

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1

to

FORM 8-K/A

CURRENT REPORT
Pursuant To Section 13 OR 15(d) Of The Securities Exchange Act of 1934

Date of report (Date of earliest event reported)

August 31, 2015

PATRICK INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Indiana

(State or other jurisdiction
of incorporation)

000-03922

(Commission
File Number)

35-1057796

(IRS Employer
Identification Number)

107 West Franklin, P.O. Box 638, Elkhart, Indiana

(Address of Principal Executive Offices)

46515

(Zip Code)

Registrant's Telephone Number, including area code

(574) 294-7511

(Former name or former address if changed since last report)

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01 Completion of Acquisition or Disposition of Assets.

Patrick Industries, Inc. (the "Company") filed a Current Report on Form 8-K with the Securities and Exchange Commission ("SEC") on September 4, 2015, disclosing that on September 1, 2015 (the "acquisition date"), the Company had acquired the business and certain assets of North American Forest Products, Inc. and its wholly owned subsidiary, North American Moulding, LLC (collectively, "North American"), an Edwardsburg, Michigan-based manufacturer and distributor, primarily for the recreational vehicle ("RV") industry, of profile wraps, custom mouldings, laminated panels and moulding products. North American is also a manufacturer and supplier of raw and processed softwood products, including lumber, panels, trusses, bow trusses, and industrial packaging materials, primarily used in the RV and manufactured housing industries. North American was acquired for a purchase price, net of certain operating liabilities assumed, of approximately \$78.6 million in cash. The purpose of this Current Report on Form 8-K/A (Amendment No. 1) is to amend the Current Report on Form 8-K to include the financial statements and pro forma financial information required by Item 9.01.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

(i) The financial statements of North American Forest Products, Inc. and Subsidiary and Affiliate as of December 31, 2014 and for the year then ended and independent auditor's report are attached hereto as Exhibit 99.1 and are incorporated herein by reference.

(ii) Unaudited condensed financial statements of North American Forest Products, Inc. and Subsidiary and Affiliate as of July 4, 2015 and December 31, 2014, and for the six months ended July 4, 2015 and July 5, 2014 are attached hereto as Exhibit 99.2 and are incorporated herein by reference.

(b) Pro Forma Financial Information.

The unaudited pro forma financial information as of June 28, 2015 and for the year ended December 31, 2014, and for the six months ended June 28, 2015 of Patrick Industries, Inc. and North American Forest Products, Inc. and its wholly owned subsidiary, North American Moulding, LLC, on a condensed combined basis is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

(c) Not Applicable.

(d) The following exhibits are included with this report:

Exhibit 2.1 Asset Purchase Agreement, dated as of September 1, 2015, between Patrick Industries, Inc., North American Forest Products, Inc., North American Moulding, LLC, and its Members (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by the Company with the SEC on September 4, 2015).*

Exhibit 23.1 Consent of RSM US LLP

Exhibit 99.1 Financial Statements of North American Forest Products, Inc. and Subsidiary and Affiliate as of December 31, 2014 and for the year then ended and independent auditor's report.

Exhibit 99.2 Unaudited condensed financial statements North American Forest Products, Inc. and Subsidiary and Affiliate as of July 4, 2015 and December 31, 2014, and for the six months ended July 4, 2015 and July 5, 2014.

Exhibit 99.3 Unaudited pro forma financial information as of June 28, 2015 and for the year ended December 31, 2014, and for the six months ended June 28, 2015 of Patrick Industries, Inc. and North American Forest Products, Inc. and its wholly owned subsidiary, North American Moulding, LLC, on a condensed combined basis.

*Pursuant to Item 601(b) of Regulation S-K, certain Exhibits and Schedules have been omitted from this Agreement. The registrant will furnish a copy of any omitted Exhibit and Schedule to the Commission upon request.

SIGNATURE

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

PATRICK INDUSTRIES, INC.

(Registrant)

Date: November 13, 2015

By: /s/ Andy L. Nemeth
Andy L. Nemeth
Executive Vice President – Finance and
Chief Financial Officer

CONSENT OF INDEPENDENT AUDITOR

We consent to the incorporation by reference in the Registration Statement (No. 333-156391, 333-159553, 333-174774, 333-178509, and 333-204777) on Form S-3 and the Registration Statements (No. 333-145717, 333-165788, and 333-198321) on Form S-8 of Patrick Industries, Inc. of our report dated February 18, 2015, relating to our audit of the consolidated financial statements of North American Forest Products, Inc. and Subsidiary and Affiliate as of and for the year ended December 31, 2014, included in this Current Report on Form 8-K/A. On October 26, 2015, we changed the name of our firm from McGladrey LLP to RSM US LLP.

/s/ RSM US LLP

Elkhart, Indiana
November 13, 2015

**North American Forest Products, Inc.
And Subsidiary And Affiliate**

Consolidated Financial Report
12.31.2014

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Independent Auditor's Report

To the Board of Directors
North American Forest Products, Inc.
Edwardsburg, Michigan

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of **North American Forest Products, Inc. and Subsidiary and Affiliate** which comprise the consolidated balance sheet as of December 31, 2014, and the related consolidated statements of income, changes in stockholders' equity and cash flows for the year then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements.

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

To the Board of Directors
North American Forest Products, Inc.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of **North American Forest Products, Inc. and Subsidiary and Affiliate** as of December 31, 2014, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

/s/ McGladrey LLP

Elkhart, Indiana
February 18, 2015

North American Forest Products, Inc. And Subsidiary And Affiliate

Consolidated Balance Sheet
December 31, 2014

2014

ASSETS	
Current Assets	
Cash	\$ 281,586
Receivables:	
Trade	3,438,519
Other	20,900
Inventories	16,314,417
Prepaid expenses and deposits	192,401
Total current assets	20,247,823
Property and Equipment, at depreciated cost	13,282,464
	<u>\$ 33,530,287</u>
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current Liabilities	
Revolving bank lines of credit	\$ 4,604,703
Current maturities of long-term debt	1,757,104
Accounts payable	1,048,918
Accrued liabilities:	
Payroll and related taxes	549,414
Other	3,970,005
Total current liabilities	11,930,144
Long-Term Debt, less current maturities	8,540,356
Total liabilities	20,470,500
Commitments and Contingencies	
Stockholders' Equity	
Common stock	1,395,224
Retained earnings	14,071,066
Noncontrolling interest	1,955,526
	<u>17,421,816</u>
Less treasury stock, at cost, 43,000 shares	(4,362,029)
Total stockholders' equity	13,059,787
	<u>\$ 33,530,287</u>

See Notes to Consolidated Financial Statements.

North American Forest Products, Inc. And Subsidiary And Affiliate

Consolidated Statement Of Income
Year Ended December 31, 2014

	2014
Net sales	<u>\$ 156,644,216</u>
Cost of goods sold:	
Materials, less discounts	122,050,315
Direct labor	8,516,935
Manufacturing expenses	7,878,709
Delivery expenses	<u>3,248,533</u>
	<u>141,694,492</u>
Gross profit	14,949,724
Selling, general, and administrative expenses	<u>7,466,532</u>
Operating income	7,483,192
Nonoperating income (expense):	
Other income	15,286
Interest expense	<u>(654,408)</u>
	<u>(639,122)</u>
Consolidated net income	6,844,070
Less: Noncontrolling interest in net income of consolidated variable interest entity	<u>(394,775)</u>
Net income attributable to the controlling interest	<u>\$ 6,449,295</u>

See Notes to Consolidated Financial Statements.

North American Forest Products, Inc. And Subsidiary
And Affiliate

Consolidated Statement Of Stockholders' Equity
Years Ended December 31, 2014

	Common Stock	Retained Earnings	Treasury Stock	Noncontrolling Interest	Total
Balance, December 31, 2013	\$ 1,395,224	\$ 13,100,768	\$ (4,362,029)	\$ 1,601,781	\$ 11,735,744
Consolidated net income	-	6,449,295	-	394,775	6,844,070
Distributions	-	(5,478,997)	-	(41,030)	(5,520,027)
Balance, December 31, 2014	<u>\$ 1,395,224</u>	<u>\$ 14,071,066</u>	<u>\$ (4,362,029)</u>	<u>\$ 1,955,526</u>	<u>\$ 13,059,787</u>

See Notes to Consolidated Financial Statements.

North American Forest Products, Inc. And Subsidiary And Affiliate

Consolidated Statement Of Cash Flows
Years Ended December 31, 2014

	2014
Cash Flows From Operating Activities	
Consolidated net income	\$ 6,844,070
Adjustments to reconcile consolidated net income to net cash provided by operating activities:	
Depreciation	1,042,799
Gain on sale of equipment	(32,903)
Increase in provision for doubtful accounts	(6,492)
Change in assets and liabilities:	
(Increase) decrease in:	
Receivables	2,163,990
Inventories	(941,409)
Prepaid expenses and deposits	(67,809)
Increase (decrease) in:	
Accounts payable	450,529
Accrued liabilities	1,341,811
Net cash provided by operating activities	<u>10,794,586</u>
Cash Flows From Investing Activities	
Proceeds from sale of equipment	101,012
Purchase of property and equipment	(3,825,108)
Other	10,139
Net cash used in investing activities	<u>(3,713,957)</u>
Cash Flows From Financing Activities	
Net (payments) borrowings on revolving credit agreements	(3,444,422)
Proceeds from long-term borrowings	2,241,430
Principal payments on long-term borrowings	(1,580,399)
Distributions	(4,995,202)
Net cash used in financing activities	<u>(7,778,593)</u>
(Decrease) increase in cash	(697,964)
Cash, beginning	<u>979,550</u>
Cash, ending	<u>\$ 281,586</u>

See Notes to Consolidated Financial Statements.

Note 1. Nature of Business, Risk Factors, and Significant Accounting Policies

Nature of business:

North American Forest Products, Inc.'s (the "Company") operations consist principally of wholesale lumber sales and processing to customers throughout the Midwest, generally on terms of 30 days.

North American Moulding, LLC's ("NAM") operations consist principally of the manufacture and sale of wood moldings to customers throughout the Midwest, generally on terms of 30 days.

North American Associates, Inc. ("NAA") leases certain buildings to the Company and NAM.

Risk factors:

Lumber is a commodity and is subject to market price fluctuations.

The Company and NAM's sales are highly concentrated in the recreational vehicle and manufactured housing industries.

Significant accounting policies:

Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of 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.

Reporting entity and principles of consolidation:

The consolidated financial statements include the accounts of the Company, its wholly-owned subsidiary NAM, and NAA, a variable interest entity (VIE) for which the Company is the primary beneficiary. All significant intercompany balances and transactions have been eliminated in consolidation.

NAA is a VIE of the Company because of a leasing arrangement and because it requires financial support consisting of long-term debt guarantees and intercompany loans. The primary beneficiary of a VIE is the enterprise that has both (1) the power to direct the activities of the VIE that most significantly impact the entity's economic performance, and (2) the obligation to absorb losses or the right to receive residual returns that potentially could be significant to the VIE. See Note 13 for additional information regarding the Company's consolidated VIE.

The Company, its wholly-owned subsidiary NAM, and affiliate NAA are collectively referred to as the "Companies".

Noncontrolling interest:

Noncontrolling interest represents the portion of equity in the affiliate not attributable, directly or indirectly, to the Company. The profit or loss derived from the performance of the affiliate is allocated to the net income attributable to the noncontrolling interest in the consolidated statement of income.

Cash:

The Companies maintain cash in a commercial bank in amounts which, at times, may be in excess of insurance provided by the Federal Deposit Insurance Corporation.

Notes To Consolidated Financial Statements

Trade receivables:

Trade receivables are carried at original invoice amount less an estimate made for doubtful receivables based on a review of all outstanding amounts on a monthly basis. The allowance for doubtful accounts at December 31, 2014 was approximately \$359,000. Management determines the allowance for doubtful accounts by evaluating individual customer receivables and considering a customer's financial condition, credit history, and current economic conditions. Trade receivables are written off when deemed uncollectible. Recoveries of trade receivables previously written off are recorded when received. A trade receivable is considered to be past due if any portion of the receivable balance is outstanding for more than 60 days.

Inventories:

Inventories are stated at the lower of cost (average cost method) or market.

Depreciation:

Depreciation of property and equipment is computed principally by the straight-line method over their estimated useful lives.

Expenditures for major betterments are capitalized and expenditures for repairs and maintenance are charged to operations as incurred. When capitalized assets are retired or sold, the cost and related accumulated depreciation or amortization is removed from the accounts, with any gain or loss reflected in operations.

Long-lived assets:

Property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If an analysis is necessitated by the occurrence of a triggering event, the Companies compare the carrying amount of the asset with the estimated undiscounted future cash flows expected to result from the use of the asset. If the carrying amount of the asset exceeds the expected undiscounted future cash flows, the Companies measure the amount of the impairment by comparing the carrying amount of the asset with its estimated fair value. During the year ended December 31, 2014, no triggering events occurred and no impairment charges were recorded.

Revenue recognition:

The Company and NAM ship product based on specific orders from customers and revenue is recognized at the time of passage of title and risk of loss to the customer, which is generally upon delivery and at the time collectability is reasonably assured.

Delivery revenue and expenses:

Revenue received from delivery of product is included in net sales. Delivery expenses are included in cost of goods sold.

Subsequent events:

The Companies have evaluated subsequent events for potential recognition and/or disclosure through February 18, 2015, the date the financial statements were available to be issued.

Notes To Consolidated Financial Statements

Delayed adoption of accounting standard:

The Financial Accounting Standards Board (“FASB”) has issued guidance which requires that certain freestanding financial instruments be reported as liabilities in the consolidated balance sheet. Depending on the type of financial instrument, it will be accounted for at either fair value or the present value of future cash flows determined at each consolidated balance sheet date with the change in that value reported as interest expense in the consolidated income statement. Prior to the application of this guidance, either those financial instruments were not required to be recognized, or if recognized, were reported in the consolidated balance sheet as equity and changes in the value of those instruments were normally not recognized in consolidated net income.

As explained further in Note 11, the Company has a stock repurchase agreement that will be reported as a liability when this guidance is applied. The fair value of that stock, subject to this agreement, based on the repurchase formula, will be transferred from stockholders’ equity to liabilities at the date this guidance is applied and will have the effect of reducing stockholders’ equity and increasing liabilities by \$40,300,000. The FASB has indefinitely deferred the effective date for instruments that are mandatorily redeemable such as the stock repurchase agreement in Note 11.

Note 2. Inventories

At December 31, 2014, inventories consisted of the following:

Raw materials	\$	12,346,767
Work in process and finished goods		3,967,650
	\$	<u>16,314,417</u>

Note 3. Property and Equipment

The cost of property and equipment and the related accumulated depreciation at December 31, 2014 are as follows:

Land and land improvements	\$	1,310,460
Buildings and improvements		9,310,773
Machinery and equipment		10,354,653
Office furniture and equipment		1,601,874
Transportation equipment		1,364,495
Assets not placed in service		901,125
		<u>24,843,380</u>
Less accumulated depreciation		11,560,916
	\$	<u>13,282,464</u>

Notes To Consolidated Financial Statements

Note 4. Notes Payable, Pledged Assets, Lines of Credit and Long-Term Debt

The Company has revolving lines of credit with a bank totaling \$18,500,000, of which \$4,139,801 was outstanding at December 31, 2014. Borrowings under the line of credit bears interest at the one-month LIBOR rate (0.17% at December 31, 2014) plus 2.50%, are due on demand, are subject to a borrowing base as defined in the agreement and are collateralized by accounts receivable, inventory, and equipment. The revolving line of credit expires in June 2016. ⁽¹⁾

The Company has an equipment line of credit with a bank totaling \$1,750,000, of which \$464,902 was outstanding at December 31, 2014. Borrowings under the line of credit bear interest at the one-month LIBOR rate (0.17% at December 31, 2014) plus 2.50%, are due on demand, and are collateralized by the underlying equipment. The revolving line of credit expires in July 2015 at which time the line is expected to be converted into long-term debt. ⁽¹⁾

Long-term debt as of December 31, 2014 is as follows:

Note payable, bank, due in monthly installments of \$54,462 including interest at 4.40%, collateralized by the Company's assets, final payment due December 2015 ⁽¹⁾	\$ 639,020
Note payable, bank, due in monthly installments of \$5,579 including interest at 5.02%, collateralized by the Company's assets, final payment due February 2017 ⁽¹⁾	137,024
Subordinated note payable, former stockholder, due in monthly installments of \$24,200 including interest at 3.60%, unsecured, final payment due in September 2025	2,601,885
Note payable, bank, due in monthly installments of \$37,798 including interest at 4.63%, collateralized by substantially all of the Company's assets, final payment due July 2018 with a balloon payment of approximately \$2,017,000 ⁽¹⁾	3,207,326
Note payable, bank, due in monthly installments of \$13,972 including interest at 4.47%, collateralized by the Company's assets, final payment due April 2018 ⁽¹⁾	519,101
Note payable, bank, due in monthly installments of \$32,687 including interest at 4.51%, collateralized by the Company's assets, final payment due June 2019 ⁽¹⁾	1,592,513
Note payable, bank, due in monthly installments of \$18,169 including interest at 5.09%, collateralized by the Company's assets, final payment due March 2021 ⁽¹⁾	1,600,591
	10,297,460
Less current maturities	1,757,104
	\$ 8,540,356

(1) All bank agreements are subject to certain financial covenants, including minimum tangible net worth and total debt to tangible net worth.

North American Forest Products, Inc. And Subsidiary And Affiliate

Notes To Consolidated Financial Statements

Aggregate maturities of long-term debt for the years ending December 31, 2016 through 2019 and thereafter are as follows:

2016	\$	1,267,309
2017		1,244,154
2018		1,180,375
2019		978,306
Thereafter		<u>3,870,212</u>
	\$	<u>8,540,356</u>

Note 5. Common Stock and Stock Bonus Plan

At December 31, 2014, the Company had 200,000 shares of no par value stock authorized, of which 110,000 shares were issued and 72,500 shares were outstanding.

Note 6. Income Taxes

The Companies, with the consent of their stockholders, have elected to have its income taxed under Section 1362 of the Internal Revenue Code and a similar section of the state tax laws which provide that, in lieu of corporation income taxes, the stockholders account for their proportionate shares of the Companies' items of income, deduction, losses, and credits. Therefore, these statements do not include any provision for corporation income taxes.

Management has evaluated the Companies' tax positions and concluded that the Companies have taken no uncertain tax positions. With few exceptions, the Companies are no longer subject to tax examinations by the U.S. federal, state, or local tax authorities for years prior to 2011.

It is the Companies' intent to accrue and pay distributions to stockholders for their estimated tax liabilities resulting from taxable income from the consolidated income tax returns of the Companies.

Note 7. Employee Health Plan

The Company and NAM have a self-insured health plan for their employees with a stop loss for medical claims exceeding \$50,000 per participant annually and a floating aggregate, approximately \$1,381,000 at December 31, 2014, based upon the number of participating employees. The excess loss portion of the employees' coverage has been reinsured with a commercial carrier. The total expenses for claims and reinsurance premiums for the year ended December 31, 2014 were approximately \$1,061,000.

Notes To Consolidated Financial Statements

Note 8. Lease Commitments and Rental Expense

The Company leases certain facilities and land from an affiliate related through common ownership on a month to month basis. The total minimum monthly rentals are approximately \$7,000. The agreement requires the payment of property taxes, normal maintenance, and insurance on the properties.

The Company and NAM lease equipment from unrelated parties under various operating leases, which expire at various dates through December 2021. The leases require monthly rentals currently totaling approximately \$53,000 plus the payment of insurance and normal maintenance on the equipment.

The total minimum rental commitment at December 31, 2014 under the long-term lease agreements is due as follows:

During the year ending December 31,	
2015	\$ 571,000
2016	489,000
2017	439,000
2018	381,000
2019	258,000
Thereafter	300,000
	<u>\$ 2,438,000</u>

The total rental expense included in the consolidated income statement for the year ended December 31, 2014 is approximately \$946,000, of which \$81,000 was paid to the affiliate.

Note 9. Major Customers

Net sales to customers, which comprised 10% or more of total net sales for the year ended December 31, 2014, and the related trade receivable balances at that date, are approximately as follows:

	Net Sales	Trade Receivable Balance
Customer A	\$ 52,103,000	\$ 478,000
Customer B	20,594,000	897,000
Customer C	18,721,000	288,000

Note 10. 401(k) Profit-Sharing Plan

The Company and NAM have a qualified employee benefit plan, more commonly known as a 401(k) plan, for all of their full-time employees who have attained the age of 21 and over one year of service. The matching contribution is discretionary and is determined at the beginning of each year. The amount charged to operating expenses for the year ended December 31, 2014 was approximately \$93,000.

Note 11. Stock Repurchase Agreements

Under the terms of a stock repurchase agreement, the Company has the right of first refusal to purchase any shares offered for sale, and is obligated to purchase the shares in the event of death of any stockholder. The purchase price for the stock is based on a formula as defined by the agreement and is approximately \$40,300,000.

Notes To Consolidated Financial Statements

Note 12. Contingencies

At times, the Company and NAM have been a party to legal proceedings. These proceedings are, in the opinion of management, ordinary routine matters incidental to the normal business conducted by the Company and NAM and have not had a material adverse effect on the Company's and NAM's financial position, results of operations or cash flows.

Note 13. Variable Interest Entity

The Company is the primary beneficiary of and consolidates a related party (NAA) that is a VIE. The Company would absorb more than a significant amount of the VIE's expected losses based on leasing, intercompany loan and guarantee agreements as discussed in Note 1. Through these agreements, the Company controls the significant activities of the VIE.

For no consideration, the Company and NAM have agreed to guarantee the long-term debt of the VIE. The Company and NAM's maximum exposure under these guarantees was approximately \$4,808,000 as of December 31, 2014. The details of the debt instrument are included in Note 4 to the consolidated financial statements. The Company and NAM can be required to perform on their guarantee in the event of nonpayment of the arrangement by the VIE. In the event the Company and NAM would be required to pay the entire guaranteed amounts, the value of the assets pledged on the bank debt would be available to liquidate and recover some or all of the amounts paid. However, any decision to liquidate the collateral would be made after an evaluation of the circumstances at the time and the amount of any recovery available to the Company and NAM is not currently estimable.

Under the terms of the lease agreements with the VIE, the Company and NAM are required to make monthly payments of \$75,000 to the VIE. The leases expire at various points through June 2017. In addition, the Company and NAM are required to pay for property taxes, insurance and maintenance on the related property.

The following table shows the significance of the VIE as of and for the year ended December 31, 2014:

Gross rentals	\$	982,000
Net income		395,000
Assets, primarily buildings and land		8,238,000
Liabilities		6,282,000
Stockholders' equity		1,956,000

The assets that are collateral for the debt on the VIE are all assets disclosed above. Other than bank debt, the creditors of the VIE do not have recourse to the general credit of the Company and NAM.

Note 14. Cash Flows Information

Supplemental information relative to the statements of cash flows for the year ended December 31, 2014 is as follows:

Supplemental disclosures of cash flows information:

Cash payments for:

Interest	<u>\$ 663,404</u>
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Supplemental schedule of noncash financing and investing activities:

Line-of-credit borrowings converted to a term loan	<u>\$ 1,208,570</u>
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Distributions accrued, but not paid	<u>\$ 1,263,089</u>
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North American Forest Products, Inc. and Subsidiary and Affiliate

Condensed consolidated balance sheets (Unaudited)	2
Condensed consolidated statements of income (Unaudited)	3
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Notes to condensed consolidated financial statements (Unaudited)	5-9

North American Forest Products, Inc. And Subsidiary And Affiliate

Condensed Consolidated Balance Sheets
July 4, 2015 (Unaudited) and December 31, 2014

	July 4, 2015	December 31, 2014
ASSETS		
Current Assets		
Cash	\$ 819,323	\$ 281,586
Receivables:		
Trade	5,831,276	3,438,519
Other	12,397	20,900
Inventories	20,591,570	16,314,417
Prepaid expenses and deposits	264,957	192,401
Total current assets	27,519,523	20,247,823
Property and Equipment, at depreciated cost	13,492,373	13,282,464
	<u>\$ 41,011,896</u>	<u>\$ 33,530,287</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Revolving bank lines of credit	\$ 2,786,222	\$ 4,604,703
Current maturities of long-term debt	1,789,458	1,757,104
Accounts payable	4,611,440	1,048,918
Accrued liabilities:		
Payroll and related taxes	193,289	549,414
Other	6,720,682	3,970,005
Total current liabilities	16,101,091	11,930,144
Long-Term Debt, less current maturities	9,091,642	8,540,356
Total liabilities	25,192,733	20,470,500
Commitments and Contingencies		
Stockholders' Equity		
Common stock	1,395,224	1,395,224
Retained earnings	16,651,886	14,070,884
Noncontrolling interest	2,134,082	1,955,708
	20,181,192	17,421,816
Less treasury stock, at cost, 43,000 shares	(4,362,029)	(4,362,029)
Total stockholders' equity	15,819,163	13,059,787
	<u>\$ 41,011,896</u>	<u>\$ 33,530,287</u>

See Notes to Condensed Consolidated Financial Statements.

North American Forest Products, Inc. And Subsidiary And Affiliate

Condensed Consolidated Statements Of Income (Unaudited)
Six Months Ended July 4, 2015 and July 5, 2014

	July 4, 2015	July 5, 2014
Net sales	\$ 91,121,899	\$ 79,134,860
Cost of goods sold:		
Materials, less discounts	69,856,110	61,790,990
Direct labor	4,868,157	4,389,690
Manufacturing expenses	4,542,575	3,960,200
Delivery expenses	1,982,350	1,684,667
	<u>81,249,192</u>	<u>71,825,547</u>
Gross profit	9,872,707	7,309,313
Selling, general, and administrative expenses	<u>4,548,821</u>	<u>3,748,578</u>
Operating income	5,323,886	3,560,735
Nonoperating income (expense):		
Other income	2,577	8,455
Interest expense	(337,492)	(335,683)
	<u>(334,915)</u>	<u>(327,228)</u>
Consolidated net income	4,988,971	3,233,507
Less: Noncontrolling interest in net income of consolidated variable interest entity	<u>(198,555)</u>	<u>(186,208)</u>
Net income attributable to the controlling interest	\$ 4,790,416	\$ 3,047,299

See Notes to Condensed Consolidated Financial Statements.

North American Forest Products, Inc. And Subsidiary And Affiliate

Condensed Consolidated Statements Of Cash Flows (Unaudited)
Six Months Ended July 4, 2015 and July 5, 2014

	July 4, 2015	July 5, 2014
Cash Flows From Operating Activities		
Consolidated net income	\$ 4,988,971	\$ 3,233,507
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	689,241	461,750
Loss on sale of equipment	10,295	-
Increase in provision for doubtful accounts	31,237	9,764
Change in assets and liabilities:		
Increase in:		
Receivables	(2,423,994)	(1,180,847)
Inventories	(4,277,153)	(3,584,591)
Prepaid expenses and deposits	(72,556)	(181,112)
Increase in:		
Accounts payable	3,562,522	4,406,833
Accrued liabilities	2,281,750	294,928
Net cash provided by operating activities	4,790,313	3,460,232
Cash Flows From Investing Activities		
Proceeds from sale of equipment	15,500	-
Purchase of property and equipment	(927,278)	(2,250,296)
Other	10,836	(67,028)
Net cash used in investing activities	(900,942)	(2,317,324)
Cash Flows From Financing Activities		
Net payments on revolving credit agreements	(1,818,481)	(1,145,928)
Proceeds from long-term borrowings	1,490,668	3,941,430
Principal payments on long-term borrowings	(907,028)	(2,419,183)
Distributions	(2,116,793)	(1,574,043)
Net cash used in financing activities	(3,351,634)	(1,197,724)
Increase (decrease) in cash	537,737	(54,816)
Cash, beginning	281,586	979,550
Cash, ending	\$ 819,323	\$ 924,734

See Notes to Condensed Consolidated Financial Statements.

North American Forest Products, Inc. And Subsidiary And Affiliate

Notes To Condensed Consolidated Financial Statements (Unaudited)

Note 1. Nature of Business, Subsequent Event, Risk Factors, and Significant Accounting Policies

Nature of business and subsequent event:

North American Forest Products, Inc.'s (the "Company") operations consist principally of wholesale lumber sales and processing to customers throughout the Midwest, generally on terms of 30 days.

North American Moulding, LLC's ("NAM") operations consist principally of the manufacture and sale of wood moldings to customers throughout the Midwest, generally on terms of 30 days.

North American Associates, Inc. ("NAA") leases certain buildings to the Company and NAM.

On September 1, 2015, the Company and NAM sold substantially all of their assets to an unrelated party.

Risk factors:

Lumber is a commodity and is subject to market price fluctuations.

The Company and NAM's sales are highly concentrated in the recreational vehicle and manufactured housing industries.

Significant accounting policies:

Use of estimates:

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete consolidated financial statements. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes for the year ended December 31, 2014. In our opinion, these condensed consolidated financial statements reflect all adjustments, consisting of normal, recurring accruals, necessary to present fairly our Condensed Consolidated Financial Statements for the interim periods presented herein. The consolidated results of operations for the six months ended July 4, 2015 and July 5, 2014 are not necessarily indicative of the results to be expected for the full year.

Month-end reporting:

The Company and NAM use a 4-4-5 calendar for interim reporting. The financial results included in the condensed consolidated financial statements are as of and for the periods ended July 4, 2015 and July 5, 2014.

NAA uses traditional month-end calendar for interim reporting. The financial results included in the condensed consolidated financial statements are as of and for the periods ended June 30, 2015 and June 30, 2014.

Reporting entity and principles of consolidation:

The consolidated financial statements include the accounts of the Company, its wholly-owned subsidiary NAM, and NAA, a variable interest entity (VIE) for which the Company is the primary beneficiary. All significant intercompany balances and transactions have been eliminated in consolidation.

NAA is a VIE of the Company because of a leasing arrangement and because it requires financial support consisting of long-term debt guarantees and intercompany loans. The primary beneficiary of a VIE is the enterprise that has both (1) the power to direct the activities of the VIE that most significantly impact the entity's economic performance, and (2) the obligation to absorb losses or the right to receive residual returns that potentially could be significant to the VIE. See Note 6 for additional information regarding the Company's consolidated VIE.

The Company, its wholly-owned subsidiary NAM, and affiliate NAA are collectively referred to as the "Companies."

Noncontrolling interest:

Noncontrolling interest represents the portion of equity in the affiliate not attributable, directly or indirectly, to the Company or NAM. The profit or loss derived from the performance of the affiliate is allocated to the net income attributable to the noncontrolling interest in the consolidated statement of income.

Long-lived assets:

Leasehold improvements and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If an analysis is necessitated by the occurrence of a triggering event, the Company compares the carrying amount of the asset with the estimated undiscounted future cash flows expected to result from the use of the asset. If the carrying amount of the asset exceeds the expected undiscounted future cash flows, the Company measures the amount of the impairment by comparing the carrying amount of the asset with its estimated fair value. During the periods ended July 4, 2015 and July 5, 2014, no triggering events occurred and no impairment charges were recorded.

Revenue recognition:

The Company ships product based on specific orders from customers and revenue is recognized at the time of passage of title and risk of loss to the customer, which is generally upon delivery and at the time collectability is reasonably assured.

Delivery revenue and expenses:

Revenue received from delivery of product is included in net sales. Delivery expenses are included in cost of goods sold.

Subsequent events:

The Company has evaluated subsequent events for potential recognition and/or disclosure through November 13, 2015, the date the financial statements were available to be issued.

North American Forest Products, Inc. And Subsidiary And Affiliate

Notes To Condensed Consolidated Financial Statements (Unaudited)

Note 2. Inventories

At July 4, 2015 and December 31, 2014, inventories consisted of the following:

	2015	2014
Raw materials	\$ 16,642,274	\$ 12,346,767
Work in process and finished goods	3,949,296	3,967,650
	<u>\$ 20,591,570</u>	<u>\$ 16,314,417</u>

Note 3. Property and Equipment

The cost of property and equipment and the related accumulated depreciation at July 4, 2015 and December 31, 2014 are as follows:

	2015	2014
Land and land improvements	\$ 2,688,215	\$ 1,310,460
Buildings and improvements	7,974,079	9,310,773
Machinery and equipment	11,335,753	10,354,653
Office furniture and equipment	1,625,617	1,601,874
Transportation equipment	1,382,415	1,364,495
Assets not placed in service	467,053	901,125
	<u>25,473,132</u>	<u>24,843,380</u>
Less accumulated depreciation	11,980,759	11,560,916
	<u>\$ 13,492,373</u>	<u>\$ 13,282,464</u>

Note 4. Income Taxes

The Company, with the consent of its stockholders, has elected to have its income taxed under Section 1362 of the Internal Revenue Code and a similar section of the state tax laws which provide that, in lieu of corporation income taxes, the stockholders account for their proportionate shares of the Company's items of income, deduction, losses, and credits. Therefore, these statements do not include any provision for corporation income taxes.

Management has evaluated the Companies' tax positions and concluded that the Companies have taken no uncertain tax positions. With few exceptions, the Companies are no longer subject to tax examinations by the U.S. federal, state, or local tax authorities for years prior to 2012.

It is the Companies' intent to accrue and pay distributions to stockholders for their estimated tax liabilities resulting from taxable income from the consolidated income tax returns of the Companies.

North American Forest Products, Inc. And Subsidiary And Affiliate

Notes To Condensed Consolidated Financial Statements (Unaudited)

Note 5. Major Customers

Net sales to three customers which comprised 10% or more of total net sales for the six months ended July 4, 2015 and July 5, 2014, and the related trade receivable balances at July 4, 2015 and July 5, 2014, are approximately as follows:

	July 4, 2015	July 4, 2015	July 5, 2014	December 31, 2014
	Net Sales	Trade Receivable Balance	Net Sales	Trade Receivable Balance
Customer A	\$ 30,211,000	\$ 1,323,000	\$ 26,661,000	\$ 478,000
Customer B	12,922,000	1,253,000	9,894,000	897,000
Customer C	13,113,000	891,000	9,478,000	288,000

Note 6. Variable Interest Entity

The Company is the primary beneficiary of and consolidates a related party (NAA) that is a VIE. The Company would absorb more than a significant amount of the VIE's expected losses based on leasing, intercompany loan and guarantee agreements as discussed in Note 1. Through these agreements, the Company controls the significant activities of the VIE. No additional support beyond what was previously agreed to have been provided during any periods presented.

For no consideration, the Company and NAM has agreed to guarantee the long-term debt of the VIE. The Company and NAM's maximum exposure under these guarantees was approximately \$4,585,000 as of July 4, 2015. The Company and NAM can be required to perform on its guarantee in the event of nonpayment of the arrangement by the VIE. In the event, the Company and NAM would be required to pay the entire guaranteed amounts, the value of the assets pledged on the bank debt would be available to liquidate and recover some or all of the amounts paid. However, any decision to liquidate the collateral would be made after an evaluation of the circumstances at the time and the amount of any recovery available to the Company and NAM is not currently estimable.

Under the terms of the lease agreements with the VIE, the Company and NAM are required to make monthly payments of \$75,000 to the VIE. The leases expire at various points through June 2017. In addition, the Company and NAM are required to pay for property taxes, insurance and maintenance on the related property.

The following table shows the significance of the VIE for the six months ended July 4, 2015 and July 5, 2014:

	2015	2014
Gross rentals	\$ 508,000	\$ 982,000
Net income	199,000	395,000
Assets, primarily buildings and land	8,186,000	8,238,000
Liabilities	6,052,000	6,282,000
Stockholders' equity	2,134,000	1,956,000

The assets that are collateral for the debt on the VIE are all assets disclosed above. The creditors of the VIE do not have recourse to the general credit of the Company and NAM.

Note 7. Cash Flows Information

Supplemental information relative to the consolidated statements of cash flows for the six months ended July 4, 2015 and July 5, 2014 is as follows:

	2015	2014
Supplemental disclosures of cash flows information:		
Cash payments for:		
Interest	<u>\$ 337,783</u>	<u>\$ 349,535</u>
Supplemental schedule of noncash financing and investing activities:		
Distributions accrued, but not paid	<u>\$ 1,375,891</u>	<u>\$ 216,398</u>

Unaudited Pro Forma Condensed Combined Financial Statements

On September 1, 2015, Patrick Industries, Inc. ("Patrick" or the "Company") acquired the business and certain assets of North American Forest Products, Inc. and its wholly owned subsidiary, North American Moulding, LLC (collectively, "North American"), a manufacturer and distributor, primarily for the recreational vehicle ("RV") industry, of profile wraps, custom mouldings, laminated panels and moulding products. North American is also a manufacturer and supplier of raw and processed softwood products, including lumber, panels, trusses, bow trusses, and industrial packaging materials, primarily used in the RV and manufactured housing industries.

The unaudited pro forma condensed combined balance sheet as of June 28, 2015 gives effect to the acquisition as if it had been completed on such date and combines the unaudited condensed consolidated balance sheet of Patrick and the unaudited condensed balance sheet of North American as of June 28, 2015 and July 4, 2015, respectively. All pro forma financial statements use Patrick's period-end dates and no adjustments were made to North American's information for its different period-end dates.

The unaudited pro forma condensed combined statement of income for the fiscal year ended December 31, 2014 gives effect to the acquisition as if it had been completed on January 1, 2014, the first day of Patrick's 2014 fiscal year, and combines Patrick's audited consolidated statement of income for the fiscal year ended December 31, 2014 and North American's audited statement of income for the fiscal year then ended. The unaudited pro forma condensed combined statement of income for the six months ended June 28, 2015 gives effect to the acquisition as if it had been completed on January 1, 2015, and combines the unaudited condensed consolidated statement of income of Patrick for the six months ended June 28, 2015 and North American's unaudited condensed statement of income for the six months ended July 4, 2015.

The unaudited pro forma financial information is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the acquisition had been completed at the dates indicated. The information does not necessarily indicate the future operating results or financial position of the Company.

In preparing the unaudited pro forma financial information, the historical consolidated financial statement information has been adjusted to give pro forma effect to events that are (i) directly attributable to the transaction, (ii) factually supportable, and (iii) with respect to the statements of income, expected to have a continuing impact on the combined results.

The unaudited pro forma condensed combined financial information was prepared in accordance with the regulations of the U.S. Securities and Exchange Commission. The pro forma adjustments reflecting the completion of the transaction are based upon the acquisition method of accounting in accordance with FASB ASC 805 – *Business Combinations* and upon the assumptions set forth in the notes to the unaudited pro forma condensed combined financial information. The unaudited pro forma condensed combined balance sheet has been adjusted to reflect the preliminary allocation of the estimated purchase price to identifiable net assets acquired, including an amount for goodwill representing the difference between the purchase price and the fair value of the identifiable net assets. Amounts preliminarily allocated to tangible and intangible assets with definite lives may change, which could result in a material change in amortization of such assets. The final allocation of the purchase price will be determined after completion of an analysis of the fair value of North American's assets and liabilities. Accordingly, the final acquisition accounting adjustments may be materially different from the unaudited pro forma adjustments.

In conjunction with the North American acquisition, the Company entered into a first amendment, dated August 31, 2015, to its current credit agreement, dated April 28, 2015, that established its revolving secured senior credit facility (the "2015 Credit Facility") with Wells Fargo Bank as Administrative Agent and a lender, and Fifth-Third Bank, Key Bank National Association, Bank of America, N.A., and Lake City Bank, as participants. The first amendment, among other things, expanded the aggregate size of the 2015 Credit Facility from \$250.0 million to \$300.0 million. The purchase price of the North American acquisition was funded through borrowings under the expanded 2015 Credit Facility, and these borrowings are reflected in the pro forma financial statements as indicated in the footnotes to these statements.

PATRICK INDUSTRIES, INC.
Unaudited Pro Forma Condensed Combined Balance Sheet
June 28, 2015

(thousands)	Patrick Historical	North American Historical	Pro Forma Adjustments		Pro Forma Combined
ASSETS					
Current assets					
Cash and cash equivalents	\$ 6,606	\$ 819	\$ (443)	A	\$ -
			(376)	J	
			72,014	B	
			(78,620)	C	
Trade receivables, net	51,345	5,844	(2)	J	57,187
Inventories	73,428	20,592	232	D	94,252
Deferred tax assets	4,427	-	-		4,427
Prepaid expenses and other	3,097	265	-		3,362
Total current assets	138,903	27,520	(7,195)		159,228
Notes receivable and advances, affiliate	-	-	1,464	J	-
			(1,464)	K	
Property, plant and equipment, net	61,466	13,492	(7,808)	J	67,150
Goodwill and other intangible assets, net	126,796	-	25,490	E	184,324
			32,038	F	
Deferred financing costs, net	2,420	-	-		2,420
Other non-current assets	1,232	-	-		1,232
TOTAL ASSETS	\$ 330,817	\$ 41,012	\$ 42,525		\$ 414,354
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities					
Current maturities of long-term debt	\$ 10,714	\$ 1,789	\$ (1,357)	G	\$ 10,714
			(432)	J	
Revolving bank lines of credit	-	2,786	(2,786)	G	-
Accounts payable	36,429	4,612	(3)	J	41,038
Accrued liabilities	17,131	6,914	-		24,045
Total current liabilities	64,274	16,101	(4,578)		75,797
Long-term debt, less current maturities	139,286	9,092	(4,939)	G	211,300
			(4,153)	J	
			72,014	H	
Deferred compensation and other	2,177	-	-		2,177
Deferred tax liabilities	3,688	-	-		3,688
TOTAL LIABILITIES	209,425	25,193	58,344		292,962
COMMITMENTS AND CONTINGENCIES					
SHAREHOLDERS' EQUITY					
Preferred stock	-	-	-		-
Common stock	55,911	1,395	(1,395)	I	55,911
Additional paid-in-capital	8,579	-	-		8,579
Accumulated other comprehensive income	31	-	-		31
Noncontrolling interest	-	2,134	(2,134)	J	-
Retained earnings	56,871	16,652	(16,652)	I	56,871
Less treasury stock, at cost	-	(4,362)	4,362	I	-
TOTAL SHAREHOLDERS' EQUITY	121,392	15,819	(15,819)		121,392
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 330,817	\$ 41,012	\$ 42,525		\$ 414,354

See accompanying notes to unaudited pro forma condensed combined financial statements.

PATRICK INDUSTRIES, INC.
Unaudited Pro Forma Condensed Combined Statement of Income
For the Year Ended December 31, 2014

(thousands except per share data)

	Patrick Historical	North American Historical	Pro Forma Adjustments		Pro Forma Combined
NET SALES	\$ 735,717	\$ 156,644	\$ (29)	E	\$ 892,332
Cost of goods sold	617,214	141,694	963	E	759,871
GROSS PROFIT	<u>118,503</u>	<u>14,950</u>	<u>(992)</u>		<u>132,461</u>
Operating Expenses:					
Warehouse and delivery	26,163	-	-		26,163
Selling, general and administrative	36,362	7,467	(262)	E	43,567
Amortization of intangible assets	4,477	-	2,460	A	6,937
Gain on sale of fixed assets	30	-	-		30
Total Operating Expenses	<u>67,032</u>	<u>7,467</u>	<u>2,198</u>		<u>76,697</u>
OPERATING INCOME	51,471	7,483	(3,190)		55,764
Interest expense, net	2,393	639	(304)	B	5,454
			(335)	E	
			3,061	C	
Income before income taxes	49,078	6,844	(5,612)		50,310
Income taxes	18,404	-	462	D	18,866
NET INCOME	<u>\$ 30,674</u>	<u>\$ 6,844</u>	<u>\$ (6,074)</u>		<u>\$ 31,444</u>
Noncontrolling interest in the net income of consolidated variable interest entity		(395)			
Net Income to the Controlling Interest		<u>\$ 6,449</u>			
Basic net income per common share	\$ 1.92				\$ 1.97
Diluted net income per common share	\$ 1.91				\$ 1.96
Weighted average shares outstanding - Basic	15,950				15,950
- Diluted	16,039				16,039

See accompanying notes to unaudited pro forma condensed combined financial statements.

PATRICK INDUSTRIES, INC.
Unaudited Pro Forma Condensed Combined Statement of Income
For the Six Months Ended June 28, 2015

(thousands except per share data)

	Patrick Historical	North American Historical	Pro Forma Adjustments		Pro Forma Combined
NET SALES	\$ 456,869	\$ 91,122	\$ (6)	E	\$ 547,985
Cost of goods sold	381,082	81,249	505	E	462,836
GROSS PROFIT	<u>75,787</u>	<u>9,873</u>	<u>(511)</u>		<u>85,149</u>
Operating Expenses:					
Warehouse and delivery	13,485	-	-		13,485
Selling, general and administrative	22,738	4,549	(148)	E	27,139
Amortization of intangible assets	3,641	-	1,230	A	4,871
Gain on sale of fixed assets	(11)	-	-		(11)
Total Operating Expenses	<u>39,853</u>	<u>4,549</u>	<u>1,082</u>		<u>45,484</u>
OPERATING INCOME	35,934	5,324	(1,593)		39,665
Interest expense, net	1,702	335	(171)	B	3,232
			(164)	E	
			1,530	C	
Income before income taxes	34,232	4,989	(2,788)		36,433
Income taxes	13,009	-	836	D	13,845
NET INCOME	<u>\$ 21,223</u>	<u>\$ 4,989</u>	<u>\$ (3,624)</u>		<u>\$ 22,588</u>
Noncontrolling interest in the net income of consolidated variable interest entity		(199)			
Net Income to the Controlling Interest		<u>\$ 4,790</u>			
Basic net income per common share	\$ 1.39				\$ 1.47
Diluted net income per common share	\$ 1.37				\$ 1.46
Weighted average shares outstanding - Basic	15,319				15,319
- Diluted	15,498				15,498

See accompanying notes to unaudited pro forma condensed combined financial statements.

PATRICK INDUSTRIES, INC.
Notes to Unaudited Pro Forma Condensed Combined Financial Statements
as of June 28, 2015 and for the year ended December 31, 2014
and for the six months ended June 28, 2015
(thousands except per share information)

1. Estimated Purchase Price

On September 1, 2015, Patrick acquired the business and certain assets of North American Forest Products, Inc. and its wholly owned subsidiary, North American Moulding, LLC (collectively, "North American"), a manufacturer and distributor, primarily for the recreational vehicle ("RV") industry, of profile wraps, custom mouldings, laminated panels and moulding products. North American is also a manufacturer and supplier of raw and processed softwood products, including lumber, panels, trusses, bow trusses, and industrial packaging materials, primarily used in the RV and manufactured housing industries.

The net cash purchase price for North American was approximately \$78.6 million at the acquisition date. The acquisition was funded through borrowings under the Company's 2015 Credit Facility and included the acquisition of trade receivables, inventories, prepaid expenses, property, plant and equipment, and certain identifiable intangible assets.

The preliminary allocation of the estimated purchase price is based on the estimated fair values of North American's assets acquired and liabilities assumed in the acquisition. In addition, the purchase price allocation is based on North American's historical balance sheet as of July 4, 2015. Purchase price allocations to net tangible assets and goodwill and other identifiable intangible assets acquired are as follows:

(thousands)	
Net tangible assets (1)	\$ 21,092
Goodwill and other identifiable intangible assets (2)	57,528
Total cash net purchase price	\$ 78,620

- (1) Purchase price allocations to net tangible assets are based on preliminary estimates of fair value calculations and should not be considered final. The final calculation of fair value for the net tangible assets will be based on North American's balance sheet as of the September 1, 2015 acquisition date.
- (2) Purchase price allocations to goodwill and other identifiable intangible assets are based on preliminary estimates of fair value calculations and should not be considered final. All such long-lived assets have been assigned preliminary estimated useful lives used to compute pro forma amortization charges included in the accompanying unaudited pro forma condensed combined statements of income. The excess of the purchase price over the estimated fair value of identifiable net assets acquired has been classified as goodwill.

2. Financing

The purchase price of the North American acquisition was funded through borrowings under the 2015 Credit Facility.

3. Unaudited Pro Forma Condensed Combined Balance Sheet Adjustments

- A. Eliminate North American historical cash.
B. Cash proceeds from borrowings under the 2015 Credit Facility to fund the North American acquisition, net of cash on hand.
C. Cash paid for the acquisition of North American consisted of the following:

(thousands)	
Borrowings under 2015 Credit Facility	\$ 72,014
Patrick cash on hand	6,606
Total	\$ 78,620

- D. Record adjustment to step up North American's inventories to fair value.
E. Record the estimated fair value of the acquired identifiable intangible assets based on a preliminary appraisal. The amount of intangible assets, estimated useful lives and amortization methodologies are subject to the completion of the final appraisal. Preliminary classification of identifiable intangible assets is as follows:

(thousands)	Value	Estimated Useful Life (in years)
Trademarks	\$ 5,423	Indefinite
Customer relationships	18,983	10
Non-compete agreements	1,084	2
Net identifiable intangible assets included in pro forma adjustment	\$ 25,490	

- F. Record the excess purchase price over the estimated fair value of identifiable net assets acquired that will be recorded as goodwill. The amount of goodwill is also subject to the completion of the final appraisal.
G. Record elimination of North American debt upon closing of the transaction.
H. Record net borrowings under the 2015 Credit Facility to fund the purchase price of the North American acquisition.
I. Eliminate North American's historical shareholders' equity.
J. Eliminate North American's historical non-controlling interest related to its variable interest entity affiliate that was not part of the purchase transaction.
K. Eliminate North American historical notes receivable and advances related to its affiliate that was not part of the purchase transaction.

4. Unaudited Pro Forma Condensed Combined Statements of Income Adjustments

- A. Record amortization expense related to the estimated fair value of acquired identifiable finite-lived intangible assets using average estimated lives ranging from 2 to 10 years. Upon completion of final intangible asset appraisals and classifications, actual amortization may differ from this calculation.
- B. Eliminate North American historical interest expense.
- C. Record interest expense on the net borrowings of \$72.0 million (net of cash on hand) under the 2015 Credit Facility to fund the North American acquisition at the estimated prime base rate plus the applicable margin in effect on the assumed borrowing date.
- D. Record additional income taxes at the estimated tax rate in effect for the periods presented. The estimated effective tax rate was 37.5% for the year ended December 31, 2014 and 38.0% for the six months ended June 28, 2015.
- E. Eliminate North American's historical non-controlling interest related to its variable interest entity affiliate that was not part of the purchase transaction.