BEACON ROOFING SUPPLY INC
Form 10-Q
February 08, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934
For the Quarterly Period Ended December 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period from to

Commission File Number 000-50924

BEACON ROOFING SUPPLY, INC.

(Exact name of registrant as specified in its charter)

Delaware	36-4173371
(State or other jurisdiction of	(I.R.S. Employer
Incorporation or Organization)	Identification No.)

505 Huntmar Park Drive, Suite 300, Herndon, VA 20170

(Address of Principal Executive Offices) (Zip Code)

(571) 323-3939

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company
Emerging growth company	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of January 31, 2019, 68,438,361 shares of common stock, par value $0.01 per share, of the registrant were outstanding.

BEACON ROOFING SUPPLY, INC.

FORM 10-Q

For the Quarter Ended December 31, 2018

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Item 1.Condensed Consolidated Financial Statements
BEACON ROOFING SUPPLY, INC.

Consolidated Balance Sheets

(Unaudited; In thousands, except share and per share amounts)

	December 31, 2018	September 30, 2018	December 31, 2017
Assets			
Current assets:			
Cash and cash equivalents	$ 18,423	$ 129,927	$ 63,827
Restricted cash	-	-	1,300,000
Accounts receivable, less allowance of $21,353, $17,584 and $13,470 as of December 31, 2018, September 30, 2018 and December 31, 2017, respectively	881,749	1,090,533	552,703
Inventories, net	1,025,310	936,047	603,793
Prepaid expenses and other current assets	375,598	244,360	218,718
Total current assets	2,301,080	2,400,867	2,739,041
Property and equipment, net	273,742	280,407	154,687
Goodwill	2,489,730	2,491,779	1,251,825
Intangibles, net	1,282,242	1,334,366	410,857
Other assets, net	1,243	1,243	8,868
Total assets	$ 6,348,037	$ 6,508,662	$ 4,565,278
Liabilities and Stockholders' Equity			
Current liabilities:			
Accounts payable	$ 551,940	$ 880,872	$ 315,442
Accrued expenses	375,672	611,539	266,049
Current portions of long-term debt/obligations	20,315	19,661	14,239
Total current liabilities	947,927	1,512,072	595,730
Borrowings under revolving lines of credit, net	503,216	92,442	-
Long-term debt, net	2,497,123	2,494,725	2,000,059
Deferred income taxes, net	110,179	106,994	93,451
Long-term obligations under equipment financing and other, net	10,689	13,639	20,951
Other long-term liabilities	5,532	5,290	2,743
Total liabilities	$ 4,074,666	$ 4,225,162	$ 2,712,934
Commitments and contingencies (Note 9)			
Convertible preferred stock; $0.01 par value; aggregate liquidation preference $400,000; 400,000 shares authorized, issued and outstanding as of December 31, 2018 and September 30, 2018; none authorized, issued or outstanding as of December 31, 2017	$ 399,195	$ 399,195	$ -
Stockholders' equity:			
	$ 684	$ 681	$ 679

Common stock (voting); $0.01 par value; 100,000,000 shares authorized; 68,432,707, 68,135,790, and 67,972,383 shares issued and outstanding as of December 31, 2018, September 30, 2018 and December 31, 2017, respectively			
Undesignated preferred stock; 5,000,000 shares authorized, none issued or outstanding	-	-	-
Additional paid-in capital	1,067,711	1,067,040	1,050,389
Retained earnings	826,941	833,834	815,782
Accumulated other comprehensive income (loss)	(21,160)	(17,250)	(14,506)
Total stockholders' equity	1,874,176	1,884,305	1,852,344
Total liabilities and stockholders' equity	$ 6,348,037	$ 6,508,662	$ 4,565,278

See accompanying Notes to Condensed Consolidated Financial Statements

BEACON ROOFING SUPPLY, INC.

Consolidated Statements of Operations

(Unaudited; In thousands, except share and per share amounts)

	Three Months Ended December 31,	
	2018	2017
Net sales	$1,721,676	$1,121,979
Cost of products sold	1,286,107	852,226
Gross profit	435,569	269,753
Operating expense:		
Selling, general and administrative	327,693	193,753
Depreciation	17,601	8,709
Amortization	52,021	18,195
Total operating expense	397,315	220,657
Income (loss) from operations	38,254	49,096
Interest expense, financing costs, and other	38,361	22,568
Income (loss) before provision for income taxes	(107)	26,528
Provision for (benefit from) income taxes[1]	786	(41,068)
Net income (loss)	$(893)	$67,596
Dividends on preferred shares[2]	6,000	-
Net income (loss) attributable to common shareholders	$(6,893)	$67,596
Weighted-average common stock outstanding:		
Basic	68,248,020	67,825,430
Diluted	68,248,020	69,244,678
Net income (loss) per share[3]:		
Basic	$(0.10)	$1.00
Diluted	$(0.10)	$0.98

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[1] Three months ended December 31, 2017 amount includes a $46.5 million non-recurring net tax benefit resulting from the enactment of the 2017 Tax Cuts and Jobs Act (“TCJA”). As of December 31, 2018, the Company had completed its analysis of the impact of the TCJA in accordance with SEC Staff Accounting Bulletin No. 118. There were no adjustments to the provisional amounts during the three months ended December 31, 2018.

[2] Three months ended December 31, 2018 amount is composed of $5.0 million in undeclared cumulative Preferred Stock dividends as well as an additional $1.0 million of Preferred Stock dividends that had been declared and paid as of period end. See Note 3 for further discussion.

[3] See Note 5 for detailed calculations and further discussion.

See accompanying Notes to Condensed Consolidated Financial Statements

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BEACON ROOFING SUPPLY, INC.

Consolidated Statements of Comprehensive Income

(Unaudited; In thousands)

	Three Months Ended December 31, 2018	2017
Net income (loss)	$(893)	$67,596
Other comprehensive income (loss):		
Foreign currency translation adjustment	(3,910)	57
Total other comprehensive income (loss)	(3,910)	57
Comprehensive income (loss)	$(4,803)	$67,653

See accompanying Notes to Condensed Consolidated Financial Statements

BEACON ROOFING SUPPLY, INC.

Consolidated Statements of Stockholders' Equity

(In thousands, except share amounts)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance as of September 30, 2017	67,700,858	$ 677	$ 1,047,506	$ 748,186	$ (14,563)	$ 1,781,806
Issuance of common stock, net of shares withheld for taxes	271,525	2	(147)	-	-	(145)
Issuance costs related to secondary offering of common stock			(429)			(429)
Stock-based compensation	-	-	3,459	-	-	3,459
Other comprehensive income (loss)	-	-	-	-	57	57
Net income (loss)	-	-	-	67,596	-	67,596
Balance as of December 31, 2017	67,972,383	$ 679	$ 1,050,389	$ 815,782	$ (14,506)	$ 1,852,344

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance as of September 30, 2018	68,135,790	$ 681	$ 1,067,040	$ 833,834	$ (17,250)	$ 1,884,305
Issuance of common stock, net of shares withheld for taxes	296,917	3	(2,786)	-	-	(2,783)
Stock-based compensation	-	-	3,457	-	-	3,457
Other comprehensive income (loss)	-	-	-	-	(3,910)	(3,910)
Net income (loss)	-	-	-	(893)	-	(893)
Dividends on preferred shares[1]	-	-	-	(6,000)	-	(6,000)
Balance as of December 31, 2018	68,432,707	$ 684	$ 1,067,711	$ 826,941	$ (21,160)	$ 1,874,176

[1] Amount represents dividends that have been declared and paid during the three months ended December 31, 2018.

See accompanying Notes to Condensed Consolidated Financial Statements

BEACON ROOFING SUPPLY, INC.

Consolidated Statements of Cash Flows

(Unaudited; In thousands)

	Three Months Ended December 31, 2018	2017
Operating Activities		
Net income (loss)	$(893)	$67,596
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	69,622	26,904
Stock-based compensation	3,457	3,459
Certain interest expense and other financing costs	3,024	707
Beneficial lease amortization	572	-
Gain on sale of fixed assets	(265)	(319)
Deferred income taxes	3,201	(44,923)
Changes in operating assets and liabilities, net of the effects of businesses acquired:		
Accounts receivable	207,119	151,365
Inventories	(90,712)	(52,024)
Prepaid expenses and other assets	(131,638)	(1,421)
Accounts payable and accrued expenses	(400,616)	(191,800)
Other liabilities	246	-
Net cash provided by (used in) operating activities	(336,883)	(40,456)
Investing Activities		
Purchases of property and equipment	(11,688)	(7,416)
Acquisition of businesses, net	(163,973)	-
Proceeds from the sale of assets	401	413
Net cash provided by (used in) investing activities	(175,260)	(7,003)
Financing Activities		
Borrowings under revolving lines of credit	1,298,654	17,402
Repayments under revolving lines of credit	(888,225)	(20,548)
Borrowings under senior notes	-	1,300,000
Payment of debt issuance costs	-	(21,917)
Repayments under equipment financing facilities and other	(1,465)	(1,968)
Payment of stock issuance costs	-	(429)
Payment of dividends on preferred stock	(6,000)	-
Proceeds from issuance of common stock related to equity awards	834	3,781
Taxes paid related to net share settlement of equity awards	(3,617)	(3,925)
Net cash provided by (used in) financing activities	400,181	1,272,396
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	458	640
Net increase (decrease) in cash, cash equivalents, and restricted cash	(111,504)	1,225,577
Cash, cash equivalents, and restricted cash, beginning of period	129,927	138,250
Cash, cash equivalents, and restricted cash, end of period	$18,423	$1,363,827

Supplemental Cash Flow Information		
Cash paid during the period for:		
Interest	$57,732	$26,781
Income taxes, net of tax refunds	1,239	22,130

See accompanying Notes to Condensed Consolidated Financial Statements

BEACON ROOFING SUPPLY, INC.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

1. Company Overview

Beacon Roofing Supply, Inc. (the "Company") was incorporated in the state of Delaware on August 22, 1997 and is the largest publicly traded distributor of residential and non-residential roofing materials and complementary building products in the United States and Canada.

On January 2, 2018, the Company completed the acquisition of all the outstanding capital stock of Allied Building Products Corp. ("Allied"), a New Jersey corporation, for $2.625 billion, subject to certain working capital and other adjustments. Allied engages in the distribution of roofing materials, drywall, ceiling tile, and related accessories in the United States and was a wholly-owned subsidiary of Oldcastle Distribution, Inc. (see Note 3 for further discussion).

The Company operates its business under regional and local trade names and, as of December 31, 2018, the Company serviced customers in all 50 states within the United States and 6 provinces in Canada. The Company's material subsidiaries are Beacon Sales Acquisition, Inc., and Beacon Roofing Supply Canada Company.

2. Summary of Significant Accounting Policies

Basis of Presentation

The Company prepared the condensed consolidated financial statements in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and the requirements of the Securities and Exchange Commission ("SEC"). As permitted under those rules, certain footnotes or other financial information have been condensed or omitted. Certain prior period amounts have been reclassified to conform to current period presentation. The balance sheet as of December 31, 2017 has been presented for a better understanding of the impact of seasonal fluctuations on the Company's financial condition.

In management's opinion, the financial statements include all normal and recurring adjustments that are considered necessary for the fair presentation of the Company's financial position and operating results. The results for the three months ended December 31, 2018 are not necessarily indicative of the results to be expected for the twelve months ending September 30, 2019 ("fiscal year 2019" or "2019").

The three-month periods ended December 31, 2018 and 2017 had 62 and 61 business days, respectively.

These interim Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements and Notes thereto contained in the Company's fiscal year 2018 ("2018") Annual Report on Form 10-K for the year ended September 30, 2018.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in these consolidated financial statements and accompanying notes. Significant items subject to such estimates include inventories, purchase price allocations, recoverability of goodwill and intangibles, and income taxes. Actual amounts could differ from those estimates.

Recent Accounting Pronouncements—Adopted

In May 2014, the FASB issued ASU 2014-09, “Revenue from Contracts with Customers.” This guidance requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers and replaces most previously issued revenue recognition guidance. The new standard is effective for public business entities for annual reporting periods, and interim reporting periods contained therein, beginning after December 15, 2017, and early adoption is permitted for annual reporting periods beginning after December 15, 2016. The standard permits the use of either the full retrospective or modified retrospective adoption methods. The Company elected the modified retrospective method and adopted the standard as of October 1, 2018 utilizing the portfolio practical expedient. The adoption of this guidance did not impact the Company’s retained earnings and did not have a material impact on the Company’s net sales recognition practices, income from operations, or net income per share amounts. The adoption of this guidance did result in certain balance sheet reclassifications to record estimated customer returns, specifically the recognition of a current liability for the gross amount of estimated returns and a current asset for the value of the related products. These reclassifications did not have a material impact on the Company’s consolidated balance sheet as of December 31, 2018. In addition, the adoption of this guidance resulted in additional quantitative disclosures to disaggregate net sales balances by product line and geography. See Note 4 to the Consolidated Financial Statements for further discussion.

In January 2017, the FASB issued ASU 2017-01, "Business Combinations: Clarifying the Definition of a Business." This guidance is intended to assist entities when evaluating when a set of transferred assets and activities constitutes a business. This new standard is effective for annual reporting periods, and interim reporting periods contained therein, beginning after December 15, 2017, and early adoption is permitted. The Company adopted the standard as of October 1, 2018 and the standard did not have a material impact on the Company's financial statement and related disclosures.

In May 2017, the FASB issued ASU 2017-09, "Scope of Modification Accounting." This guidance is intended to provide clarity and reduce both diversity in practice and cost and complexity when applying the guidance in Compensation – Stock Compensation, to a change to the terms or conditions of a share-based payment award. This new standard is effective for annual reporting periods, and interim reporting periods contained therein, beginning after December 15, 2017, and early adoption is permitted. The Company adopted the standard as of October 1, 2018 and the standard did not have a material impact on the Company's financial statement and related disclosures.

Recent Accounting Pronouncements—Not Yet Adopted

In February 2016, the FASB issued ASU 2016-02, "Leases." This guidance will replace most existing accounting for lease guidance when it becomes effective. This new standard is effective using the modified retrospective approach for annual reporting periods, and interim reporting periods contained therein, beginning after December 15, 2018, and early adoption is permitted. In July 2018, the FASB amended the new lease standard which, among other changes, allows a company to elect to adopt ASU 2016-02 using a transition option whereby a cumulative effect adjustment is recorded to the opening balance of its retained earnings on the adoption date. The guidance will require the Company to record a right of use asset and a lease liability for most of the Company's leases, including those currently treated as operating leases. The Company is in the process of evaluating the impact of the standard and has decided that it will use the practical expedients outlined in the transition guidance. The scope of the overall impact on the Company's financial statements and related disclosures is still being quantified.

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments – Credit Losses: Measurement of Credit Losses on Financial Instruments." This guidance is intended to introduce a revised approach to the recognition and measurement of credit losses, emphasizing an updated model based on expected losses rather than incurred losses. This new standard is effective for annual reporting periods, and interim reporting periods contained therein, beginning after December 15, 2019, and early adoption is permitted. The Company is currently evaluating the impact that this guidance may have on its financial statements and related disclosures.

In January 2017, the FASB issued ASU 2017-04, "Simplifying the Accounting for Goodwill Impairment." This guidance is intended to introduce a simplified approach to measurement of goodwill impairment, eliminating the need for a hypothetical purchase price allocation and instead measuring impairment by the amount a reporting unit's carrying value exceeds its fair value. This new standard is effective for annual reporting periods, and interim reporting periods contained therein, beginning after December 15, 2019, and early adoption is permitted. The Company does not expect the adoption of this new guidance to have a material impact on its financial statements and related disclosures.

In February 2018, the FASB issued ASU 2018-02, "Income Statement – Reporting Comprehensive Income." This guidance is intended to address the accounting treatment for the tax effects on items within accumulated other comprehensive income as a result of the adoption of the Tax Cuts and Jobs Act of 2017. This new standard is effective for annual reporting periods, and interim reporting periods contained therein, beginning after December 15, 2018, and early adoption is permitted. The Company does not expect the adoption of this new guidance to have a material impact on its financial statements and related disclosures.

3. Acquisitions

Allied Building Products Corp.

On January 2, 2018 (the “Closing Date”), the Company completed its acquisition of all the outstanding capital stock of Allied (the “Allied Acquisition”), pursuant to a certain stock purchase agreement dated August 24, 2017 (the “Stock Purchase Agreement”), among the Company, Oldcastle, Inc., as parent, and Oldcastle Distribution, Inc., as seller, for approximately $2.625 billion in cash, subject to a working capital and certain other adjustments as set forth in the Stock Purchase Agreement (the “Purchase Price”). As of December 31, 2018, the adjusted Purchase Price for Allied was $2.88 billion, including increases of (i) $164.0 million related to the impact of the Section 338(h)(10) election under the current U.S. tax code and (ii) $88.1 million from a recorded net working capital adjustment.

In connection with the Allied Acquisition, on the Closing Date the Company entered into (i) a new term loan agreement with Citibank, N.A., providing for a term loan B facility with an initial commitment of $970.0 million and (ii) an amended and restated credit agreement with Wells Fargo Bank, N.A., providing for a senior secured asset-based revolving credit facility with an initial commitment of $1.30 billion. Base borrowing rates on these facilities are at LIBOR plus 1.25% and LIBOR plus 2.25%, respectively.

In connection with the Allied Acquisition, on the Closing Date, the Company completed the sale of 400,000 shares of Series A Cumulative Convertible Participating Preferred Stock, par value $0.01 per share (the "Preferred Stock"), with an aggregate liquidation preference of $400.0 million, at a purchase price of $1,000 per share, to CD&R Boulder Holdings, L.P., pursuant to a certain investment agreement, dated as of August 24, 2017, with CD&R Boulder Holdings, L.P. and Clayton, Dubilier & Rice Fund IX, L.P. (solely for the purpose of limited provisions therein) (the "Convertible Preferred Stock Purchase"). The $400.0 million in proceeds from the Convertible Preferred Stock Purchase were used to finance, in part, the Purchase Price. The Preferred Stock is convertible perpetual participating preferred stock of the Company, and conversion of the Preferred Stock into $0.01 par value shares of the Company's common stock will be at a conversion price of $41.26 per share. The Preferred Stock accumulates dividends at a rate of 6.0% per annum (payable in cash or in-kind, subject to certain conditions). The Preferred Stock is not mandatorily redeemable; therefore, it is classified as mezzanine equity on the Company's consolidated balance sheets and has a balance of $399.2 million (the $400.0 million proceeds received on the Closing Date, net of $0.8 million of unamortized issuance costs) as of December 31, 2018.

Allied's results of operations have been included with Company's consolidated results beginning January 2, 2018. Allied distributed products in 208 locations across 31 states as of the date of the close.

The Allied Acquisition has been accounted for as a business combination in accordance with the requirements of ASC 805, "Business Combinations." The acquisition price has been allocated among assets acquired and liabilities assumed at fair value based on information currently available, with the excess recorded as goodwill. The goodwill recognized is attributable primarily to expected synergies from the Allied assembled workforce operating the branches as part of a larger network and the value stemming from the addition of both new customers and an established new line of business (interiors). As of December 31, 2018, the Company had finalized the purchase accounting entries for the Allied Acquisition, detailed as follows (in thousands):

	January 2, 2018 (as reported at March 31, 2018)	Adjustments	January 2, 2018 (as adjusted at December 31, 2018)
Cash	$19,322	$ (19,153)	$169
Accounts receivable	315,485	22,064	337,549
Inventory	322,705	(7,920)	314,785
Prepaid and other current assets	59,279	16,161	75,440
Property, plant, and equipment	139,528	(168)	139,360
Goodwill	1,130,635	102,145	1,232,780
Intangible assets	1,037,000	-	1,037,000
Current liabilities	(271,252)	11,963	(259,289)
Non-current liabilities	(6,820)	6,097	(723)
Total purchase price	$2,745,882	$ 131,189	$2,877,071

The purchase accounting entries above include the impact of the Section 338(h)(10) election under the current U.S. tax code. The Company made this election on October 15, 2018 and has reflected the $164.0 million impact of this election in the purchase price and its fiscal year 2018 tax provision accordingly. The Company determined that $1.16 billion of goodwill related to the acquisition of Allied is deductible for tax purposes as of December 31, 2018.

The Company's goodwill and indefinite-lived trade name are tested for impairment annually, and all acquired goodwill and intangible assets are subject to review for impairment should future indicators of impairment develop. There were no material contingencies assumed as part of the Allied acquisition.

The following table represents the unaudited pro forma consolidated net sales and net income (loss) for the Company for the periods indicated (in thousands):

	Three Months Ended December 31, 2017 (unaudited)
Net sales	$1,787,628
Net income (loss)	32,257

The above pro forma results have been calculated by combining the historical results of the Company and Allied as if the Allied Acquisition had occurred on the first day of the fiscal year (October 1) for the period presented. The income tax provision used to calculate net income (loss) for the respective periods presented has been adjusted to reflect the effective tax rate for the annual periods as if it had been based on the resulting, combined results. The pro forma results include estimates for intangible asset amortization, depreciation, interest expense and debt issuance costs and are subject to change once final asset values have been determined. No other material pro forma adjustments were deemed necessary to conform to the Company's accounting policies or for any other situation. The pro forma information is not necessarily indicative of the results that would have been achieved had the transactions occurred on the first day of the fiscal years presented or that may be achieved in the future.

Additional Acquisitions – Fiscal Year 2018

During fiscal year 2018, the Company acquired 7 branches from the following acquisitions:

- On May 1, 2018, the Company acquired Tri-State Builder's Supply, a wholesale supplier of roofing, siding, windows, doors and related building products with 1 branch located in Duluth, Minnesota and annual sales of approximately $6 million.
- On July 16, 2018, the Company acquired Atlas Supply, Inc., the Pacific Northwest's leading distributor of sealants, coatings, adhesives and related waterproofing products, with 6 branches operating in Seattle, Tacoma, Spokane, and Mountlake Terrace in Washington, as well as locations in Portland, Oregon and Boise, Idaho, and annual sales of approximately $37 million.

The Company has recorded purchase accounting entries on a preliminary basis for these transactions that recognized the acquired assets and liabilities at their estimated fair values as of the respective acquisition dates. These transactions resulted in goodwill of $7.6 million ($7.4 million of which is deductible for tax purposes as of December 31, 2018) and $11.4 million in intangible assets.

For those acquisitions where the acquisition accounting entries have yet to be finalized, the Company's allocation of the purchase price is subject to change on receipt of additional information, including, but not limited to, the finalization of asset valuations (intangible and fixed) and income tax accounting, as well as the Company's continued review of the assumed liabilities that may result in the recognition of changes to the carrying amounts on the opening balance sheet and a related adjustment to goodwill.

4. Net Sales

The Company records net sales when performance obligations with our customer are satisfied. A performance obligation is a promise to transfer a distinct good to the customer and is the unit of account. The transaction price is allocated to each distinct performance obligation and recognized as net sales when, or as, the performance obligation is satisfied. All contracts have a single performance obligation as the promise to transfer the individual good is not separately identifiable from other promises and is, therefore, not distinct. Performance obligations are satisfied at a point in time and net sales are recognized when the customer accepts the delivery of a product or takes possession of a product with rights and rewards of ownership.

The Company enters into agreements with customers to offer rebates, generally based on achievement of specified sales levels and various marketing allowances that are common industry practice. Reductions to net sales for customer programs and incentive offerings, including promotions and other volume-based incentives, are estimated using the most likely amount method and recorded in the period in which the sale occurs. Provisions for early payment discounts are accrued in the same period in which the sale occurs. The Company does not have any material payment terms as payment is received shortly after the transfer of control of the products to the customer. Commissions to internal sales teams are paid to obtain contracts. As these contracts are less than one year, these costs are expensed as incurred.

The Company includes shipping and handling costs billed to customers in net sales. Related costs are accounted for as fulfillment activities and are recognized as cost of products sold when control of the products transfers to the customer.

The following table presents the Company's net sales by product line and geography for the three months ended December 31, 2018 (in thousands):

	Three Months Ended December 31, 2018		
	U.S.	Canada	Total
Residential roofing products	$720,511	$11,679	$732,190
Non-residential roofing products	390,268	29,641	419,909
Complementary building products	568,116	1,461	569,577
Total net sales	$1,678,895	$42,781	$1,721,676

5. Net Income (Loss) Per Share

Basic net income (loss) per share is calculated by dividing net income (loss) attributable to common shareholders by the weighted-average number of common shares outstanding during the period, without consideration for common share equivalents or the conversion of Preferred Stock. Common share equivalents consist of the incremental common shares issuable upon the exercise of stock options and vesting of restricted stock unit awards. Diluted net income (loss) per common share is calculated by dividing net income (loss) attributable to common shareholders by the fully diluted weighted-average number of common shares outstanding during the period.

Holders of Preferred Stock participate in dividends on an as-converted basis when declared on common shares. As a result, Preferred Stock is classified as a participating security and thereby requires the allocation of income that would have otherwise been available to common shareholders when calculating net income (loss) per share.

Diluted net income (loss) per share is calculated by utilizing the most dilutive result of the if-converted and two-class methods. In both methods, net income (loss) attributable to common shareholders and the weighted-average common shares outstanding are adjusted to account for the impact of the assumed issuance of potential common shares that are dilutive, subject to dilution sequencing rules.

The following table presents the components and calculations of basic and diluted net income (loss) per share for each period presented (in thousands, except share and per share amounts):

	Three Months Ended December 31,	
	2018	2017
Net income (loss)	$(893)	$67,596
Dividends on preferred shares	(6,000)	-
Net income (loss) attributable to common shareholders	$(6,893)	$67,596
Undistributed income allocated to participating securities	-	-
Net income (loss) attributable to common shareholders - basic and diluted	$(6,893)	$67,596
Weighted-average common shares outstanding - basic	68,248,020	67,825,430
Effect of common share equivalents	-	1,419,248
Weighted-average common shares outstanding - diluted	68,248,020	69,244,678
Net income (loss) per share - basic	$(0.10)	$1.00
Net income (loss) per share - diluted	$(0.10)	$0.98

The following table includes the number of shares that may be dilutive common shares in the future. These shares were not included in the computation of diluted net income (loss) per share because the effect was either anti-dilutive or the requisite performance conditions were not met:

	Three Months Ended December 31,	
	2018	2017
Stock options	1,554,518	288,275
Restricted stock units	318,229	-
Preferred Stock	9,694,619	-

6. Stock-based Compensation

On February 9, 2016, the shareholders of the Company approved the Amended and Restated Beacon Roofing Supply, Inc. 2014 Stock Plan (the “2014 Plan”). The 2014 Plan provides for discretionary awards of stock options, stock awards, restricted stock units, and stock appreciation rights for up to 5,000,000 shares of common stock to selected employees and non-employee directors. The 2014 Plan mandates that all forfeited, expired, and withheld shares, including those from the predecessor plans, be returned to the 2014 Plan and made available for issuance. As of December 31, 2018, there were 1,772,191 shares of common stock available for issuance.

Prior to the 2014 Plan, the Company maintained the amended and restated Beacon Roofing Supply, Inc. 2004 Stock Plan (the “2004 Plan”). Upon shareholder approval of the 2014 Plan, the Company ceased issuing equity awards from the 2004 Plan and mandated that all future equity awards will be issued from the 2014 Plan.

For all equity awards granted prior to October 1, 2014, in the event of a change in control of the Company, all awards are immediately vested. Beginning in fiscal 2015, equity awards contained a “double trigger” change in control mechanism. Unless an award is continued or assumed by a public company in an equitable manner, an award shall become fully vested immediately prior to a change in control (at 100% of the grant target in the case of a performance-based restricted stock unit award). If an award is so continued or assumed, vesting will continue in accordance with the terms of the award, unless there is a qualifying termination within one-year following the change in control, in which event the award shall immediately become fully vested (at 100% of the grant target in the case of a performance-based restricted stock unit award).

Stock Options

Non-qualified stock options granted to employees generally expire 10 years after the grant date and are subject to continued employment and vest evenly in three annual installments over the three-year period following the grant date.

The fair value of the options granted during the three months ended December 31, 2018 were estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions:

Risk-free interest rate	3.00	%
Expected volatility	29.34	%
Expected life (in years)	5.18	
Dividend yield	-	

The following table summarizes all stock option activity for the three months ended December 31, 2018 (in thousands, except share, per share, and time period amounts):

	Options Outstanding	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value[1]
Balance as of September 30, 2018	1,969,037	$ 33.08	5.7	$ 14,088
Granted	605,184	27.26		
Exercised	(48,800)	17.11		
Canceled/Forfeited	(12,967)	41.12		
Expired	(950)	12.25		
Balance as of December 31, 2018	2,511,504	$ 31.96	6.6	$ 11,478
Vested and expected to vest after December 31, 2018	2,455,082	$ 31.94	6.5	$ 11,275
Exercisable as of December 31, 2018	1,645,162	$ 30.75	5.1	$ 8,511

[1] Aggregate intrinsic value as represents the difference between the closing fair value of the underlying common stock and the exercise price of outstanding, in-the-money options on the date of measurement.

During the three months ended December 31, 2018 and 2017, the Company recorded stock-based compensation expense related to stock options of $1.0 million and $1.1 million, respectively. As of December 31, 2018, there was $8.1 million of unrecognized compensation cost related to unvested stock options, which is expected to be recognized over a weighted-average period of 2.3 years.

The following table summarizes additional information on stock options for the periods presented (in thousands, except per share amounts):

	Three Months Ended December 31,

	2018	2017
Weighted-average fair value of stock options granted	$8.75	$15.86
Total grant date fair value of stock options vested	3,680	3,773
Total intrinsic value of stock options exercised	712	5,448

Restricted Stock Units

Restricted stock unit (“RSU”) awards granted to employees are subject to continued employment and generally vest on the third anniversary of the grant date. The Company also grants certain RSU awards to management that contain one or more additional vesting conditions tied directly to a defined performance metric for the Company. The actual number of RSUs that will vest can range from 0% to 200% of the original grant amount, depending upon the terms of the award and actual Company performance above or below the established performance metric targets. The Company estimates performance in relation to the defined targets when determining the projected number of RSUs that are expected to vest and calculating the related stock-based compensation expense.

RSUs granted to non-employee directors are subject to continued service and vest on the first anniversary of the grant date (except under certain conditions). Generally, the common shares underlying the RSUs are not eligible for distribution until the non-employee director’s service on the Board has terminated, and for non-employee director RSU grants made prior to fiscal year 2014, the share distribution date is six months after the director’s termination of service on the board. Beginning in fiscal year 2016, the

Company enacted a policy that allows any non-employee directors who have Beacon equity holdings (defined as common stock and outstanding vested equity awards) with a total fair value that is greater than or equal to five times the annual Board cash retainer to elect to have any future RSU grants settle simultaneously with vesting.

The following table summarizes all restricted stock unit activity for the three months ended December 31, 2018:

	RSUs Outstanding	Weighted-Average Grant Date Fair Value
Balance as of September 30, 2018	934,023	$ 47.00
Granted	630,745	27.28
Released	(366,779)	40.46
Canceled/Forfeited	(77,455)	47.52
Balance as of December 31, 2018	1,120,534	$ 38.00
Vested and expected to vest after December 31, 2018	1,040,181	$ 37.78

During the three months ended December 31, 2018 and 2017, the Company recorded stock-based compensation expense related to restricted stock units of $2.4 million and $2.4 million, respectively. As of December 31, 2018, there was $27.2 million of unrecognized compensation cost related to unvested restricted stock units, which is expected to be recognized over a weighted-average period of 2.3 years.

The following table summarizes additional information on RSUs for the periods presented (in thousands, except per share amounts):

	Three Months Ended December 31,	
	2018	2017
Weighted-average fair value of RSUs granted	$27.28	$55.17
Total grant date fair value of RSUs vested	14,840	5,786
Total intrinsic value of RSUs released	11,160	10,683

7. Goodwill and Intangible Assets

Goodwill

The following table sets forth the change in the carrying amount of goodwill during the three months ended December 31, 2018 and 2017, respectively (in thousands):

Balance as of September 30, 2017	$1,251,986
Translation and other adjustments	(161)
Balance as of December 31, 2017	$1,251,825
Balance as of September 30, 2018	$2,491,779
Acquisitions[1]	(513)
Translation and other adjustments	(1,536)
Balance as of December 31, 2018	$2,489,730

[1] Reflects purchase accounting adjustments related to fiscal year 2018 acquisition of Atlas Supply, Inc. (see Note 3 for further discussion).

The changes in the carrying amount of goodwill for the three months ended December 31, 2018 and 2017 were driven primarily by purchase accounting and foreign currency translation adjustments.

Intangible Assets

In connection with transactions finalized during fiscal year 2018, the Company recorded intangible assets of $1.05 billion ($920.8 million of customer relationships, $120.0 million of indefinite-lived trademarks, and $7.0 million of beneficial lease arrangements).

The following table summarizes intangible assets by category (in thousands, except time period amounts):

	December 31, 2018	September 30, 2018	December 31, 2017	Weighted-Average Remaining Life[1] (Years)
Amortizable intangible assets:				
Non-compete agreements	$ 2,824	$ 2,824	$ 2,824	2.47
Customer relationships	1,530,748	1,530,565	609,984	18.38
Trademarks	10,500	10,500	10,500	7.41
Beneficial lease arrangements	8,060	8,060	1,060	4.24
Total amortizable intangible assets	1,552,132	1,551,949	624,368	
Accumulated amortization	(462,940)	(410,633)	(286,561)	
Total amortizable intangible assets, net	$ 1,089,192	$ 1,141,316	$ 337,807	
Indefinite lived trademarks	193,050	193,050	73,050	
Total intangibles, net	$ 1,282,242	$ 1,334,366	$ 410,857	

[1] As of December 31, 2018.

For the three months ended December 31, 2018 and 2017, the Company recorded $52.0 million and $18.2 million of amortization expense relating to the above-listed intangible assets, respectively. The intangible asset lives range from 5 to 20 years and have a weighted-average remaining life of 18.2 years as of December 31, 2018.

The following table summarizes the estimated future amortization expense for intangible assets (in thousands):

Year Ending September 30,	
2019 (Jan - Sept)	$156,534
2020	179,541
2021	149,974
2022	121,426
2023	97,517
Thereafter	384,200
Total future amortization expense	$1,089,192

8. Financing Arrangements

The following table summarizes all financing arrangements from the respective periods presented (in thousands):

	December 31, 2018	September 30, 2018	December 31, 2017
Revolving Lines of Credit			
2023 ABL:			
U.S. Revolver, expires January 2023[1]	$ 496,619	$ 89,352	$ -
Canada Revolver, expires January 2023[2]	6,597	3,090	-
Current portion	-	-	-
Borrowings under revolving lines of credit, net	$ 503,216	$ 92,442	$ -
Long-term Debt, net			
Term Loans:			
Term Loan, matures October 2022[3]	$ -	$ -	$ 433,828
Term Loan, matures January 2025[4]	932,102	930,726	-
Current portion	(9,700)	(9,700)	(4,500)
Long-term borrowings under term loans	922,402	921,026	429,328
Senior Notes:			
Senior Notes, mature October 2023[5]	293,926	293,607	292,648
Senior Notes, mature November 2025[6]	1,280,795	1,280,092	1,278,083
Current portion	-	-	-
Long-term borrowings under senior notes	1,574,721	1,573,699	1,570,731
Long-term debt, net	$ 2,497,123	$ 2,494,725	$ 2,000,059
Equipment Financing Facilities and Other			
Equipment financing facilities, various maturities through September 2021[7]	$ 10,148	$ 11,222	$ 11,657
Capital lease obligations, various maturities through November 2021[8]	11,156	12,378	19,033
Current portion	(10,615)	(9,961)	(9,739)
Long-term obligations under equipment financing and other, net	$ 10,689	$ 13,639	$ 20,951

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[1] Effective rate on borrowings of 4.37% and 3.36% as of December 31, 2018 and September 30, 2018, respectively.
[2] Effective rate on borrowings of 4.45% and 3.95% as of December 31, 2018 and September 30, 2018, respectively.
[3] Extinguished on January 2, 2018; Interest rate of 4.06% as of December 31, 2017.
[4] Interest rate of 4.77% and 4.53% as of December 31, 2018 and September 30, 2018, respectively.
[5] Interest rate of 6.38% as of December 31, 2018, September 30, 2017 and December 31, 2017.
[6] Interest rate of 4.88% as of December 31, 2018, September 30, 2017 and December 31, 2017.
[7] Fixed interest rates ranging from 2.33% to 3.25% as of December 31, 2018, September 30, 2017, and December 31, 2017.
[8] Fixed interest rates ranging from 2.72% to 10.39% as of December 31, 2018 , September 30, 2017, and December 31, 2017.

Financing - Allied Acquisition

In connection with the Allied Acquisition, the Company entered into various financing arrangements totaling $3.57 billion, including an asset-based revolving line of credit of $1.30 billion (“2023 ABL”), $525.0 million of which was drawn at closing, and a $970.0 million term loan (“2025 Term Loan”). The Company also raised an additional $1.30 billion through the issuance of senior notes (the “2025 Senior Notes”).

The proceeds from these financing arrangements were used to finance the Allied Acquisition, to refinance or otherwise extinguish all third-party indebtedness, to pay fees and expenses associated with the acquisition, and to provide working capital and funds for other general corporate purposes. The Company capitalized new debt issuance costs totaling approximately $65.3 million related to the 2023 ABL, the 2025 Term Loan and the 2025 Senior Notes.

Since the financing arrangements entered into in connection with the Allied Acquisition had certain lenders who also participated in previous financing arrangements entered into by the Company, portions of the transactions were accounted for as either a debt modification or a debt extinguishment. In accordance with the accounting for debt modification, the Company expensed $2.0 million of debt issuance costs related to the Allied financing arrangements and recognized a loss on debt extinguishment of $1.7 million. The remainder of the debt issuance costs will be amortized over the term of the Allied financing arrangements.

2023 ABL

On January 2, 2018, the Company entered into a $1.30 billion asset-based revolving line of credit with Wells Fargo Bank, N.A. and a syndicate of other lenders. The 2023 ABL consists of revolving loans in both the United States (“2023 U.S. Revolver”) in the amount of $1.20 billion and Canada (“2023 Canada Revolver”) in the amount of $100.0 million. The 2023 ABL has a maturity date of January 2, 2023. The 2023 ABL has various borrowing tranches with an interest rate based on a LIBOR rate (with a floor) plus a fixed spread. The current unused commitment fees on the 2023 ABL are 0.25% per annum.

There is one financial covenant under the 2023 ABL, which is a Consolidated Fixed Charge Ratio. The Consolidated Fixed Charge Ratio is calculated by dividing consolidated earnings before interest, taxes, depreciation and amortization (EBITDA) by Consolidated Fixed Charges (both as defined in the agreement). Per the covenant, the Company’s Consolidated Fixed Charge Ratio must be a minimum of 1.00 at the end of each fiscal quarter, calculated on a trailing four quarter basis.

The 2023 ABL is secured by a first priority lien over substantially all of the Company’s and each guarantor’s accounts, chattel paper, deposit accounts, books, records and inventory (as well as intangibles related thereto), subject to certain customary exceptions (the “ABL Priority Collateral”), and a second priority lien over substantially all of the Company’s and each guarantor’s other assets, including all of the equity interests of any subsidiary held by the Company or any guarantor, subject to certain customary exceptions (the “Term Priority Collateral”). The 2023 ABL is guaranteed jointly, severally, fully and unconditionally by the Company’s active United States subsidiaries.

As of December 31, 2018, the total balance outstanding on the 2023 ABL, net of $10.0 million of unamortized debt issuance costs, was $503.2 million. The Company also has outstanding standby letters of credit related to the 2023 U.S. Revolver in the amount of $13.4 million as of December 31, 2018.

2025 Term Loan

On January 2, 2018, the Company entered into a $970.0 million Term Loan with Citibank N.A., and a syndicate of other lenders. The 2025 Term Loan requires quarterly principal payments in the amount of $2.4 million, with the remaining outstanding principal to be paid on its January 2, 2025 maturity date. The interest rate is based on a LIBOR rate (with a floor) plus a fixed spread. The Company has the option of selecting a LIBOR period that determines the rate at which interest can accrue on the Term Loan as well as the period in which interest payments are made.

The 2025 Term Loan is secured by a first priority lien on the Term Priority Collateral and a second priority lien on the ABL Priority Collateral. Certain excluded assets will not be included in the Term Priority Collateral and the ABL Priority Collateral. The Term Loan is guaranteed jointly, severally, fully and unconditionally by the Company’s active United States subsidiaries.

As of December 31, 2018, the outstanding balance on the 2025 Term Loan, net of $33.0 million of unamortized debt issuance costs, was $932.1 million.

2025 Senior Notes

On October 25, 2017, Beacon Escrow Corporation, a wholly owned subsidiary of the Company (the “Escrow Issuer”), completed a private offering of $1.30 billion aggregate principal amount of 4.875% Senior Notes due 2025 at an issue price of 100%. The 2025 Senior Notes bear interest at a rate of 4.875% per annum, payable semi-annually in arrears, beginning May 1, 2018. The Company anticipates repaying the 2025 Senior Notes at the maturity date of November 1, 2025. Per the terms of the Escrow Agreement, the net proceeds from the 2025 Senior Notes remained in escrow until they were used to fund a portion of the purchase price of the Allied Acquisition payable at closing on January 2, 2018.

Upon closing of the Allied Acquisition on January 2, 2018, (i) the Escrow Issuer merged with and into the Company, and the Company assumed all obligations under the 2025 Senior Notes; and (ii) all existing domestic subsidiaries of the Company (including the entities acquired in the Allied Acquisition) became guarantors of the 2025 Senior Notes.

As of December 31, 2018, the outstanding balance on the 2025 Senior Notes, net of $19.2 million of unamortized debt issuance costs, was $1.28 billion.

Financing - RSG Acquisition

In connection with the Roofing Supply Group ("RSG") acquisition in fiscal year 2016, the Company entered into various financing arrangements totaling $1.45 billion, including an asset-based revolving line of credit ("2020 ABL") of $700.0 million ($350.0 million of which was drawn at closing) and a $450.0 million term loan ("2022 Term Loan"). The Company also raised an additional $300.0 million through the issuance of senior notes (the "2023 Senior Notes").

The proceeds from these financing arrangements were used to provide working capital and funds for other general corporate purposes, to refinance or otherwise extinguish all third-party indebtedness for borrowed money under Company's and RSG's existing senior secured credit facilities and RSG's unsecured senior notes due 2020, to finance the acquisition, and to pay fees and expenses associated with the RSG acquisition. The Company incurred debt issuance costs totaling approximately $31.3 million related to the 2020 ABL, 2022 Term Loan and 2023 Senior Notes.

2020 ABL

On October 1, 2015, the Company entered into a $700.0 million asset-based revolving line of credit with Wells Fargo Bank, N.A. and a syndicate of other lenders. The 2020 ABL had an original maturity date of October 1, 2020 and consisted of revolving loans in both the United States, in the amount of $670.0 million, and Canada, in the amount of $30.0 million. The 2020 ABL had various borrowing tranches with an interest rate based on a LIBOR rate (with a floor) plus a fixed spread. The full balance of the 2020 ABL was paid on January 2, 2018 in conjunction with the Allied Acquisition.

2022 Term Loan

On October 1, 2015, the Company entered into a $450.0 million Term Loan with Citibank N.A., and a syndicate of other lenders. The 2022 Term Loan required quarterly principal payments in the amount of $1.1 million, with the remaining outstanding principal to be paid on its original maturity date of October 1, 2022. The interest rate was based on a LIBOR rate (with a floor) plus a fixed spread. The Company had the option of selecting a LIBOR period that determined the rate at which interest would accrue, as well as the period in which interest payments are made. The full balance of the 2022 Term Loan was paid on January 2, 2018 in conjunction with the Allied Acquisition, including the write-off of $0.7 million in debt issuance costs.

2023 Senior Notes

On October 1, 2015, the Company raised $300.0 million by issuing senior notes due 2023. The 2023 Senior Notes have a coupon rate of 6.38% per annum and are payable semi-annually in arrears, beginning April 1, 2016. There are early payment provisions in the indenture in which the Company would be subject to "make whole" provisions. The Company anticipates repaying the notes at the maturity date of October 1, 2023.

The 2023 Senior Notes are guaranteed jointly, severally, fully and unconditionally by the Company's active United States subsidiaries.

As of December 31, 2018, the outstanding balance on the 2023 Senior Notes, net of $6.1 million of unamortized debt issuance costs, was $293.9 million.

Equipment Financing Facilities and Other

As of December 31, 2018, the Company had a $10.1 million outstanding under equipment financing facilities, with fixed interest rates ranging from 2.33% to 3.25% and payments due through September 2021.

As of December 31, 2018, the Company had $11.2 million of capital lease obligations outstanding. These leases have interest rates ranging from 2.72% to 10.39% with payments due through November 2021.

9. Commitments and Contingencies

Operating Leases

The Company mostly operates in leased facilities, which are accounted for as operating leases. The leases typically provide for a base rent plus real estate taxes. Certain of the leases provide for escalating rents over the lives of the leases and rent expense is recognized over the terms of those leases on a straight-line basis.

At December 31, 2018, the minimum rental commitments under all non-cancelable operating leases with initial or remaining terms of more than one year were as follows (in thousands):

Year Ending September 30,	
2019 (Jan - Sept)	$110,514
2020	101,743
2021	90,734
2022	71,869
2023	55,048
Thereafter	146,410
Total minimum lease payments	$576,318

For the three months ended December 31, 2018 and 2017, rent expense was $27.5 million and $15.2 million, respectively. Sublet income was immaterial for each of these periods.

Contingencies

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

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

10. Geographic Data

The following table summarizes certain geographic information for the periods presented (in thousands):

	December 31, 2018	September 30, 2018	December 31, 2017
Long-lived assets:			
U.S.	$ 1,352,081	$ 1,409,742	$ 488,137
Canada	12,096	13,224	13,225
Total long-lived assets	$ 1,364,177	$ 1,422,966	$ 501,362

11. Accumulated Other Comprehensive Income (Loss)

Other comprehensive income (loss) is composed of certain gains and losses that are excluded from net income under GAAP and instead recorded as a separate element of stockholders' equity. For the three months ended December 31, 2018, the change in accumulated other comprehensive income (loss) was $(3.9) million and composed solely of foreign currency translation effects. There were no reclassifications out of accumulated other comprehensive income (loss) for the three months ended December 31, 2018.

12. Fair Value Measurement

As of December 31, 2018, the carrying amount of cash and cash equivalents, accounts receivable, prepaid and other current assets, accounts payable and accrued expenses approximated fair value because of the short-term nature of these instruments. The Company measures its cash equivalents at amortized cost, which approximates fair value based upon quoted market prices (Level 1).

As of December 31, 2018, based upon recent trading prices (Level 2), the fair value of the Company's $300.0 million Senior Notes due in 2023 was $299.3 million and the fair value of the $1.30 billion Senior Notes due 2025 was $1.15 billion.

As of December 31, 2018, the fair value of the Company's term loan and revolving asset-based line of credit approximated the amount outstanding. The Company estimates the fair value of its Senior Secured Credit Facility by discounting the future cash flows of each instrument using estimated market rates of debt instruments with similar maturities and credit profiles (Level 3).

13. Supplemental Guarantor Information

The 2023 Senior Notes and 2025 Senior Notes are guaranteed jointly and severally by all the United States subsidiaries of the Company (collectively, the "Guarantors"), and not by the Canadian subsidiaries of the Company. Such guarantees are full and unconditional. Supplemental condensed consolidating financial information of the Company, including such information for the Guarantors, is presented below. The information is presented in accordance with the requirements of Rule 3-10 under the SEC's Regulation S-X. The financial information may not necessarily be indicative of results of operations, cash flows or financial position had the non-guarantor subsidiaries operated as independent entities. Investments in subsidiaries are presented using the equity method of accounting. The principal elimination entries eliminate investments in subsidiaries and intercompany balances and transactions. Separate financial statements of the Guarantors are not provided as the consolidating financial information contained herein provides a more meaningful disclosure to allow investors to determine the nature of the assets held by, and the operations of, the combined groups.

BEACON ROOFING SUPPLY, INC.

Condensed Consolidating Balance Sheets

(Unaudited; In thousands)

	December 31, 2018				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations and Other	Consolidated
Assets					
Current assets:					
Cash and cash equivalents	$-	$30,877	$2,775	$(15,229)	$18,423
Accounts receivable, net	-	856,373	26,516	(1,140)	881,749
Inventories, net	-	998,450	26,860	-	1,025,310
Prepaid expenses and other current assets	6,065	361,431	8,102	-	375,598
Total current assets	6,065	2,247,131	64,253	(16,369)	2,301,080
Intercompany receivable, net	-	1,526,435	-	(1,526,435)	-
Investments in consolidated subsidiaries	6,289,626	-	-	(6,289,626)	-
Deferred income taxes, net	20,767	-	-	(20,767)	-
Property and equipment, net	19,775	243,911	10,056	-	273,742
Goodwill	-	2,461,212	28,518	-	2,489,730
Intangibles, net	-	1,280,202	2,040	-	1,282,242
Other assets, net	1,243	-	-	-	1,243
Total assets	$6,337,476	$7,758,891	$104,867	$(7,853,197)	$6,348,037
Liabilities and Stockholders' Equity					
Current liabilities:					
Accounts payable	$28,808	$532,526	$6,975	$(16,369)	$551,940
Accrued expenses	40,834	327,027	7,811	-	375,672
Current portions of long-term debt/obligations	9,700	10,615	-	-	20,315
Total current liabilities	79,342	870,168	14,786	(16,369)	947,927
Intercompany payable, net	1,487,640	-	38,795	(1,526,435)	-
Borrowings under revolving lines of credit, net	-	496,619	6,597	-	503,216
Long-term debt, net	2,497,123	-	-	-	2,497,123
Deferred income taxes, net	-	130,847	99	(20,767)	110,179
Long-term obligations under equipment financing and other, net	-	10,689	-	-	10,689
Other long-term liabilities	-	5,453	79	-	5,532
Total liabilities	$4,064,105	$1,513,776	$60,356	$	