2014, non-cash repurchases of stock from retailers of \$17.1 million, \$19.9 million and \$15.1 million, respectively, were offset against trade receivables of \$5.0 million, \$3.7 million and \$6.4 million, respectively, and notes receivable of \$2.2 million, \$3.7 million and \$2.9 million, respectively. The remaining \$9.9 million, \$12.5 million and \$5.8 million, respectively, were primarily issued as notes payable with no net impact in the Consolidated Statements of Cash Flows.

During fiscal 2012, the Company entered into an interest rate swap derivative dated June 5, 2012. In June 2015, the Company entered into a forward interest rate swap derivative agreement, which starts on March 13, 2017 and expires on May 13, 2020. The fair value adjustments for the interest rate swap derivatives were recorded as Accrued expenses and Other long-term liabilities of \$2.8 million in fiscal 2016 and Other long-term liabilities of \$2.8 million and \$1.1 million in 2015 and 2014, respectively. The Company offset these adjustments in fair value, net of tax, against AOCI with no net impact in the Consolidated Statements of Cash Flows.

During fiscal 2016, the Company received \$3.4 million of property and equipment prior to year-end and accrued for these items as no cash payments were made. These capital expenditures were not included in the Purchases of property and equipment in the Consolidated Statement of Cash Flows for fiscal year 2016. During fiscal 2016, the Company paid \$3.4 million for property and equipment that was purchased and accrued during the year ended January 2, 2016. These capital expenditures were included in the Purchases of property and equipment in the Consolidated Statement of Cash Flows for fiscal year 2016.

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

The following discussion and analysis summarizes the significant factors affecting the Company's consolidated operating results and financial condition during the three-year period ended December 31, 2016 (the Company's fiscal years 2016, 2015 and 2014). Fiscal years 2016 and 2015 each contain 52 weeks of operating results, while fiscal 2014 contains 53 weeks of operating results. Unless otherwise noted, all references herein for the years 2016, 2015 and 2014 represent fiscal years ended December 31, 2016, January 2, 2016 and January 3, 2015, respectively. This discussion and analysis should be read in conjunction with the consolidated financial statements and the related notes included in this annual report that have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP").

Company Overview

The Company is a wholesaler of hardware, paint and other merchandise and provides services and best practices for retail operations. The overall home improvement industry is estimated to be over \$358 billion and consists of a broad range of products and services, including lawn and garden products, paint and sundries, certain building supplies and general merchandise typically used in connection with home and property improvement, remodeling, repair and maintenance. The industry is fragmented and competition exists between the large home improvement centers, retail hardware stores and other chains offering hardware merchandise. In addition, we face growing competition from online and multichannel retailers.

The Company's retailers generally compete in the \$46 billion "convenience hardware" segment which is characterized by purchases primarily of products related to home improvement and repair, including paint and related products, lawn and garden equipment, and those products less focused on large-scale building, renovation and remodeling projects. The Company believes that the following competitive strengths distinguish it from its peers and contribute to its success in the convenience hardware market: (1) strong consumer recognition of the Ace Brand; (2) well-regarded for exceptional customer service and convenience; (3) strength of distribution operations; (4) consolidated purchasing power; (5) differentiated and localized product and service offerings; and (6) a diversified network of independent retailers.

The Company strives to be the best provider of products, services and operating methods for convenience hardware retailers. The four main drivers that support that goal and the Company's efforts to grow the business are improving the store model, accelerating new store openings, introducing store projects that drive store sales and profitability and reducing the number of store closings.

In 2014, the Company formed the Ace Wholesale Holdings LLC ("AWH") legal entity for sales to non-member retailers. On February 19, 2014, AWH acquired Emery-Waterhouse ("Emery"), a distributor of hardlines products for independent lumber, paint, industrial and hardware outlets. On December 31, 2014, AWH acquired Jensen-Byrd Co., LLC ("Jensen"), a wholesale hardlines distributor. In fiscal 2015, AWH formed Emery Jensen Distribution ("EJD") for sales outside of Emery and Jensen territories. The Company believes that these acquisitions and the formation of EJD will serve as a catalyst to further leverage wholesale purchasing power and advance the Company's strategic plans to be a leader in the wholesale distribution industry.

Ace Retail Holdings LLC ("ARH") is the owner of the 98 store Westlake Ace Hardware retail chain. As a result, the Company is also a retailer of hardware, paint and other merchandise.

Worldwide Store Count

The number of worldwide Ace retail outlets during the past three fiscal years is summarized as follows:

	Fiscal Years		
	2016	2015	2014
Retail outlets at beginning of period	4,890	4,794	4,829
New retail outlets	207	226	241
Retail outlet cancellations	(103)	(130)	(276)
Retail outlets at end of period	4,994	4,890	4,794

Results of Operations

Comparison of the Year Ended December 31, 2016 to the Year Ended January 2, 2016

The following data summarizes the Company's performance in 2016 as compared to 2015 (in millions):

	2016		2015		Increase/(decrease)	
	\$	% of Revenues*	\$	% of Revenues*	\$	%
Revenues:						
Wholesale revenues	4,863.2	94.9%	4,793.3	95.0%	69.9	1.5%
Retail revenues	262.3	5.1%	251.7	5.0%	10.6	4.2%
Total revenues	5,125.5	100.0%	5,045.0	100.0%	80.5	1.6%
Gross profit:						
Wholesale gross profit	595.0	12.2%	589.1	12.3%	5.9	1.0%
Retail gross profit	117.8	44.9%	112.6	44.7%	5.2	4.6%
Total gross profit	712.8	13.9%	701.7	13.9%	11.1	1.6%
Operating expenses:						
Wholesale operating expenses	440.2	9.0%	432.8	9.0%	7.4	1.7%
Retail operating expenses	99.0	37.7%	95.7	38.0%	3.3	3.4%
Warehouse facility closure costs	3.3	0.1%	3.7	0.1%	(0.4)	(10.8%)
Total operating expenses	542.5	10.6%	532.2	10.5%	10.3	1.9%
Operating income	170.3	3.3%	169.5	3.4%	0.8	0.5%
Interest expense	(12.8)	(0.2%)	(15.8)	(0.3%)	3.0	19.0%
Other income (expense), net	3.4	-	0.5	-	2.9	580.0%
Net income attributable to Ace Hardware Corporation	160.9	3.1%	154.2	3.1%	6.7	4.3%

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

A reconciliation of consolidated revenues follows (in millions):

	Amount	% Change vs. 2015
2015 Revenues	\$ 5,045.0	
<i>Wholesale Merchandise Revenues change based on new and cancelled domestic stores:</i>		
Revenues increase from new stores added since January 2015	107.2	2.1%
Net decrease from stores cancelled since January 2015	(51.4)	(1.0%)
Increase in wholesale merchandise revenues to comparable domestic stores	19.5	0.4%
Increase in AWH revenues	19.0	0.4%
Increase in ARH revenues	10.6	0.2%
Decrease in AIH revenues	(5.6)	(0.1%)
Other wholesale revenue changes, net	(18.8)	(0.4%)
2016 Revenues	\$ 5,125.5	1.6%

Consolidated revenues for the year ended December 31, 2016 totaled \$5.1 billion, an increase of \$80.5 million, or 1.6 percent, as compared to the prior year. Total wholesale revenues were \$4.9 billion for fiscal 2016, an increase of \$69.9 million, or 1.5 percent, as compared to the prior year. The categories with the largest revenue gains were outdoor living, lawn and garden and tools. New stores are defined as stores that were activated from January 2015 through December 2016. In 2016, the Company had an increase in wholesale merchandise revenues from new domestic stores of \$107.2 million. This increase was partially offset by a decrease in wholesale merchandise revenues due to domestic store cancellations of \$51.4 million. As a result, the Company realized a net increase in wholesale merchandise revenues of \$55.8 million related to the impact of both new stores affiliated with the Company and from stores that cancelled their membership in 2015 and 2016. Wholesale merchandise revenues to comparable domestic stores increased \$19.5 million. Warehouse sales represented 80.6 percent of wholesale merchandise revenue in 2016 compared to 80.9 percent in 2015, while direct ship sales were 19.4 percent, up from 19.1 percent in 2015.

AWH revenues were \$365.2 million during fiscal 2016. This is an increase of \$19.0 million from fiscal 2015.

Retail revenues were \$262.3 million for fiscal 2016. This is an increase of \$10.6 million or 4.2 percent from fiscal 2015. Same-store-sales increased 1.2 percent compared to fiscal 2015 due to a 2.9 percent increase in average ticket. The largest increases were in outdoor living, lawn and garden and electrical.

Wholesale gross profit for fiscal 2016 was \$595.0 million, an increase of \$5.9 million from fiscal 2015. The wholesale gross margin percentage was 12.2 percent of wholesale revenues in fiscal 2016, a slight decrease from the fiscal 2015 gross margin percentage of 12.3 percent.

Retail gross profit was \$117.8 million in fiscal 2016, an increase of \$5.2 million from fiscal 2015. Retail gross margin percentage was 44.9 percent of retail revenues in fiscal 2016, up slightly from 44.7 percent in fiscal 2015. Retail gross profit as reported in the Ace financial statements is based on the Ace wholesale acquisition cost of product rather than the ARH acquisition cost which includes Ace's normal markup from cost.

Wholesale operating expenses increased \$7.4 million, or 1.7 percent, as compared to 2015. The increase in 2016 was primarily due to additional expense associated with the increase in wholesale merchandise revenue. As a percentage of wholesale revenues, wholesale operating expenses remained consistent at 9.0 percent in both fiscal 2016 and 2015.

Retail operating expenses of \$99.0 million increased \$3.3 million, or 3.4 percent, in fiscal 2016 as compared to fiscal 2015. The increase was primarily driven by expenses from new retail stores added in 2016. Retail operating expenses as a percent of retail revenues decreased to 37.7 percent of retail revenues in 2016 from 38.0 percent of retail revenues in 2015.

In fiscal 2016 and fiscal 2015, ARH recorded warehouse facility closure charges of \$3.3 million and \$2.0 million, respectively, related to the previous closure of its leased distribution center in Lenexa, Kansas. In addition, the Company recorded a warehouse facility closure charge of \$1.7 million in fiscal 2015 related to the final settlement of the withdrawal liability for the multi-employer pension fund that covers the former union employees at the closed Retail Support Center in Toledo, Ohio.

Interest expense decreased \$3.0 million or 19.0 percent compared to fiscal 2015. During fiscal 2015, the Company refinanced its debt with its existing lenders and was required to write-off \$2.2 million of deferred financing fees related to the old credit facility and term loan. This write-off was recorded as additional interest expense.

Other income (expense) went from \$0.5 million of income in fiscal 2015 to \$3.4 million of income in fiscal 2016 primarily due to the absence of tax expense that was recorded in 2015 for the settlement of a \$10.0 million gain contingency and lower net income attributable to noncontrolling interests.

Comparison of the Year Ended January 2, 2016 to the Year Ended January 3, 2015

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

	2015		2014		Increase/(decrease)	
	\$	% of Revenues*	\$	% of Revenues*	\$	%
Revenues:						
Wholesale revenues	4,793.3	95.0%	4,466.7	95.0%	326.6	7.3%
Retail revenues	251.7	5.0%	233.8	5.0%	17.9	7.7%
Total revenues	5,045.0	100.0%	4,700.5	100.0%	344.5	7.3%
Gross profit:						
Wholesale gross profit	589.1	12.3%	546.4	12.2%	42.7	7.8%
Retail gross profit	112.6	44.7%	105.8	45.3%	6.8	6.4%
Total gross profit	701.7	13.9%	652.2	13.9%	49.5	7.6%
Operating expenses:						
Wholesale operating expenses	432.8	9.0%	408.4	9.1%	24.4	6.0%
Retail operating expenses	95.7	38.0%	91.5	39.1%	4.2	4.6%
Warehouse facility closure costs	3.7	0.1%	0.7	-	3.0	428.6%
Total operating expenses	532.2	10.5%	500.6	10.6%	31.6	6.3%
Operating income	169.5	3.4%	151.6	3.2%	17.9	11.8%
Interest expense	(15.8)	(0.3%)	(13.1)	(0.3%)	(2.7)	(20.6%)
Other income (expense), net	0.5	-	2.4	0.1%	(1.9)	(79.2%)
Net income attributable to Ace Hardware Corporation	154.2	3.1%	140.9	3.0%	13.3	9.4%

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

Consolidated revenues for the year ended January 2, 2016, totaled \$5.0 billion, an increase of \$344.5 million, or 7.3 percent, as compared to the prior year. Fiscal 2015 consisted of 52 weeks compared to 53 weeks in fiscal 2014. The 53rd week added approximately \$49.4 million in revenues in 2014. The Company also had non-recurring revenues for new Paint Studio equipment of \$46.8 million in fiscal 2014. Excluding the non-recurring revenues related to the new Paint Studio equipment and revenues for the 53rd week in 2014, revenues increased by \$440.7 million, or 9.6 percent, in 2015 compared to the prior year.

A reconciliation of consolidated revenues follows (in millions):

	Amount	% Change vs. 2014
2014 Revenues	\$ 4,700.5	
<i>Wholesale Merchandise Revenues change based on new and cancelled domestic stores:</i>		
Revenues increase from new stores added since January 2014**	104.7	2.2%
Net decrease from stores cancelled since January 2014**	(43.8)	(0.9%)
Increase in wholesale merchandise revenues to comparable domestic stores**	172.8	3.7%
Decrease in wholesale merchandise revenues due to non-recurring Paint Studio sales	(46.8)	(1.0%)
Decrease in wholesale merchandise revenues due to 53 rd week in 2014	(49.4)	(1.1%)
Increase in AWH revenues	196.0	4.2%
Increase in ARH revenues	17.9	0.4%
Other wholesale revenue changes, net	(6.9)	(0.2%)
2015 Revenues	\$ 5,045.0	7.3%

**Year-over-year changes exclude the impact of non-recurring Paint Studio equipment revenue and the 53rd week.

Total wholesale revenues were \$4.8 billion for fiscal 2015, an increase of \$326.6 million, or 7.3 percent, as compared to the prior year. The categories with the largest revenue gains were outdoor living, electrical and lawn and garden. Excluding the non-recurring revenues related to the rollout of the new Paint Studio equipment in 2014 of \$46.8 million and \$49.4 million of revenues for the 53rd week in 2014, wholesale revenues increased by \$422.8 million, or 9.7 percent, in 2015 compared to the prior year.

New stores are defined as stores that were activated from January 2014 through December 2015. In 2015, the Company had an increase in wholesale merchandise revenues from new domestic stores of \$104.7 million. This increase was partially offset by a decrease in wholesale merchandise revenues due to domestic store cancellations of \$43.8 million. As a result, the Company realized a net increase in wholesale merchandise revenues of \$60.9 million related to the impact of both new stores affiliated with the Company

and from stores that cancelled their membership in 2014 and 2015. Wholesale merchandise revenues to comparable domestic stores increased \$172.8 million. The new store, cancelled store and comparable store numbers all exclude the impact of non-recurring Paint Studio equipment revenues and the effect of the 53rd week in fiscal 2014. Warehouse sales represented 80.9 percent of wholesale merchandise revenue in 2015 compared to 78.0 percent in 2014, while direct ship sales were 19.1 percent, down from 22.0 percent in 2014.

AWH revenues were \$346.2 million during fiscal 2015. This is an increase of \$196.0 million from fiscal 2014. AWH began operations on February 19, 2014 and was expanded to include the acquisition of Jensen in December 2014. Jensen added \$168.2 million of the AWH increase during fiscal 2015.

Retail revenues were \$251.7 million for fiscal 2015. This is an increase of \$17.9 million or 7.7 percent from fiscal 2014. Average ticket price increased 3.3 percent and customer count increased 1.3 percent compared to fiscal 2014 leading to a same-store-sales increase of 4.6 percent. The largest increases were in lawn and garden, consumables and electrical.

Wholesale gross profit for fiscal 2015 was \$589.1 million, an increase of \$42.7 million from fiscal 2014. The wholesale gross margin percentage was 12.3 percent of wholesale revenues in fiscal 2015, an increase from fiscal 2014's gross margin percentage of 12.2 percent. The increase in the wholesale gross margin percentage was primarily driven by additional income received from vendors.

Retail gross profit was \$112.6 million in fiscal 2015, an increase of \$6.8 million from fiscal 2014. Retail gross margin percentage was 44.7 percent of retail revenues in fiscal 2015, down from 45.3 percent in the prior year. The decrease in the retail gross margin percentage was primarily the result of product mix. Retail gross profit as reported in the Ace financial statements is based on the Ace wholesale acquisition cost of product rather than the ARH acquisition cost which includes Ace's normal markup from cost.

Wholesale operating expenses increased \$24.4 million, or 6.0 percent as compared to 2014. The increase was primarily driven by additional operating expenses resulting from the AWH acquisition of Jensen in December 2014, increased warehouse costs associated with the higher sales volume as well as increased advertising expenses, partially offset by the settlement of a gain contingency of \$10.0 million. As a percentage of wholesale revenues, wholesale operating expenses decreased from 9.1 percent of wholesale revenues in fiscal 2014 to 9.0 percent of wholesale revenues in fiscal 2015.

Retail operating expenses of \$95.7 million increased \$4.2 million, or 4.6 percent, in fiscal 2015 as compared to fiscal 2014. The increase was primarily driven by higher expenses associated with ARH's acquisition of five retail stores during the second quarter of 2015 and the opening of a new retail store in the third quarter of 2015. Retail operating expenses as a percent of retail revenues decreased to 38.0 percent of retail revenues in 2015 from 39.1 percent of retail revenues in 2014.

In fiscal 2015, the Company recorded an additional warehouse facility closure charge of \$1.7 million related to the final settlement of the withdrawal liability for the multi-employer pension fund that covers the former union employees at the closed Retail Support Center in Toledo, Ohio. In addition, ARH recorded a warehouse facility closure charge of \$2.0 million related to the closure of its leased distribution center. In fiscal 2014, the Company recorded approximately \$0.7 million of warehouse facility closure expense primarily related to relocating the Fort Worth Crossdock Facility to Wilmer, Texas.

Interest expense increased \$2.7 million or 20.6 percent compared to fiscal 2014. During fiscal 2015, the Company refinanced its debt with its existing lenders. The previous \$400 million revolving credit facility and \$165 million amortizing term loan were replaced with a \$600 million revolving credit facility that expires in May of 2020. The interest rate on the facility was also reduced by 25 basis points. Because of the refinancing, the Company was required to write-off \$2.2 million of deferred financing fees related to the old credit facility and term loan. This write-off was recorded as additional interest expense. Additionally, the Company had higher average outstanding balances under its revolving lines of credit during fiscal 2015.

Other income (expense) showed a decrease in income of \$1.9 million primarily from an increase in net income attributable to noncontrolling interests related to the Company's international operations.

Liquidity and Capital Resources

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

The Company's borrowing requirements have historically arisen from, and are expected to continue to arise from, working capital needs, debt service, capital improvements and acquisitions, patronage distributions and other general corporate purposes. In the past, the Company has met its operational cash needs using cash flows from operating activities and funds from its revolving credit facilities. The Company currently estimates that its cash flows from operating activities and working capital, together with its lines of

credit, will be sufficient to fund its short-term liquidity needs. Actual liquidity and capital funding requirements depend on numerous factors, including operating results, general economic conditions and the cost of capital.

On May 29, 2015, the Company amended its secured credit facility which was originally dated April 13, 2012 and previously amended on July 29, 2013. The May 2015 amendment extended the maturity date to May 29, 2020 and lowered the interest rate credit spread by 25 basis points. The amended credit facility consists of a \$600.0 million line of credit that is expandable to \$750.0 million through a \$150.0 million accordion that is exercisable without the consent of existing lenders provided that the Company is not in default of the credit agreement and further provided that none of the existing lenders are required to provide any portion of the increased facility. Borrowings under the amended credit facility bear interest at a rate of either 25 to 100 basis points over the prime rate or 125 to 200 basis points over the London Interbank Offered Rate (“LIBOR”) depending on the Company’s leverage ratio as defined under the agreement. The amended credit facility was priced at LIBOR plus 125 basis points at December 31, 2016. The amended credit facility requires maintenance of certain financial covenants including a maximum allowable average leverage ratio and a minimum fixed charge coverage ratio. As of December 31, 2016, the Company was in compliance with its covenants and \$165.5 million was outstanding under the amended credit facility.

The amended credit facility includes a \$175.0 million sublimit for the issuance of standby and commercial letters of credit. As of December 31, 2016, a total of \$25.0 million in letters of credit were outstanding. The revolving credit facility requires the Company to pay fees based on the unused portion of the line of credit at a rate of 15 to 30 basis points per annum depending on the Company’s leverage ratio.

The amended credit facility allows the Company to make revolving loans and other extensions of credit to AIH in an aggregate principal amount not to exceed \$75.0 million at any time. As of December 31, 2016, there were no loans or other extensions of credit provided to AIH.

In order to reduce the risk of interest rate volatility, the Company entered into an interest rate swap derivative agreement in June 2012, which expires on March 13, 2017. This swap agreement fixes the LIBOR rate on a portion of the revolving credit facility at 1.13 percent, resulting in an effective rate of 2.38 percent after adding the 1.25 percent margin based on the current pricing tier per the credit agreement. The notional amount of the derivative agreement decreases by \$5.0 million each quarter through expiration of the interest rate swap derivative agreement in March 2017. As of December 31, 2016, the notional amount of the interest rate swap agreement remaining was \$130.0 million. The Company entered into a forward interest rate swap derivative agreement in June 2015 to reduce the risk of interest rate volatility for the remaining term of the amended credit facility. The forward interest rate swap starts on March 13, 2017 and expires on May 13, 2020. The forward swap agreement fixes the LIBOR rate on \$150.0 million of the revolving credit facility at 2.18 percent, resulting in an effective rate of 3.43 percent after adding the 1.25 percent margin based on the current pricing tier per the credit agreement. The swap arrangements have been designated as cash flow hedges and have been evaluated to be highly effective. As a result, the after-tax change in the fair value of the swaps are recorded in Accumulated other comprehensive income as a gain or loss on derivative financial instruments.

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

The ARH Facility is collateralized by substantially all of ARH’s personal property and intangible assets. Borrowings under the facility are subject to a borrowing base calculation consisting of certain advance rates applied to eligible collateral balances (primarily consisting of certain receivables and inventories). This agreement requires maintenance of certain financial covenants including a minimum fixed charge coverage ratio. As of December 31, 2016, ARH was in compliance with its covenants and had \$28.3 million in loans outstanding under the ARH Facility.

The ARH Facility requirements include a lender-controlled cash concentration system that results in all of ARH’s daily available cash being applied to the outstanding borrowings under this facility. Pursuant to FASB Accounting Standards Codification Section 470-10-45, “Classification of Revolving Credit Agreements Subject to Lock-Box Arrangements and Subjective Acceleration Clauses,” the borrowings under the ARH Facility have been classified as a Current maturity of long-term debt as of December 31, 2016.

Total debt, the majority of which is comprised of the \$193.8 million borrowed on lines of credit, was \$214.8 million as of December 31, 2016, compared to \$269.4 million as of January 2, 2016.

Cash Flows

The Company had \$16.8 million and \$11.3 million of cash and cash equivalents at December 31, 2016 and January 2, 2016, respectively. Following is a summary of the Company's cash flows from operating, investing and financing activities for fiscal years 2016 and 2015, respectively (in millions):

	2016	2015
Cash provided by operating activities before changes in assets and liabilities	\$ 211.7	\$ 210.4
Net changes in assets and liabilities	5.5	(91.4)
Net cash provided by operating activities	217.2	119.0
Net cash used in investing activities	(77.6)	(51.1)
Net cash used in financing activities	(134.1)	(86.4)
Net change in cash and cash equivalents	\$ 5.5	\$ (18.5)

The Company's operating activities generated \$217.2 million of cash in fiscal 2016 compared to \$119.0 million in fiscal 2015. Excluding the impact of net changes in assets and liabilities, cash provided by operating activities grew slightly from \$210.4 million in fiscal 2015 to \$211.7 million in fiscal 2016. This increase was primarily the result of higher net income in 2016.

The net change in assets and liabilities provided \$5.5 million of cash in fiscal 2016 compared to a \$91.4 million use of cash in fiscal 2015. In 2016, accounts payable and accrued expenses provided \$61.8 million of cash primarily as a result of an increase in vendor receipts to support fourth quarter 2016 promotional strategies. Receivables used \$43.7 million of cash in 2016 primarily as a result of higher trade receivables driven by higher warehouse and dropship sales to retailers and retailer loan programs, while inventories used \$23.8 million of cash in 2016 primarily to build inventory in outdoor living. In 2015, accounts payable and accrued expenses used \$40.4 million of cash primarily as a result of the timing of vendor payments. Inventories used \$17.8 million of cash for the intentional build-up of LED lighting inventories for planned resets and promotions, while receivables used \$18.3 million of cash primarily due to retailer loan programs.

Net cash used for investing activities was \$77.6 million in fiscal 2016 compared to \$51.1 million in fiscal 2015. Investing activities in 2016 primarily consisted of \$70.8 million in capital expenditures, including \$22.8 million for the expansion of the Wilton, NY Retail Support Center. Investing activities in 2015 primarily consisted of \$41.9 million in capital expenditures and \$5.9 million of net purchases of marketable securities.

Net cash used for financing activities was \$134.1 million in fiscal 2016 compared to \$86.4 million in fiscal 2015. During 2016, the Company paid \$53.7 million for the cash portion of the 2015 patronage distributions, made \$56.4 million of net payments under the revolving lines of credit and had \$18.0 million in payments on long-term debt and patronage refund certificates. During 2015, the Company had \$177.0 million in principal payments on long-term debt and payments of \$48.9 million for the cash portion of patronage distributions. This was partially offset by net borrowings of \$150.2 million under the revolving lines of credit.

Off-balance sheet arrangements

In accordance with GAAP, operating leases for the Company's real estate and other assets are not reflected in the Consolidated Balance Sheets. In addition, the Company has certain other guarantees, as further described in the Notes to the Consolidated Financial Statements – Note 14 – Commitments and Contingencies. The Company believes the likelihood of any such payment under these guarantees is remote.

Contractual Obligations and Commitments

Contractual obligations and commitments at December 31, 2016 are as follows (in millions):

	Payments Due by Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Long-term debt (1)	\$ 214.8	\$ 36.4	\$ 10.9	\$ 167.5	\$ -
Interest payments on long-term debt (2)	22.4	6.8	12.8	2.8	-
Patronage refund certificates payable	67.8	6.9	16.0	44.9	-
Operating leases (3)	337.1	58.3	102.8	80.3	95.7
Purchase commitments (4)	37.3	18.2	13.4	5.7	-
Total	\$ 679.4	\$ 126.6	\$ 155.9	\$ 301.2	\$ 95.7

- (1) Reflects principal payments.
- (2) Reflects interest that would be paid if LIBOR rates and interest rate spreads remain unchanged from the December 31, 2016 rates and assumes a consistent outstanding revolving line of credit balance until the expiration of the facility in 2020.
- (3) Total operating lease payments include \$3.7 million of minimum lease payments for store leases that the Company has assigned to member retailers.
- (4) Represents minimum purchase commitments pursuant to contracts.

The table above does not include any reserves for uncertain tax positions (including penalties and interest) as the Company is unable to make a reasonably reliable estimate of the timing of payments due to uncertainties in the timing of the effective settlement of tax positions.

Application of Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses in the consolidated financial statements. On an ongoing basis, the Company evaluates its estimates and judgments based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates, and these estimates would vary under different assumptions or conditions. Management believes these estimates and assumptions are reasonable.

The Company annually reviews its financial reporting and disclosure practices and accounting policies to ensure that they provide accurate and comprehensive information relative to the current economic and business environment. The Company's significant accounting policies are described in the Notes to the Consolidated Financial Statements. The following represents those critical accounting policies which involve a relatively higher degree of judgment, estimation and complexity and where materially different amounts could be reported under different conditions or using different assumptions.

Valuation of Inventories When necessary, the Company provides allowances to adjust the carrying value of inventories to the lower of cost or market, including costs to sell or dispose of surplus or damaged/obsolete inventory, and for estimated shrinkage. Estimates of the future demand for the Company's products are key factors used by management in assessing the net realizable value of the inventories. While management believes that the estimates used are appropriate, an unanticipated decline in revenues at retail outlets or a significant decline in demand for products in selected product categories could result in valuation adjustments.

Vendor Funds The Company receives funds from vendors in the normal course of business principally as a result of purchase volumes, revenues or promotions of vendors' products. Based on the provisions of the vendor agreements in place, management develops accrual rates by estimating the point at which the Company will have completed its performance under the agreement and the amount agreed upon will be earned. Due to the complexity and diversity of the individual vendor agreements, the Company performs analyses and reviews of historical trends throughout the year to ensure the amounts earned are appropriately recorded. As part of these analyses, the Company validates its accrual rates based on actual purchase trends and applies those rates to actual purchase volumes to determine the amount of funds that should be accrued by the Company and receivable from the vendor. Amounts accrued throughout the year could be impacted if actual purchase volumes differ from projected annual purchase volumes, especially in the case of programs that provide for increased funding when graduated purchase volumes are met. At year-end, the accrual reflects actual purchases made throughout the year.

Vendor funds are treated as a reduction of inventory cost, unless they represent a reimbursement of specific, incremental and identifiable costs incurred by the customer to sell the vendor's product, in which case the costs would be netted. The majority of the vendor funds that the Company receives do not meet the specific, incremental and identifiable criteria. Therefore, the Company treats

a majority of these funds as a reduction in the cost of inventory as the amounts are accrued and recognized as a reduction of cost of revenues when the inventory is sold.

Allowance for Doubtful Accounts The allowance for doubtful accounts reflects management's estimate of the future amount of accounts and notes receivable that will not be collected. Management records allowances for doubtful accounts based on judgments made considering a number of factors, primarily historical collection statistics, current member retailer credit information, the current economic environment, the aging of receivables, the evaluation of compliance with lending covenants and the offsetting amounts due to members for stock, notes, interest and anticipated but unpaid patronage distributions. While the Company believes it has appropriately considered known or expected outcomes, its customers' ability to pay their obligations, including those to the Company, could be adversely affected by declining revenues at retail resulting from such factors as contraction in the economy or competitive conditions in the wholesale and retail industry including increased competition from omni-channel retailers, discount stores, chain stores and other mass merchandisers.

The Company's allowance for doubtful accounts at December 31, 2016 and January 2, 2016 was \$14.6 million and \$17.0 million, respectively. Actual credit losses could vary materially from the Company's estimates.

Insurance Reserves Insurance reserves for claims related to the Company's self-insured property, general liability, workers' compensation and auto liability insurance programs are dependent on assumptions used in calculating such amounts. These assumptions include projected ultimate losses and confidence levels of the reserve requirement and consider historical loss levels and other factors. While management believes that the assumptions used are appropriate, differences in actual claims experience or changes in assumptions may affect the Company's insurance reserves.

Goodwill Goodwill represents the excess of the cost of an acquired business over the amounts assigned to net assets. Goodwill is not amortized but is tested for impairment at a reporting unit level on an annual basis or more frequently, if circumstances change or an event occurs that would more likely than not reduce the fair value of a reporting unit below its carrying amount.

Qualitative factors may be assessed to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount. If an election is made to not perform the qualitative assessment, or the qualitative assessment indicates that the carrying amount is more likely than not higher than the fair value, goodwill is tested for impairment based on a two-step test. The first step compares the fair value of a reporting unit with its carrying amount, including goodwill. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired, thus the second step of the impairment test is unnecessary. If the carrying amount of a reporting unit exceeds its fair value, the second step of the goodwill impairment test shall be performed to measure the impairment loss, if any. The second step compares the implied fair value of reporting unit goodwill with the carrying amount of goodwill. If the carrying amount of reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss shall be recognized in an amount equal to that excess.

Significant judgment is applied when goodwill is assessed for impairment. This judgment includes developing cash flow projections, selecting appropriate discount rates, identifying relevant market comparables, incorporating general economic and market conditions and selecting an appropriate control premium. The income approach is based on discounted cash flows, which are derived from internal forecasts and economic expectations for each respective reporting unit. In 2016, the Company did not recognize any goodwill impairments. The balance of goodwill was \$27.4 million at December 31, 2016. Significant adverse changes to the Company's business environment and future cash flows could cause us to record impairment charges in future periods.

Impact of New Accounting Standards

New Accounting Pronouncements - Issued

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." The purpose of ASU 2014-09 is to develop a common revenue recognition standard for GAAP and International Financial Reporting Standards. The guidance in this update affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 allows either full retrospective adoption, meaning the standard is applied to all periods presented, or modified retrospective adoption, meaning the standard is applied only to the most current period presented in the financial statements. This guidance is effective for the Company for fiscal 2019 year-end financial statements and quarterly financial statements in fiscal 2020. The FASB has also issued the following standards which clarify ASU 2014-09 and have the same effective date as the original standard: ASU No. 2016-12, "Revenue from Contracts with Customers: Narrow-Scope Improvements and Practical Expedients," ASU No. 2016-10, "Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing" and ASU No. 2016-08, "Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations

(Reporting Revenue Gross versus Net).” The Company is currently evaluating this guidance to determine the impact it will have on its consolidated financial statements.

In January 2016, the FASB issued ASU No. 2016-01, “Financial Instruments – Overall (Subtopic 825-10), Recognition and Measurement of Financial Assets and Financial Liabilities.” ASU 2016-01 requires the change in fair value measurement for certain equity investments to be recognized in net income, simplifies the impairment assessment for equity investments without readily determinable fair values, eliminates disclosure requirements related to fair value of financial instruments measured at amortized cost for non-public entities, eliminates the requirement to disclose methods and assumptions used to estimate fair value of financial instruments measured at amortized cost for public entities and requires public entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes. Additionally, ASU 2016-01 provides disclosure presentation guidance and clarification related to valuations allowances on deferred tax assets related to available-for-sale securities. ASU 2016-01 is effective for the Company for fiscal 2019 year-end financial statements and quarterly financial statements in fiscal 2020, with early adoption permitted in fiscal 2018. The Company is evaluating the impact that ASU 2016-01 will have on its consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842).” ASU 2016-02 requires that lessees recognize assets and liabilities for leases with lease terms greater than twelve months in the statement of financial position. ASU 2016-02 also requires improved disclosures to help users of financial statements better understand the amount, timing and uncertainty of cash flows arising from leases. ASU 2016-02 is effective for the Company for fiscal 2020 year-end financial statements and quarterly financial statements in fiscal 2021. The Company is evaluating the impact that ASU 2016-02 will have on the Company’s consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-04, “Liabilities – Extinguishments of Liabilities (Subtopic 405-20): Recognition of Breakage for Certain Prepaid Stored-Value Products.” ASU 2016-04 amends the guidance for extinguishing financial liabilities for certain prepaid stored-value products. According to ASU 2016-04, breakage is recognized proportionally as the prepaid stored-value product is being redeemed or when the likelihood becomes remote that the holder will exercise its remaining rights. ASU 2016-04 is effective for the Company for fiscal 2019 year-end financial statements and quarterly financial statements in fiscal 2020. The provisions of ASU 2016-04 will not have an impact on the Company’s balance sheet or operating results.

In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.” ASU 2016-13 requires financial assets measured at amortized cost basis to be presented at the net amount expected to be collected. The amortized cost basis of financial assets should be reduced by expected credit losses to present the net carrying value in the financial statements at the amount expected to be collected. The measurement of expected credit losses is based on past events, historical experience, current conditions and forecasts that affect the collectability of the financial assets. Additionally, credit losses relating to available-for-sale debt securities should be recorded through an allowance for credit losses. ASU 2016-13 is effective for the Company for fiscal 2021 year-end financial statements and quarterly financial statements in fiscal 2022. The Company is evaluating the impact that ASU 2016-13 will have on the Company’s consolidated financial statements.

In August 2016, the FASB issued ASU No. 2016-15, “Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments.” ASU 2016-15 provides guidance on the following cash flow issues: debt prepayment or extinguishment costs, settlements of zero-coupon or insignificant coupon interest rate debt instruments, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of Company-owned life insurance policies, distributions received from equity method investees, beneficial interests in securitization transactions and separately identifiable cash flows and application of the predominance principle. ASU 2016-15 is effective for the Company for fiscal 2019 year-end financial statements and quarterly financial statements in fiscal 2020. The provisions of ASU 2016-15 will not have an impact on the Company’s consolidated statements of cash flows.

Qualitative and Quantitative Disclosure About Market Risk

Inflation and Changes in Prices The Company’s business is not generally governed by contracts that establish prices substantially in advance of the receipt of goods or services. As vendors increase their prices for merchandise supplied to the Company, the Company generally increases the price to its customers in an equal amount plus the normal handling charge on such amounts. In the past, these increases have provided adequate gross profit to offset the impact of inflation.

Foreign Currency Although the Company has international operating entities, its exposure to foreign currency rate fluctuations is not significant to its financial condition and results of operations.

Customer Credit Risk The Company is exposed to the risk of financial non-performance by customers. The Company’s ability to collect on sales to its customers is dependent on the liquidity of its customer base. Volatility in credit markets may reduce the liquidity of the Company’s customer base. To manage customer credit risk, the Company monitors historical collection statistics, current member retailer credit information, the current economic environment, the aging of receivables, the evaluation of compliance with lending covenants and the offsetting amounts due to members for stock, notes, interest and anticipated but unpaid patronage distributions. From

certain customers, the Company also obtains collateral as considered necessary to reduce risk of loss. The Company does not believe the loss of any single customer would have a material adverse effect on its results of operations.

Interest Rate Volatility The Company has exposure to fluctuations in interest rates on its floating rate debt. In order to reduce the risk of interest rate volatility, the Company has entered into interest rate swap agreements to fix the LIBOR rate on a portion of its revolving credit facility. As a result of the interest rate swap agreements, the Company's exposure to interest rate fluctuations is not significant to its financial condition and results of operations.

Disclosure Regarding Forward-Looking Statements

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

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

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

FIVE YEAR SUMMARY OF EARNINGS AND DISTRIBUTIONS

	Years Ended				
	December 31, 2016 (52 Weeks)	January 2, 2016 (52 Weeks)	January 3, 2015 (53 Weeks)	December 28, 2013 (52 Weeks)	December 29, 2012 (52 Weeks)
Revenues	\$ 5,125.5	\$ 5,045.0	\$ 4,700.5	\$ 4,154.2	\$ 3,840.9
Cost of revenues	4,412.7	4,343.3	4,048.3	3,577.3	3,371.8
Gross profit	712.8	701.7	652.2	576.9	469.1
Total operating and other expenses, net	551.9	547.5	511.3	472.4	387.3
Net income attributable to Ace Hardware Corporation	<u>\$ 160.9</u>	<u>\$ 154.2</u>	<u>\$ 140.9</u>	<u>\$ 104.5</u>	<u>\$ 81.8</u>
Distribution of net income:					
Patronage distributions to third party retailers	\$ 152.8	\$ 141.3	\$ 131.7	\$ 98.2	\$ 75.5
Accumulated earnings	8.1	12.9	9.2	6.3	6.3
Net income attributable to Ace Hardware Corporation	<u>\$ 160.9</u>	<u>\$ 154.2</u>	<u>\$ 140.9</u>	<u>\$ 104.5</u>	<u>\$ 81.8</u>

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

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

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

The consolidated financial statements of the Company have been audited by Ernst & Young LLP, independent accountants. Their accompanying report is based upon audits conducted in accordance with auditing standards generally accepted in the United States of America.

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

February 21, 2017

/s/ John Venhuizen

John Venhuizen

President and Chief Executive Officer

/s/ William M. Guzik

William M. Guzik

Executive Vice President and

Chief Financial Officer and Chief Risk Officer

/s/ Steven G. Locanto

Steven G. Locanto

Corporate Controller

MEMBERSHIP INFORMATION

Membership Application, Agreements and Stock Subscription

Membership Application and Agreements. All domestic member retailers have membership agreements with us that entitle them to purchase merchandise and services from us. Membership agreements entered into prior to January 1, 2004, granted retailers a license to use some of our trademarks. After January 1, 2004, new retailers are granted a license to use some of our trademarks under a separate Ace brand agreement. Generally, retailers whose membership agreements are dated August 1993 or later are subject to “general member standards,” “Ace brand standards,” “member operational requirements” and other important requirements.

Only prospects who submit membership applications to us for designated retail outlets that we choose to accept may become Ace retailers and purchase our stock. If you apply to become an Ace retailer, you must complete and submit for each store location a membership application that contains extensive information about yourself and your proposed location, as well as the actual membership agreement, a stock subscription agreement for the purchase of our stock and a number of other agreements and instruments that we require. These include the Ace brand agreement if you propose to operate your store using the Ace name.

You must also pay a \$5,000 membership application processing fee. If we accept your application, we sign your stock subscription agreement and your membership agreement and, if applicable, your Ace brand agreement.

Ace Officers Control Membership. All membership decisions are subject to Officer approval. We employ various field sales personnel who contact and solicit existing and prospective member retailers and promote our business and programs; however, these individuals are not allowed to accept new members. We may pay commissions or other incentives to our personnel in connection with the acceptance of new members or the opening of new stores.

Stock Subscription Amount and Terms of Payment. To become a member, you are required to subscribe for \$5,000 of our stock per member store. For a first store location, the subscription is for one share of Class A voting stock at a price of \$1,000 per share (par value) plus 40 shares of Class C non-voting stock at a price of \$100 per share (par value). The subscription for shares for each additional store location owned or controlled by the same retailer consists entirely of 50 shares of Class C nonvoting stock at a price of \$100 per share. Billing for such shares in full will occur 30 days after the store’s activation date, and the certificates for these shares will be issued at that time. You must promptly pay in full for your share purchases.

Use of Proceeds. We use the proceeds that we receive from sales of our stock mainly for general working capital purposes, including the purchase of merchandise for resale and capital expenditures. We reserve the right to use such proceeds for any other proper corporate purpose, as well.

Termination of Membership upon Transfer of Shares. Unless we expressly consent to the continuation of your membership, it will automatically terminate if you attempt to transfer any of your shares of Ace stock (whether purchased or received as patronage distributions) to someone else. Your membership will also terminate if we repurchase your shares.

Retailer Assessments and Charges

In addition to the stock subscription amount and the membership application processing fee described above, we assess additional fees for both mandatory and optional services and programs. Our service and program offerings, and their respective fees, are listed below. All programs and fees are subject to change upon notice. Some of the services or programs listed below may not be available to our Individually Branded retailer members, or we may charge such retailers different fees than those shown below.

Type of Fee (1)	Amount	Due Date	Remarks
Late Payment (2)	.77% of the past due bi-weekly billing statement balance.	10 days after billing	Payable on all overdue amounts.
Low Volume Service Charge (3)	\$100 per bi-weekly billing period if annual volume purchased is less than \$200,000.	10 days after billing	Payable if you fail to make the \$200,000 minimum annual purchases. (See further explanation in Note (3) below.)
Minimum Freight Charge	The freight rate is billed as a fixed percentage of your warehouse purchases, adjusted annually.	10 days after billing	Freight percentages will be calculated and communicated in January and will become effective February 1st.

Type of Fee (1)	Amount	Due Date	Remarks
Fuel Surcharge	When the U.S. national average price for diesel fuel exceeds \$2.05 per gallon, a 0.50% fuel charge applies. The surcharge is adjusted (i.e., increased or decreased) weekly, 0.50% for every five-cent change (increase or decrease) in fuel price.	10 days after billing	The fuel surcharge percentage is applied to the net freight charge.
Core Retail Services (4)	\$168 per month for all parent stores and \$37 per month for each branch store.	10 days after billing	See further explanation in Note (4) below.
Business Insurance (5)	Will vary depending upon coverage purchased. Estimated annual cost of required coverage: \$2,500 - \$30,000.	11-month installment plan with 2 months' premium paid in month 1 and balance equally billed monthly over the next 10 months.	Business insurance is required and may be purchased from our affiliate Ace Insurance Agency, Inc., or from unaffiliated third parties.
Ace Bankcard Program	\$35 annual fee per store. A monthly non-qualified fee will be assessed to your statement based on card type and volume.	10 days after billing	This program is optional.
Customer Check Verification Service (Telecheck)	1% of the face value of your customer's check.	10 days after billing (if billed through Ace).	This is optional. This service is available from Ace or from third parties (e.g., VISA, MasterCard, etc.).
Annual Brand Assessment (6)	Effective January 1, 2017- Store's first calendar year: \$6,000 flat fee per store. Subsequent years: 2% of prior year purchases subject to minimum and maximum assessments described in Note (6) below.	10 days after billing	See further explanation in Note (6) below.
Ace Rewards® Program	\$850 initial fee; \$75 per month, per store thereafter. \$0.29 per direct mail piece. Each Pinnacle and Platinum Performance store is required to participate in three Ace Rewards specific direct mail promotions per year.	10 days after billing	Provided your technology is capable.

Type of Fee (1)	Amount	Due Date	Remarks
Grocery Format Add-on to Ace Rewards Program	If you are a grocery format, there is a one-time set-up fee of \$1,000 if you do not already use products provided by our chosen vendor, ProLogic. There is an additional program fee of \$300 per Cycle. There are 13 non-overlapping Cycles per calendar year.	10 days after billing	This add-on is required if you are a grocery format and you participate in the Ace Rewards program.
Ace Gift Card Program	\$50 initial sign kit fee plus \$0.50 per blank (unactivated) card stock. Additional point-of-service processing fees apply per credit card transaction; such fees vary by card processor (VISA, MasterCard, etc.) and by number of transactions processed. Cost will also vary depending upon type of card displays and accessories purchased.	10 days after billing	
Regional Advertising (7)	Will vary depending on regional advertising programs.	10 days after billing	Program is market-specific.
Computer Hardware and Software for Point of Sale System and Computer Hardware and Software Maintenance	\$45,000 - \$85,000. You will also incur charges for ongoing computer hardware and software maintenance services. Costs for these services will vary depending on the services selected by you, but are estimated to be \$560 per month.	Varies, depending upon the vendor you contract with.	We require that all merchandise orders be submitted to us through an electronic ordering process. You may purchase or lease (using your choice of leasing companies) or finance a computer system.
Broadcast Media Services	Members can download from ACENET or request from us for free copies of Ace radio and TV ads that can be customized for your store. You pay for all air-time fees charged by radio/TV stations you contract with; these fees vary depending upon the media services you choose.	Varies, depending upon the radio/TV station you contract with.	This service is optional. Ace or our media buying agency places radio and/or TV buys that you choose.

Type of Fee (1)	Amount	Due Date	Remarks
Group Preprint Program (7)	Price varies by page count and group participation. For example, group pricing for an 8 tab is \$45.00 per thousand copies, while individual store orders are \$72.00 per thousand copies.	10 days after billing	This program is optional.
Monthly Sign Kit Program	\$160 per month per store for full kit; \$75 for mini-kit.	10 days after billing	This program is a recommended component of our Group Preprint Program (see above). If you choose to participate in our optional Group Preprint Program, unless you notify us otherwise we will automatically enroll your store in our Monthly Sign Kit Program, which includes all point-of-purchase signage supporting Ace's consumer marketing plan. There are 13 total sign kits in a year, one of which is a branding kit.
New Movers Program	\$0.21 per piece.	10 days after billing	This program is optional. You can join or opt out of the program at any time, subject to a 3 month lag.
Customer Insights Program (Mystery Shop, Customer Engagement, Employee Engagement)	For each in-store mystery shop the fee is \$46. For each phone mystery shop the fee is \$15. For each competitor mystery shop the fee is \$46. You can also purchase customer engagement and employee engagement services, in addition to the mystery shop services, for a monthly bundled fee of \$67 per month (which is billed as a \$46 mystery shop fee and a \$21 customer and employee engagement survey fee).	10 days after billing	This program is optional. The á la carte fee is assessed each month after the mystery shop service is completed. The bundled fee is assessed each month after customer surveys are returned.
Customer Comment Cards	\$38 per pack of 50 stock (blank) cards. \$5 per holder.	10 days after billing	The purchase of Customer Comment Cards is optional. The cards are available to retailers through Ace Brand Place, an online ordering site for retailers.
Visual Merchandising Services	Price varies depending on project scope. All projects are set to bid to ensure lowest possible cost based on location and timeframes.	Project is billed upon completion. Payment is due 10 days after billing (lump sum or 26 equal installments for existing retailers upon request)	Services are provided by unaffiliated third parties.

Type of Fee (1)	Amount	Due Date	Remarks
Store Planning Services	\$6,000 flat fee for basic services package. Additional fees will vary depending on project scope.	Completion of project or 180 days from start of fixture plan (26 equal installments for existing retailers upon request)	Store planning services are mandatory for a new store and are provided by us.
Ace Rental Place	Will vary depending upon the rental equipment offered, fixtures needed, maintenance/repair shop needs and any optional exterior signs selected. Estimated cost of implementation ranges from \$0 to \$15,000.	10 days after billing	This is optional.
The Supply Place-Certification (B2B)	Will vary depending upon implementation method, marketing material and signage purchased to promote business to business. Estimated cost for implementation ranges from \$0 to \$4,750.	10 days after billing	Known as B2B. Materials are intended to support “The Supply Place” brand and are limited to certified participants.
The Supply Place-eCommerce	A one-time initial set up charge of \$1,000; \$100 monthly charge for the first store; and a \$75 monthly charge for unlimited number of additional stores in a chain.	10 days after billing	You must complete certification to participate in Thesupplyplace.com and meet minimum POS system requirements.
Retail Loss Prevention (8)	Will vary depending upon equipment or services utilized. Estimated cost range per service is \$30 - \$3,500. Costs do not include expenses for meeting rooms, travel, lodging, meals or tax where applicable.	As incurred or as agreed	These services and products are optional.
National Catalogs	\$29 per month for one set of catalogs per year (18 total). Additional sets are billed at a rate of \$16 per month, per set.	10 days after billing	This is optional.
Ace Catalog on DVD	One DVD is included with the Core Retail Services monthly fee. Additional DVDs cost \$15 per DVD.	10 days after billing	This is optional.

Type of Fee (1)	Amount	Due Date	Remarks
Matching Funds (7)	Member can contribute up to \$2,400 annually for group advertising.	Quarterly assessment on Ace statement.	This is optional.
Training Programs (Pre-Opening and Continuing)	The cost will vary depending upon the type of training, duration, and location of sessions. Price does not include expenses for meeting rooms, travel, lodging, meals, or tax where applicable.	Upon receipt of bill	Training programs are mandatory under certain new store incentive agreements. Other training programs are optional.
Workforce Management (Kronos Software License)	One-time implementation fee of \$799 per parent store and \$499 each additional branch store. Monthly service fee of \$4.00 per associate.	10 days after billing	This is optional.
Liquidated Damages	\$10,000 per month	As incurred	Payable on the first day of each month during which, for a period of one or more days, you fail to remove all Ace identification, signs, decals, displays or other materials bearing the Ace trademarks from your store after the termination of your membership. Such payments will continue until the first day of the month following the month in which all such Ace identification has been permanently removed from your store.
Costs and Attorney's Fees	Will vary under circumstances.	As incurred	Payable upon your failure to comply with the Membership Agreement, Brand Agreement and/or other agreements you enter into with us.
Indemnification	Will vary under circumstances.	As incurred	You may have to reimburse us if we are held liable for claims arising from your store's operations.
Charitable Donations	Will vary depending upon donations you may decide to make, if any, subject to a minimum total contribution of \$20 if you choose to make a contribution.	May be made at any time by check. Alternately, can be billed to your bi-weekly billing statement (due 10 days after billing).	All donations are voluntary. We collect them on behalf of our affiliate, Ace Hardware Foundation, and on behalf of the unaffiliated charities, Children's Miracle Network and The American Red Cross.

Notes:

- (1) Except as to fees designated as optional or voluntary, all fees are imposed by and, unless otherwise noted, payable to us. All fees are nonrefundable. Fees that we impose are subject to change upon notice to you.
- (2) Late payment fees apply on a national basis at the rate stated (i.e., .77%), except in Texas and Georgia, where the applicable bi-weekly percentage rates are .384% and .692%, respectively. Service charges are assessed on all past due balances according to the following guidelines: i) electronic payments must be initiated by 2 p.m. CST on Tuesday following the due date to avoid a past due service charge; and ii) manual checks must be posted in the bank lockbox by the bank cut off time on Wednesday following the due date to avoid a past due service charge. Past due balances as of the end of day Wednesday will be assessed the past due service charge at the rate of .77% (with the same exceptions of .384% and .692% in Texas and Georgia, respectively). Certain charges are exempt from past due service charges where mandated by the state.
- (3) You must pay a low volume service charge if your purchases from us during a calendar year are less than our minimum purchase levels. The charge currently applies on a bi-weekly basis if your annual purchases from us are less than \$200,000. If your purchases are less than \$200,000 in any given year, a \$100 low volume service charge is billed to each of your bi-weekly billing statements during the following year. New stores must be active for a full calendar year before this charge is applicable. The minimum purchase threshold, as well as the amount and manner of calculating the low volume service charge, can be changed by our Board of Directors. Failure to meet our minimum purchase levels constitutes cause for termination of the membership agreement.
- (4) Core Retail Services simplifies the billing process by bundling several important programs or services into one monthly charge. These include:
 - ACENET: Our primary communications portal. ACENET provides back office and catalog applications such as product search, ordering, defective and returned goods processing, training, Ace statements, and numerous other applications.
 - Safety Data Sheets (SDS): Communicates the hazards of hazardous chemicals. Access is available 24/7 with unlimited single requests included.
 - Training Core Charge: This fee helps to fund the Ace LearningPlace and the creation of educational content, as well as other selective strategic training.
 - NRHA Membership: Because Ace is a member of the North American Retail Hardware Association (“NRHA”), Ace retailers have access to NRHA online training and resources. From this site, retailers can access member newsletters, project brochures, NRHA studies and a variety of associate training tools including the Basic and Advanced Courses in Hardware Retailing.
 - Retail Pricing: Member stores have access to an assortment of pricing-related services designed to improve gross margin dollars and enhance price image. These include pricing services such as Tailored Pricing and Tailored Hotsheets, and the ongoing pricing research needed for establishing and maintaining suggested Ace retail prices.
- (5) We must be named as a loss payee party on your store’s contents-insurance coverage. Your store must also have automotive and general liability insurance, each with no less than a \$1 million combined single limit, naming us as an additional insured. Your store’s general liability insurance must also have a limit of no less than \$2 million in the aggregate. Your store must also carry statutory workers’ compensation insurance and furnish evidence of insurance that is acceptable to us. Your store’s insurance must be written with a carrier with an AM Best Key Rating of at least an A- and must provide us with at least 10 days’ notice of cancellation. You must provide evidence of such insurance to Ace’s Corporate Risk Management Department.
- (6) The amount of the brand assessment for a new store activated in 2017 and subsequent years is a flat fee of \$6,000. If the new store is activated by Ace in the first three (3) calendar year quarters, the flat fee brand assessment will be billed on the store's bi-weekly statement issued on or after the date that is sixty (60) days following the date of the new store's activation. The store’s annual brand assessment for 2018 and subsequent years will be calculated based upon 2% of purchases made during the prior year, subject to the minimum and maximum assessments set forth below, which will be billed annually in twenty-six (26) equal installments on the store’s bi-weekly statement from February to January.

If a new store is activated in the fourth (4th) calendar quarter of 2017 or the 4th calendar quarter of any subsequent year, the billing of the \$6,000 flat fee brand assessment will be deferred until the following year. In addition, a brand assessment charge of \$6,000 for the calendar year following activation will be aggregated with the flat fee brand assessment for a total assessment of \$12,000, which will be billed in twenty-six (26) equal installments on its bi-weekly statement starting in February of the year following activation. Thereafter, the annual brand assessment will be calculated based upon 2% of purchases made during the prior year, subject to the minimum and maximum assessments set forth below, which will be billed annually in twenty-six (26) equal installments on the store’s bi-weekly statement from February to January.

Annual minimum and maximum brand assessment fees:

Assessment Year	Minimum Assessment	Maximum Assessment
2017	\$ 6,000	\$ 13,000
2018	6,090	13,195
2019	6,181	13,393
2020	6,274	13,594

The annual brand assessment, including, without limitation, the minimum and maximum assessment, is subject to change by our Board of Directors.

- (7) Participation in a regional advertising group is voluntary and each store decides whether or not to participate. Retailers from time to time form regional advertising groups that work together and contribute monies to fund regional advertising programs including preprints, regional television and audio spots, billboards, newspaper ads, direct mail campaigns, sports sponsorships and sponsorship of local events. We currently support retailers’ regional advertising efforts by offering 100% Matching Funds of up to \$2,400 per store per year for market level advertising plans. In addition, retailers participating in the Matching Funds program are eligible to receive additional funds under our 20/20 Vision strategy. If 50% of the regional advertising group achieves Platinum status, they receive one and one half times the match or if 75% of the group achieves Platinum status, they receive two times the match. We retain the right to form, change, dissolve or merge groups of regional or local members for the purpose of advertising from time to time. Other than offering the Matching Funds program, which may be modified or discontinued at any time, our role in regional and local advertising is to help the retailers develop optional annual advertising strategies and plans. Ace bills the participating retailers on a quarterly basis and assists in the planning and execution of the advertising campaign.
- (8) Retail Loss Prevention is a part of the Property/Loss Prevention Department. Participation in the programs or services or purchase of products offered is optional, most of which are offered by unaffiliated third party vendors. Prices will vary depending upon the equipment desired or level of service requested. For example, prices for background screening range from \$30 - \$43 for a single search. In-store loss prevention products start at \$50 and increase with product type, quality and quantity. Some of these services and products will be billed by Ace directly to your store statement. In-store consulting, auditing, training, and investigations are available for fees beginning at \$500, with fees increasing for additional services, if any, that you request. All in-store investigations are provided by unaffiliated third party vendors and are billed directly to you by the vendor. General consulting, auditing, training and services through the Professional Retailer Services program will be billed directly to your store’s statement.

Patronage Distributions

We operate as a retailer-owned cooperative. As a cooperative, we derive the majority of our revenues from transactions with our member retailers who are entitled to purchase merchandise and services from us. On an annual basis, we currently distribute substantially all of our net earnings (other than non-patronage income as described below) to our member retailers in the form of patronage distributions consisting of cash, capital stock and Patronage Refund Certificates. The amount of patronage distributions each member receives annually is based upon the volume of the patronage-based merchandise, if any, he or she purchases from us in the previous year.

Membership Interests. Under our cooperative structure, to become a member of Ace, a retailer must subscribe to purchase one share of Class A common stock. Only our Class A common stock has voting rights, and each of our members may hold only one share of Class A common stock. New members and members opening new stores are also required to subscribe for shares of Class C common stock, and additional shares of Class C common stock historically have been issued annually as part of the Company’s patronage distribution. As is typical for a cooperative, Ace’s common stock represents only the members’ participation and membership interests in Ace and does not entitle holders to participate, as stockholders, in the earnings of Ace or realize Ace’s value as an enterprise to the extent that it exceeds the aggregate stated par value of our outstanding common stock.

Favorable Corporate Tax Treatment. Generally, under Subchapter T of the Internal Revenue Code, we can deduct from our income for federal income tax purposes the entire amount of the patronage we distribute each year so long as we pay (or make available in the case of an allocation against any indebtedness owed to us) at least 20% of the patronage in cash. A similar deduction also is generally available for state income taxes. The cash payments and stated dollar amounts of Class C common stock and Patronage Refund Certificates comprising the patronage distributions we make to each member retailer must be included in a member’s gross income for federal income tax purposes.

Form of Patronage Distributions. Historically, patronage has been distributed in three currencies—cash, shares of Class C stock and, if the retailer has met the Company’s stock requirements, interest-bearing five-year Patronage Refund Certificates. Patronage distributions are made annually according to a specific plan that is adopted by our Board of Directors. This plan can be changed from time to time by the Board as it deems appropriate.

Effective with patronage distributions related to fiscal 2010 that were made in fiscal 2011, the first 40% of the distribution is made in cash for all member retailers. The cash portion of any patronage distribution payable to a past due or terminated retailer is generally applied against the retailer's indebtedness or other obligations to us, if any. The remainder is distributed in shares of Class C common stock until the retailer meets the stock requirement. The stock requirement is equal to 20% of the most recent year purchases from the Company's RSCs (warehouses), including without limitation, bulletin, store-traffic-opportunity-program ("STOP") and private label liquid paint products plus 4% of the most recent year purchases shipped directly from the vendor to the retailer without any physical "handling" by the Company (i.e., dropship and less-than-truckload-plus ("LTL Plus") purchases) (See "Patronage Distributions Determinations"). Once the stock requirement has been satisfied, the remainder of the distribution is made in the form of a Patronage Refund Certificate. In addition, for any retailer that has an outstanding loan due to us that is eligible to be satisfied from patronage distributions, any current amounts due (including principal and interest) are applied against the non-cash portion of the patronage distribution before Class C common stock or Patronage Refund Certificates are issued.

Patronage Distribution Determinations. The total patronage income available for distribution to members is determined after various expenses, including interest expense, and is based on net earnings on patronage business that we do with member retailers. Patronage distributions are allocated separately on each of our three basic categories of sales: handled sales (which include warehouse sales and bulletin sales), direct shipment sales and private label paint sales. The Company also maintains a fourth category of patronage-eligible sales (i.e., under the LTL Plus and STOP programs), for which the products' pricing incorporates the value of an 'upfront' dividend. Accordingly, this fourth category of sales generally operates at a break-even. However, were a net loss to occur with respect to this category (or any of the others), such loss would be offset against the profits of the primary handled sales pool in accordance with the Company's By-laws. Distribution percentage allocations are made with reference to our net earnings from each of the respective patronage pools.

The total patronage distributions distributed to members are based on net earnings on patronage business that we do with member retailers, calculated in accordance with GAAP. Our computation of patronage distributions excludes all of our income and expenses from activities that are not directly related to patronage transactions. The excluded items primarily consist of (1) profits or losses generated from non-shareholder retailers, and (2) profits or losses realized from our Ace Insurance Agency, Inc., New Age Insurance Ltd., Ace Hardware International Holdings, Ltd. and subsidiaries, Ace Retail Holdings LLC and subsidiaries, and Ace Wholesale Holdings LLC and subsidiaries.

Patronage distributions are usually paid to member retailers within four months after the close of Ace's fiscal year; however, the Internal Revenue Code permits distributions of patronage as late as eight and one half months after the close of Ace's fiscal year, and Ace may elect to distribute the annual patronage distribution at such later time.

DESCRIPTION OF CAPITAL STOCK

Dividend Rights

Our Certificate of Incorporation and By-laws prohibit us from declaring dividends on any shares of any class of our stock. However, we may distribute shares of Class C Stock to you as a part of your annual patronage distribution based on your purchases.

Voting Rights

Our Class A Stock is voting stock. Class C Stock is non-voting, except that holders can vote upon any increase or decrease in the number of authorized shares of that class, any change in the par value of those shares, or anything that would change the power, preferences or special rights of that class so as to adversely affect its shares. Any class of stock that has the right to vote has one vote per share. Cumulative voting of shares for the election of directors or on other matters is not allowed.

Liquidation Rights

If Ace voluntarily or involuntarily liquidates, our net assets after paying or providing for our liabilities (including Patronage Refund Certificates) will be distributed among the shareholders of all classes of our issued and outstanding stock. In that case, holders of Class C Stock would first receive the total amounts that we would have had to pay to repurchase all outstanding shares of that class at the price previously set by our Board of Directors. (Were our net assets not sufficient to pay that amount, then each outstanding share of Class C Stock would share in the distribution of our net assets in the proportion which its purchase or redemption price would bear to the total available for payment.) Next, our net assets would be distributed equally to each Class A stockholder up to the par value of \$1,000 per Class A share. Any remaining net assets would be distributed among the shareholders of all classes of stock proportionally in accordance with the amounts already allocated to them.

Preemptive Rights

Stockholders have no preemptive or similar rights to purchase shares of our stock or any securities that we might offer.

Redemption Provisions

Shares of Class A Stock are not redeemable. Shares of Class C Stock that have been issued as patronage distributions may be redeemed by the Company at any time. The redemption price for Class C Stock cannot be less than its \$100 par value per share. Were we to redeem stock as discussed above, we would mail notices to each stockholder at least 30 days before the redemption date. If fewer than all of the outstanding Class C shares were being redeemed, then the number of shares and the method of redemption, whether by lot or prorata or some other way, would be determined by our Board of Directors.

Limitations on Ownership of Stock

Our members own all of our outstanding shares of capital stock. Membership in Ace is limited to approved retailers in hardware and related products who have membership agreements with us. These are the only persons eligible to own or purchase shares of any class of our stock.

No member is allowed to own more than one share of our Class A voting stock, no matter how many store locations that member owns or controls. This ensures that each Class A stockholder in our cooperative has equal voting power. We treat a member that is a corporation, partnership or similar entity as being controlled by someone else if at least 50% of the capital stock (or 50% of the profit shares) of that member is owned or controlled by another person or entity.

Other Restrictions and Rights

There is no market for the sale or trading of our stock, and the redemption prices last established by our Board of Directors have not been adjusted since 1974 when Ace first became a cooperative.

(a) As security for your indebtedness to Ace, we retain a first lien upon all your shares of Ace stock and all amounts that you pay us under your Stock Subscription Agreement before your shares are issued. Your interest in your Ace stock and the amounts paid under your Stock Subscription Agreement are always offset by the amount of any indebtedness that you owe us. We will not transfer any of your shares or any funds in your stock subscription account unless you are free from all indebtedness to us. When we repurchase shares from a terminated member as described in section (h) below, the cash portion we would normally pay toward those shares is first applied toward any indebtedness that the terminated member owed to us. The portion of the purchase price of those shares that we would normally pay with an installment note would then be applied toward any indebtedness that still remained.

(b) You are not allowed to transfer your shares of our stock or to sell, assign or pledge them, or to post them as collateral or give lien rights in them to anyone other than Ace without our prior consent. If we refuse to consent to a transfer or assignment of your stock to another hardware retailer, then we must purchase that stock back from you as described in section (h) below. You are not entitled to make a transfer or assignment to anyone who is ineligible to become a member of Ace. In other words, approved transfers can only be made to other retailers who either have Membership Agreements with us or whom we are willing to accept as members. Were you to propose to transfer the ownership of your store location to another Ace retailer, or to someone whom we are willing to accept as a member, you would have the option of either (i) selling or transferring to that person the same number of shares that we would have been required to offer him or her as a member for that store location, or (ii) selling those shares back to us. However, there are certain types of transfers of your business where you do not have the option of selling those shares back to us. These situations involve (x) any transfer which is not complete, unconditional and irrevocable; (y) any transfer to an entity in which you retain an ownership interest; or (z) any transfer to your spouse.

(c) If your membership terminates for your store location, we must repurchase your shares of Ace stock. Our repurchase obligation is subject to our first lien and our right to set off your indebtedness to us as described in section (a) above. If your stock has not yet been paid for and your shares have not yet been issued, we would instead refund the amounts that you paid under your Stock Subscription Agreement, again subject to our first lien and offset rights described in section (a) above. Your membership can be terminated by a formal notice of termination, and it can also be terminated automatically under our By-laws in each of the following three situations without a formal notice:

- (i) If your store permanently closes or ceases business, unless your store is relocated with our consent to another location, or unless your store is being acquired by another Ace retailer or by someone whom we are willing to accept as a member for operation under the same membership at another location;
- (ii) If an individual holder of our shares or a member of a partnership that is a holder of our shares dies, except where the store location having the Ace membership continues, with our consent, to be operated by the deceased person's estate, heirs or partnership successors. Changes in the legal form of ownership of the member store from an individual

proprietorship or partnership to a corporation or from a partnership to an individual proprietorship are not considered significant in these cases;

- (iii) If a court or other official body rules that a member is insolvent, or the member assigns the business to be operated for the benefit of creditors, or a voluntary or involuntary bankruptcy or similar petition is filed under the U.S. Bankruptcy Code regarding the member or the store or business unit for which our shares of stock are held.

(d) Under Delaware corporate law, we are not allowed to repurchase any of our shares if the value of our net assets is less than the aggregate par value of the outstanding shares of our capital stock or would be reduced below that amount by virtue of the repurchase.

(e) We do not need to consent to a transfer of shares of Ace stock that occurs when the shares are held jointly with others and the ownership of the shares automatically passes under law to the survivor(s), nor are we obligated to repurchase the shares in that case, unless the store location either (i) permanently closes, or (ii) stops being operated as a member of Ace.

(f) If you hold your Ace membership in the form of a corporation (the “member corporation”), you must give us written notice of any proposal where the holders of 50% or more of the voting stock of the member corporation propose to sell or transfer all of their shares of capital stock (both voting and non-voting) of that member corporation. If there is a member corporation but another corporation (the “controlling company”) holds 80% or more of the voting stock of the member corporation, then you must also give us written notice if the holders of 50% or more of the voting stock of the controlling company propose to sell or transfer all of their shares of capital stock (both voting and non-voting) in the controlling company. In these cases, when the sale or transfer occurs, the corporation whose shares were sold or transferred can either keep all the shares of Ace stock that it owns for the member corporation or sell all of those shares of Ace stock back to us. If it chooses to sell all of the shares of Ace stock back to us, it must give us notice within 15 days after the effective date of the sale or transfer and then the memberships for all of the store locations represented by that stock are considered terminated by the member’s voluntary action. Once terminated in this way, any store location that wishes to continue being a member must submit a new application for our acceptance. However, there are certain types of transfers of their own company stock by the shareholders of member corporations that do not result in an obligation by Ace to buy back the shares. These situations involve (i) any transfer which is not complete, unconditional and irrevocable; (ii) any transfer to an entity in which the person making the transfer retains an ownership interest; or (iii) any transfer to the spouse of the person making the transfer.

(g) The price that we pay when we repurchase shares of Ace stock is as follows:

- (i) For Class A Stock, the \$1,000 par value of the shares;
- (ii) For Class C Stock, the per share price last set by our Board of Directors, currently \$100 per share. This price may not be less than the \$100 par value of each of these shares.

As described above, any indebtedness owed us is set off against such proceeds.

(h) When we repurchase our stock from a terminated member, we pay the repurchase amount in the following manner:

- (i) we pay cash for the share of Class A stock and shares of Class C stock that the terminating member subscribed for in connection with entering into a Membership Agreement and for which shares the terminating member has already paid cash to us; and
- (ii) we issue a non-negotiable, 4-year installment note with an interest rate of 6% per annum for a principal amount equal to the amount of the purchase price to be paid by us for (a) shares of Class C stock which exceeds the amount the terminating member paid for such shares in cash, and (b) any shares of Class C stock issued to the terminating member as part of a patronage distribution.

(i) If the repurchase price of a terminating member’s capital stock as described above is not enough to satisfy all of such terminating member’s indebtedness to Ace, we will apply the face value of the terminating member’s Patronage Refund Certificates against such remaining indebtedness as permitted by our By-laws. The terminating member will receive cash for any remaining amount of any Patronage Refund Certificates used for this purpose.

(j) We do not have any conversion rights, sinking fund provisions, or liability to further calls or assessments for any shares of our stock.

FEDERAL INCOME TAXES

The following summaries are based on the Internal Revenue Code of 1986, as amended (the “Code”), legislative history, administrative pronouncements, judicial decisions and final, proposed and temporary Treasury Regulations, changes to any of which may affect the tax consequences that are described below. Any such changes may apply retroactively. You should consult with your own tax advisor with regard to the application of the United States federal income tax laws to your particular situation, as well as any tax consequences to you arising under the laws of any state, local or foreign taxing jurisdiction.

Status of Class A and Class C Shares

If your membership were to terminate for all of your retailer store locations, and we were to repurchase your shares of Ace stock, that repurchase would include your one share of Class A voting stock. Any such repurchase of such share of Class A Stock would be at its \$1,000 par value, the amount you paid for it. You would not realize taxable income from our repurchase of that share.

If we redeem or repurchase your shares of Class C Stock, you could realize taxable income under the Code if the price we paid were to exceed the \$100 par value. This could occur if our Board of Directors were to set a higher purchase price for Class C shares at some future date. In this event, unless you still owned our stock for other store locations that remained members, the taxable income you realized at the time of our redemption or repurchase of your Class C shares might qualify for capital gains treatment.

If you were to continue to own shares of Ace stock for other store locations after we redeemed or repurchased your shares for one or more of your locations, the amount we paid you for the redeemed or repurchased shares might be treated as a distribution under the Code and taxed to you as ordinary or dividend income. In that case, the income tax basis of your remaining Ace shares would be increased by an amount equal to your basis in the redeemed or repurchased shares.

“Unstated interest” that is taxable income to you under Section 483 of the Code could occur if your membership is terminated and you receive a four-year installment note from us in partial payment for your stock. (See “Description of Capital Stock—Other Restrictions and Rights.”) This would most likely happen if the interest rate payable on the note you received (currently 6%) were less than the “applicable federal rate” in effect as of the date of such note.

Tax Treatment of Patronage Distributions

The shares of Class C non-voting stock and the Patronage Refund Certificates that we use to pay patronage distributions are “qualified written notices of allocation” within the meaning of Sections 1381 through 1388 of the Code. These Sections of the Code deal with the income tax treatment of cooperatives and their patrons. The dollar amount stated on a qualified written notice of allocation must be included in the gross income of the person to whom the notice is issued, even though this dollar amount may not actually be paid to the person in the same year that it is taxed.

We receive a deduction for federal income tax purposes for the patronage distributions we pay to patrons (that is, to our eligible and qualifying retailers) in the form of qualified written notices of allocation if we pay (or apply against any indebtedness that a patron owes us) not less than 20% of each patron’s total patronage distribution in cash and the patron has consented to including the written notice of allocation at its stated dollar amount in his or her gross income for the taxable year in which he or she receives it. We must also make our patronage distributions to patrons within eight and one-half months after the end of the taxable year.

If you become a “member” by owning one share of Class A voting stock, you are deemed under the Company’s By-laws to have consented to include in your gross income the amounts specified in the written notices of allocation that we distribute to you. Pursuant to the Stock Subscription Agreement, retailers who have subscribed but not yet fully paid for shares of our stock are also deemed to have consented to include in their gross income the dollar amounts of the written notices of allocation distributed to them.

We may be required to backup withhold for federal income tax purposes with respect to your patronage distribution if (i) you have not provided us with a taxpayer identification number, (ii) we are notified by the IRS that your taxpayer identification number is incorrect, or (iii) we are notified by the IRS to subject your patronage distribution to backup withholding. In all instances where we are required to backup withhold, the amount subject to backup withholding is limited to the amount of the patronage distribution treated as paid in cash.

The portion of the patronage distribution that the Company pays you in cash may not be sufficient, depending upon your income tax bracket, to pay all of your income tax on your patronage distribution.

RISKS OF MEMBERSHIP

There are a number of risks that one should consider carefully before making a decision to open an Ace store. Some of the more important of those risks are described below. There may be other features, risks and benefits particularly relevant to you that are not summarized here.

Risks Associated With Retail Businesses Generally

Success is highly dependent on your individual skills as an independent business person, including your ability to relate to, deal with and "sell to" retail consumers, and generally your ability to lead and manage your store(s). Your success is also dependent on the level of effort you and your store associates put forth.

Success is also dependent on numerous other variables including merchandise selection and pricing, customer service, consumer preferences, store location and appearance, competition, store operations, labor and other costs, lease terms and costs, interest rates, etc. Some but not all of these variables are within your control.

The retail environment is intensely competitive with many purveyors offering consumers a vast range of different products. In addition, internet-based shopping portals are taking an ever-growing share of consumer wallets, placing additional pressures on traditional brick-and-mortar retailers.

Risks Associated With the Retail Hardware Business

The retail hardware business is highly fragmented and intensely competitive. Our retailers' competitors include many large companies that have substantially greater market presence, name recognition and financial, marketing and other resources than we do. They also include independent retail hardware stores, some of which are affiliated with other large retailer-based hardware cooperatives but others of which are not. These stores often have a strong local following. (See "Ace's Business – Competition.")

Sales of hardware and home improvement goods historically depend to some extent on consumers' discretionary spending. An economic downturn in your local area, or in general, could reduce your customers' willingness or ability to purchase the products you sell. This could cause your business and financial results to suffer.

It is relatively easy for other competitors to enter your market. Increased competition could also occur if existing competitors expand their operations in your market, or adopt innovative pricing strategies, store formats or retail sales methods. Any of these developments could adversely affect your market share, sales and profitability.

Newly opened hardware stores can generally expect to experience negative cash flow and pre-tax losses during their early years as business develops and grows.

Risks Specifically Related to the Ace Retail Hardware Business

While many new stores open each year, and most have done so successfully, a significant number of Ace retailers terminate their membership every year. A total of 100, 98 and 121 retail outlets terminated their membership in Ace in 2016, 2015 and 2014, respectively. These terminations include both stores that closed permanently and stores that left for a new supplier.

We believe that our trademarks and other proprietary rights are important to our success and our retailers' competitive position. Our failure or inability to adequately protect these rights could adversely affect the value of our brands and, in turn, the value of your store's Ace branding.

The Ace brand can be adversely affected by negative publicity about product quality or by operating issues at Ace or at one or more Ace-branded stores. All Ace-branded stores (with the exception of the 98 stores owned and operated by ARH, as of December 31, 2016) are owned by our members, not by Ace. Moreover, third parties could file lawsuits against Ace asserting claims for injuries or damages allegedly caused by products sold by us or by one of our retailers, or other claims. Any one or more of these developments could have an adverse effect on the Ace brand and image and, in turn, on your business results.

Risks Particularly Associated With Your Prospective Store

Although we may have provided you with preliminary information (e.g., retail sales forecasts, site analyses, demographic data, target penetration surveys and similar information) regarding one or more potential sites for your store and the market in which it is or will be located, you assume all responsibility for evaluating and investigating the commercial viability of your store, including its location, the market in which it is located, and your site's lease or purchase terms.

The proforma financial statement and other financial projections (collectively "Projections") that we prepared or assisted you to prepare for your store are estimates only, and are not guarantees of your store's future performance. It is your responsibility to determine whether these Projections are reasonable. Your store's actual financial results are likely to differ from those indicated in the Projections and may do so substantially.

The design and layout of your store can be expected to have a significant effect on its success or failure. While Ace can assist you with store design and layout, you assume responsibility for all aspects of your store's design and layout.

The assortment and prices of products you offer for sale in your store can be expected to have a significant effect on its success or failure. While Ace can assist you with recommended product assortment and pricing, you assume responsibility for all aspects of your store's product assortment and pricing.

We cannot predict the amount of funds that you will need in connection with the construction or conversion remodeling of your store or the ongoing operation of your business. You assume full responsibility for determining the amount and source of funds required to open and operate your store.

You will enjoy financial benefits if your store succeeds. However, if your store fails, you might lose your entire investment in the business. You may also owe others amounts in excess of the amount you invested, due to obligations you made to your landlord, your bank(s) and your suppliers, including Ace. We repurchase merchandise from our retailers only in very limited circumstances and never in bulk.

Risks Associated With Ace as Wholesaler and Primary Supplier

You depend on Ace to anticipate and respond in a timely manner to changing consumer demand and preferences regarding hardware, paint and related home-improvement products. These products must appeal to a broad range of consumers whose preferences cannot be predicted with certainty and are subject to change. Additionally, Ace typically makes commitments to purchase products from our suppliers several months in advance of the proposed delivery. If we misjudge the market and fail to purchase the right products in the right quantities, you may not be able to obtain from us the types or quantities of merchandise best suited to your store location. This could cause your sales to decline and your financial results to suffer.

If our suppliers do not provide us with sufficient quantities of products, we may not be able to offer you competitively priced merchandise in the quantities or assortment that you desire. Although Ace purchases merchandise from approximately 4,000 suppliers and no such supplier represents more than 3% of our total purchases, our dependence on our principal suppliers involves risk. Ace does not have long-term agreements with our suppliers and cannot guarantee that we will be able to maintain our relationships with them. If there is a disruption in our supply sources, we may not be able to obtain the merchandise that you desire for your customers.

We import a significant portion of our inventory from manufacturers outside the United States, particularly in Asia. Importing involves risks including potential disruptions resulting from economic and political problems in countries from which merchandise is imported, and duties, tariffs and quotas on imported merchandise. Ace's ability to manage the importing of goods from overseas, their production, timing of deliveries and U.S. Customs-related compliance is an important component of our merchandising strategy. If we fail to manage our import activities well, you may not be able to purchase from us the products that your customers want to buy from you.

Ace needs to maintain substantial buying power in order to provide you with quality products at a competitive price so you can do the same for your customers. This requires Ace to continue to have a large number of retailers who purchase in large quantities from Ace. If a significant number of our retailers were to leave our cooperative for any reason, or were to remain as members but significantly reduce their purchases from us, Ace's ability to purchase in high volume would be negatively affected. This reduction in our buying volume could reduce our leverage with our suppliers, resulting in higher supplier prices to Ace and, in turn, higher prices for the merchandise you purchase from us.

This also requires Ace to have a highly developed and efficient warehouse and distribution network which, in turn, requires Ace's continued investment in facilities, technology, trucking and other equipment. Although we expect that our ongoing operations will enable us to make such investments, there is no guarantee that we will be able to do so.

We rely upon management information systems in operating and monitoring all major aspects of our business, including communication with our retailers, merchandising planning and replenishment, supplier purchases, sales to retailers, warehousing, distribution, inventory control, and various corporate-level financial and other functions. Any disruption in the operation of these management information systems, or our failure or inability to continue to upgrade, integrate and expend capital on them, could have a material adverse effect on Ace's ability to sell merchandise and provide cost-effective services to you, and, in turn, on your ability to order merchandise, operate your POS system at retail and/or manage and track your inventory levels.

Risks Associated With Being a Member of the Ace Hardware Cooperative

Although we distribute "patronage distributions" or "patronage rebates" to our stockholders based on the volume of business done with them, we are prohibited from declaring dividends on shares of Ace stock. Your ability to transfer these shares is limited and there is no trading market for them. If you have a store location that is a member of our cooperative and it permanently closes or if your Ace membership is terminated, you can sell your shares only to a new Ace retailer we approve as a member for your particular store location. If you do not sell your shares in this way, we must repurchase them at par value. We do not expressly set aside any funds to

purchase these shares, and repurchases can be made only as permitted under Delaware corporate law. Therefore, except for the voting rights which Class A stock has, our stock has financial value to you only if your membership terminates or if Ace is liquidated.

If you become an Ace member, you must report the total amount of your patronage distributions from us as gross income on your federal income tax return. Therefore, your taxable income will include not only the cash portion of your distribution, but also the stated dollar amount of any shares of Class C Stock and Patronage Refund Certificates or the fair market value of any other property included in your patronage distributions. A minimum of 20% of your total annual patronage distributions must be paid in cash, unless this cash portion has been applied against your indebtedness to us. Depending on your income tax bracket, this cash portion may not be sufficient to pay all of your income tax liability on your patronage distributions. (See “Membership Information-Patronage Distributions” and “Federal Income Taxes—Tax Treatment of Patronage Distributions.”)

Our Board of Directors has the authority to establish reasonable reserves, thereby reducing or even eliminating the amount of our net earnings available for distribution as patronage distributions. Our Board of Directors also has the authority to change the patronage distribution plan and, if they were to do so, the cash portion of your patronage distribution could be adversely affected.



\$100,000	\$100,000						
185,395	\$2,397,446						
185,955	\$3,896,443	73,416	17,987	82			135,220
98,891	\$1,202,298	95,809	114,304	10	135,116	\$0.39	399,904
57,305	\$1,772,352	7,880	165,119	1,912,756	38,108	\$0.91	269,817
90,881	\$1,737,349	9,882	165,059	2,098,008	34,054	\$1.11	98,787
63,378	2,854,025	1,572	119,924	898,947	37,183	\$1.47	61,371
63,562	2,123,171	96,780	118,089	250,142	4,911	\$0.48	78,909
37,096	1,339,819	81,452	115,525	280,520	13,548	\$0.39	
28,399	1,363,727	163,678	\$412,548	1,875,709	28,107	\$0.91	
28,018	1,268,721	206,785	\$434,025	1,952,890	6,839	\$1.11	23,271
229,848	\$2,574	272,294	\$298,353	2,020,952	289	\$1.47	142,844
229,918	\$74,580	13,501	\$317,112	1,982,436	3,547	165,031	164,509
118,307	170,825	13,141	\$27,893	929,375	1,780	164,827	169,505
115,413	151,713	54,711		1,748	3,955	119,526	231,741
60,153	136,135	76,015		15,443	73,416	117,592	313,984
\$486,042	269,904	102,878		1,098	65,899	114,924	116,531
\$525,211	269,517	\$85,279	57,305	\$1,772,352	7,980	165,119	135,418
\$900,098	98,787				682	165,029	38,108
\$158,578	61,371				372	119,924	34,054
\$92,423	78,909	\$130,771			66,780	118,089	37,183
4,789,602	8,298	\$189,418	32,056	1,339,819	81,452	115,525	4,911
5,125,547	24,867	6,746	28,399	1,363,727	163,678	\$412,548	13,548
5,244,133	23,271	4,096	28,018	1,268,721	206,785	\$434,025	28,107



Ace Hardware Corporation

2200 Kensington Court | Oak Brook, IL 60523

WWW.ACEHARDWARE.COM