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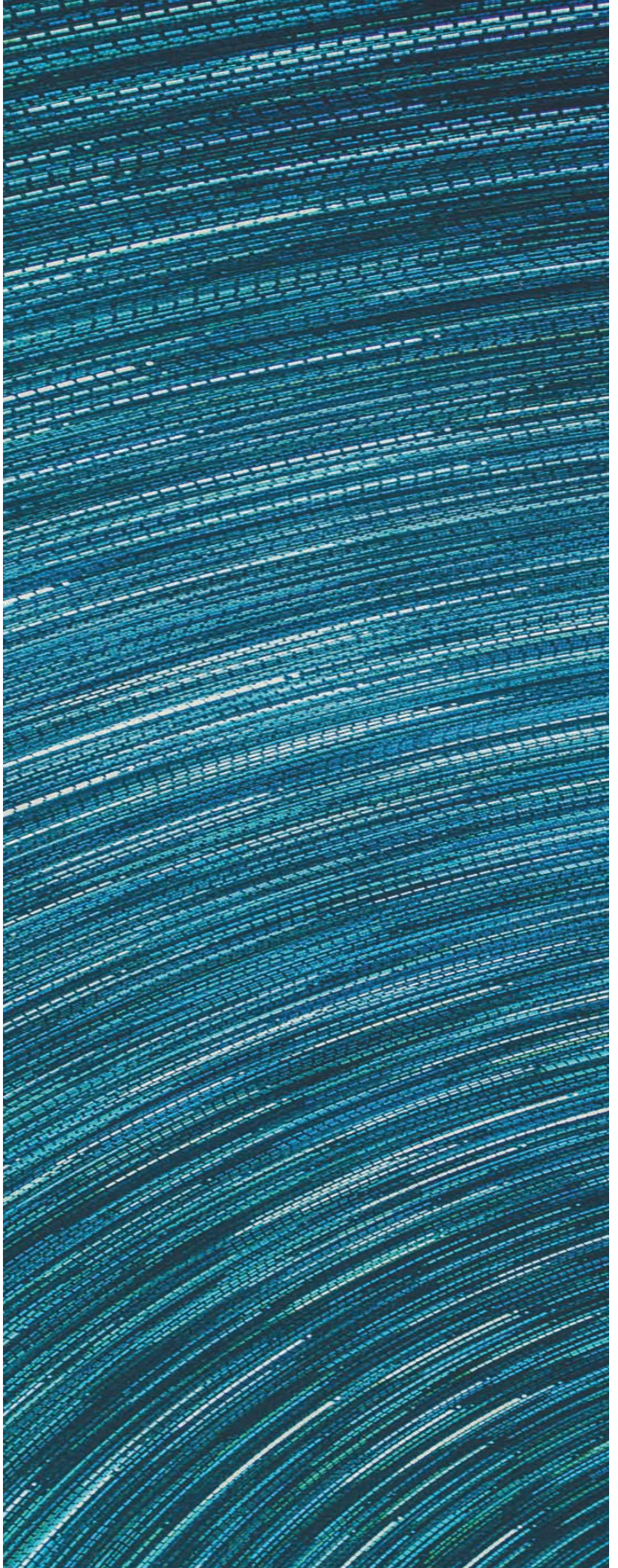
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CODI 2019

Compass Diversified Holdings ("CODI") offers shareowners an opportunity to own profitable middle market businesses with leading market positions in the branded products and niche industrial industries.

We own controlling interests in all of our subsidiaries, enabling us to take a focused and proactive approach to managing them in order to create value for our shareowners. We are exceedingly disciplined with respect to due diligence, valuation, terms and niche market leadership when identifying potential new subsidiaries.

Our shareowners deserve – and we deliver – an extraordinarily high level of transparency in our financial reporting and governance processes.

As of December 31, 2019, CODI's branded products group consisted of four subsidiaries and our niche industrial products group consisted of four subsidiaries. We believe that these businesses will continue to produce stable and growing cash flows, allowing us to invest in their long-term growth and to make cash distributions to our shareowners.

2019 HIGHLIGHTS

SOLD MANITOBA HARVEST
AND CLEAN EARTH FOR
A COMBINED \$331
MILLION GAIN

ISSUED SERIES C
PREFERRED SHARES
FOR \$111 MILLION
IN NET PROCEEDS

REDUCED OUR LEVERAGE
RATIO TO 1.36X AT
DECEMBER 31, 2019



LETTER TO SHAREHOLDERS

Dear Fellow Shareholders,

As we embark on a new decade, it is humbling to see that the core principles and business attributes, which have differentiated us for nearly 15 years, have never been more relevant to the market or produced stronger results for shareholders.

The investment world of today is awash with demand for actionable expertise, clear alignment and permanent capital structures. These have been defining characteristics of Compass Diversified Holdings (“CODI”) since our public listing in 2006, and while the industry scrambles to reinvent itself, these central tenets continue to drive our performance.

Opportunistic Approach through Permanent Capital

The competitive advantage gained through our permanent capital structure was more apparent this past year than ever before. While traditional private equity players are pressured to transact in a market characterized by rich valuations, abundant credit and fund life-related pressures, we continue to have the flexibility to remain disciplined in how we acquire, manage and opportunistically divest leading middle market businesses.

As a result, in a challenging market, we generated tangible, sustained value for shareholders by selling two of our businesses opportunistically for sizeable gains and using the proceeds to repay debt and strengthen our balance sheet. We further strengthened our balance sheet through the issuance of our 7.875% Series C Preferred Shares, reducing our leverage to less than 1.5x and taking prescient steps to defensively position the Company.

Our actions not only generated tangible value for our shareholders in 2019, but also positioned us to generate future shareholder value in times of market dislocation. This is evidenced by our recently announced acquisition of Marucci Sports, LLC, a fast-growing, authentic consumer products company operating in the baseball industry. At a time when uncertainty and fear paralyzed markets during the first quarter of 2020, our permanent capital structure and pristine balance sheet allowed us to move forward on this acquisition.

Since our public listing in 2006, we have remained committed to returning capital to our shareholders. For 36 consecutive quarters we have paid a distribution of \$0.36 per share, or \$1.44 on an annualized basis. Throughout our history, we have never reduced our distribution, even at the depths of the financial crisis in 2009. With low leverage and abundant liquidity, our ability to service our distribution is strong.

Creating Value with Sector Expertise

Shareholders also benefitted from another of our key differentiators this past year; while other managers attempted to grow their asset base by launching new products or investing peripherally, CODI continued to avoid any “style drift” and focused on our core business of middle market deals in the branded consumer and niche industrial space.

Having been exclusively dedicated to the middle market for 20 years, our team was able to outperform in building value within our subsidiaries and identifying opportunistic exits, including the sale of Clean Earth to Harsco Corporation and Manitoba Harvest to Tilray.

2019 marked the return to growth for our consolidated subsidiaries, in large part due to accelerating growth in our 5.11 subsidiary. 5.11’s Revenue and Adjusted EBITDA increased 11.7% and 45.2%, respectively, for the full year of 2019 as compared to the prior year. 5.11 continues to gain traction as a consumer lifestyle functional apparel company, drawing from its authentic roots as the leader serving the first responder community. The significant investments we made in 2018, including a new ERP system, new logistics infrastructure, and new leadership, paid dividends in 2019, as financial and operational performance improved at an accelerating rate. These investments have positioned 5.11 not only for great success in 2019, but for the future as the company continues to supply best in class product to its growing and passionate user base.

Superior Governance, Transparency and Alignment

As investors stepped up their demands for transparency and governance this past year, our culture of alignment and accountability continued to generate superior returns compared to both publicly traded peers and market indices.

With a Board that remains majority independent, as well as the Chairman and CEO roles separated, CODI adheres to a best in class governance structure. Similarly, as a Sarbanes-Oxley compliant company, we have implemented robust internal controls and procedures into each of our subsidiaries in accordance with Section 404, resulting in unsurpassed transparency.

In 2019, we continued our history of unmatched shareholder alignment, waiving management fees on CODI's cash balance upon the exits of Manitoba Harvest and Clean Earth. The divestitures of these businesses created tangible shareholder value, but simultaneously reduced the size of our balance sheet, temporarily reducing our earnings potential. However, our external management structure allowed us to reduce the cost burden to the Company during this period.

A Year of Outperformance

At CODI, we are proud to continue offering shareholders access to private equity-style management and a diversified portfolio without minimum investment thresholds, investor qualification requirements, or significant lockups typical across private equity funds. This past year, our core differentiators of actionable expertise, clear alignment and permanent capital generated exceptionally strong performance, including:

- Cash flow available for distribution and reinvestment (or "CAD") increasing more than 11% for the full year 2019 as compared to 2018 and 31% for the fourth quarter of 2019 as compared to the fourth quarter of 2018, notwithstanding the divestitures of Clean Earth and Manitoba in 2019;
- Our total Adjusted EBITDA at our subsidiaries, pro forma for the full year impact of the acquisitions and divestitures, increasing 2.3% for the full year 2019 as compared to 2018 and accelerating to 11.1% for the fourth quarter of 2019 as compared to the fourth quarter of 2018;
- Our total debt to EBITDA ratio improving from 3.96x at December 31, 2018 to 1.36x as a result of our strategic decision to de-risk our balance sheet; and
- Receiving ratings upgrades at S&P and Moody's.

Investing in Tomorrow

Another aspect of investing for the future and creating long-term value at our subsidiaries and for our shareholders is being a responsible partner and corporate citizen. This is top of mind across our firm and we are focused on implementing sustainability initiatives across our portfolio, as well as with acquisition candidates. We are pleased to share recent success stories at our subsidiaries Ergobaby, Sterno and 5.11 Inc., as well as highlight our newest subsidiary Marucci Sports, acquired in second quarter 2020.

- **Ergobaby:** Recently introduced the first of its kind baby carrier buyback and resale program, Everlove by Ergobaby. This sustainability initiative benefits families and the planet by extending the use of Ergobaby carriers. When comparing the impacts of the materials required to make a new carrier to the opportunity to purchase a used carrier, Ergobaby estimates that Everlove carriers save up to 96% of energy use, 95% of water use and 84% of CO2 emissions.
- **Sterno:** In May, Sterno announced that it is going greener with a commitment to reducing the Company's overall carbon footprint associated with keeping food hot. The initiative, which will introduce redesigned chafing fuel cans that use less steel, cardboard and non-renewable resources, aims to reduce Sterno's environmental impact from landfill waste to greenhouse gas emissions, while still producing the same great products that customers rely on.

- **5.11 Inc.:** In addition to opening a new, state-of-the-art, LEED-certified facility in Manteca, California, 5.11 Inc. has invested in a sophisticated water reclamation system for its screen-printing operations, uses LED bulbs in its U.S. distribution center and has adopted the American Apparel and Footwear Association's Restricted Substance List. The company is also exploring the possibility and feasibility of sourcing recycled materials for its products as an alternative to using virgin materials.
- **Marucci:** When evaluating our newest subsidiary, Marucci, we reviewed their environmental and sustainability practices as part of the due diligence process. With a commitment to sourcing timber from sustainable forests and recycling bats, Marucci has established a strong platform that we will continue to build upon.

Looking ahead, we plan to formalize the steps we have been taking for many years by developing a policy that addresses the ways in which we evaluate ESG initiatives at each new acquisition candidate we consider.

Our People

As we have said before, one of CODI's greatest strengths is our team. Like other private equity companies, CODI is managed through an external management structure. This is critically important to attracting and retaining the best and brightest talent across the industry. Throughout 2019, we remained committed to investing in the future of CODI, expanding the size of our team and announcing the well-deserved promotions of certain team members.

Pat Maciariello, who joined the Company in 2005, was promoted to Chief Operating Officer; Demetrios Dounis, who joined the Company in 2007, was promoted to Partner and Head of Business Development; and Raj Dalal, who joined the Company in 2012, was promoted to Principal. We continue investing in our people to ensure we are best positioned to execute on our strategy, and will continue providing financial support to our employees so they can build additional skillsets through trainings and professional studies.

In July 2019, we expanded our Board of Directors to eight members with the appointment of Larry L. Enterline, a veteran public company executive with extensive operating and leadership experience, who is serving on the Board's Audit Committee and Nominating and Corporate Governance Committee. We also announced the appointment of D. Eugene Ewing as Independent Lead Director of the Board. Mr. Ewing has served as Director and Chair of the Audit Committee of the Board since CODI's initial public offering in 2006 and has provided valuable guidance to our team over the years.

Looking Ahead

We are steadily building a shareholder base that understands our story and differentiated approach, and we remain firmly committed to taking a long-term perspective in building our businesses through strategic investments in people, processes and infrastructure. It is an honor to work with Compass Diversified Holdings' talented and dedicated employees, subsidiary company management teams and their workforces as well as our Board of Directors, and a privilege for us to share our success with all of you. While we could not be more pleased with the Company's tremendous success over the past two decades, we are most excited about what lies ahead.

Very Truly Yours,



Elias J. Sabo
Chief Executive Officer
 Compass Diversified Holdings, LLC



Ryan J. Faulkingham
Chief Financial Officer
 Compass Diversified Holdings, LLC

SUBSIDIARY LEADERSHIP



Advanced Circuits/John Yacoub, CEO



Ergobaby/Margaret Hardin, CEO



Arnold Magnetic Technologies/Dan Miller, CEO



Liberty Safe/Steve Allred, CEO



Velocity Outdoors/Tom McGann, CEO



Sterno Products/Don Hinshaw, CEO



5.11 Tactical/Francisco Morales, CEO



Foam Fabricators/James Hughes, CEO



Headquartered in Los Angeles, California, and founded in 2003, Ergobaby is dedicated to building a global community of confident parents with smart, ergonomic solutions that enable and encourage bonding between parents and babies. Ergobaby offers a broad range of award-winning baby carriers, strollers, swaddlers, nursing pillows, and related products that fit into families' daily lives seamlessly, comfortably and safely. Ergobaby sells its Ergobaby and Baby Tula branded products in the United States and throughout the world.



**TO LEARN MORE ABOUT ERGOBABY,
PLEASE VISIT:
WWW.ERGOBABY.COM**



Headquartered in Irvine, CA, and founded in 2003. 5.11 is a leading provider of purpose-built technical apparel and gear for law enforcement, firefighters, EMS, and military special operations as well as outdoor and adventure enthusiasts. 5.11 is a brand known for innovation and authenticity, and works directly with end users to create purpose-built apparel and gear designed to enhance the safety, accuracy, speed and performance of tactical professionals and enthusiasts worldwide.

**TO LEARN MORE ABOUT 5.11,
PLEASE VISIT:
WWW.511TACTICAL.COM**



Headquartered in East Bloomfield, NY, Velocity Outdoor is a leading designer, manufacturer, and marketer of airguns, archery products, laser aiming devices and related accessories. Velocity Outdoor offers its products under the highly recognizable Crosman, Benjamin, LaserMax, Ravin and CenterPoint brands that are available through national retail chains, mass merchants, dealer and distributor networks.



**TO LEARN MORE ABOUT VELOCITY OUTDOOR,
PLEASE VISIT:
WWW.VELOCITY-OUTDOOR.COM**



Headquartered in Payson, Utah, and founded in 1988, Liberty Safe is a designer, manufacturer and marketer of premium home, office and gun safes in North America. Liberty produces a wide range of home and gun safe models in a broad assortment of sizes, features and styles. Products are marketed under the Liberty® brand, as well as a portfolio of licensed and private label brands, including Cabela's® and John Deere®. Liberty Safe's products are the market share leader and are sold in various sporting goods, and farm and fleet retailers. Liberty also has the largest independent dealer network in the industry.

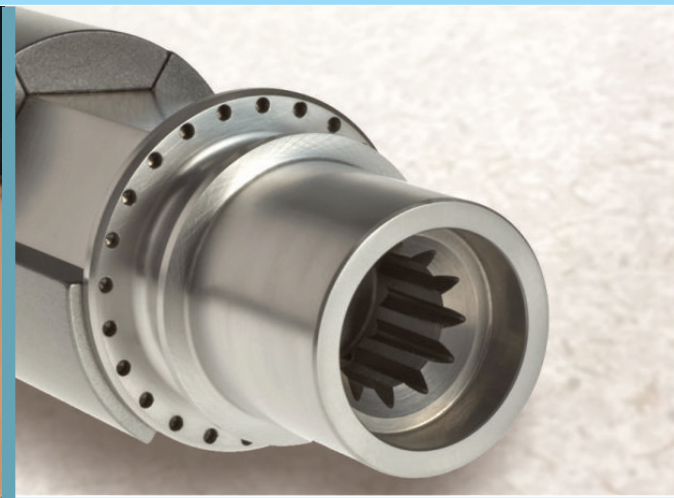
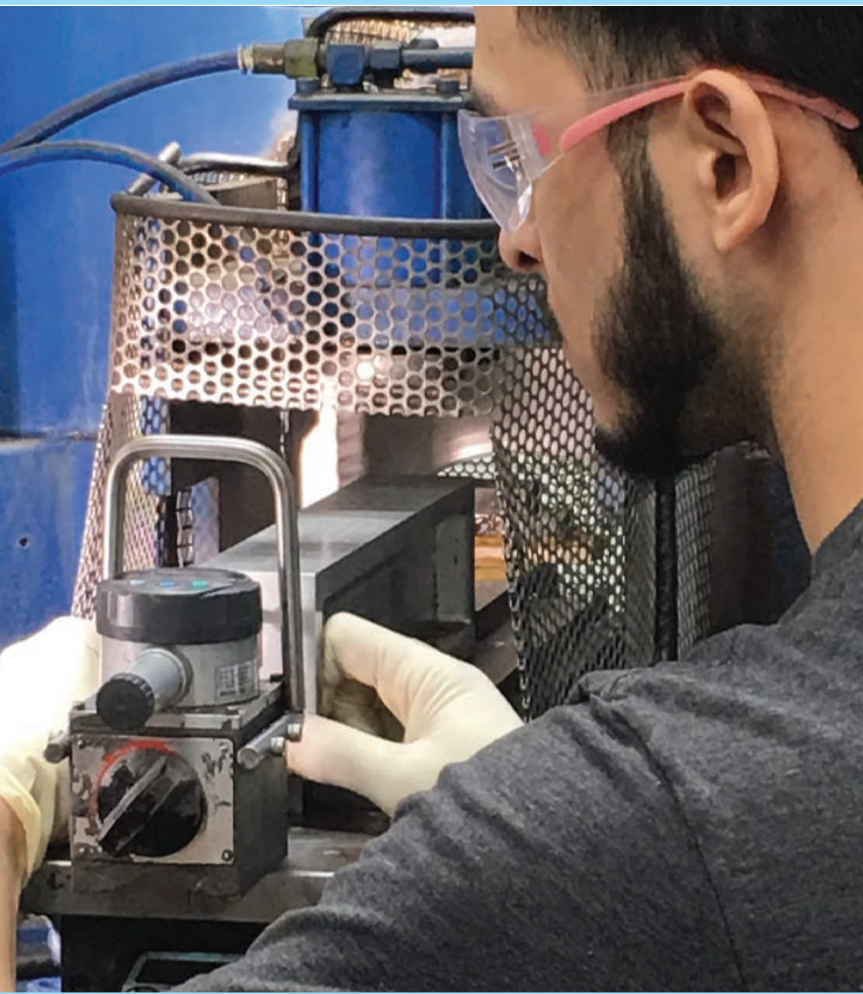
**TO LEARN MORE ABOUT LIBERTY SAFE,
PLEASE VISIT:
WWW.LIBERTYSAFE.COM**



Headquartered in Corona, CA, the Sterno Group is the parent company of Sterno Products, Sterno Home and Rimports. Sterno is a leading manufacturer and marketer of portable food warming products and creative table lighting solutions for the hospitality and consumer industries, flameless candles and house and garden lighting for the home decor market, and wickless candle products used for home decor and fragrance systems.



**TO LEARN MORE ABOUT STERNO PRODUCTS,
PLEASE VISIT:
WWW.STERNOPRODUCTS.COM**



Headquartered in Rochester, New York, Arnold Magnetic Technologies serves a variety of markets including aerospace and defense, general industrial, motorsport/automotive, oil and gas, medical, energy, reprographics and advertising specialties. Over the course of more than 100 years, Arnold has successfully evolved and adapted its products, technologies, and manufacturing presence to meet the demands of current and emerging markets. Arnold produces high performance permanent magnets (PMAG), precision foil products (Precision Thin Metals or "PTM"), and flexible magnets (Flexmag™) that are mission critical in motors, generators, sensors and other systems and components. Arnold has expanded globally and built strong relationships with its customers worldwide.



**TO LEARN MORE ABOUT ARNOLD MAGNETICS,
PLEASE VISIT:
WWW.ARNOLDMAGNETICS.COM**



Headquartered in Aurora, Colorado, and founded in 1989, Advanced Circuits is the preeminent North American manufacturer of smallrun, quick-turn and volume production rigid printed circuit boards, or "PCBs", throughout the United States. PCBs are a vital component of virtually all electronic products. The small-run and quick-turn portions of the PCB industry are characterized by customers requiring high levels of responsiveness, technical support and timely delivery.



**TO LEARN MORE ABOUT ADVANCED CIRCUITS,
PLEASE VISIT:
WWW.4PCB.COM**



Headquartered in Scottsdale, Arizona and founded in 1957, Foam Fabricators is a designer and manufacturer of custom molded protective foam solutions and OEM components made from expanded polystyrene (EPS) and other expanded polymers. Foam Fabricators provides products to a variety of end-markets, including appliances and electronics, pharmaceuticals, health and wellness, automotive, building products and others. Foam Fabricators' molded foam solutions offer shock and vibration protection, surface protection, temperature control, resistance to water absorption and vapor transmission and other protective properties critical for shipping small, delicate items, heavy equipment or temperature-sensitive goods.

**TO LEARN MORE ABOUT FOAM FABRICATORS,
PLEASE VISIT:
WWW.FOAMFABRICATORSINC.COM**

CODI GOVERNANCE

CODI GOVERNANCE

Board of Directors

C. Sean Day has served as chairman of the Board since April 2006. Mr. Day has been the president of Seagin International, since 1999, and he was the chairman of our Manager's predecessor from 1999 to 2006. Previously, Mr. Day was with Navios Corporation and Citicorp Venture Capital. Mr. Day served as the chairman of the boards of directors of Teekay Tankers Ltd. (NYSE:TNK) from 2007 to 2013, Teekay Offshore GP L.L.C. from 2004 to 2015, Teekay Offshore Partners L.P. (NYSE:TOO) from 2006 to 2017, and Teekay Corporation (NYSE:TK) from 1999 to 2017. Mr. Day currently serves on the boards of directors of Teekay GP L.L.C., the general partner of Teekay LNG Partners L.P. (NYSE:TGP), and Kirby Corporation (NYSE:KEX). Mr. Day is a graduate of the University of Capetown and Oxford University.

Elias J. Sabo has served as the Chief Executive Officer and a Director of the Company since May 2018. Mr. Sabo joined the Company's Manager in 1998 as one of the founding partners. For the past 20 years, he has been a member of the Investment Committee and has played a central role in directing the Company's strategy. Mr. Sabo also currently serves as a director and as chairman of the Company's Advanced Circuits, Inc. subsidiary and as a director of the Company's Arnold Magnetic Technologies Corporation subsidiary. He previously served as the Chairman of Fox Factory Holding Corp. (NASDAQ:FOXF), a former Company subsidiary, from 2007 to 2017. Prior to joining the Manager, Mr. Sabo worked in the acquisition department of Colony Capital, LLC, a Los Angeles-based real estate private equity firm, from 1992 to 1996, and as a healthcare investment banker for CIBC World Markets (formerly Oppenheimer & Co.) from 1996 to 1998. Mr. Sabo is a graduate of Rensselaer Polytechnic Institute.

James J. Bottiglieri has served as a director of the Company since December 2005. Mr. Bottiglieri was the Company's chief financial officer and an executive vice president of the Company's Manager from 2005 to 2013. Previously, Mr. Bottiglieri was the senior vice president and controller of WebMD Health Corp. Prior to that, Mr. Bottiglieri was with Star Gas Corporation and a predecessor firm to KPMG LLP. Mr. Bottiglieri also serves on the board of directors of Horizon Technology Finance Corporation (NASDAQ:HRZN). Mr. Bottiglieri is a graduate of Pace University.

Gordon M. Burns has served as a director of the Company since May 2008. Mr. Burns has been a private investor since 1998. Previously, he was responsible for investment banking at UBS Securities and before that was a managing director at Salomon Brothers Inc. Mr. Burns served on the board of directors of Aztar Corporation, a NYSE listed company, from 1998 through 2007. Mr. Burns is a graduate of Yale University and the Harvard Business School.

Harold S. Edwards has served as a director of the Company since April 2006. Mr. Edwards has been the president and chief executive officer of Limoneira Company since November 2003. Previously, Mr. Edwards was the president of Puritan Medical Products, a division

of Airgas Inc. Prior to that, Mr. Edwards held management positions with Fisher Scientific International, Inc., Cargill, Inc., Agribbrands International and the Ralston Purina Company. Mr. Edwards is currently a member of the boards of directors of Limoneira Company (NASDAQ:LMNR) and Calavo Growers, Inc., (NASDAQ:CVGW). Mr. Edwards is a graduate of Lewis and Clark College and The Thunderbird School of Global Management at Arizona State University.

Larry L. Enterline has served as a director of the Company since July 2019. Previously, Mr. Enterline was the chief executive officer of Fox Factory Holding Corp., a former subsidiary of the Company, from March 2011 through June 2019. Prior to that, Mr. Enterline was chief executive officer of Vulcan Holdings Inc., a private investment holding and consulting services company he founded. Before founding Vulcan Holdings, Mr. Enterline was chief executive officer of COMSYS IT Partners Inc., an IT staffing and solutions company. Mr. Enterline served in various management roles earlier in his career, including Senior Vice President of Worldwide Sales and Service Organization at Scientific-Atlanta Inc., a Georgia-based manufacturer of cable television, telecommunications and broadband equipment. Mr. Enterline has served as a director of Fox Factory Holding Corp. (NASDAQ:FOXF) since 2013 and as its executive chairman since June of 2019. Mr. Enterline earned a Bachelor of Science, electrical engineering degree from Case Western Reserve University and a Master of Business Administration degree from Cleveland State University.

D. Eugene Ewing has served as a director of the Company since April 2006 and as the Independent Lead Director of the Board of Directors since July 2019. Mr. Ewing has been the managing member of Deeper Water Consulting, a private wealth and business consulting company since March 2004. Previously, Mr. Ewing was with the Fifth Third Bank. Prior to that, Mr. Ewing was a partner in Arthur Andersen LLP. Mr. Ewing is a member of the board of directors of Darling Ingredients, Inc. (NYSE:DAR) and Protect Home Medical Corp.(TSXV:PTQ). Mr. Ewing also serves on an advisory board to the Gatton College of Business & Economics at the University of Kentucky. Mr. Ewing is a graduate of the University of Kentucky.

Sarah G. McCoy has served as a director of the Company since January 2017. Previously, Ms. McCoy was the president and chief executive officer of CamelBak Products, LLC, a former subsidiary of the Company, from November 2006 through January 2016. Prior to that, Ms. McCoy was a co-founder of Silver Steep Partners, a leading investment banking firm catering exclusively to companies in the outdoor and active lifestyle industries. Before Silver Steep, Ms. McCoy served as president of Sierra Designs and Ultimate Direction and as vice president at The North Face. Ms. McCoy has served as a director and as lead independent director for Zumiez Inc. (NASDAQ:ZUMZ) since 2010. Ms. McCoy also serves on the board of directors of The Outdoor Foundation, a nonprofit foundation established by Outdoor Industry Association to inspire and grow future generations of outdoor enthusiasts. Ms. McCoy is a graduate of Dartmouth College.



COMMITTEES

The Company's operating agreement gives our board the authority to delegate its powers to committees appointed by the board. All of our standing committees are comprised solely of independent directors. We have three standing committees - the audit committee, the compensation committee and the nominating and corporate governance committee.

The Audit Committee is comprised entirely of independent directors who meet the independence requirements of the New York Stock Exchange and includes at least one "audit committee financial expert," as required by applicable SEC regulations. The audit committee is responsible for, among other things:

- retaining and overseeing our independent accountants;
- assisting the Company's board of directors in its oversight of the integrity of our financial statements, the qualifications, independence and performance of our independent auditors and our compliance with legal and regulatory requirements;
- reviewing and approving the plan and scope of the internal and external audit;
- pre-approving any non-audit services provided by our independent auditors;
- approving the fees to be paid to our independent auditors;
- reviewing with our chief executive officer and chief financial officer and independent auditors the adequacy and effectiveness of our internal controls;
- preparing the audit committee report to be filed with the SEC;
- reviewing hedging transactions;
- reviewing and assessing annually the audit committee's performance and the adequacy of its charter, and
- reviewing and approving the calculation of all profit allocation payments made to the Company's Allocation Member.

Messrs. Bottiglieri, Ewing, and Enterline serve on our audit committee and the board has determined that Mr. Ewing qualifies as an audit committee financial expert as defined by the SEC. Mr. Ewing is the chairman of our audit committee.

The Compensation Committee is comprised entirely of independent directors who meet the independence requirements of the New York Stock Exchange. The responsibilities of the compensation committee include:

- reviewing our manager's performance of its obligations under the management services agreement;
- reviewing the remuneration of our manager and approving the reimbursement paid to our manager for the compensation of its financial staff;
- determining the compensation of our independent directors;
- granting rights to indemnification and reimbursement of expenses to our manager; and
- making recommendations to the Board regarding equity-based and incentive compensation plans, policies and programs.

Messrs. Edwards, Ewing and Burns serve on our compensation committee. Mr. Edwards is the chairman of our compensation committee.

The Nominating & Corporate Governance Committee is comprised entirely of independent directors who meet the independence requirements of the New York Stock Exchange. The nominating and corporate governance committee is responsible for, among other things:

- recommending the number of directors to comprise the board of directors;
- identifying and evaluating individuals qualified to become members of the board of directors and soliciting recommendations for director nominees, including from the chairman and chief executive officer of the company;
- recommending to the board of directors the directors' nominees for each annual shareholders' meeting;
- recommending to the board of directors the candidates for filling vacancies that may occur between annual shareholders' meetings;
- reviewing independent director compensation and board processes, self-evaluations and policies;
- monitoring the performance of the board and its individual members;
- recommending to the board of directors candidates for membership on each committee of the board;
- reviewing and approving related party transactions, including transactions with the manager and its affiliates;
- overseeing compliance with our code of ethics, anti-corruption policy, and conduct by our officers and directors; and
- monitoring developments in the law and practice of corporate governance.

Messrs. Burns, Bottiglieri, Enterline and Edwards serve on our nominating and corporate governance committee. Mr. Burns is the chairman of our nominating and corporate governance committee.

CODI INFORMATION

Distributions Paid Since IPO



Trading

Our stock trades on the NYSE under the symbol "CODI". During fiscal year 2019, the highest and lowest trading prices per share were \$12.84 and \$26.20, respectively. As of December 31, 2019, we had 59,900,000 shares outstanding that were held by approximately 42,000 beneficial holders.

Distributions

Our board of directors declared distributions of \$1.44 per share for the year ended December 31, 2019. The declaration and payment of any distribution is subject to a decision by our board of directors. In making such a decision, our board will take into account such matters as general business conditions, our specific financial condition, results of operations and capital requirements, as well as any other factors that it deems relevant.

Tax Reporting

CODI shareholders receive their tax information on a Form K-1. We endeavor to provide this tax information as early as possible and made information for tax year 2019 available for our shareholders as of February 21, 2020. Tax information is both mailed to shareholders and is available on our website. We expect the items of income reported on Form K-1 to our shareholders to remain fairly limited, and to include interest income, dividend income, capital gains, interest expense and other expense.

Website

CODI's website is www.compassdiversifiedholdings.com. On our website, shareholders can find our press releases, documents filed with the SEC, investor events, and tax reporting, as well as information on our corporate governance policies and procedures, subsidiary companies, and board of directors.

FINANCIAL INFORMATION



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

Form 10-K

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

For the fiscal year ended December 31, 2019

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: 001-34927

Compass Diversified Holdings
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

57-6218917
(I.R.S. Employer Identification No.)

Commission File Number: 001-34926

Compass Group Diversified Holdings LLC
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

20-3812051
(I.R.S. Employer Identification No.)

301 Riverside Avenue, Second Floor, Westport, CT 06880
(Address, including zip code of registrant's principal executive offices)

(203) 221-1703
(Registrants' telephone number, including area code)

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Shares representing beneficial interests in Compass Diversified Holdings ("common shares")	CODI	New York Stock Exchange
Series A Preferred Shares representing Series A Trust Preferred Interest in Compass Diversified Holdings ("Series A Preferred Shares")	CODI PR A	New York Stock Exchange
Series B Preferred Shares representing Series B Trust Preferred Interest in Compass Diversified Holdings ("Series B Preferred Shares")	CODI PR B	New York Stock Exchange
Series C Preferred Shares representing Series C Trust Preferred Interest in Compass Diversified Holdings ("Series C Preferred Shares")	CODI PR C	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

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

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

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

Indicate by check mark whether the registrants have 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 registrants were required to submit such files). Yes No

Indicate by check mark whether the registrants are collectively 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. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrants have 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 registrants are collectively a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the outstanding common shares of trust stock held by non-affiliates of Compass Diversified Holdings at June 30, 2019 was \$955,004,803 based on the closing price on the New York Stock Exchange on that date. For purposes of the foregoing calculation only, all directors and officers of the registrant have been deemed affiliates. There were 59,900,000 common shares of trust stock without par value outstanding at February 21, 2020.

Documents Incorporated by Reference

Certain information in the registrant's definitive proxy statement to be filed with the Commission relating to the registrant's 2020 Annual Meeting of Shareholders is incorporated by reference into Part III.

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NOTE TO READER

In reading this Annual Report on Form 10-K, references to:

- the "Trust" and "Holdings" refer to Compass Diversified Holdings;
- the "Company" refer to Compass Group Diversified Holdings LLC;
- "businesses", "operating segments", "subsidiaries" and "reporting units" all refer to, collectively, the businesses controlled by the Company;
- the "Manager" refer to Compass Group Management LLC ("CGM");
- the "Trust Agreement" refer to the Second Amended and Restated Trust Agreement of the Trust dated as of December 6, 2016;
- the "2014 Credit Facility" refer to the credit agreement, as amended, entered into on June 14, 2014 with a group of lenders led by Bank of America N.A. as administrative agent, as amended from time to time, which provides for a Revolving Credit Facility and a Term Loan;
- the "2018 Credit Facility" refer to the amended and restated credit agreement entered into on April 18, 2018 among the Company, the Lenders from time to time party thereto (the "Lenders"), Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer (the "agent") and other agents party thereto.
- the "2018 Revolving Credit Facility" refers to the \$600 million in revolving loans, swing line loans and letters of credit provided by the 2018 Credit Facility that matures in 2023;
- the "2018 Term Loan" refer to the \$500 million term loan provided by the 2018 Credit Facility that matures in June 2021;
- the "LLC Agreement" refer to the fifth amended and restated operating agreement of the Company dated as of December 6, 2016;
- "we", "us" and "our" refer to the Trust, the Company and the businesses together.

Statement Regarding Forward-Looking Disclosure

This Annual Report on Form 10-K, including the sections entitled “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business,” contains forward-looking statements. We may, in some cases, use words such as “project,” “predict,” “believe,” “anticipate,” “plan,” “expect,” “estimate,” “intend,” “should,” “would,” “could,” “potentially,” or “may” or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. Forward-looking statements in this Annual Report on Form 10-K are subject to a number of risks and uncertainties, some of which are beyond our control, including, among other things:

- our ability to successfully operate our businesses on a combined basis, and to effectively integrate and improve any future acquisitions;
- our ability to remove our Manager and our Manager’s right to resign;
- our trust and organizational structure, which may limit our ability to meet our dividend and distribution policy;
- our ability to service and comply with the terms of our indebtedness;
- our cash flow available for distribution and our ability to make distributions in the future to our shareholders;
- our ability to pay the management fee, and profit allocation when due;
- our ability to make and finance future acquisitions;
- our ability to implement our acquisition and management strategies;
- the regulatory environment in which our businesses operate;
- trends in the industries in which our businesses operate;
- changes in general economic or business conditions or economic or demographic trends in the United States and other countries in which we have a presence, including changes in interest rates and inflation;
- environmental risks affecting the business or operations of our businesses;
- our and our Manager’s ability to retain or replace qualified employees of our businesses and our Manager;
- costs and effects of legal and administrative proceedings, settlements, investigations and claims; and
- extraordinary or force majeure events affecting the business or operations of our businesses.

Our actual results, performance, prospects or opportunities could differ materially from those expressed in or implied by the forward-looking statements. A description of some of the risks that could cause our actual results to differ appears under the section “Risk Factors”. Additional risks of which we are not currently aware or which we currently deem immaterial could also cause our actual results to differ.

In light of these risks, uncertainties and assumptions, you should not place undue reliance on any forward-looking statements. The forward-looking events discussed in this Annual Report on Form 10-K may not occur. These forward-looking statements are made as of the date of this Annual Report. We undertake no obligation to publicly update or revise any forward-looking statements to reflect subsequent events or circumstances, whether as a result of new information, future events or otherwise, except as required by law.

PART I

ITEM 1. BUSINESS

Compass Diversified Holdings, a Delaware statutory trust (“Holdings”, or the “Trust”), was incorporated in Delaware on November 18, 2005. Compass Group Diversified Holdings, LLC, a Delaware limited liability Company (the “Company”), was also formed on November 18, 2005. The Trust and the Company (collectively, “CODI”) were formed to acquire and manage a group of small and middle-market businesses headquartered in North America. The Trust is the sole owner of 100% of the Trust Interests, as defined in our LLC Agreement, of the Company. Pursuant to the LLC Agreement, the Trust owns an identical number of Trust Interests in the Company as exist for the number of outstanding shares of the Trust. Accordingly, our shareholders are treated as beneficial owners of Trust Interests in the Company and, as such, are subject to tax under partnership income tax provisions.

The Company is the operating entity with a board of directors whose corporate governance responsibilities are similar to that of a Delaware corporation. The Company’s board of directors oversees the management of the Company and our businesses and the performance of Compass Group Management LLC (“CGM” or our “Manager”). Certain persons who are employees and partners of our Manager receive a profit allocation as beneficial owners of 49.0% through Sostratus LLC of the Allocation Interests in us, as defined in our LLC Agreement.

Overview

We acquire controlling interests in and actively manage businesses that we believe (i) operate in industries with long-term macroeconomic growth opportunities, (ii) have positive and stable cash flows, (iii) face minimal threats of technological or competitive obsolescence, and (iv) have strong management teams largely in place.

Our unique public structure provides investors with an opportunity to participate in the ownership and growth of companies which have historically been owned by private equity firms, wealthy individuals or families. Through the acquisition of a diversified group of businesses with these characteristics, we believe we offer investors an opportunity to diversify their own portfolio risk while participating in the ongoing cash flows of those businesses through the receipt of quarterly distributions.

Our disciplined approach to our target markets provides opportunities to methodically purchase attractive businesses at values that are accretive to our shareholders. For sellers of businesses, our unique financial structure allows us to acquire businesses efficiently with little or no third party financing contingencies and, following acquisition, to provide our businesses with substantial access to growth capital.

We believe that private company operators and corporate parents looking to sell their business units may consider us an attractive purchaser because of our ability to:

- provide ongoing strategic and financial support for their businesses;
- maintain a long-term outlook as to the ownership of those businesses where such an outlook is required for maximization of our shareholders’ return on investment; and
- consummate transactions efficiently without being dependent on third-party transaction financing.

In particular, we believe that our outlook on length of ownership and active management on our part may alleviate the concern that many private company operators and parent companies may have with regard to their businesses going through multiple sale processes in a short period of time. We believe this outlook reduces both the risk that businesses may be sold at unfavorable points in the overall market cycle and enhances our ability to develop a comprehensive strategy to grow the earnings and cash flows of each of our businesses. We expect this will better enable us to meet our long-term objective of continuing to pay distributions to our shareholders while increasing shareholder value. Finally, it has been our experience, that our ability to acquire businesses without the cumbersome delays and conditions typical of third party transactional financing is appealing to sellers of businesses who are interested in confidentiality and certainty to close.

We believe our management team’s strong relationships with industry executives, accountants, attorneys, business brokers, commercial and investment bankers, and other potential sources of acquisition opportunities offer us substantial opportunities to assess small to middle market businesses available for acquisition. In addition, the flexibility, creativity, experience and expertise of our management team in structuring transactions allows us to consider non-traditional and complex transactions tailored to fit a specific acquisition target.

In terms of the businesses in which we have a controlling interest as of December 31, 2019, we believe that these businesses have strong management teams, operate in strong markets with defensible market niches and maintain long-standing customer relationships.

We categorize the businesses we own into two separate groups of businesses (i) branded consumer businesses and, (ii) niche industrial businesses. Branded consumer businesses are characterized as those businesses that we believe capitalize on a valuable brand name in their respective market sector. We believe that our branded consumer businesses are leaders in their particular product category. Niche industrial businesses are characterized as those businesses that focus on manufacturing and selling particular products and industrial services within a specific market sector. We believe that our niche industrial businesses are leaders in their specific market sector.

The following is a brief summary of the businesses in which we own a controlling interest at December 31, 2019:

Branded Consumer Businesses

5.11

5.11 ABR Corp. ("5.11") is a leading provider of purpose-built technical apparel and gear for law enforcement, firefighters, EMS, and military special operations as well as outdoor and adventure enthusiasts. 5.11 is a brand known for innovation and authenticity, and works directly with end users to create purpose-built apparel and gear designed to enhance the safety, accuracy, speed and performance of tactical professionals and enthusiasts worldwide. Headquartered in Irvine, California, 5.11 operates sales offices and distribution centers globally, and 5.11 products are widely distributed in uniform stores, military exchanges, outdoor retail stores, its own retail stores and on 511tactical.com. We made loans to and purchased a controlling interest in 5.11 for approximately \$408.2 million in August 2016. We currently own 97.6% of the outstanding stock of 5.11 on a primary basis and 88.9% on a fully diluted basis.

Ergobaby

Ergobaby Carrier, Inc. ("Ergobaby"), headquartered in Los Angeles, California, is dedicated to building a global community of confident parents with smart, ergonomic solutions that enable and encourage bonding between parents and babies. Ergobaby offers a broad range of award-winning baby carriers, strollers, swaddlers, nursing pillows, and related products that fit into families' daily lives seamlessly, comfortably and safely. We made loans to, and purchased a controlling interest in, Ergobaby on September 16, 2010 for approximately \$85.2 million. We currently own 81.9% of the outstanding stock of Ergobaby on a primary basis and 75.8% on a fully diluted basis.

Liberty Safe

Liberty Safe and Security Products, Inc. ("Liberty Safe" or "Liberty"), headquartered in Payson, Utah, is a designer, manufacturer and marketer of premium home, office and gun safes in North America. From its over 300,000 square foot manufacturing facility, Liberty produces a wide range of home and gun safe models in a broad assortment of sizes, features and styles. We made loans to, and purchased a controlling interest in, Liberty Safe on March 31, 2010 for approximately \$70.2 million. We currently own 91.2% of the outstanding stock of Liberty Safe on a primary basis and 86.0% on a fully diluted basis.

Velocity Outdoor

Velocity Outdoor Inc. ("Velocity Outdoor" or "Velocity") (formerly Crosman Corp.) is a leading designer, manufacturer, and marketer of airguns, archery products, laser aiming devices and related accessories. Velocity Outdoor offers its products under the highly recognizable Crosman, Benjamin, LaserMax, Ravin and CenterPoint brands that are available through national retail chains, mass merchants, dealer and distributor networks. The airgun product category consists of air rifles, air pistols and a range of accessories including targets, holsters and cases. Velocity Outdoor's other primary product categories are archery, with products including CenterPoint crossbows and the Pioneer Airbow, consumables, which includes steel and plastic BBs, lead pellets and CO2 cartridges, lasers for firearms, and airsoft products. We made loans to, and purchased a controlling interest in, Velocity Outdoor on June 2, 2017 for approximately \$150.4 million. In September 2018, Velocity acquired Ravin Crossbows, LLC ("Ravin" or "Ravin Crossbows"), a manufacturer and innovator of crossbows and accessories. Ravin primarily focuses on the higher-end segment of the crossbow market and has developed significant intellectual property related to the advancement of crossbow technology. Velocity Outdoor is headquartered in Bloomfield, New York. We currently own 99.3% of the outstanding stock of Velocity Outdoor on a primary basis and 93.9% on a fully diluted basis.

Niche Industrial Businesses

Advanced Circuits

Compass AC Holdings, Inc. ("Advanced Circuits" or "ACI"), headquartered in Aurora, Colorado, is a provider of small-run, quick-turn and volume production rigid printed circuit boards, or "PCBs", throughout the United States. PCBs are a vital component of virtually all electronic products. The small-run and quick-turn portions of the PCB industry are characterized by customers requiring high levels of responsiveness, technical support and timely delivery. We made loans to, and purchased a controlling interest in, Advanced Circuits, on May 16, 2006 for approximately \$81.0 million. We currently own 69.4% of the outstanding stock of Advanced Circuits on a primary basis and 65.4% on a fully diluted basis.

Arnold

AMT Acquisition Corp. ("Arnold") serves a variety of markets including aerospace and defense, general industrial, motorsport/ automotive, oil and gas, medical, energy, reprographics and advertising specialties. Over the course of more than 100 years, Arnold has successfully evolved and adapted its products, technologies, and manufacturing presence to meet the demands of current and emerging markets. Arnold produces high performance permanent magnets (PMAG), precision foil products (Precision Thin Metals or "PTM"), and flexible magnets (Flexmag™) that are mission critical in motors, generators, sensors and other systems and components. Arnold has expanded globally and built strong relationships with its customers worldwide. Arnold is the largest and, we believe, the most technically advanced U.S. manufacturer of engineered magnetic systems. Arnold is headquartered in Rochester, New York. We made loans to, and purchased a controlling interest in, Arnold on March 5, 2012 for approximately \$128.8 million. We currently own 96.7% of the outstanding stock of Arnold on a primary basis and 80.2% on a fully diluted basis.

Foam Fabricators

Foam Fabricators Inc. ("Foam Fabricators"), headquartered in Scottsdale, Arizona, is a designer and manufacturer of custom molded protective foam solutions and OEM components made from expanded polystyrene (EPS) and other expanded polymers. Foam Fabricators provides products to a variety of end-markets, including appliances and electronics, pharmaceuticals, health and wellness, automotive, building products and others. Foam Fabricators' molded foam solutions offer shock and vibration protection, surface protection, temperature control, resistance to water absorption and vapor transmission and other protective properties critical for shipping small, delicate items, heavy equipment or temperature-sensitive goods. Foam Fabricators operates 13 molding and fabricating facilities across North America, creating a geographic footprint of strategically located manufacturing plants to efficiently serve national customer accounts. We acquired Foam Fabricators on February 15, 2018 for a purchase price of approximately \$253.4 million. We currently own 100.0% of the outstanding stock of Foam Fabricators on a primary basis and 91.5% on a fully diluted basis.

Sterno

The Sterno Group LLC ("Sterno"), headquartered in Corona, California, is the parent company of Sterno Products, LLC ("Sterno Products"), Sterno Home Inc. ("Sterno Home"), and Rimports, LLC. Sterno is a leading manufacturer and marketer of portable food warming fuels for the hospitality and consumer markets, flameless candles and house and garden lighting for the home decor market, and wickless candle products used for home decor and fragrance systems. We made loans to, and purchased all of the equity interests in, Sterno on October 10, 2014 for approximately \$160.0 million. Sterno offers a broad range of wick and gel chafing fuels, butane stoves and accessories, liquid and traditional wax candles, catering equipment and lamps through their Sterno Products division. In January 2016, Sterno acquired Northern International, Inc. ("Sterno Home"), which sells flameless candles and outdoor lighting products through the retail segment, and in February 2018, Sterno acquired Rimports Inc. ("Rimports"), which is a manufacturer and distributor of branded and private label scented wax cubes and warmer products used for home decor and fragrance systems. We currently own 100.0% of the outstanding stock of Sterno on a primary basis and 88.5% on a fully diluted basis.

Our businesses also represent our operating segments. See "Our Businesses" and "Note F – Operating Segment Data" to our Consolidated Financial Statements for further discussion of our businesses as our operating segments, including information related to geographies.

2019 Dispositions

We believe that our model of identifying and acquiring niche leading businesses and utilizing our liquidity and permanent capital to execute value-added initiatives to strengthen our subsidiaries enhances value creation for our shareholders. From time to time we will opportunistically divest our businesses, which increases our realized gains and provides additional liquidity to deploy. In 2019, we completed the sale of two of our businesses, Manitoba Harvest and Clean Earth. Manitoba Harvest, which we acquired in July 2015, was a pioneer and leader in branded, hemp-based foods. In December 2015, Manitoba Harvest acquired Hemp Oil Canada, Inc. ("HOCI"), a wholesale supplier and private label packager of hemp food products and ingredients. With the acquisition of HOCI, Manitoba Harvest became a leading manufacturer and supplier of hemp food products and ingredients for a global customer base. We sold Manitoba Harvest in February 2019 for a total sale price of \$294.3 million (C\$370 million) and recognized a gain on the sale of \$121.7 million during the year ended December 31, 2019. Clean Earth, which we acquired in August 2014, was a provider of environmental services for a variety of materials including contaminated soils, dredged material and hazardous waste. During our ownership, Clean Earth significantly expanded their geographic footprint and diversified the types of contaminated materials it handled, primarily through add-on acquisitions. We sold Clean Earth in June 2019 for a total sale price of \$625 million, and recognized a gain on the sale of \$209.3 million during the year ended December 31, 2019.

2019 Distributions

Common shares - For the 2019 fiscal year we declared distributions to our common shareholders totaling \$1.44 per share.

Preferred shares - For the 2019 fiscal year we declared distributions to our preferred shareholders totaling \$1.8125 per share on our Series A Preferred Shares, \$1.96875 per share on our Series B Preferred Shares and \$0.38281 per share on our Series C Preferred Shares.

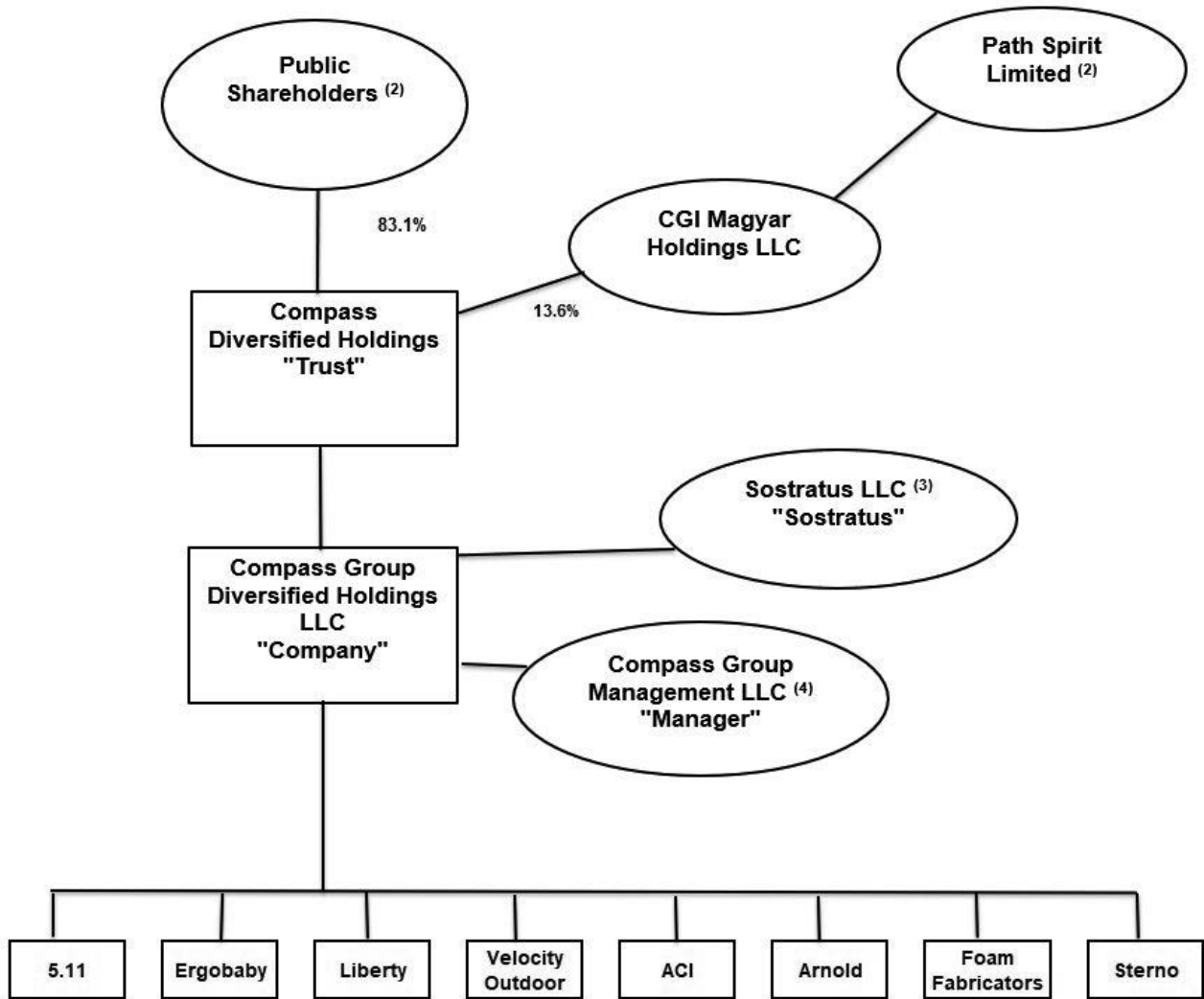
Tax Reporting

Information returns will be filed by the Trust and the Company with the Internal Revenue Service ("IRS"), as required, with respect to income, gain, loss, deduction and other items derived from the Company's activities. The Company has and will file a partnership return with the IRS and intends to issue a Schedule K-1 to the trustee. The trustee intends to provide information to each holder of shares using a monthly convention as the calculation period. For 2019 and future years, the Trust will continue to file a Form 1065 and issue Schedule K-1 to shareholders. For 2019, we delivered the Schedule K-1 to shareholders within the same time frame as we delivered the schedule to shareholders for the 2018 and 2017 taxable years. The relevant and necessary information for tax purposes is readily available electronically through our website. Each holder will be deemed to have consented to provide relevant information, and if the shares are held through a broker or other nominee, to allow such broker or other nominee to provide such information as is reasonably requested by us for purposes of complying with our tax reporting obligations.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We file reports with the Securities and Exchange Commission (the "SEC" or the "Commission"), including Forms S-1 and S-3 under the Securities Act of 1933, as amended (the "Securities Act"), and Forms 10-K, 10-Q, and 8-K under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which include exhibits, schedules and amendments to those reports, as well as other filings required by the SEC. The public may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may also obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at <http://www.sec.gov>. In addition, copies of such reports are available free of charge through our website at <http://www.ir.compassequity.com> as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the SEC.

Organizational Structure ⁽¹⁾



-
- 1) The percentage holdings shown in respect to the trust reflect the ownership of the Trust common shares as of December 31, 2019.
 - 2) Path Spirit Limited is the ultimate controlling person of CGI Magyar LLC. CGI Magyar Holdings, LLC owns approximately 13.6% of the Trust common shares and is our single largest holder. Our non-affiliated holders of common shares own approximately 83.1% of the Trust common shares. The remaining 3.3% of Trust common shares are owned by our Directors and Officers. Mr. Sabo, our Chief Executive Officer, is not a director, officer or member of CGI Magyar Holdings, LLC or any of its affiliates.
 - 3) 50.0% beneficially owned by certain persons who are employees and partners of our Manager. C. Sean Day, the Chairman of our Board of Directors, CGI and the former founding partners of the Manager, are non-managing members.
 - 4) Mr. Sabo is a partner of this entity. The Manager owns less than 1.0% of the common shares of the Trust.
 - 5) The Allocation Interests, which carry the right to receive a profit allocation, represent less than 0.1% equity interest in the Company.

Our Manager

Our Manager, CGM, has been engaged to manage the day-to-day operations and affairs of the Company and to execute our strategy, as discussed below. Collectively, our management team has extensive experience in acquiring and managing small and middle market businesses. We believe our Manager is unique in the marketplace in terms of the success and experience of its employees in acquiring and managing diverse businesses of the size and general

nature of our businesses. We believe this experience will provide us with an advantage in executing our overall strategy. Our management team devotes substantially all of its time to the affairs of the Company.

We have entered into a management services agreement, (the "Management Services Agreement" or "MSA") pursuant to which our Manager manages the day-to-day operations and affairs of the Company and oversees the management and operations of our businesses. We pay our Manager a quarterly management fee for the services it performs on our behalf. In addition, certain persons who are employees and partners of our Manager receive a profit allocation with respect to its Allocation Interests in us. All of the Allocation Interests in us are owned by Sostratus LLC. See Part III, Item 13 "Certain Relationships and Related Transactions, and Director Independence" for further descriptions of the management fees and profit allocations.

The Company's Chief Executive Officer and Chief Financial Officer are employees of our Manager and have been seconded to us. Neither the Trust nor the Company has any other employees. Although our Chief Executive Officer and Chief Financial Officer are employees of our Manager, they report directly to the Company's board of directors. The management fee paid to our Manager covers all expenses related to the services performed by our Manager, including the compensation of our Chief Executive Officer and other personnel providing services to us. The Company reimburses our Manager for the compensation and related costs and expenses of our Chief Financial Officer and his staff, who dedicate substantially all of their time to the affairs of the Company.

See Part III, Item 13, "Certain Relationships and Related Party Transactions, and Director Independence."

Market Opportunity

We acquire and actively manage small and middle market businesses. We characterize small to middle market businesses as those that generate annual cash flows of up to \$75 million. We believe that the acquisition market for these businesses is highly fragmented and often provides opportunities to purchase at more attractive prices and achieve better outcomes for our shareholders. We believe this is driven by the following factors:

- third-party financing for these acquisitions is often less available or terms are less favorable for the borrower;
- sellers of these businesses frequently consider non-economic factors, such as legacy or the effect of the sale on their employees;
- these businesses are more likely to be sold outside of an auction process or as part of a limited process; and
- "add-on" acquisitions can often be completed at attractive multiples of cash flow.

Frequently, opportunities exist to support and augment existing management at such businesses and improve the performance of these businesses upon their acquisition. In the past, our management team has acquired businesses that were owned by entrepreneurs or large corporate parents. In these cases, our management team has frequently found opportunities to profitably invest in areas of the acquired businesses beyond levels that existed at the time of acquisition. In addition, our management team has frequently found that processes such as financial reporting and management information systems of acquired businesses may be improved, leading to improvements in reporting and operations and ultimately earnings and cash flow. Finally, our management team often acts as a business development arm for our businesses to pursue organic or external growth strategies that may not have been pursued by their previous owners.

Our Strategy

We have two primary strategies that we use in order to provide distributions to our shareholders and increase shareholder value. First, we focus on growing the earnings and cash flow from our acquired businesses. We believe that the scale and scope of our businesses give us a diverse base of cash flow upon which to further build. Second, we identify, perform due diligence on, negotiate and consummate additional platform acquisitions of small to middle market businesses in attractive industry sectors in accordance with acquisition criteria established by the board of directors.

Management Strategy

Our management strategy involves the proactive financial and operational management of the businesses we own in order to increase cash flow, pay distributions to our shareholders and increase shareholder value. Our Manager oversees and supports the management teams of each of our businesses by, among other things:

- recruiting and retaining talented managers to operate our businesses using structured incentive compensation programs, including non-controlling equity ownership, tailored to each business;
- regularly monitoring financial and operational performance, instilling consistent financial discipline, and supporting management in the development and implementation of information systems to effectively achieve these goals;
- assisting management in their analysis and pursuit of prudent organic growth strategies;
- identifying and working with management to execute attractive external growth and acquisition opportunities;
- assisting management in controlling and right-sizing overhead costs; and
- forming strong subsidiary level boards of directors to supplement management in their development and implementation of strategic goals and objectives.

Specifically, while our businesses have different growth opportunities and potential rates of growth, we expect our Manager to work with the management teams of each of our businesses to increase the value of, and cash generated by, each business through various initiatives, including:

- making selective capital investments to expand geographic reach, increase capacity, or reduce manufacturing costs of our businesses;
- investing in product research and development for new products, processes or services for customers;
- improving and expanding existing sales and marketing programs;
- pursuing reductions in operating costs through improved operational efficiency or outsourcing of certain processes and products; and
- consolidating or improving management of certain overhead functions.

Our businesses typically acquire and integrate complementary businesses. We believe that complementary add-on acquisitions improve our overall financial and operational performance by allowing us to:

- leverage manufacturing and distribution operations;
- leverage branding and marketing programs, as well as customer relationships;
- add experienced management or management expertise;
- increase market share and penetrate new markets; and
- realize cost synergies by allocating the corporate overhead expenses of our businesses across a larger number of businesses and by implementing and coordinating improved management practices.

Acquisition Strategy

Our acquisition strategy involves the acquisition of businesses that we expect to produce stable and growing earnings and cash flow. In this respect, we expect to make platform acquisitions in industries other than those in which our businesses currently operate if we believe an acquisition presents an attractive opportunity. We believe that attractive opportunities will continue to present themselves, as private sector owners seek to monetize their interests in long-standing and privately-held businesses and large corporate parents seek to dispose of their “non-core” operations.

Our ideal acquisition candidate has the following characteristics:

- is an established North American based company;
- maintains a significant market share in defensible industry niche (i.e., has a “reason to exist”);
- has a solid and proven management team with meaningful incentives;
- has low technological and/or product obsolescence risk; and
- maintains a diversified customer and supplier base.

We benefit from our Manager’s ability to identify potential diverse acquisition opportunities in a variety of industries. In addition, we rely upon our management team’s experience and expertise in researching and valuing prospective target businesses, as well as negotiating the ultimate acquisition of such target businesses. In particular, because there may be a lack of information available about these target businesses, which may make it more difficult to understand or appropriately value such target businesses, on our behalf, our Manager:

- engages in a substantial level of internal and third-party due diligence;
- critically evaluates the target management team;
- identifies and assesses any financial and operational strengths and weaknesses of the target business;

- analyzes comparable businesses to assess financial and operational performances relative to industry competitors;
- actively researches and evaluates information on the relevant industry; and
- thoroughly negotiates appropriate terms and conditions of any acquisition.

The process of acquiring new businesses is both time-consuming and complex. Our management team historically has taken from two to twenty-four months to perform due diligence, negotiate and close acquisitions. Although our management team is always at various stages of evaluating several transactions at any given time, there may be periods of time during which our management team does not recommend any new acquisitions to us. Even if an acquisition is recommended by our management team, our board of directors may not approve it.

A component of our acquisition financing strategy that we utilize in acquiring the businesses we own and manage is to provide both equity capital and debt capital, raised at the parent company level largely through our existing credit facility, to close acquisitions. We believe, and it has been our experience, that having the ability to finance our acquisitions with capital resources raised by us, rather than negotiating separate third party financing, provides us with an advantage in successfully acquiring attractive businesses by minimizing delay and closing conditions that are often related to acquisition-specific financings. In addition, our strategy of providing this intercompany debt financing within the capital structure of the businesses we acquire and manage allows us the ability to distribute cash to the parent company through monthly interest payments and amortization of principle on these intercompany loans.

Upon acquisition of a new business, we rely on our Manager's experience and expertise to work efficiently and effectively with the management of the new business to jointly develop and execute a successful business plan.

In addition to acquiring businesses, we sell those businesses that we own from time to time when attractive opportunities arise that outweigh the future growth and value that we believe those businesses can attain consistent with our long-term investment strategy. As such, our decision to sell a business is based on our belief that doing so will increase shareholder value to a greater extent than through our continued ownership of that business. Upon the sale of a business, we may use the proceeds to retire debt or retain proceeds for acquisitions or general corporate purposes. We do not expect to make special distributions at the time of a sale of one of our businesses; instead, we expect to pay shareholder distributions over time solely through the earnings and cash flows of our businesses.

Since our inception in May 2006, we have recorded net gains on sales of our businesses of approximately \$1.1 billion. We sold Crosman Acquisition Company ("Crosman") in January 2007, Aeroglide Company ("Aeroglide") and Silvue Technologies Group, Inc. ("Silvue") in June 2008, Staffmark Holdings Inc. ("Staffmark") in October 2011, HALO Branded Solutions ("HALO") in May 2012, CamelBak Products, LLC ("CamelBak") in August 2015, American Furniture Manufacturing, Inc. ("American Furniture") in October 2015, Tridien Medical Inc. ("Tridien") in September 2016, Fresh Hemp Foods Ltd. ("Manitoba Harvest") in February 2019 and Clean Earth Holdings Inc. ("Clean Earth") in June 2019. In addition, we sold our Fox Factory Holding Corp. ("FOX") subsidiary through an initial public offering and secondary issuances from August 2013 through March 2017.

Investment in FOX

We made loans to and purchased a controlling interest in FOX on January 4, 2008, for approximately \$80.4 million. In August 2013, FOX completed an initial public offering of its common stock. As a result of the initial public offering, our ownership interest in FOX was reduced to approximately 53.9%. No gain was reflected as a result of the sale of our FOX shares in the initial public offering because our majority classification of FOX did not change. FOX used a portion of their net proceeds received from the sale of their shares as well as proceeds from a new external FOX credit facility to repay \$61.5 million in outstanding indebtedness to us under their existing credit facility with us. In July 2014, through a secondary offering, our ownership in FOX was lowered from approximately 53% to approximately 41%, and as a result we deconsolidated FOX as of July 10, 2014. In March and August 2016, through two more secondary offerings and a share repurchase by FOX, our ownership in the outstanding common stock of FOX was further lowered to approximately 23% as of September 30, 2016. In November 2016, through another secondary offering, our ownership in the outstanding common stock of FOX was further lowered to approximately 14%. On March 13, 2017, FOX closed on a secondary public offering of 5,108,718 shares of FOX common stock held by CODI, which represented CODI's remaining investment in FOX. CODI received \$136.1 million in net proceeds as a result of the sale. We recognized total net proceeds from the sales of our FOX shares of approximately \$465.1 million, and a total gain of \$428.7 million.

Strategic Advantages

Based on the experience of our management team and its ability to identify and negotiate acquisitions, we believe we are well-positioned to acquire additional businesses. Our management team has strong relationships with business brokers, investment and commercial bankers, accountants, attorneys and other potential sources of acquisition opportunities. In addition, our management team also has a successful track record of acquiring and managing small to middle market businesses in various industries. In negotiating these acquisitions, we believe our management team has been able to successfully navigate complex situations surrounding acquisitions, including corporate spin-offs, transitions of family-owned businesses, management buy-outs and reorganizations.

Our management team has a large network that we estimate to be approximately 2,000 deal intermediaries who we expect to expose us to potential acquisitions. Through this network, as well as our management team's proprietary transaction sourcing efforts, we have a substantial pipeline of potential acquisition targets. Our management team also has a well-established network of contacts, including professional managers, attorneys, accountants and other third-party consultants and advisors, who may be available to assist us in the performance of due diligence and the negotiation of acquisitions, as well as the management and operation of our acquired businesses.

Finally, because we intend to fund acquisitions through the utilization of our 2018 Revolving Credit Facility, we expect to minimize the delays and closing conditions typically associated with transaction specific financing, as is typically the case in such acquisitions. We believe this advantage can be a powerful one, especially in a tight credit environment, and is highly unusual in the marketplace for acquisitions in which we operate.

Valuation and Due Diligence

When evaluating businesses or assets for acquisition, our management team performs a rigorous due diligence and financial evaluation process. In doing so, we evaluate the operations of the target business as well as the outlook for the industry in which the target business operates. While valuation of a business is, by definition, a subjective process, we define valuations under a variety of analyses, including:

- discounted cash flow analyses;
- evaluation of trading values of comparable companies;
- expected value matrices; and
- examination of comparable recent transactions.

One outcome of this process is a projection of the expected cash flows from the target business. A further outcome is an understanding of the types and levels of risk associated with those projections. While future performance and projections are always uncertain, we believe that with detailed due diligence, future cash flows will be better estimated and the prospects for operating the business in the future better evaluated. To assist us in identifying material risks and validating key assumptions in our financial and operational analysis, in addition to our own analysis, we engage third-party experts to review key risk areas, including legal, tax, regulatory, accounting, insurance and environmental. We also engage technical, operational or industry consultants, as necessary.

A further critical component of the evaluation of potential target businesses is the assessment of the capability of the existing management team, including recent performance, expertise, experience, culture and incentives to perform. Where necessary, and consistent with our management strategy, we actively seek to augment, supplement or replace existing members of management who we believe are not likely to execute our business plan for the target business. Similarly, we analyze and evaluate the financial and operational information systems of target businesses and, where necessary, we enhance and improve those existing systems that are deemed to be inadequate or insufficient to support our business plan for the target business.

Financing

We incur third party debt financing almost entirely at the Company level, which we use, in combination with our equity capital, to provide debt financing to each of our businesses and to acquire additional businesses. We believe this financing structure is beneficial to the financial and operational activities of each of our businesses by aligning our interests as both equity holders of, and lenders to, our businesses, in a manner that we believe is more efficient than each of our businesses borrowing from third-party lenders.

Debt Financing

Credit Facility

In April 2018, we entered into the 2018 Credit Facility to amend and restate the 2014 Credit Facility, originally dated as of June 6, 2014. The 2018 Credit Facility provides for (i) revolving loans, swing line loans and letters of credit up to a maximum aggregate amount of \$600 million, and (ii) a \$500 million term loan. All amounts outstanding under the 2018 Revolving Credit Facility will become due on April 18, 2023, which is the maturity date of loans advanced under the 2018 Revolving Credit Facility and the termination date of the revolving loan commitment. The 2018 Credit Facility also permits us, prior to the applicable maturity date, to increase the revolving loan commitment and/or obtain additional term loans in an aggregate amount of up to \$250 million subject to certain restrictions and conditions.

During the year ended December 31, 2019, we repaid \$193.8 million of the 2018 Term Loan in July 2019, and the remaining \$298.8 million due under the 2018 Term Loan in November 2019.

The 2018 Credit Facility provides for letters of credit under the 2018 Revolving Credit Facility in an aggregate face amount not to exceed \$100 million outstanding at any time, as well as swing line loans of up to \$25 million outstanding at one time. At no time may the (i) aggregate principal amount of all amounts outstanding under the Revolving Credit Facility, plus (ii) the aggregate amount of all outstanding letters of credit and swing line loans, exceed the borrowing availability under the 2018 Credit Facility. At December 31, 2019, we had outstanding letters of credit totaling approximately \$3.6 million. The borrowing availability under the 2018 Revolving Credit Facility at December 31, 2019 was approximately \$596.4 million.

The 2018 Credit Facility is secured by all of the assets of the Company, including all of its equity interests in, and loans to, its consolidated subsidiaries. (See "Note I - Debt" to the consolidated financial statements for more detail regarding our 2018 Credit Facility).

Senior Notes

On April 18, 2018, we consummated the issuance and sale of \$400 million aggregate principal amount of our Senior Notes offered pursuant to a private offering to qualified institutional buyers in accordance with Rule 144A under the Securities Act, and to non-U.S. persons under Regulation S under the Securities Act. We used the net proceeds from the sale of the Notes to repay debt under our existing credit facilities in connection with a concurrent refinancing transaction described above. The Notes were issued pursuant to an indenture, dated as of April 18, 2018 (the "Indenture"), between the Company and U.S. Bank National Association, as trustee. The Notes bear interest at the rate of 8.000% per annum and will mature on May 1, 2026. Interest on the Notes is payable in cash on May 1st and November 1st of each year, beginning on November 1, 2018. The Notes are general senior unsecured obligations of the Company and are not guaranteed by our subsidiaries.

Equity Financing

Trust Common Shares

The Trust is authorized to issue 500,000,000 Trust common shares and the Company is authorized to issue a corresponding number of LLC interests. The Company will, at all times have an equal amount of LLC interests outstanding as Trust shares. At December 31, 2019, there were 59.9 million Trust common shares outstanding.

Trust Preferred Shares

The Trust is authorized to issue up to 50,000,000 million Trust preferred shares and the Company is authorized to issue a corresponding number of Trust Interests. We issued 4,000,000 7.250% Series A Preferred Shares in 2017, 4,000,000 7.875% Series B Preferred Shares in 2018 and 4,600,000 7.875% Series C Preferred Shares in 2019.

We intend to finance future acquisitions through our 2018 Revolving Credit Facility, cash on hand and, if necessary, additional equity and debt financings. We believe, and it has been our experience, that having the ability to finance our acquisitions with the capital resources raised by us, rather than negotiating separate third party financing specifically related to the acquisition of individual businesses, provides us with an advantage in acquiring attractive businesses by minimizing delay and closing conditions that are often related to acquisition-specific financings. In this respect, we believe that in the future, we may need to pursue additional debt or equity financings, or offer equity in Holdings or target businesses to the sellers of such target businesses, in order to fund multiple future acquisitions.

Our Businesses

We categorize the businesses we own into two separate groups of businesses (i) branded consumer businesses, and (ii) niche industrial businesses. Branded consumer businesses are characterized as those businesses that we believe capitalize on a valuable brand name in their respective market sector. We believe that our branded consumer businesses are leaders in their particular product category. Niche industrial businesses are characterized as those businesses that focus on manufacturing and selling particular products and industrial services within a specific market sector. We believe that our niche industrial businesses are leaders in their specific market sector.

The following table represents the percentage of net revenue and operating income each of our businesses contributed to our consolidated results since the date of acquisition for the years ended December 31, 2019, 2018 and 2017, and the total assets of each of our businesses as a percentage of the consolidated total as of December 31, 2019 and 2018.

	Net Revenue			Operating Income ⁽¹⁾			Total Assets	
	Year ended December 31,			Year ended December 31,			Year ended December 31,	
	2019	2018	2017	2019	2018	2017	2019	2018
Branded Consumer:								
5.11	26.8%	25.6%	30.9%	20.9 %	3.6%	(10.9)%	26.6%	25.7%
Ergobaby	6.2%	6.7%	10.3%	9.7 %	10.5%	37.6 %	8.5%	9.4%
Liberty Safe	6.6%	6.1%	9.2%	7.9 %	5.4%	14.5 %	4.5%	3.9%
Velocity Outdoor	10.2%	9.7%	7.8%	(25.3)%	4.4%	2.0 %	12.7%	15.9%
	49.8%	48.1%	58.2%	13.2 %	23.9%	43.2 %	52.3%	54.9%
Niche Industrial:								
Advanced Circuits	6.3%	6.8%	8.8%	23.9 %	24.0%	36.1 %	4.8%	4.4%
Arnold Magnetics	8.3%	8.7%	10.5%	7.8 %	6.8%	(8.7)%	6.2%	6.0%
Foam Fabricators	8.4%	8.4%	n/a	13.3 %	10.0%	n/a	13.4%	13.8%
Sterno	27.3%	28.1%	22.5%	41.7 %	35.3%	29.4 %	19.8%	20.5%
	50.2%	51.9%	41.8%	86.8 %	76.1%	56.8 %	44.3%	44.6%
Corporate	—	—	—	—	—	—	3.4%	0.5%
	100.0%	100.0%	100.0%	100.0 %	100.0%	100.0 %	100.0%	100.0%

⁽¹⁾ Operating income (loss) reflected is as a percentage of the total contributed by the businesses and does not include expenses incurred at the corporate level.

Branded Consumer Businesses

5.11

Overview

5.11 is a leading provider of purpose-built technical apparel and gear for law enforcement, firefighters, EMS, and military special operations as well as outdoor and adventure enthusiasts. 5.11 is a brand known for innovation and authenticity, and works directly with end users to create purpose-built apparel and gear designed to enhance the safety, accuracy, speed and performance of tactical professionals and enthusiasts worldwide. Headquartered in Irvine, California, 5.11 operates sales offices and distribution centers globally. 5.11 products are widely distributed in uniform stores, military exchanges, outdoor retail stores, its own retail stores and through e-commerce channels, including 511tactical.com.

History of 5.11

5.11 was formed in 2003 after spinning out of outdoor apparel company, Royal Robbins[®]. The roots of 5.11, however, trace back to 1975, when American rock climber Royal Robbins designed the 5.11[®] Pant; named after the difficulty level in the Yosemite Decimal System rating scale for rock climbing. With difficulty levels ranging at the time from 5.0

(easy) to 5.10 (difficult), 5.11 was then described: “After thorough inspection, you conclude this move is impossible; however, occasionally someone actually accomplishes it.”

A product designed for people who were pushing the limits of what was possible, the 5.11[®] Pant was a success among climbers and outdoor enthusiasts. In 1992, the FBI Academy, in Quantico, Virginia adopted the original 5.11[®] Pant as its primary training pant, forging a decades-long relationship that supports 5.11’s commitment to the public safety and the first responder communities.

In 2011, 5.11’s corporate headquarters was relocated from Modesto, California to Irvine, California. In 2012, 5.11 acquired Beyond Clothing LLC, a technical survival systems outerwear company located in Seattle, Washington. We acquired a majority interest in 5.11 on August 31, 2016.

Industry

5.11 participates in the global professional and consumer soft goods market for tactical gear and apparel; the addressable global soft goods market is estimated by management to be approximately \$79 billion.

The domestic professional public safety market for tactical soft goods is estimated by management to be a \$1.7 billion market consisting of sales to active-duty military, law enforcement, private security, fire, corrections officers and EMS. The addressable domestic work wear and consumer wear markets are estimated by management to be \$4.3 billion and \$13.2 billion, respectively.

The international professional public safety market for tactical soft goods is estimated by management to be a \$11.7 billion market. The addressable international work wear and consumer wear markets are estimated by management to be \$11.4 billion and \$36.3 billion, respectively.

Products and Services

5.11 offers a portfolio of unique head-to-toe technical gear with patented functional features for both professional and consumer use. No individual product style accounts for more than 8% of total sales, and most product styles tend to have multi-year lifecycles. 5.11 focuses its product offering through six major categories: technical apparel, bags and packs, footwear, special make ups/uniforms, accessories, and Beyond Clothing Systems (“Beyond”).

Technical apparel represents 5.11’s largest product category. Within this category, 5.11 offers a broad assortment of men’s and women’s pants, shorts, shirts, outerwear and base layers. Apparel is offered in a variety of styles and fits intended to enhance comfort and mobility. 5.11 has historically designed and developed innovative “families” of products around proprietary fabrics that the company has created to meet the needs of its unique target market. These product “families” typically start with a pant and then expand into other products. Today, 5.11 offers five distinct pant lines, which anchor five different apparel families: the Defender Flex Pant, the Apex™ Pant, the 5.11 Stryke™ Pant, the Taclite[®] Pro Pant, and the 5.11[®] Tactical Pant.

5.11 bags and packs provide reliable, multifunctional storage options designed to excel in a wide range of operational and recreational settings. This category includes backpacks, cases, load-bearing equipment, range bags and duffels. In addition to bags/packs and apparel, 5.11 sells footwear, including boots, low-profile tactical shoes, socks and accessories, as well as special make ups or customized uniforms for public safety agencies. 5.11 also offers a wide selection of accessories including belts, hats, flashlights, gloves, knives, eyewear, watches, patches, slings and holsters.

Beyond, a wholly-owned subsidiary of 5.11, offers technical survival outerwear systems engineered specifically for missions in extreme conditions. Products are marketed under the Beyond brand name and include base layers and briefs, pullovers, softshell jackets, wind pants, rain pants and jackets made of advanced fabrics. Virtually all Beyond products are manufactured in the United States to comply with the Berry Amendment.

5.11’s core product offerings and suggested average retail prices are listed below:

- Pants and Shorts (Men’s and Women’s) - \$39.99 to \$269.99
- Woven Tops (Men’s and Women’s) - \$39.99 to \$229.99
- Outerwear (Men’s and Women’s) - \$34.99 to \$449.99
- Footwear (Men’s and Women’s) - \$79.99 to \$209.99
- Bags and Packs - \$59.99 to \$289.99
- Accessories - \$19.99 to \$79.99

Competitive Strengths

Leading Brand Recognition and Market Share - 5.11 is a leader in the technical apparel market. 5.11 enjoys strong brand awareness and affinity in the public safety market given its long history of creating high performance and innovative products for public safety operators. 5.11's heritage of developing purpose-built clothing and gear for law enforcement, firefighters, EMS, and military special operations has imbued the 5.11 brand with unrivaled authenticity in the technical apparel and gear markets.

Diverse Customer Base - 5.11 has direct relationships with over 14,500 governmental departments and agencies, and utilizes an established network of over 2,000 dealers in over 100 countries. 5.11 wins a significant amount of business in the public safety channel through the achievement of "specified" product in thousands of individual contracts with governmental departments and agencies, providing for a broad base of long-term relationships.

Product Breadth and "At-Once" Availability - Requirements of outfitting entire agencies or departments necessitates carrying numerous, often infrequently used, sizes and colors of a given product. These requirements, coupled with "at-once" product fulfillment demands, make 5.11 the go-to provider of technical gear and apparel. 5.11's significant investment in inventory provides a competitive advantage versus its smaller less well capitalized competitors that carry low levels of inventory.

Business Strategies

Further Expand into Consumer Market - 5.11 is well-positioned to continue investing in retail locations throughout the United States. 5.11 currently has sixty-one company-owned retail locations, and management believes that there are significant opportunities to increase this footprint as well as drive omni-channel sales through 511tactical.com and online sales. 5.11 also sells to many outdoor specialty retailers and management believes there are opportunities to expand sales through increased penetration and improved merchandising.

Continue Penetration of Domestic Professional Channel - 5.11 continues to benefit from the domestic professional public safety market, which provides a stable base of recurring growth. Going forward, 5.11 will continue to grow within the domestic professional public safety channel through (i) continued conversion of institutional contract opportunity pipeline; and (ii) market share gains from continued product innovation and improved merchandising.

International Market Expansion - The international market remains an under-penetrated opportunity for 5.11. 5.11 will continue international sales development through building country-specific sales and operations infrastructure, executing on both near and medium term large foreign government contract opportunities, and expanding consumer awareness of the 5.11 brand.

Customers and Distribution Channels

5.11 services a wide range of customers including first responders, the military, and outdoors enthusiasts in over 90 countries. The primary distribution channels can be segmented into two categories: professional and consumer. 5.11's working capital needs do not differ substantially from those of its competitors in the industry and generally reflect the need to carry significant amounts of inventory to meet the requirements of its customers.

The domestic professional channel is characterized by thousands of unique "specified" product contracts with individual public safety departments, serviced through a network of more than one-thousand local third party dealers. Public safety departments include federal, state, county, city and local law enforcement, firefighters, and EMS. Similar to the domestic professional channel, the international professional channel also consists of many unique "specified" product contracts with individual foreign governmental departments, serviced either directly by 5.11 or through a network of international dealers. Large contracts with government agencies are referred to as Direct-to-Agency ("DTA"); a typical DTA sales process is driven primarily by lengthy governmental approval processes and can take upwards of 18 to 36 months.

Within the consumer segment, the consumer wholesale channel is comprised of (i) outdoor specialty retailers, (ii) military exchanges, and (iii) online. The consumer direct channel is comprised of (i) e-commerce sales directly through the 5.11 website, www.511tactical.com, and (ii) company-owned retail stores. At the end of 2019, 5.11 operated sixty-one company-owned retail locations in twenty-five states.

Professional channel sales accounted for approximately 57% of total sales in the year ended December 31, 2019 and 64% of total sales in the year ended December 31, 2018; approximately 1% of total sales in both years were in the form of DTA sales. The consumer channel accounted for approximately 41% of total sales in 2019 and 35% of total sales in 2018.

5.11's top 10 customers comprised approximately 19%, 21% and 26% of total sales in the years ended December 31, 2019, 2018 and 2017, respectively.

Sales and Marketing

5.11's sales organization consists of a mix of direct employees, independent contractors and sales agencies. The domestic salesforce develops direct relationships with thousands of individual public safety departments around the U.S. and participates in thousands of requests for proposal (RFP) processes annually. The salesforce works directly with over 1,000 local dealers to service local public safety departments once a 5.11 product receives "spec" as part of the RFP process.

The international salesforce covers three primary regions: Asia Pacific, Europe, the Middle East and Africa ("EMEA"), and Latin America. While the company does fulfill some orders directly to international customers through its 5.11 website, most sales are serviced through third party distributors and dealers in foreign jurisdictions.

5.11 has implemented a multi-pronged marketing plan including investments in (i) professional and consumer product catalogues; (ii) print media; (iii) tradeshow; (iv) shop-in-shop retail concepts; and (v) digital and social media content.

5.11 had open orders and backlog of \$21.3 million and \$17.3 million at December 31, 2019 and 2018, respectively.

Suppliers

5.11 operates an efficient, low-cost supply chain, sourcing most its products through contract manufacturers in the Asia Pacific region. Production from Vietnam accounted for approximately 45% of 5.11's purchases for the year ended December 31, 2019 and represented 5.11's largest sourcing region. No single core product is 100% sourced by any one vendor. Management believes that 5.11's principal manufacturers have the additional capacity to accommodate future growth.

Beyond products are sourced primarily through domestic subcontract facilities in the United States.

To ensure vendor reliability and quality, 5.11 established a sourcing office in Hong Kong. The office employs approximately 47 individuals whose primary functions include vendor management, commercialization, product development, production planning, vendor compliance, quality assurance and compliance.

Intellectual Property

5.11 relies on brand name recognition and a combination of trademarks and patents in order to differentiate itself from the competition. 5.11 currently has 25 utility patents and 14 design patents issued, in addition to 12 utility and 7 design patents pending registration. 5.11 currently owns 359 registered trademarks including 3 trade dress registrations. The company has in-house general counsel that manages the registration and defense of 5.11 intellectual property.

Regulatory Environment

Management is not aware of any existing, pending, or contingent liabilities that could have a material adverse effect on 5.11's business. 5.11 is proactive regarding regulatory issues and is in compliance with all relevant regulations. Management is not aware of any potential environmental issues.

Employees

As of December 31, 2019, 5.11 employed a total of 640 non-unionized, full-time employees, 46 independent contractors, and 105 temporary workers. None of 5.11's employees are subject to collective bargaining agreements. Management believes that 5.11 has an excellent relationship with its employees.

Ergobaby

Overview

Ergobaby is dedicated to building a global community of confident parents with smart, ergonomic solutions that enable and encourage bonding between parents and babies. Ergobaby offers a broad range of award-winning baby carriers, blankets and swaddlers, nursing pillows, strollers, and related products that fit into families' daily lives seamlessly, comfortably and safely. Ergobaby is headquartered in Los Angeles, California.

History of Ergobaby

Ergobaby was founded in 2003 by Karin Frost, who designed her first baby carrier following the birth of her son. The baby carrier product line has since expanded into 3-position and 4-position carriers, with multiple style variations. In its second year of operations, Ergobaby sold 10,500 baby carriers and today sells over 1 million a year. In order to support the rapid growth, in 2007, Ergobaby made a strategic decision to establish an operating subsidiary ("EBEU") in Hamburg, Germany. We purchased a majority interest in Ergobaby on September 16, 2010.

On May 12, 2016, Ergobaby acquired membership interests of New Baby Tula LLC ("Baby Tula") for approximately \$73.8 million. Baby Tula designs, markets and distributes premium baby carriers and accessories and focuses its efforts on both the ergonomics and fashion of its products.

In 2014, Ergobaby launched the Ergobaby Four-Position 360 Baby Carrier which expanded on Ergobaby's leadership in the baby carrier category by offering an ergonomic, outward forward facing position for the baby and comfort for the parent. The Ergobaby 360 Carrier won the 2014 JPMA Innovation award in the baby carrier category. In 2016, Ergobaby launched the 3-Position Adapt Baby Carrier that is geared for newborns to toddlers (7lbs-45lbs) and offers some unique parent comfort features including lumbar support and crossable shoulder straps, as well as the benefit of being an all-in-one carrier with no need for an infant insert accessory (for babies 7-12lbs.). In 2017, Ergobaby launched the All Position, All-in-One Omni 360 Baby Carrier that is geared for newborns to toddlers (7lbs-45lbs) and includes all of Ergobaby's parent & baby comfort features from the 360 and Adapt Baby Carriers, as well as the same consumer benefit of no infant insert accessory needed.

In 2018, Ergobaby entered into the stroller category with 2 new models. The first product launched was a full-size option called the 180 Reversible Stroller. This was followed later in the year by a premium compact option, the Metro Compact City Stroller. In 2019, Ergobaby launched the Embrace Baby Carrier which is geared for newborns (7lbs-25lbs) and merges the coziness of a soft wrap carrier with the simplicity and comfort of a structured carrier.

Industry

Ergobaby competes in the large and expanding infant and juvenile products industry. The industry exhibits little seasonality and is somewhat insulated from overall economic trends, as parents view spending on children as largely non-discretionary in nature. Consequently, parents spend consistently on their children, particularly on durable items, such as car seats, strollers, baby carriers, and related items that are viewed as necessities. Further, an emotional component is often a factor in parents' purchasing decisions, as parents' desire to purchase the best and safest products for their children. As a result, according to the USDA's most recent report on Expenditures on Children by Families 2013 (August 2014), parents on average, spend between \$9,130 and \$25,700 on their child on an annual basis for related housing, food, transportation, clothes, healthcare, daycare and other items, depending on age of the child and annual income. The amount spent by parents in the highest income group (before tax income greater than \$106,540) was more than twice the amounts spent by parents in the lowest income group (before tax income of less than \$61,530). On average, households spent between 14 - 25% of their before-tax income on a child. Similar patterns are seen in other countries around the world.

Demand drivers fueling the growing spending on infant and juvenile products include favorable demographic trends, such as (i) an increasing number of births worldwide; (ii) a high percentage of first time births; (iii) an increasing age of first time mothers and a large percentage of working mothers with increased disposable income; and (iv) an increasing percentage of single child households and two-family households.

In purchases of baby durables, parents often seek well-known and trusted brands that offer a sense of comfort regarding a product's reliability and safety. As a result, brand name, comfort and safety certifications can serve as a barrier to entry for competition in the market, as well as allow well-known brands such as Ergobaby and Baby Tula to compete in a growing premium segment.

Products and Services

Baby Carriers

Ergobaby has two main baby carrier product lines: baby carriers and related carrier accessories, sold under both the Ergobaby and Tula brands. Ergobaby's baby carrier designs supports a natural, ergonomic ("M" shaped) sitting position for babies, eliminating compression of the spine and hips that can be caused by unsupported suspension. The baby carrier also distributes the baby's weight evenly between parents' hips and shoulders, and alleviates physical stress for the parent. Both Ergobaby's 3-Position and 4-Position baby carriers have been recognized by the International

Hip Dysplasia Institute as being “hip healthy”. Additional accessories are provided to complement the baby carriers including the popular Infant Insert.

Within the Ergobaby Baby Carrier product line, Ergo sells 3-Position and 4-Position baby carriers in a variety of style and color variations and Baby Tula sells 3-Position and 4-Position fashion-oriented baby carriers. Baby Carrier sales were approximately \$85.0 million, \$85.7 million and \$96.0 million in the years ended December 31, 2019, 2018, and 2017, respectively, and represented approximately 88%, 89% and 88%, of total sales in 2019, 2018, and 2017, respectively.

Within the baby carrier accessories category, the Infant Insert is the largest sales component of the accessory category. Accessory sales were \$5.9 million, \$6.7 million, and \$8.6 million, in 2019, 2018, and 2017, respectively, and represented approximately 6.1% in 2019, 7.0% in 2018 and 8.4% in 2017, of total sales.

Ergobaby’s core Baby Carrier product offerings with average retail prices are summarized below:

Ergo

- 6 styles of baby carriers - \$80 - \$180
- 2 styles of Infant Inserts - \$35 - \$38

Tula

- 6 styles of baby carriers - \$139 - \$900
- 1 style of Infant Inserts - \$40

Competitive Strengths

Ergobaby innovation - Ergobaby Carriers are known for their unsurpassed comfort. Ergobaby’s superior design results in improved comfort for both parent and baby. Parents are comfortable because baby’s weight is evenly distributed between the hips and shoulders while baby sits ergonomically in a natural (“M” shaped) sitting position. The concept of baby carrying has increased in popularity in the U.S. as parents recognize the emotional and functional benefits of carrying their baby. Consumers continually cite the comfort, design, and convenient “hands free” mobility the Ergobaby carrier offers as key purchasing criteria. Ergobaby is also recognized as an industry leader in innovation. With the launch of the Ergo 4-Position 360 Carrier in 2014, the launch of the 3-Position ADAPT carrier in 2016, the launch of the All Position Omni 360 carrier in 2017, and the launch of the Embrace carrier in 2019, Ergobaby continues to innovate in the baby carrier segment on a regular basis.

Baby Tula Community - Tula enjoys an active and enthusiastic community who are vocal advocates for the brand. The Tula community acts as both an avid source of feedback on new product launches, which influence future product and patterns, as well as brand influencers to the broader new parenting community.

Business Strategies

Increase Penetration of Current U.S. Distribution Channels - Ergobaby continues to benefit from steady expansion of the market for wearable baby carriers and related accessories in the U.S. and internationally. Going forward, Ergobaby will continue to leverage and expand the awareness of its outstanding brands (both Ergobaby and Baby Tula) in order to capture additional market share in the U.S., as parents increasingly recognize the enhanced mobility, convenience, and the ability to remain close to the child that all Ergobaby carriers enable. Ergobaby currently markets its products to consumers in the U.S. through brick-and-mortar retailers, national chain stores, online retailers, and directly through Ergobaby.com and Babytula.com websites.

International Market Expansion - Testimony to the global strength of its lifestyle brand, Ergobaby has historically derived approximately 60% of its sales from international markets. Like it has in the U.S., Ergobaby can continue to leverage the Ergo and Tula brand equity in the international markets it currently serves to aggressively drive future growth, as well as expand its international presence into new regions. The market for Ergobaby’s products abroad continues to grow rapidly, in part due to the growth in the number of births worldwide and the fact that in many parts of Europe and Asia, the concept of baby wearing is a culturally entrenched form of infant and child transport.

New Product Development - Management believes Ergobaby has an opportunity to leverage its unique, authentic lifestyle brands and expand its product line. Since its founding in 2003, Ergobaby has successfully introduced new carrier products to maintain innovation, uniqueness, and freshness within its baby carrier and travel system product lines and has become the baby carrier industry leader with the Omni 360 baby carrier. In addition to expanding into

new product carriers like swaddling and nursing pillows, in 2018, Ergobaby entered the stroller category by introducing a new premium compact stroller (Metro Compact City Stroller) and a full-size stroller (180 Reversible Stroller).

Customers and Distribution Channels

Ergobaby primarily sells its products through brick-and-mortar retailers, national chain stores, online retailers and distributors. In Europe, Ergobaby products are sold through its German based subsidiary, which services brick-and-mortar retailers and online retailers in Germany and France; its United Kingdom based subsidiary; and its Tula subsidiary in Poland; as well as a network of distributors located in Finland, Russia, Belgium, the Netherlands, Sweden, Norway, Spain, Denmark, Italy, Turkey and the Ukraine. Customers in Canada are predominately serviced by Ergobaby's Canadian subsidiary. Sales to customers outside of the U.S., Canadian and European markets are predominantly serviced through distributors granted rights, though not necessarily exclusive, to sell within a specific geographic region.

Sales and Marketing

Within the U.S., Ergobaby directly employs sales professionals and utilizes independent sales representatives assigned to differing U.S. territories managed by in-house sales professionals. Independent salespeople in the U.S. are paid on a commission basis based on customer type and sales territory. In Europe, Ergobaby directly employs its salespeople and salespeople are paid a base salary and a commission on their sales, which is standard in that territory.

Ergobaby has implemented a multi-faceted marketing plan which includes (i) online marketing efforts, including online advertisement, search engine optimization and social networking efforts; (ii) increasing tradeshow attendance at consumer and medical professional shows; and (iii) increasing promotional activities.

Ergobaby had approximately \$10.2 million and \$11.9 million in firm backlog orders at December 31, 2019 and 2018, respectively.

Competition

The infant and juvenile products market is fragmented, with a few larger manufacturers and marketers with portfolios of brands and a multitude of smaller, private companies with relatively targeted product offerings.

Within the infant and juvenile products market, Ergobaby's baby carriers primarily compete with companies that market wearable baby carriers. Within the wearable baby carrier market, several distinct segments exist, including (i) slings and wraps; (ii) soft-structured baby carriers; and (iii) hard frame baby carriers.

The primary global competitors in this segment are BabyBjorn, Chicco, Britax and Manduca, which also market products in the premium price range. Especially in the U.S., Ergobaby brands also compete with several smaller companies that have developed wearable carriers, such as Infantino, Boba, and Lillebaby. Within the soft-structured baby carrier segment, Ergobaby benefits from strong distribution, good word of mouth, and the functionality of the design.

Suppliers

During 2019, Ergobaby sourced its Ergo carrier and carrier accessory products from Vietnam and India, and manufactured its stroller systems and accessory products in China. Baby Tula products predominantly were produced from factories in India and Poland and were also produced in its own facility located in Poland. In 2009, Ergobaby partnered with a manufacturer located in India, and in 2012, Ergobaby began sourcing carriers and accessories from a manufacturing facility in Vietnam. More than 50% of Ergobaby's carriers and accessories came from Vietnam in 2019. Baby Tula sourced its carrier, accessories and blanket products from Poland, Vietnam and India, with purchases from these locations accounted for approximately 9% of total Ergobaby purchases. Management believes its manufacturing partners have the additional capacity to accommodate Ergobaby's projected growth.

Intellectual Property

Ergobaby maintains and defends a U.S. and international patent portfolio on some of its various products, including its 3-position and 4-position carriers. Currently, it has 40 patents (including allowances) and 15 patents pending in the U.S. and other countries. Ergobaby also depends on brand name recognition and premium product offering to differentiate itself from competition.

Regulatory Environment

Management is not aware of any existing, pending, or contingent liabilities that could have a material adverse effect on Ergobaby's business. Ergobaby is proactive regarding regulatory issues and is in compliance with all relevant regulations. Ergobaby maintains adequate product liability insurance coverage and to date has not incurred any losses. Management is not aware of any potential environmental issues.

Employees

As of December 31, 2019, Ergobaby employed 166 persons in 7 locations. None of Ergobaby's employees are subject to collective bargaining agreements. We believe that Ergobaby's relationship with its employees is good.

Liberty Safe

Overview

Liberty Safe, headquartered in Payson, Utah and founded in 1988, is the premier designer, manufacturer, and marketer of home, gun and office safes in North America. From its over 300,000 square foot manufacturing facility, Liberty Safe produces a wide range of home, office and gun safe models in a broad assortment of sizes, features and styles ranging from an entry level product to good, better and best products. Products are marketed under the Liberty Safe brand, as well as a portfolio of licensed and private label brands, including Cabela's, Case IH, and John Deere. Liberty Safe's products are the market share leader and are sold through an independent dealer network ("Dealer sales") in addition to various sporting goods, farm and fleet, and home improvement retail outlets ("Non-Dealer sales" or "National sales"). Liberty Safe has the largest independent dealer network in the industry, with more than 50% of Liberty's sales in the last two years coming from the dealer network.

History of Liberty Safe

The Liberty Safe brand and its leading market share has been built over a 30-year history of superior product quality, engineering and design innovation, and leading customer service and sales support. Liberty Safe has a long history of continuous improvement and innovative approaches to sales and marketing, product development and manufacturing processes. Significant investments over the last five years have solidified Liberty Safe's reputation for providing substantial value to retailers and enhanced its long-standing position as the leading producer of premium home, office and gun safes.

Liberty Safe commenced operations in 1988 and in 2001 opened its current state-of-the-art facility in Payson, Utah. The new facility allowed Liberty Safe to consolidate all of its manufacturing and distribution operations to a centralized location. As the only facility in the industry utilizing significant automation and a streamlined roll-form manufacturing process, it represented a significant step forward when compared to the production capabilities of its competitors. Incremental investments following the consolidation have solidified Liberty Safe's position as the preeminent low-cost and most efficient domestic manufacturer.

During 2011, Liberty Safe constructed a new production line that allowed Liberty to build entry level safe products in-house. This production line produces home and gun safe models that were previously completely sourced through foreign manufacturers. This investment in production capacity makes Liberty Safe one of the largest manufacturers of home, office and gun safes in the world. This added investment in capacity in the U.S. allowed Liberty Safe to provide shorter lead times and more competitive pricing to its North American customer base.

We purchased a majority interest in Liberty Safe on March 31, 2010.

Industry

Liberty Safe competes in the broadly defined North American safe and vault industry which includes fire and document safes, media and data safes, depository safes, gun safes and cabinets, home safes and hotel safes. According to Technavio's 2016 global safes and vaults market report, the global safe market was estimated to be approximately \$2.9 billion in 2015, and is projected to grow at a CAGR of 5.5% through 2020. Gun safes and vaults comprise approximately 16.5% of the global safe market and it is expected that percentage will remain consistent through 2020. Domestically, demand for safes depends on several key factors, including per capita disposable income since safes are largely considered a discretionary purchase in most households. The gun safe segment of the industry typically sees demand that closely correlates to the demand from guns and ammunition manufacturers. When gun sales increase, the potential market for gun safes typically also increases. Increased fears surrounding violence in the

country along with political uncertainty concerning gun ownership laws play a part in changes in gun ownership and subsequently, demand for gun safes. The profitability of individual companies depends on efficient operations and effective marketing, with large companies able to take advantage of economies of scale in production and distribution, while smaller companies compete through specialty products.

The domestic safe industry continues to see increased competition from imports, particularly those sourced from China. Imported safes were expected to comprise approximately one-third of the domestic sales in 2018, with competition from imports highest in the small safe product group, which are targeted at households. Imported safes compete on price, with foreign manufacturers passing along savings from operational efficiencies, lower cost labor and raw materials to the end consumer. The competition from imported safes may make it harder to pass increasing costs, including the cost of steel, to the end consumer.

Products and Services

Liberty Safe offers home, office and gun safes with retail prices ranging from \$400 to \$8,000. Liberty Safe produces 32 home and gun safe models with the most varied assortment of sizes, feature upgrades, accessories and styling options in the industry. Liberty Safe's premium home and gun safe product line covers sizes from 12 cu. ft. to 50 cu. ft. with smaller sizes available for its personal home safe. Liberty Safe markets its products under Company-owned brands and a portfolio of licensed and private label brands, including Cabela's, Case IH, Colt and John Deere. Liberty Safe also sells commercial safes, vault doors, handgun vaults, and a number of accessories and options. The overwhelming majority of revenue is derived from the sales of safes.

Competitive Strengths

#1 Premium Home and Gun Safe Brand with Strong Momentum in the Market - Liberty Safe achieved the status of #1 selling safe company in America in 1994 (per statistics provided by Sargent & Greenleaf, the primary lock supplier to the industry) and maintains this prominent position today. Liberty Safe continues to gain market share from the various smaller participants who lack the distribution and sales and marketing capabilities of Liberty Safe.

State-of-the-Art and Scalable Operations - Liberty's management has constructed a highly scalable operational platform and infrastructure that has positioned Liberty Safe for substantial sales growth and enhanced profitability in the coming years. Liberty Safe transitioned itself from a manufacturing oriented operating culture to a demand-based, sales-oriented organization. Its strategic transition required the implementation of a demand-based sales and operating platform, which included (i) new equipment to drive automation and capacity improvements; (ii) re-engineered product lines and production processes to drive efficiency through greater standardization in production; and (iii) new employee incentives tied to labor efficiency, which has improved worker performance as well as employee attitude. These initiatives are enhanced by an experienced senior executive team, a balanced sourcing and in-house manufacturing production strategy, advanced distribution capabilities and sophisticated IT systems. Liberty has combined its demand-based sales and operating initiatives with upgraded production equipment to drive multiple operational improvements. These initiatives combined with Liberty's cumulative historical investments in operational capabilities have created a lasting competitive advantage over its smaller competitors, who utilize labor-intensive operations and lack the company's lean manufacturing culture. For the past seventeen years, Liberty Safe has leased a manufacturing and distribution facility in Payson, Utah that management believes represents the most scalable domestic facility in the industry. Liberty Safe's multi-faceted production capabilities allow for substantial flexibility and scalable capacity, thus assuring a level of supply chain execution far superior to any of its competitors.

Historically, Liberty Safe maintained an optimal mix of in-house and Asian-sourced manufacturing in order to improve its ability to meet customer inventory needs. Beginning in 2012, Liberty Safe began manufacturing entry level safes that were previously completely sourced from an Asian manufacturer, on its new production line. In 2018, only 4% of safes (excluding handgun safes) sold by Liberty were sourced in Asia.

Reputation for High Quality Products - Liberty Safe offers only the highest quality products on a consistent basis, which over the years has gained it an enviable reputation and a key point of differentiation from its competitors. Liberty Safe distinguishes its products through tested security and fire protection features and industry leading design focused on functionality and aesthetics. The design of its safes meets rigorous internal benchmarks for security and fire protection, with most receiving certification from Underwriters Laboratory, Inc. ("UL"), the leading product safety standard certification, for its security capabilities. Additionally, Liberty Safe's investment in accessories and feature options have made Liberty safes the most visually appealing and functional in the industry, while providing more customized solutions for retailers and consumers.

Trusted Supplier to National Retailer and Dealer Accounts - Liberty Safe's comprehensive, high-quality product offering and sophisticated sales and marketing programs have made it a critical supplier to a diverse group of national accounts and dealers. Initially a key supplier primarily to the dealer channel, it has expanded its business with national accounts, such as Cabela's and John Deere. Liberty Safe provides a superior value proposition as a supplier for its national retailers and dealers via its well-recognized brands, lifetime product warranty, tailored merchandising, category management solutions and superior supply chain execution. Further, Liberty Safe's products generate more profitable floor-space, with both high absolute gross profit and retail margins over 30%. High retail profitability plus increased inventory turns has entrenched Liberty Safe as a key partner in customers' success in the safe category. As a core element of building its relationships, Liberty Safe has invested significantly in making its retailers better salespeople through a proprietary suite of training tools, including in-store training, new product demonstrations, online education programs and sales strategy literature.

Business Strategies

Liberty Safe has experienced strong historical growth while executing on multiple new sales and operational initiatives, positioning it to continue to increase its scale and improve profitability. Liberty's growth strategy is rooted in the sales and marketing and operational initiatives that have spurred its expansion into new accounts and increased penetration of existing accounts. Liberty has significant opportunity in its existing channels to continue to build upon its already strong market share. In addition to growth within its current channels, Liberty's core competencies can be successfully applied to ventures in the broader security equipment market. Liberty has explored certain of these opportunities, but due to the prioritization of operational initiatives and expansion opportunities within existing channels, they have not been aggressively pursued. Potential near-to-medium term areas for expansion of Liberty's platform include:

- Expand Liberty's product line into the broader home and office safe market through current customers or new distribution strategies;
- Further develop international distribution by entering new countries and expanding current limited presence in Canada, Mexico and Europe;
- Enter the residential security market through a strategic partnership with a provider of residential security service solutions to provide a more complete physical and electronic security solution;
- Acquire businesses within the premium home and gun safe industry and/or leverage Liberty's platform into new products or channels; and
- Offer additional accessory products to existing distribution networks.

Research and Development

Liberty Safe is the engineering and design leader in its sector, due to a history of first-to-market features and standard-setting design improvements. Liberty's proactive solicitation of feedback and constant interaction with consumers and retail customers across diverse channels and geographies enables Liberty Safe to stay at the forefront of customer demands. Liberty's approach to product development increases the likelihood of market acceptance by creating products that are more relevant to consumers' demands. Research and development costs were \$0.8 million in 2019, \$0.2 million in 2018, and \$0.5 million in 2017.

In addition to product enhancements, new products, such as the plate-door *National Security Classic*, and a new, 6-SKU line of handgun vaults were launched in 2015 from Liberty's commitment to R&D. In 2016, Liberty introduced a new 3-section "Extreme" interior design, new safe covers, new handgun vault designs, and several new safe sizes. In 2018, Liberty introduced a new flat pin design (patent pending) in all of its large safes. This new design provides a much higher level of security against pry-attacks.

Customers and Distribution Channels

Liberty Safe has fostered long-term relationships with leading national retailers (National or Non-Dealer) as well as numerous Dealers, enabling Liberty Safe to achieve considerable brand awareness and channel exposure. Through significant investment in its national accounts sales and marketing efforts, Liberty Safe has also become a leading supplier to National accounts. Expansion into National accounts is part of Liberty Safe's strategy to reach a broader customer base and more varied demographics. National account customers include sporting goods retailers, farm and fleet retailers, and home improvement retailers. As of December 31, 2019, 2018 and 2017, Liberty Safe had 20, 20 and 16 Non-Dealer account customers, respectively, that are estimated to have accounted for approximately 48%, 40% and 46% of net sales, respectively.

Dealer customers include local hunting and fishing stores, hardware stores and numerous other local, independent store models. As of December 31, 2019, 2018 and 2017, there were 373, 405 and 406 Dealers that accounted for 52%, 60% and 54% of net sales, respectively.

Liberty Safe's two largest customers accounted for approximately 33.0%, 29.5% and 32.6% of net sales in 2019, 2018 and 2017, respectively.

Seasonality

Liberty Safe typically experiences its lowest earnings in the second quarter due to lower demand for safes at the onset of summer.

Sales and Marketing

Liberty Safe possesses robust sales and marketing capabilities in the safe industry. Liberty Safe utilizes separate sales teams for National accounts and Dealers, which enables it to provide more focused and effective strategies to manage and develop relationships within different channels. Liberty Safe has made significant recent investments in the development of a comprehensive sales and marketing program including merchandising, sales training and tools, promotions and supply chain management. Through these various initiatives, Liberty Safe offers highly adaptable programs to suit the varying needs of its retailers. This has enabled Liberty Safe to become a key supplier across diverse channels. Liberty Safe began advertising nationally on the Glenn Beck radio show in the second half of 2010. This advertising was successful for many years. More recently, Liberty has focused more on digital media for the web as online markets have grown in importance.

Liberty Safe's comprehensive service offering makes it uniquely suited to service national retailers in a variety of channels. Liberty Safe has designed a Store-within-a-Store program and a more comprehensive Safe Category Management program to build relationships and increase its importance to retailers. Primarily utilized with sporting goods retailers, the Store-within-a-Store concept successfully integrates the effective sales strategies of its dealers for selling a high-price point, niche product into a larger store format. Centered on communicating the benefits of its products to customers, the program enables retailers to more effectively up-sell customers through a good-better-best merchandising platform, increasing margin and inventory turns for its retailers. Liberty's Safe Category Management program builds on the Store-within-a-Store concept to provide greater sales and marketing control and more complete inventory management solutions. This program facilitates Liberty Safe becoming the sole supplier to retailers, providing large incremental expansion and stronger relationships at accounts. No other market participant has the capabilities to provide a comprehensive suite of customer service solutions to national retailers, such as customized SKU programs, a Store-within-a-Store program and a Safe Category Management program.

Competition

Liberty Safe is the premier brand in the premium home and gun safe industry, with an estimated 34% market share in the category. Liberty is in a class by itself when it comes to manufacturing technology and efficiency and supply chain capabilities. Competitors are generally more heavily focused on either smaller, sourced safes or large, domestically produced safes. Competitive domestic manufacturers run "blacksmith" type factories that are small, inefficient and require a tremendous amount of manual labor that produces inconsistent product. In addition, many of Liberty's competitors are directly tied to a third-party brand, such as Browning or Winchester.

Liberty competes with other safe manufacturers based on price, breadth of product line, technology, product supply chain capabilities and marketing capabilities.

Channel diversity in the premium home and gun safe industry is rare. Most companies have greater concentration in either the dealer channel or national accounts, but rarely having the supply chain capabilities or sales and marketing programs to service both channels effectively such as Liberty Safe does. Major competitors have limited sales and marketing departments and programs, making it difficult for them to expand sales and gain market share.

Suppliers

Liberty's primary raw materials are steel, sheetrock, wood, locks, handles and fabric, for which it receives multiple shipments per week. Materials, on average, account for approximately 55% - 60% of the total cost of a safe, with steel accounting for approximately 42% of material costs. Liberty purchases its materials from a combination of domestic and foreign suppliers. Historically, Liberty Safe has been able to pass on raw material price increases to its customers.

Liberty purchased approximately 25 million pounds of steel in 2019 primarily from domestic suppliers, using contracts that lock in prices two fiscal quarters in advance. Liberty Safe purchases coiled and flat steel in gauges from four to fourteen. Liberty Safe specifies rigorous requirements related to surface and edge finish and grain direction. All steel products are checked to ASTM specification and dimensional tolerances before entering the production process.

Liberty Safe had approximately \$5.7 million and \$6.0 million in firm backlog orders at December 31, 2019 and 2018, respectively.

Intellectual Property

Liberty Safe relies upon a combination of patents and trademarks in order to secure and protect its intellectual property rights. Liberty Safe currently owns 35 trademarks and 6 patents on proprietary technologies for safe products.

Regulatory Environment

Liberty Safe's management believes that Liberty Safe is in compliance with applicable environmental and occupational health and safety laws and regulations. Liberty Safe has recently moved to a powder paint application in order to reduce hazardous VOC emissions.

Employees

As of December 31, 2019, Liberty Safe had 384 full-time employees and 7 temporary employees. Liberty's labor force is non-union. Management believes that Liberty Safe has an excellent relationship with its employees.

Velocity Outdoor

Overview

Velocity Outdoor, headquartered in Bloomfield, New York, is a leading designer, manufacturer, and marketer of airguns, archery products, laser aiming devices and related accessories. We acquired a majority interest in Velocity Outdoor for a net purchase price of \$150.4 million in June 2017. Velocity Outdoor offers its products under the highly recognizable Crosman, Benjamin, LaserMax, Ravin and CenterPoint brands that are available through national retail chains, mass merchants, dealer and distributor networks. Airguns historically represent Velocity Outdoor's largest product category. The airgun product category consists of air rifles, air pistols and a range of accessories including targets, holsters and cases. Velocity Outdoor's other primary product categories are archery, with products including CenterPoint crossbows and the Pioneer Airbow, consumables, which includes steel and plastic BBs, lead pellets and CO2 cartridges, lasers for firearms, and airsoft products. In September 2018, Velocity acquired Ravin Crossbows, a manufacturer and innovator of crossbows and accessories. Ravin primarily focuses on the higher-end segment of the crossbow market and has developed significant intellectual property related to the advancement of crossbow technology.

History of Velocity Outdoor

Velocity was founded in 1923 as Crosman Rifle Company and was one of the first manufacturers of recreational airguns in the United States. Velocity Outdoor acquired Visible Impact Target Company in 1991 and Benjamin Sheridan Corporation in 1992. Benjamin was, and continues to be, a dominant U.S. producer of high-end pneumatic and CO2 powered airguns while Sheridan was one of the world's foremost manufacturers of high quality paintball markers. In 2007, Velocity expanded its offerings outside the traditional airgun category with the debut of its new optics division, CenterPoint Precision Optics. In 2008, Velocity diversified further by adding Crosman Archery to its list of branded products and introduced two new hunting crossbows in addition to youth archery products. In 2016, Velocity debuted its CenterPoint line of crossbows and the Benjamin Pioneer Airbow, the first ever mass-produced air powered archery device and with the 2018 acquisition of Ravin Crossbows, Velocity expanded their archery product line into the higher-end segment of the crossbow market. In 2017, Velocity acquired the commercial product line of LaserMax, a leading designer and manufacturer of gun-mounted laser aiming devices.

Today, Velocity Outdoor is an international designer, manufacturer and marketer of Crosman and Benjamin airguns including related ammunition and accessories, archery products including the Ravin and CenterPoint crossbows, airsoft rifles, pistols, and ammunition, laser aiming devices, and precision optics.

Industry

Velocity Outdoor primarily competes within the airgun and archery sub-segments of the broader outdoor recreational products industry, which together management estimates constitute approximately \$1.0 billion of annual retail revenue. Both categories share certain common characteristics, including consumer demand for innovation, similar sales channels, and unique regulatory frameworks.

The airgun industry is estimated by management to constitute approximately \$275 million to \$325 million of annual retail revenue, excluding consumables and accessories. With a history stretching back over a century, the industry is generally considered to be a mature sector, with stable growth rates in the low single digits. Airgun products are largely sold through mass merchants and national retailers, with each accounting for roughly 40% of purchases. Independent dealers and online platforms account for approximately 9% and 8% of purchases, respectively, while the balance is purchased directly from the manufacturer. Airguns are less seasonal than archery because there is no defined hunting season, although sales spike somewhat around holidays.

The archery equipment market is estimated by management to constitute between \$750 million and \$850 million of annual retail sales, of which \$400-\$450 million is attributable to bows and \$350-\$400 million is attributable to related archery accessories. Vertical and compound bows are the most prolific type of bow, comprising about half of the category sales, while crossbows make up approximately 35% and youth bows account for the remaining 15%. Outdoor retailers comprise the largest sales channel, accounting for approximately 45% of consumer purchases, while independent archery stores and big box retailers constitute 25% and 13% of total purchases, respectively. E-commerce has grown to hold a 15% share, primarily at the expense of independent archery retailers and big box stores while 2% are direct from the manufacturer.

Products and Services

Velocity designs, manufactures and markets five categories of products: (i) airguns, (ii) archery products, (iii) consumables, or pellets, BBs and CO2 cartridges, (iv) optics, and (v) airsoft. Velocity's product strategy encompasses producing high quality, feature-rich products recognized by consumers for their craftsmanship and value, and building on a rich history to introduce innovative new products.

Airguns

Airguns has historically represented Velocity's largest product category. The airgun product line consists of air rifles, air pistols and a range of accessories including targets, holsters and cases. Velocity's airguns are designed to be multi-purpose, multi-occasion products, for use in recreational plinking and target shooting, pest control, and hunting. Velocity offers a "good, better, best" array of airguns under the *Crosman* and *Benjamin* brands. The *Crosman* brand is known for high value at an accessible price, where the *Benjamin* brand is typically associated with premium products falling within the mid- to high-price point. Additionally, Velocity rounds out its offering with mid-level products produced under an exclusive licensing agreement with Remington for its *Remington*, *Marlin*, *DPMS*, and *Bushmaster* brands.

Archery Products

Velocity re-entered the archery market in 2016 with a product line anchored by the CenterPoint crossbow and the first-of-its-kind Pioneer Airbow. CenterPoint has grown rapidly since it was launched to become the second largest player in the crossbow category. The CenterPoint Sniper 370 is the top-selling SKU in the crossbow market, with more than twice the volume of its nearest competitor. CenterPoint acquired market share by offering features like an aluminum frame, higher shooting velocity, integrated string stops, a 4x32mm scope and shoulder sling at very competitive retail prices.

Concurrent with the launch of the CenterPoint line of crossbows, Velocity also introduced the Pioneer Airbow. The Pioneer Airbow created a new sportsman category as the first ever mass-produced air-powered archery device, effectively bridging the gap between airguns and archery. Velocity acquired Ravin Crossbows in 2018, further expanding its product line in the archery market. Ravin Crossbows is a leading designer, manufacturer and innovator of crossbows and accessories. Ravin primarily focuses on the higher-end segment of the crossbow market and has developed significant intellectual property related to the advancement of crossbow technology.

Consumables

Velocity's consumables segment consists of steel and plastic BBs, various styles of lead pellets, and single-use CO2 cartridges used to power airguns. BBs are typically used for plinking, training, or target shooting at a more affordable cost, while different pellet styles are designed either for accuracy, maximum penetration, or a combination of the two. Velocity is the world's largest provider and only domestic manufacturer of CO2 cartridges, having first introduced the

use of CO2 as an airgun propellant in 1961. Consumables are produced under the *Crosman*, *Benjamin*, and *Copperhead* brand names.

Optics

Launched in 2006, Velocity's line of optics products offers high-performance, value-priced optics under the CenterPoint brand. The scopes, sights, binoculars, lights, and lasers are marketed for traditional firearms, in addition to select airgun and crossbow offerings. In 2017, Velocity added to their optics product line with the acquisition of the commercial division of LaserMax. LaserMax is a global leader in hardened and miniaturized laser systems, offering a comprehensive line of premium laser sights for home defense, personal protection and training use. LaserMax's commercial business provides laser sighting solutions and tactical lights to the firearm original equipment manufacturers ("OEM") and retail channels. Management believes that the addition of the LaserMax products enables Velocity to reach a wider range of new customers across retail channels.

Airsoft

Airsoft guns are a class of air, CO2, gas, or electric-powered guns that are typically made from high-impact plastics and are engineered with recreation in mind to fire safe, plastic BBs quickly and accurately. Airsoft products are most often used for recreational purposes by a younger demographic and a strong user base amongst military and law enforcement customers. Velocity offers a broad portfolio of airsoft rifles and pistols under its owned *Crosman Elite* and *Game Face* brands, as well as the licensed *U.S. Marines* brand.

Competitive Conditions

Airguns

Velocity's airgun line competes with offerings from several airgun manufacturers, including Daisy Outdoor Products, Gamo Outdoor USA (which acquired Daisy in July 2016 but remains separately branded), and Germany-based Umarex. The market for airguns is relatively concentrated, led by Crosman, Daisy, Gamo, and Umarex, according to Sports OneSource data. Key determinants in consumer purchasing decisions include product performance, quality, and brand loyalty.

Archery

The archery market competes within a "good, better, best" spectrum. Velocity's CenterPoint product line, as a value-for-price, entry to mid-level brand, tends to lie between the "good" and "better" segments, competing with Barnett Outdoors, Killer Instinct, and PSE Technologies, among others. Consumers tend to make purchasing decisions based on brand awareness, reliability, customer service, and pricing. Although CenterPoint is a recent entry into the archery market, the brand has been able to outpace more established brands on the reliability, pricing, and service aspects to win market share. The Ravin product line has a higher price point and falls within the "best" segment for crossbows, competing with the higher end Tenpoint crossbows. Ravin entered the market in 2017 and has since become the number one selling brand as measured by retail dollars.

Business Strategies

Continued Innovation in Existing Product Categories

Velocity plans to continue to build on its successful history of bringing new, technically superior products to market through leveraging its stringent new product development process, internal manufacturing capabilities, and a flexible supply chain. The company has near-term new product launches and existing product updates planned across all categories, including the highlights below.

- **Airguns** - Building on the Silencing Barrel Device (SBD) technology, Velocity is introducing a line of multi-shot break-barrel models that feature a 10-shot clip that advances automatically. Velocity is also enjoying success with licensed products under the Remington, DPMS, and Bushmaster brands.
- **Archery** - On the heels of the successful 2016 launch of the CenterPoint crossbow line, Velocity has introduced new crossbow models at higher price point segments of the market, while continuing to build out its archery product line to include accessories and inclusive "ready-to-hunt" kits. Ravin recently introduced two new crossbow models that offer the same speed and accuracy as the current products in a lighter and shorter profile.
- **Optics** - In addition to the recently launched three-model CenterPoint Spectrum First Focal Plane series of scopes, the company has plans to expand the CenterPoint optics offering to include binoculars and scope adapters.

Additionally, following the launch of the grip activated GripSense lasers in 2017, the company has introduced a universal rail mounted laser featuring the same activation technology.

Expand into Adjacent Product Categories

Management believes that the company can leverage in-house manufacturing and sourcing partners to develop products in new categories that utilize Velocity's existing distribution network and brand strength.

Further Penetration of Existing Customer Accounts

Management has identified several strategies for further penetrating its existing customer accounts. First, Velocity has identified opportunities to leverage its existing relationships with retailers to drive expanded SKU offerings across categories. Additionally, management believes the company can expand the CenterPoint brand into the dealer network due to the acquisition of Ravin. Furthermore, management believes that the company is well positioned to grow as its brick-and-mortar customers adapt to a changing retail landscape. Velocity can leverage its structured analytical sales approach and new marketing initiatives to assist retailers with enhancing their online sales, similar to the strategies it already employs working with pure e-commerce customers like Amazon and Pyramyd Air.

Consolidation Platform

With a well-developed global supply chain, refined manufacturing capabilities, sophisticated management systems infrastructure, and extensive network of relevant relationships, Velocity sees itself as a platform for consolidation within both the broader outdoor recreational goods space and the archery space specifically. Management has identified a pipeline of potential acquisition targets that would help Velocity strengthen and expand its product offering and address new market segments.

International Growth

Velocity is exploring opportunities to grow international sales and increase market share by pursuing new international distributor relationships. Management has recently focused its efforts on key markets within Latin America. However, with a more fulsome archery product line in development, the Company is well positioned to expand into key international bowhunting markets such as Europe, Australia, New Zealand, and South Africa.

New Product Development

Velocity has developed a repeatable, structured product development process that integrates all areas of the business, including sales, marketing, engineering, purchasing, production and finance. New products must pass a 6 to 18 month stage gating process designed to ensure engineering and commercial viability. Once a product idea is identified, a five-phase step-by-step process is used to either (a) refine the idea into a producible, marketable good, or (b) identify contradicting data that may warrant the project being tabled or canceled altogether. A Product Development Committee must approve the advancement of a new product from one phase to the next. To balance the company's new product pipeline, aging and underperforming SKUs are regularly culled. This intentional focus on constant innovation and consumer feedback has helped Velocity establish a portfolio of highly-regarded brands across several product categories.

Customers

Velocity sells its products through nearly all major domestic mass merchants and sporting goods retailers and has established a strong e-commerce platform to allow for flexibility in a changing retail environment. The three largest customers represented 39% of gross sales in 2019 and represented the major sales channels; mass merchant, e-commerce, and regional retail.

Seasonality

Velocity typically has higher sales in the third and fourth quarter each year, reflecting the hunting and holiday seasons, respectively.

Sales and Marketing

Velocity's products are sold through over 900 customers across a mix of sales channels, including mass merchants, national retailers, distributors/dealers/regional chains, international distributors, and e-commerce. Over the last 5 years, management has successfully diversified both its sales channel composition and customer mix.

Velocity sells its products through nearly all major domestic mass merchants and sporting goods retailers currently selling airguns and has established a strong e-commerce platform to allow for flexibility in a changing retail environment.

The company has been selling to many of its customers for over 20 years, maintaining close relationships with key purchasing personnel through high-touch customer service. Velocity is one of the only players in the sportsman category offering category management services, product assortment, and SKU optimization feedback typical of larger multinational consumer products companies. This data-sharing has resulted in higher retailer sell-through and margin enhancement, more accurate sales forecasting, and a 98% fulfillment rate, all of which are key components in maintaining status as a vendor of choice.

Velocity maintains an internal sales team responsible for covering the vast majority of its customer relationships, or approximately 90% of total sales. Furthermore, Velocity supplements its in-house team with four independent sales representative organizations, providing coverage for approximate 375 additional customers across their respective geographic territories. International sales efforts are handled by Velocity-employed account executives who work through local distributors in order to ensure that products conform to local regulatory standards.

Velocity had a backlog of \$3.5 million at both December 31, 2019 and 2018.

Manufacturing and Distribution Channels

Velocity's product manufacturing is based on a dual strategy of in-house manufacturing and strategic alliances with select sub-contractors and vendors. Velocity conducts its domestic manufacturing operations in two locations. The first is a 225,000 square foot facility on a company-owned 49-acre campus located in East Bloomfield, New York, approximately 30 miles southeast of Rochester. The second is an 85,000 square foot leased facility in Superior, Wisconsin. In addition, the company utilizes approximately 144,000 square feet of leased warehouse space in nearby Farmington, New York, five miles from the East Bloomfield facility.

Intellectual Property

Velocity Outdoor currently holds a global portfolio of more than 100 registered trademarks and a global patent portfolio of more than 50 issued patents with many more pending. Management considers its patent holdings, trademarked brand names, preeminent name recognition, ability to design innovative products, and technical and marketing expertise to be its primary competitive advantages.

Regulatory Environment

Airguns

Airguns enjoy a relatively unrestrictive federal regulatory framework, with most regulations determined at the state level. Although there are no federal laws regulating their transfer, possession or use, non-powder guns are subject to oversight from the Consumer Product Safety Commission ("CSPC"). Therefore, airguns are subject to generalized statutory limitations involving "substantial product hazard" and articles that pose a substantial risk of injury to children, though the CSPC has not adopted specific mandatory regulations in this area. Federal law prevents states from prohibiting the sale of airguns, but allows for state-by-state restrictions on sales of airguns to minors. Thirteen states have imposed such restrictions. Historically, there have not been attempts to grandfather the regulation of airguns into that of traditional powdered firearms, as legislative efforts have largely focused on responding to and refining the existing regulatory framework for each respective category rather than overhauling the coordination or transfer of enforcement duties across agencies.

Archery

Crossbow hunting restrictions have become less stringent over the last ten years. Since 2006, 12 states, including populous hunting states like Wisconsin, Pennsylvania, and North Carolina, have legalized crossbow hunting, while many others moved to relax restrictions through the opening of limited seasons or creation of exceptions to hunting restrictions for those with disabilities. Today, only Oregon classifies crossbows as illegal. As of 2017, nearly 90% of all hunting permits are filed in states that currently allow crossbow hunting for at least part of the season. Although continued deregulation is expected, it likely will not continue to be a large driver for the crossbow category moving forward.

Employees

Velocity had 297 employees at December 31, 2019. Velocity's labor force is non-union. Management believes that Velocity has a good relationship with its employees.

Niche Industrial Businesses

Advanced Circuits

Overview

Advanced Circuits, headquartered in Aurora, Colorado, is a provider of small-run, quick-turn and production rigid PCBs, throughout the United States. Advanced Circuits also provides its customers with assembly services in order to meet its customers' complete PCB needs. The small-run and quick-turn portions of the PCB industry are characterized by customers requiring high levels of responsiveness, technical support and timely delivery. Due to the critical roles that PCBs play in the research and development process of electronics, customers often place more emphasis on the turnaround time and quality of a customized PCB than on the price. Advanced Circuits meets this market need by manufacturing and delivering custom PCBs in as little as 24 hours, providing customers with over 98% error-free production and real-time customer service and product tracking 24 hours per day.

History of Advanced Circuits

Advanced Circuits commenced operations in 1989 through the acquisition of a small Denver-based PCB manufacturer. During its first years of operations, Advanced Circuits focused exclusively on manufacturing high volume, production run PCBs with a small group of proportionately large customers. After the loss of a significant customer in the early 1990s, Advanced Circuits began focusing on developing a diverse customer base, and in particular, on meeting the demands of equipment manufacturers with low-volume, high-margin, customized small-run and quick-turn PCBs.

We purchased a controlling interest in Advanced Circuits on May 16, 2006. Since our acquisition, Advanced Circuits has completed several add-on acquisitions that expanded their customer base in various industries and sectors, including the aerospace and defense industry and the long-lead sector. Over 50% of Advanced Circuits' sales are derived from highly profitable small-run and quick-turn production PCBs. Advanced Circuits' success is demonstrated by its broad base of over 11,000 customers that it does business with throughout the year.

Industry

The PCB industry, which consists of both large global PCB manufacturers and small regional PCB manufacturers, is a vital component to all electronic equipment supply chains, as PCBs serve as the foundation for virtually all electronic products, including cellular telephones, appliances, personal computers, routers, switches and network servers. PCBs are used by manufacturers of these types of electronic products, as well as by persons and teams engaged in research and development of new types of equipment and technologies.

Several significant trends are present within the PCB manufacturing industry. Production of PCBs in North America has declined in recent years due to increased competition for volume production of PCBs from Asian competitors benefiting from both lower labor costs and less restrictive waste and environmental regulations. Asian based manufacturers of PCBs are capitalizing on their lower labor costs and increasing their market share of volume production PCBs, which are used in high volume consumer electronics application such as computers and cell phones. This "offshoring" of high-volume production orders has placed increased pricing pressure and margin compression on many small domestic manufacturers that are no longer operating at full capacity. Many of these small producers are choosing to cease operations, rather than operate at a loss, as their scale, plant design and customer relationships do not allow them to focus profitably on the small-run and quick-turn sectors of the market. While Asian manufacturers have made large market share gains in the PCB industry overall, small-run and quick-turn production, some of the more complex volume production, and military production have remained strong in the United States. Rapid advances in technology are significantly shortening product life-cycles and placing increased pressure on original equipment manufacturers ("OEMs") to develop new products in shorter periods of time. In response to these pressures, OEMs invest heavily in research and development, which results in a demand for PCB companies that can offer engineering support and quick-turn production services to minimize the product development process. Additionally, increased complexity of electronic equipment requires maintaining the production infrastructure necessary to manufacture PCBs of increasing complexity. This often requires significant capital expenditures and has acted to reduce the competitiveness of local and regional PCB manufacturers lacking the scale to make such investments.

Both globally and domestically, the PCB market can be separated into three categories based on required lead time and order volume:

- **Small-run PCBs** — These PCBs are typically manufactured for customers in research and development departments of OEMs and academic institutions. Small-run PCBs are manufactured to the specifications of the customer, within certain manufacturing guidelines designed to increase speed and reduce production costs.

Prototyping is a critical stage in the research and development of new products. These small-runs are used in the design and launch of new electronic equipment and are typically ordered in volumes of 1 to 50 PCBs. Because the small-run is used primarily in the research and development phase of a new electronic product, the life cycle is relatively short and requires accelerated delivery time frames of usually less than five days and very high, error-free quality. Order, production and delivery time, as well as responsiveness with respect to each, are key factors for customers as PCBs are indispensable to their research and development activities.

- **Quick-Turn Production PCBs** — These PCBs are used for intermediate stages of testing for new products prior to full scale production. After a new product has successfully completed the small-run phase, customers undergo test marketing and other technical testing. This stage requires production of larger quantities of PCBs in a short period of time, generally 10 days or less, while it does not yet require high production volumes. This transition stage between low-volume small-run production and volume production is known as quick-turn production. Manufacturing specifications conform strictly to end product requirements and order quantities are typically in volumes of 10 to 500. Similar to small-run PCBs, response time remains crucial as the delivery of quick-turn PCBs can be a gating item in the development of electronic products. Orders for quick-turn production PCBs conform specifically to the customer's exact end product requirements.
- **Volume Production PCBs** — These PCBs, which we sometimes refer to as "long lead" and "sub-contract" are used in the full scale production of electronic equipment and specifications conform strictly to end product requirements. Volume Production PCBs are ordered in large quantities, usually over 100 units, and response time is less important, ranging between 15 days to 10 weeks or more.

These categories can be further distinguished based on board complexity, with each portion facing different competitive threats. Advanced Circuits competes largely in the small-run and quick-turn production portions of the North American market, which have not been significantly impacted by Asian-based manufacturers due to the quick response time required for these products. Management believes the North American PCB market was estimated to be approximately \$3.8 billion in 2019.

Products and Services

A PCB is comprised of layers of laminate and contains patterns of electrical circuitry to connect electronic components. Advanced Circuits typically manufactures 2 to 20 layer PCBs, and has the capability to manufacture even higher layer PCBs. The level of PCB complexity is determined by several characteristics, including size, layer count, density (line width and spacing), materials and functionality. Beyond complexity, a PCB's unit cost is determined by the quantity of identical units ordered, as engineering and production setup costs per unit decrease with order volume, and required production time, as longer times often allow increased efficiencies and better production management. Advanced Circuits primarily manufactures lower complexity PCBs.

Advanced Circuits assists its customers throughout the life-cycle of their products, from product conception through volume production. Advanced Circuits works closely with customers throughout each phase of the PCB development process, beginning with the PCB design verification stage using its unique online FreeDFM.com tool, FreeDFM.com™, which enables customers to receive a free manufacturability assessment report within minutes, resolving design problems that would prohibit manufacturability before the order process is completed and manufacturing begins. The combination of Advanced Circuits' user-friendly website and its design verification tool reduces the amount of human labor involved in the manufacture of each order as PCBs move from Advanced Circuits' website directly to its computer numerical control, or CNC, machines for production, saving Advanced Circuits and customers cost and time. As a result of its ability to rapidly and reliably respond to the critical customer requirements, Advanced Circuits receives a premium for their small-run and quick-turn PCBs as compared to volume production PCBs.

Advanced Circuits manufactures all high margin small-runs and quick-turn orders internally and occasionally utilizes external partners to manufacture production orders that do not fit within its capabilities or capacity constraints at a given time. As a result, Advanced Circuits constantly adjusts the portion of volume production PCBs produced internally to both maximize profitability and ensure that internal capacity is fully utilized.

The following table shows Advanced Circuits' gross revenue by products and services for the periods indicated:

Gross Sales by Products and Services ⁽¹⁾	Year Ended December 31,		
	2019	2018	2017
Volume Production (including assembly)	46.6%	45.4%	44.8%
Quick-Turn Production	32.0%	33.0%	33.0%
Small-run Production	18.6%	18.9%	20.4%
Third Party	2.8%	2.7%	1.8%
Total	100.0%	100.0%	100.0%

(1) As a percentage of gross sales, exclusive of sale discounts.

Competitive Strengths

Advanced Circuits has established itself as a leading provider of small-run and quick-turn PCBs in North America and focuses on satisfying customer demand for on-time delivery of high-quality PCBs. Advanced Circuits' management believes the following factors differentiate it from many industry competitors:

- **Numerous Unique Orders Per Day** — Advanced Circuits receives on average over 300 customer orders per day. Due to the large quantity of orders received, Advanced Circuits is able to combine multiple orders in a single panel design prior to production. Through this process, Advanced Circuits is able to reduce the number of costly, labor intensive equipment set-ups required to complete several manufacturing orders. As labor represents the single largest cost of production, management believes this capability gives Advanced Circuits a unique advantage over other industry participants.
- **Diverse Customer Base** — Advanced Circuits possesses a customer base with little industry or customer concentration exposure. For each of the years ended December 31, 2019, 2018 and 2017, no customer represented more than 3% of net sales.
- **Highly Responsive Culture and Organization** — A key strength of Advanced Circuits is its ability to quickly respond to customer orders and complete the production process. In contrast to many competitors that require a day or more to offer price quotes on small-run or quick-turn production, Advanced Circuits offers its customers quotes within seconds and the ability to place or track orders any time of day. In addition, Advanced Circuits' production facility operates three shifts per day and is able to ship a customer's product within 24 hours of receiving its order.
- **Proprietary FreeDFM.com™ Software** — Advanced Circuits offers its customers unique design verification services through its online FreeDFM.com tool. This tool enables customers to receive a free manufacturability assessment report, within minutes, resolving design problems before customers place their orders. The service is relied upon by many of Advanced Circuits' customers to reduce design errors and minimize production costs. Beyond improved customer service, FreeDFM.com™ has the added benefit of improving the efficiency of Advanced Circuits' engineers, as many routine design problems, which typically require an engineer's time and attention to identify, are identified and sent back to customers automatically.
- **Established Partner Network** — Advanced Circuits has established third party production relationships with PCB manufacturers in North America and Asia. Through these relationships, Advanced Circuits is able to offer its customers a complete suite of products including those outside of its core production capabilities. Additionally, these relationships allow Advanced Circuits to outsource orders for volume production and focus internal capacity on higher margin, short lead time, production and quick-turn manufacturing.

Business Strategies

Advanced Circuits' management is focused on strategies to increase market share and further improve operating efficiencies. The following is a discussion of these strategies:

Increase Portion of Revenue from Small-run and Quick-Turn Production — Advanced Circuits' management believes it can grow revenues and cash flow by continuing to leverage its core small-run and quick-turn capabilities. Over its history, Advanced Circuits has developed a suite of capabilities that management believes allow it to offer a combination of price and customer service unequalled in the market. Advanced Circuits intends to leverage this factor, as well as its core skill set, to increase net sales derived from higher margin small-run and quick-turn production PCBs.

Acquire Customers from Local and Regional Competitors — Advanced Circuits’ management believes the majority of its competition for small-run and quick-turn PCB orders comes from smaller scale local and regional PCB manufacturers. Advanced Circuits continues to enter into small-run and quick-turn manufacturing relationships with several subscale local and regional PCB manufacturers. Management believes that while many of these manufacturers maintain strong, long-standing customer relationships, they are unable to produce PCBs with short turn-around times at competitive prices. As a result, Advanced Circuits sees an opportunity for growth by providing production support to these manufacturers or direct support to the customers of these manufacturers, whereby the manufacturers act more as a broker for the relationship.

Remain Committed to Customers and Employees — Advanced Circuits has remained focused on providing the highest quality products and services to its customers. Management believes this focus has allowed Advanced Circuits to achieve its outstanding delivery and quality record. Advanced Circuits’ management believes this reputation is a key competitive differentiator and is focused on maintaining and building upon it. Similarly, management believes its committed base of employees is a key differentiating factor. Management believes that Advanced Circuits’ emphasis on sharing rewards and creating a positive work environment has led to increased loyalty. Advanced Circuits plans to continue to focus on similar programs to maintain this competitive advantage.

Opportunistically Acquire Smaller PCB Manufacturers — Historically, Advanced Circuits has selectively made tuck-in acquisitions of regional PCB manufacturers. Management will continue to seek tuck-in acquisitions of smaller PCB manufacturers where sales and operational efficiencies can be realized, or strategic technical capabilities expanded.

Manufacturing Facility Enhancement - In 2019, Advanced Circuits built out a new state-of-the-art printed circuit board manufacturing facility that will allow it to provide existing and new customers with enhanced capabilities.

Research and Development

Advanced Circuits engages in continual research and development activities in the ordinary course of business to update or strengthen its order processing, production and delivery systems. By engaging in these activities, Advanced Circuits expects to maintain and build upon the competitive strengths from which it benefits currently. Research and development expenses were not material in each of the last three years.

Customers and Distribution Channels

Advanced Circuits’ focus on customer service and product quality has resulted in a broad base of customers in a variety of end markets, including industrial, consumer, telecommunications, aerospace/defense, biotechnology and electronics manufacturing. These customers range in size from large, blue-chip manufacturers to small, not-for-profit university engineering departments. The following table sets forth management’s estimate of Advanced Circuits’ approximate customer breakdown by industry sector for the fiscal years ended December 31, 2019, 2018 and 2017:

Industry Sector	Customer Distribution		
	2019	2018	2017
Electronics Manufacturing Services	23%	21%	24%
Electrical Equipment and Components	20%	25%	24%
Industrial and Commercial Machinery	18%	16%	15%
Educational Institutions	8%	12%	10%
Measuring Instruments	5%	3%	5%
Engineer Services	4%	2%	3%
Business Services	1%	1%	1%
Wholesale Trade-Durable Goods	1%	1%	1%
Transportation Equipment	5%	7%	8%
All Other Sectors Combined	15%	12%	9%
Total	100%	100%	100%

Management estimates that over 75% of its orders are generated from existing customers. Moreover, more than half of Advanced Circuits’ orders in each of the years 2019, 2018 and 2017 were delivered within five days (not including long-lead orders). In a typical year, no single customer represents more than 3% of Advanced Circuits’ sales.

Sales and Marketing

Advanced Circuits has established a “consumer products” marketing strategy to both acquire new customers and retain existing customers. Advanced Circuits uses initiatives such as direct mail postcards, web banners, aggressive pricing specials and proactive outbound customer call programs as part of this strategy. Advanced Circuits spends approximately 1% of net sales each year on its marketing initiatives and advertising and has employees organized geographically throughout North America dedicated to its marketing and sales efforts. The sales team takes a systematic approach to placing sales calls and receiving inquiries and, on average, will place over 200 outbound sales calls and receive approximately 140 inbound phone inquiries per day. Beyond proactive customer acquisition initiatives, management believes a substantial portion of new customers are acquired through referrals from existing customers. In addition, other customers are acquired on-line where Advanced Circuits generates over 90% of its orders from its website. Substantially all revenue is derived from sales within the United States.

Advanced Circuits, due to the volume of small-run and quick turn sales, had a negligible amount in firm backlog orders at December 31, 2019 and 2018.

Competition

There are currently an estimated 160 active domestic PCB manufacturers. Advanced Circuits’ competitors differ amongst its products and services.

Competitors in the small-run and quick-turn PCBs production industry include larger companies as well as small domestic manufacturers. The largest independent domestic small-run and quick-turn PCB manufacturer in North America is TTM Technologies, Inc. Though this company produces small-run PCBs to varying degrees, in many ways it is not a direct competitor with Advanced Circuits. In recent years, larger competitors have primarily focused on producing boards with greater complexity in response to the offshoring of low and medium layer count technology to Asia. Compared to Advanced Circuits, small-run and quick-turn PCB production accounts for much smaller portions of larger competitors revenues. Further, these competitors often have much greater customer concentrations and a greater portion of sales through large electronics manufacturing services intermediaries. Beyond large, public companies, Advanced Circuits’ competitors include numerous small local and regional manufacturers, often with revenues under \$20 million. These smaller competitors have long-term customer relationships and typically produce both small-run and quick-turn PCBs and production PCBs for small OEMs and EMS companies. The competitive factors in small-run and quick-turn production PCBs are response time, quality, error-free production and customer service. Competitors in the long lead-time production PCBs generally include large companies, including Asian manufacturers, where price is the key competitive factor.

New market entrants into small-run and quick-turn production PCBs confront substantial barriers including significant investments in equipment, securing a highly skilled workforce with extensive engineering knowledge and compliance with environmental regulations. Beyond these tangible barriers, Advanced Circuits’ management believes that its network of customers, established over the last two decades, would be very difficult for a competitor to replicate.

Suppliers

Advanced Circuits’ raw materials inventory is small relative to sales and must be regularly and rapidly replenished. Advanced Circuits uses a just-in-time procurement practice to maintain raw materials inventory at low levels. Additionally, Advanced Circuits has established consignment relationships with several vendors allowing it to pay for raw materials as used. Because it provides primarily lower-volume quick-turn services, this inventory policy does not hamper its ability to complete customer orders. Raw material costs constituted approximately 24%, 23% and 21% of net sales for each of the fiscal years ended December 31, 2019, 2018 and 2017, respectively.

The primary raw materials that are used in production are core materials, such as copper clad layers of glass and chemical solutions, and copper and gold for plating operations, photographic film and carbide drill bits. Multiple suppliers and sources exist for all materials. Adequate amounts of all raw materials have been available in the past, and Advanced Circuits’ management believes this will continue in the foreseeable future. Advanced Circuits works closely with its suppliers to incorporate technological advances in the raw materials they purchase. Advanced Circuits does not believe that it has significant exposure to fluctuations in raw material prices. The fact that price is not the primary factor affecting the purchase decision of many of Advanced Circuits’ customers has allowed management to historically pass along a portion of raw material price increases to its customers. Advanced Circuits does not knowingly purchase material originating in the Democratic Republic of the Congo or adjoining countries.

Intellectual Property

Advanced Circuits seeks to protect certain proprietary technology by entering into confidentiality and non-disclosure agreements with its employees, consultants and customers, as needed, and generally limits access to and distribution of its proprietary information and processes. Advanced Circuits' management does not believe that patents are critical to protecting Advanced Circuits' core intellectual property, but, rather, its effective and quick execution of fabrication techniques, its website *FreeDFM.com*[™] and its highly skilled workforce are the primary factors in maintaining its competitive position.

Advanced Circuits uses the following brand names: *FreeDFM.com*[™], *4pcb.com*[™], *4PCB.com*[™], *33each.com*[™], *barebonespcb.com*[™] and *Advanced Circuits*[™]. These trade names have strong brand equity and are material to Advanced Circuits' business.

Regulatory Environment

Advanced Circuits' manufacturing operations and facilities are subject to evolving federal, state and local environmental and occupational health and safety laws and regulations. These include laws and regulations governing air emissions, wastewater discharge and the storage and handling of chemicals and hazardous substances. Management believes that Advanced Circuits is in compliance, in all material respects, with applicable environmental and occupational health and safety laws and regulations. New requirements, more stringent application of existing requirements, or discovery of previously unknown environmental conditions may result in material environmental expenditures in the future. Advanced Circuits has been recognized three times for exemplary environmental compliance and it was awarded the Denver Metro Wastewater Reclamation District Gold Award for seven of the last ten years.

Employees

As of December 31, 2019, Advanced Circuits employed 487 persons. None of Advanced Circuits' employees are subject to collective bargaining agreements. Advanced Circuits believes its relationship with its employees is good.

Arnold

Overview

Headquartered in Rochester, New York, Arnold serves a variety of markets including aerospace and defense, general industrial, motorsport/ automotive, oil and gas, medical, energy, reprographics and advertising specialties. Over the course of more than 100 years, Arnold has successfully evolved and adapted its products, technologies, and manufacturing presence to meet the demands of current and emerging markets. Arnold has expanded globally and built strong relationships with its customers worldwide. As a result, Arnold provides its customers with new and innovative materials and solutions that empowers them to develop next generation technologies. Arnold is the largest and, we believe, the most technically advanced U.S. manufacturer of engineered magnetic systems. Arnold is one of two domestic producers to design, engineer and manufacture rare earth magnetic solutions. Arnold serves customers and generates revenues via three business units:

- **PMAG** - Permanent Magnets and Assemblies Group- Arnold's high performance permanent magnets have a wide variety of applications, mainly used for rotating electrical machinery such as motor and generators. Industries served include aerospace and defense, energy exploration, industrial, motorsport and medical.
- **Precision Thin Metals** - Produces thin and ultra-thin alloys that improve the power density electrical systems such as motors, generators, and transformers along with thin foils for other applications such as electromagnetic shielding, lightweight structures, and implantable structures. Industries served include aerospace and defense, industrial, energy exploration, and medical.
- **Flexmag**[™] - The highest quality flexible magnetic sheet and strip, Flexmag products not only are magnetic but their processing capabilities allow for loading of a variety of materials into their flexible sheet products. Industries served include advertising specialties, industrial, medical, and automotive.

Arnold operates 9 manufacturing facilities worldwide split under the three business units shown above but functions as one company and one team. Arnold supports its future growth for each of the business units through its Technology Center Located in Madison, Wisconsin.

History of Arnold

Arnold was founded in 1895 as the Arnold Electric Power Station Company. Arnold began producing AlNiCo permanent magnets in its Marengo, Illinois facility in the mid-1930s. In 1946, Allegheny Ludlum Steel Corporation (Allegheny)

purchased Arnold, and over the next few years began production of several additional magnetic product lines under license agreement with the Western Electric Company. In 1970, Arnold acquired Ogallala Electronics, which manufactured high power coils and electromagnets.

SPS Technologies (SPS), at the time a publicly traded company, purchased Arnold Engineering Company from Allegheny in 1986. Under SPS, Arnold made a series of acquisitions and partnerships to expand its portfolio and geographic reach. In 2003, Precision Castparts, also a publicly traded company, acquired SPS. In January 2005, Audax, a Boston-based private equity firm acquired Arnold from Precision Castparts.

In February 2007, Arnold Magnetic Technologies completed the acquisition of Precision Magnetics, which expanded its geographic footprint to include operations in Sheffield, England and Lupfig, Switzerland. In addition, Arnold's Lupfig, Switzerland operation is a joint venture partner with a Chinese rare earth producer. The joint venture manufactures RECOMA® Samarium Cobalt blocks for select markets.

In 2016 Arnold developed and launched the world's strongest Samarium Cobalt magnet grade, RECOMA 35E, that enables significant opportunity for increased performance in smaller packages, and at higher temperatures, with no trade off in stability.

Through 2018 and 2019, Arnold deployed more advanced material from its PTM group such as Arnon 2 and 4 gauge electrical steels along with advanced performance molypermalloy metals. Advancements from the PMAG group during this same timeframe were targeted at magnet retention in high performance applications. The result of this hard work was the development of Carbon Fiber sleeving capabilities at its Sheffield UK facility. Lastly, Flexmag also introduced customized highly loaded composite materials for a variety of applications.

We purchased a majority interest in Arnold on March 5, 2012. With the support of CODI, Arnold has made significant investment to support future growth strategies.

Industry

Permanent Magnets

There exists a broad range of permanent magnets which include Rare Earth Magnets and magnets made from specialty magnetic alloys. Magnets produced from these materials may be sliced, ground, coated and magnetized to customer requirements. Those industry players with the broadest portfolio of these magnets, such as Arnold, maintain a significant competitive advantage over competitors as they are able to offer one-stop shop capabilities to customers. Management believes that being a manufacturer of these magnets, subject to patent rights, is another critical market advantage.

Magnetic Assemblies- Arnold offers complex, customized value added magnetic assemblies. These assemblies are used in devices such as motors, generators, beam focusing arrays, sensors, and solenoid actuators. Magnetic assembly production capabilities include machined metal components, magnet fabrication, machining, encapsulation or sleeving, balancing, and field mapping.

Precision Strip and Foil

Precision rolled thin metal foil products are manufactured from a wide range of materials for use in applications such as transformers, motor laminations, lightweight structures, shielding, and composite structures. They have the unique processing capability to roll foils as thin as 2.5 microns while providing critical heat treatment maintaining competitive material properties. Once completed the product is coated if necessary and is slit to the application width.

Flexible Magnets

Flexible magnet products span the range of applications from advertising (refrigerator magnets and displays) to medical applications (needle counters) to sealing and holding applications (door gaskets). Other applications include Electromagnetic or Radio Frequency Shielding for high end electronics.

Products and Services

Permanent Magnets and Assemblies Group

Arnold's Permanent Magnets and Assemblies Group (PMAG) segment is a leading global manufacturer of precision magnetic assemblies and high-performance magnets. The segment's products include tight tolerance assemblies consisting of many dozens of components and employing RECOMA® SmCo, Neo, and AlNiCo magnets. These products are sold to a wide range of industries including aerospace and defense, motorsport/ automotive, oil and gas, medical,

general industrial, energy and reprographics. Arnold has established a reputation in the magnetic industry as the engineering solutions provider, assisting customers to ensure their critical assemblies meet expectations.

PMAG is Arnold's largest business unit representing approximately 72% of Arnold sales on an annualized basis (including Reprographics) with a global footprint including manufacturing facilities in the U.S., U.K., Switzerland, and China.

PMAG—Products and Applications:

- High precision magnetic rotors for use in electric motors and generators. Typically used in demanding applications such as aerospace and defense, oil and gas exploration, energy recovery systems, power dense medical equipment, and under the hood automotive
- Sealed pump couplings
- Beam focusing assemblies such as traveling wave tubes
- Oil & Gas exploration tools as well as pipeline inspection and down hole power generation
- Linear positioning Hall effect sensor systems

Rare Earth Magnets

- **Samarium Cobalt (SmCo)** - SmCo magnets are typically used in critical applications that require corrosion resistance or high temperature stability, such as motors, generators, actuators and sensors. Arnold markets its SmCo magnets under the trade name of RECOMA[®], and is DFARS (Defense Federal Acquisition Regulation) compliant.
- **Neodymium (Neo)** - Neo magnets offer the highest magnetic energy level of any material in the market. Applications include motors and generators, magnetic resonance imaging, magnetic inspection systems, sensors and loudspeakers.

Other Permanent Magnet Types

- **AlNiCo** - The AlNiCo family of magnets remains a preferred material for many mission critical applications. Its favorable linear temperature characteristics, high magnetic flux density and good corrosion resistance are ideally suited for use in applications requiring magnetic stability. This material is manufactured by Arnold in the United States, making it a DFARS compliant material.
- **Hard Ferrite** - Hard ferrite (ceramic) magnets were developed as a low cost alternative to metallic magnets (steel and AlNiCo). Although they exhibit lower energy when compared to other materials available today and are relatively brittle, ferrite magnets have gained acceptance due to their low price per magnetic output.
- **Injection Molded** - Injection molded magnets are a composite of various types of resin and magnetic powders. The physical and magnetic properties of the product depend on the raw materials, but are generally lower in magnetic strength and resemble plastics in their physical properties. However, a major benefit of the injection molding process is that magnet material can be injection or over-molded, eliminating subsequent manufacturing steps.

Precision Thin Metals

Arnold's precision thin metals segment manufactures precision thin strip and foil products from an array of materials and represents approximately 11% of Arnold sales on an annualized basis. The Precision Thin Metals segment serves the aerospace and defense, power transmission, alternative energy (hybrids, wind, battery, solar), medical, security, and general industrial end-markets. With top-of-the-line equipment and superior engineering, Precision Thin Metals has developed unique processing capabilities that allow it to produce foils and strip with precision and quality that are unmatched in the industry (down to 1/10th thickness of a human hair). In addition, the segment's facility is capable of increasing production from current levels with its existing equipment and is, we believe, well-positioned to realize future growth.

Precision Thin Metals—Products and Applications:

- Electrical steels for hybrid propulsion systems, electric motors, and micro turbines
- Electromagnetic and Radio Frequency Shielding
- Lightweight structures for aerospace applications
- Irradiation windows
- Batteries
- Military countermeasures

Flexmag

Arnold is one of two North American manufacturers of flexible rubber magnets for specialty advertising, medical, and reprographic applications. Flexmag represents approximately 17% of Arnold sales on an annualized basis. It primarily sells its products to specialty advertisers and original equipment manufacturers. With highly automated manufacturing processes, Flexmag can accommodate customers required short lead times. Flexmag benefits from a loyal customer base and significant barriers to entry in the industry. Flexmag's success is driven by superior customer service, and proprietary formulations offering enhanced product performance.

Flexmag—Products and Applications:

- Extruded and calendared flexible rubber magnets with optional laminated printable substrates
- Electromagnetic and Radio Frequency Shielding
- Retail displays
- Theft detection/ security
- Seals and enclosures
- Signage for various advertising and promotions

Competitive Strengths

Competitive Landscape

The specialty magnetic systems industry is highly fragmented, creating a competitive landscape with a variety of magnetic component manufacturers. However, few have the breadth of capabilities that Arnold possesses. Manufacturers compete on the basis of technical innovation, co-development capabilities, time-to-market, quality, geographic reach and total cost of ownership. Industry competitors relevant to Arnold's served markets range from large multinational manufacturers to small, regional participants. Given these dynamics, we believe the industry will likely favor players that are able to achieve vertical integration and a diversification of offerings across a breadth of products along with magnet engineering and design expertise. The focus will be engineering solutions together with its customers.

Barriers to Entry

- *Low Substitution Risk* – Arnold's solutions are typically specified into its customers' program designs through a co-development and qualification process that often takes 6-18 months. Arnold's customers are typically contractors and component manufacturers whose products are integrated into end-customers' applications. The high cost of failure, relatively low proportionate cost of magnets to the final product, sometimes lengthy testing and qualification process, and substantial upfront co-engineering investment required, represent significant barriers to customers changing solution providers such as Arnold.
- *Equipment and Processing* – Arnold's existing base of production equipment has a significant estimated replacement cost. A new entrant could require as much as 2-3 years of lead time to match the process performance requirements, customization of equipment and material formulations necessary to effectively compete in the specialty magnet industry. Further, given the program nature of a majority Arnold's sales, management estimates that it could take 5-10 years to build a sufficient book of business and base of institutional knowledge to generate positive cash flow out of a new manufacturing plant.

Business Strategies

Engineering and Product Development

Arnold's engineers work closely with the customer to provide system solutions, representing a significant competitive advantage. Arnold's engineering expertise is leveraged with state-of-the-art technology across the various business units located in North America, Europe and Asia Pacific. Arnold's engineers work with customers on a global basis to optimize designs, guide material choices, and create magnetic models resulting in Arnold's products being specified into customer designs.

Arnold has a talented and experienced engineering staff of design and application experts, quality personnel and technicians. Included in this team are engineers with backgrounds in materials science, physics, and metallurgical engineering. Other members of the team bring backgrounds in ceramics, mechanical engineering, chemical engineering and electrical engineering.

Arnold continues to be an industry leader with regard to new product formulations and innovations. As evidence of this, Arnold currently relies on a deep portfolio of “trade secrets” and proprietary intellectual property. Arnold continuously endeavors to introduce magnet solutions that exceed the performance of current offerings and meet customer design specifications.

Growth in Arnold’s business is primarily focused in three areas:

- (i) Growing market share in existing end-markets and geographies, with a focus on aerospace and defense, medical and niche industrial systems;
- (ii) Vertical integration through new products and technologies;
- (iii) Completing opportunistic acquisitions and partnerships to reduce product introduction and market penetration time.

Existing End-Markets and Geographies

Aerospace and Defense

In the aerospace and defense sector, Arnold is selling magnets, magnetic assemblies and ultra-thin foil solutions. Specifically, in the aerospace industry, Arnold’s assemblies have been designed into products, which enables Arnold to benefit from the market growth and a healthy flow of business based on current airframe orders. Through its OEM customers, many new commercial aircraft placed in service contain assemblies produced by Arnold. Arnold’s sales to large aerospace and defense manufacturers includes magnetic assemblies used in applications such as motors and generators, actuators, trigger mechanisms, and guidance systems, as well as magnets for these and other uses. In addition, it sells its ultra-thin foil for use in military countermeasures, lightweight structures, brazing alloys, and motor laminations.

General Industrial

Within the industrial sector, Arnold provides magnet assemblies as well as magnets for custom made motor systems. These include stepper motors, pick and place robotic systems, and new designs that are increasingly being required by regulation to meet energy efficiency standards. An example is a motor utilizing Arnold’s bonded magnets for use in commercial refrigeration systems. Arnold also produces magnetic couplings for seal-less pumps used in chemical and oil & gas applications that allow chemical companies to meet environmental requirements.

Motorsport / Automotive

Arnold produces high performance motor components and sub-assemblies for motorsport and automotive applications, such as the Kinetic Energy Recovery System, which includes a composite sleeved RECOMA® SmCo magnet rotor for a high speed, high power system and Electric Turbo Chargers that operate at greater than 100,000 RPM. Further emerging magnetic applications include electric traction drives, regenerative braking systems, starter generators, and electric turbo charging. As much of this technology utilizes magnetic systems, Arnold expects to benefit from this trend.

Oil and Gas

Arnold currently provides magnets and precision assemblies for use in oil and gas exploration and production, applications which typically require exceptional collaboration and co-development with its customers. Arnold supplies products used in applications such as electric submersible pumps, oil well shutoff valves, down-hole logging while drilling tooling, and a down-hole magnetic transfer coupling. Other applications for which Arnold is actively involved include pipeline inspection, wireless tomography tools, and chip collection.

Medical

Within the medical sector, Arnold provides magnetic assemblies, magnets, flexible magnets, and ultrathin foils. Its magnet assemblies and magnets are critical parts of motor systems for dental instruments as well as saws and grinders. Magnet assemblies are also provided for skin expansion systems, shunt valves, and position sensors. Its Precision Thin Metals business unit is providing a specialty alloy for advanced breast cancer treatment. They also provide precision titanium used for implantable devices.

Energy

Arnold’s Precision Thin Metals segment supplies grain-oriented silicon steel produced with proprietary methods for use in transformers and inductors. These cores allow for the production of very efficient transformers and inductors while minimizing size. In addition, Arnold’s magnet solutions can be found in advanced automatic circuit re-closer solutions that substantially reduce the stress on system components on the grid. Arnold’s solutions are also present

in new power storage systems. The permanent magnet bearings used in new designs improve the efficiency of the flywheel energy storage system.

Research and Development

Arnold has a core research and development team with extensive industry experience located at its Technology Center. In addition to the Technology Center, a large number of other Arnold staff members assigned to the business units contribute to the research and development effort at various stages. Product development also includes collaborating with customers and field testing. This feedback helps ensure products will meet Arnold's demanding standards of excellence as well as the constantly changing needs of end users. Arnold's research and development activities are supported by state-of-the-art engineering software design tools, integrated manufacturing facilities and a performance testing center equipped to ensure product safety, durability and superior performance.

Customers and Distribution Channels

Arnold's focus on customer service and product quality has resulted in a broad base of customers in a variety of end markets. Products are used in applications such as aerospace and defense, motorsport / automotive, oil and gas, medical, general industrial, energy, reprographics, and advertising specialties.

The following table sets forth management's estimate of Arnold's approximate customer breakdown by industry sector for the fiscal years ended December 31, 2019, 2018 and 2017:

Industry Sector	Customer Distribution		
	2019	2018	2017
Aerospace and Defense	36%	31%	25%
General Industrial	24%	26%	28%
Advertising specialties	10%	12%	13%
Motorsport/ automotive	11%	11%	13%
Oil and Gas	5%	5%	4%
Energy	4%	4%	4%
Medical	4%	3%	3%
Reprographic	2%	6%	7%
All Other Sectors Combined	4%	2%	3%
Total	100%	100%	100%

Arnold has a large and diverse, blue-chip customer base. Sales to Arnold's top ten customers were 26% of total sales for each of the years ended December 31, 2019 and December 31, 2018, and 24% of total sales for the year ended December 31, 2017. No individual customer represented greater than 10% of Arnold's net revenues in 2019.

Sales and Marketing

Arnold has a global team of direct sales and marketing professionals and critical design and application engineers for each of its product lines. The Arnold sales force is organized for regional coverage with a focus on sales in the U.S., Europe, and Asia-Pacific. The majority of revenues for each business unit are project based, and Arnold's highly-qualified application engineers are often integrated into its customers' product design, planning, and implementation phases, offering the most cost-effective solution for demanding clients.

Arnold had firm backlog orders totaling approximately \$51.6 million and \$48.3 million, respectively, at December 31, 2019 and 2018.

Competition

Management believes the following companies represent Arnold's top competitors:

- Vacuumschmelze Gruner
- Dexter Magnetic Technologies
- Electron Energy Corp
- Magnum Magnetics Corporation
- Thomas & Skinner

Suppliers

Raw materials utilized by Arnold include nickel and cobalt, stainless steel shafts, Inconel sleeves, adhesives, laminates, aluminum extrusions and binders. Although Arnold considers its relationships with vendors to be strong, Arnold's management team also maintains a variety of alternative sources of comparable quality, quantity and price. The management team therefore believes that it is not dependent upon any single vendor to meet its sourcing needs. Arnold is generally able to pass through material costs to its customers and believes that in the event of significant price increases by vendors that it could pass the increases to its customers.

Intellectual Property

Arnold currently relies on a deep portfolio of "trade secrets" and proprietary intellectual property.

Patents

Arnold currently has 1 patent in force in the United States. Arnold also has one pending patent application in the United States and corresponding pending applications in Europe and Japan.

Trademarks

Arnold currently has 86 trademarks, 12 of which are in the U.S. The most notable trademarked items are the following: "RECOMA", "PLASTIFORM", "FLEXMAG" & "ARNOLD". Application dates for various trademarks date back to as early as 1960.

Regulatory Environment

Arnold's domestic manufacturing and assembly operations and its facilities are subject to evolving Federal, state and local environmental and occupational health and safety laws and regulations. These include laws and regulations governing air emissions, wastewater discharge and the storage and handling of chemicals and hazardous substances. Arnold's foreign manufacturing and assembly operations are also subject to local environmental and occupational health and safety laws and regulations. Management believes that Arnold is in compliance, in all material respects, with applicable environmental and occupational health and safety laws and regulations. New requirements, more stringent application of existing requirements, or discovery of previously unknown environmental conditions could result in material environmental expenditures in the future.

Arnold is a major producer of both Samarium Cobalt permanent magnets under its brand name RECOMA[®] and Alnico (in both cast and sintered forms). Both materials from Arnold meet the current Berry Amendment or Defense Federal Acquisition Regulations Systems (DFARS) requirements per clause 252.225.7014 further described under 10 U.S.C. 2533b. This provision covers the protection of strategic materials critical to national security. These magnet types are considered "specialty metals" under these regulations.

Employees

Arnold is led by a capable management team of industry veterans that possess a balanced combination of industry experience and operational expertise. Arnold employed approximately 704 hourly and salaried employees located throughout North America, Europe and Asia at December 31, 2019. Arnold's employees are compensated at levels commensurate with industry standards, based on their respective position and job grade.

Arnold's workforce is non-union except for approximately 76 hourly employees at its Marengo, Illinois facilities, which are represented by the International Association of Machinists (IAM). Arnold enjoys good labor relations with its employees and union and has a three year contract in place with the IAM, which will expire in June 2022.

Foam Fabricators

Overview

Foam Fabricators, headquartered in Scottsdale, Arizona, is a designer and manufacturer of custom molded protective foam solutions and OEM components made from expanded polystyrene (EPS) and other expanded polymers. Foam Fabricators provides products to a variety of end-markets, including appliances and electronics, pharmaceuticals, health and wellness, automotive, building products and others. Foam Fabricators' molded foam solutions offer shock and vibration protection, surface protection, temperature control, resistance to water absorption and vapor transmission and other protective properties critical for shipping small, delicate items, heavy equipment or temperature-sensitive goods. Foam Fabricators operates 13 molding and fabricating facilities across North America, creating a geographic footprint of strategically located manufacturing plants to efficiently serve national customer accounts.

History of Foam Fabricators

Foam Fabricators was founded in 1957 and began its operations as a single plant in St. Louis, MO, dedicated to the manufacture of rigid foam plastics. In 1959, Foam Fabricators expanded its product range to include ice chests, packaging and swim toys. In the 1970s and 1980s, Foam Fabricators expanded its geographic footprint, adding six more shape molding plants. In 1983, Textstyrene Plastics, a publicly-traded competitor and manufacturer of polystyrene products, acquired Foam Fabricators. Shortly thereafter, Foam Fabricators added three new plants to its operation.

In 1989, Textstyrene split off its various business divisions and sold Foam Fabricators to the then current management team of Textstyrene. Through the 1990s and early 2000s, Foam Fabricators grew partially through acquisitions purchasing four competitors. Foam Fabricators also opened two greenfield plants in Mexico to better serve their multinational manufacturing customers. Today, Foam Fabricators operates out of its corporate headquarters in Scottsdale, Arizona and 13 manufacturing facilities across North America.

We purchased Foam Fabricators on February 15, 2018.

Industry

Foam Fabricators competes in the broadly defined global protective packaging market which was valued at \$23.5 billion in 2017. On the basis of product type, this market is segmented into rigid protective, flexible protective, and foam protective applications. Foam Fabricators primarily competes in the North American foam protective packaging market which was valued at \$6.2 billion in 2017 and includes expanded polyurethane foams, loose fills, foam in place polyurethane, and molded foams products. Producers of molded foam products generally fall into two categories: block molders and shape molders. Block molders manufacture large blocks of EPS foam that are typically used as insulation in building products such as walls, roofs and floors and are closely tied to the construction market. Shape molders, such as Foam Fabricators, manufacture customized molded foam solutions for protective packaging applications, insulated shipping containers and internal parts and components for OEMs. Products made of EPS foam have broad applications across various end markets due to a unique combination of performance characteristics. The superior cushioning and barrier properties paired with insulating and hydrophobic properties make it an ideal material for protective packaging of heavy or valuable goods as well as insulated shipping containers for temperature and moisture sensitive products.

Products and Services

Foam Fabricators designs and manufactures a broad array of custom molded protective foam solutions and OEM components serving various end markets. Foam Fabricators' molded foam products are predominately made of expandable polystyrene (EPS), which is a rigid, closed-cell foam. EPS is comprised of polystyrene, a thermoplastic derived from the styrene monomer and benzene, and an added expansion agent, usually pentane. The final shape mold finished product is 98% air and is created in a low-pressure press which heats EPS beads that expand and fill a customer-specific mold. Foam Fabricators also uses other moldable materials including expandable polypropylene (EPP) and expandable polyethylene (EPE) depending on project and customer requirements. EPS foam is an environmentally friendly material that is fully recyclable, uses less energy to produce, generates fewer emissions and has less environmental impact than most competitive material options.

Foam Fabricators' custom-engineered molded foam products fall into four major categories: protective packaging, insulated shipping containers, OEM parts and componentry and fabricated foam. These products are used across a variety of end markets including consumer electronics, appliances, temperature-sensitive pharmaceuticals and food, automotive, home and office furnishings and building products among others.

Protective Packaging - Foam Fabricators creates custom molded corner pads, edge pads, "clear-view" packages and other protective foam packaging solutions for durable goods such as large and counter-top appliances, furniture, consumer electronics and military applications. Molded foam is an ideal protective packaging choice because it can be shaped into almost any form at tight tolerances and provides lightweight yet strong cushioning during product shipment.

Insulated Shipping Containers - Transporting healthcare and pharmaceutical products requires complex logistical processes, specific equipment, storage facilities and special handling procedures to maintain product integrity. These requirements make EPS foam an ideal material to be used in insulated shipping containers due to its thermal insulation, water impermeability and shock absorbing properties. Similar to its uses in the healthcare industry, Foam Fabricators manufactures insulated shipping containers for online grocers and meal delivery services to transport prepared meals and perishable food and beverage products that must be shipped in a temperature-controlled environment.

OEM Parts and Componentry - Foam Fabricators manufactures a variety of internal components used by OEMs as replacements for injection molded plastic or sheet metal parts across various end-markets. Compared to traditional plastic parts, foam offers vibration protection, insulation benefits, lower tooling costs and shorter lead times. Foam Fabricators offers thin-wall molded air ducts and other internal components for household appliances such as refrigerators and air conditioners. In the automotive sector, Foam Fabricators manufactures foam door panels, trunk liners, bumper components, instrument panels, center consoles, side pillars, seat components and head rests. Foam is increasingly being used in new vehicle designs because it offers equivalent impact strength and toughness to traditional chassis materials with 10 to 40% less weight. Foam Fabricators also makes products used in personal watercraft floatation and seating parts as well as recreational vehicle roof panels and core laminates that go underneath aluminum outer skins. Lastly, Foam Fabricators produces building products for the construction market including insulated concrete forms. Insulated concrete forms are hollow sections of molded foam that construction crews stack into the shape of the walls of a building and fill with concrete to create the permanent structure.

Fabricated Foam - Foam Fabricators also uses a variety of methods including die cutting, saw cutting, hot wire slicing and pressure cutting to create fabricated foam shapes as opposed to molded shapes. These products do not require tooling or dies so there is less upfront costs for the customer and are usually best suited for medium to low volume projects. Fabricated foam products represent a small portion of Foam Fabricators overall net sales.

Competitive Strengths

National Scale and Proximity to Customers - Foam Fabricators maintains a national footprint of 13 manufacturing locations across North America. Facilities are strategically located near customers' production locations enabling Foam Fabricators to be one of only a few foam molders capable of serving large national accounts. Due to foam's high volume-to-weight ratio, foam manufacturers generally confine product shipments to a 300-mile radius in which shipping costs are economically viable. Thus, Foam Fabricators is uniquely positioned to provide multi-facility support to its largest customers who often have multiple manufacturing or distribution locations.

Engineering and Design Capabilities - Foam Fabricators has five coordinated design and testing centers with experienced packaging and mechanical engineers that work closely with customers to support packaging design needs. Engineering services include optimizing molds to meet customer needs and address complex design requirements, identifying pre-manufacturing challenges, solving post-manufacturing issues, improving packaging processes and laboratory testing final designs. Early customer involvement and collaboration to develop packaging solutions has resulted in increased project win rates and better visibility into product development pipelines.

Barriers to Entry

- **High Customer Switching Costs** - The operational risk and disruption associated with switching existing molds to operate on a competitor's press makes shifting or splitting business between different shape molders difficult and infrequent. In general, most customers pay for their own molds, which are custom built for a specific molders' presses. The financial cost of retooling is estimated to be \$5,000 - \$25,000 per mold, making it cost prohibitive to change molders on existing projects.
- **Favorable Cost-to-value Proposition** - The high cost of failure, relatively low proportionate cost of foam to the final product being protected, and a sometimes lengthy testing and qualification process represent significant barriers to customers changing solution providers or packaging material choices.
- **Equipment and Processing Infrastructure** - Foam Fabricators' existing base of production equipment has a significant estimated replacement cost. Management estimates the cost of opening a new shape molding facility at approximately \$5 million, excluding real estate, and it must meet stringent environmental standards. A new entrant could require as much as 1-2 years of lead time to match the process performance requirements, customization of equipment and material formulations necessary to effectively compete in the molded foam industry. Moreover, Foam Fabricators has a strong preventive maintenance program and in-house equipment division that is responsible for repairing and rebuilding presses. This allows Foam Fabricators to significantly extend the average useful life of its machinery and reduce the ongoing capital investment requirements, creating an advantage over competitors.

Business Strategies

Defend Market Position - As a leading supplier of custom molded foam solutions, management believes Foam Fabricators enjoys strong brand awareness and a reputation for superior quality and service in the industry. In a market

characterized by fragmented competition, Foam Fabricators will continue to focus on providing a best in class suite of products and capabilities.

Remain Committed to Customers - Functional and error-free products are key considerations for its customers and Foam Fabricators has maintained a disciplined approach to ensure its products meet the highest standard of quality. Utilizing a balanced scorecard, Foam Fabricators has achieved a 99.0% 1st piece acceptance rate, less than 2 complaints per 1000 shipments and a less than 0.05% rejection rate. As a result of this strong quality assurance, Foam Fabricators has had little customer attrition.

Pursue Selective Acquisitions - Foam Fabricators views acquisitions as a potentially attractive means to expand its national footprint or broaden its current product offering. Management will continue to seek tuck-in acquisitions of regional foam molders and other packaging suppliers where sales and operational efficiencies can be realized, or to diversify into packaging products other than molded foam.

Customers

Foam Fabricators maintains a broad base of over 300 customers across a wide variety of end-markets, including appliances, pharmaceuticals, food and beverage, consumer electronics, automotive, furniture, building products and logistics. Foam Fabricators' products are sold primarily direct to the customer or through third-party packaging distributors. Foam Fabricators has maintained long-standing relationships with its top customers, often averaging ten or more years. Foam Fabricators three largest customers comprised approximately 44%, 40%, 37% of sales in the year ended December 31, 2019, 2018 and 2017, respectively.

Foam Fabricators often maintains resin cost pass-through provisions with its contracted customers, allowing them to pass-through material resin price changes - resin constitutes their primary raw material cost.

The following table sets forth Foam Fabricator's customer breakdown by sector for the fiscal years ended December 31, 2019, 2018 and 2017:

	Year ended December 31,		
	2019	2018	2017
Appliance	39.0%	37.8%	37.6%
Insulated shipping containers	32.4%	33.9%	33.9%
Protective packaging	8.3%	7.8%	7.9%
Office furniture	4.9%	3.8%	3.9%
Automotive	4.0%	4.8%	6.0%
Construction	1.9%	2.9%	3.0%
Other	9.5%	9.0%	7.7%
	100%	100%	100%

Sales and Marketing

Foam Fabricators sales and marketing efforts are decentralized and generally carried out by one or two full-time salespeople who are typically also engineers at each of the manufacturing facilities. The dedicated sales team report to regional managers and vice presidents, who are collectively responsible for driving overall sales activities in their respective markets. Key customer accounts are directly managed by senior management, who coordinate efforts between manufacturing facilities to fulfill orders.

Foam Fabricators spends less than 1% of net sales each year on traditional marketing, which consists of targeted brochure advertising and maintaining its website which new customers use to make product inquiries.

Manufacturing and Distribution

Foam Fabricators maintains 13 manufacturing facilities across North America with 11 located in the U.S. and two in Mexico, as well as one non-manufacturing corporate headquarters. Given the high volume, low density nature of foam, Foam Fabricators' manufacturing facilities are strategically located near its largest customers' production locations to minimize freight and logistics costs. Foam Fabricators geographic footprint covers a large portion of the continental U.S. and Mexico. Each plant has a warehouse space for raw materials, supplies and finished goods. Several plants

also use third-party warehousing to store excess inventory. Foam Fabricators uses common carriers to deliver finished product and in certain cases, some customers pick up directly from the plants.

Suppliers

The primary raw materials that are used in production are plastic resins, such as expandable polystyrene (EPS), expandable polypropylene (EPP) and expandable polyethylene (EPE). In addition to plastic resins, Foam Fabricators also purchases fabricating material including blocks of EPE and EPP foam, polyethylene and urethane, as well as other packaging materials including corrugate, boxes, paperboard, tape and plastic film. Foam Fabricators purchases its materials from a combination of domestic and foreign suppliers and has maintained strong relationships with key resin suppliers for over 30 years. Adequate amounts of all raw materials have been available in the past, and Foam Fabricators' management believes this will continue in the foreseeable future.

Regulatory Environment

Foam Fabricators' manufacturing operations and facilities are subject to federal, state and local environmental and occupational health and safety laws and regulations. These include laws and regulations governing air emissions, wastewater discharge and the storage and handling of chemicals and hazardous materials. Management believes that Foam Fabricators is in compliance, in all material respects, with applicable environmental and occupational health and safety laws and regulations.

Employees

As of December 31, 2019, Foam Fabricators employed 665 full-time employees in 14 locations. None of Foam Fabricators' U.S.-based employees are subject to collective bargaining agreements. Under Mexican Federal Labor Law, 167 employees at the two Mexican manufacturing facilities are unionized. Foam Fabricators believes its relationship with its employees is good.

Sterno

Overview

The Sterno Group LLC ("Sterno"), headquartered in Corona, California, is the parent company of Sterno Products, LLC ("Sterno Products"), Sterno Home Inc. ("Sterno Home"), and Rimports, LLC ("Rimports"). Sterno operates via three product divisions:

- **Sterno Products** - Sterno Products offers a broad range of wick and gel chafing fuels, liquid and traditional wax candles, butane stoves and accessories, and catering equipment and lamps for restaurants, hotel and home entertainment uses, selling both Sterno Brand and private label. As the leading supplier of canned heat to foodservice distributors and foodservice group purchasing organizations, Sterno is always pursuing end-user solutions and innovations to strengthen its position in the marketplace.
- **Sterno Home** - Sterno Home's product offerings include a full line of innovative patented flameless candles, traditional house and garden lighting including path lights, spotlights, bollards, coach and security lights as well as emerging décor categories of illuminated products such as post caps, deck, patio and fence lighting and other popular novelty products including stick lights, string lights, baskets and lanterns. The flameless candles and novelty lighting are powered by solar or battery power and the more traditional outdoor lighting fixtures are driven via solar power or low voltage technologies.
- **Rimports** - Rimports is a manufacturer and distributor of branded and private label wickless candle products used for home decor and fragrance systems under the ScentSationals, Better Home & Garden, AmbiEscent, Oak & Rye, Estate and Ador brands. The company offers unique lines of wickless candle products including ceramic wax warmers, scented wax cubes and essential oil and diffusers. Sterno acquired Rimports in February 2018.

History of Sterno

Sterno's history dates back to 1893 when S. Sternau & Co. began making chafing dishes and coffee percolators in Tenafly, New Jersey. In 1914, S. Sternau & Co. introduced "canned heat" with the launch of its gelled ethanol product under the "Sterno" brand. Since then, the Sternau and Sterno names have been the most well-known names in portable food warming fuel. In 1917, S. Sternau & Co. was renamed The Sterno Corporation. During World War I, Sterno portable stoves were promoted as an essential gift for soldiers going to fight in the trenches of Europe. Sterno stoves heated water and rations, sterilized surgical instruments, and provided light and warmth in bunkers and foxholes. During World War II, Sterno produced ethanol and methanol chafing fuels under contract with the U.S. military. Sterno's

production facilities were moved from New Jersey to Texarkana, Texas in the early 1980s. In 2012, Sterno merged with the Candle Lamp Company, LLC ("CandleLamp"). CandleLamp was founded in Riverside, California in 1978, focusing initially on the liquid wax candle market. Over the next several decades, CandleLamp began to supply chafing fuel in addition to lighting products. We purchased Sterno on October 10, 2014.

In January 2016, Sterno expanded their product offering with the acquisition of Northern International Inc. ("Sterno Home"). Sterno Home was formed in 1997 by its three founding partners who had been in the import and product development business since 1979. The success in the outdoor lighting an innovative use of LED technology evolved into the development of patented flameless candle product line. Sterno Home's flameless candle evolved the battery-operated candle market from a functional safety oriented product into an attractive décor piece meant to enhance the beauty of consumer's homes.

In February 2018, Sterno acquired Rimports. Rimports is a manufacturer and distributor of branded and private label wickless candle products used for home decor and fragrance systems under the ScentSationals, Better Home & Garden, AmbiEscent, Oak & Rye, Estate and Ador brands. Rimports offers unique lines of wickless candle products including ceramic wax warmers, scented wax cubes and essential oil and diffusers.

Today, Sterno operates out of its corporate headquarters in Corona California, two manufacturing facilities in Texarkana, Texas and Memphis, Tennessee, and the Rimports facility in Provo, Utah.

Industry

Sterno Products competes in the broadly defined U.S. foodservice industry where restaurant, catering and hospitality sales account for approximately 67% of the market with the remainder comprised of the travel and leisure, education and healthcare related sales. The Sterno Products product offerings focus on safe, portable fire solutions for cooking and warming, as well as tabletop lighting décor.

Sterno Home competes in the outdoor lighting and home decor industry. Sterno Home's sales are concentrated in the United States and Canada, with a small percentage of sales coming through global retailers with locations in Japan, Taiwan, the United Kingdom and Australia. Management believes that a rise in demand from high-income households and businesses will bolster growth, with consumers spending more money on the cocooning trend and specifically on beautifying their indoor and outdoor home, changing out trendy accent items more frequently and investing in more spacious and comfortable outdoor spaces with many equivalent amenities of their indoor spaces.

Rimports operates in the broad U.S. home decor space (retail) which is heavily correlated to general consumer spending. Flameless and reusable wax products have seen increased adoption by younger consumers who prioritize economical and environmentally friendly products. Within the home decor space, Rimports competes in the U.S. candle space and the U.S. home fragrance space.

Products and Services

Sterno is a "full-line" supplier offering a broad array of portable chafing fuels, table lighting, outdoor lighting products, wickless candles and fragrance products with approximately 4000 SKUs serving the foodservice and retail markets. Sterno originally focused on chafing fuel ("canned heat") products and later expanded its offerings to include table ambiance products such as liquid wax, wax candles and votive lamps, as well as outdoor lighting with the acquisition of Sterno Home in 2016, and wax cubes and warmer products through its acquisition of Rimports. Sterno's products fall into six major categories: canned heat, catering equipment and butane products, table lighting, flameless candles and outdoor lighting, wickless candle and fragrance products.

Canned Heat - The canned heat product line is composed of various chafing fuels packaged in small, portable cans. The portable warming (canned heat) line is composed of wick-based and gel-based chafing fuels packaged in steel cans. These products are used by foodservice professionals in a variety of food serving and holding applications and are designed to keep food products at an optimal food-safe serving temperature of 140-165 Fahrenheit. The canned heat product line is composed of two subcategories: wick chafing fuel and gel chafing fuel. The subcategories are distinguished based on the type of chafing fuel being used; the four primary chafing fuels are diethylene glycol ("DEG"), propylene glycol, ethanol and methanol. Each fuel contains unique characteristics and properties that allow the Company to offer a broad array of configurations to suit varying user requirements.

Wick Chafing Fuel

The wick chafing fuel line ("Wick") is composed of either DEG or propylene glycol chafing fuel. DEG and propylene glycol chafing fuels with advance wick technology have higher heat output than alternatives such as ethanol and

methanol. The liquid Wick products feature a variety of wick types and burn times to meet the specific needs of the user. Wick fuels are clean burning, biodegradable, nonflammable if spilled (will not ignite without a wick) and the can stays cool to the touch when lit.

Gel Chafing Fuel

The gel chafing fuel line (“Gel”) is composed of either gelled ethanol or gelled methanol chafing fuel. Ethanol chafing fuel has a higher heat output than methanol fuel; both ethanol and methanol fuels have lower heat output than some DEG and propylene glycol products. The Gel product line tends to have shorter burn times than the Wick product.

For an Environmentally preferred chafing fuel, the Company offers a patented line of “Green” chafing fuels featuring USDA Certified Biobased Product formulas that are also endorsed by the Green Restaurant Association. The “Green Heat” and “Green Wick” products perform similar to the Wick and Gel chafing fuels, but are made from renewable resources that are biodegradable and more environmentally friendly.

Catering Equipment - Catering equipment products are designed to provide a complete commercial catering solution whether indoor or outdoor. Products include chafing dish frames and lids, wind guards and buffet sets.

Butane - Sterno produces a full line of professional quality portable butane stoves, ideal for action stations, made-to-order omelet lines, tableside and off-site cooking, outdoor events and more. Products also include select butane accessories for special culinary applications such as the culinary torch. Sterno butane fuel comes with an additional safety feature called Countersink Release Vent (CRV) Technology.

Table Lighting - Sterno sells a variety of items designed to enhance lighting and ambiance at meal settings which are critical to a customer’s experience. Products include liquid wax, traditional hard wax and flameless electronic candles, as well as votive lamps, shaded lamps and accent lamps.

Flameless Candles and Outdoor Lighting - Through Sterno Home, Sterno offers a wide selection of lighting for your home, garden, patio and yard with over 1000 SKU's available in our retail markets. Sterno Home first delved into lighting with lighting fixtures for illuminating front and backyard pathways. Sterno Home quickly expanded its line to include other types of home lighting products, most notably bollards, shepherd hook lights and line voltage powered coach lights and street lights. Sterno Home’s 20-year history of providing high quality, low cost consumer-directed lighting has cemented it as a top tier supplier in both the flameless candle and outdoor lighting categories. All of Sterno Home’s products are powered by one of the following:

- Solar - solar panel with rechargeable power source - usually a rechargeable battery
- Battery - battery operated
- Plug-in - plugs directly into a regular wall socket either with 2 or 3 prong plug and with or without included and attached transformer
- Low Voltage - part of a set which includes a stand-alone transformer. Fixtures connect through a stand-alone wire via clip connectors
- Line Voltage - hardwired into a home's electrical circuitry
- Rechargeable - product is recharged when empty usually through a plug in wire and an onboard rechargeable power source

Flameless Candles

The flameless candle product line is made up of various types and sizes of candles with all of them sharing the one main attribute: their glow is powered by an artificial power source, most often battery. This makes them inherently safer than traditional candles as there is no flame or even heat generated to cause any type of accidents. Although pillar type candles are the most common shape, Sterno Home also designs and manufactures votives, tealights, tapers as well as specialty molded candles. Sterno Home was also the first to introduce the timer function to their flameless candle line. Sterno Home’s candles stand out from the competition as they are the only manufacturer that offers the patented black wick. Sterno Home also developed its unique algorithm-based light circuit which gives the candle a naturally random flicker and glow.

Landscape Lighting

The landscape lighting category was Sterno Home’s first offering. Starting with simple low voltage path lights, Sterno Home quickly expanded its offering to reflect the growing needs of the DIY and home décor consumer. Landscape lighting is lighting that promotes and accentuates elements of a consumer’s home, yard or garden so its beauty can be enjoyed both in daytime and nighttime. Another benefit of landscape lighting is added safety as it is easier to navigate

around a home at night when it is reasonably well-lit. Landscape lighting was originally most commonly powered through a low voltage setup but as solar technologies have rapidly developed, many of these fixtures can achieve their lighting purposes with only a solar panel for power generation. Consumers with higher and more consistent lighting requirements most often opt for low voltage kits using wire and transformers to light their fixtures. Solar powered fixtures are advantageous for those consumers looking for cheaper and quicker to set up lighting solutions even if it often means less lumens and light. Another notable technology has been the development of LED lighting. LED's more efficient power generation technology has allowed for advantageous fixture designs and a higher level of power generation which were not easy or as cost effective to achieve as with legacy lighting technologies such as incandescent or halogen. LEDs also last longer and are generally more robust than older technologies.

Décor Lighting

Décor lighting is Sterno Home's newest category. Décor lighting has similar functions to landscape lighting but is usually less about safety and functionality and more about accenting an area of the outside home with ornamentation of some sort. With a décor piece, the light the piece gives off and the item itself *together* become elements of beauty in the setting. Because these items are very trend driven, consumers are more apt to switch them out more often therefore increasing repeat purchase potential and other recurrent sales opportunities for Sterno Home. Some of the most common categories of décor lighting are lanterns and baskets and string lighting.

Wickless Candle and Fragrance Products

WaxWarmers and Scented Wax Cubes

The wax and wax warmer line is composed of a large variety of fragrance and warmer design choices for consumers. The wax cubes are long-lasting and consistently release strong fragrance. The consumer likes the product because the scented wax cubes are an impulse item (\$2~ price range) and this product makes it easy and quick for the customer to change fragrance. The flameless feature is a plus in that it is very safe. The proprietary formula and world-class fragrances add to the high quality of the domestically-made products. Ongoing research ensures consumer loyalty, superior quality, and well-rounded fragrance programs. The wax warmers are made up of quality materials including wood, metal, ceramic, and glass.

Essential Oils and Diffusers

The 100% Pure Essential Oil lines and brands consists of Peppermint, Lavender, Lemon, Eucalyptus, Sweet Orange, Grapefruit, Tea tree, Cinnamon, etc. Customers are attracted to high quality, 100 percent pure oil products with no additives or fillers. Attractively designed diffusers appeal to consumers in the Aromatherapy Home Fragrance section.

ScentCharms

ScentCharms is Rimports' newest product category. With various interchangeable high-quality fragrance oils and plug-in designs, consumers enjoy a personalized experience. The product is designed to be no spill, no mess, clutter-free, and long-lasting.

Aromatherapy Products

The aromatherapy line consists of room sprays, liquid hand soaps, foaming hand soaps, hand sanitizers, body lotions, and body scrubs, etc. The five unique fragrance combinations - lavender and chamomile, eucalyptus and rosemary, orange and vanilla, lemon and grapefruit, and peppermint and geranium - are made with 100 percent pure essential oils.

Sterno sells into Foodservice, Retail and OEM markets. The following table sets forth Sterno's gross revenue by product for the fiscal years ended December 31, 2019, 2018 and 2017:

Gross sales by product ⁽¹⁾	Year ended December 31,		
	2019	2018	2017
Canned Heat	29%	28%	46%
Wickless Candle Products	28%	27%	—%
Flameless Candle and Outdoor Lighting	20%	24%	34%
Diffusers and Essential Oils	5%	6%	—%
Table Lighting	5%	5%	6%
Other	13%	10%	14%
	100%	100%	100%

⁽¹⁾ As a percentage of gross sales, exclusive of sale discounts.

Competitive Strengths

Leading Brand Recognition & Market Share - Sterno Products is the market share leader in the canned chafing fuel market. Management believes Sterno Products enjoys outstanding brand awareness and a reputation for superior quality and performance with distributors, caterers, hotels and other end users. Sterno Home offers a wide variety of products to a cross section of North American retail and its diversity gives us a unique standing in this marketplace. Most of Sterno Home's competitors specialize in one aspect of fulfilling the market. They either only sell to a few retailers or only actively develop few or even only one category of product. This exposes them to major financial challenges when they lose that account or when that product is beat out by a competitor or starts to wane in the marketplace. Rimports is the market share leader in fragrance systems, particularly the wickless candle market, and growing in the essential oils and diffusers and plug-in liquid fragrance markets. Rimports offers a large variety of products to retailers in North America, Canada, China, and the United Kingdom.

Low Cost versus Alternatives - Sterno Product's customers are typically caterers, hotels or restaurants who utilize canned chafing fuel to maintain prepared food at a safe and enjoyable serving temperature. The risk of ruining a dining experience and the low proportionate cost of canned chafing fuel relative to the cost of a catered event represent significant barriers to customers switching out of Sterno's canned chafing fuel products. Additionally, management believes that there is no other technology available today that offers the portability, reliability and low cost of the Sterno canned chafing fuel products. Rimports' ultimate consumers seek high quality products in the Home Fragrance section. This high value strength ensures consumer loyalty and satisfaction.

Business Strategies

Defend Leading Market Position - As a leading supplier of canned fuels, flameless candles and outdoor lighting, wickless candles and fragrance products, Sterno's places great value delivering unmatched customer service and product selection. In a market characterized by fragmented categories and competition, Sterno will continue to focus on providing the best in class service to its customers. Sterno Products has been the recipient of numerous vendor awards for its high degree of customer service.

Pursue Selective Acquisitions - Sterno views acquisitions as a potentially attractive means to expand its product offerings in the foodservice and retail channels as well as enter new international markets.

Expand Retail Distribution - Sterno's management believes that there is an opportunity to leverage the iconic nature of the "Sterno Products" brand to expand its retail product offering and to expand distribution into additional retailers.

Create Innovative Products - Having innovative design, marketing, and production teams enables Rimports to expand into new fragrance systems markets, as it has done with Essential Oil Diffusers and ScentCharms (Decorative Liquid plug-in fragrance units). Rimports will continue to focus on providing the best quality products and low prices to retailers and end-users.

Customers and Distribution Channels

Sterno's products are sold primarily through the foodservice and consumer retail channels. Sterno's product distribution network is comprised of long-standing, entrenched relationships with a diversified set of customers. Sterno's top ten

customers comprised approximately 66%, 79%, and 68% of gross sales in the year ended December 31, 2019, 2018 and 2017, respectively.

Foodservice - The foodservice channel consists of multiple layers of distribution comprised of broadline distributors, equipment and supply dealers and cash and carry dealers. Within the foodservice channel, Sterno's products are predominantly used in the restaurant, lodging/hospitality and catering markets.

Retail - The retail channel consists of club stores, mass merchants, specialty retailers, grocers and national and regional DIY stores. The Company's retail products are used in home, camping and emergency applications. The Company's retail products appeal to a wide variety of consumers, from home entertainers to recreational campers and extreme outdoorsmen. Online retail sales are also an important channel for Sterno Home and Rimports. With an online dynamic, it is also much easier to showcase how Sterno Home's and Rimport's products look in actual dark use conditions, directly addressing their primary merchandising challenge.

Sterno had approximately \$22.9 million and \$26.5 million in firm backlog orders at December 31, 2019 and 2018, respectively.

Seasonality

Sterno typically has higher sales in the second and fourth quarter of each year, reflecting the outdoor summer season and the holiday season. Rimports typically has higher sales in the third and fourth quarter of each year, reflecting the holiday season.

Sales and Marketing

Within the foodservice channel, Sterno directly employ sales professionals and utilizes a broad network of independent sales representative firms assigned to differing U.S. territories managed by in-house sales management professionals. The independent sales representatives have long-standing relationships with distributors and end-users and typically represent 10 to 20 of the best non-food product lines alongside the Company's products. The independent sales representatives are used primarily to manage the day to day order fulfillment and customer relationships. The independent sales representative firms are paid on a commission basis based on customer type and sales territory.

Within the retail channel, Sterno directly employ sales professionals and utilizes a network of independent retail sales broker firms. The independent retail sales brokers are paid on a commission basis based on customer type and sales territory. Sterno maintains direct sales relationships with many key customers. Sterno Home also utilizes a broad network of independent sales representative firms and retail-linked agencies. These agents and firms are managed by Sterno Home's in-house sales management professionals. Rimports' sales representatives have long-standing relationships with distributors and end-users. The sales team works closely with the marketing, design, and production teams to ensure priority customer service and satisfaction.

Sterno has implemented a multi-faceted marketing plan which includes (i) targeted print advertising; (ii) tradeshow; (iii) increasing online education through the Sterno Products University and the Sterno Home websites; and (iv) social media.

Suppliers

Sterno's product manufacturing is based on a dual strategy of in-house manufacturing and strategic alliances with select vendors. Sterno operates an efficient, low-cost supply chain, sourcing materials and employing contract manufacturers from across the Asia-Pacific region and the U.S.

Sterno Products' primary raw materials are Diethylene glycol, ethanol, liquid paraffin and steel cans for which it receives multiple shipments per month. Sterno Products purchases its materials from a combination of domestic and foreign suppliers.

Sterno Home sources all their entire inventory from China. Sterno Home operates an efficient supply chain with emphasis on quality production and low cost. Sterno Home's China-based support team in the Yuyao office permits Sterno Home to be more hands on in the factories reporting proactively on potential issues and working to implement practical solutions when required.

Rimports sources raw materials from and outsources manufacturing processes to companies in the U.S. and China. Raw materials include wax, fragrances, and color dye for waxes; essential oils; wood, metal, ceramic, and glass for warmers and diffusers; and packaging supplies. Products are shipped to retailers from outsourced manufacturing warehouses and Rimports' two Utah warehouses.

Intellectual Property

Sterno relies upon a combination of trademarks and patents in order to secure and protect its intellectual property rights. Sterno currently owns approximately 242 registered trademarks and 93 patents globally, and has 64 applications for patents pending.

Regulatory Environment

Sterno is proactive regarding regulatory issues and is in compliance with all relevant regulations. Sterno maintains adequate product liability insurance coverage. Management believes that Sterno is in compliance, in all material respects, with applicable environmental and occupational health and safety laws and regulations.

Employees

As of December 31, 2019, Sterno employed approximately 659 persons in 11 locations. None of Sterno's employees are subject to collective bargaining agreements. We believe that Sterno's relationship with its employees is good.

ITEM 1A. RISK FACTORS

Our business, operations and financial condition are subject to various risks and uncertainties. The following discussion of risk factors should be read in conjunction with the Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) section and the consolidated financial statements and related notes. In addition to the factors affecting our specific operating segments identified in connection with the descriptions of these segments and the financial results of the operations of these operating segments elsewhere in this report, the most significant factors affecting our operations include the following:

Risks Related to Our Business and Structure

Our future success is dependent on the employees of our Manager and the management teams of our businesses, the loss of any of whom could materially adversely affect our financial condition, business and results of operations.

Our future success depends, to a significant extent, on the continued services of the employees of our Manager, most of whom have worked together for a number of years. While our Manager will have employment agreements with certain of its employees, including our Chief Financial Officer, these employment agreements may not prevent our Manager's employees from leaving or from competing with us in the future. Our Manager does not have an employment agreement with our Chief Executive Officer.

The future success of our businesses also depends on their respective management teams because we operate our businesses on a stand-alone basis, primarily relying on existing management teams for management of their day-to-day operations. Consequently, their operational success, as well as the success of our internal growth strategy, will be dependent on the continued efforts of the management teams of the businesses. We provide such persons with equity incentives in their respective businesses and have employment agreements and/or non-competition agreements with certain persons we have identified as key to their businesses. However, these measures may not prevent the departure of these managers. The loss of services of one or more members of our management team or the management team at one of our businesses could materially adversely affect our financial condition, business and results of operations.

We face risks with respect to the evaluation and management of future platform or add-on acquisitions.

A component of our strategy is to continue to acquire additional platform subsidiaries, as well as add-on businesses for our existing businesses. Generally, because such acquisition targets are held privately, we may experience difficulty in evaluating potential target businesses as the information concerning these businesses is not publicly available. In addition, we and our subsidiary companies may have difficulty effectively managing or integrating acquisitions. We may experience greater than expected costs or difficulties relating to such acquisition, in which case, we might not achieve the anticipated returns from any particular acquisition, which may have a material adverse effect on our financial condition, business and results of operations.

We may not be able to successfully fund future acquisitions of new businesses due to the lack of availability of debt or equity financing at the Company level on acceptable terms, which could impede the implementation of our acquisition strategy and materially adversely impact our financial condition, business and results of operations.

In order to make future acquisitions, we intend to raise capital primarily through debt financing at the Company level, additional equity offerings, the sale of stock or assets of our businesses, and by offering equity in the Trust or our businesses to the sellers of target businesses or by undertaking a combination of any of the above. Since the timing and size of acquisitions cannot be readily predicted, we may need to be able to obtain funding on short notice to benefit fully from attractive acquisition opportunities. Such funding may not be available on acceptable terms. In addition, the level of our indebtedness may impact our ability to borrow at the Company level. Another source of capital for us may be the sale of additional shares, subject to market conditions and investor demand for the shares at prices that we consider to be in the interests of our shareholders. These risks may materially adversely affect our ability to pursue our acquisition strategy successfully and materially adversely affect our financial condition, business and results of operations.

While we intend to make regular cash distributions to our shareholders, the Company's board of directors has full authority and discretion over the distributions of the Company, other than the profit allocation, and

it may decide to reduce or eliminate distributions at any time, which may materially adversely affect the market price for our shares.

To date, we have declared and paid quarterly distributions, and although we intend to pursue a policy of paying regular distributions, the Company's board of directors has full authority and discretion to determine whether or not a distribution by the Company should be declared and paid to the Trust and in turn to our shareholders, as well as the amount and timing of any distribution. In addition, the management fee and profit allocation will be payment obligations of the Company and, as a result, will be paid, along with other Company obligations, prior to the payment of distributions to our shareholders. The Company's board of directors may, based on their review of our financial condition and results of operations and pending acquisitions, determine to reduce or eliminate distributions, which may have a material adverse effect on the market price of our shares.

We will rely entirely on receipts from our businesses to make distributions to our shareholders.

The Trust's sole asset is its interest in the Company, which holds controlling interests in our businesses. Therefore, we are dependent upon the ability of our businesses to generate earnings and cash flow and distribute them to us in the form of interest and principal payments on indebtedness and, from time to time, dividends on equity to enable us, first, to satisfy our financial obligations and second to make distributions to our shareholders. This ability may be subject to limitations under laws of the jurisdictions in which they are incorporated or organized. If, as a consequence of these various restrictions, we are unable to generate sufficient receipts from our businesses, we may not be able to declare, or may have to delay or cancel payment of, distributions to our shareholders.

We do not own 100% of our businesses. While we receive cash payments from our businesses which are in the form of interest payments, debt repayment and dividends, if any dividends were to be paid by our businesses, they would be shared pro rata with the minority shareholders of our businesses and the amounts of dividends made to minority shareholders would not be available to us for any purpose, including Company debt service or distributions to our shareholders. Any proceeds from the sale of a business will be allocated among us and the non-controlling shareholders of the business that is sold.

The Company's board of directors has the power to change the terms of our shares in its sole discretion in ways with which you may disagree.

As an owner of our shares, you may disagree with changes made to the terms of our shares, and you may disagree with the Company's board of directors' decision that the changes made to the terms of the shares are not materially adverse to you as a shareholder or that they do not alter the characterization of the Trust. Your recourse, if you disagree, will be limited because our Trust Agreement gives broad authority and discretion to our board of directors. However, the Trust Agreement does not relieve the Company's board of directors from any fiduciary obligation that is imposed on them pursuant to applicable law. In addition, we may change the nature of the shares to be issued to raise additional equity and remain a fixed-investment trust for tax purposes.

Certain provisions of the LLC Agreement of the Company and the Trust Agreement make it difficult for third parties to acquire control of the Trust and the Company and could deprive you of the opportunity to obtain a takeover premium for your shares.

The amended and restated LLC Agreement of the Company, which we refer to as the LLC Agreement, and the amended and restated Trust Agreement of the Trust, which we refer to as the Trust Agreement, contain a number of provisions that could make it more difficult for a third party to acquire, or may discourage a third party from acquiring, control of the Trust and the Company. These provisions include, among others:

- restrictions on the Company's ability to enter into certain transactions with our major shareholders, with the exception of our Manager, modeled on the limitation contained in Section 203 of the Delaware General Corporation Law, or DGCL;
- allowing only the Company's board of directors to fill newly created directorships, for those directors who are elected by our shareholders, and allowing only our Manager, as holder of a portion of the Allocation Interests, to fill vacancies with respect to the class of directors appointed by our Manager;
- requiring that directors elected by our shareholders be removed, with or without cause, only by a vote of 85% of our shareholders;
- requiring advance notice for nominations of candidates for election to the Company's board of directors or for proposing matters that can be acted upon by our shareholders at a shareholders' meeting;
- having a substantial number of additional authorized but unissued shares that may be issued without shareholder action;

- providing the Company's board of directors with certain authority to amend the LLC Agreement and the Trust Agreement, subject to certain voting and consent rights of the holders of trust interests and Allocation Interests;
- providing for a staggered board of directors of the Company, the effect of which could be to deter a proxy contest for control of the Company's board of directors or a hostile takeover; and
- limitations regarding calling special meetings and written consents of our shareholders.

These provisions, as well as other provisions in the LLC Agreement and Trust Agreement may delay, defer or prevent a transaction or a change in control that might otherwise result in you obtaining a takeover premium for your shares.

We may have conflicts of interest with the noncontrolling shareholders of our businesses.

The boards of directors of our respective businesses have fiduciary duties to all their shareholders, including the Company and noncontrolling shareholders. As a result, they may make decisions that are in the best interests of their shareholders generally, but which are not necessarily in the best interest of the Company or our shareholders. In dealings with the Company, the directors of our businesses may have conflicts of interest and decisions may have to be made without the participation of directors appointed by the Company, and such decisions may be different from those that we would make.

Our financing arrangements expose us to additional risks associated with leverage and inhibits our operating flexibility and reduces cash flow available for distributions to our shareholders.

At December 31, 2019, we had approximately \$400 million of consolidated debt outstanding. This level of consolidated debt could have important consequences, such as (i) limiting our ability to obtain additional financing to fund our potential growth; (ii) increasing the cost of future borrowings; (iii) limiting our ability to use operating cash flow in our other areas of our business because of cash requirements to service our debt; and (iv) increasing our vulnerability to adverse economic conditions. Our financing arrangements subject the Company to certain customary affirmative and restrictive covenants. If we violate any of these covenants, our lender may accelerate the maturity of any debt outstanding under our 2018 Credit Facility. Our ability to meet our debt service obligations may be affected by events beyond our control and will depend primarily upon cash produced by our businesses. Any failure to comply with the terms of our indebtedness could materially adversely affect us.

Changes in interest rates could materially adversely affect us.

Our 2018 Credit Facility bears interest at floating rates which will generally change as interest rates change. We bear the risk that the rates we are charged by our lender will increase faster than the earnings and cash flow of our businesses, which could reduce profitability, adversely affect our ability to service our debt, cause us to breach covenants contained in our 2018 Revolving Credit Facility and reduce cash flow available for distribution, any of which could materially adversely affect us.

We may engage in a business transaction with one or more target businesses that have relationships with our officers, our directors, our Manager or CGI, which may create potential conflicts of interest.

We may decide to acquire one or more businesses with which our officers, our directors, our Manager or CGI have a relationship. While we might obtain a fairness opinion from an independent investment banking firm, potential conflicts of interest may still exist with respect to a particular acquisition, and, as a result, the terms of the acquisition of a target business may not be as advantageous to our shareholders as it would have been absent any conflicts of interest.

CGI may exercise significant influence over the Company.

CGI, through a wholly owned subsidiary, owns 8,120,548 or approximately 13.6% of our common shares and may have significant influence over the election of directors in the future.

We could be negatively impacted by cybersecurity attacks.

We, and our businesses, use a variety of information technology systems in the ordinary course of business, which are potentially vulnerable to unauthorized access, computer viruses and cybersecurity attacks, including cybersecurity attacks to our information technology infrastructure and attempts by others to gain access to our proprietary or sensitive information, and ranging from individual attempts to advanced persistent threats. The procedures and controls we use to monitor these threats and mitigate our exposure may not be sufficient to prevent cybersecurity incidents. The results of these incidents could include misstated financial data, theft of trade secrets or other intellectual property, liability for disclosure of confidential customer, supplier or employee information, increased costs arising from the implementation of additional security protective measures, litigation and reputational damage, which could materially adversely affect

our financial condition, business and results of operations. Any remedial costs or other liabilities related to cybersecurity incidents may not be fully insured or indemnified by other means.

If, in the future, we cease to control and operate our businesses, we may be deemed to be an investment company under the Investment Company Act of 1940, as amended.

Under the terms of the LLC Agreement, we have the latitude to make investments in businesses that we will not operate or control. If we make significant investments in businesses that we do not operate or control or cease to operate and control our businesses, we may be deemed to be an investment company under the Investment Company Act of 1940, as amended, or the Investment Company Act. If we were deemed to be an investment company, we would either have to register as an investment company under the Investment Company Act, obtain exemptive relief from the SEC or modify our investments or organizational structure or our contract rights to fall outside the definition of an investment company. Registering as an investment company could, among other things, cause us to lose our status as an exempt publicly traded partnership for federal income tax purposes, materially adversely affect our financial condition, business and results of operations, materially limit our ability to borrow funds or engage in other transactions involving leverage and require us to add directors who are independent of us or our Manager and otherwise will subject us to additional regulation that will be costly and time-consuming.

Risks Related to the Preferred Shares

Distributions on the Series A Preferred Shares are discretionary and non-cumulative.

Distributions on the Series A Preferred Shares are discretionary and non-cumulative. Holders of the Series A Preferred Shares will only receive distributions of the Series A Preferred Shares when, as and if declared by the board of directors of the Company. Consequently, if the board of directors of the Company does not authorize and declare a distribution for a distribution period, holders of the Series A Preferred Shares would not be entitled to receive any distribution for such distribution period, and such unpaid distribution will not be payable in such distribution period or in later distribution periods. We will have no obligation to pay distributions for a distribution period if the board of directors of the Company does not declare such distribution before the scheduled record date for such period, whether or not distributions are declared or paid for any subsequent distribution period with respect to the Series A Preferred Shares, or any other preferred shares we may issue or our common shares. This may result in holders of the Series A Preferred Shares not receiving the full amount of distributions that they expect to receive, or any distributions, and may make it more difficult to resell Series A Preferred Shares or to do so at a price that the holder finds attractive.

The board of directors of the Company may, in its sole discretion, determine to suspend distributions on the Series A Preferred Shares, which may have a material adverse effect on the market price of the Series A Preferred Shares. There can be no assurances that our operations will generate sufficient cash flows to enable us to pay distributions on the Series A Preferred Shares. Our financial and operating performance is subject to prevailing economic and industry conditions and to financial, business and other factors, some of which are beyond our control.

The Series A, Series B and Series C Preferred Shares are equity securities and are subordinated to our existing and future indebtedness.

The Series A, Series B and Series C Preferred Shares are our equity interests and do not constitute indebtedness. This means that the Series A, Series B and Series C Preferred Shares rank junior to all of our indebtedness and to other non-equity claims on us and our assets available to satisfy claims on us, including claims in our liquidation. In addition, the rights allocated to the Company's allocation interests may reduce the amount available for distribution by the trust upon its liquidation, dissolution or winding up. Further, the Series A, Series B and Series C Preferred Shares place no restrictions on our business or operations or on our ability to incur indebtedness or engage in any transactions, subject only to the limited voting rights.

Risks Relating to Our Manager

Our Chief Executive Officer, directors, Manager and management team may allocate some of their time to other businesses, thereby causing conflicts of interest in their determination as to how much time to devote to our affairs, which may materially adversely affect our operations.

While the members of our management team anticipate devoting a substantial amount of their time to the affairs of the Company, only Mr. Ryan Faulkingham, our Chief Financial Officer, devotes substantially all of his time to our affairs. Our Chief Executive Officer, directors, Manager and members of our management team may engage in other business activities. This may result in a conflict of interest in allocating their time between our operations and our management and operations of other businesses. Their other business endeavors may be related to CGI, which will continue to own

several businesses that were managed by our management team prior to our initial public offering, or affiliates of CGI as well as other parties. Conflicts of interest that arise over the allocation of time may not always be resolved in our favor and may materially adversely affect our operations. See Part III, Item 13. "Certain Relationships and Related Transactions, and Director Independence" for the potential conflicts of interest of which you should be aware.

Our Manager and its affiliates, including members of our management team, may engage in activities that compete with us or our businesses.

While our management team intends to devote a substantial majority of their time to the affairs of the Company, and while our Manager and its affiliates currently do not manage any other businesses that are in similar lines of business as our businesses, and while our Manager must present all opportunities that meet the Company's acquisition and disposition criteria to the Company's board of directors, neither our management team nor our Manager is expressly prohibited from investing in or managing other entities, including those that are in the same or similar line of business as our businesses. In this regard, the Management Services Agreement and the obligation to provide management services will not create a mutually exclusive relationship between our Manager and its affiliates, on the one hand, and the Company, on the other.

Our Manager need not present an acquisition or disposition opportunity to us if our Manager determines on its own that such acquisition or disposition opportunity does not meet the Company's acquisition or disposition criteria.

Our Manager will review any acquisition or disposition opportunity presented to the Manager to determine if it satisfies the Company's acquisition or disposition criteria, as established by the Company's board of directors from time to time. If our Manager determines, in its sole discretion, that an opportunity fits our criteria, our Manager will refer the opportunity to the Company's board of directors for its authorization and approval prior to the consummation thereof; opportunities that our Manager determines do not fit our criteria do not need to be presented to the Company's board of directors for consideration. If such an opportunity is ultimately profitable, we will have not participated in such opportunity. Upon a determination by the Company's board of directors not to promptly pursue an opportunity presented to it by our Manager in whole or in part, our Manager will be unrestricted in its ability to pursue such opportunity, or any part that we do not promptly pursue, on its own or refer such opportunity to other entities, including its affiliates.

We cannot remove our Manager solely for poor performance, which could limit our ability to improve our performance and could materially adversely affect the market price of our shares.

Under the terms of the Management Services Agreement, our Manager cannot be removed as a result of under-performance. Instead, the Company's board of directors can only remove our Manager in certain limited circumstances or upon a vote by the majority of the Company's board of directors and the majority of our shareholders to terminate the Management Services Agreement. This limitation could materially adversely affect the market price of our shares.

Our Manager can resign on 180 days' notice and we may not be able to find a suitable replacement within that time, resulting in a disruption in our operations that could materially adversely affect our financial condition, business and results of operations as well as the market price of our shares.

Our Manager has the right, under the management services agreement, to resign at any time on 180 days' written notice, whether we have found a replacement or not. If our Manager resigns, we may not be able to contract with a new manager or hire internal management with similar expertise and ability to provide the same or equivalent services on acceptable terms within 90 days, or at all, in which case our operations are likely to experience a disruption, our financial condition, business and results of operations as well as our ability to pay distributions are likely to be adversely affected and the market price of our shares may decline. In addition, the coordination of our internal management, acquisition activities and supervision of our businesses is likely to suffer if we are unable to identify and reach an agreement with a single institution or group of executives having the expertise possessed by our Manager and its affiliates. Even if we are able to retain comparable management, whether internal or external, the integration of such management and their lack of familiarity with our businesses may result in additional costs and time delays that could materially adversely affect our financial condition, business and results of operations.

We must pay our Manager the management fee regardless of our performance.

Our Manager is entitled to receive a management fee that is based on our adjusted consolidated net assets, as defined in the management services agreement, regardless of the performance of our businesses. The calculation of the management fee is unrelated to the Company's net income. As a result, the management fee may incentivize our

Manager to increase the amount of our assets. For example, the acquisition of additional assets or the incurrence of third party debt could be prioritized rather than increasing the performance of our businesses.

We cannot determine the amount of the management fee that will be paid over time with any certainty.

The management fee paid to CGM for the year ended December 31, 2019 was \$37.0 million. The management fee is calculated by reference to the Company's adjusted net assets, which will be impacted by the acquisition or disposition of businesses, which can be significantly influenced by our Manager, as well as the performance of our businesses and other businesses we may acquire in the future. Changes in adjusted net assets and in the resulting management fee could be significant, resulting in a material adverse effect on the Company's results of operations. In addition, if the performance of the Company declines, assuming adjusted net assets remains the same, management fees will increase as a percentage of the Company's net income.

We cannot determine the amount of profit allocation that will be paid over time with any certainty.

We cannot determine the amount of profit allocation that will be paid over time with any certainty. Such determination would be dependent on the potential sale proceeds received for any of our businesses and the performance of the Company and its businesses over a multi-year period of time, among other factors that cannot be predicted with certainty at this time. Such factors may have a significant impact on the amount of any profit allocation to be paid. Likewise, such determination would be dependent on whether certain hurdles were surpassed giving rise to a payment of profit allocation. Any amounts paid in respect of the profit allocation are unrelated to the management fee earned for performance of services under the management services agreement.

The fees to be paid to our Manager pursuant to the Management Services Agreement, the offsetting Management Services Agreements and integration services agreements and the profit allocation to be paid to certain persons who are employees and partners of our Manager, as holders of the Allocation Interests, pursuant to the LLC Agreement may significantly reduce the amount of cash available for distribution to our shareholders.

Under the Management Services Agreement, the Company will be obligated to pay a management fee to and, subject to certain conditions, reimburse the costs and out-of-pocket expenses of our Manager incurred on behalf of the Company in connection with the provision of services to the Company. Similarly, our businesses will be obligated to pay fees to and reimburse the costs and expenses of our Manager pursuant to any offsetting Management Services Agreements entered into between our Manager and one of our businesses, or any integration services agreements to which such businesses are a party. In addition, Sostratus LLC, as holder of the Allocation Interests, will be entitled to receive profit allocations. While it is difficult to quantify with any certainty the actual amount of any such payments in the future, we do expect that such amounts could be substantial. See the section entitled Part3, Item 13. "Certain Relationships and Related Transactions, and Director Independence" for more information about these payment obligations of the Company. The management fee and profit allocation will be payment obligations of the Company and, as a result, will be paid, along with other Company obligations, prior to the payment of distributions to shareholders. As a result, the payment of these amounts may significantly reduce the amount of cash flow available for distribution to our shareholders.

Our Manager's influence on conducting our operations, including on our conducting of transactions, gives it the ability to increase its fees, which may reduce the amount of cash flow available for distribution to our shareholders.

Under the terms of the Management Services Agreement, our Manager is paid a management fee calculated as a percentage of the Company's adjusted net assets for certain items and is unrelated to net income or any other performance base or measure. Our Manager controls and may advise us to consummate transactions, incur third party debt or conduct our operations in a manner that, in our Manager's reasonable discretion, are necessary to the future growth of our businesses and are in the best interests of our shareholders. These transactions, however, may increase the amount of fees paid to our Manager. Our Manager's ability to increase its fees, through the influence it has over our operations, may increase the compensation paid by our Manager. Our Manager's ability to influence the management fee paid to it by us could reduce the amount of cash flow available for distribution to our shareholders.

Fees paid by the Company and our businesses pursuant to integration services agreements do not offset fees payable under the Management Services Agreement and will be in addition to the management fee payable by the Company under the Management Services Agreement.

The Management Services Agreement provides that our businesses may enter into integration services agreements with our Manager pursuant to which our businesses will pay fees to our Manager for services provided by our Manager

relating to the integration of a business's financial reporting, computer systems and decision making and management processes into our operations following an acquisition of such business. See Part III, Item 13. "Certain Relationships and Related Transactions, and Director Independence" for more information about these agreements. Unlike fees paid under the offsetting Management Services Agreements, fees that are paid pursuant to such integration services agreements will not reduce the management fee payable by the Company. Therefore, such fees will be in excess of the management fee payable by the Company.

The fees to be paid to our Manager pursuant to these integration service agreements will be paid prior to any principal, interest or dividend payments to be paid to the Company by our businesses, which will reduce the amount of cash flow available for distributions to shareholders.

Our profit allocation may induce our Manager to make suboptimal decisions regarding our operations.

Sostratus LLC, as holder of our Allocation Interests, will receive a profit allocation based on ongoing cash flows and capital gains in excess of a hurdle rate. Certain persons who are employees and partners of our Manager are owners of Sostratus LLC. In this respect, a calculation and payment of profit allocation may be triggered upon the sale of one of our businesses. As a result, our Manager may be incentivized to recommend the sale of one or more of our businesses to the Company's board of directors at a time that may not be optimal for our shareholders.

The obligations to pay the management fee and profit allocation may cause the Company to liquidate assets or incur debt.

If we do not have sufficient liquid assets to pay the management fee and profit allocation when such payments are due, we may be required to liquidate assets or incur debt in order to make such payments. This circumstance could materially adversely affect our liquidity and ability to make distributions to our shareholders.

Risks Related to Taxation

Our shareholders will be subject to tax on their share of the Company's taxable income, which taxes or taxable income could exceed the cash distributions they receive from the Trust.

For so long as the Company or the Trust (if it is treated as a tax partnership) would not be required to register as an investment company under the Investment Company Act of 1940 and at least 90% of our gross income for each taxable year constitutes "qualifying income" within the meaning of Section 7704(d) of the Internal Revenue Code of 1986, as amended (the "Code"), on a continuing basis, we will be treated, for U.S. federal income tax purposes, as a partnership and not as an association or a publicly traded partnership taxable as a corporation. In that case our shareholders will be subject to U.S. federal income tax and, possibly, state, local and foreign income tax, on their share of the Company's taxable income, which taxes or taxable income could exceed the cash distributions they receive from the Trust. There is, accordingly, a risk that our shareholders may not receive cash distributions equal to that portion of our taxable income or sufficient in amount even to satisfy their personal tax liability that results from that income. This may result from gains on the sale or exchange of stock or debt of subsidiaries that will be allocated to shareholders who hold (or are deemed to hold) shares on the day such gains were realized if there is no corresponding distribution of the proceeds from such sales, or where a shareholder disposes of shares after an allocation of gain but before proceeds (if any) are distributed by the Company. Shareholders may also realize income in excess of distributions due to the Company's use of cash from operations or sales proceeds for uses other than to make distributions to shareholders, including funding acquisitions, satisfying short- and long-term working capital needs of our businesses, or satisfying known or unknown liabilities. In addition, certain financial covenants with the Company's lenders may limit or prohibit the distribution of cash to shareholders. The Company's board of directors is also free to change the Company's distribution policy. The Company is under no obligation to make distributions to shareholders equal to or in excess of their portion of our taxable income or sufficient in amount even to satisfy the tax liability that results from that income.

All of the Company's income could be subject to an entity-level tax in the United States, which could result in a material reduction in cash flow available for distribution to holders of shares of the Trust and thus could result in a substantial reduction in the value of the shares.

We do not expect the Company to be characterized as a corporation so long as it would not be required to register as an investment company under the Investment Company Act of 1940 and 90% or more of its gross income for each taxable year constitutes "qualifying income." The Company expects to receive more than 90% of its gross income each year from dividends, interest and gains on sales of stock or debt instruments, including principally from or with respect

to stock or debt of corporations in which the Company holds a majority interest. The Company intends to treat all such dividends, interest and gains as “qualifying income.”

If the Company fails to satisfy this “qualifying income” exception, the Company will be treated as a corporation for U.S. federal (and certain state and local) income tax purposes, and would be required to pay income tax at regular corporate rates on its income. Taxation of the Company as a corporation could result in a material reduction in distributions to our shareholders and after-tax return. This could likely result in a reduction in the value of, or materially adversely affect the market price of, the shares of the Trust.

A shareholder may recognize a greater taxable gain (or a smaller tax loss) on a disposition of shares than expected because of the treatment of debt under the partnership tax accounting rules.

We may incur debt for a variety of reasons, including for acquisitions as well as other purposes. Under partnership tax accounting principles (which apply to the Company), debt of the Company generally will be allocable to our shareholders, who will realize the benefit of including their allocable share of the debt in the tax basis of their investment in shares. At the time a shareholder later sells shares, the selling shareholder’s amount realized on the sale will include not only the sales price of the shares but also the shareholder’s portion of the Company’s debt allocable to his shares (which is treated as proceeds from the sale of those shares). Depending on the nature of the Company’s activities after having incurred the debt, and the utilization of the borrowed funds, a later sale of shares could result in a larger taxable gain (or a smaller tax loss) than anticipated.

Our structure involves complex provisions of U.S. federal income tax law for which no clear precedent or authority may be available. Our structure also is subject to potential legislative, judicial or administrative change and differing interpretations, possibly on a retroactive basis.

The U.S. federal income tax treatment of holders of the Shares depends in some instances on determinations of fact and interpretations of complex provisions of U.S. federal income tax law for which no clear precedent or authority may be available. You should be aware that the U.S. federal income tax rules are constantly under review by persons involved in the legislative process, the IRS, and the U.S. Treasury Department, frequently resulting in revised interpretations of established concepts, statutory changes, revisions to regulations and other modifications and interpretations. The IRS pays close attention to the proper application of tax laws to partnerships. The present U.S. federal income tax treatment of an investment in the Shares may be modified by administrative, legislative or judicial interpretation at any time, and any such action may affect investments and commitments previously made. For example, changes to the U.S. federal tax laws and interpretations thereof could make it more difficult or impossible to meet the qualifying income exception for us to be treated as a partnership for U.S. federal income tax purposes that is not taxable as a corporation, affect or cause us to change our investments and commitments, affect the tax considerations of an investment in us and adversely affect an investment in our Shares. Our organizational documents and agreements permit the Board of Directors to modify our operating agreement from time to time, without the consent of the holders of Shares, in order to address certain changes in U.S. federal income tax regulations, legislation or interpretation. In some circumstances, such revisions could have a material adverse impact on some or all of the holders of our Shares. Moreover, we will apply certain assumptions and conventions in an attempt to comply with applicable rules and to report income, gain, deduction, loss and credit to holders in a manner that reflects such holders’ beneficial ownership of partnership items, taking into account variation in ownership interests during each taxable year because of trading activity. However, these assumptions and conventions may not be in compliance with all aspects of applicable tax requirements. It is possible that the IRS will assert successfully that the conventions and assumptions used by us do not satisfy the technical requirements of the Code and/or Treasury regulations and could require that items of income, gain, deductions, loss or credit, including interest deductions, be adjusted, reallocated, or disallowed, in a manner that adversely affects holders of the Shares.

Risks Relating Generally to Our Businesses

Impairment of our goodwill, indefinite-lived intangible assets or other long-lived assets could result in significant charges that would adversely impact our future operating results.

A significant portion of our long-term assets are comprised of intangible assets, including goodwill and indefinite lived intangible assets recorded as a result of past acquisitions. We assess the potential impairment of goodwill and indefinite lived intangible assets on an annual basis, as well as whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If our analysis indicates that an individual asset’s carrying value exceeds its fair market value, we will record a loss equal to the excess of the individual asset’s carrying value over its fair value. The impairment testing steps require significant amounts of judgment and subjectivity.

Factors that could trigger impairment include the following:

- significant under performance relative to historical or projected future operating results;
- significant changes in the manner of or use of the acquired assets or the strategy for our overall business;
- significant negative industry or economic trends;
- significant decline in our stock price for a sustained period;
- changes in our organization or management reporting structure could result in additional reporting units, which may require alternative methods of estimating fair values or greater desegregation or aggregation in our analysis by reporting unit; and
- a decline in our market capitalization below net book value.

As of December 31, 2019, we had identified indefinite lived intangible assets with a carrying value in our financial statements of \$60.0 million, and goodwill of \$438.5 million.

Our businesses are subject to unplanned business interruptions which may adversely affect our performance.

Operational interruptions and unplanned events at one or more of our production facilities, such as explosions, fires, inclement weather, natural disasters, accidents, transportation interruptions and supply could cause substantial losses in our production capacity. Furthermore, because customers may be dependent on planned deliveries from us, customers that have to reschedule their own operations due to our delivery delays may be able to pursue financial claims against us, and we may incur costs to correct such problems in addition to any liability resulting from such claims. Such interruptions may also harm our reputation among actual and potential customers, potentially resulting in a loss of business. To the extent these losses are not covered by insurance, our financial position, results of operations and cash flows may be adversely affected by such events.

We could be adversely affected if we experience shortages of components from our suppliers or if disruptions in the supply chain lead to parts shortages for our customers.

A portion of our annual cost of sales is driven by the purchase of goods. We select our suppliers based on total value (including price, delivery and quality), taking into consideration their production capacities and financial condition, and we expect that they will be able to support our needs. However, there is no assurance that adverse financial conditions, including bankruptcies of our suppliers, reduced levels of production, natural disasters or other problems experienced by our suppliers will not result in shortages or delays in their supply of components to us. For example, the recent emergence of a novel strain of coronavirus in the city of Wuhan and the Hubei province of China has resulted in certain emergency measures to combat the spread of the virus, including extension of the Lunar New Year holidays, implementation of travel bans and closure of factories and businesses. Any significant production disruption could have a material impact on our operations, operating results and financial condition. If we were to experience a significant or prolonged shortage of critical components from our suppliers, we may be unable to meet our production schedules for some of our key products and to ship such products to our customers in a timely fashion, which would adversely affect our sales, profitability and customer relations.

Our businesses rely and may rely on their intellectual property and licenses to use others' intellectual property, for competitive advantage. If our businesses are unable to protect their intellectual property, are unable to obtain or retain licenses to use other's intellectual property, or if they infringe upon or are alleged to have infringed upon others' intellectual property, it could have a material adverse effect on their financial condition, business and results of operations.

Each business's success depends in part on their, or licenses to use others', brand names, proprietary technology and manufacturing techniques. These businesses rely on a combination of patents, trademarks, copyrights, trade secrets, confidentiality procedures and contractual provisions to protect their intellectual property rights. The steps they have taken to protect their intellectual property rights may not prevent third parties from using their intellectual property and other proprietary information without their authorization or independently developing intellectual property and other proprietary information that is similar. In addition, the laws of foreign countries may not protect our businesses' intellectual property rights effectively or to the same extent as the laws of the United States.

Stopping unauthorized use of their proprietary information and intellectual property, and defending claims that they have made unauthorized use of others' proprietary information or intellectual property, may be difficult, time-consuming and costly. The use of their intellectual property and other proprietary information by others, and the use by others of their intellectual property and proprietary information, could reduce or eliminate any competitive advantage they have developed, cause them to lose sales or otherwise harm their business.

Our businesses may become involved in legal proceedings and claims in the future either to protect their intellectual property or to defend allegations that they have infringed upon others' intellectual property rights. These claims and any resulting litigation could subject them to significant liability for damages and invalidate their property rights. In addition, these lawsuits, regardless of their merits, could be time consuming and expensive to resolve and could divert management's time and attention. The costs associated with any of these actions could be substantial and could have a material adverse effect on their financial condition, business and results of operations.

Our businesses could experience fluctuations in the costs of raw materials as a result of inflation and other economic conditions, which fluctuations could have a material adverse effect on their financial condition, business and results of operations.

Changes in inflation could materially adversely affect the costs and availability of raw materials used in our manufacturing businesses, and changes in fuel costs likely will affect the costs of transporting materials from our suppliers and shipping goods to our customers, as well as the effective areas from which we can recruit temporary staffing personnel. For example, at Advanced Circuits, the principal raw materials consist of copper and glass and typically represent approximately 20% of net sales. Prices for these key raw materials may fluctuate during periods of high demand. The ability by these businesses to offset the effect of increases in raw material prices by increasing their prices is uncertain. If these businesses are unable to cover price increases of these raw materials, their financial condition, business and results of operations could be materially adversely affected.

Certain of our businesses are dependent on a limited number of customers to derive a large portion of their revenue, and the loss of one of these customers may adversely affect the financial condition, business and results of operations of these businesses.

Our Velocity, Liberty, and Sterno businesses derive a significant amount of revenue from a concentrated number of retailers and distributors. Any negative change involving these retailers or distributors, including industry consolidation, store closings, reduction in purchasing levels or bankruptcies, could negatively impact the sales of these businesses and may have a material adverse effect on the results of operations, financial condition and cash flows of these businesses.

Our businesses do not have and may not have long-term contracts with their customers and clients and the loss of customers and clients could materially adversely affect their financial condition, business and results of operations.

Our businesses are and may be, based primarily upon individual orders and sales with their customers and clients. Our businesses historically have not entered into long-term supply contracts with their customers and clients. As such, their customers and clients could cease using their services or buying their products from them at any time and for any reason. The fact that they do not enter into long-term contracts with their customers and clients means that they have no recourse in the event a customer or client no longer wants to use their services or purchase products from them. If a significant number of their customers or clients elect not to use their services or purchase their products, it could materially adversely affect their financial condition, business and results of operations.

Our businesses are and may be subject to federal, state and foreign environmental laws and regulations that expose them to potential financial liability. Complying with applicable environmental laws requires significant resources, and if our businesses fail to comply, they could be subject to substantial liability.

Some of the facilities and operations of our businesses are and may be subject to a variety of federal, state and foreign environmental laws and regulations including laws and regulations pertaining to the handling, storage and transportation of raw materials, products and wastes, which require and will continue to require significant expenditures to remain in compliance with such laws and regulations currently in place and in the future. Compliance with current and future environmental laws is a major consideration for our businesses as any material violations of these laws can lead to substantial liability, revocations of discharge permits, fines or penalties. Because some of our businesses use hazardous materials and generate hazardous wastes in their operations, they may be subject to potential financial liability for costs associated with the investigation and remediation of their own sites, or sites at which they have arranged for the disposal of hazardous wastes, if such sites become contaminated. Even if they fully comply with applicable environmental laws and are not directly at fault for the contamination, our businesses may still be liable. Our businesses may also be held liable for damages caused by environmental and other conditions that existed prior to our acquisition the assets, business or operations involved, whether or not such damages are subject to indemnification from a prior owner. Costs associated with these risks could have a material adverse effect on our financial condition, business and results of operations.

Defects in the products provided by our companies could result in financial or other damages to their customers, which could result in reduced demand for our companies' products and/or liability claims against our companies.

As manufacturers and distributors of consumer products, certain of our companies are subject to various laws, rules and regulations, which may empower governmental agencies and authorities to exclude from the market products that are found to be unsafe or hazardous. Under certain circumstances, a governmental authority could require our companies to repurchase or recall one or more of their products. Additionally, laws regulating certain consumer products exist in some cities and states, as well as in other countries in which they sell their products, where more restrictive laws and regulations exist or may be adopted in the future. Any repurchase or recall of such products could be costly and could damage the reputation of our companies. If any of our companies were required to remove, or voluntarily remove, their products from the market, their reputation may be tarnished and they may have large quantities of finished products that they cannot sell. Additionally, our companies may be subject to regulatory actions that could harm their reputations, adversely impact the values of their brands and/or increase the cost of production.

Our companies also face exposure to product liability claims in the event that one of their products is alleged to have resulted in property damage, bodily injury or other adverse effects. Defects in products could result in customer dissatisfaction or a reduction in, or cancellation of, future purchases or liability claims against our companies. If these defects occur frequently, our reputation may be impaired permanently. Defects in products could also result in financial or other damages to customers, for which our companies may be asked or required to compensate their customers, in the form of substantial monetary judgments or otherwise. While our companies take the steps deemed necessary to comply with all laws and regulations, there can be no assurance that rapidly changing safety standards will not render unsaleable products that complied with previously-applicable safety standards. As a result, these types of claims could have a material adverse effect on our businesses, results of operations and financial condition.

Some of our businesses are subject to certain risks associated with the movement of businesses offshore.

Some of our businesses are potentially at risk of losing business to competitors operating in lower cost countries. An additional risk is the movement offshore of some of our businesses' customers, leading them to procure products or services from more closely located companies. Either of these factors could negatively impact our financial condition, business and results of operations.

Our businesses are subject to certain risks associated with their foreign operations or business they conduct in foreign jurisdictions.

Some of our businesses have and may have operations or conduct business outside the United States. Certain risks are inherent in operating or conducting business in foreign jurisdictions, including exposure to local economic conditions; difficulties in enforcing agreements and collecting receivables through certain foreign legal systems; longer payment cycles for foreign customers; adverse currency exchange controls; exposure to risks associated with changes in foreign exchange rates; potential adverse changes in political environments; withholding taxes and restrictions on the withdrawal of foreign investments and earnings; export and import restrictions; difficulties in enforcing intellectual property rights; and required compliance with a variety of foreign laws and regulations. These risks individually and collectively have the potential to negatively impact our financial condition, business and results of operations.

Risks Related to Advanced Circuits

Advanced Circuits' customers operate in industries that experience rapid technological change resulting in short product life cycles and as a result, if the product life cycles of its customers slow materially, and research and development expenditures are reduced, its financial condition, business and results of operations will be materially adversely affected.

Advanced Circuits' customers compete in markets that are characterized by rapidly changing technology, evolving industry standards and continuous improvement in products and services. These conditions frequently result in short product life cycles. As professionals operating in research and development departments represent the majority of Advanced Circuits' net sales, the rapid development of electronic products is a key driver of Advanced Circuits' sales and operating performance. Any decline in the development and introduction of new electronic products could slow the demand for Advanced Circuits' services and could have a material adverse effect on its financial condition, business and results of operations.

Electronics manufacturing services corporations are increasingly acting as intermediaries, positioning themselves between PCB manufacturers and OEMS, which could reduce operating margins.

Advanced Circuits' OEM customers are increasingly outsourcing the assembly of equipment to third party manufacturers. These third party manufacturers typically assemble products for multiple customers and often purchase circuit boards from Advanced Circuits in larger quantities than OEM manufacturers. The ability of Advanced Circuits to sell products to these customers at margins comparable to historical averages is uncertain. Any material erosion in margins could have a material adverse effect on Advanced Circuits' financial condition, business and results of operations.

Risks Related to Arnold

Changes in the cost and availability of certain rare earth minerals and magnets could materially harm Arnold's business, financial condition and results of operations.

Arnold manufactures precision magnetic assemblies and high-performance rare earth magnets including Samarium Cobalt magnets. Arnold is especially susceptible to changes in the price and availability of certain rare earth materials. The price of these materials has fluctuated significantly in recent years and we believe price fluctuations are likely to occur in the future. Arnold's need to maintain a continuing supply of rare earth materials makes it difficult to resist price increases and surcharges imposed by its suppliers. Arnold's ability to pass increases in costs for such materials through to its customers by increasing the selling prices of its products is an important factor in Arnold's business. We cannot guarantee that Arnold will be able to maintain an appropriate differential at all times. If costs for rare earth materials increase, and if Arnold is unable to pass along, or is delayed in passing along, those increases to its customers, Arnold will experience reduced profitability. Rare earth minerals and magnets are available from a limited number of suppliers, primarily in China. Political and civil instability and unexpected adverse changes in laws or regulatory requirements, including with respect to export duties, quotas or embargoes, may affect the market price and availability of rare earth materials, particularly from China. If a substantial interruption should occur in the supply of rare earth materials, Arnold may not be able to obtain other sources of supply in a timely fashion, at a reasonable price or as would be necessary to satisfy its requirements. Accordingly, a change in the supply of, or price for, rare earth minerals and magnets could materially harm Arnold's business, financial condition and results of operations.

Arnold's operations and the prior operations of predecessor companies expose it to the risk of material environmental liabilities, which could have a negative effect on its financial condition or results of operations.

Arnold may be subject to potential liabilities related to the remediation of environmental hazards and to claims of personal injuries or property damages that may be caused by hazardous substance releases and exposures, mainly because of past operations and the operations of predecessor companies. We continue to incur remedial response and voluntary clean-up costs for site contamination, even though we are indemnified for such costs, and are a party to lawsuits and claims associated with environmental and safety matters, including past production of products containing hazardous materials. Arnold also may become party to various legal proceedings relating to alleged impacts from pollutants released into the environment. Various federal, state, local and foreign governments regulate the discharge of materials into the environment and can impose substantial fines and criminal sanctions for violations. In addition, changes in laws, regulations and enforcement of policies, the discovery of previously unknown contamination or information related to individual sites, the establishment of stricter state or federal toxicity standards with respect to certain contaminants, or the imposition of new clean-up requirements or remedial techniques could require Arnold to incur additional costs in the future that would have a negative effect on its financial condition or results of operations.

Risks Related to Sterno

Sterno's products operate at high temperatures and use flammable fuels, each of which could subject our business to product liability claims.

Sterno products expose it to potential product liability claims typical of fuel based heating products. The fuels Sterno uses in its products are flammable and may be toxic if ingested. Although Sterno products have comprehensive labeling and it follows government and third party based standards and protocols, it cannot guarantee there will not be accidents due to misuse or otherwise. Accidents involving Sterno products may have an adverse effect on its reputation and reduce demand for its products. In addition, Sterno may be held responsible for damages beyond its insurance coverage and there can be no guarantee that it will be able to procure adequate insurance coverage in the future.

Risks Related to Velocity Outdoor

Velocity's products are subject to product safety and liability lawsuits, which could materially adversely affect its financial condition, business and results of operations.

As a manufacturer of recreational airguns and archery products, Velocity is involved in various litigation matters that occur in the ordinary course of business. Although Velocity provides information regarding safety procedures and warnings with all of its product packaging, not all users of its products will observe all proper safety practices. Failure to observe proper safety practices may result in injuries that give rise to product liability and personal injury claims and lawsuits, as well as claims for breach of contract, loss of profits and consequential damages.

If any unresolved lawsuits or claims are determined adversely, they could have a material adverse effect on Velocity, its financial condition, business and results of operations. As more of Velocity's products are sold to and used by its consumers, the likelihood of product liability claims being made against it increases. In addition, the running of statutes of limitations in the United States for personal injuries to minor children may be suspended during the child's legal minority. Therefore, it is possible that accidents resulting in injuries to minors may not give rise to lawsuits until a number of years later.

While Velocity maintains product liability insurance to insure against potential claims, there is a risk such insurance may not be sufficient to cover all liabilities incurred in connection with such claims and the financial consequences of these claims and lawsuits will have a material adverse effect on its business, financial condition, liquidity and results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

NONE

ITEM 2. PROPERTIES

The following is a summary as of December 31, 2019 of the physical properties owned or leased by our businesses that we consider materially important to those businesses.

5.11

5.11 is headquartered in Irvine, California and leases offices and warehouse space in locations worldwide. The summary below outlines 5.11's primary leased offices and warehouse space.

Location	Square Feet	Use
Irvine, CA	21,807	Office
Manteca, CA	400,000	Warehouse
Seattle, WA	11,340	Office
Mexico City, Mexico	4,628	Office
Bankstown, Australia	10,387	Office
Malmö, Sweden	6,049	Office
Kowloon Bay, Hong Kong	17,759	Office

In addition, at December 31, 2019, 5.11 leased space for 61 retail stores, ranging in size from 3,250 square feet to 10,000 square feet.

Ergobaby

Ergobaby is headquartered in Los Angeles, California and has four other office locations worldwide. The summary below outlines Ergobaby's primary property locations. All locations are leased.

	Location	Square Feet
Ergobaby - Corporate	Los Angeles, CA	16,378
Ergobaby Europe	Hamburg, Germany	4,520

Liberty Safe

Liberty Safe is headquartered in Payson, Utah. Liberty leases office and warehouse facilities in Payson, Utah, where it is headquartered. The corporate headquarters and manufacturing facility are located in a 312,000 square foot building.

Advanced Circuits

Advanced Circuits is headquartered in Aurora, Colorado. Advanced Circuits' operations are located in an 114,000 square foot building in Aurora, Colorado, a 48,000 square foot building in Chandler, Arizona, and a 50,000 square foot building in Maple Grove, Minnesota. These facilities are leased and comprise both the factory and office space. The lease terms are for approximately 10-15 years with a renewal option at the Aurora, Colorado location for an additional 10 years and at the Chandler, Arizona location for an additional 7 years.

Arnold

Arnold is headquartered in Rochester, New York and has nine manufacturing facilities. The summary below outlines Arnold's property locations. Arnold owns the Ogallala, Nebraska location and the other locations are leased. The summary below outlines Arnold's primary property locations.

Location	Square Feet	Use
Marengo, IL	94,220	Office/Warehouse
Marietta, OH	81,000	Office/Warehouse
Marengo, IL	55,200	Office/Warehouse
Norfolk, NE	109,000	Office/Warehouse
Rochester, NY	73,000	Office/Warehouse
Ogallala, NE	25,000	Office/Warehouse
Guangdong Province, China	154,210	Office/Warehouse
Sheffield, England	25,000	Office/Warehouse
Lupfig, Switzerland	52,937	Office/Warehouse

Foam Fabricators

Foam Fabricators is headquartered in Scottsdale, Arizona and operates 13 molding and fabricating facilities across North America.

Location	Square Feet	Leased or Owned
Anderson, South Carolina	133,250	Leased
Compton, California	44,000	Leased
Erie, Pennsylvania	199,962	Leased
Fort Madison, Iowa	80,000	Leased
Jackson, Tennessee	55,000	Leased
Jefferson, Georgia	60,000	Leased
Keller, Texas	131,073	Leased
Modesto, California	79,000	Leased
El Dorado Springs, Missouri	38,000	Owned
New Albany, Indiana	65,000	Owned
Bloomsburg, Pennsylvania	54,000	Owned
Tijuana, Mexico	60,000	Leased
Queretaro, Mexico	100,000	Leased
Scottsdale, Arizona	7,000	Leased

Sterno

Sterno is headquartered in Corona, California. Sterno owns a manufacturing and production facility in Memphis, Tennessee. All other properties are leased. The summary below outlines Sterno's primary property locations.

Location	Square Feet	Use
Corona, CA	12,330	Corporate Office
Memphis, TN	100,316	Manufacturing
Texarkana, TX	336,000	Manufacturing
Delta, Canada	45,000	Warehouse
Vancouver, Canada	50,372	Office
Vancouver, Canada	33,711	Warehouse
Provo, UT	171,361	Office/Warehouse
Spanish Fork, UT	313,719	Warehouse

Velocity Outdoor

Velocity Outdoor is headquartered in Bloomfield, New York. Velocity owns a 225,000 square foot manufacturing facility in Bloomfield, New York that also holds their corporate offices, and leases a 144,000 square foot finished goods warehouse in Farmington, New York. Velocity's Ravin subsidiary operates an 80,000 square foot manufacturing facility in Superior, Wisconsin.

Corporate

Our corporate offices are located in Westport, Connecticut, and Irvine, California, where we utilize space provided by our Manager.

We believe that our properties and the terms of their leases at each of our businesses are sufficient to meet our present needs and we do not anticipate any difficulty in securing additional space, as needed, on acceptable terms.

ITEM 3. LEGAL PROCEEDINGS

In the normal course of business, we are involved in various claims and legal proceedings. While the ultimate resolution of these matters has yet to be determined, we do not believe that their outcome will have a material adverse effect on our financial position or results of operations.

Arnold

Our Arnold subsidiary, was named as co-defendant, together with 300 West LLC ("300 West"), in a suit filed in the Twenty-Second Judicial Circuit, McHenry County, Illinois, Chancery Division (Case No. 13CH1046) in 2013 by the State of Illinois (the "Marengo Litigation"). Arnold leases a site in Marengo, McHenry County, Illinois (the "Site") from 300 West. Since 2008, Arnold and 300 West have been a part of the Illinois Remediation Program with respect to the Site. In the Marengo Litigation, the plaintiff claimed that 300 West and Arnold discharged Chlorinated VOCs into the groundwater on-Site, which has since migrated off-Site into private drinking wells. The plaintiff has sought injunctive relief and civil penalties. Any damages incurred by Arnold in connection with the Marengo Litigation are subject to indemnification pursuant to the Stock Purchase Agreement, among SPS Technologies, LLC ("SPS"), SPS Technologies Limited ("SPS Ltd."), Precision Castparts Corp. (collectively with SPS and SPS Ltd., the "SPS Entities"), Arnold and Audax Private Equity Fund, L.P., dated December 20, 2004, and prior consents to indemnification given by the SPS Entities. Arnold has cooperated with the governmental agencies in the Marengo Litigation investigations and proceedings. CODI does not believe that the outcome of the Marengo Litigation will have a material adverse effect on its financial position or results of operations.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

PART II

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

Market Information

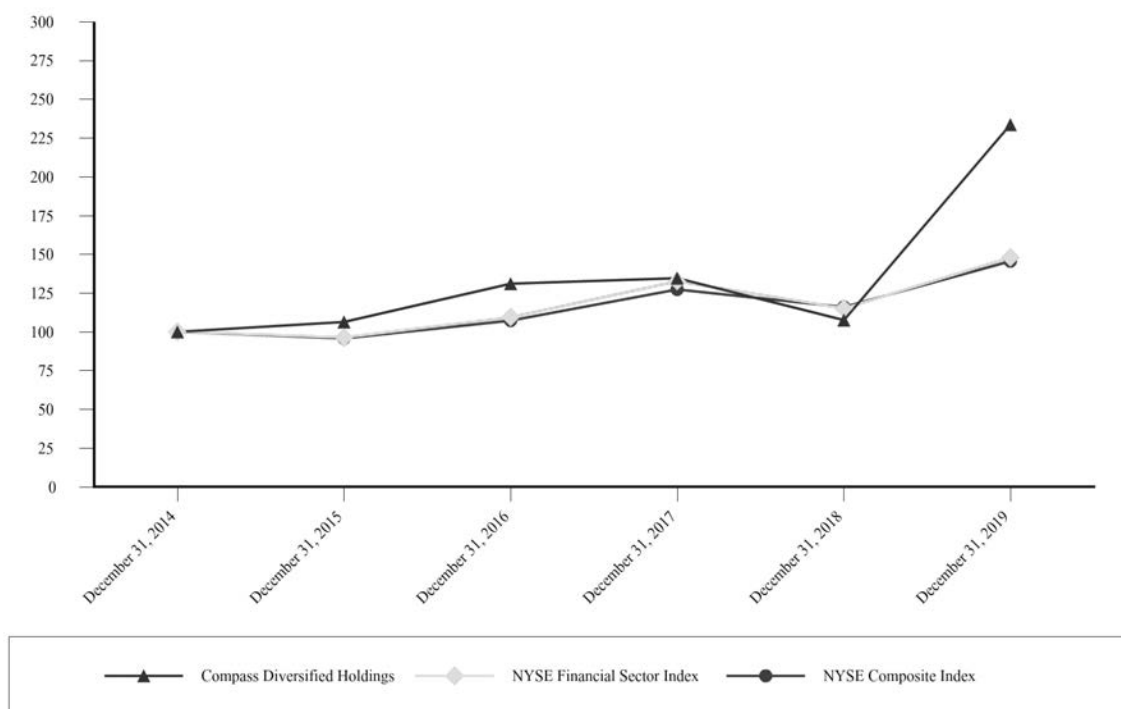
Our common shares of Trust stock has traded on the New York Stock Exchange (the "NYSE") under the symbol "CODI" since November 1, 2011.

Common Stock Holders

On December 31, 2019 there were 15 registered holders of our common stock. The number of registered holders includes banks and brokers who act as nominees, each of whom may represent more than one shareholder.

COMPARATIVE PERFORMANCE OF SHARES OF TRUST COMMON STOCK

The performance graph shown below compares the change in cumulative total shareholder return on common shares of Trust stock with the NYSE Composite Index and the NYSE Financial Sector Index for the previous five years, through the year ended December 31, 2019. The graph sets the beginning value of common shares of Trust stock and the indices at \$100, and assumes that all quarterly dividends were reinvested at the time of payment. This graph does not forecast future performance of common shares of Trust stock.



Year ended December 31,

<u>Data</u>	2014	2015	2016	2017	2018	2019
Compass Diversified Holdings	\$ 100.00	\$ 106.49	\$ 131.02	\$ 134.66	\$ 107.65	\$ 233.63
NYSE Financial Sector Index	\$ 100.00	\$ 96.34	\$ 107.36	\$ 127.46	\$ 116.06	\$ 145.66
NYSE Composite Index	\$ 100.00	\$ 95.91	\$ 109.45	\$ 132.69	\$ 115.26	\$ 147.93

Distributions

For the years 2019, 2018 and 2017, we have declared and paid quarterly cash distributions to holders of record of our common shares as follows:

<u>Quarter Ended</u>	<u>Declaration Date</u>	<u>Payment Date</u>	<u>Distribution Per Share</u>
December 31, 2019	January 6, 2020	January 23, 2020	\$ 0.36
September 30, 2019	October 3, 2019	October 24, 2019	\$ 0.36
June 30, 2019	July 3, 2019	July 25, 2019	\$ 0.36
March 31, 2019	April 4, 2019	April 25, 2019	\$ 0.36
December 31, 2018	January 3, 2019	January 24, 2019	\$ 0.36
September 30, 2018	October 4, 2018	October 25, 2018	\$ 0.36
June 30, 2018	July 5, 2018	July 26, 2018	\$ 0.36
March 31, 2018	April 5, 2018	April 26, 2018	\$ 0.36
December 31, 2017	January 4, 2018	January 25, 2018	\$ 0.36
September 30, 2017	October 5, 2017	October 26, 2017	\$ 0.36
June 30, 2017	July 6, 2017	July 27, 2017	\$ 0.36
March 31, 2017	April 6, 2017	April 27, 2017	\$ 0.36

We currently intend to continue to declare and pay regular quarterly cash distributions on all outstanding common shares through fiscal year 2020. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources” in Part II, Item 7.

Recent Sales of Unregistered Securities

None.

Purchases of Equity Securities by Issuer and Affiliated Purchasers

None.

ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth selected historical and other data of the Company and should be read in conjunction with the more detailed consolidated financial statements included elsewhere in this Annual Report. Selected financial data below includes the results of operations, cash flow and balance sheet data of the Company for the years ended December 31, 2019, 2018, 2017, 2016, and 2015.

The Company sold 5,800,238 shares of FOX during FOX’s initial public offering in August 2013, and an additional 4,466,569 shares during a FOX secondary offering in July 2014, resulting in the Company holding approximately 41% ownership interest in FOX at December 31, 2015 and 2014. In March 2017, we sold our remaining ownership interest in FOX.

The operating results of Manitoba Harvest and Clean Earth in each of the years presented below are reflected as discontinued operations in the table below and are not included in continuing operations. The operating results for Tridien in 2016 and 2015 are reflected as discontinued operations in the table below and are not included in continuing operations. The operating results of CamelBak and American Furniture in 2015 are reflected as discontinued operations and are not included in the continuing operations data below. Data included below only includes activity in our operating subsidiaries from their respective dates of acquisition.

<i>(in thousands, except per share data)</i>	Year ended December 31,				
	2019	2018 ⁽¹⁾	2017 ⁽¹⁾	2016 ⁽¹⁾	2015
Statements of Operations Data:					
Net sales	\$1,450,253	\$1,357,320	\$1,002,783	\$729,989	\$535,168
Gross profit	519,443	469,842	361,389	245,736	185,033

	Year ended December 31,				
<i>(in thousands, except per share data)</i>	2019	2018 ⁽¹⁾	2017 ⁽¹⁾	2016 ⁽¹⁾	2015
Operating income	60,196	56,628	24,501	10,811	45,054
Income (loss) from continuing operations	(40,773)	(18,877)	14,110	44,798	2,786
Income and gain from discontinued operations	347,914	17,087	19,502	11,732	162,984
Net income (loss)	\$ 307,141	\$ (1,790)	\$ 33,612	\$ 56,530	\$ 165,770
Net income from continuing operations—noncontrolling interest	5,542	5,217	8,245	3,205	5,939
Net loss from discontinued operations—noncontrolling interest	(266)	(1,305)	(2,624)	(1,360)	(2,007)
Net income (loss) attributable to Holdings	<u>\$ 301,865</u>	<u>\$ (5,702)</u>	<u>\$ 27,991</u>	<u>\$ 54,685</u>	<u>\$ 161,838</u>
Basic and fully diluted income (loss) per share attributable to Holdings:					
Continuing operations	\$ (2.17)	\$ (0.73)	\$ (0.77)	\$ 0.27	\$ (0.44)
Discontinued operations	5.81	0.31	0.33	0.24	3.04
Basic and fully diluted income (loss) per share attributable to Holdings	\$ 3.64	\$ (0.42)	\$ (0.44)	\$ 0.51	\$ 2.60
Cash distribution declared per common share	\$ 1.44	\$ 1.44	\$ 1.44	\$ 1.44	\$ 1.44
Cash Flow Data:					
Cash provided by operating activities	\$ 84,562	\$ 114,452	\$ 81,771	\$ 111,372	\$ 84,548
Acquisitions of businesses	—	(495,136)	(158,706)	(499,116)	(1,625)
Cash provided by (used in) investing activities	743,126	(604,080)	(77,278)	(363,021)	233,880
Net amounts borrowed (repaid)	(724,250)	121,028	31,915	248,058	(172,975)
Cash (used in) provided by financing activities	(779,522)	500,111	(2,588)	208,726	(254,357)
Balance Sheet Data:					
Current assets	\$ 644,272	\$ 681,185	\$ 526,818	\$ 452,819	\$ 291,363
Total assets	1,891,892	2,372,335	1,820,303	1,777,155	1,421,042
Current liabilities	209,479	259,280	212,193	202,521	116,479
Long-term debt	394,445	1,098,871	584,347	551,652	308,639
Noncontrolling interests	50,548	59,970	52,791	38,139	47,135
Shareholders' equity attributable to Holdings	1,115,327	859,372	873,208	856,405	826,084

⁽¹⁾ Includes the effect of material business acquisitions as follows:

- The year ended December 31, 2018 includes the operating results of Foam Fabricators, acquired on February 15, 2018, and Rimports, acquired by our Sterno subsidiary on February 26, 2018.
- The year ended December 31, 2017 includes the operating results of Velocity Outdoor, acquired on June 2, 2017.
- The year ended December 31, 2016 includes the operating results of 5.11, acquired on August 31, 2016.

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

This Item 7 contains forward-looking statements. Forward-looking statements in this Annual Report on Form 10-K are subject to a number of risks and uncertainties, some of which are beyond our control. Our actual results, performance, prospects or opportunities could differ materially from those expressed in or implied by the forward-looking statements. Additional risks of which we are not currently aware or which we currently deem immaterial could also cause our actual results to differ, including those discussed in the sections entitled "Forward-Looking Statements" and "Risk Factors" included elsewhere in this Annual Report.

Overview

Compass Diversified Holdings, a Delaware statutory trust, was incorporated in Delaware on November 18, 2005. Compass Group Diversified Holdings LLC, a Delaware limited liability Company, was also formed on November 18, 2005. In accordance with the Trust Agreement, the Trust is sole owner of 100% of the Trust Interests (as defined in the LLC Agreement) of the Company and, pursuant to the LLC Agreement, the Company has outstanding, the identical number of Trust Interests as the number of outstanding shares of the Trust. Sostratus LLC owns all of our Allocation Interests. The Company is the operating entity with a board of directors and other corporate governance responsibilities, similar to that of a Delaware corporation.

The Trust and the Company were formed to acquire and manage a group of small and middle-market businesses headquartered in North America. We characterize small and middle market businesses as those that generate annual cash flows of up to \$75 million. We focus on companies of this size because we believe that these companies are more able to achieve growth rates above those of their relevant industries and are also frequently more amenable to efforts to improve earnings and cash flow.

In pursuing new acquisitions, we seek businesses with the following characteristics:

- North American base of operations;
- stable and growing earnings and cash flow;
- maintains a significant market share in defensible industry niche (i.e., has a "reason to exist");
- solid and proven management team with meaningful incentives;
- low technological and/or product obsolescence risk; and
- a diversified customer and supplier base.

Our management team's strategy for our subsidiaries involves:

- utilizing structured incentive compensation programs tailored to each business in order to attract, recruit and retain talented managers to operate our businesses;
- regularly monitoring financial and operational performance, instilling consistent financial discipline, and supporting management in the development and implementation of information systems to effectively achieve these goals;
- assisting management in their analysis and pursuit of prudent organic cash flow growth strategies (both revenue and cost related);
- identifying and working with management to execute attractive external growth and acquisition opportunities; and
- forming strong subsidiary level boards of directors, including independent directors, to supplement management in their development and implementation of strategic goals and objectives.

Based on the experience of our management team and its ability to identify and negotiate acquisitions, we believe we are well- positioned to acquire additional attractive businesses. Our management team has a large network of approximately 2,000 deal intermediaries to whom it actively markets and who we expect to expose us to potential acquisitions. Through this network, as well as our management team's active proprietary transaction sourcing efforts, we typically have a substantial pipeline of potential acquisition targets. In consummating transactions, our management team has, in the past, been able to successfully navigate complex situations surrounding acquisitions, including corporate spin-offs, transitions of family-owned businesses, management buy-outs and reorganizations. We believe the flexibility, creativity, experience and expertise of our management team in structuring transactions provides us with

a strategic advantage by allowing us to consider non-traditional and complex transactions tailored to fit a specific acquisition target.

In addition, because we intend to fund acquisitions through the utilization of our 2018 Revolving Credit Facility, we do not expect to be subject to delays in or conditions by closing acquisitions that would be typically associated with transaction specific financing, as is typically the case in such acquisitions. We believe this advantage is a powerful one and is highly unusual in the marketplace for acquisitions in which we operate.

Initial public offering and Company formation

On May 16, 2006, we completed our initial public offering of 13,500,000 shares of the Trust at an offering price of \$15.00 per share (the "IPO"). Subsequent to the IPO the Company's board of directors engaged our Manager to externally manage the day-to-day operations and affairs of the Company, oversee the management and operations of the businesses and to perform those services customarily performed by executive officers of a public company.

From May 16, 2006 through December 31, 2019, we purchased nineteen businesses (each of our businesses is treated as a separate operating segment) and disposed of ten businesses. The tables below reflect summarized information relating to our acquisitions and dispositions from the date of our IPO through December 31, 2019 (in thousands):

Acquisitions

Business	Acquisition Date	CODI Purchase Price	Ownership Interest - December 31, 2019	
			Primary	Diluted
CBS Holdings (Staffmark) ⁽¹⁾	May 16, 2006	\$ 183,200	N/a	N/a
Crosman ⁽²⁾	May 16, 2006	\$ 72,600	N/a	N/a
Advanced Circuits ⁽³⁾	May 16, 2006	\$ 81,000	69.4%	65.4%
Silvue	May 16, 2006	\$ 36,000	N/a	N/a
Tridien ⁽³⁾	August 1, 2006	\$ 31,000	N/a	N/a
Aeroglide	February 28, 2007	\$ 58,200	N/a	N/a
Halo	February 28, 2007	\$ 62,300	N/a	N/a
American Furniture	August 31, 2007	\$ 97,000	N/a	N/a
FOX ⁽⁴⁾	January 4, 2008	\$ 80,400	N/a	N/a
Liberty Safe ⁽³⁾	March 31, 2010	\$ 70,200	91.2%	86%
Ergobaby ⁽³⁾	September 16, 2010	\$ 85,200	81.9%	75.8%
CamelBak	August 24, 2011	\$ 251,400	N/a	N/a
Arnold Magnetics	March 5, 2012	\$ 128,800	96.7%	80.2%
Clean Earth ⁽³⁾	August 7, 2014	\$ 251,400	N/a	N/a
Sterno ^{(3) (5)}	October 10, 2014	\$ 314,400	100.0%	88.5%
Manitoba Harvest ⁽³⁾	July 10, 2015	\$ 102,700	N/a	N/a
5.11	August 31, 2016	\$ 408,200	97.58%	88.9%
Velocity Outdoor ^{(2) (3)}	June 2, 2017	\$ 150,400	99.3%	93.9%
Foam Fabricators	February 15, 2018	\$ 253,400	100.0%	91.5%

⁽¹⁾ The total purchase price for CBS Holdings includes the acquisition of Staffmark Investment LLC in January 2008 for a purchase price of \$128.6 million. The Company renamed its CBS Personnel business Staffmark subsequent to the acquisition.

⁽²⁾ Velocity Outdoor (formerly "Crosman Corp.") was purchased by the Company in May 2006 and subsequently sold in January 2007. We reacquired Velocity Outdoor in June 2017.

⁽³⁾ The total purchase price does not reflect add-on acquisitions made by our businesses subsequent to their purchase by CODI unless indicated.

⁽⁴⁾ FOX completed an IPO of its common stock in August 2013 in which we sold a 22% interest in FOX, reducing our ownership interest to 53%. In July 2014, FOX completed a secondary offering in which we sold a 12% interest in FOX, reducing our ownership

interest to 41% and resulting in the deconsolidation of FOX from our financial results. We subsequently sold our remaining shares of FOX and now hold no ownership interest in FOX. We recognized total net proceeds from the sale of our FOX shares of approximately \$465.1 million.

⁽⁵⁾ The total purchase price of Sterno includes the acquisition of Rimports in February 2018 for a purchase price of \$154.4 million.

Dispositions

Business	Date of Disposition	Sale Price	CODI Proceeds from Disposition ⁽¹⁾	Gain (loss) recognized ⁽²⁾
Crosman	January 5, 2007	\$ 143,000	\$ 109,600	\$ 35,800
Aeroglide	June 24, 2008	\$ 95,000	\$ 78,500	\$ 33,700
Silvue	June 25, 2008	\$ 95,000	\$ 63,600	\$ 39,600
Staffmark	October 17, 2011	\$ 295,000	\$ 216,000	\$ 88,500
Halo	May 1, 2012	\$ 76,500	\$ 66,500	\$ (300)
CamelBak	August 3, 2015	\$ 412,500	\$ 367,800	\$ 158,300
American Furniture	October 5, 2015	\$ 24,100	\$ 23,500	\$ (14,100)
Tridien	September 21, 2016	\$ 25,000	\$ 22,700	\$ 1,700
FOX	*	*	\$ 526,600	\$ 428,700
Manitoba Harvest	February 28, 2019	\$ 294,300	\$ 219,700	\$ 121,700
Clean Earth	June 28, 2019	\$ 625,000	\$ 551,900	\$ 209,300

⁽¹⁾ CODI portion of the net proceeds from disposition includes debt and equity proceeds and reflects the accounting for the redemption of the sold business's minority shareholders and transaction expenses.

⁽²⁾ Gain (loss) recognized on sale of our businesses is calculated by deducting our total invested capital from the net sale proceeds received.

⁽³⁾ Sale price of Manitoba Harvest was C\$370 million. Translation to USD is as of the date of sale.

* We made loans to and purchased a controlling interest in FOX on January 4, 2008, for approximately \$80.4 million. In August 2013, FOX completed an initial public offering of its common stock. As a result of the initial public offering, our ownership interest in FOX was reduced to approximately 53.9%. No gain was reflected as a result of the sale of our FOX shares in the initial public offering because our majority classification of FOX did not change. FOX used a portion of their net proceeds received from the sale of their shares as well as proceeds from a new external FOX credit facility to repay \$61.5 million in outstanding indebtedness to us under their existing credit facility with us. In July 2014, through a secondary offering, our ownership in FOX was lowered from approximately 53% to approximately 41%, and as a result we deconsolidated FOX as of July 10, 2014. In March and August 2016, through two more secondary offerings and a share repurchase by FOX, our ownership in the outstanding common stock of FOX was further lowered to approximately 23% as of September 30, 2016. In November 2016, through another secondary offering, our ownership in the outstanding common stock of FOX was further lowered to approximately 14%. On March 13, 2017, FOX closed on a secondary public offering of 5,108,718 shares of FOX common stock held by CODI, which represented CODI's remaining investment in FOX. We recognized total net proceeds from the sales of our FOX shares of approximately \$465.1 million, plus proceeds from the repayment of the FOX credit facility of \$61.5 million upon completion of their initial public offering, and a total gain of \$428.7 million.

We are dependent on the earnings of, and cash receipts from, the businesses that we own in order to meet our corporate overhead and management fee expenses and to pay distributions. The earnings and distributions of our businesses are generally lowest in the first quarter, and strongest in the third and fourth quarter, of each fiscal year. These earnings and distributions, net of any non-controlling interest in these businesses, are available to:

- meet capital expenditure requirements, management fees and corporate overhead charges;
- fund distributions from the businesses to the Company; and
- be distributed by the Trust to shareholders.

2019 Highlights and Recent Events

Repayment of 2018 Term Loan

During the year ended December 31, 2019, we repaid \$193.8 million of the 2018 Term Loan in July 2019, and the remaining \$298.8 million balance due under the 2018 Term loan in November 2019. In connection with the repayment, we recorded \$8.9 million in expense associated with the deferred financing costs that we had previously capitalized associated with the 2018 Term Loan, and \$3.4 million in expense associated with the original issue discount on the 2018 Term Loan. We had an interest rate swap with a notional amount of \$220 million that was effective April 1, 2016 through June 6, 2021, the original termination date of our 2014 Term Loan. We terminated the interest rate swap in connection with the repayment of the 2018 Term Loan, resulting in a payment of \$4.9 million.

Trust Preferred Share Issuance

In the fourth quarter of 2019, the Trust issued 4,600,000 7.875% Series C Preferred Shares for gross proceeds of \$115.0 million, or \$111.0 million net of underwriters' discount and issuance costs. Distributions on the Series C Preferred Shares will be payable quarterly in arrears, when and as declared by the Company's board of directors on January 30, April 30, July 30, and October 30 of each year, beginning on January 30, 2020. Distributions on the Series C Preferred Shares are cumulative.

Sale of Clean Earth

On May 8, 2019, the Company, as majority stockholder of CEHI Acquisition Corporation ("Clean Earth" or "CEHI") and as Sellers' Representative, entered into a definitive Stock Purchase Agreement (the "Purchase Agreement") with Calrissian Holdings, LLC ("Buyer"), CEHI, the other holders of stock and options of CEHI and, as Buyer's guarantor, Harsco Corporation, pursuant to which Buyer would acquire all of the issued and outstanding securities of CEHI, the parent company of the operating entity, Clean Earth, Inc.

On June 28, 2019, Buyer completed the acquisition of all of the issued and outstanding securities of CEHI pursuant to the Purchase Agreement. The sale price for Clean Earth was based on an aggregate total enterprise value of \$625 million and is subject to customary working capital adjustments. After the allocation of the sale proceeds to Clean Earth non-controlling equity holders and the payment of transaction expenses of approximately \$10.7 million, we received approximately \$552 million of total proceeds at closing related to our debt and equity interests in Clean Earth. We recognized a gain on the sale of Clean Earth of \$209.3 million during the year ended December 31, 2019. Refer to "Note L - Stockholders' Equity" for a discussion of the profit allocation associated with the sale of Clean Earth.

Sale of Manitoba Harvest

On February 19, 2019, we entered into a definitive agreement with Tilray, Inc. ("Tilray") and a wholly-owned subsidiary of Tilray, 1197879 B.C. Ltd. ("Tilray Subco"), to sell to Tilray, through Tilray Subco, all of the issued and outstanding securities of our majority owned subsidiary, Manitoba Harvest for total consideration of up to C\$419 million. The completion of the sale of Manitoba Harvest was subject to approval by the British Columbia Supreme Court, which occurred on February 21, 2019. The sale closed on February 28, 2019. Subject to certain customary adjustments, the shareholders of Manitoba Harvest, including the Company, received the following from Tilray as consideration for their shares of Manitoba Harvest: (i) C\$150 million in cash to the holders of preferred shares of Manitoba Harvest and the holders of common shares of Manitoba Harvest ("Common Holders") and C\$127.5 million in shares of class 2 Common Stock of Tilray ("Tilray Common Stock") to the Common Holders on the closing date of the sale (the "Closing Date Consideration"), and (ii) C\$50 million in cash and C\$42.5 million in Tilray Common Stock to the Common Holders on the date that was six months after the closing date of the arrangement (the "Deferred Consideration"). The sale consideration also included a potential earnout of up to C\$49 million in Tilray Common Stock to the Common Holders, if Manitoba Harvest achieved certain levels of U.S. branded gross sales of edible or topical products containing broad spectrum hemp extracts or cannabidiols prior to December 31, 2019. The threshold for the earnout was not achieved and no additional amount was recorded related to sale of Manitoba Harvest at December 31, 2019.

The cash portion of the Closing Date Consideration was reduced by the amount of the net indebtedness (including accrued interest) of Manitoba Harvest on the closing date of C\$71.3 million (\$53.7 million) and transaction expenses of approximately C\$5.0 million. We recognized a gain on the sale of Manitoba Harvest of \$121.7 million in the first quarter of 2019. Refer to "Note L - Stockholders' Equity" for a discussion of the profit allocation associated with the sale of Manitoba Harvest. Our share of the net proceeds after accounting for the redemption of the noncontrolling shareholders and the payment of net indebtedness of Manitoba Harvest and transaction expenses was approximately \$124.2 million in cash proceeds and in Tilray Common Stock. In August 2019, the Company received the Deferred

Consideration related to the sale. The Company's portion of the Deferred Consideration totaled \$28.4 million in cash proceeds and \$19.6 million in Tilray Common Stock.

The Tilray Common Stock consideration was issued in reliance on the exemption from the registration requirements of the Securities Act and pursuant to exemptions from applicable securities laws of any state of the United States, such that any shares of Tilray Common Stock received by the Common Holders were freely tradeable. We sold the Tilray Common Stock received as part of the Closing Consideration during March 2019, recognizing a net loss of \$5.3 million in Other income (expense) during the quarter ended March 31, 2019. In August 2019, the Company sold the Tilray Common Stock received as part of the Deferred Consideration, recognizing a loss of \$4.9 million in Other income/ (expense) during the quarter ended September 30, 2019.

2019 Distributions

Common shares - For the 2019 fiscal year we declared distributions to our common shareholders totaling \$1.44 per share.

Preferred shares - For the 2019 fiscal year we declared distributions to our preferred shareholders totaling \$1.8125 per share on our Series A Preferred Shares and \$1.96875 on our Series B Preferred Shares. We also declared a distribution to our preferred shareholders of \$0.38281 per share on our Series C Preferred Shares. The distribution on the Series C Preferred Shares covers the period from, and including, November 20, 2019, the original issue date of the Series C Preferred Shares, up to, but excluding, January 30, 2020.

2020 Outlook and Significant Trends

During 2019, the middle market continued to be an active segment for deal flow, with continued strong deal flow expected in 2020. High valuation levels continue to be driven by the availability of debt capital with favorable terms and financial and strategic buyers seeking to deploy available equity capital. We believe that companies will focus on expanding their customer bases by diversifying their products and services in existing geographic areas during 2020.

We remain focused on marketing the Company's attractive ownership and management attributes to potential sellers of middle market businesses and intermediaries. In addition, we continue to pursue opportunities for add-on acquisitions by certain of our existing subsidiary companies, which can be particularly attractive from a strategic perspective.

Business Outlook

For 2020, we anticipate our niche industrial companies, combined as a whole, will continue to grow revenue and earnings as a result of the overall health of the economy. Our branded consumer companies, combined as a whole, may be impacted in 2019 by the continued weakening in the U.S. retail landscape, specifically, lower consumer foot traffic in brick and mortar retail, and the related shift to more online shopping. We believe our branded consumer companies, with their strong positions in their respective markets and powerful brands, remain well positioned to grow revenue and earnings in 2019, notwithstanding this difficult landscape.

The areas of focus for 2020, which are generally applicable to each of our businesses, include:

- Achieving sales growth through a combination of new product development, increasing distribution and international expansion;
- Taking market share, where possible, in each of our niche market leading companies, generally at the expense of less well capitalized competitors;
- Striving for excellence in supply chain management, manufacturing and technological capabilities;
- Continuing to pursue expense reduction and cost savings in lower margin business lines or in response to lower production volume;
- Continuing to grow through disciplined, strategic acquisitions and rigorous integration processes; and
- Driving free cash flow through increased net income and effective working capital management, enabling continued investment in our businesses, strategic acquisitions, and distributions to our shareholders.

Results of Operations

The following discussion reflects a comparison of the historical results of operations of our consolidated business for the years ended December 31, 2019, 2018 and 2017, and components of the results of operations as well as those components presented as a percent of net revenues, for each of our businesses on a stand-alone basis.

We acquired Foam Fabricators in February 2018, Velocity Outdoor in June 2017, and our Sterno business acquired Rimpports in February 2018. In the following results of operations, we provide (i) our actual Consolidated Results of Operations for the years ended December 31, 2019, 2018 and 2017, which includes the historical results of operations of each of our businesses (operating segments) from the date of acquisition in accordance with generally accepted accounting principles in the United States ("GAAP" or "US GAAP") and (ii) comparative historical components of the results of operations for each of our businesses on a stand-alone basis ("Results of Operations – Our Businesses"), for each of the years ended December 31, 2019, 2018 and 2017, where all years presented include relevant pro-forma adjustments for pre-acquisition periods and explanations where applicable. For the 2018 acquisitions of Foam Fabricators and Rimpports, the pro forma results of operations have been prepared as if we purchased these businesses on January 1, 2017. The historical operating results of Rimpports have been added to the previously reported Sterno results of operations for the year ended December 31, 2017 and the Sterno results of operations for the 2018 period prior to acquisition by Sterno. For the 2017 acquisition of Velocity Outdoor, the pro forma results of operations have been prepared as if we purchased this business on January 1, 2017. We believe this presentation enhances the discussion and provides a more meaningful comparison of operating results. The following operating results of our businesses are not necessarily indicative of the results to be expected for a full year, going forward.

All dollar amounts in the financial tables are presented in thousands. References in the financial tables to percentage changes that are not meaningful are denoted by "NM."

Consolidated Results of Operations — Compass Diversified Holdings

	Year Ended December 31,		
	2019	2018	2017
Net revenues	\$ 1,450,253	\$ 1,357,320	\$ 1,002,783
Cost of revenues	930,810	887,478	641,394
Gross profit	519,443	469,842	361,389
Selling, general and administrative expense	335,181	320,085	261,516
Management fees	37,030	43,443	31,843
Amortization of intangible assets	54,155	49,686	34,665
Asset impairment expense	32,881	—	8,864
Operating income	60,196	56,628	24,501
Interest expense, net	(58,216)	(55,245)	(27,255)
Amortization of debt issuance costs	(3,314)	(3,905)	(9,622)
Loss on sale of securities	(10,193)	—	—
Other income (expense)	(14,504)	(5,889)	2,745
Loss from continuing operations before income taxes	(26,031)	(8,411)	(9,631)
Provision (benefit) for income taxes	14,742	10,466	(23,741)
Income (loss) from continuing operations	\$ (40,773)	\$ (18,877)	\$ 14,110

Year ended December 31, 2019 compared to the Year ended December 31, 2018

Net revenues

Net revenues for the year ended December 31, 2019 increased by approximately \$92.9 million or 6.8% compared to the corresponding period in 2018. Our acquisitions of Foam Fabricators and Rimpports in February 2018 contributed \$11.6 million and \$33.1 million, respectively, to the increase in revenue, reflecting a full year of ownership compared to the corresponding period in 2018. We also saw notable sales increases at 5.11 (\$40.7 million), Liberty (\$13.5 million) and Velocity (\$16.5 million increase as a result of the Ravin acquisition in September 2018). These increases in

revenue were partially offset by a decrease in net sales at our Sterno business exclusive of Rimports (\$16.8 million decrease) in 2019 as compared to 2018. Refer to "Results of Operations - Our Businesses" for a more detailed analysis of net revenue by business segment.

We do not generate any revenues apart from those generated by the businesses we own. We may generate interest income on the investment of available funds, but expect such earnings to be minimal. Our investment in our businesses is typically in the form of loans from the Company to such businesses, as well as equity interests in those businesses. Cash flows coming to the Trust and the Company are the result of interest payments on those loans, amortization of those loans and, in some cases, dividends on our equity ownership. However, on a consolidated basis these items will be eliminated.

Cost of revenues

On a consolidated basis, cost of revenues increased approximately \$43.3 million during the year ended December 31, 2019, compared to the corresponding period in 2018. Our acquisitions of Foam Fabricators and Rimports in February 2018 contributed \$6.9 million and \$20.8 million, respectively, to the increase in cost of revenues, reflecting a full year of ownership compared to the corresponding period in 2018. We also saw notable increases in cost of sales at 5.11 (\$9.9 million), Liberty (\$12.1 million) and Velocity (\$10.3 million) corresponding to the increase in net sales noted above. This was partially offset by a decrease in cost of sales at our legacy Sterno business exclusive of Rimports of \$16.3 million.

Gross profit as a percentage of net revenues was approximately 35.8% in year ended December 31, 2019 compared to 34.6% in 2018. Refer to "Results of Operations - Our Businesses" for a more detailed analysis of gross profit by business segment.

Selling, general and administrative expense

Consolidated selling, general and administrative expense increased approximately \$15.1 million during the year ended December 31, 2019, compared to the corresponding period in 2018. Refer to "Results of Operations - Our Businesses" for a more detailed analysis of selling, general and administrative expense by business segment. At the corporate level, general and administrative expense increased from \$14.3 million in 2018 to \$14.9 million in 2019, primarily due to transaction costs associated with an unsuccessful acquisition.

Fees to manager

Pursuant to the Management Services Agreement, we pay CGM a quarterly management fee equal to 0.5% (2.0% annually) of our consolidated adjusted net assets. We accrue for the management fee on a quarterly basis. For the year ended December 31, 2019, we incurred approximately \$37.0 million in expense for these fees compared to \$43.4 million for the corresponding period in 2018. The \$6.4 million decrease in the year ended December 31, 2019 is principally due to the sales of Manitoba Harvest in the first quarter of 2019 and Clean earth in the second quarter of 2019. Concurrent with the June 2019 sale of Clean Earth, CGM agree to waive the management fee on cash balances held at the Company, commencing with the quarter ended June 30, 2019 and continuing until the quarter in which the Company next borrows under the 2018 Revolving Credit Facility.

Amortization expense

Amortization expense for the year ended December 31, 2019 increased \$4.5 million to \$54.2 million as compared to the prior year, primarily as a result of the acquisitions of Foam Fabricators and Rimports in February 2018, and Ravin in September 2018.

Impairment expense

Velocity Outdoor performed an interim impairment test of their goodwill during the quarter ended September 30, 2019 as a result of operating results below forecasts in the current period as well as a re-forecast of the Velocity business in which planned earnings and revenue fell below the forecasts of prior periods. The impairment test resulted in Velocity Outdoor recording impairment expense of \$32.9 million for the year ended December 31, 2019.

Interest Expense

We recorded interest expense totaling \$58.2 million for the year ended December 31, 2019 compared to \$55.2 million for the comparable period in 2018, an increase of \$3.0 million. The increase in interest expense primarily reflects the interest associated with the issuance of our Senior Notes in April 2018. We recorded \$32.0 million in interest expense for the year ended December 31, 2019 and \$22.5 million in interest expense for the period from the date of issuance through December 31, 2018 related to the Senior Notes. This increase in interest expense as a result of the full year

of interest associated with the Senior Notes was offset by a decrease in the average amount outstanding on our 2018 Revolving Credit Facility, which we paid off in June 2019 and did not draw on again during 2019, and the repayment of our 2018 Term Loan during the latter half of 2019.

Income Taxes

We had income tax expense of \$14.7 million with an effective income tax rate of 56.6% during the year ended December 31, 2019 compared to income tax expense of \$10.5 million with an effective income tax rate of 124.4% during the same period in 2018. The effective tax rate for the years ended December 31, 2019 and 2018 includes a loss at our parent company, which is taxed as a partnership. Although we had a greater loss from continuing operations before income taxes for the year ended December 31, 2019 as compared to the year ended December 31, 2018 (\$26.0 million loss in 2019 and \$8.4 million loss in 2018), our income tax provision increased by \$4.3 million in 2019 as compared to 2018. This increase in the income tax provision was primarily a result of a decrease in the utilization of tax credits in fiscal year 2019, and the goodwill impairment related to Velocity, a portion of which was nondeductible for tax purposes. In the prior year, the effect of the recapitalization at Sterno and state income taxes as well as the geographic mix of income had a significant impact on our effective tax rate.

Year ended December 31, 2018 compared to the Year ended December 31, 2017

Net revenues

Net revenues for the year ended December 31, 2018 increased by approximately \$354.5 million or 35.4% compared to the corresponding period in 2017. Our acquisitions of Foam Fabricators and Rimports in February 2018 contributed \$113.4 million and \$145.6 million, respectively, to the increase in revenue, while our acquisition of Velocity Outdoor in June 2017 contributed \$52.9 million to the increase, reflecting a full year of ownership compared to the corresponding period in 2017, as well as the acquisition of Ravin in September 2018. We also saw notable sales increases at 5.11 (\$37.9 million), Arnold (\$12.3 million) and our legacy Sterno business exclusive of Rimports (\$9.4 million). These increases in revenue were partially offset by decreases in net revenue at Liberty (\$9.3 million) and Ergo (\$12.4 million) in 2018 as compared to 2017. Refer to "Results of Operations - Our Businesses" for a more detailed analysis of net revenue by business segment.

We do not generate any revenues apart from those generated by the businesses we own. We may generate interest income on the investment of available funds, but expect such earnings to be minimal. Our investment in our businesses is typically in the form of loans from the Company to such businesses, as well as equity interests in those businesses. Cash flows coming to the Trust and the Company are the result of interest payments on those loans, amortization of those loans and, in some cases, dividends on our equity ownership. However, on a consolidated basis these items will be eliminated.

Cost of revenues

On a consolidated basis, cost of revenues increased approximately \$246.1 million during the year ended December 31, 2018, compared to the corresponding period in 2017. Our acquisitions of Foam Fabricators and Rimports in February 2018 contributed \$82.6 million and \$110.5 million, respectively, to the increase in cost of revenues, while our acquisition of Velocity Outdoor in June 2017 contributed \$35.3 million to the increase, reflecting a full year of ownership compared to the corresponding period in 2017, as well as the acquisition of Ravin in September 2018. Our legacy Sterno business exclusive of Rimports had an increase in cost of revenues of \$9.3 million, and Arnold had an increase in cost of revenues of \$8.6 million, both in line with the increase in revenues at these entities. These increases were offset by decreases in cost of revenues at other operating segments, particularly Ergo (\$3.1 million decrease) and Liberty (\$3.3 million decrease).

Gross profit as a percentage of net revenues was approximately 34.6% in year ended December 31, 2018 compared to 36.0% in 2017. Refer to "Results of Operations - Our Businesses" for a more detailed analysis of gross profit by business segment.

Selling, general and administrative expense

Consolidated selling, general and administrative expense increased approximately \$58.6 million during the year ended December 31, 2018, compared to the corresponding period in 2017. The increase in expenses in 2018 compared to 2017 is principally the result of the acquisition of Foam Fabricators (\$12.3 million including \$1.6 million in acquisition costs), Rimports (\$4.0 million, including \$0.6 million in acquisition costs) and Velocity Outdoor (\$10.4 million) reflecting a full year of ownership compared to the corresponding period in 2017, as well as the acquisition of Ravin in September 2018 and acquisition costs related to Ravin of \$1.4 million. We also saw notable increases in selling, general and

administrative year-over-year at 5.11 (\$22.2 million). Refer to "Results of Operations - Our Businesses" for a more detailed analysis of selling, general and administrative expense by business segment. At the corporate level, general and administrative expense increased from \$12.7 million in 2017 to \$14.3 million in 2018, primarily due to increased professional fees associated with governance and compliance costs related to the implementation of new accounting standards.

Fees to manager

Pursuant to the Management Services Agreement, we pay CGM a quarterly management fee equal to 0.5% (2.0% annually) of our consolidated adjusted net assets. We accrue for the management fee on a quarterly basis. For the year ended December 31, 2018, we incurred approximately \$43.4 million in expense for these fees compared to \$31.8 million for the corresponding period in 2017. The \$11.6 million increase in the year ended December 31, 2018 is principally due to the increase in consolidated net assets resulting from the acquisition of Foam Fabricators in February 2018, and the add-on acquisitions by our businesses that occurred throughout 2018.

Amortization expense

Amortization expense for the year ended December 31, 2018 increased \$15.0 million to \$49.7 million as compared to the prior year, primarily as a result of the acquisitions of Foam Fabricators and Rimports in February 2018.

Interest Expense

We recorded interest expense totaling \$55.2 million for the year ended December 31, 2018 compared to \$27.3 million for the comparable period in 2017, an increase of \$28.0 million. The increase in interest expense primarily reflects the interest associated with the issuance of our Senior Notes in April 2018 and the increase in the amount outstanding on our revolving credit facility in fiscal year 2018. We recorded \$22.5 million in interest expense for the period from the date of issuance through December 31, 2018 related to the Senior Notes. The average amount outstanding on our revolving credit facility in 2017 was \$33.6 million, while the average amount outstanding during 2018 was \$205.1 million as a result of our add-on acquisitions that occurred in 2018. Our interest expense also reflects the effect of the unrealized gains or losses on our interest rate swap. In 2018 and 2017, we recognized unrealized gains of \$2.3 million and \$0.6 million, respectively, which reduced our interest expense.

Income Taxes

We had income tax expense of \$10.5 million with an effective income tax rate of 124.4% during the year ended December 31, 2018 compared to income tax benefit of \$23.7 million with an effective income tax rate of (246.5%) during the same period in 2017. The effective tax rate for the years ended December 31, 2018 and 2017 includes a loss at our parent company, which is taxed as a partnership. In December 2017, the U.S. government enacted the Tax Cuts and Jobs Act of 2017 (the "Tax Act") which made broad and complex changes to the U.S. tax code. Among other changes of the Tax Act, the tax rate on corporations was reduced from 35% to 21%; a limitation on the deduction of interest expense was enacted, certain tangible property acquired after September 2017 will qualify for 100% expensing, U.S. federal income tax on foreign earnings was eliminated (subject to certain exceptions) and a new base erosion anti-tax abuse tax were added. Although the Company is treated as a partnership for U.S. federal income tax purposes, each of our businesses was affected by the Tax Act, and the resulting impact significantly affected the calculation of our year-to-date consolidated income tax provision in 2018 and 2017. Additionally, in fiscal year 2018, the effect of the recapitalization at Sterno and state income taxes as well as the geographic mix of income had a significant impact on our effective tax rate. In the prior year, the impairment expense at our Arnold business and non-deductible costs at the corporate level, including the effect of the loss on our equity investment of FOX prior to the sale of our remaining FOX shares in the first quarter of 2017, account for the majority of the remaining difference in our effective income tax rates year over year.

Results of Operations — Our Businesses

We categorize the businesses we own into two separate groups of businesses (i) branded consumer businesses, and (ii) niche industrial businesses. Branded consumer businesses are characterized as those businesses that we believe capitalize on a valuable brand name in their respective market sector. We believe that our branded consumer businesses are leaders in their particular category. Niche industrial businesses are characterized as those businesses that focus on manufacturing and selling particular products or services within a specific market sector. We believe that our niche industrial businesses are leaders in their specific market sector.

Branded Consumer Businesses

5.11

Overview

5.11 is a leading provider of purpose-built technical apparel and gear for law enforcement, firefighters, EMS, and military special operations as well as outdoor and adventure enthusiasts. 5.11 is a brand known for innovation and authenticity, and works directly with end users to create purpose-built apparel and gear designed to enhance the safety, accuracy, speed and performance of tactical professionals and enthusiasts worldwide. 5.11 operates sales offices and distribution centers globally, and 5.11 products are widely distributed in uniform stores, military exchanges, outdoor retail stores, its own retail stores and on 511tactical.com.

Results of Operations

<i>(in thousands)</i>	Year ended December 31,					
	2019		2018		2017	
Net sales	\$ 388,645	100.0%	\$ 347,921	100.0%	\$ 309,999	100.0 %
Gross profit	\$ 191,594	49.3%	\$ 160,798	46.2%	\$ 127,708	41.2 %
Selling, general and administrative expense	\$ 159,441	41.0%	\$ 147,137	42.3%	\$ 124,970	40.3 %
Operating income (loss)	\$ 22,408	5.8%	\$ 3,916	1.1%	\$ (7,121)	(2.3)%

Year ended December 31, 2019 compared to the Year ended December 31, 2018

Net sales

Net sales for the year ended December 31, 2019 were \$388.6 million, an increase of \$40.7 million, or 11.7%, compared to the same period in 2018. This increase is due primarily to retail and e-commerce sales growth of \$39.3 million or 44%, driven by growing demand in direct to consumer channels. Retail sales grew largely due to sixteen new retail store openings since December 2018 (bringing the total store count to sixty-one as of December 31, 2019). The increase in net sales for the year ended December 31, 2019 were further increased by strong sales growth at Beyond of \$7.5 million or 52%. Through the Beyond product category, 5.11 offers technical survival outerwear systems engineered for missions in extreme conditions. The increase in net sales for the year ended December 31, 2019 as compared to the prior year was offset by an \$2.7 million decrease in consumer wholesale and a \$1.4 million decrease in professional sales.

Gross Profit

Gross profit as a percentage of net sales increased from 46.2% in the year ended December 31, 2018 to 49.3% in the year ended December 31, 2019. The prior year cost of sales included a higher level of chargebacks incurred and discretionary discounts granted to customers while working through the backlog associated with challenges experienced while implementing a new Enterprise Resource Planning (ERP) system. Gross profit for the year ended December 31, 2019 was positively impacted by channel mix as direct to consumer sales, which realize higher gross profit than wholesale revenues, grew significantly versus the prior year.

Selling, general and administrative expense

Selling, general and administrative expenses for the year ended December 31, 2019 increased to \$159.4 million or 41.0% of net sales compared to \$147.1 million or 42.3% of net sales in the same period in 2018. The decrease in selling, general and administrative expense as a percentage of net sales was primarily due to the higher level of expense in the prior year associated with the move into 5.11's new Manteca warehouse facility. The decrease in selling, general and administrative expense as a percentage of net sales was further impacted by leveraging and controlling travel expenses during fiscal year 2019. The decrease was partially offset by an increase in marketing spend to drive demand in the growing direct to consumer channels as well as performance based bonuses in fiscal year 2019.

Income from operations

Income from operations for the year ended December 31, 2019 was \$22.4 million, an increase of \$18.5 million when compared to the same period in 2018, based on the factors described above.

Year ended December 31, 2018 compared to the Year ended December 31, 2017

Net sales

Net sales for the year ended December 31, 2018 were \$347.9 million, an increase of \$37.9 million, or 12.2%, compared to the same period in 2017. This increase is due primarily to retail and e-commerce sales growth of \$25.4 million or 51%, driven by growing demand in direct to consumer channels. Retail sales grew largely due to eighteen new retail store openings since December 2017 (bringing the total store count to forty-five as of December 31, 2018). The increase in net sales for the year ended December 31, 2018 as compared to the corresponding period in the prior year was offset by a \$17.6 million decline in Direct-to-Agency sales. Direct-to-agency sales represent large contracts consisting primarily of SMU (special make-up) custom uniform product designed for large law enforcement divisions. The Direct-to-agency contract process is driven primarily by lengthy governmental approval processes and can take upwards of 18 to 36 months, therefore revenue streams are not consistent year-over-year.

Gross Profit

Gross profit as a percentage of net sales increased from 41.2% in the year ended December 31, 2017 to 46.2% in the year ended December 31, 2018. Cost of sales for the year ended December 31, 2017 included \$21.7 million in expense related to a \$39.1 million inventory step-up resulting from the acquisition purchase price allocation. The total inventory step-up amount of \$39.1 million was expensed to cost of goods sold over the expected turns of 5.11's inventory. Excluding the effect of the expense associated with the inventory step-up in 2017, gross profit for the year ended December 31, 2017 was 48.2%. The decrease in gross profit percentage in the year ended December 31, 2018 was primarily due to a higher level of chargebacks incurred and discretionary discounts granted to customers while working through the backlog associated with challenges experienced while implementing a new Enterprise Resource Planning (ERP) system.

Selling, general and administrative expense

Selling, general and administrative expenses for the year ended December 31, 2018 increased to \$147.1 million or 42.3% of net sales compared to \$125.0 million or 40.3% of net sales in the same period in 2017. This increase in selling, general and administrative expense as a percentage of net sales was primarily due to eighteen new retail stores that were not open in the prior comparable period, higher temporary labor costs associated with the ERP implementation, higher software maintenance costs related to the ERP system and costs to move into 5.11's new Manteca warehouse facility, which occurred in the second quarter of 2018.

Income (loss) from operations

Income from operations for the year ended December 31, 2018 was \$3.9 million, an increase of \$11.0 million when compared to the same period in 2017, primarily due to the amortization of the inventory step-up resulting from the purchase price allocation and the increase in selling, general and administrative expense as noted above.

Ergobaby

Overview

Ergobaby, headquartered in Los Angeles, California, is a designer, marketer and distributor of wearable baby carriers and accessories, blankets and swaddlers, nursing pillows, strollers, and related products. Ergobaby primarily sells its Ergobaby and Baby Tula branded products through brick-and-mortar retailers, national chain stores, online retailers, its own websites and distributors and derives more than half of its sales from outside of the United States.

Results of Operations

<i>(in thousands)</i>	Year ended December 31,					
	2019		2018		2017	
Net sales	\$ 89,995	100.0%	\$ 90,566	100.0%	\$ 102,969	100.0%
Gross profit	\$ 57,081	63.4%	\$ 59,686	65.9%	\$ 68,945	67.0%
Selling, general and administrative expense	\$ 38,867	43.2%	\$ 40,215	44.4%	\$ 33,359	32.4%
Income from operations	\$ 10,404	11.6%	\$ 11,522	12.7%	\$ 24,503	23.8%

Year ended December 31, 2019 compared to the Year ended December 31, 2018

Net sales

Net sales for the year ended December 31, 2019 were \$90.0 million, a decrease of \$0.6 million or 0.6% compared to the same period in 2018. During the year ended December 31, 2019, international sales were approximately \$62.0 million, representing an increase of \$4.0 million over the corresponding period in 2018. Domestic sales were \$28.0 million during the year ended December 31, 2019, reflecting a decrease of \$4.6 million compared to the corresponding period in 2018. The decrease in domestic sales was primarily the result of declines in both the Ergobaby and Tula brands.

Gross Profit

Gross profit as a percentage of net sales was 63.4% for the year ended December 31, 2019 compared to 65.9% for the same period in 2018. The decrease in gross profit as a percentage of net sales in the year ended December 31, 2019 compared to the year ended December 31, 2018 was due to changes in product mix from higher margin channels to lower margin channels.

Selling, general and administrative expense

Selling, general and administrative expense for the year ended December 31, 2019 decreased to approximately \$38.9 million or 43.2% of net sales compared to \$40.2 million or 44.4% of net sales for the same period of 2018. The decrease in selling, general and administrative expense for the year ended December 31, 2019 as compared to the year ended December 31, 2018 is due to lower variable expenses related to sales, reduction in headcount, reduction in marketing spend and reduced travel in 2019. This was partially offset by additional legal fees incurred during 2019.

Income from operations

Income from operations for the year ended December 31, 2019 decreased \$1.1 million, to \$10.4 million, compared to \$11.5 million for the same period of 2018, primarily as a result of the factors described above.

Year ended December 31, 2018 compared to the Year ended December 31, 2017

Net sales

Net sales for the year ended December 31, 2018 were \$90.6 million, a decrease of \$12.4 million or 12.0% compared to the same period in 2017. Net sales from Baby Tula for the year ended December 31, 2018 were \$19.4 million, compared to \$22.4 million in net sales in the year ended December 31, 2017. During the year ended December 31, 2018, international sales were approximately \$58.0 million, representing a decrease of \$4.6 million over the corresponding period in 2017. Baby Tula international sales during the year ended December 31, 2018 increased \$1.0 million from the corresponding period in 2017. Domestic sales were \$32.6 million during the year ended December 31, 2018, reflecting a decrease of \$7.8 million compared to the corresponding period in 2017. The decrease in domestic sales was primarily the result of the disruption in the retail landscape during 2018, including the continuing effect of the liquidation of a large U.S. retail customer.

Gross Profit

Gross profit as a percentage of net sales was 65.9% for the year ended December 31, 2018 compared to 67.0% for the same period in 2017. The decrease in gross profit as a percentage of net sales in the year ended December 31, 2018 compared to the year ended December 31, 2017 was due to changes in product mix and increased production costs as a result of the launch of a new stroller product.

Selling, general and administrative expense

Selling, general and administrative expense for the year ended December 31, 2018 increased to approximately \$40.2 million or 44.4% of net sales compared to \$33.4 million or 32.4% of net sales for the same period of 2017. Selling, general and administrative expense in the prior year included the reversal of the fair value of the contingent consideration related to Ergobaby's acquisition of Baby Tula of \$3.8 million. Eliminating the effect of the contingent consideration, the increase in Ergobaby's selling, general and administrative expense for the year ended December 31, 2018 compared to the same period in 2017 was primarily due to increases in employee related costs, additional marketing for the new stroller product category launch, additional expense related to the closure of a large retail account, higher distribution and fulfillment costs, commissions due to the mix of sales, as well as the impact of foreign exchange rates.

Income from operations

Income from operations for the year ended December 31, 2018 decreased \$13.0 million, to \$11.5 million, compared to \$24.5 million for the same period of 2017, primarily as a result of the factors described above.

Liberty Safe

Overview

Founded in 1988 and based in Payson, Utah, Liberty Safe is the premier designer, manufacturer and marketer of home and gun safes in North America. From its over 300,000 square foot manufacturing facility, Liberty Safe produces a wide range of home and gun safe models in a broad assortment of sizes, features and styles ranging from an entry level product to good, better and best products. Products are marketed under the Liberty brand, as well as a portfolio of licensed and private label brands, including Cabela's, Case IH, Colt and John Deere. Liberty Safe's products are the market share leader and are sold through an independent dealer network ("Dealer sales") in addition to various sporting goods, farm and fleet and home improvement retail outlets ("Non-Dealer sales"). Liberty has the largest independent dealer network in the industry.

Results of Operations

<i>(in thousands)</i>	Year ended December 31,					
	2019		2018		2017	
Net sales	\$ 96,164	100.0%	\$ 82,658	100.0%	\$ 91,956	100.0%
Gross profit	\$ 21,005	21.8%	\$ 19,634	23.8%	\$ 25,645	27.9%
Selling, general and administrative expense	\$ 11,956	12.4%	\$ 13,158	15.9%	\$ 15,361	16.7%
Income from operations	\$ 8,526	8.9%	\$ 5,906	7.1%	\$ 9,475	10.3%

Year ended December 31, 2019 compared to the Year ended December 31, 2018

Net sales

Net sales for the year ended December 31, 2019 increased approximately \$13.5 million or 16.3%, to \$96.2 million, compared to the corresponding period ended December 31, 2018. Non-Dealer sales were approximately \$45.8 million in 2019 compared to \$32.9 million in 2018, representing an increase of \$12.8 million or 38.9%. The increase in Non-Dealer sales was primarily due to the addition of a new customer in the Farm and Fleet channel in the year ended December 31, 2019. Dealer sales totaled approximately \$50.4 million in the year ended December 31, 2019 compared to \$49.7 million in the same period in 2018, representing an increase of \$0.6 million or 1.2%. Liberty Safe's sales backlog was approximately \$5.7 million at December 31, 2019 compared to approximately \$6.0 million at December 31, 2018.

Gross Profit

Gross profit as a percentage of net sales totaled approximately 21.8% in the year ended December 31, 2019 compared to 23.8% in the year ended December 31, 2018. The decrease in gross profit as a percentage of sales during the year ended December 31, 2019 compared to the same period in 2018 is attributable primarily to increased raw material costs in the first half of the year as well as changes in freight costs for certain customers in fiscal year 2019 which has decreased margins for these customers.

Selling, general and administrative expense

Selling, general and administrative expense for the year ended December 31, 2019 decreased to approximately \$12.0 million or 12.4% of net sales compared to \$13.2 million or 15.9% of net sales for the same period of 2018. The \$1.2 million decrease is primarily attributable to a planned reduction in advertising expense as Liberty refocused its ad spending from national radio and print advertising to digital media, and a reduction in co-op advertising allowances for certain national retailers.

Income from operations

Income from operations increased \$2.6 million during the year ended December 31, 2019 to \$8.5 million compared to income from operations of \$5.9 million during the same period in 2018, principally as a result of the increase in sales and gross profit in 2019, as described above.

Year ended December 31, 2018 compared to the Year ended December 31, 2017

Net sales

Net sales for the year ended December 31, 2018 decreased approximately \$9.3 million or 10.1%, to \$82.7 million, compared to the corresponding period ended December 31, 2017. Non-Dealer sales were approximately \$32.9 million in 2018 compared to \$42.3 million in 2017, representing a decrease of \$9.4 million or 22.2%. Dealer sales totaled approximately \$49.7 million in the year ended December 31, 2018 compared to \$49.5 million in the same period in 2017, representing an increase of \$0.2 million or 0.4%. Liberty continues to face negative trends in the U.S. outdoor retail market, including the bankruptcy filing by a national retailer in the prior year, slower ordering and reductions of inventory levels as a result of the merger of two major outdoor retailers and softer sales at retailers dealing in sporting goods. Liberty Safe's sales backlog was approximately \$6.0 million at December 31, 2018 compared to approximately \$6.2 million at December 31, 2017.

Gross Profit

Gross profit as a percentage of net sales totaled approximately 23.8% in the year ended December 31, 2018 compared to 27.9% in the year ended December 31, 2017. The decrease in gross profit as a percentage of sales during the year ended December 31, 2018 compared to the same period in 2017 is attributable primarily to cost increases in raw materials. Liberty has continued to see a rise in raw material costs, particularly the cost of steel, during 2018 as the tariffs on imported steel has led to rising domestic steel prices. On average, materials account for approximately 60% of the total costs of a safe, with steel accounting for 45% of material costs.

Selling, general and administrative expense

Selling, general and administrative expense for the year ended December 31, 2018 decreased to approximately \$13.2 million or 15.9% of net sales compared to \$15.4 million or 16.7% of net sales for the same period of 2017. The \$2.2 million decrease is primarily attributable to a nonrecurring \$1.9 million reserve recorded in the first quarter of 2017 against the outstanding accounts receivable of a retail customer that filed for bankruptcy.

Income from operations

Income from operations decreased \$3.6 million during the year ended December 31, 2018 to \$5.9 million compared to income from operations of \$9.5 million during the same period in 2017, principally as a result of the decrease in sales and gross profit in 2018, as described above.

Velocity Outdoor

Overview

Velocity Outdoor is a leading designer, manufacturer, and marketer of airguns, archery products, laser aiming devices and related accessories. Velocity Outdoor offers its products under the highly recognizable Crosman, Benjamin, LaserMax, Ravin and CenterPoint brands that are available through national retail chains, mass merchants, dealer and distributor networks. Airguns historically represent Velocity Outdoor's largest product category. The airgun product category consists of air rifles, air pistols and a range of accessories including targets, holsters and cases. Velocity Outdoor's other primary product categories are archery, with products including CenterPoint and Ravin crossbows, consumables, which includes steel and plastic BBs, lead pellets and CO2 cartridges, lasers for firearms, and airsoft products. In September 2018, Velocity acquired Ravin Crossbows, a manufacturer and innovator of crossbows and accessories. Ravin primarily focuses on the higher-end segment of the crossbow market and has developed significant intellectual property related to the advancement of crossbow technology. The results of Ravin are included in the results of operations from the date of acquisition.

Results of Operations

Velocity Outdoor was acquired in June 2017. In the following results of operations, we provide the actual results of operations for the years ended December 31, 2019 and 2018, as well as comparative results of operations for Velocity for the year ended December 31, 2017 as if we had acquired the business on January 1, 2017, including relevant pro forma adjustments for the pre-acquisition period and explanations where applicable.

	Year ended December 31,					
	2019		2018		2017	
(in thousands)					(Pro forma)	
Net sales	\$ 147,842	100.0 %	\$ 131,296	100.0%	\$ 120,033	100.0%
Gross profit ⁽¹⁾	\$ 40,660	27.5 %	\$ 34,372	26.2%	\$ 27,641	23.0%
Selling, general and administrative expense ⁽²⁾	\$ 25,295	17.1 %	\$ 22,761	17.3%	\$ 18,636	15.5%
Impairment expense	\$ 32,881	22.2 %	\$ —	—%	\$ —	—%
(Loss) income from operations	\$ (27,138)	(18.4)%	\$ 4,850	3.7%	\$ 3,756	3.1%

Pro forma results of operations of Velocity for the year ended December 31, 2017 include the following pro forma adjustments, applied to historical results as if we had acquired Velocity on January 1, 2017:

⁽¹⁾ Gross profit was decreased by \$0.2 million for the year ended December 31, 2017 to reflect the increase in the depreciable lives for machinery and equipment.

⁽²⁾ Selling, general and administrative expense was increased by \$0.4 million for the year ended December 31, 2017 to reflect stock compensation expense related to profit interests that were granted to Velocity employees as a result of the acquisition.

Year ended December 31, 2019 compared to the Year ended December 31, 2018

Net sales

Net sales for the year ended December 31, 2019 were \$147.8 million compared to net sales of \$131.3 million for the year ended December 31, 2018, an increase of \$16.5 million or 12.6%. The increase in net sales for the year ended December 31, 2019 is primarily due to add-on acquisition of Ravin Crossbows in September 2018, partially offset by sales associated with the non-recurring Junior Reserves Officer Training Corps (JROTC) contract that shipped in the first half of 2018. Ravin had net sales of \$43.0 million in the year ended December 31, 2019, representing a full year of ownership, compared to \$12.7 million in the year ended December 31, 2018.

Gross Profit

Gross profit as a percentage of net sales was 27.5% for the year ended December 31, 2019 as compared to 26.2% in the year December 31, 2018. Cost of sales for the year ended December 31, 2018 included \$2.5 million in expense related to the inventory step-up resulting from the purchase price allocation for Ravin. Excluding the effect of the inventory step-up, gross profit as a percentage of net sales was 28.1% for the year ended December 31, 2018. The decrease in gross profit as a percentage of sales in the year ended December 31, 2019 as compared to the year ended December 3, 2018 was primarily due to mix within the archery product line as well as the gross margin impact from the 2018 of the JROTC contract.

Selling general and administrative expense

Selling, general and administrative expense for the year ended December 31, 2019 was \$25.3 million, or 17.1% of net sales compared to \$22.8 million, or 17.3% of net sales, for the year ended December 31, 2018. The selling, general and administrative expense for the year ended December 31, 2018 included \$1.3 million in acquisition costs related to our acquisition of Ravin in September 2018 while fiscal year 2019 had higher expenses associated with the full year impact of the Ravin acquisition, as well as an increase in the fair value of the Ravin earn-out of \$2.0 million that was recorded in the fourth quarter of 2019.

Impairment expense

As a result of operating results below forecasts in the current period as well as a re-forecast of the Velocity business in which planned earnings and revenue fell below the forecasts of prior periods, Velocity performed an interim impairment test of their goodwill during the quarter ended September 30, 2019, which resulted in the recording of impairment expense of \$32.9 million.

(Loss) income from operations

Loss from operations for the year ended December 31, 2019 was \$27.1 million, a decrease of \$32.0 million when compared to income from operations of \$4.9 million for the comparable period in 2018, primarily as a result of the impairment expense recognized during the third quarter of 2019.

Year ended December 31, 2018 compared to the Pro Forma Year ended December 31, 2017

Net sales

Net sales for the year ended December 31, 2018 were \$131.3 million compared to net sales of \$120.0 million for the year ended December 31, 2017, an increase of \$11.3 million or 9.4%. The increase in net sales for the year ended December 31, 2018 is primarily due to add-on acquisitions in the third quarters of 2017 and 2018.

Gross Profit

Gross profit as a percentage of net sales was 26.2% for the year ended December 31, 2018 as compared to 23.0% in the year December 31, 2017. Cost of sales for the year ended December 31, 2018 included \$2.5 million in expense related to the inventory step-up resulting from the purchase price allocation for Ravin, while cost of sales for the year ended December 31, 2017 included \$3.3 million in expense related to the inventory step-up resulting from the purchase price allocation for Velocity. Excluding the effect of the inventory step-ups, gross profit as a percentage of net sales was 28.1% for the year ended December 31, 2018 as compared to 25.8% for the year ended December 31, 2017 due to the mix of products sold during the two periods.

Selling general and administrative expense

Selling, general and administrative expense for the year ended December 31, 2018 was \$22.8 million, or 17.3% of net sales compared to \$18.6 million, or 15.5% of net sales, for the year ended December 31, 2017. The selling, general and administrative expense for the year ended December 31, 2018 included \$1.3 million in acquisition costs related to our acquisition of Ravin in September 2018. Selling, general and administrative expense for the year ended December 31, 2017 included \$1.8 million in transaction costs paid in relation to the acquisition of Velocity in June 2017 and an add-on acquisition at Velocity completed during the third quarter of 2017. The balance of the expense growth in 2018 is related to increased sales support, marketing spend and the impact from the 2017 and 2018 add-on acquisitions.

Income from operations

Income from operations for the year ended December 31, 2018 was \$4.9 million, an increase of \$1.1 million when compared to income from operations of \$3.8 million for the comparable period in 2017, based on the factors described above.

Niche Industrial Businesses

Advanced Circuits

Overview

Advanced Circuits is a provider of small-run, quick-turn and volume production (including assembly) PCBs to customers throughout the United States. Historically, small-run and quick-turn PCBs have represented approximately 50% to 54% of Advanced Circuits' gross revenues. Small-run and quick-turn PCBs typically command higher margins than volume production PCBs given that customers require high levels of responsiveness, technical support and timely delivery of small-run and quick-turn PCBs and are willing to pay a premium for them. Advanced Circuits is able to meet its customers' demands by manufacturing custom PCBs in as little as 24 hours, while maintaining over 98.0% error-free production rates and real-time customer service and product tracking 24 hours per day.

Results of Operations

<i>(in thousands)</i>	Year Ended December 31,					
	2019		2018		2017	
Net sales	\$ 90,791	100.0%	\$ 92,511	100.0%	\$ 87,782	100.0%
Gross profit	\$ 41,506	45.7%	\$ 43,166	46.7%	\$ 39,884	45.4%
Selling, general and administrative expense	\$ 14,823	16.3%	\$ 15,108	16.3%	\$ 14,565	16.6%
Income from operations	\$ 25,680	28.3%	\$ 26,335	28.5%	\$ 23,575	26.9%

Year ended December 31, 2019 compared to the Year ended December 31, 2018

Net sales

Net sales for the year ended December 31, 2019 were approximately \$90.8 million compared to approximately \$92.5 million for the same period in 2018, a decrease of approximately \$1.7 million or 1.9%. The decrease in net sales was due primarily to a facility move at ACI's Arizona location that halted production for a portion of September 2019 and led to a decrease in sales in the third quarter of 2019. Net sales decreased in Quick-Turn Production by approximately \$2.1 million, Quick-Turn Small-Run by approximately \$0.9 million, Assembly by approximately \$0.5 million, and Subcontract by \$0.1 million during the year ending December 31, 2019 as compared to the prior year. This was partially offset by increases in Long-Lead Time/Other of approximately \$0.3 million, and decreases in promotions of approximately \$1.6 million. On a consolidated basis at ACI, Quick-Turn Small-Run PCBs comprised approximately 18.6% of gross sales and Quick-Turn Production PCBs represented approximately 32.0% of gross sales for the year ended December 31, 2019. Quick-Turn Small-Run PCBs comprised approximately 18.9% of gross sales and Quick-Turn Production PCBs represented approximately 33.0% of gross sales for the year ended December 31, 2018.

Gross profit

Gross profit as a percentage of net sales decreased 100 basis points during the year ended December 31, 2019 (45.7% in 2019 compared to 46.7% in 2018) primarily as a result of sales mix.

Selling, general and administrative expense

Selling, general and administrative expenses were approximately \$14.8 million in the year ended December 31, 2019 as compared to \$15.1 million in the year ended December 31, 2018, a decrease of approximately \$0.3 million. The decrease in selling, general and administrative expense is primarily due to decreased commissions paid in fiscal year 2019 as a result of the decrease in sales. Selling, general and administrative expenses represented 16.3% of net sales for both the year ended December 31, 2019 and the year ended December 31, 2018.

Income from operations

Income from operations for the year ended December 31, 2019 was approximately \$25.7 million compared to \$26.3 million in the same period in 2018, a decrease of approximately \$0.7 million, as a result of the factors described above.

Year ended December 31, 2018 compared to the Year ended December 31, 2017

Net sales

Net sales for the year ended December 31, 2018 were approximately \$92.5 million compared to approximately \$87.8 million for the same period in 2017, an increase of approximately \$4.7 million or 5.4%. The increase in net sales was due to increased sales in Quick-Turn Production PCBs by approximately \$1.3 million, Long-Lead Time PCBs by approximately \$2.4 million, Subcontract by approximately \$1.0 million, and decreased Promotion by approximately \$0.8 million. This was partially offset by decreases in Assembly sales by approximately \$0.1 million and Quick-Turn Small-Run PCBs by approximately \$0.7 million. On a consolidated basis at ACI, Quick-Turn Small-Run PCBs comprised approximately 18.9% of gross sales and Quick-Turn Production PCBs represented approximately 33.0% of gross sales for the year ended December 31, 2018. Quick-Turn Small-Run PCBs comprised approximately 20.4% of gross sales and Quick-Turn Production PCBs represented approximately 33.0% of gross sales for the year ended December 31, 2017.

Gross profit

Gross profit as a percentage of net sales increased 130 basis points during the year ended December 31, 2018 (46.7% in 2018 compared to 45.4% in 2017) primarily as a result of sales mix.

Selling, general and administrative expense

Selling, general and administrative expenses were approximately \$15.1 million in the year ended December 31, 2018 as compared to \$14.6 million in the year ended December 31, 2017, an increase of approximately \$0.5 million. The increase in selling, general and administrative expense is primarily due to increased commissions from higher sales and a full year of expense for the financial, sales, and production management added in 2017. Selling, general and administrative expenses represented 16.3% of net sales for the year ended December 31, 2018 compared to 16.6% of net sales in 2017.

Income from operations

Income from operations for the year ended December 31, 2018 was approximately \$26.3 million compared to \$23.6 million in the same period in 2017, an increase of approximately \$2.8 million, as a result of the factors described above.

Arnold

Overview

Headquartered in Rochester, New York, Arnold serves a variety of markets including aerospace and defense, general industrial, motorsport/ automotive, oil and gas, medical, energy, reprographics and advertising specialties. Over the course of more than 100 years, Arnold has successfully evolved and adapted its products, technologies, and manufacturing presence to meet the demands of current and emerging markets. Arnold has expanded globally and built strong relationships with its customers worldwide. As a result, Arnold provides its customers with new and innovative materials and solutions that empower them to develop next generation technologies. Arnold is the largest and, we believe, the most technically advanced U.S. manufacturer of engineered magnetic systems. Arnold is one of two domestic producers to design, engineer and manufacture rare earth magnetic solutions. Arnold serves customers and generates revenues via three business units: Permanent Magnets and Assemblies Group ("PMAG"), Precision Thin Metals ("PTM") and Flexmag. Arnold supports future growth of these business units through its Technology Center located in Madison, Wisconsin.

Results of Operations

<i>(in thousands)</i>	Year ended December 31,					
	2019		2018		2017	
Net sales	\$ 119,948	100.0%	\$ 117,860	100.0%	\$ 105,580	100.0 %
Gross profit	\$ 31,180	26.0%	\$ 30,381	25.8%	\$ 26,717	25.3 %
Selling, general and administrative expense	\$ 19,050	15.9%	\$ 19,036	16.2%	\$ 19,583	18.5 %
Impairment expense	\$ —	—%	\$ —	—%	\$ 8,864	8.4 %
Income (loss) from operations	\$ 8,361	7.0%	\$ 7,416	6.3%	\$ (5,693)	(5.4)%

Year ended December 31, 2019 compared to the Year ended December 31, 2018

Net sales

Net sales for the year ended December 31, 2019 were approximately \$119.9 million, an increase of \$2.1 million compared to the same period in 2018. The increase in net sales is primarily a result of increased demand across various product sectors and markets. PMAG sales represented 72% of net sales in the year ended December 31, 2019 and 74% of net sales in the year ended December 31, 2018. International sales were \$47.4 million and \$47.8 million for the years ended December 31, 2019 and 2018, respectively, a decrease of \$0.5 million, primarily as a result of lower sales at PMAG.

Gross Profit

Gross profit was \$31.2 million for the year ended December 31, 2019 as compared to \$30.4 million for the same period in 2018. Gross profit as a percentage of net sales increased to 26.0% in 2019 from 25.8% in 2018. The increase is principally attributable to an increase in sales volume and manufacturing efficiencies.

Selling, general and administrative expense

Selling, general and administrative expense in the year ended December 31, 2019 was \$19.1 million as compared to approximately \$19.0 million for the year ended December 31, 2018. Selling, general and administrative expense represented 15.9% of net sales for the year ended December 31, 2019 as compared to 16.2% for the same period in 2018. The decrease in selling, general and administrative expense as a percentage of net sales was driven by increased sales volume.

Income from operations

Arnold had income from operations of approximately \$8.4 million for the year ended December 31, 2019, as compared to income from operations of \$7.4 million for the year ended December 31, 2018, an increase of \$0.9 million year over year based on the factors stated above.

Year ended December 31, 2018 compared to the Year ended December 31, 2017

Net sales

Net sales for the year ended December 31, 2018 were approximately \$117.9 million, an increase of \$12.3 million compared to the same period in 2017. The increase in net sales is primarily a result of increased demand across various product sectors and markets. PMAG sales represented 74% of net sales in the year ended December 31, 2018 and 72% of net sales in the year ended December 31, 2017. International sales were \$47.8 million and \$42.3 million for the years ended December 31, 2018 and 2017, respectively, an increase of \$5.5 million, primarily as a result of the increased sales at PMAG.

Gross Profit

Gross profit was \$30.4 million for the year ended December 31, 2018 as compared to \$26.7 million for the same period in 2017. Gross profit as a percentage of net sales increased from 25.3% in 2017 to 25.8% in 2018. The increase is principally attributable to an increase in sales volume and manufacturing efficiencies.

Selling, general and administrative expense

Selling, general and administrative expense in the year ended December 31, 2018 was \$19.0 million as compared to approximately \$19.6 million for the year ended December 31, 2017. The decrease in expense is primarily attributable to non-recurring legal and environmental expenses and reduced consulting fees. Selling, general and administrative expense represented 16.2% of net sales for the year ended December 31, 2018 as compared to 18.5% for the same period in 2017.

Income (loss) from operations

Arnold had income from operations of approximately \$7.4 million for the year ended December 31, 2018, as compared to a loss from operations of \$5.7 million for the year ended December 31, 2017, with the loss in the prior year primarily as a result of the impairment expense.

Foam Fabricators

Overview

Founded in 1957 and headquartered in Scottsdale, Arizona, Foam Fabricators is a designer and manufacturer of custom molded protective foam solutions and original equipment manufacturer (OEM) components made from expanded polystyrene (EPS) and expanded polypropylene (EPP). Foam Fabricators operates 13 molding and fabricating facilities across North America and provides products to a variety of end-markets, including appliances and electronics, pharmaceuticals, health and wellness, automotive, building products and others.

Results of Operations

Foam Fabricators was acquired in February 2018. In the following results of operations, we provide comparative results of operations for Foam Fabricators for the years ended December 31, 2018 and 2017 as if we had acquired the business on January 1, 2017, including relevant pro forma adjustments for pre-acquisition periods and explanations where applicable.

	Year ended December 31,					
	2019		2018		2017	
			(Pro forma)		(Pro forma)	
<i>(in thousands)</i>						
Net sales	\$ 121,424	100.0%	\$ 128,465	100.0%	\$ 126,389	100.0%
Gross profit	\$ 34,418	28.3%	\$ 34,839	27.1%	\$ 38,959	30.8%
Selling, general and administrative expense	\$ 11,143	9.2%	\$ 14,028	10.9%	\$ 12,722	10.1%
Income from operations	\$ 14,292	11.8%	\$ 12,196	9.5%	\$ 17,457	13.8%

Pro forma financial information for Foam Fabricators for the years ended December 31, 2018 and 2017 includes pre-acquisition results of operations for the period from January 1, 2017 through December 31, 2017, and January 1, 2018 through February 15, 2018, the acquisition date of Foam Fabricators, for comparative purposes. The historical results of Foam Fabricators for the year ended December 31, 2017 and the period from January 1, 2018 through February 15, 2018 have been adjusted to reflect the purchase accounting adjustments recorded in connection with the acquisition. In the year ended December 31, 2017, we recorded \$1.0 million in stock compensation expense, \$0.2 million reduction in depreciation expense and \$8.0 million in amortization expense, as well as \$0.8 million in management fees that would have been incurred by Foam Fabricators if we owned the company during this period. The historical results of Foam Fabricators for the period from January 1, 2018 through February 15, 2018 have been adjusted to reflect \$0.2 million in stock compensation expense, \$0.1 million in depreciation expense, and \$1.0 million in amortization expense, as well as \$0.1 million in management fees that would have been incurred by Foam Fabricators if we owned the company during this period.

Year ended December 31, 2019 compared to the Pro Forma Year ended December 31, 2018

Net sales

Net sales for the year ended December 31, 2019 were \$121.4 million, a decrease of \$7.0 million, or 5.5%, compared to the year ended December 31, 2018. The decrease in net sales was due to a nonrecurring customer from fiscal year 2018 as well as a decrease in sales in the automotive and protective packing categories in fiscal year 2019.

Gross profit

Gross profit as a percentage of net sales was 28.3% and 27.1%, respectively, for the years ended December 31, 2019 and 2018. The cost of sales for the year ended December 31, 2018 includes \$0.7 million related to the inventory step-up resulting from the acquisition purchase price allocation. Excluding the effect of the inventory step-up, the gross profit as a percentage of net sales for the year ended December 31, 2018 was 27.6%. The increase in gross profit as a percentage of net sales in the year ended December 31, 2019 was primarily due to decreases in raw material costs during fiscal year 2019.

Selling, general and administrative expense

Selling, general and administrative expense for the year ended December 31, 2019 was \$11.1 million as compared to \$14.0 million for the year ended December 31, 2018, a decrease of \$2.9 million. Selling, general and administrative expense for the year ended December 31, 2018 included \$1.7 million in incremental integration service fees paid to CGM and \$1.5 million in transaction costs paid in relation to the acquisition of Foam Fabricators. Excluding the integration fees and transaction costs, selling, general and administrative expense for the year ended December 31, 2019 was \$0.3 million higher than the comparable period in the prior year due to additional accounts receivable reserves and transaction costs associated with acquisition diligence expense, offset by non-recurring compensation and other costs from fiscal year 2018 associated with the previous owner of Foam Fabricators prior to the acquisition in February 2018.

Income from operations

Income from operations was \$14.3 million for the year ended December 31, 2019 as compared to \$12.2 million for the year ended December 31, 2018, an increase of \$2.1 million based on the factors noted above.

Pro Forma Year ended December 31, 2018 compared to the Pro Forma Year ended December 31, 2017

Net sales

Net sales for the year ended December 31, 2018 were \$128.5 million, an increase of \$2.1 million, or 1.6%, compared to the year ended December 31, 2017. The increase in net sales was due to organic growth with the existing customer base, primarily related to the appliance and other packaging categories.

Gross profit

Gross profit as a percentage of net sales was 27.1% and 30.8%, respectively, for the years ended December 31, 2018 and 2017. The cost of sales for the year ended December 31, 2018 included \$0.7 million related to the inventory step-up resulting from the acquisition purchase price allocation. Excluding the effect of the inventory step-up, the gross profit as a percentage of net sales for the year ended December 31, 2018 was 27.6%, a decrease of 320 basis points compared to the comparable period in the prior year. The decrease in gross profit percentage was primarily due to due to increased raw material costs and, to a lesser degree, increased compensation, benefits and other plant expenses.

Selling, general and administrative expense

Selling, general and administrative expense for the year ended December 31, 2018 was \$14.0 million as compared to \$12.7 million for the year ended December 31, 2017, an increase of \$1.3 million. Selling, general and administrative expense for the year ended December 31, 2018 included \$2.0 million in integration service fees paid to CGM and \$1.5 million in transaction costs paid in relation to the acquisition of Foam Fabricators. Excluding the integration fees and transaction costs, selling, general and administrative expense for the year ended December 31, 2018 was \$2.2 million lower than the comparable period in the prior year due to lower management bonus expenses and nonrecurring expenses related to the compensation of the previous owner.

Income from operations

Income from operations was \$12.2 million for the year ended December 31, 2018 as compared to \$17.5 million for the year ended December 31, 2017, a decrease of \$5.3 million based on the factors noted above.

Sterno

Overview

Sterno is a manufacturer and marketer of portable food warming fuel and creative ambience solutions for the hospitality and consumer markets. Sterno offers a broad range of wick and gel chafing fuels, butane stoves and accessories, liquid and traditional wax candles, catering equipment and lamps through their Sterno Products division. In January 2016, Sterno acquired Northern International, Inc. ("Sterno Home"), which sells flameless candles and outdoor lighting products through the retail segment, and in February 2018 Sterno acquired Rimports, which is a manufacturer and distributor of branded and private label scented wax cubes and warmer products used for home decor and fragrance systems.

Results of Operations

The table below summarizes the results of operations for Sterno for the fiscal years ended December 31, 2019, 2018 and 2017. The historical operating results of Rimports have been added to the previously reported Sterno results of operations for the year ended December 31, 2017 and the Sterno results of operations for the 2018 period prior to acquisition by Sterno, as if Sterno had acquired Rimports on January 1, 2017, including relevant pro forma adjustments for pre-acquisition periods and explanations where applicable.

<i>(in thousands)</i>	Year ended December 31,					
	2019		2018		2017	
			Pro Forma		Pro Forma	
Net sales	\$ 395,444	100.0%	\$ 405,870	100.0%	\$ 383,401	100.0%
Gross profit	\$ 101,999	25.8%	\$ 97,381	24.0%	\$ 99,201	25.9%
Selling, general and administrative expense	\$ 39,740	10.0%	\$ 37,131	9.1%	\$ 37,891	9.9%
Income from operations	\$ 44,810	11.3%	\$ 42,500	10.5%	\$ 43,797	11.4%

Pro forma financial information for Sterno for the years ended December 31, 2018 and 2017 includes pre-acquisition results of operations of Rimports for the period from January 1, 2017 through December 31, 2017, and January 1, 2018 through February 28, 2018, the acquisition date of Rimports, for comparative purposes. The historical results of Sterno for the year ended December 31, 2017 and the period from January 1, 2018 through February 28, 2018 have been adjusted to reflect the purchase accounting adjustments recorded in connection with the acquisition. In the year ended December 31, 2017, \$0.1 million reduction in depreciation expense and \$9.6 million in amortization expense. The historical results of Sterno for the period from January 1, 2018 through February 15, 2018 have been adjusted to reflect \$0.1 million in depreciation expense, and \$1.6 million in amortization expense.

Year ended December 31, 2019 compared to the Pro Forma Year ended December 31, 2018

Net sales

Net sales for the year ended December 31, 2019 were approximately \$395.4 million, a decrease of \$10.4 million or 2.6% compared to the pro forma net sales for the year ended December 31, 2018. The net sales variance reflects a decrease in sales of outdoor lighting products at Sterno Home primarily as a result of inclement weather during the spring period in the domestic market and a higher level of rebates and chargebacks compared to the prior year, offset by an increase in sales volume at Rimports.

Gross Profit

Gross profit as a percentage of net sales increased from 24.0% for the year ended December 31, 2018 to 25.8% for the same period ended December 31, 2019. Sterno recognized \$4.6 million in cost of goods sold in the second quarter of 2018 and \$2.0 million in the third quarter of 2018 related to the amortization of the inventory step-up resulting from the purchase price allocation of the Rimports acquisition. After eliminating the effect of the inventory step-up, gross profit as a percentage of net sales was 25.6% for the year ended December 31, 2018. The gross profit percentage was relatively flat year over year, reflecting favorable pricing and chemical costs offset by higher metal costs, and start up costs related to new products at Rimports.

Selling, general and administrative expense

Selling, general and administrative expense for the year ended December 31, 2019 was approximately \$39.7 million as compared to \$37.1 million in the year ended December 31, 2018, an increase of \$2.6 million or 7.0%. The expense in the prior year reflects \$0.6 million in acquisition expense related to Rimports and a reversal of the fair value of the contingent consideration related to the acquisition of Rimports of \$4.8 million in the fourth quarter of 2018. After eliminating the effect of the acquisition expense and contingent consideration reversal related to Rimports, the decrease in selling, general and administrative expense for the year ended December 31, 2019 reflects lower commission, salaries and incentives at Rimports and Sterno Home. Selling, general and administrative expense represented 10.0% of net sales for the year ended December 31, 2019 as compared to 9.1% of net sales for the same period in 2018.

Income from operations

Income from operations for the year ended December 31, 2019 was approximately \$44.8 million, an increase of \$2.3 million when compared to the same period in 2018, based on the factors noted above.

Pro Forma Year ended December 31, 2018 compared to the Pro Forma Year ended December 31, 2017

Net sales

Net sales for the year ended December 31, 2018 were approximately \$405.9 million, an increase of \$22.5 million or 5.9% compared to the same period in 2017. The net sales variance reflects increased Rimports sales relating to harvest promotions, scented wax products and essential oils, as well as stronger Sterno Home candle and outdoor sales.

Gross Profit

Gross profit as a percentage of net sales decreased from 25.9% for the year ended December 31, 2017 to 24.0% for the same period ended December 31, 2018. Sterno recognized \$4.6 million in cost of goods sold in the second quarter of 2018 and \$2.0 million in the third quarter of 2018 related to the amortization of the inventory step-up resulting from the purchase price allocation of the Rimports acquisition. After eliminating the effect of the inventory step-up, gross profit as a percentage of net sales was 25.6% for the year ended December 31, 2018. The decrease in gross profit percentage during the year ended December 31, 2018 primarily reflects an increase in chemical and other material costs, as well as higher freight and carrier costs.

Selling, general and administrative expense

Selling, general and administrative expense for the year ended December 31, 2018 was approximately \$37.1 million as compared to \$37.9 million in the year ended December 31, 2017, a decrease of \$0.8 million or 2.0%. Selling, general and administrative expense represented 9.1% of net sales for the year ended December 31, 2018 as compared to 9.9% of net sales for the same period in 2017. The decrease as a percentage of net sales in 2018 as compared to the same period in 2017 reflects the reversal of the fair value of the contingent consideration related to the acquisition of Rimports of \$4.8 million, the increase in sales during the current period, and lower marketing costs, commissions, and development expense.

Income from operations

Income from operations for the year ended December 31, 2018 was approximately \$42.5 million, a decrease of \$1.3 million when compared to the same period in 2017, due primarily to the increased costs associated with the Rimports acquisition, including the inventory step-up expense noted above.

Liquidity and Capital Resources

The following table summarizes our cash activity for the years presented:

<i>(in thousands)</i>	Year ended December 31,		
	2019	2018	2017
Cash provided by operating activities	\$ 84,562	\$ 114,452	\$ 81,771
Cash (used in) provided by investing activities	743,126	(604,080)	(77,278)
Cash provided by (used in) financing activities	(779,522)	500,111	(2,588)
Effect of exchange rates on cash and cash equivalents	(1,178)	2,958	(1,792)
Increase in cash and cash equivalents	\$ 46,988	\$ 13,441	\$ 113

Cash Flow from Operating Activities

2019

Cash flows provided by operating activities totaled approximately \$84.6 million for the year ended December 31, 2019, which represents a decrease of \$29.9 million compared to cash flow from operating activities of \$114.5 million for the year ended December 31, 2018. The decrease in cash provided by operating activities is primarily due to the effect of cash flows from discontinued operations and reflects the timing of the sale of Manitoba Harvest and Clean Earth in fiscal year 2019. Cash used in operating activities of discontinued operations in the current year was \$10.1 million while cash provided by operating activities of discontinued operations was \$42.6 million in year ended December 31, 2018. Fiscal year 2018 reflects a full year of operations of our discontinued operations while the current year reflects the effect of the sales of Manitoba Harvest in February 2019 and Clean Earth in June 2019. Cash used in operating activities for working capital for the year ended December 31, 2019 was \$15.2 million as compared to cash used for working capital of \$7.7 million for the year ended December 31, 2018. The increase in cash used for working capital purposes in the current year primarily reflects the effect of our acquisitions that occurred in February 2018 which resulted in an increase in cash needed to fund working capital, particularly at Rimports.

2018

Cash flows provided by operating activities totaled approximately \$114.5 million for the year ended December 31, 2018, which represented an increase of \$32.7 million compared to cash flow from operating activities of \$81.8 million for the year ended December 31, 2017. Cash used in operating activities for working capital for the year ended December 31, 2018 was \$7.7 million as compared to cash used for working capital of \$37.3 million for the year ended December 31, 2017. Our working capital cash flows in the year ended December 31, 2018 reflect a significant decrease in the cash flows from accounts receivable as well as a significant decrease in cash flow paid for accounts payable and accrued expenses compared to the prior year, resulting in an overall decrease in the cash used for working capital. This decrease mostly reflects timing of collections and payments in 2018.

2017

Cash flows provided by operating activities totaled approximately \$81.8 million for the year ended December 31, 2017, which represents a decrease of \$29.6 million compared to cash flow from operating activities of \$111.4 million for the year ended December 31, 2016. The increase was primarily due to cash used for inventory at our consumer businesses during 2017, as well as a full year of operations at 5.11 (acquired in August 2016) and the acquisition of Velocity Outdoor in June 2017. Cash used in operating activities for working capital for the year ended December 31, 2017 was \$37.3 million.

Cash Flow from Investing Activities

2019

Cash flows provided by investing activities totaled approximately \$743.1 million for the year ended December 31, 2019, compared to \$604.1 million used in investing activities during the year ended December 31, 2018. Cash flows from Clean Earth and Manitoba Harvest, which are reflected as discontinued operations, totaled \$279.2 million in fiscal year 2019 and reflects the effect of the sale transactions. Cash provided by investing activities in the current year primarily relates to the proceeds received from the sales of Clean Earth and Manitoba. In the year ended December 31, 2018, we had a platform acquisition in the first quarter, Foam Fabricators, and several add-on acquisitions at our subsidiaries. Sterno acquired Rimports in February 2018, and our Velocity Outdoor subsidiary acquired Ravin in

September 2018. The total cash paid for these acquisitions during 2018 was \$495.1 million. Capital expenditures in the year ended December 31, 2019 decreased \$6.1 million, due primarily to expenditures at our 5.11 business related to investments in various infrastructure and systems projects in 2018 that were nonrecurring in 2019. We expect capital expenditures for fiscal year 2020 to be approximately \$30 million to \$40 million.

2018

Cash flows used in investing activities in the year ended December 31, 2018 totaled approximately \$604.1 million, compared to \$77.3 million used in investing activities during the year ended December 31, 2017, an increase of \$526.8 million. During the year ended December 31, 2018, we had a platform acquisition in the first quarter, Foam Fabricators, and several add-on acquisitions at our subsidiaries. Sterno acquired Rimports in February 2018, and our Velocity Outdoor subsidiary acquired Ravin in September 2018. The total cash paid for these acquisitions during 2018 was \$495.1 million, while in the year ended December 31, 2017, we spent approximately \$158.7 million related to our acquisition of Velocity Outdoor and an add-on acquisition at our Clean Earth subsidiary, which was sold in 2019. The cash flows from Clean Earth are included in cash flows from investing activities - discontinued operations in the consolidated statement of cash flows. Capital expenditures in the year ended December 31, 2018 increased \$2.5 million, due primarily to expenditures at our 5.11 business related to investments in various infrastructure and systems projects to position them for future growth.

2017

Cash flows used in investing activities totaled approximately \$77.3 million, compared to \$363.0 million used in investing activities during the year ended December 31, 2016, a decrease of \$285.7 million. During 2016, we completed our acquisition of 5.11 in August, and several add-on acquisitions including the acquisition of Baby Tula by Ergobaby and Sterno Home by Sterno for a total of \$499.1 million in cash investment, while in 2017, our total cash paid for acquisitions of \$158.7 million related to our acquisition of Velocity Outdoor and a smaller add-on acquisition. Capital expenditures in the year ended December 31, 2017 increased \$23.3 million, due primarily to expenditures at our 5.11 business related to investments in various infrastructure and systems projects. The cash paid for acquisitions and capital expenditures was offset in both years by proceeds from the sale of our investment in FOX, \$136.1 million in 2017 and \$182.5 million in 2016, as well as the sale of our Tridien business in 2016. The sale of our FOX shares in 2017 represented our remaining investment in FOX.

Cash Flow from Financing Activities

2019

Cash flows used by financing activities totaled approximately \$779.5 million for the year ended December 31, 2019, as compared to cash flows provided by financing activities of \$500.1 million for the year ended December 31, 2018. During 2019, we used the proceeds from our sales of Manitoba Harvest and Clean Earth as well as the proceeds from our Series C Preferred Share offering to repay \$832.3 million of the outstanding amount under our 2018 Credit Facility, which represented all of the amount outstanding under our 2018 Term Loan, as well as the outstanding amounts under our 2018 Revolving Credit Facility. In addition to the payment of our common and preferred share distributions, we also made a distribution during 2019 to our Allocation Interest holders of \$60.4 million related to the sales of Manitoba Harvest and Clean Earth.

2018

Cash flows provided by financing activities totaled approximately \$500.1 million for the year ended December 31, 2018, as compared to cash flows used in financing activities of \$2.6 million for the year ended December 31, 2017. Our financing cash flows in 2018 primarily related to the financing of our acquisitions of Foam Fabricators and Rimports in February 2018, which were financed through draws on our 2014 Revolving Credit Facility, partially offset by net proceeds of \$96.5 million from the Series B Preferred Shares offering in March 2018 which was used to repay a portion of the outstanding amount on the 2014 Revolving Credit Facility. In April 2018, we issued \$400 million in Senior Notes and amended our credit facility. The proceeds from the issuance of the Senior Notes were used to pay down outstanding amounts under our credit facility. Concurrently with the issuance of our Senior Notes, we refinanced our 2014 Credit Facility and reduced the amount outstanding on our term loan from \$558.6 million to \$500 million. In addition to activity on our credit facility, financing activities reflect the payment of our quarterly common share distributions (\$86.3 million in 2018 and 2017) and preferred share distributions (\$12.2 million in 2018 and \$2.5 million in 2017).

2017

Cash flows used in financing activities totaled approximately \$2.6 million for the year ended December 31, 2017, as compared to cash flows provided by financing activities of \$208.7 million. Our financing cash flows in 2017 principally reflect the following:

- The payments of our shareholder distributions of \$86.3 million related to our common shares and \$2.5 million related to our Series A Preferred Shares;
- Distributions of \$39.2 million paid during 2017 to Holders of the allocation interest related to the sale of our FOX shares;
- Proceeds of \$96.4 million from a preferred stock offering completed in June 2017; and
- Net borrowings during the year of \$31.9 million under our 2014 Credit Facility.

The decrease in cash flows from financing activities in 2017 as compared to 2016 is primarily due to the borrowings in the prior year related to the amendment of our credit facility, including borrowings under our 2016 Incremental Term Loan of \$250 million, which was used to fund the acquisition of 5.11.

Total Liabilities and Intercompany loans to our businesses

The following table summarizes the total liabilities and intercompany debt of our business as of December 31, 2019:

<i>(in thousands)</i>	Intercompany Loans	Total Liabilities
5.11	\$ 185,452	\$ 292,475
Ergobaby	35,733	55,564
Liberty	45,999	68,071
Velocity Outdoor	117,670	148,771
Advanced Circuits	62,604	91,752
Arnold	73,680	106,214
Foam Fabricators	87,798	107,939
Sterno	241,968	303,407
	<u>\$ 850,904</u>	<u>\$ 1,174,193</u>
Corporate and eliminations	(850,904)	(448,176)
Total	<u>\$ —</u>	<u>\$ 726,017</u>

Each loan has a scheduled maturity and each business is entitled to repay all or a portion of the principal amount of the outstanding loans, without penalty, prior to maturity. A component of our acquisition financing strategy that we utilize in acquiring the businesses we own and manage is to provide both equity capital and debt capital, raised at the parent level through our existing credit facility. Our strategy of providing intercompany debt financing within the capital structure of the businesses that we acquire and manage allows us the ability to distribute cash to the parent company through monthly interest payments and amortization of the principle on these intercompany loans. Each loan to our businesses has a scheduled maturity and each business is entitled to repay all or a portion of the principal amount of the outstanding loans, without penalty, prior to maturity. Certain of our businesses have paid down their respective intercompany debt balances through the cash flow generated by these businesses and we have recapitalized, and expect to continue to recapitalize, these businesses in the normal course of our business. The recapitalization process involves funding the intercompany debt using either cash on hand at the parent or our revolving credit facility, and serves the purpose of optimizing the capital structure at our subsidiaries and providing the noncontrolling shareholders with a distribution on their ownership interest in a cash flow positive business.

In January 2018, the Company completed a recapitalization at Sterno whereby the Company entered into an amendment to the intercompany loan agreement with Sterno (the "Sterno Loan Agreement"). The Sterno Loan Agreement was amended to (i) provide for term loan borrowings of \$56.8 million to fund a distribution to the Company, which owned 100% of the outstanding equity of Sterno at the time of the recapitalization, and (ii) extend the maturity dates of the term loans. In connection with the recapitalization, Sterno's management team exercised all of their vested stock options, which represented 58,000 shares of Sterno. The Company then used a portion of the distribution to repurchase the 58,000 shares from management for a total purchase price of \$6.0 million. In addition, Sterno issued new stock options to replace the exercised options, thus maintaining the same percentage of fully diluted non-controlling interest that existed prior to the recapitalization. In February 2018, Sterno completed the acquisition of Rimports (refer

to "Note D - Acquisition of Businesses" for a description of the transaction) for a purchase price of approximately \$145 million. Concurrent with the closing of the acquisition of Rimports, we amended the Sterno Loan Agreement to provide for the advance of additional term loans in the aggregate amount of \$136 million, and revolving loans in the amount of \$10 million.

In the first quarter of 2019, we amended the 5.11 intercompany credit agreement to update the definition of capital expenditures to exclude capital expenditures made with respect to 5.11's retail stores from the calculation of the fixed charge coverage ratio. Liberty was not in compliance with the financial covenants under their intercompany loan agreement at December 31, 2018, and we amended the Liberty intercompany credit agreement to grant a waiver to them through the quarter ended December 31, 2019. All of our subsidiaries were in compliance with the financial covenants included within their intercompany credit arrangements at December 31, 2019.

Our primary source of cash is from the receipt of interest and principal on our outstanding loans to our businesses. Accordingly, we are dependent upon the earnings and cash flow of these businesses, which are available for (i) operating expenses; (ii) payment of principal and interest under our 2018 Credit Facility; (iii) payments to CGM due or potentially due pursuant to the revised MSA and the LLC Agreement; (iv) cash distributions to our shareholders; and (v) investments in future acquisitions. Payments made under (i) through (iii) above are required to be paid before distributions to shareholders and may be significant and exceed the funds held by us, which may require us to dispose of assets or incur debt to fund such expenditures.

We believe that we currently have sufficient liquidity and capital resources to meet our existing obligations, including quarterly distributions to our shareholders, as approved by our board of directors, over the next twelve months.

Financing Arrangements

2018 Credit Facility

In April 2018, we entered into the 2018 Credit Facility to amend and restate the 2014 Credit Facility, originally dated as of June 6, 2014. The 2018 Credit Facility provides for (i) revolving loans, swing line loans and letters of credit up to a maximum aggregate amount of \$600 million, and (ii) a \$500 million term loan. All amounts outstanding under the 2018 Revolving Credit Facility will become due on April 18, 2023, which is the maturity date of loans advanced under the 2018 Revolving Credit Facility and the termination date of the revolving loan commitment. The 2018 Credit Facility also permits us, prior to the applicable maturity date, to increase the revolving loan commitment and/or obtain additional term loans in an aggregate amount of up to \$250 million subject to certain restrictions and conditions.

During the year ended December 31, 2019, we repaid \$193.8 million of the 2018 Term Loan in July 2019, and the remaining \$298.8 million due under the 2018 Term loan in November 2019.

The 2018 Credit Facility provides for letters of credit under the 2018 Revolving Credit Facility in an aggregate face amount not to exceed \$100 million outstanding at any time, as well as swing line loans of up to \$25 million outstanding at one time. At no time may the (i) aggregate principal amount of all amounts outstanding under the Revolving Credit Facility, plus (ii) the aggregate amount of all outstanding letters of credit and swing line loans, exceed the borrowing availability under the 2018 Credit Facility.

The 2018 Credit Facility is secured by all of the assets of the Company, including all of its equity interests in, and loans to, its consolidated subsidiaries. At December 31, 2019, we had letters of credit totaling \$3.6 million outstanding under the 2018 Revolving Credit Facility. We had approximately \$596.4 million in borrowing base availability under this facility at December 31, 2019. (See "Note I - Debt" to the consolidated financial statements for more detail regarding our 2018 Credit Facility).

2014 Credit Facility

The 2014 Credit Facility, as amended, provided for (i) a revolving credit facility of \$550 million, (ii) a \$325 million term loan (the "2014 Term Loan"), and (iii) a \$250 million incremental term loan. The 2018 Credit Facility amended and restated the 2014 Credit Facility.

Senior Notes

On April 18, 2018, we consummated the issuance and sale of \$400 million aggregate principal amount of our Senior Notes offered pursuant to a private offering to qualified institutional buyers in accordance with Rule 144A under the Securities Act, and to non-U.S. persons under Regulation S under the Securities Act. We used the net proceeds from the sale of the Notes to repay debt under our existing credit facilities in connection with a concurrent refinancing

transaction described above. The Notes were issued pursuant to an indenture, dated as of April 18, 2018 (the "Indenture"), between the Company and U.S. Bank National Association, as trustee. The Notes bear interest at the rate of 8.000% per annum and will mature on May 1, 2026. Interest on the Notes is payable in cash on May 1st and November 1st of each year, beginning on November 1, 2018. The Notes are general senior unsecured obligations of the Company and are not guaranteed by our subsidiaries.

The Indenture contains several restrictive covenants including, but not limited to, limitations on the following: (i) the incurrence of additional indebtedness, (ii) restricted payments, (iii) dividends and other payments affecting restricted subsidiaries, (iv) the issuance of preferred stock of restricted subsidiaries, (v) transactions with affiliates, (vi) asset sales and mergers and consolidations, (vii) future subsidiary guarantees and (viii) liens, subject in each case to certain exceptions.

The following table reflects required and actual financial ratios as of December 31, 2019 included as part of the affirmative covenants in our 2018 Credit Facility:

<u>Description of Required Covenant Ratio</u>	<u>Covenant Ratio Requirement</u>	<u>Actual Ratio</u>
Fixed Charge Coverage Ratio	Greater than or equal to 1.50:1.00	2.24:1.00
Total Secured Debt to EBITDA Ratio	Less than or equal to 3.50:1.00	0.00:1.00
Total Debt to EBITDA Ratio	Less than or equal to 5.00:1.00	1.36:1.00

We intend to use the availability under our 2018 Credit Facility and cash on hand to pursue acquisitions of additional businesses, to fund distributions and to provide for other working capital needs. We believe that we currently have sufficient liquidity and capital resources, which include amounts available under our 2018 Revolving Credit Facility, to meet our existing obligations, including quarterly distributions to our shareholders, as approved by our board of directors, over the next twelve months.

Interest Expense

We incurred interest expense totaling \$58.2 million in the year ended December 31, 2019, as compared to \$55.2 million in the year ended December 31, 2018 and \$27.3 million for the year ended December 31, 2017. The components of interest expense on our outstanding debt are as follows (in thousands):

	<u>Years ended December 31,</u>		
	<u>2019</u>	<u>2018</u>	<u>2017</u>
Interest on credit facilities	\$ 21,996	\$ 32,414	\$ 23,940
Interest on Senior Notes	32,000	22,489	—
Unused fee on Revolving Credit Facility	1,851	1,630	2,856
Amortization of original issue discount	459	729	1,037
Unrealized (gain) loss on interest rate derivatives ⁽¹⁾	3,486	(2,251)	(648)
Letter of credit fees	28	8	70
Other interest expense	285	301	—
Interest income	(1,889)	(75)	—
Interest expense, net	<u>\$ 58,216</u>	<u>\$ 55,245</u>	<u>\$ 27,255</u>
Average daily balance outstanding - credit facilities	\$ 451,117	\$ 721,643	\$ 597,114
Effective interest rate - credit facilities	<u>6.2%</u>	<u>4.5%</u>	<u>4.6%</u>

In the above table, we provide the effective interest rate on our credit facilities, including the effect of the Swap, and excluding the interest on our Senior Notes, which is at a fixed 8.000%.

⁽¹⁾ On September 16, 2014, we purchased an interest rate swap ("Swap") with a notional amount of \$220 million effective April 1, 2016 through June 6, 2021. The agreement required us to pay interest on the notional amount at the rate of 2.97% in exchange for the three-month LIBOR rate. In connection with the repayment of the 2018 Term Loan in

December 2019, the Company terminated the Swap with a payment of \$4.9 million, the fair value of the Swap as of the date of settlement.

Income Taxes

Compass Diversified Holdings and Compass Group Diversified Holdings LLC are classified as partnerships for U.S. Federal income tax purposes and are not subject to income taxes. Each of the Company's majority owned subsidiaries are subject to Federal, state and in some cases, foreign income taxes. On December 22, 2017, the U.S. government enacted the Tax Act. The Tax Act reduced the U.S. federal corporate income tax rate from 35% to 21% and required companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred and created new taxes on certain foreign sourced earnings. The Tax Act also subjects the Company to tax on global intangible low-taxed income ("GILTI") earned by certain foreign subsidiaries. The Financial Accounting Standards Board ("FASB") Staff Q&A, Topic 740, No. 5, Accounting for Global Intangible Low-Taxed Income, states that an entity can make an accounting policy election to either recognize deferred taxes for temporary basis differences expected to reverse as GILTI in future years or to provide for the tax expense related to GILTI in the year the tax is incurred as a period expense. The Company has elected to account for GILTI as a period cost in the year the tax is incurred.

We recorded an income tax provision of \$14.7 million with an annual effective rate of 56.6% during the year ended December 31, 2019, an income tax provision of \$10.5 million with an annual effective tax rate of 124.4% during the year ended December 31, 2018, and \$23.7 million in income tax benefit with an effective tax rate of 246.5% during the year ended December 31, 2017. Our gains and losses incurred at the Company's parent, which is an LLC, are not tax deductible at the corporate level as those costs are passed through to the shareholders.

The components of our income tax (benefit) expense as a percentage of income from continuing operations before income taxes for the years ended December 31, 2019, 2018 and 2017 are as follows:

	Year ended December 31,		
	2019	2018	2017
United States Federal Statutory Rate	(21.0)%	(21.0)%	(35.0)%
State income taxes (net of Federal benefits)	10.6	9.7	(4.0)
Foreign income taxes	2.5	10.5	(14.3)
Expenses of Compass Group Diversified Holdings LLC representing a pass through to shareholders ⁽¹⁾	39.4	90.6	63.6
Impairment expense	21.7	—	31.3
Effect of gain on investment in FOX	—	—	20.4
Impact of subsidiary employee stock options	0.5	(0.6)	2.6
Domestic production activities deduction	—	—	(5.8)
Non-deductible acquisition costs	—	—	3.5
Effect of undistributed foreign earnings	—	—	(14.4)
Non-recognition of various carryforwards at subsidiaries	4.6	11.6	(14.0)
Adjustments to uncertain tax positions ⁽²⁾	—	—	(95.4)
Utilization of tax credits	(7.7)	(5.2)	(27.8)
Effect of Tax Act - GILTI tax	5.6	20.6	—
Effect of Tax Act - remeasurement of deferred tax assets and liabilities ⁽³⁾	—	0.2	(211.3)
Effect of Tax Act - transition tax on non-U.S. subsidiaries' earnings ⁽³⁾	—	4.2	50.5
Other	0.4	3.8	3.6
Effective income tax rate	56.6 %	124.4 %	(246.5)%

(1) The effective income tax rate for each of the years presented includes losses at the Company's parent, which is taxed as a partnership.

(2) Represents the effect of the reversal of an uncertain tax position at our 5.11 business that existed as of the acquisition date and was settled during the fourth quarter of 2017, resulting in a tax benefit of \$9.2 million in our 2017 tax provision.

(3) The effect of the enactment of the Tax Act on our tax provision for the year ended December 31, 2017 was a benefit of \$34.7 million related to the reduction in the U.S. federal corporate income tax rate from 35% to 21%, and tax expense of \$4.9 million related to the one-time transition tax liability of our foreign subsidiaries. Our income before income taxes for 2017

was a loss of \$9.6 million, and as a result, the effect from the Tax Act on the reconciliation in the table above was significant.

Reconciliation of Non-GAAP Financial Measures

From time to time we may publicly disclose certain “non-GAAP” financial measures in the course of our investor presentations, earnings releases, earnings conference calls or other venues. A non-GAAP financial measure is a numerical measure of historical or future performance, financial position or cash flow that excludes amounts, or is subject to adjustments that effectively exclude amounts, included in the most directly comparable measure calculated and presented in accordance with GAAP in our financial statements, and vice versa for measures that include amounts, or are subject to adjustments that effectively include amounts, that are excluded from the most directly comparable measure as calculated and presented. GAAP or US GAAP refers to generally accepted accounting principles in the United States.

Non-GAAP financial measures are provided as additional information to investors in order to provide them with an alternative method for assessing our financial condition and operating results. These measures are not meant to be a substitute for GAAP, and may be different from or otherwise inconsistent with non-GAAP financial measures used by other companies.

The tables below reconcile the most directly comparable GAAP financial measures to EBITDA, Adjusted EBITDA and Cash Flow Available for Distribution and Reinvestment (“CAD”).

Reconciliation of Net income (loss) to EBITDA and Adjusted EBITDA

EBITDA – Earnings before Interest, Income Taxes, Depreciation and Amortization (“EBITDA”) is calculated as net income (loss) before interest expense, income tax expense (benefit), depreciation expense and amortization expense. Amortization expenses consist of amortization of intangibles and debt charges, including debt issuance costs, discounts, etc.

Adjusted EBITDA – Is calculated utilizing the same calculation as described above in arriving at EBITDA further adjusted by: (i) non-controlling shareholder compensation, which generally consists of non-cash stock option expense; (ii) successful acquisition costs, which consist of transaction costs (legal, accounting, due diligences, etc.) incurred in connection with the successful acquisition of a business expensed during the period in compliance with ASC 805; (iii) management fees, which reflect fees due quarterly to our Manager in connection with our MSA; (iv) impairment charges, which reflect write downs to goodwill or other intangible assets; (v) gains or losses recorded in connection with changes in the fair value of our investment in FOX; (vi) other income or expense, including gains or losses recorded in connection with the sale of fixed assets; (vii) changes in the fair value of contingent consideration subsequent to initial purchase accounting; (viii) integration service fees, which reflect fees paid by newly acquired companies to the Manager for integration services performed during the first year of ownership and (viii) gains or losses recognized upon the sale of a business.

We believe that *EBITDA* and *Adjusted EBITDA* provide useful information to investors and reflect important financial measures as they exclude the effects of items which reflect the impact of long-term investment decisions, rather than the performance of near term operations. When compared to net income (loss) these financial measures are limited in that they do not reflect the periodic costs of certain capital assets used in generating revenues of our businesses or the non-cash charges associated with impairments. This presentation also allows investors to view the performance of our businesses in a manner similar to the methods used by us and the management of our businesses, provides additional insight into our operating results and provides a measure for evaluating targeted businesses for acquisition.

We believe these measurements are also useful in measuring our ability to service debt and other payment obligations. *EBITDA* and *Adjusted EBITDA* are not meant to be a substitute for GAAP, and may be different from or otherwise inconsistent with non-GAAP financial measures used by other companies.

The following tables reconcile *EBITDA* and *Adjusted EBITDA* to net income (loss), which we consider to be the most comparable GAAP financial measure (*in thousands*):

Adjusted EBITDA
Year ended December 31, 2019

	Corporate	5.11	Ergobaby	Liberty	Velocity Outdoor	Advanced Circuits	Arnold	Foam Fabricators	Sterno	Consolidated
Net income (loss) ⁽¹⁾	\$ 282,240	\$ 2,059	\$ 4,793	\$ 3,130	\$ (36,982)	\$ 14,970	\$ 700	\$ 2,883	\$ 16,447	\$ 290,240
Adjusted for:										
Provision (benefit) for income taxes	—	2,520	2,250	932	(2,782)	3,896	1,280	1,258	5,388	14,742
Interest expense, net	57,980	(24)	17	—	242	(2)	(1)	—	4	58,216
Intercompany interest	(80,556)	17,567	3,325	4,364	11,194	6,543	6,295	8,635	22,633	—
Loss on debt extinguishment	12,319	—	—	—	—	—	—	—	—	12,319
Depreciation and amortization	1,598	21,540	8,561	1,667	13,222	2,551	6,545	12,452	22,486	90,622
EBITDA	273,581	43,662	18,946	10,093	(15,106)	27,958	14,819	25,228	66,958	466,139
Gain on sale of business	(331,013)	—	—	—	—	—	—	—	—	(331,013)
Other (income) expense	92	(122)	(11)	16	952	122	1	1,247	(112)	2,185
Non-controlling shareholder compensation	—	2,360	828	(8)	322	288	56	1,025	1,183	6,054
Impairment expense	—	—	—	—	32,881	—	—	—	—	32,881
Integration services fee	—	—	—	—	—	—	—	281	—	281
Earnout provision adjustment	—	—	—	—	2,022	—	—	—	—	2,022
Loss on sale of investment	10,193	—	—	—	—	—	—	—	—	10,193
Other	—	—	—	266	—	58	—	—	—	324
Management fees	32,280	1,000	500	500	500	500	500	750	500	37,030
Adjusted EBITDA	\$ (14,867)	\$ 46,900	\$ 20,263	\$ 10,867	\$ 21,571	\$ 28,926	\$ 15,376	\$ 28,531	\$ 68,529	\$ 226,096

(1) Net income (loss) does not include income (loss) from discontinued operations for the year ended December 31, 2019.

Adjusted EBITDA
Year ended December 31, 2018

	Corporate	5.11	Ergobaby	Liberty	Velocity Outdoor	ACI	Arnold	Foam Fabricators	Sterno	Consolidated
Net income (loss) ⁽¹⁾	\$ (35,023)	\$ (12,079)	\$ 4,937	\$ 1,161	\$ (4,458)	\$ 15,029	\$ (740)	\$ 1,103	\$ 12,451	\$ (17,619)
Adjusted for:										
Provision (benefit) for income taxes	—	(2,180)	1,634	409	(598)	3,736	1,731	1,152	4,582	10,466
Interest expense, net	54,994	14	1	—	281	(46)	—	—	1	55,245
Intercompany interest	(78,708)	17,486	4,674	4,233	9,298	7,402	6,213	8,228	21,174	—
Depreciation and amortization	2,745	21,898	8,523	1,620	12,352	3,310	6,384	10,973	27,385	95,190
EBITDA	(55,992)	25,139	19,769	7,423	16,875	29,431	13,588	21,456	65,593	143,282
Gain on sale of business	(1,258)	—	—	—	—	—	—	—	—	(1,258)
(Gain) loss on sale of fixed assets	—	(194)	—	92	47	—	55	73	19	92
Non-controlling shareholder compensation	—	2,183	869	45	1,009	23	(167)	848	1,901	6,711
Acquisition expenses	115	—	—	—	1,362	—	—	1,552	632	3,661
Impairment expense	—	—	—	—	—	—	—	—	—	—
Inventory adjustment	—	4,175	—	—	—	—	—	—	—	4,175
Adjustment to earnout provision	—	—	—	—	—	—	—	—	(4,800)	(4,800)
(Gain) loss on foreign currency transaction and other	4,083	—	—	—	—	—	—	—	—	4,083
Integration services fee	—	—	—	—	750	—	—	1,969	—	2,719
Management fees	38,785	1,000	500	500	500	500	500	658	500	43,443
Adjusted EBITDA ⁽²⁾	\$ (14,267)	\$ 32,303	\$ 21,138	\$ 8,060	\$ 20,543	\$ 29,954	\$ 13,976	\$ 26,556	\$ 63,845	\$ 202,108

(1) Net income (loss) does not include income (loss) from discontinued operations for the year ended December 31, 2018.

(2) As a result of the sales of Manitoba Harvest in February 2019 and Clean Earth in June 2019, Adjusted EBITDA does not include \$5.5 million in Adjusted EBITDA from Manitoba Harvest and \$41.9 million of Adjusted EBITDA from Clean Earth.

Adjusted EBITDA
Year ended December 31, 2017

	Corporate	5.11	Ergobaby	Liberty	Velocity Outdoor	ACI	Arnold	Foam Fabricators	Sterno	Consolidated
Net income (loss)⁽¹⁾	\$ (22,789)	\$ (9,405)	\$ 16,674	\$ 4,861	\$ 7,634	\$ 17,503	\$ (10,740)		\$ 10,712	\$ 14,450
Adjusted for:										
Provision (benefit) for income taxes	—	(12,492)	917	531	(11,274)	(2,518)	(2,337)		3,432	(23,741)
Interest expense, net	27,047	53	—	—	167	(12)	—		—	27,255
Intercompany interest	(49,193)	14,521	5,990	4,029	4,590	8,171	6,996		4,896	—
Depreciation and amortization	2,744	40,393	12,042	1,742	7,878	3,578	6,821		11,868	87,066
EBITDA	(42,191)	33,070	35,623	11,163	8,995	26,722	740		30,908	105,030
Gain on sale of businesses	(340)	—	—	—	—	—	—		—	(340)
(Gain) loss on sale of fixed assets	—	(160)	—	46	43	(4)	(7)		216	134
Non-controlling shareholder compensation	—	2,301	698	17	508	23	191		740	4,478
Acquisition expenses	—	—	—	—	1,836	—	—		214	2,050
Impairment expense	—	—	—	—	—	—	8,864		—	8,864
Gain on equity method investment	5,620	—	—	—	—	—	—		—	5,620
Adjustment to earnout provision	—	—	(3,780)	—	—	—	—		(956)	(4,736)
(Gain) loss on foreign currency transaction and other	(3,137)	—	—	—	—	—	—		—	(3,137)
Integration services fee	—	2,333	—	—	750	—	—		—	3,083
Management fees	28,053	1,000	500	500	290	500	500		500	31,843
Adjusted EBITDA⁽²⁾	\$ (11,995)	\$ 38,544	\$ 33,041	\$ 11,726	\$ 12,422	\$ 27,241	\$ 10,288		\$ 31,622	\$ 152,889

(1) Net income (loss) does not include income (loss) from discontinued operations for the year ended December 31, 2017.

(2) As a result of the sales of Manitoba Harvest in February 2019 and Clean Earth in June 2019, Adjusted EBITDA does not include \$6.4 million in Adjusted EBITDA from Manitoba Harvest and \$35.8 million of Adjusted EBITDA from Clean Earth.

Cash Flow Available for Distribution and Reinvestment

The table below details cash receipts and payments that are not reflected on our income statement in order to provide an additional measure of management's estimate of cash available for distribution ("CAD"). CAD is a non-GAAP measure that we believe provides additional information to our shareholders in order to enable them to evaluate our ability to make anticipated quarterly distributions. Because other entities do not necessarily calculate CAD the same way we do, our presentation of CAD may not be comparable to similarly titled measures provided by other entities. We believe that our historic and future CAD, together with our cash balances and access to cash via our debt facilities, will be sufficient to meet our anticipated distributions over the next twelve months. The table below reconciles CAD to net income and to cash flow provided by operating activities, which we consider to be the most directly comparable financial measure calculated and presented in accordance with GAAP.

(in thousands)	Year ended December 31,		
	2019	2018	2017
Net income (loss)	\$ 307,141	\$ (1,790)	\$ 33,612
Adjustment to reconcile net income (loss) to cash provided by operating activities:			
Depreciation and amortization	100,462	120,575	110,051
Impairment expense	32,881	—	17,325
Gain on sale of businesses	(331,013)	(1,258)	(340)
Amortization of debt issuance costs and original issue discount	3,773	4,483	5,007
Loss (gain) on interest rate derivative	3,500	(2,251)	(648)
Noncontrolling stockholders charges	7,993	8,975	7,027
Loss on equity method investment	—	—	5,620
Excess tax benefit on stock compensation	—	—	(417)
Provision for loss on receivables	3,556	433	3,964
Deferred taxes	(12,876)	(9,472)	(59,429)
Other	14,438	1,007	393
Changes in operating assets and liabilities	(45,293)	(6,250)	(40,394)
Net cash provided by operating activities	84,562	114,452	81,771
Plus:			
Unused fee on revolving credit facility	1,851	1,630	2,856
Excess tax benefit from subsidiary stock option exercise	—	—	417
Successful acquisition expense	596	5,343	2,050
Integration services agreement ⁽¹⁾	281	2,719	3,083
Realized loss from foreign currency effect ⁽²⁾	363	4,083	—
Earnout provision adjustment ⁽³⁾	2,022	—	—
Loss on sale of Tilray common stock	10,193	—	—
Other ⁽⁴⁾	—	5,181	—
Changes in operating assets and liabilities	45,293	6,250	40,394
Less:			
Payment on interest rate swap	675	1,783	3,964
Earnout provision adjustment ⁽³⁾	—	4,800	4,736
Realized gain from foreign currency effect ⁽²⁾	—	—	3,315
Other ⁽⁵⁾	3,318	—	3,586
Maintenance capital expenditures: ⁽⁶⁾			
Compass Group Diversified Holdings LLC	—	—	—
5.11	2,243	2,322	2,934
Advanced Circuits	4,790	1,588	628

Arnold	3,862	4,708	4,851
Clean Earth (divested in June 2019)	3,495	8,023	5,289
Ergobaby	605	737	1,041
Foam Fabricators	1,746	1,795	—
Liberty	534	1,130	706
Manitoba Harvest (divested in February 2019)	—	481	647
Sterno	1,831	2,694	2,343
Velocity	2,899	3,768	1,831
Preferred share distributions	15,125	12,179	2,457
Estimated cash flow available for distribution and reinvestment	\$ 104,038	\$ 93,650	\$ 92,243
Distribution paid in April 2019/2018/2017	\$ (21,564)	\$ (21,564)	\$ (21,564)
Distribution paid in July 2019/2018/2017	(21,564)	(21,564)	(21,564)
Distribution paid in October 2019/2018/2017	(21,564)	(21,564)	(21,564)
Distribution paid in January 2020/2019/2018	(21,564)	(21,564)	(21,564)
	\$ (86,256)	\$ (86,256)	\$ (86,256)

- (1) Represents fees paid by newly acquired companies to the Manager for integration services performed during the first year of ownership, payable quarterly.
- (2) Represents the foreign currency transaction gain or loss resulting from the Canadian dollar intercompany loans issued to Manitoba Harvest.
- (3) Earnout provision adjustment related to the change in estimate of contingent consideration that was recorded in the consolidated statement of operations.
- (4) Includes \$4.2 million in additional reserves recorded in the fourth quarter of 2018 for slow moving inventory acquired prior to our ownership of 5.11.
- (5) Represents the effect on earnings of reserves for inventory and accounts receivable.
- (6) Represents maintenance capital expenditures that were funded from operating cash flow and excludes growth capital expenditures of approximately \$16.4 million, \$22.5 million and \$24.3 million incurred during the years ended December 31, 2019, 2018 and 2017, respectively.

Seasonality

The following table presents the net sales by quarter as a percentage of our annual net sales.

Quarter ended	Year Ended December 31,		
	2019	2018	2017
March 31st	23.4%	21.1%	22.9%
June 30th	23.2%	25.0%	24.1%
September 30th	26.8%	26.5%	25.4%
December 31st	26.7%	27.3%	27.7%

Earnings of certain of our operating segments are seasonal in nature due to various recurring events, holidays and seasonal weather patterns, as well as the timing of our acquisitions during a given year. Historically, the third and fourth quarter produce the highest net sales during our fiscal year.

Related Party Transactions and Certain Transactions Involving our Businesses

We have entered into related party transactions with our Manager, CGM including the following:

- Management Services Agreement
- LLC Agreement
- Integration Services Agreements
- Cost Reimbursement and Fees

Management Services Agreement

We entered into the MSA with CGM effective May 16, 2006. The MSA provides for, among other things, CGM to perform services for us in exchange for a management fee paid quarterly and equal to 0.5% of our adjusted net assets. The management fee is required to be paid prior to the payment of any distributions to shareholders. For the years ended December 31, 2019, 2018, and 2017, we incurred \$37.0 million, \$43.4 million, and \$31.8 million, respectively, in management fees to CGM.

Pursuant to the MSA, CGM is entitled to enter into off-setting management service agreements with each of our segments. The amount of the fee is negotiated between CGM and the operating management of each segment and is based upon the value of the services to be provided. The fees paid directly to CGM by the segments offset on a dollar for dollar basis the amount due to CGM by the Company under the MSA. Concurrent with the June 2019 sale of Clean Earth (refer to Note C - Discontinued Operations), CGM agreed to waive the management fee on cash balances held at the Company, commencing with the quarter ended June 30, 2019 and continuing until the quarter during which the Company next borrows under the 2018 Revolving Credit Facility. Additionally, during the third quarter of 2018, CGM waived \$0.6 million in management fees attributable to the assets acquired in September related to the acquisition by Velocity Outdoor.

LLC Agreement

As distinguished from its provision of providing management services to us, pursuant to the amended MSA, members of CGM are owners of 50.0% of the Allocation Interests in us through their ownership in Sostratus LLC. The LLC agreement gives the holders of Allocation Interests the right to distributions pursuant to a profit allocation formula upon the occurrence of a Sale Event or a Holding Event. The Allocation Interest Holders are entitled to receive and as such can elect to receive the positive contribution-based profit allocation payment for each of the business acquisitions during the 30-day period following the fifth anniversary of the date upon which we acquired a controlling interest in that business (Holding Event) and upon the sale of the business (Sale Event). Holders received \$60.4 million and \$39.2 million in distributions related to Sale and Holding Events that occurred during 2019 and 2017, respectively. Refer to "Note L - Stockholders' Equity" for a description of the profit allocation payments. There were no allocation payments made to the Allocation Interest Holders in 2018.

Certain persons who are employees and partners of the Manager, including the Company's Chief Executive Officer, beneficially owned (through Sostratus LLC) 50% of the Allocation Interests at December 31, 2019, and 49% of the Allocation Interests at December 31, 2018. Of the remaining 50% at December 31, 2019 and 51% at December 31, 2018, 5.0% was held by CGI Diversified Holdings LP, 5.0% was held by the Chairman of the Company's Board of Directors, and the remaining Allocation Interests were held by the former founding partners of the Manager.

Integration Services Agreements

Integration services represent fees paid by newly acquired companies to the Manager for integration services performed during the first year of ownership. Foam Fabricators, which was acquired in 2018, Velocity Outdoor, which was acquired in 2017, and 5.11, which was acquired in 2016, each entered into an Integration Services Agreement ("ISA") with CGM. The ISA provides for CGM to provide services for new platform acquisitions to, amongst other things, assist the management at the acquired entities in establishing a corporate governance program, implement compliance and reporting requirements of the Sarbanes-Oxley Act and align the acquired entity's policies and procedures with our other subsidiaries. Each ISA is for the twelve month period subsequent to the acquisition and is payable quarterly. 5.11 paid CGM a total of \$3.5 million under the ISA, with \$2.3 million paid in 2017. Velocity Outdoor paid CGM a total of \$1.5 million in integration services fees, with \$0.75 million paid in 2018 and \$0.75 million paid in 2017. Foam Fabricators paid CGM \$2.3 million over the term of the ISA, (\$2.0 million in integration service fees in 2018 and \$0.3 million in 2019) During the year ended December 31, 2019, 2018 and 2017, CGM received \$0.3 million, \$2.7 million, and \$3.1 million, respectively, in total integration service fees.

Cost Reimbursement and Fees

We reimbursed CGM approximately \$5.6 million, \$4.1 million, and \$3.8 million, principally for occupancy and staffing costs incurred by CGM on our behalf during the years ended December 31, 2019, 2018 and 2017, respectively.

Investment in FOX

As of July 10, 2014, our ownership interest in FOX decreased from 53% to approximately 41% after we sold shares in a secondary offering by FOX. Since we no longer held a majority interest in FOX, we began accounting for our investment in FOX at fair value utilizing the equity method of accounting. We elected to measure our investment in

FOX using the fair value option fair value, with unrealized gains and losses reflected in the consolidated statement of operations as income (loss). In November 2016, our ownership interest in FOX decreased to approximately 14%. In March 2017, FOX closed on a secondary offering through which we sold our remaining 5,108,718 shares in FOX for total net proceeds of \$136.1 million, after the underwriter's discount of \$8.9 million. Subsequent to the sale of FOX shares in March 2017, we no longer hold an ownership interest in FOX.

The Company and its businesses have the following significant related party transactions:

5.11

Related Party Vendor Purchases - 5.11 purchases inventory from a vendor who is a related party to 5.11 through one of the executive officers of 5.11 via the executive's 40% ownership interest in the vendor. During the years ended December 31, 2019, 2018 and 2017, 5.11 purchased approximately \$4.4 million, \$5.0 million, and \$5.6 million, respectively, in inventory from the vendor.

Liberty

Related Party Vendor Purchases - Liberty purchases inventory raw materials from two vendors who are related parties to Liberty through two of the executive officers of Liberty via the employment of family members at the vendors. During the years ended December 31, 2019, 2018 and 2017, Liberty purchased approximately \$0.5 million, \$2.1 million and \$2.5 million, respectively, in raw materials from the two vendors.

Sterno

Recapitalization - In January 2018, the Company completed a recapitalization at Sterno whereby the Company entered into an amendment to the intercompany loan agreement with Sterno (the "Sterno Loan Agreement"). The Sterno Loan Agreement was amended to (i) provide for term loan borrowings of \$56.8 million to fund a distribution to the Company, which owned 100% of the outstanding equity of Sterno at the time of the recapitalization, and (ii) extend the maturity dates of the term loans. In connection with the recapitalization, Sterno's management team exercised all of their vested stock options, which represented 58,000 shares of Sterno. The Company then used a portion of the distribution to repurchase the 58,000 shares from management for a total purchase price of \$6.0 million. In addition, Sterno issued new stock options to replace the exercised option, thus maintaining the same percentage of fully diluted non-controlling interest that existed prior to the recapitalization.

Off-Balance Sheet Arrangements

We have no special purpose entities or off-balance sheet arrangements, other than operating leases entered into in the ordinary course of business.

Contractual Obligations

Long-term contractual obligations, except for our long-term debt obligations, are generally not recognized in our consolidated balance sheet. Non-cancelable purchase obligations are obligations we incur during the normal course of business, based on projected needs.

The table below summarizes the payment schedule of our contractual obligations at December 31, 2019:

<i>(in thousands)</i>	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Long-term debt obligations ⁽¹⁾	\$ 592,000	\$ 32,000	\$ 64,000	\$ 64,000	\$ 432,000
Operating lease obligations ⁽²⁾	134,734	26,004	43,839	26,296	38,595
Purchase obligations ⁽³⁾	812,509	235,757	288,469	287,887	396
Total ⁽⁴⁾	<u>\$ 1,539,243</u>	<u>\$ 293,761</u>	<u>\$ 396,308</u>	<u>\$ 378,183</u>	<u>\$ 470,991</u>

⁽¹⁾ Reflects commitment fees and letter of credit fees under our Revolving Credit Facility and amounts due, together with interest on our Senior Notes.

⁽²⁾ Reflects various operating leases for office space, manufacturing facilities and equipment from third parties.

⁽³⁾ Reflects non-cancelable commitments as of December 31, 2019, including: (i) shareholder distributions of \$110.4 million; (ii) estimated management fees of \$30.9 million per year over the next five years; and (iii) other obligations, including amounts

due under employment agreements. Distributions to our shareholders are approved by our board of directors each fiscal quarter. The amount approved for future quarters may differ from the amount included in this schedule.

- (4) The contractual obligation table does not include approximately \$1.1 million in liabilities associated with unrecognized tax benefits as of December 31, 2019 as the timing of the recognition of this liability is not certain. The amount of the liability is not expected to significantly change in the next twelve months.

Critical Accounting Policies and Estimates

The preparation of our financial statements in conformity with GAAP requires management to adopt accounting policies and make estimates and judgments that affect the amounts reported in the financial statements and accompanying notes. Such estimates and judgments may involve varying degrees of uncertainty. Actual results could differ from these estimates under different assumptions and changes in other facts and circumstances, and potentially could result in materially different results. Our critical accounting estimates are discussed below. For a summary of our significant accounting policies, including those policies discussed below, refer to "Note B - Summary of Significant Accounting Policies" to our consolidated financial statements.

Revenue from Contracts with Customers

In May 2014, the FASB issued a comprehensive new revenue recognition standard. The new standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. In addition, the standard requires disclosure of the amount, timing and uncertainty of cash flows arising from contracts with customers. The new standard, and all related amendments, was effective for us beginning January 1, 2018 and was adopted using the modified retrospective method for all contracts not completed as of the date of adoption.

The adoption of the new revenue guidance represents a change in accounting principle that will more closely align revenue recognition with the transfer of control of our goods and services and will provide financial statement readers with enhanced disclosures. In accordance with the new revenue guidance, revenue is recognized when a customer obtains control of promised goods or services. The amount of revenue recognized reflects the consideration to which we expect to be entitled to receive in exchange for these goods or services, and excludes any sales incentives or taxes collected from customers which are subsequently remitted to government authorities.

The Company's contracts with customers often include promises to transfer multiple products to a customer. Determining whether the promises are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment. Once the performance obligations are identified, the Company determines the transaction price, which includes estimating the amount of variable consideration to be included in the transaction price, if any. The Company then allocates the transaction price to each performance obligation in the contract based on a relative stand-alone selling price method. The corresponding revenues are recognized as the related performance obligations are satisfied as discussed above. Judgment is required to determine the standalone selling price for each distinct performance obligation. The Company determines standalone selling prices based on the price at which the performance obligation is sold separately and therefore observable.

Upon adoption of the new revenue guidance, the Company's policy around estimating variable consideration related to sales incentives (early pay discounts, rights of return, rebates, chargebacks, and other discounts) included in certain customer contracts remained consistent with previous guidance. These incentives are recorded as a reduction in the transaction price. Under the new guidance, variable consideration is estimated and included in total consideration at contract inception based on either the expected value method or the most likely outcome method. The method was applied consistently among each type of variable consideration and the Company applies the expected value method to estimate variable consideration. These estimates are based on historical experience, anticipated performance and the Company's best judgment at the time and as a result, reflect applicable constraints. The Company includes in the transaction price an amount of variable consideration estimated in accordance with the new guidance only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

Business Combinations

The acquisitions of our businesses are accounted for under the acquisition method of accounting. Accounting for business combinations requires the use of estimates and assumptions in determining the fair value of assets acquired and liabilities assumed in order to allocate the purchase price. The estimates of fair value of the assets acquired and liabilities assumed are based upon assumptions believed to be reasonable using established valuation methods, taking into consideration information supplied by the management of the acquired entities and other relevant information.

The determination of fair values requires significant judgment both by our management team and, when appropriate, valuations by independent third-party appraisers. We amortize intangible assets, such as trademarks and customer relationships, as well as property, plant and equipment, over their economic useful lives, unless those lives are indefinite. We consider factors such as historical information, our plans for the asset and similar assets held by our previously acquired portfolio companies. The impact could result in either higher or lower amortization and/or depreciation expense.

Goodwill and Intangible Assets

Goodwill represents the excess amount of the purchase price over the fair value of the assets acquired. Our goodwill and indefinite lived intangible assets are tested for impairment on an annual basis as of March 31st, and if current events or circumstances require, on an interim basis. Goodwill is allocated to various reporting units, which are generally an operating segment or one level below the operating segment. Each of our businesses represents a reporting unit.

We use a qualitative approach to test goodwill for impairment by first assessing qualitative factors to determine whether it is more-likely than-not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment testing. The qualitative factors we consider include, in part, the general macroeconomic environment, industry and market specific conditions for each reporting unit, financial performance including actual versus planned results and results of relevant prior periods, operating costs and cost impacts, as well as issues or events specific to the reporting unit. If qualitative factors are not sufficient to determine that the fair value of a reporting unit is more likely than not to exceed its carrying value, we will perform a quantitative test the reporting unit whereby we estimate the fair value of the reporting unit using an income approach or market approach, or a weighting of the two methods. Under the income approach, we estimate the fair value of our reporting unit based on the present value of future cash flows. Cash flow projections are based on Management's estimate of revenue growth rates and operating margins and take into consideration industry and market conditions as well as company specific economic factors. The discount rate used is based on the weighted average cost of capital adjusted for the relevant risk associated with the business and the uncertainty associated with the reporting unit's ability to execute on the projected cash flows. Under the market approach, we estimate fair value based on market multiples of revenue and earnings derived from comparable public companies with operating characteristics that are similar to the reporting unit. When market comparables are not meaningful or available, we estimate the fair value of the reporting unit using only the income approach.

2019 Interim Impairment Testing - As a result of operating results below forecasts in the current period as well as a re-forecast of the Velocity business in which planned earnings and revenue fell below the forecasts of prior periods, we determined that a triggering event had occurred at Velocity Outdoor in the third quarter of 2019 and performed an interim impairment test of goodwill as of September 30, 2019. The Company used an income approach for the impairment test, whereby we estimate the fair value of the reporting unit based on the present value of future cash flows. Cash flow projections are based on management's estimate of revenue growth rates and operating margins, and take into consideration industry and market conditions as well as company specific economic factors. The Company used a weighted average cost of capital of 12.2% in the income approach. The discount rate used was based on the weighted average cost of capital adjusted for the relevant risk associated with business specific characteristics and Velocity's ability to execute on the projected cash flows. Based on the results of the impairment test, the fair value of Velocity did not exceed the carrying value, indicating that the goodwill at Velocity is impaired. The difference between the carrying value and fair value of the Velocity business was \$32.9 million, which the Company has recorded as impairment expense in the accompanying consolidated statement of operations for the year ended December 31, 2019.

2019 Annual Impairment Testing - For our annual impairment testing at March 31, 2019, we determined that our Liberty operating segment required quantitative testing because we could not conclude that the fair value of Liberty significantly exceeded its carrying value based on qualitative factors alone. We concluded the goodwill impairment testing during the quarter ended June 30, 2019. The results of the quantitative impairment testing of the Liberty reporting unit indicated that the fair value of the Liberty reporting unit exceeded the carrying value by 135%. All of our other reporting units were tested qualitatively as of March 31, 2019, and the results of the qualitative analysis indicated that that it is more likely than not that the fair value exceeded their carrying value.

2018 Annual Impairment Testing - Our Arnold operating segment previously had three separate reporting units. As a result of changes implemented by Arnold management during 2016 and 2017, we reassessed the reporting units at Arnold as of the annual impairment testing date in 2018. The separate Arnold reporting units were determined to only comprise one reporting unit at the Arnold operating segment level as of March 31, 2018. As part of the exercise of combining the separate Arnold reporting units into one reporting unit, we performed "before" and "after" goodwill impairment testing, whereby we performed the annual impairment testing for each of the existing reporting units of

Arnold and then subsequent to the completion of the annual impairment testing of the separate reporting units, we performed a quantitative impairment test of the Arnold operating segment. Two of the Arnold reporting units, PMAG and PTM, were tested qualitatively as part of the "before" test, while a quantitative impairment test was performed on the Flexmag reporting unit because we could not determine that it was more-likely-than-not that the fair value of a reporting unit exceeded its carrying value. We then performed a quantitative impairment test of the Arnold operating segment, which combined the three reporting units. The results of the quantitative impairment testing of the Arnold reporting unit indicated that the fair value of the Arnold reporting unit exceeded the carrying value by 254%. All of our other reporting units were tested qualitatively as of March 31, 2018, and the results of the qualitative analysis indicated that the fair value exceeded their carrying value.

Indefinite-lived intangible assets

We use a qualitative approach to test indefinite lived intangible assets for impairment by first assessing qualitative factors to determine whether it is more-likely-than-not that the fair value of an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform quantitative impairment testing. Our indefinite-lived intangible assets consist of trade names with a carrying value of approximately \$60.0 million. The results of the qualitative analysis of our other reporting unit's indefinite-lived intangible assets, which we completed as of March 31, 2019, indicated that the fair value of the indefinite lived intangible assets exceeded their carrying value.

Definite-Lived Intangible Assets

Long-lived intangible assets subject to amortization, including customer relationships, non-compete agreements, permits and technology are amortized using the straight-line method over the estimated useful lives of the intangible assets, which we determine based on the consideration of several factors including the period of time the asset is expected to remain in service. We evaluate long-lived assets for potential impairment whenever events occur or circumstances indicate that the carrying amount of the assets may not be recoverable. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. If the carrying amount of a long-lived asset is not recoverable and is greater than its fair value, the asset is impaired and an impairment loss must be recognized.

The determination of fair values and estimated useful lives requires significant judgment both by our management team and by outside experts engaged to assist in this process. This judgment could result in either a higher or lower value assigned to our reporting units and intangible assets. The impact could result in either higher or lower amortization and/or the incurrence of an impairment charge.

Profit Allocation Interests

At the time of our Initial Public Offering, we issued Allocation Interests governed by our LLC agreement that entitle the holders (the "Holders") to receive distributions pursuant to a profit allocation formula upon the occurrence of certain events. The Holders are entitled to receive and as such can elect to receive the positive contribution based profit allocation payment for each of the business acquisitions during the 30-day period following the fifth anniversary of the date upon which we acquired a controlling interest in that business (Holding Event) and upon the sale of that business (Sale Event).

Recent Accounting Pronouncements

Refer to "Note B - Summary of Significant Accounting Policies" to our consolidated financial statements for a discussion of recent accounting pronouncements.

ITEM 7A. – Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Sensitivity

Borrowings under our 2018 Credit Facility are subject to variable interest rates and thus would expose us to interest rate risk. As of December 31, 2019, however, we had no outstanding borrowings under our 2018 Credit Facility. We expect to borrow under our 2018 Revolving Credit Facility in the future in order to finance our short-term working capital needs and future acquisitions. These borrowings will be subject to variable interest rates.

Foreign Exchange Rate Sensitivity

We are exposed to foreign currency exchange rate risk arising from transactions in the normal course of business at certain of our subsidiaries, such as sales to third party customers, foreign plant operations, and purchases from suppliers. We may also experience foreign currency exchange rate exposure as a result of the volatility and uncertainty that may arise as a result of the United Kingdom's exit from the European Union.

Credit Risk

We are exposed to credit risk associated with cash equivalents, investments, and trade receivables. We do not believe that our cash equivalents or investments present significant credit risks because the counterparties to the instruments consist of major financial institutions and we manage the notional amount of contracts entered into with any one counterparty. Our cash and cash equivalents at December 31, 2019 consists principally of (i) treasury backed securities, (ii) insured prime money market funds, and (iii) cash balances in several non-interest bearing checking accounts. Substantially all trade receivable balances of our businesses are unsecured. The concentration of credit risk with respect to trade receivables is limited by the large number of customers in our customer base and their dispersion across various industries and geographic areas. Although we have a large number of customers who are dispersed across different industries and geographic areas, a prolonged economic downturn could increase our exposure to credit risk on our trade receivables. We perform ongoing credit evaluations of our customers and maintain an allowance for potential credit losses.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The consolidated financial statements and financial statement schedules referred to in the index contained on page F-1 of this report are incorporated herein by reference.

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

NONE

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

(a) Management's Evaluation of Disclosure Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2019, the Company's disclosure controls and procedures were effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act and in ensuring that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely discussions regarding required disclosure.

(b) Information with respect to Report of Management on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act). Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2019. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control-Integrated Framework* (2013 framework). Based on our assessment under this framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2019.

The effectiveness of our internal control over financial reporting as of December 31, 2019 has been audited by Grant Thornton LLP, an independent registered public accounting firm, as stated in their report that is included herein.

(c) Information with respect to Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting is contained on page F-2 of this Annual Report on Form 10-K and is incorporated herein by reference.

(d) Changes in Internal Control over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during our fourth fiscal quarter to which this Annual Report on Form 10-K relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

NONE

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information concerning our executive officers is incorporated herein by reference to information included in the Proxy Statement for our 2020 Annual Meeting of Shareholders.

Information with respect to our directors and the nomination process is incorporated herein by reference to information included in the Proxy Statement for our 2020 Annual Meeting of Shareholders.

Information regarding our corporate governance, including our audit committee and code of ethics, is incorporated herein by reference to information included in the Proxy Statement for our 2020 Annual Meeting of Shareholders.

Information regarding compliance with Section 16(a) of the Exchange Act is incorporated herein by reference to information included in the Proxy Statement for our 2020 Annual Meeting of Shareholders.

ITEM 11. EXECUTIVE COMPENSATION

Information with respect to executive compensation is incorporated herein by reference to information included in the Proxy Statement for our 2020 Annual Meeting of Shareholders.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information with respect to security ownership of certain beneficial owners and management is incorporated herein by reference to information included in the Proxy Statement for our 2020 Annual Meeting of Shareholders.

Securities Authorized for Issuance under Equity Compensation Plans

There are no securities currently authorized for issuance under an equity compensation plan.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information with respect to such contractual relationships and independence is incorporated herein by reference to the information in the Proxy Statement for our 2020 Annual Meeting of Shareholders.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information with respect to principal accountant fees and services and pre-approval policies are incorporated herein by reference to information included in the Proxy Statement for our 2020 Annual Meeting of Shareholders.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

1. Financial Statements

For the Registrant, see “Index to Consolidated Financial Statements and Supplemental Financial Data” set forth on page F-1.

2. Financial Statement Schedule

For the Registrant, see “Index to Consolidated Financial Statements and Supplemental Financial Data” set forth on page S-1.

3. Exhibits

For the Registrant, see “Index to Exhibits” set forth on page E-1.

ITEM 16. FORM 10-K SUMMARY

NONE

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
2.1	Stock and Note Purchase Agreement dated as of July 31, 2006, among Compass Group Diversified Holdings LLC, Compass Group Investments, Inc. and Compass Medical Mattress Partners, LP (incorporated by reference to Exhibit 2.1 of the Form 8-K filed on August 1, 2006 (File No. 000-51937)).
2.2	Stock Purchase Agreement dated June 24, 2008, among Compass Group Diversified Holdings LLC and the other shareholders party thereto, Compass Group Diversified Holdings LLC, as Sellers' Representative, Aeroglide Holdings, Inc. and Bühler AG (incorporated by reference to Exhibit 2.1 of the Form 8-K filed on June 26, 2008 (File No. 000-51937)).
2.3	Stock Purchase Agreement, dated October 17, 2011, by and among Recruit Co., LTD. and RGF Staffing USA, Inc., as Buyers, the shareholders of Staffmark Holdings, Inc., as Sellers, Staffmark Holdings, Inc. and Compass Group Diversified Holdings LLC as Seller Representative (incorporated by reference to Exhibit 2.1 of the Form 8-K filed on October 18, 2011 (File No. 001-34927)).
2.4	Stock Purchase Agreement dated May 1, 2012, among Candlelight Investment Holdings, Inc., Halo Holding Corporation, Halo Lee Wayne, LLC and each of the holders of equity interests of Halo Lee Wayne, LLC listed on Exhibit A thereto (incorporated by reference to Exhibit 2.1 of the Form 8-K filed on May 2, 2012 (File No. 001-34927)).
2.5	Stock Purchase Agreement, dated May 8, 2019, by and among (i) Calrissian Holdings, LLC; (ii) CEHI Acquisition Corporation; (iii) Compass Group Diversified Holdings LLC; (iv) each Stockholder and Optionholder of the Company; and (v) solely for the purposes of Section 9(r) thereof, Harsco Corporation (incorporated by reference to Exhibit 2.1 of the Form 8-K filed on May 9, 2019 (File No. 001-34927)).
2.6	Stock Purchase Agreement by and among Compass Group Diversified Holdings LLC, Compass Group Investments, Inc., Compass CS Partners, L.P., Compass CS II Partners, L.P., Compass Crosman Partners, L.P., Compass Advanced Partners, L.P. and Compass Silvue Partners, LP (incorporated by reference to Exhibit 2.1 of the Form S-1 filed on April 13, 2006 (File No. 333-130326)).
3.1	Certificate of Trust of Compass Diversified Trust (incorporated by reference to Exhibit 3.1 of the Form S-1 filed on December 14, 2005 (File No. 333-130326)).
3.2	Certificate of Amendment to Certificate of Trust of Compass Diversified Trust (incorporated by reference to Exhibit 3.1 of the Form 8-K filed on September 13, 2007 (File No. 000-51937)).
3.3	Certificate of Formation of Compass Group Diversified Holdings LLC (incorporated by reference to Exhibit 3.3 of the Form S-1 filed on December 14, 2005 (File No. 333-130326)).
3.4	Amended and Restated Trust Agreement of Compass Diversified Trust (incorporated by reference to Exhibit 3.5 of the Amendment No. 4 to the Form S-1 filed on April 26, 2006 (File No. 333-130326)).
3.5	Amendment No. 1 to the Amended and Restated Trust Agreement, dated as of April 25, 2006, of Compass Diversified Trust among Compass Group Diversified Holdings LLC, as Sponsor, The Bank of New York (Delaware), as Delaware Trustee, and the Regular Trustees named therein (incorporated by reference to Exhibit 4.1 of the Form 8-K filed on May 29, 2007 (File No. 000-51937)).
3.6	Second Amendment to the Amended and Restated Trust Agreement, dated as of April 25, 2006, as amended on May 23, 2007, of Compass Diversified Trust among Compass Group Diversified Holdings LLC, as Sponsor, The Bank of New York (Delaware), as Delaware Trustee, and the Regular Trustees named therein (incorporated by reference to Exhibit 3.2 of the Form 8-K filed on September 13, 2007 (File No. 000-51937)).
3.7	Third Amendment to the Amended and Restated Trust Agreement dated as of April 25, 2006, as amended on May 25, 2007 and September 14, 2007, of Compass Diversified Holdings among Compass Group Diversified Holdings LLC, as Sponsor, The Bank of New York (Delaware), as Delaware Trustee, and the Regular Trustees named therein (incorporated by reference to Exhibit 4.1 of the Form 8-K filed on December 21, 2007 (File No. 000-51937)).
3.8	Fourth Amendment dated as of November 1, 2010 to the Amended and Restated Trust Agreement, as amended effective November 1, 2010, of Compass Diversified Holdings, originally effective as of April 25, 2006, by and among Compass Group Diversified Holdings LLC, as Sponsor, The Bank of New York (Delaware), as Delaware Trustee, and the Regular Trustees named therein (incorporated by reference to Exhibit 3.1 of the Form 10-Q filed on November 8, 2010 (File No. 001-34927)).
3.9	Second Amended and Restated Trust Agreement of the Trust (incorporated by reference to Exhibit 3.1 of the Form 8-K filed on December 7, 2016 (File No. 001-34927)).
3.10	Second Amended and Restated Operating Agreement of Compass Group Diversified Holdings, LLC dated January 9, 2007 (incorporated by reference to Exhibit 10.2 of the Form 8-K filed on January 10, 2007 (File No. 000-51937)).
3.11	Third Amended and Restated Operating Agreement of Compass Group Diversified Holdings, LLC dated November 1, 2010 (incorporated by reference to Exhibit 3.2 of the Form 10-Q filed on November 8, 2010 (File No. 001-34927)).
3.12	Fourth Amended and Restated Operating Agreement of Compass Group Diversified Holdings LLC, dated January 1, 2012 (incorporated by reference to Exhibit 3.1 of the Form 10-Q filed on May 7, 2013 (File No. 001-34927)).
3.13	Fifth Amended and Restated Operating Agreement of the Company (incorporated by reference to Exhibit 3.2 of the Form 8-K filed on December 7, 2016 (File No. 001-34927)).

<u>Exhibit Number</u>	<u>Description</u>
3.14	Compass Diversified Holdings Share Designation of Series A Preferred Shares (incorporated by reference to Exhibit 3.1 of the Form 8-K filed on June 28, 2017 (File No. 001-34927)).
3.15	Compass Group Diversified Holdings LLC Trust Interest Designation of Series A Trust Preferred Interests (incorporated by reference to Exhibit 3.2 of the Form 8-K filed on June 28, 2017 (File No. 001-34927)).
3.16	Share Designation of Compass Diversified Holdings with respect to Series B Preferred Shares (incorporated by reference to Exhibit 3.1 of the Form 8-K filed on March 13, 2018 (File No. 001-34927)).
3.17	Trust Interest Designation of Compass Group Diversified Holdings LLC with respect to Series B Trust Preferred Interests (incorporated by reference to Exhibit 3.2 of the Form 8-K filed on March 13, 2018 (File No. 001-34927)).
3.18	Share Designation of Compass Diversified Holdings with respect to Series C Preferred Shares (incorporated by reference to Exhibit 3.1 of the Form 8-K filed on November 20, 2019 (File No. 001-34927)).
3.19	Trust Interest Designation of Compass Group Diversified Holdings LLC with respect to Series C Trust Preferred Interests (incorporated by reference to Exhibit 3.2 of the Form 8-K filed on November 20, 2019 (File No. 001-34927)).
4.1	Specimen Certificate evidencing a share of trust of Compass Diversified Holdings (incorporated by reference to Exhibit 4.1 of the Form S-3 filed on November 7, 2007 (File No. 333-147218)).
4.2	Specimen LLC Interest Certificate evidencing an interest of Compass Group Diversified Holdings LLC (incorporated by reference to Exhibit A of Exhibit 10.2 of the Form 8-K filed on January 10, 2007 (File No. 000-51937)).
4.3	Form of 7.250% Series A Preferred Share Certificate (incorporated by reference to Exhibit 4.1 of the Form 8-K filed on June 28, 2017 (File No. 001-34927)).
4.4	Form of 7.875% Series B Fixed-to-Floating Rate Cumulative Preferred Share Certificate (incorporated by reference to Exhibit 4.1 of the Form 8-K filed on March 13, 2018 (File No. 001-34927)).
4.5	Indenture between Compass Group Diversified Holdings LLC and U.S. Bank National Association, dated as of April 18, 2018 (incorporated by reference to Exhibit 4.1 of the Form 8-K filed on April 18, 2018 (File No. 001-34927)).
4.6	Form of 7.875% Series C Cumulative Preferred Share Certificate (incorporated by reference to Exhibit 4.1 of the Form 8-K filed on November 20, 2019 (File No. 001-34927)).
4.7*	Description of Securities.
10.1	Form of Registration Rights Agreement by and among Compass Group Diversified Holdings LLC, Compass Diversified Trust and Certain Shareholders (incorporated by reference to Exhibit 10.3 of the Amendment No. 5 to the Form S-1 filed on May 5, 2006 (File No. 333-130326)).
10.2	Form of Supplemental Put Agreement by and between Compass Group Management LLC and Compass Group Diversified Holdings LLC (incorporated by reference to Exhibit 10.4 of the Amendment No. 4 to the Form S-1 filed on April 26, 2006 (File No. 333-130326)).
10.3	Form of Share Purchase Agreement by and between Compass Group Diversified Holdings LLC, Compass Diversified Trust and CGI Diversified Holdings, LP (incorporated by reference to Exhibit 10.6 of the Amendment No. 5 to the Form S-1 filed on May 5, 2006 (File No. 333-130326)).
10.4	Form of Share Purchase Agreement by and between Compass Group Diversified Holdings LLC, Compass Diversified Trust and Pharos I LLC (incorporated by reference to Exhibit 10.7 of the Amendment No. 5 to the Form S-1 filed on May 5, 2006 (File No. 333-130326)).
10.5	Registration Rights Agreement by and among Compass Group Diversified Holdings LLC, Compass Diversified Trust and CGI Diversified Holdings, LP, dated as of April 3, 2007 (incorporated by reference to Exhibit 10.3 of the Amendment No. 1 to the Form S-1 filed on April 20, 2007 (File No. 333-141856)).
10.6	Share Purchase Agreement by and between Compass Group Diversified Holdings LLC, Compass Diversified Trust and CGI Diversified Holdings, LP, dated as of April 3, 2007 (incorporated by reference to Exhibit 10.16 of the Amendment No. 1 to the Form S-1 filed on April 20, 2007 (File No. 333-141856)).
10.7	Subscription Agreement dated August 24, 2011, by and among Compass Group Diversified Holdings LLC, Compass Diversified Holdings and CGI Magyar Holdings, LLC (incorporated by reference to Exhibit 10.1 of the Form 8-K filed on August 25, 2011 (File No. 001-34927)).
10.8	Registration Rights Agreement dated August 24, 2011, by and among Compass Group Diversified Holdings LLC, Compass Diversified Holdings and CGI Magyar Holdings, LLC (incorporated by reference to Exhibit 10.2 of the Form 8-K filed on August 25, 2011 (File No. 001-34927)).

- 10.9 Sixth Amended and Restated Management Service Agreement by and between Compass Group Diversified Holdings LLC, and Compass Group Management LLC, dated as of September 30, 2014 and originally effective as of May 16, 2006 (incorporated by reference to Exhibit 10.1 of the Form 8-K filed on October 7, 2014 (File No. 001-34927)).
- 10.10† Employment Agreement dated July 11, 2013, between Compass Group Management LLC and Ryan J. Faulkingham (incorporated by reference to Exhibit 10.1 of the Form 8-K filed on July 11, 2013 (File No. 001-34927)).
- 10.11 Amended and Restated Credit Agreement among Compass Group Diversified Holdings LLC, the financial institutions party thereto and Bank of America, N.A., dated as of April 18, 2018 (incorporated by reference to Exhibit 10.1 of the Form 8-K filed on April 18, 2018 (File No. 001-34927)).
- 10.12 First Amendment to the 2018 Credit Facility (incorporated by reference to Exhibit 10.1 of the Form 10-Q filed on May 1, 2019 (File No. 001-34927)).
- 21.1* List of Subsidiaries
- 23.1* Consent of Independent Registered Public Accounting Firm with respect to the Registrant's consolidated financial statements
- 24.1* Power of Attorney (included on the signature page of this Annual Report on Form 10-K)
- 31.1* Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer of Registrant
- 31.2* Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer of Registrant
- 32.1** Section 1350 Certification of Chief Executive Officer of Registrant
- 32.2** Section 1350 Certification of Chief Financial Officer of Registrant
- 99.1 Stock Purchase Agreement dated March 31, 2010 by and among Gable 5, Inc., Liberty Safe and Security Products, LLC and Liberty Safe Holding Corporation (incorporated by reference to Exhibit 99.1 of the Form 8-K filed on April 1, 2010 (File No. 000-51937)).
- 99.2 Stock Purchase Agreement dated September 16, 2010, by and among ERGO Baby Intermediate Holding Corporation, The ERGO Baby Carrier, Inc., Karin A. Frost, in her individual capacity and as Trustee of the Revocable Trust of Karin A. Frost dated February 22, 2008 and as Trustee of the Karin A. Frost 2009 Qualified Annuity Trust u/ a/d 12/21/2009 (incorporated by reference to Exhibit 99.1 of the Form 8-K filed on September 17, 2010 (File No. 000-51937)).
- 99.3 Stock Purchase Agreement dated as of March 5, 2012, by and among Arnold Magnetic Technologies Holdings Corporation, Arnold Magnetic Technologies, LLC and AMT Acquisition Corp. (incorporated by reference to Exhibit 99.1 of the Form 8-K filed on March 6, 2012 (File No. 001-34927)).
- 99.4 Membership Interest Purchase Agreement dated as of October 10, 2014, by and among Candle Lamp Holdings, LLC, Candle Lamp Company, LLC and Sternocandlelamp Holdings, Inc. (incorporated by reference to Exhibit 99.1 of the Form 8-K filed October 14, 2014 (File No. 001-34927)).
- 99.5 Agreement and Plan of Merger, dated as of July 29, 2016, by and among 5.11 ABR Corp., 5.11 ABR Merger Corp., 5.11 Acquisition Corp., TA Associates Management, L.P., as the agent and attorney in fact of the holders of stock and options in 5.11 Acquisition Corp. (incorporated by reference to Exhibit 99.1 of the Form 8-K filed on August 1, 2016 (File No. 001-34927)).
- 99.6 Equity Purchase Agreement, dated June 2, 2017, by and among Bullseye Holding Company LLC, Bullseye Acquisition Corporation, CBCP Acquisition Corp. and Wellspring Capital Partners IV, L.P. (incorporated by reference to Exhibit 99.1 of the Form 8-K filed on June 5, 2017 (File No. 001-34927)).
- 99.7 Stock Purchase Agreement, dated January 18, 2018, between Warren F. Florkiewicz and FFI Compass, Inc. (incorporated by reference to Exhibit 99.1 of the Form 8-K filed on January 18, 2018 (File No. 001-34927)).
- 99.8 Arrangement Agreement, dated February 19, 2019, by and among FHF Holdings Ltd.; 1197879 B.C. Ltd.; Tilray, Inc.; Compass Group Diversified Holdings LLC and each Shareholder that is, or is made pursuant to the Plan of Arrangement, a party thereto (incorporated by reference to Exhibit 99.1 of the Form 8-K filed on February 20, 2019 (File No. 001-34927)).
- 101.INS* Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
- 101.SCH* Inline XBRL Taxonomy Extension Schema Document
- 101.CAL* Inline XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF* Inline XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB* Inline XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE* Inline XBRL Taxonomy Extension Presentation Linkbase Document
- 104 Cover page formatted as Inline XBRL and contained in Exhibit 101

- * Filed or furnished herewith.
- † Denotes management contracts and compensatory plans or arrangements.
- + In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release Nos. 33-8238 and 34-47986, Final Rule: Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished in Exhibit 32.1 and 32.2 hereto are deemed to accompany this Form 10-K and will not be deemed "filed" for purposes of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

SIGNATURE

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

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

Date: 2/26/2020

By: /s/ Elias J. Sabo

Elias J. Sabo

Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Elias J. Sabo and Ryan J. Faulkingham, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution for him or her, and in his or her name in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and either of them, his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Elias J. Sabo</u> Elias J. Sabo	Chief Executive Officer (Principal Executive Officer) and Director	February 26, 2020
<u>/s/ Ryan J. Faulkingham</u> Ryan J. Faulkingham	Chief Financial Officer (Principal Financial and Accounting Officer)	February 26, 2020
<u>/s/ C. Sean Day</u> C. Sean Day	Director	February 26, 2020
<u>/s/ D. Eugene Ewing</u> D. Eugene Ewing	Director	February 26, 2020
<u>/s/ Harold S. Edwards</u> Harold S. Edwards	Director	February 26, 2020
<u>/s/ Gordon Burns</u> Gordon Burns	Director	February 26, 2020
<u>/s/ James J. Bottiglieri</u> James J. Bottiglieri	Director	February 26, 2020
<u>/s/ Sarah G. McCoy</u> Sarah G. McCoy	Director	February 26, 2020
<u>/s/ Larry L. Enterline</u> Larry L. Enterline	Director	February 26, 2020

SIGNATURE

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

COMPASS DIVERSIFIED HOLDINGS

Date: 2/26/2020

By: /s/ Ryan J. Faulkingham

Ryan J. Faulkingham

Regular Trustee

COMPASS DIVERSIFIED HOLDINGS
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AND SUPPLEMENTAL FINANCIAL DATA

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Supplemental Financial Data:	
The following supplementary financial data of the registrant and its subsidiaries required to be included in Item 15(a)(2) of Form 10-K are listed below:	
Schedule II – Valuation and Qualifying Accounts	S-1
All other schedules not listed above have been omitted as not applicable or because the required information is included in the Consolidated Financial Statements or in the notes thereto.	

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders'
Compass Diversified Holdings

Opinion on internal control over financial reporting

We have audited the internal control over financial reporting of Compass Diversified Holdings (a Delaware trust) and subsidiaries (the "Company") as of December 31, 2019, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated financial statements of the Company as of and for the year ended December 31, 2019, and our report dated February 26, 2020 expressed an unqualified opinion on those financial statements.

Basis for opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Management on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

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

Definition and limitations of internal control over financial reporting

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

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

/s/ GRANT THORNTON LLP

New York, New York
February 26, 2020

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders'
Compass Diversified Holdings

Opinion on the financial statements

We have audited the accompanying consolidated balance sheets of Compass Diversified Holdings (a Delaware trust) and subsidiaries (the "Company") as of December 31, 2019 and 2018, the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2019, and the related notes and schedule included under Item 15(a) (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2019, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), and our report dated February 26, 2020 expressed an unqualified opinion.

Change in accounting principle

As discussed in note B to the financial statements, the Company has changed its method of accounting for leases as of January 1, 2019, in accordance with the adoption of Accounting Standards Codification (ASC) Topic 842, *Leases*.

Basis for opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical audit matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Goodwill - Liberty and Velocity Outdoor reporting units

As described further in note H to the Company's financial statements, the Company performed a quantitative goodwill impairment assessment on two of its reporting units, Liberty and Velocity Outdoor. We identified the Company's quantitative goodwill impairment assessment for the Liberty and Velocity Outdoor reporting units as a critical audit matter.

The principal considerations for our determination that this matter is a critical audit matter are as follows. The determination of fair value of each reporting unit requires management to make significant estimates and judgments related to forecasts of expected future cash flows and selection of market multiples. Management's significant estimates and judgments include the determination of discount rates, revenue growth rates, operating margins, projected long-term growth rates and market multiples. Given the subjective nature and judgment applied by management, auditing these estimates required a high degree of auditor judgment and an increased extent of effort.

Our audit procedures related to the quantitative impairment testing of the Liberty and Velocity Outdoor reporting units included the following procedures, among others:

- We tested the design and operating effectiveness of controls relating to management's quantitative goodwill impairment evaluation, including those over management's forecasts of future revenue, operating income margins and long-term growth rates and the determination of the discount rate and market multiples.
- We evaluated management's historical ability to forecast future revenue and operating income margins and compared the forecasts to (1) historical results, (2) management's long-term business plans, and (3) forecasted information in industry reports and companies in their respective peer group.
- With the assistance of our valuation specialists, we assessed the valuation methodologies utilized by management.
- We performed sensitivity analyses on the future revenue, operating margins, discount rates, and market multiples used to evaluate what impact changes in these assumptions would have on management's conclusion.

/s/ GRANT THORNTON LLP

We have served as the Company's auditor since 2005.

New York, New York
February 26, 2020

**COMPASS DIVERSIFIED HOLDINGS
CONSOLIDATED BALANCE SHEETS**

<i>(in thousands)</i>	December 31, 2019	December 31, 2018
Assets		
Current assets:		
Cash and cash equivalents	\$ 100,314	\$ 48,771
Accounts receivable, net	191,405	205,545
Inventories	317,306	307,437
Prepaid expenses and other current assets	35,247	29,670
Current assets of discontinued operations	—	89,762
Total current assets	644,272	681,185
Property, plant and equipment, net	146,428	146,601
Goodwill	438,519	471,115
Intangible assets, net	561,946	615,592
Other non-current assets	100,727	8,378
Non-current assets of discontinued operations	—	449,464
Total assets	\$ 1,891,892	\$ 2,372,335
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 70,089	\$ 77,169
Accrued expenses	108,768	106,612
Due to related parties (refer to Note S)	8,049	11,093
Current portion, long-term debt	—	5,000
Other current liabilities	22,573	6,912
Current liabilities of discontinued operations	—	52,494
Total current liabilities	209,479	259,280
Deferred income taxes	33,039	33,984
Long-term debt	394,445	1,098,871
Other non-current liabilities	89,054	12,615
Non-current liabilities of discontinued operations	—	48,243
Total liabilities	726,017	1,452,993
Commitments and contingencies (refer to Note R)		
Stockholders' equity		
Trust preferred shares, 50,000 authorized; 12,600 shares issued and outstanding at December 31, 2019 and 8,000 shares issued and outstanding at December 31, 2018		
Series A preferred shares, no par value, 4,000 shares issued and outstanding at December 31, 2019 and December 31, 2018	96,417	96,417
Series B preferred shares, no par value, 4,000 shares issued and outstanding at December 31, 2019 and December 31, 2018	96,504	96,504
Series C preferred shares, no par value, 4,600 shares issued and outstanding at December 31, 2019 and none issued at December 31, 2018	110,997	—
Trust common shares, no par value, 500,000 authorized; 59,900 shares issued and outstanding at December 31, 2019 and December 31, 2018	924,680	924,680
Accumulated other comprehensive loss	(3,933)	(8,776)
Accumulated deficit	(109,338)	(249,453)
Total stockholders' equity attributable to Holdings	1,115,327	859,372
Noncontrolling interest	50,548	39,922
Noncontrolling interest of discontinued operations	—	20,048
Total stockholders' equity	1,165,875	919,342
Total liabilities and stockholders' equity	\$ 1,891,892	\$ 2,372,335

See notes to consolidated financial statements.

COMPASS DIVERSIFIED HOLDINGS
CONSOLIDATED STATEMENTS OF OPERATIONS

<i>(in thousands, except per share data)</i>	Year ended December 31,		
	2019	2018	2017
Net revenues	\$ 1,450,253	\$ 1,357,320	\$ 1,002,783
Cost of revenues	930,810	887,478	641,394
Gross profit	519,443	469,842	361,389
Operating expenses:			
Selling, general and administrative expense	335,181	320,085	261,516
Management fees	37,030	43,443	31,843
Amortization expense	54,155	49,686	34,665
Impairment expense	32,881	—	8,864
Operating income	60,196	56,628	24,501
Other income (expense):			
Interest expense, net	(58,216)	(55,245)	(27,255)
Amortization of debt issuance costs	(3,314)	(3,905)	(4,002)
Loss on debt extinguishment	(12,319)	(744)	—
Loss on sale of securities (refer to Note C)	(10,193)	—	—
Loss on investment (refer to Note Q)	—	—	(5,620)
Other income (expense), net	(2,185)	(5,145)	2,745
Loss from continuing operations before income taxes	(26,031)	(8,411)	(9,631)
Provision (benefit) for income taxes	14,742	10,466	(23,741)
Income (loss) from continuing operations	(40,773)	(18,877)	14,110
Income from discontinued operations, net of income tax	16,901	15,829	19,162
Gain on sale of discontinued operations, net of income tax	331,013	1,258	340
Net income (loss)	307,141	(1,790)	33,612
Less: Income from continuing operations attributable to noncontrolling interest	5,542	5,217	8,245
Less: Loss from discontinued operations attributable to noncontrolling interest	(266)	(1,305)	(2,624)
Net income (loss) attributable to Holdings	\$ 301,865	\$ (5,702)	\$ 27,991
Amounts attributable to common shares of Holdings:			
Income (loss) from continuing operations	\$ (46,315)	\$ (24,094)	\$ 5,865
Income from discontinued operations, net of income tax	17,167	17,134	21,786
Gain on sale of discontinued operations, net of income tax	331,013	1,258	340
Net income (loss) attributable to Holdings	\$ 301,865	\$ (5,702)	\$ 27,991
Basic and fully diluted income (loss) per share attributable to Holdings (refer to Note L)			
Continuing operations	\$ (2.17)	\$ (0.73)	\$ (0.77)
Discontinued operations	5.81	0.31	0.33
	\$ 3.64	\$ (0.42)	\$ (0.44)
Weighted average number of shares outstanding - basic and fully diluted	59,900	59,900	59,900
Cash distribution declared per share (refer to Note L)	\$ 1.44	\$ 1.44	\$ 1.44

See notes to consolidated financial statements.

COMPASS DIVERSIFIED HOLDINGS
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

<i>(in thousands)</i>	Year ended December 31,		
	2019	2018	2017
Net income (loss)	\$ 307,141	\$ (1,790)	\$ 33,612
Other comprehensive income (loss)			
Foreign currency translation adjustments	599	(6,630)	6,533
Foreign currency amounts reclassified from accumulated other comprehensive income (loss) that increase (decrease) net income:			
Disposition of Manitoba Harvest	4,791	—	—
Pension benefit liability, net	(547)	427	409
Total comprehensive income (loss), net of tax	311,984	(7,993)	40,554
Less: Net income attributable to noncontrolling interests	5,276	3,912	5,621
Less: Other comprehensive income (loss) attributable to noncontrolling interests	(23)	(1,247)	1,223
Total comprehensive income (loss) attributable to Holdings, net of tax	\$ 306,731	\$ (10,658)	\$ 33,710

See notes to consolidated financial statements.

**COMPASS DIVERSIFIED HOLDINGS
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY**

	Trust Preferred Shares			Trust Common Shares	Accumulated Other Comprehensive Loss	Stockholders' Equity Attributable to Holdings	Non-Controlling Interest	Non-Controlling Interest of Disc. Ops.	Total Stockholders' Equity
	Series A	Series B	Series C						
<i>(in thousands)</i>									
Balance — January 1, 2017	\$ —	\$ —	\$ —	\$ 924,680	\$ (58,760)	\$ 856,405	\$ 18,977	\$ 19,162	\$ 894,544
Net income (loss)	—	—	—	—	27,991	27,991	8,245	(2,624)	33,612
Total comprehensive income, net	—	—	—	—	—	6,942	—	—	6,942
Issuance of Trust preferred shares, net of offering costs	96,417	—	—	—	—	96,417	—	—	96,417
Option activity attributable to noncontrolling shareholders	—	—	—	—	—	—	4,478	2,550	7,028
Effect of subsidiary stock option exercise	—	—	—	—	—	—	1,222	—	1,222
Issuance of subsidiary shares	—	—	—	—	—	—	40	—	40
Repurchase of subsidiary shares	—	—	—	—	—	—	(40)	—	(40)
Acquisition of Velocity Outdoor	—	—	—	—	—	—	781	—	781
Distribution paid - Allocation Interest Holders (refer to Note L)	—	—	—	—	(25,834)	(25,834)	—	—	(25,834)
Distributions paid - Trust preferred shares	—	—	—	—	(2,457)	(2,457)	—	—	(2,457)
Distributions paid - Trust common shares	—	—	—	—	(86,256)	(86,256)	—	—	(86,256)
Balance — December 31, 2017	96,417	—	—	924,680	(145,316)	873,208	33,703	19,088	925,999
Net income (loss)	—	—	—	—	(5,702)	(5,702)	5,217	(1,305)	(1,790)
Total comprehensive loss, net	—	—	—	—	—	(6,203)	—	—	(6,203)
Issuance of Trust preferred shares, net of offering costs	—	96,504	—	—	—	96,504	—	—	96,504
Option activity attributable to noncontrolling shareholders	—	—	—	—	—	—	6,710	2,265	8,975
Effect of subsidiary stock option exercise	—	—	—	—	—	—	404	—	404
Purchase of noncontrolling interest	—	—	—	—	—	—	(6,112)	—	(6,112)
Distributions paid - Trust preferred shares	—	—	—	—	(12,179)	(12,179)	—	—	(12,179)
Distributions paid - Trust common shares	—	—	—	—	(86,256)	(86,256)	—	—	(86,256)
Balance — December 31, 2018	96,417	96,504	—	924,680	(249,453)	859,372	39,922	20,048	919,342
Net income (loss)	—	—	—	—	301,865	301,865	5,542	(266)	307,141
Total comprehensive income, net	—	—	—	—	4,843	4,843	—	—	4,843
Issuance of Trust preferred shares, net of offering costs	—	—	110,997	—	—	110,997	—	—	110,997
Option activity attributable to noncontrolling shareholders	—	—	—	—	—	—	6,054	1,939	7,993
Effect of subsidiary stock option exercise	—	—	—	—	—	—	41	—	41
Purchase of noncontrolling interest	—	—	—	—	—	—	(1,011)	—	(1,011)
Disposition of Manitoba Harvest	—	—	—	—	—	—	—	(10,799)	(10,799)
Disposition of Clean Earth	—	—	—	—	—	—	—	(10,922)	(10,922)
Distributions paid - Allocation Interests (refer to Note L)	—	—	—	—	(60,369)	(60,369)	—	—	(60,369)
Distributions paid - Trust Preferred Shares	—	—	—	—	(15,125)	(15,125)	—	—	(15,125)
Distributions paid - Trust Common Shares	—	—	—	—	(86,256)	(86,256)	—	—	(86,256)
Balance — December 31, 2019	\$ 96,417	\$ 96,504	\$ 110,997	\$ 924,680	\$ (109,338)	\$ 1,115,327	\$ 50,548	\$ —	\$ 1,165,875

COMPASS DIVERSIFIED HOLDINGS
CONSOLIDATED STATEMENTS OF CASH FLOWS

<i>(in thousands)</i>	Year ended December 31,		
	2019	2018	2017
Cash flows from operating activities:			
Net income (loss)	\$ 307,141	\$ (1,790)	\$ 33,612
Income from discontinued operations	16,901	15,829	19,162
Gain on sale of discontinued operations	331,013	1,258	340
Net income (loss) from continuing operations	(40,773)	(18,877)	14,110
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation expense	33,153	31,195	22,388
Amortization expense	54,155	59,506	59,672
Amortization of debt issuance costs and original issue discount	3,773	4,483	5,007
Impairment expense	32,881	—	8,864
Loss on debt extinguishment	12,319	744	—
Loss (gain) on interest rate derivative	3,500	(2,251)	(648)
Noncontrolling stockholder stock based compensation	6,054	6,711	4,478
Excess tax benefit from subsidiary stock options exercised	—	—	(417)
Loss on equity method investment	—	—	5,620
Provision for loss on receivables	3,309	443	3,976
Deferred taxes	(546)	(2,254)	(39,874)
Other	2,051	(171)	756
Changes in operating assets and liabilities, net of acquisitions:			
(Increase) decrease in accounts receivable	10,805	4,479	(15,406)
Increase in inventories	(10,446)	(18,421)	(26,799)
Increase in prepaid expenses and other current assets	(7,010)	(3,599)	(2,940)
Increase (decrease) in accounts payable and accrued expenses	(8,525)	9,823	7,866
Net cash provided by operating activities - continuing operations	94,700	71,811	46,653
Net cash provided by (used in) operating activities - discontinued operations	(10,138)	42,641	35,118
Net cash provided by operations	84,562	114,452	81,771
Cash flows from investing activities:			
Acquisitions, net of cash acquired	—	(495,136)	(158,706)
Purchases of property and equipment	(34,898)	(40,998)	(38,436)
Proceeds from FOX stock offerings	—	—	136,147
Proceeds from sale of businesses	502,703	94	340
Payment of interest rate swap	(675)	(1,783)	(3,964)
Payment for termination of interest rate swap	(4,942)	—	—
Other investing activities	1,719	(134)	(88)
Net cash provided by (used in) investing activities - continuing operations	463,907	(537,957)	(64,707)
Net cash provided by (used in) investing activities - discontinued operations	279,219	(66,123)	(12,571)
Net cash provided by (used in) investing activities	743,126	(604,080)	(77,278)

COMPASS DIVERSIFIED HOLDINGS
CONSOLIDATED STATEMENTS OF CASH FLOWS

<i>(in thousands)</i>	Year ended December 31,		
	2019	2018	2017
Cash flows from financing activities:			
Proceeds from the issuance of Trust preferred shares, net	110,997	96,504	96,417
Borrowings under credit facility	108,000	1,307,250	260,500
Repayments under credit facility	(832,250)	(1,186,222)	(228,585)
Issuance of Senior Notes	—	400,000	—
Distributions paid - common shares	(86,256)	(86,256)	(86,256)
Distributions paid - preferred shares	(15,125)	(12,179)	(2,457)
Net proceeds provided by noncontrolling shareholders	41	404	822
Distributions paid - Allocation Interests	(60,369)	—	(39,188)
Repurchase of subsidiary stock	(1,011)	(6,112)	—
Debt issuance costs	—	(14,887)	(2,899)
Excess tax benefit on stock-based compensation	—	—	417
Other	(3,549)	1,609	(1,359)
Net cash (used in) provided by financing activities	(779,522)	500,111	(2,588)
Foreign currency impact on cash	(1,178)	2,958	(1,792)
Net increase in cash and cash equivalents	46,988	13,441	113
Cash and cash equivalents — beginning of period ⁽¹⁾	53,326	39,885	39,772
Cash and cash equivalents — end of period	\$ 100,314	\$ 53,326	\$ 39,885

⁽¹⁾ Includes cash from discontinued operations of \$4.6 million at January 1, 2019, \$4.2 million at January 1, 2018 and \$2.3 million at January 1, 2017.

See notes to consolidated financial statements.

COMPASS DIVERSIFIED HOLDINGS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note A — Organization and Business Operations

Compass Diversified Holdings, a Delaware statutory trust (“the Trust”), was incorporated in Delaware on November 18, 2005. Compass Group Diversified Holdings, LLC, a Delaware limited liability Company (the “Company”), was also formed on November 18, 2005 with equity interests which were subsequently reclassified as the “Allocation Interests”. The Trust and the Company were formed to acquire and manage a group of small and middle-market businesses headquartered in North America. In accordance with the amended and restated Trust Agreement, dated as of April 25, 2006 (the “Trust Agreement”), the Trust is sole owner of 100% of the Trust Interests (as defined in the Company’s amended and restated operating agreement, dated as of April 25, 2006 (as amended and restated, the “LLC Agreement”)) of the Company and, pursuant to the LLC Agreement, the Company has, outstanding, the identical number of Trust Interests as the number of outstanding common shares of the Trust. The Company is the operating entity with a board of directors and other corporate governance responsibilities, similar to that of a Delaware corporation.

The Company is a controlling owner of eight businesses, or operating segments at December 31, 2019. The segments are as follows: 5.11 Acquisition Corp. (“5.11”), The Ergo Baby Carrier, Inc. (“Ergobaby”), Liberty Safe and Security Products, Inc. (“Liberty Safe” or “Liberty”), Velocity Outdoor, Inc. (formerly “Crosman Corp.”) (“Velocity Outdoor” or “Velocity”), Compass AC Holdings, Inc. (“ACI” or “Advanced Circuits”), AMT Acquisition Corporation (“Arnold”), FFI Compass Inc. (“Foam Fabricators” or “Foam”) and Sterno Products, LLC (“Sterno”). The segments are referred to interchangeably as “businesses”, “operating segments” or “subsidiaries” throughout the financial statements. Refer to Note F - “Operating Segment Data” for further discussion of the operating segments. Compass Group Management LLC, a Delaware limited liability Company (“CGM” or the “Manager”), manages the day to day operations of the Company and oversees the management and operations of our businesses pursuant to a management services agreement (the “Management Services Agreement” or “MSA”).

Note B — Summary of Significant Accounting Policies

Basis of presentation

The Company’s consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP” or “US GAAP”). The results of operations represent the results of operations of the Company’s acquired businesses from the date of their acquisition by the Company, and therefore may not be indicative of the results to be expected for the full year.

Principles of consolidation

The consolidated financial statements include the accounts of the Trust and the Company, as well as the businesses acquired as of their respective acquisition date. All significant intercompany accounts and transactions have been eliminated in consolidation. Discontinued operating entities are reflected as discontinued operations in the Company’s results of operations and statements of financial position.

The acquisition of businesses that the Company owns or controls more than a 50% share of the voting interest are accounted for under the acquisition method of accounting. The amount assigned to the identifiable assets acquired and the liabilities assumed is based on the estimated fair values as of the date of acquisition, with the remainder, if any, recorded as goodwill.

Discontinued Operations

During the first quarter of 2019, the Company completed the sale of Fresh Hemp Foods Ltd. (“Manitoba Harvest”). Additionally, during the second quarter of 2019, the Company completed the sale of Clean Earth Holdings, Inc. (“Clean Earth”). The results of operations of Manitoba Harvest and Clean Earth are reported as discontinued operations in the consolidated statements of operations for year ended December 31, 2019. Refer to “Note C - Discontinued Operations” for additional information. Unless otherwise indicated, the disclosures accompanying the consolidated financial statements reflect the Company’s continuing operations.

COMPASS DIVERSIFIED HOLDINGS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Use of estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates are based on management's best knowledge of current events and actions the Company may undertake in the future. It is possible that in 2020 actual conditions could be better or worse than anticipated when the Company developed the estimates and assumptions, which could materially affect the results of operations and financial position in the future. Such changes could result in future impairment of goodwill, intangibles and long-lived assets, inventory obsolescence, establishment of valuation allowances on deferred tax assets and increased tax liabilities, among other things. Actual results could differ from those estimates.

Profit Allocation Interests

At the time of the Company's Initial Public Offering, the Company issued Allocation Interests governed by the LLC agreement that entitle the holders (the "Holders") to receive distributions pursuant to a profit allocation formula upon the occurrence of certain events. The Holders are entitled to receive and as such can elect to receive the positive contribution based profit allocation payment for each of the business acquisitions during the 30-day period following the fifth anniversary of the date upon which the Company acquired a controlling interest in that business (Holding Event) and upon the sale of that business (Sale Event). Payments of profit allocation to the Holders are accounted for as dividends declared on Allocation Interests and recorded in stockholders' equity once they are approved by our Board of Directors.

Revenue recognition

Effective January 1, 2018, the Company adopted the provisions of Revenue from Contracts with Customers (Topic 606) ("ASC 606"). In accordance with the new revenue guidance, revenue is recognized when a customer obtains control of promised goods or services. The amount of revenue recognized reflects the consideration to which the Company expects to be entitled to receive in exchange for these goods or services, and excludes any sales incentives or taxes collected from customers which are subsequently remitted to government authorities. Refer to "Note E - Revenue" for a detailed description of the Company's revenue recognition policies.

Cash equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. At December 31, 2019 and 2018, the amount of cash and cash equivalents held by our subsidiaries in foreign bank accounts was \$14.1 million and \$16.7 million, respectively.

Allowance for doubtful accounts

The Company uses estimates to determine the amount of the allowance for doubtful accounts in order to reduce accounts receivable to their estimated net realizable value. The Company estimates the amount of the required allowance by reviewing the status of past-due receivables and analyzing historical bad debt trends. The Company's estimate also includes analyzing existing economic conditions. When the Company becomes aware of circumstances that may impair a specific customer's ability to meet its financial obligations subsequent to the original sale, the Company will record an allowance against amounts due, and thereby reduce the net receivable to the amount it reasonably believes will be collectible. Balances that remain outstanding after the Company has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable.

Inventories

Inventories consist of raw materials, work-in-process, manufactured goods and purchased goods acquired for resale. Inventories are stated at the lower of cost or market, determined on the first-in, first-out method. Cost includes raw materials, direct labor, manufacturing overhead and indirect overhead. Market value is based on current replacement cost for raw materials and supplies and on net realizable value for finished goods.

Property, plant and equipment

Property, plant and equipment is recorded at cost. The cost of major additions or betterments is capitalized, while maintenance and repairs that do not improve or extend the useful lives of the related assets are expensed as incurred.

COMPASS DIVERSIFIED HOLDINGS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Depreciation is provided principally on the straight-line method over estimated useful lives. Leasehold improvements are amortized over the life of the lease or the life of the improvement, whichever is shorter.

The ranges of useful lives are as follows:

Buildings and improvements	6 to 25 years
Machinery and equipment	2 to 15 years
Office furniture, computers and software	2 to 8 years
Leasehold improvements	Shorter of useful life or lease term

Property, plant and equipment and other long-lived assets that have definitive lives are evaluated for impairment when events or changes in circumstances indicate that the carrying value of the assets may not be recoverable ('triggering event'). Upon the occurrence of a triggering event, the asset is reviewed to assess whether the estimated undiscounted cash flows expected from the use of the asset plus residual value from the ultimate disposal exceeds the carrying value of the asset. If the carrying value exceeds the estimated recoverable amounts, the asset is written down to its fair value.

Fair value of financial instruments

The carrying value of the Company's financial instruments, including cash and cash equivalents, accounts receivable and accounts payable approximate their fair value due to their short term nature. Senior Notes with a fair value of \$439 million have a carrying value of \$400 million. The fair value is based on interest rates that are currently available to the Company for issuance of debt with similar terms and remaining maturities. If measured at fair value in the financial statements, the Senior Notes would be classified as Level 2 in the fair value hierarchy.

Business combinations

The Company allocates the amount it pays for each acquisition to the assets acquired and liabilities assumed based on their fair values at the date of acquisition, including identifiable intangible assets which arise from a contractual or legal right or are separable from goodwill. The Company bases the fair value of identifiable intangible assets acquired in a business combination on detailed valuations that use information and assumptions provided by management, which consider management's best estimates of inputs and assumptions that a market participant would use. The Company allocates any excess purchase price that exceeds the fair value of the net tangible and identifiable intangible assets acquired to goodwill. The use of alternative valuation assumptions, including estimated growth rates, cash flows, discount rates and estimated useful lives could result in different purchase price allocations and amortization expense in current and future periods. Transaction costs associated with these acquisitions are expensed as incurred through selling, general and administrative expense on the consolidated statement of operations. In those circumstances where an acquisition involves a contingent consideration arrangement, the Company recognizes a liability equal to the fair value of the contingent payments expected to be made as of the acquisition date. The Company re-measures this liability each reporting period and records changes in the fair value through operating income within the consolidated statements of operations.

Goodwill

Goodwill represents the excess of the purchase price over the fair value of the assets acquired and liabilities assumed. The Company is required to perform impairment reviews at each of its reporting units annually and more frequently in certain circumstances. In accordance with accounting guidelines, the Company is able to make a qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying amount before applying the quantitative goodwill impairment test.

In January 2017, the Financial Accounting Standard Board ("FASB") issued new accounting guidance to simplify the accounting for goodwill impairment. The guidance removes step two of the goodwill impairment test, which requires a hypothetical purchase price allocation. Under the new guidance, a goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. The Company adopted this guidance early, effective January 1, 2017, on a prospective basis, and applied the guidance as necessary to annual and interim goodwill testing performed subsequent to January 1, 2017.

The first step of the process after the qualitative assessment fails is estimating the fair value of each of its reporting units based on a discounted cash flow ("DCF") model using revenue and profit forecast and a market approach which

COMPASS DIVERSIFIED HOLDINGS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

compares peer data and earnings multiples. The Company then compares those estimated fair values with the carrying values, which include allocated goodwill. If the estimated fair value is less than the carrying value, then a goodwill impairment is recorded.

The Company cannot predict the occurrence of certain future events that might adversely affect the implied value of goodwill and/or the fair value of intangible assets. Such events include, but are not limited to, strategic decisions made in response to economic and competitive conditions, the impact of the economic environment on its customer base, and material adverse effects in relationships with significant customers. The impact of over-estimating or under-estimating the implied fair value of goodwill at any of the reporting units could have a material effect on the results of operations and financial position. In addition, the value of the implied goodwill is subject to the volatility of the Company's operations which may result in significant fluctuation in the value assigned at any point in time.

Refer to "Note H - Goodwill and Intangible Assets" for the results of the annual impairment tests.

Deferred debt issuance costs

Deferred debt issuance costs represent the costs associated with the issuance of debt instruments and are amortized over the life of the related debt instrument. Deferred debt issuance costs are presented in the balance sheet as a deduction from the carrying value of the associated debt liability.

Product Warranty Costs

The Company recognizes warranty costs based on an estimate of the amounts required to meet future warranty obligations. The Company accrues an estimated liability for exposure to warranty claims at the time of a product sale based on both current and historical claim trends and warranty costs incurred. Warranty reserves are included within "Accrued expenses" in the Company's consolidated balance sheets.

Foreign currency

Certain of the Company's segments have operations outside the United States, and the local currency is typically the functional currency. The financial statements are translated into U.S. dollars using exchange rates in effect at year-end for assets and liabilities and average exchange rates during the year for results of operations. The resulting translation gain or loss is included in stockholders' equity as other comprehensive income or loss.

Derivatives and hedging

The Company utilized interest rate swaps to manage risks related to interest rates on the term loan portion of their 2018 Credit Facility. The Company did not elect hedge accounting treatment for the interest rate derivative transaction associated with the 2018 Credit Facility and changes in fair value were included in interest expense on the consolidated statement of operations. In connection with the repayment of the 2018 Term Loan in December 2019, the Company terminated its outstanding interest rate swap with a payment of \$4.9 million, the fair value of the interest rate swap as of the date of settlement. Refer to "Note J - Derivative Instruments and Hedging Activities" for further information on the interest rate derivative entered into as part of the Term Loan Facility.

Noncontrolling interest

Noncontrolling interest represents the portion of a majority-owned subsidiary's net income that is owned by noncontrolling shareholders. Noncontrolling interest on the balance sheet represents the portion of equity in a consolidated subsidiary owned by noncontrolling shareholders.

Income taxes

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act of 2017 (the "Tax Act"). Among other important changes in the Tax Act, the tax rate on corporations was reduced from 35% to 21%; a limitation on the deduction of interest expense was enacted; gain from the sale of a partnership interest by a foreign person will be subject to U.S. tax to the extent that the partnership is engaged in a trade or business; a special deduction for qualified business income from pass-through entities was added; U.S. federal income taxes on foreign earnings were eliminated (subject to several important exceptions), and new provisions designed to tax currently global intangible low taxed income ("GILTI") and a new base erosion anti-abuse tax were added.

COMPASS DIVERSIFIED HOLDINGS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For taxable years beginning after December 31, 2017, a deduction for interest will generally be allowed for any entity only up to 30% of adjusted taxable income (determined without regard to interest income or expense) plus the amount of interest income. Only interest income and expense incurred in a trade or business is taken into account, i.e., investment interest income and deductions are ignored. For partnerships, the limitation is applied at the partnership level and then adjustments are made at the partner level to avoid double counting and to allow an owner to use any excess income in calculating the interest deduction at his or her level. The provision did not limit the deduction of interest by the Company for 2019 or 2018, but it did have an impact on the deduction for certain of the portfolio companies, resulting in an additional valuation allowance for deferred tax assets of \$1.1 million and \$2.1 million in the years ended December 31, 2019 and 2018, respectively.

Provisional Amounts

In March 2018, the FASB issued ASU 2018-05, "Income Taxes - Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118" ("SAB 118"). The guidance provided for a provisional one-year measurement period for entities to finalize their accounting for certain tax effects related to the Tax Act. The Tax Act required companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred and creates new taxes on certain foreign sourced earnings. The one-time transition tax under the Tax Act is based on earnings and profits ("E&P") that were previously deferred from U.S. income taxes. For the year ended December 31, 2017, the provision for income taxes included provisional tax expense of \$4.9 million related to the one-time transition tax liability of our foreign subsidiaries. The Company completed the calculation of the total E&P for these foreign subsidiaries although the Company's estimates may be affected as additional regulatory guidance is issued with respect to the Tax Act. Adjustments to the provisional amounts of \$0.4 million were recognized as a component of the provision for income taxes in the year-ending December 31, 2018.

Deferred Income Taxes

Deferred income taxes are calculated under the asset and liability method. Deferred income taxes are provided for the differences between the basis of assets and liabilities for financial reporting and income tax purposes at the enacted tax rates. A valuation allowance is established when necessary to reduce deferred tax assets to the amount that is expected to more likely than not be realized. Several of the Company's majority owned subsidiaries have deferred tax assets recorded at December 31, 2019 which in total amount to approximately \$72.2 million. This deferred tax asset is net of \$8.1 million of valuation allowance primarily associated with the realization of foreign net operating losses, domestic tax credits and the limitation on the deduction of interest expense. These deferred tax assets are comprised primarily of reserves not currently deductible for tax purposes. The temporary differences that have resulted in the recording of these tax assets may be used to offset taxable income in future periods, reducing the amount of taxes required to be paid. Realization of the deferred tax assets is dependent on generating sufficient future taxable income at those subsidiaries with deferred tax assets. Based upon the expected future results of operations, the Company believes it is more likely than not that those subsidiaries with deferred tax assets will generate sufficient future taxable income to realize the benefit of existing temporary differences, although there can be no assurance of this. The impact of not realizing these deferred tax assets would result in an increase in income tax expense for such period when the determination was made that the assets are not realizable.

Earnings per common share

Basic and fully diluted earnings per Trust common share is computed using the two-class method which requires companies to allocate participating securities that have rights to earnings that otherwise would have been available only to common shareholders as a separate class of securities in calculating earnings per share. The Company has granted Allocation Interests that contain participating rights to receive profit allocations upon the occurrence of a Holding Event or a Sale Event, and has issued preferred shares that have rights to distributions when, and if, declared by the Company's board of directors.

The calculation of basic and fully diluted earnings per common share is computed by dividing income available to common shareholders by the weighted average number of Trust common shares outstanding during the period. Earnings per common share reflects the effect of distributions that were declared and paid to the Holders and distributions that were paid on preferred shares during the period.

The weighted average number of Trust common shares outstanding for each of the fiscal years 2019, 2018 and 2017 were computed based on 59,900,000 shares outstanding for the period from January 1st through December 31st.

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The Company did not have any stock option plans or any other potentially dilutive securities outstanding during the years ended December 31, 2019, 2018 and 2017.

Advertising costs

Advertising costs are expensed as incurred and included in selling, general and administrative expense in the consolidated statements of operations. Advertising costs were \$20.4 million, \$20.2 million and \$17.4 million during the years ended December 31, 2019, 2018 and 2017, respectively.

Research and development

Research and development costs are expensed as incurred and included in selling, general and administrative expense in the consolidated statements of operations. The Company incurred research and development expense of \$0.9 million, \$1.2 million and \$1.4 million during the years ended December 31, 2019, 2018 and 2017, respectively.

Employee retirement plans

The Company and many of its segments sponsor defined contribution retirement plans, such as 401(k) plans. Employee contributions to the plan are subject to regulatory limitations and the specific plan provisions. The Company and its segments may match these contributions up to levels specified in the plans and may make additional discretionary contributions as determined by management. The total employer contributions to these plans were \$2.7 million, \$3.8 million and \$2.8 million for the years ended December 31, 2019, 2018 and 2017, respectively.

The Company's Arnold subsidiary maintains a defined benefit plan for certain of its employees which is more fully described in "Note K - Defined Benefit Plan". Accounting guidelines require employers to recognize the overfunded or underfunded status of defined benefit pension and postretirement plans as assets or liabilities in their consolidated balance sheets and to recognize changes in that funded status in the year in which the changes occur as a component of comprehensive income.

Seasonality

Earnings of certain of our operating segments are seasonal in nature due to various recurring events, holidays and seasonal weather patterns, as well as the timing of our acquisitions during a given year. Historically, the third and fourth quarter produce the highest net sales during our fiscal year.

Stock based compensation

The Company does not have a stock based compensation plan; however, all of the Company's subsidiaries maintain stock based compensation plans. During the years ended December 31, 2019, 2018 and 2017, \$6.1 million, \$6.7 million, and \$4.5 million of stock based compensation expense was recorded to each expense category that included related salary expense in the consolidated statements of operations. As of December 31, 2019, the amount to be recorded for stock-based compensation expense in future years for unvested options is approximately \$17.2 million.

Recently Adopted Accounting Pronouncements

Leases

As of January 1, 2019, the Company adopted Accounting Standards Update ("ASU") No. 2016-02, Leases ("Topic 842"). The new standard requires an entity to recognize right-of-use assets and lease liabilities on its balance sheet and disclose key information about leasing arrangements. The standard update offers specific accounting guidance for a lessee, a lessor and sale and leaseback transactions. Lessees and lessors are required to disclose qualitative and quantitative information about leasing arrangements to enable a user of financial statements to assess the amount, timing and uncertainty of cash flows arising from leases. In July 2018, the FASB issued two updates to Topic 842 to clarify how to apply certain aspects of the new lease standard, and to give entities another option for transition and to provide lessors with a practical expedient to reduce the cost and complexity of implementing the new standard. The transition option allows entities to not apply the new lease standard in the comparative periods presented in the financial statements in the year of adoption. The Company adopted the new standard using the optional transition method. The reported results for reporting periods after January 1, 2019 are presented under the new lease guidance while prior period amounts were prepared under the previous lease guidance.

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The new standard provides a number of optional practical expedients in transition. The Company elected to use the package of practical expedients that allows us to not reassess: (i) whether any expired or existing contracts are or contain leases, (ii) lease classification for any expired or existing leases and (iii) initial direct costs for any expired or existing leases. We additionally elected to use the practical expedient that allows lessees to treat the lease and non-lease components of leases as a single lease component and the practical expedient pertaining to land easements. In addition, the new standard provides for an accounting election that permits a lessee to elect not to apply the recognition requirements of Topic 842 to short-term leases by class of underlying asset. The Company adopted this accounting election for all classes of assets.

The Company has performed an assessment of the impact of the adoption of Topic 842 on the Company's consolidated financial position and results of operations for the Company's leases, which consist of manufacturing facilities, warehouses, office facilities, retail stores, equipment and vehicle leases. The adoption of the new lease standard on January 1, 2019 resulted in the recognition of right-of-use assets of approximately \$90.6 million and lease liabilities for operating leases of approximately \$97.4 million on our Consolidated Balance Sheets, with no material impact to its Consolidated Statements of Operations or Consolidated Statement of Cash Flows. We implemented processes and a lease accounting system to ensure adequate internal controls were in place to assess our leasing arrangements and enable proper accounting and reporting of financial information upon adoption. No cumulative effect adjustment was recognized as the amount was not material. Refer to "Note R - Commitments and Contingencies" for additional information regarding the Company's adoption of Topic 842.

Recently Issued Accounting Pronouncements

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments—Credit Losses, which will require companies to present assets held at amortized cost and available for sale debt securities net of the amount expected to be collected. The guidance requires the measurement of expected credit losses to be based on relevant information from past events, including historical experiences, current conditions and reasonable and supportable forecasts that affect collectability. The guidance will be effective for fiscal years and interim periods beginning after December 15, 2019 and will primarily affect the Company's estimates of accounts receivable provisions. The adoption of this guidance is not expected to have a material impact on our consolidated financial statements.

In December 2019, the FASB issued ASU No. 2019-12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes. This guidance removes certain exceptions related to the approach for intraperiod tax allocation, the methodology for calculating income taxes in an interim period, and the recognition of deferred tax liabilities for outside basis differences. This guidance also clarifies and simplifies other areas of ASC 740. The guidance will be effective for fiscal years and interim periods beginning after December 15, 2021 and early adoption is permitted. The adoption of this guidance is not expected to have a material impact on our consolidated financial statements.

Note C — Discontinued Operations

Sale of Clean Earth

On May 8, 2019, the Company, as majority stockholder of CEHI Acquisition Corporation ("Clean Earth" or CEHI) and as Sellers' Representative, entered into a definitive Stock Purchase Agreement (the "Purchase Agreement") with Calrissian Holdings, LLC ("Buyer"), CEHI, the other holders of stock and options of CEHI and, as Buyer's guarantor, Harsco Corporation, pursuant to which Buyer would acquire all of the issued and outstanding securities of CEHI, the parent company of the operating entity, Clean Earth, Inc.

On June 28, 2019, Buyer completed the acquisition of all of the issued and outstanding securities of CEHI pursuant to the Purchase Agreement. The sale price for Clean Earth was based on an aggregate total enterprise value of \$625 million and is subject to customary working capital adjustments. After the allocation of the sale proceeds to Clean Earth non-controlling equity holders, the repayment of intercompany loans to the Company (including accrued interest) of \$224.6 million, and the payment of transaction expenses of approximately \$10.7 million, the Company received approximately \$327.3 million of total proceeds at closing related to our equity interests in Clean Earth. The Company recognized a gain on the sale of Clean Earth of \$209.3 million during the year ended December 31, 2019.

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Summarized operating results for Clean Earth for the previous years through the date of disposition were as follows (in thousands):

	For the period January 1, 2019 through disposition	Year ended December 31, 2018	Year ended December 31, 2017
Net sales	\$ 132,737	\$ 266,916	\$ 211,247
Gross profit	39,678	75,470	61,219
Operating income	6,232	14,443	12,037
Income before income taxes	5,880	13,693	11,789
Benefit for income taxes	(11,607)	(2,458)	(15,469)
Income from discontinued operations ⁽¹⁾	\$ 17,487	\$ 16,151	\$ 27,258

⁽¹⁾ The results of operations for the periods from January 1, 2019 through the date of disposition, and the years ended December 31, 2018 and December 31, 2017, each exclude \$10.2 million, \$17.0 million and \$13.9 million, respectively, of intercompany interest expense.

Sale of Manitoba Harvest

On February 19, 2019, the Company entered into a definitive agreement with Tilray, Inc. ("Tilray") and a wholly-owned subsidiary of Tilray, 1197879 B.C. Ltd. ("Tilray Subco"), to sell to Tilray, through Tilray Subco, all of the issued and outstanding securities of our majority owned subsidiary, Manitoba Harvest for total consideration of up to C\$419 million. The completion of the sale of Manitoba Harvest was subject to approval by the British Columbia Supreme Court, which occurred on February 21, 2019. The sale closed on February 28, 2019. Subject to certain customary adjustments, the shareholders of Manitoba Harvest, including the Company, received the following from Tilray as consideration for their shares of Manitoba Harvest: (i) C\$150 million in cash to the holders of preferred shares of Manitoba Harvest and the holders of common shares of Manitoba Harvest ("Common Holders") and C\$127.5 million in shares of class 2 Common Stock of Tilray ("Tilray Common Stock") to the Common Holders on the closing date of the sale (the "Closing Date Consideration"), and (ii) C\$50 million in cash and C\$42.5 million in Tilray Common Stock to the Common Holders on the date that was six months after the closing date of the arrangement (the "Deferred Consideration"). The sale consideration also included a potential earnout of up to C\$49 million in Tilray Common Stock to the Common Holders, if Manitoba Harvest achieved certain levels of U.S. branded gross sales of edible or topical products containing broad spectrum hemp extracts or cannabidiols prior to December 31, 2019. The threshold for the earnout was not achieved and no additional amount was recorded related to sale of Manitoba Harvest at December 31, 2019.

The cash portion of the Closing Date Consideration was reduced by the amount of the net indebtedness (including accrued interest) of Manitoba Harvest on the closing date of C\$71.3 million (\$53.7 million) and transaction expenses of approximately C\$5.0 million. The Company's share of the net proceeds after accounting for the redemption of the noncontrolling shareholders and the payment of net indebtedness of Manitoba Harvest and transaction expenses was approximately \$124.2 million in cash proceeds and in Tilray Common Stock. The Company recognized a gain on the sale of Manitoba Harvest of \$121.7 million in the first quarter of 2019. In August 2019, the Company received the Deferred Consideration related to the sale. The Company's portion of the Deferred Consideration totaled \$28.4 million in cash proceeds and \$19.6 million in Tilray Common Stock.

The Tilray Common Stock consideration was issued in reliance on the exemption from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act") and pursuant to exemptions from applicable securities laws of any state of the United States, such that any shares of Tilray Common Stock received by the Common Holders were freely tradeable. The Company sold the Tilray Common Stock received as part of the Closing Consideration during March 2019, recognizing a net loss of \$5.3 million in Other income/ (expense) during the quarter ended March 31, 2019. In August 2019, the Company sold the Tilray Common Stock received as part of the Deferred Consideration, recognizing a loss of \$4.9 million in Other income/ (expense) during the quarter ended September 30, 2019.

COMPASS DIVERSIFIED HOLDINGS
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Summarized operating results for Manitoba Harvest for the previous years through the date of disposition were as follows (in thousands):

	For the period January 1, 2019 through disposition	Year ended December 31, 2018	Year ended December 31, 2017
Net revenues	\$ 10,024	\$ 67,437	\$ 55,699
Gross profit	4,874	28,877	25,101
Operating loss	(1,118)	(1,754)	(9,332)
Loss before income taxes	(1,127)	(1,783)	(9,565)
Benefit for income taxes	(541)	(1,460)	(1,469)
Income (loss) from discontinued operations ⁽¹⁾⁽²⁾	\$ (586)	\$ (323)	\$ (8,096)

⁽¹⁾ The results of operations for the periods from January 1, 2019 through the date of disposition and the years ended December 31, 2018 and December 31, 2017 each exclude \$1.0 million, \$5.2 million and \$4.3 million, respectively, of intercompany interest expense.

⁽²⁾ The loss from discontinued operations for the year ended December 31, 2017 includes impairment expense of \$8.5 million related to the goodwill and tradename of Manitoba Harvest.

The following table presents summary balance sheet information of the Clean Earth and Manitoba Harvest businesses that is presented as discontinued operations as of December 31, 2018 (*in thousands*):

	December 31, 2018		
	Manitoba Harvest	Clean Earth	Total
Assets:			
Cash and cash equivalents	\$ 2,577	\$ 1,978	\$ 4,555
Accounts receivable, net	7,169	59,689	66,858
Inventories	11,436	—	11,436
Prepaid expenses and other current assets	773	6,140	6,913
Current assets of discontinued operations	\$ 21,955	\$ 67,807	\$ 89,762
Property, plant and equipment, net	\$ 18,157	\$ 62,060	\$ 80,217
Goodwill	37,777	144,778	182,555
Intangible assets, net	53,533	129,530	183,063
Other non-current assets	—	3,629	3,629
Non-current assets of discontinued operations	\$ 109,467	\$ 339,997	\$ 449,464
Liabilities:			
Accounts payable	\$ 4,259	\$ 26,135	\$ 30,394
Accrued expenses	4,313	16,064	20,377
Due to related party	350	—	350
Other current liabilities	506	867	1,373
Current liabilities of discontinued operations	9,428	43,066	52,494
Deferred income taxes	12,675	28,300	40,975
Other non-current liabilities	2,093	5,175	7,268
Non-current liabilities of discontinued operations	\$ 14,768	\$ 33,475	\$ 48,243
Noncontrolling interest of discontinued operations	\$ 11,160	\$ 8,888	\$ 20,048

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Note D — Acquisition of Businesses

Acquisition of Foam Fabricators

On February 15, 2018, pursuant to an agreement entered into on January 18, 2018, the Company, through a wholly owned subsidiary, FFI Compass, Inc. (“Buyer”), entered into a Stock Purchase Agreement (the “Purchase Agreement”) with Warren F. Florkiewicz (“Seller”) pursuant to which Buyer acquired all of the issued and outstanding capital stock of Foam Fabricators, Inc., a Delaware corporation (“Foam Fabricators”). Foam Fabricators is a leading designer and manufacturer of custom molded protective foam solutions and original equipment manufacturer (“OEM”) components made from expanded polymers such as expanded polystyrene (EPS) and expanded polypropylene (EPP). Founded in 1957 and headquartered in Scottsdale, Arizona, it operates 13 molding and fabricating facilities across North America and provides products to a variety of end-markets, including appliances and electronics, pharmaceuticals, health and wellness, automotive, building and other products.

The Company made loans to, and purchased a 100% controlling interest in Foam Fabricators. The final purchase price, after the working capital settlement and net of transaction costs, was approximately \$253.4 million. The Company funded the acquisition through a draw on the 2014 Revolving Credit Facility. The transaction was accounted for as a business combination. CGM acted as an advisor to the Company in the acquisition and provided integration services during the first year of the Company’s ownership. CGM received integration service fees of \$2.25 million payable over a twelve month period as services were rendered.

The results of operations of Foam Fabricators have been included in the consolidated results of operations since the date of acquisition. Foam Fabricator’s results of operations are reported as a separate operating segment. The table below provides the recording of assets acquired and liabilities assumed as of the acquisition date.

<i>(in thousands)</i>	Final Purchase Allocation
	As of 12/31/18
Assets:	
Cash	\$ 6,282
Accounts receivable ⁽¹⁾	19,058
Inventory ⁽²⁾	13,212
Property, plant and equipment ⁽³⁾	28,370
Intangible assets	118,342
Goodwill	72,708
Other current and noncurrent assets	2,945
Total assets	260,917
Liabilities:	
Current liabilities	5,968
Other liabilities	115,033
Total liabilities	121,001
Net assets acquired	139,916
Intercompany loans to business	115,033
	<u>\$ 254,949</u>

COMPASS DIVERSIFIED HOLDINGS
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Acquisition Consideration	
Purchase price	\$ 247,500
Working capital adjustment	1,370
Cash acquired	6,079
Total purchase consideration	\$ 254,949
Less: Transaction costs	1,552
Purchase price, net	\$ 253,397

(1) Includes \$19.4 million of gross contractual accounts receivable of which \$0.03 million is not expected to be collected. The fair value of accounts receivable approximated book value acquired.

(2) Includes \$0.7 million in inventory basis step-up, which was charged to cost of goods sold in the first quarter of 2018.

(3) Includes \$20.0 million of property, plant and equipment basis step-up.

The Company incurred \$1.6 million of transaction costs in conjunction with the Foam Fabricators acquisition, which was included in selling, general and administrative expense in the consolidated results of operations in the quarter ended March 31, 2018. The allocation of the purchase price presented above is based on management's estimate of the fair values using valuation techniques including income, cost and market approaches. In estimating the fair value of the acquired assets and assumed liabilities, the fair value estimates are based on, but not limited to, expected future revenue and cash flows, expected future growth rates and estimated discount rates. Current and noncurrent assets and current and other liabilities are valued at historical carrying values. Property, plant and equipment is valued through a purchase price appraisal and will be depreciated on a straight-line basis over the respective remaining useful lives of the assets. Goodwill is calculated as the excess of the consideration transferred over the fair value of the identifiable net assets acquired and represents the future economic benefits expected to arise from other intangible assets acquired that do not qualify for separate recognition, including assembled workforce and non-contractual relationships, as well as expected future synergies. The goodwill of \$72.7 million reflects the strategic fit of Foam Fabricators in the Company's niche industrial business. Foam Fabricators was an S corporation under Section 1362 of the Internal Revenue Code, and accordingly, taxable income of Foam Fabricators flowed through to its stockholder. The Company and the selling shareholder have agreed to make a joint Section 338(h)(10) election which will treat the acquisition as a deemed asset purchase for United States Federal income tax purposes and accordingly the goodwill is expected to be deductible for income tax purposes.

The intangible assets recorded related to the Foam Fabricators acquisition are as follows (in thousands):

Intangible assets	Amount	Estimated Useful Life
Tradename	\$ 4,215	10 years
Customer Relationships	114,127	15 years
	\$ 118,342	

Acquisition of Rimports

On February 26, 2018, the Company's Sterno subsidiary acquired all of the issued and outstanding capital stock of Rimports, Inc., a Utah corporation ("Rimports"), pursuant to a Stock Purchase Agreement, dated January 23, 2018, by and among Sterno and Jeffery W. Palmer, individually and in his capacity as Seller Representative, the Jeffery Wayne Palmer Dynasty Trust dated December 26, 2011, the Angela Marie Palmer Irrevocable Trust dated December 26, 2011, the Angela Marie Palmer Charitable Lead Trust, the Fidelity Investments Charitable Gift Fund, the TAK Irrevocable Trust dated June 7, 2012, and the SAK Irrevocable Trust dated June 7, 2012. Headquartered in Provo, Utah, Rimports is a manufacturer and distributor of branded and private label scented wickless candle products used for home décor and fragrance. Rimports offers an extensive line of wax warmers, scented wax cubes, essential oils and diffusers, and other home fragrance systems, through the mass retailer channel.

Sterno purchased a 100% controlling interest in Rimports. The purchase price, after the working capital settlement and net of transaction costs, was approximately \$154.4 million. The purchase price of Rimports included a potential earn-out of up to \$25 million contingent on the attainment of certain future performance criteria of Rimports for the twelve-month period from May 1, 2017 to April 30, 2018 and the fourteen month period from March 1, 2018 to April 30, 2019. The fair value of the contingent consideration was estimated at \$4.8 million as part of the purchase price

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allocation. Sterno funded the acquisition through their intercompany credit facility with the Company. The transaction was accounted for as a business combination.

The results of operations of Rimports have been included in the consolidated results of operations since the date of acquisition. Rimport's results of operations are included in the Sterno operating segment. The table below provides the recording of assets acquired and liabilities assumed as of the acquisition date. The goodwill resulting from the purchase price allocation is expected to be deductible for income tax purposes since Rimports was previously an S-Corporation for Federal income tax purposes and the Company and the selling shareholders have agreed to make a joint Section 338(h)(10) election which will treat the acquisition as a deemed asset purchase for United States Federal income tax purposes.

<i>(in thousands)</i>	Final Purchase Allocation
	As of 12/31/18
Assets:	
Cash	\$ 10,025
Accounts receivable ⁽¹⁾	21,431
Inventory ⁽²⁾	34,392
Property, plant and equipment	3,379
Intangible assets	85,700
Goodwill	13,518
Other current and noncurrent assets	446
Total assets	168,891
Liabilities	
Current liabilities	9,034
Other liabilities ⁽³⁾	4,800
Total liabilities	13,834
Net assets acquired	\$ 155,057
Acquisition Consideration	
Purchase price	\$ 145,000
Cash acquired	10,025
Working capital adjustment	32
Total purchase consideration	155,057
Less: Transaction costs	632
Purchase price, net	\$ 154,425

⁽¹⁾ Includes \$23.8 million of gross contractual accounts receivable of which \$2.4 million is not expected to be collected. The fair value of accounts receivable approximated book value acquired.

⁽²⁾ Includes \$6.7 million in inventory basis step-up, which was charged to cost of goods sold in the second and third quarter of 2018.

⁽³⁾ The purchase price of Rimports includes a potential earn-out of up to \$25 million contingent on the attainment of certain future performance criteria of Rimports for the twelve-month period from May 1, 2017 to April 30, 2018 and the fourteen month period from March 1, 2018 to April 30, 2019. The earn-out was valued at \$4.8 million using a probability weighted model.

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The intangible assets recorded related to the Rimports acquisition are as follows (in thousands):

Intangible assets	Amount	Estimated Useful Life
Tradename	\$ 6,600	8 years
Customer Relationships	79,100	9 years
	\$ 85,700	

Sterno incurred \$0.6 million of transaction costs in conjunction with the acquisition of Rimports, which was included in selling, general and administrative expense in the consolidated results of operations in the quarter ended March 31, 2018. The allocation of the purchase price presented above is based on management's estimate of the fair values using valuation techniques including income, cost and market approaches. In estimating the fair value of the acquired assets and assumed liabilities, the fair value estimates are based on, but not limited to, expected future revenue and cash flows, expected future growth rates and estimated discount rates. Current and noncurrent assets and current liabilities are valued at historical carrying values. Property, plant and equipment was valued through a purchase price appraisal and will be depreciated on a straight-line basis over the respective remaining useful lives of the assets. Goodwill is calculated as the excess of the consideration transferred over the fair value of the identifiable net assets acquired and represents the future economic benefits expected to arise from other intangible assets acquired that do not qualify for separate recognition, including assembled workforce and non-contractual relationships, as well as expected future synergies.

Acquisition of Velocity Outdoor (formerly Crosman Corp.)

On June 2, 2017, CBCP Acquisition Corp. (the "Buyer"), a wholly owned subsidiary of the Company, entered into an equity purchase agreement pursuant to which it acquired all of the outstanding equity interests of Bullseye Acquisition Corporation, the indirect owner of the equity interests of Crosman Corp. which is now known as Velocity Outdoor. Velocity Outdoor is a designer, manufacturer and marketer of airguns, archery products, laser aiming devices and related accessories. Headquartered in Bloomfield, New York, Velocity Outdoor serves over 425 customers worldwide, including mass merchants, sporting goods retailers, online channels and distributors serving smaller specialty stores and international markets.

The Company made loans to, and purchased a 98.9% controlling interest in, Velocity. The purchase price, including proceeds from noncontrolling interests and net of transaction costs, was approximately \$150.4 million. Velocity management invested in the transaction along with the Company, representing approximately 1.1% of the initial noncontrolling interest on a primary and fully diluted basis. The fair value of the noncontrolling interest was determined based on the enterprise value of the acquired entity multiplied by the ratio of the number of shares acquired by the minority holders to total shares. The transaction was accounted for as a business combination. CGM acted as an advisor to the Company in the acquisition and will continue to provide integration services during the first year of the Company's ownership of Velocity Outdoor. CGM received integration service fees of \$1.5 million payable quarterly over a twelve month period as services were rendered beginning in the quarter ended September 30, 2017. The Company incurred \$1.5 million of transaction costs in conjunction with the Velocity acquisition, which was included in selling, general and administrative expense in the consolidated statements of income during the second quarter of 2017.

The results of operations of Velocity have been included in the consolidated results of operations since the date of acquisition. Velocity's results of operations are reported as a separate operating segment as a branded consumer business. The table below provides the recording of assets acquired and liabilities assumed as of the acquisition date.

<i>(in thousands)</i>	Final Purchase Allocation	
	As of 12/31/17	
Assets:		
Cash	\$	1,210
Accounts receivable ⁽¹⁾		16,751
Inventory		28,873

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Property, plant and equipment	15,014
Intangible assets	84,594
Goodwill	48,759
Other current and noncurrent assets	2,348
Total assets	\$ 197,549

Liabilities and noncontrolling interest:

Current liabilities	\$ 16,283
Other liabilities	91,622
Deferred tax liabilities	28,515
Noncontrolling interest	694
Total liabilities and noncontrolling interest	\$ 137,114

Net assets acquired	\$ 60,435
Noncontrolling interest	694
Intercompany loans to business	90,742
	\$ 151,871

Acquisition Consideration

Purchase price	\$ 151,800
Cash acquired	1,210
Working capital adjustment	(1,139)
Total purchase consideration	\$ 151,871
Less: Transaction costs	1,473
Purchase price, net	\$ 150,398

⁽¹⁾ Includes \$18.0 million of gross contractual accounts receivable of which \$1.2 million was not expected to be collected. The fair value of accounts receivable approximated net book value acquired.

The allocation of the purchase price presented above is based on management's estimate of the fair values using valuation techniques including income, cost and market approaches. In estimating the fair value of the acquired assets and assumed liabilities, the fair value estimates are based on, but not limited to, expected future revenue and cash flows, expected future growth rates and estimated discount rates. Current and noncurrent assets and current and other liabilities are valued at historical carrying values, which approximates fair value. Property, plant and equipment is valued through a purchase price appraisal and will be depreciated on a straight-line basis over the respective remaining useful lives of the assets. The inventory was valued at fair value, resulting in a basis step-up of \$3.3 million, which was charged to cost of goods sold over the inventory turns of the acquired entity. Goodwill is calculated as the excess of the consideration transferred over the fair value of the identifiable net assets acquired and represents the future economic benefits expected to arise from other intangible assets acquired that do not qualify for separate recognition, including assembled workforce and non-contractual relationships, as well as expected future synergies. The goodwill of \$48.8 million reflects the strategic fit of Velocity in the Company's branded consumer business and is not expected to be deductible for income tax purposes. The purchase accounting for Velocity was finalized during the fourth quarter of 2017.

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The intangible assets recorded related to the Velocity acquisition are as follows (in thousands):

Intangible Assets	Amount	Estimated Useful Life
Tradenname	\$ 53,463	20 years
Customer relationships	28,718	15 years
Technology	2,413	15 years
	<u>\$ 84,594</u>	

The tradenname was valued at \$53.5 million using a multi-period excess earnings methodology. The customer relationships intangible asset was valued at \$28.7 million using the distributor method, a variation of the multi-period excess earnings methodology, in which an asset is valuable to the extent it enables its owners to earn a return in excess of the required returns on the other assets utilized in the business. The technology was valued at \$2.4 million using a relief from royalty method.

Unaudited pro forma information

The following unaudited pro forma data for the years ended December 31, 2018 and 2017 gives effect to the acquisition of Foam Fabricators, Rimports and Velocity Outdoor, as described above, as if the acquisitions had been completed as of January 1, 2017. The pro forma data gives effect to historical operating results with adjustments to interest expense, amortization and depreciation expense, management fees and related tax effects. The information is provided for illustrative purposes only and is not necessarily indicative of the operating results that would have occurred if the transaction had been consummated on the date indicated, nor is it necessarily indicative of future operating results of the consolidated companies, and should not be construed as representing results for any future period.

<i>(in thousands)</i>	Year ended	
	December 31, 2018	December 31, 2017
Net revenues	\$ 1,397,148	\$ 1,328,109
Gross profit	480,260	454,698
Operating income	59,758	60,575
Net income (loss) from continuing operations	(20,497)	49,865
Net income (loss) from continuing operations attributable to Holdings	(25,714)	21,620
Basic and fully diluted net income (loss) per share attributable to Holdings	(0.75)	(0.50)

Other acquisitions

Velocity Outdoor

Ravin Crossbows - On September 4, 2018, Velocity Outdoor (formerly "Crosman Corp.") acquired all of the outstanding membership interests in Ravin Crossbows, LLC ("Ravin" or "Ravin Crossbows") for a purchase price of approximately \$98.0 million, net of transaction costs, plus a potential earn-out of up to \$25.0 million based on gross profit levels for the trailing twelve month period ending December 31, 2018. Velocity funded the acquisition and payment of related transaction costs through the issuance of an additional \$38.9 million in intercompany loans and the issuance of additional equity to the Company of \$60.6 million. Velocity recorded a purchase price allocation for Ravin as of December 31, 2018 comprised of \$67.5 million in intangible assets (\$14.1 million in finite lived trade name, \$42.6 million in technologies valued using an excess earnings methodology, and \$10.8 million in customer relationships), \$2.5 million in inventory step-up, and \$13.3 million in goodwill which is expected to be deductible for income tax purposes. The remainder of the purchase consideration was allocated to net assets acquired. The potential earn-out was valued at \$4.7 million as part of the purchase price allocation. In December 2019, Velocity paid \$6.8 million as settlement of the earn-out amount. Velocity incurred transaction costs of \$1.4 million related to the Ravin acquisition, which are recorded as selling, general and administrative costs in the accompanying consolidated statement of operations as of December 31, 2018. The purchase price allocation was finalized during the first quarter of 2019.

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Note E - Revenue

Effective January 1, 2018, the Company adopted the provisions of Revenue from Contracts with Customers, or ASC 606. The adoption of the new revenue guidance represents a change in accounting principle that will more closely align revenue recognition with the transfer of control of the Company's goods and services and will provide financial statement readers with enhanced disclosures. In accordance with the new revenue guidance, revenue is recognized when a customer obtains control of promised goods or services. The amount of revenue recognized reflects the consideration to which the Company expects to be entitled to receive in exchange for these goods or services, and excludes any sales incentives or taxes collected from customers which are subsequently remitted to government authorities. The impacts from the adoption of the new revenue guidance primarily relates to the timing of revenue recognition for variable consideration received, consideration payable to a customer and recording right of return assets. Although these differences have been identified, the total impact to each reportable segment was not material to the consolidated financial statements. In addition, the accounting for the estimate of variable consideration in our contracts is not materially different compared to our current practice.

Performance Obligations - For 5.11, Velocity Outdoor, Ergobaby, Liberty Safe, Sterno, Arnold and Foam Fabricators, revenues are recognized when control of the promised goods or service is transferred to the customer, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods and services. Each product or service represents a separate performance obligation. For contracts that contain multiple products, the Company will evaluate those products to determine if they represent performance obligations based on whether those goods or services are distinct (by themselves or as part of a bundle of products). Further, the Company evaluated if the products were separately identifiable from other products in the contract. The Company concluded that the products are distinct and separately identifiable from other products in the contracts. The Company determines standalone selling prices based on the price at which the performance obligation is sold separately. The standalone selling price is directly observable as it is the price at which the Company sells its products separately to the customer. As the Company does not meet any of the requirements for over time recognition for any of its products at these operating segments, it will recognize revenue based on the point in time criteria based on the definition of control, which is generally upon shipment terms for products and when the service is performed for services. Transfer of control for Advanced Circuit's products qualify for over time revenue recognition because the products represent assets with no alternative use and the contracts include an enforceable right to payment for work completed to date. Advanced Circuits has selected the cost to cost input method of measuring progress to recognize revenue over time, based on the status of the work performed. The cost to cost method is representative of the value provided to the customer as it represents the Company's performance completed to date. However, due to the short-term nature of Advanced Circuit's production cycle, there is an immaterial difference between revenue recognition under the previous guidance and the new revenue recognition guidance.

Shipping and handling costs - Costs associated with shipment of products to a customer are accounted for as a fulfillment cost and are included in cost of revenues. The Company has elected to apply the practical expedient for shipping costs under the new revenue guidance and will account for shipping and handling activities performed after control of a good has been transferred to the customer as a fulfillment cost and not a performance obligation. Therefore, both revenue and costs of shipping and handling will be recorded at the same time. As a result, any consideration (including freight and landing costs) related to these activities will be included as a component of the overall transaction consideration and allocated to the performance obligations of the contract.

Warranty - For product sales, the Company provides standard assurance-type warranties as the Company only warrants its products against defects in materials and workmanship (i.e., manufacturing flaws). Although the warranties are not required by law, the tasks performed over the warranty period are only to remediate instances when products do not meet the promised specifications. Customers do not have the option to purchase warranties separately. The Company's warranty periods generally range from 90 days to three years depending on the nature of the product and are consistent with industry standards. The periods are reasonable to assure that products conform to specifications. The Company does not have a history of performing activities outside the scope of the standard warranty.

Significant Judgments - The Company's contracts with customers often include promises to transfer multiple products to a customer. Determining whether the promises are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment. Once the performance obligations are identified, the Company determines the transaction price, which includes estimating the amount of variable consideration to be included in the transaction price, if any. The Company then allocates the transaction price to each performance obligation in the contract based on a relative stand-alone selling price method. The corresponding revenues are recognized as the related performance obligations are satisfied as discussed above. Judgment is required

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to determine the standalone selling price for each distinct performance obligation. The Company determines standalone selling prices based on the price at which the performance obligation is sold separately and therefore observable.

Variable Consideration - Upon adoption of the new revenue guidance, the Company's policy around estimating variable consideration related to sales incentives (early pay discounts, rights of return, rebates, chargebacks, and other discounts) included in certain customer contracts remained consistent with previous guidance. These incentives are recorded as a reduction in the transaction price. Under the new guidance, variable consideration is estimated and included in total consideration at contract inception based on either the expected value method or the most likely outcome method. The method was applied consistently among each type of variable consideration and the Company applies the expected value method to estimate variable consideration. These estimates are based on historical experience, anticipated performance and the Company's best judgment at the time and as a result, reflect applicable constraints. The Company includes in the transaction price an amount of variable consideration estimated in accordance with the new guidance only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

In certain of the Company's arrangements related to product sales, a right of return exists, which is included in the transaction price. For these right of return arrangements, an asset (and corresponding adjustment to cost of sale) for its right to recover the products from the customers is recorded. The asset recognized will be the carrying amount of the product (for example, inventory) less any expected costs to recover the products (including potential decreases in the value to the Company of the returned product). Additionally, the Company records a refund liability for the amount of consideration that it does not expect to be entitled. The amounts associated with right of return arrangements are not material to the Company's statement of position or operating results.

Sales and Other Similar Taxes - The Company notes that under its contracts with customers, the customer is responsible for all sales and other similar taxes, which the Company will invoice the customer for if they are applicable. The new revenue guidance allows entities to make an accounting policy election to exclude sales taxes and other similar taxes from the measurement of the transaction price. The scope of this accounting policy election is the same as the scope of the policy election in the previous guidance. As the Company presents taxes on a net basis under the previous guidance there will be no change to the current presentation (net) as a result.

Practical Expedients - The Company has elected to make the following accounting policy elections through the adoption of the following practical expedients:

Sales and Other Similar Taxes - The Company will exclude sales taxes and similar taxes from the measurement of transaction price and will ensure that it complies with the disclosure requirements of applicable accounting guidance.

Cost to Obtain a Contract - The Company will recognize the incremental costs of obtaining a contract as an expense when incurred as the amortization period of the asset that the Company otherwise would have recognized is one year or less.

Promised Goods or Services that are Immaterial in the Context of a Contract - The Company has elected to assess promised goods or services as performance obligations that are deemed to be immaterial in the context of a contract. As such, the Company will not aggregate and assess immaterial items at the entity level. That is, when determining whether a good or service is immaterial in the context of a contract, the assessment will be made based on the application of the new revenue guidance at the contract level.

Disaggregated Revenue - Revenue Streams & Timing of Revenue Recognition - The Company disaggregates revenue by strategic business unit and by geography for each strategic business unit which are categories that depict how the nature, amount and uncertainty of revenue and cash flows are affected by economic factors. This disaggregation also represents how the Company evaluates its financial performance, as well as how the Company communicates its financial performance to the investors and other users of its financial statements. Each strategic business unit represents the Company's reportable segments and offers different products and services.

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The following tables provide disaggregation of revenue by reportable segment geography for the years ended December 31, 2019, 2018 and 2017 (in thousands):

Year ended December 31, 2019									
	5.11	Ergo	Liberty	Velocity	ACI	Arnold	Foam	Sterno	Total
United States	\$ 307,552	\$ 28,028	\$ 93,922	\$ 131,061	\$ 90,791	\$ 72,593	\$ 101,622	\$ 375,537	\$ 1,201,106
Canada	8,203	3,541	2,242	6,134	—	712	—	15,987	36,819
Europe	29,042	27,318	—	6,207	—	36,711	—	1,412	100,690
Asia Pacific	13,933	30,197	—	756	—	6,019	—	2,385	53,290
Other international	29,915	911	—	3,684	—	3,913	19,802	123	58,348
	<u>\$ 388,645</u>	<u>\$ 89,995</u>	<u>\$ 96,164</u>	<u>\$ 147,842</u>	<u>\$ 90,791</u>	<u>\$ 119,948</u>	<u>\$ 121,424</u>	<u>\$ 395,444</u>	<u>\$ 1,450,253</u>

Year ended December 31, 2018									
	5.11	Ergo	Liberty	Velocity	ACI	Arnold	Foam	Sterno	Total
United States	\$ 265,306	\$ 32,558	\$ 80,334	\$ 113,915	\$ 92,511	\$ 70,049	\$ 97,118	\$ 365,403	\$ 1,117,194
Canada	7,808	3,076	2,324	6,162	—	1,177	—	13,304	33,851
Europe	31,026	28,482	—	5,574	—	38,536	—	1,218	104,836
Asia Pacific	16,168	25,488	—	1,200	—	5,176	—	169	48,201
Other international	27,614	962	—	4,445	—	2,922	16,314	981	53,238
	<u>\$ 347,922</u>	<u>\$ 90,566</u>	<u>\$ 82,658</u>	<u>\$ 131,296</u>	<u>\$ 92,511</u>	<u>\$ 117,860</u>	<u>\$ 113,432</u>	<u>\$ 381,075</u>	<u>\$ 1,357,320</u>

Year ended December 31, 2017									
	5.11	Ergo	Liberty	Velocity	ACI	Arnold	Sterno	Total	
United States	\$ 224,141	\$ 40,870	\$ 89,969	\$ 68,393	\$ 87,782	\$ 62,667	\$ 204,710	\$ 778,532	
Canada	6,180	3,473	1,987	4,070	—	1,237	17,250	34,197	
Europe	24,552	25,973	—	3,066	—	32,101	2,322	88,014	
Asia Pacific	14,800	32,617	—	756	—	4,976	1,244	54,393	
Other international	40,326	36	—	2,102	—	4,599	584	47,647	
	<u>\$ 309,999</u>	<u>\$ 102,969</u>	<u>\$ 91,956</u>	<u>\$ 78,387</u>	<u>\$ 87,782</u>	<u>\$ 105,580</u>	<u>\$ 226,110</u>	<u>\$ 1,002,783</u>	

Note F — Operating Segment Data

At December 31, 2019, the Company had eight reportable operating segments. Each operating segment represents a platform acquisition. The Company's operating segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies. A description of each of the reportable segments and the types of products from which each segment derives its revenues is as follows:

- 5.11 is a leading provider of purpose-built technical apparel and gear for law enforcement, firefighters, EMS, and military special operations as well as outdoor and adventure enthusiasts. 5.11 is a brand known for innovation and authenticity, and works directly with end users to create purpose-built apparel and gear designed to enhance the safety, accuracy, speed and performance of tactical professionals and enthusiasts worldwide. Headquartered in Irvine, California, 5.11 operates sales offices and distribution centers globally, and 5.11 products are widely distributed in uniform stores, military exchanges, outdoor retail stores, its own retail stores and on 511tactical.com.

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- Ergobaby, headquartered in Los Angeles, California, is a designer, marketer and distributor of wearable baby carriers and accessories, blankets and swaddlers, nursing pillows, strollers and related products. Ergobaby primarily sells its Ergobaby and Baby Tula branded products through brick-and-mortar retailers, national chain stores, online retailers, its own websites and distributors and derives more than 50% of its sales from outside of the United States.
- Liberty Safe is a designer, manufacturer and marketer of premium home, office and gun safes in North America. From its over 300,000 square foot manufacturing facility, Liberty produces a wide range of home and gun safe models in a broad assortment of sizes, features and styles. Liberty is headquartered in Payson, Utah.
- Velocity Outdoor is a leading designer, manufacturer, and marketer of airguns, archery products, laser aiming devices and related accessories. Velocity Outdoor offers its products under the highly recognizable Crosman, Benjamin, Ravin, LaserMax and CenterPoint brands that are available through national retail chains, mass merchants, dealer and distributor networks. Velocity Outdoor is headquartered in Bloomfield, New York.
- Advanced Circuits, an electronic components manufacturing company, is a provider of small-run, quick-turn and volume production rigid printed circuit boards. ACI manufactures and delivers custom printed circuit boards to customers primarily in North America. ACI is headquartered in Aurora, Colorado.
- Arnold is a global manufacturer of engineered magnetic solutions for a wide range of specialty applications and end-markets, including aerospace and defense, general industrial, motorsport/ automotive, oil and gas, medical, energy, reprographics and advertising specialties. Arnold produces high performance permanent magnets (PMAG), precision foil products (Precision Thin Metals or "PTM"), and flexible magnets (Flexmag™) that are mission critical in motors, generators, sensors and other systems and components. Based on its long-term relationships, Arnold has built a diverse and blue-chip customer base totaling more than 2,000 clients worldwide. Arnold is headquartered in Rochester, New York.
- Foam Fabricators is a designer and manufacturer of custom molded protective foam solutions and original equipment manufacturer components made from expanded polystyrene and expanded polypropylene. Foam Fabricators provides products to a variety of end markets, including appliances and electronics, pharmaceuticals, health and wellness, automotive, building and other products. Foam Fabricators is headquartered in Scottsdale, Arizona and operates 13 molding and fabricating facilities across North America.
- Sterno is a manufacturer and marketer of portable food warming fuel and creative table lighting solutions for the food service industry and flameless candles, outdoor lighting products, scented wax cubes and warmer products for consumers. Sterno's products include wick and gel chafing fuels, butane stoves and accessories, liquid and traditional wax candles, scented wax cubes and warmer products used for home decor and fragrance systems, catering equipment and outdoor lighting products. Sterno is headquartered in Corona, California.

The tabular information that follows shows data for each of the operating segments reconciled to amounts reflected in the consolidated financial statements. The operations of each of the operating segments are included in consolidated operating results as of their date of acquisition. Segment profit is determined based on internal performance measures used by the Chief Executive Officer to assess the performance of each business. There were no significant inter-segment transactions.

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Summary of Operating Segments

Net Revenues <i>(in thousands)</i>	Year ended December 31,		
	2019	2018	2017
5.11	\$ 388,645	\$ 347,922	\$ 309,999
Ergobaby	89,995	90,566	102,969
Liberty	96,164	82,658	91,956
Velocity Outdoor	147,842	131,296	78,387
ACI	90,791	92,511	87,782
Arnold	119,948	117,860	105,580
Foam Fabricators	121,424	113,432	—
Sterno	395,444	381,075	226,110
Total	<u>1,450,253</u>	<u>1,357,320</u>	<u>1,002,783</u>
Reconciliation of segment revenues to consolidated revenues:			
Corporate and other	—	—	—
Total consolidated revenues	<u>\$ 1,450,253</u>	<u>\$ 1,357,320</u>	<u>\$ 1,002,783</u>

Segment Profit (Loss) ⁽¹⁾ <i>(in thousands)</i>	Year ended December 31,		
	2019	2018	2017
5.11 ⁽²⁾	\$ 22,408	\$ 3,916	\$ (7,121)
Ergobaby	10,404	11,522	24,503
Liberty	8,526	5,906	9,475
Velocity Outdoor ⁽³⁾	(27,138)	4,850	1,308
ACI	25,680	26,335	23,575
Arnold ⁽⁴⁾	8,361	7,416	(5,693)
Foam Fabricators	14,292	10,998	—
Sterno	44,810	38,730	19,194
Total	<u>107,343</u>	<u>109,673</u>	<u>65,241</u>
Reconciliation of segment profit (loss) to consolidated income from continuing operations before income taxes:			
Interest expense, net	(58,216)	(55,245)	(27,255)
Other income (expense), net	(2,185)	(5,889)	2,745
Loss on equity method investment	—	—	(5,620)
Corporate and other	(72,973)	(56,950)	(44,742)
Total consolidated loss from continuing operations before income taxes	<u>\$ (26,031)</u>	<u>\$ (8,411)</u>	<u>\$ (9,631)</u>

⁽¹⁾ Segment profit (loss) represents operating income (loss).

⁽²⁾ 5.11 - The year ended December 31, 2017 includes \$21.7 million cost of goods sold expense related to the amortization of the step-up in inventory basis resulting from the purchase price allocation of 5.11, and \$2.3 million in integration services fees paid to CGM.

⁽³⁾ Velocity Outdoor - Operating loss from Velocity Outdoor for the year ended December 31, 2019 includes \$32.9 million in goodwill impairment. The year ended December 31, 2017 includes \$1.8 million in acquisition related costs, \$3.3 million cost of goods sold expense related to the amortization of the step-up in inventory basis resulting from the purchase price allocation of Velocity, and \$0.75 million in integration services fees paid to CGM.

⁽⁴⁾ Arnold - Operating loss from Arnold for the year ended December 31, 2017 includes \$8.9 million in goodwill impairment expense related to the PMAG reporting unit. Refer to "Note H - Goodwill and Intangible Assets."

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Depreciation and Amortization Expense <i>(in thousands)</i>	Year ended December 31,		
	2019	2018	2017
5.11	\$ 21,131	\$ 21,477	\$ 39,934
Ergobaby	8,531	8,493	11,419
Liberty	1,584	1,541	1,657
Velocity Outdoor	12,984	12,119	7,726
ACI	2,401	3,160	3,323
Arnold	6,459	6,229	6,428
Foam Fabricators	12,183	10,712	—
Sterno	22,035	26,970	11,573
Total	87,308	90,701	82,060
Reconciliation of segment to consolidated total:			
Amortization of debt issuance costs and original issue discount	3,773	4,483	5,007
Consolidated total	<u>\$ 91,081</u>	<u>\$ 95,184</u>	<u>\$ 87,067</u>

<i>(in thousands)</i>	Accounts Receivable		Identifiable Assets	
	December 31,		December 31	
	2019	2018	2019 ⁽¹⁾	2018 ⁽¹⁾
5.11	\$ 49,543	\$ 52,069	\$ 357,292	\$ 319,583
Ergobaby	10,460	11,361	91,798	100,679
Liberty	13,574	10,416	38,558	27,881
Velocity	20,290	21,881	192,288	209,398
ACI	8,318	9,193	24,408	13,407
Arnold	19,043	16,298	72,650	66,744
Foam Fabricators	24,455	23,848	156,914	155,504
Sterno	60,522	72,361	263,530	253,637
Sales allowance accounts	(14,800)	(11,882)	—	—
Total	191,405	205,545	1,197,438	1,146,833
Reconciliation of segment to consolidated totals:				
Corporate and other identifiable assets	—	—	64,531	8,357
Assets of discontinued operations	—	—	—	540,485
Total	<u>\$ 191,405</u>	<u>\$ 205,545</u>	<u>\$ 1,261,969</u>	<u>\$ 1,695,675</u>

⁽¹⁾ Does not include goodwill balances - refer to "Note H - Goodwill and Intangible Assets" for a schedule of goodwill by segment.

Geographic Information

Net Revenues

Revenue attributable to Canada represented approximately 14.8% of total international revenues in 2019, 14.1% of total international revenues in 2018, and 15.2% of total international revenues in 2017. Revenue attributable to any other individual foreign country was not material in 2019, 2018 or 2017.

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Identifiable Assets

Several of the Company's operating segments have subsidiaries with assets located outside of the United States. The following table presents identifiable assets by geographic area:

Identifiable Assets <i>(in thousands)</i>	December 31,	
	2019	2018
United States	\$ 1,195,407	\$ 1,091,960
Canada	1,859	1,688
Europe	40,298	37,286
Other international	24,405	24,256
Total identifiable assets	<u>\$ 1,261,969</u>	<u>\$ 1,155,190</u>

Note G - Inventory and Property, Plant, and Equipment

Inventory <i>(in thousands)</i>	December 31,	
	2019	2018
Raw materials and supplies	\$ 59,888	\$ 60,788
Work-in-process	14,318	12,915
Finished goods	262,352	253,982
	<u>336,558</u>	<u>327,685</u>
Less: obsolescence reserve	(19,252)	(20,248)
Total	<u>\$ 317,306</u>	<u>\$ 307,437</u>

Property, plant and equipment <i>(in thousands)</i>	December 31,	
	2019	2018
Machinery and equipment	\$ 191,897	\$ 174,983
Office furniture, computers and software	36,604	29,096
Leasehold improvements	40,851	34,786
Construction in process	10,559	8,869
Buildings and land	7,992	9,818
	<u>287,903</u>	<u>257,552</u>
Less: accumulated depreciation	(141,475)	(110,951)
Total	<u>\$ 146,428</u>	<u>\$ 146,601</u>

Depreciation expense was approximately \$33.2 million, \$31.2 million and \$22.4 million for the years ended December 31, 2019, 2018 and 2017, respectively.

Note H — Goodwill and Intangible Assets

Goodwill

As a result of acquisitions of various businesses, the Company has significant intangible assets on its balance sheet that include goodwill and indefinite-lived intangibles. The Company's goodwill and indefinite-lived intangibles are tested and reviewed for impairment annually as of March 31st or more frequently if facts and circumstances warrant by comparing the fair value of each reporting unit to its carrying value. Each of the Company's businesses represent a reporting unit. The Arnold business previously comprised three reporting units when it was acquired in March 2012, but as a result of changes implemented by Arnold management during 2016 and 2017, the Company reassessed the reporting units at Arnold as of the annual impairment testing date in 2018. After evaluating changes in the operation

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of the reporting units that led to increased integration and altered how the financial results of the Arnold operating segment were assessed by Arnold management, the Company determined that the previously identified reporting units no longer operate in the same manner as they did when the Company acquired Arnold. As a result, the separate Arnold reporting units were determined to only comprise one reporting unit at the Arnold operating segment level as of March 31, 2018. As part of the exercise of combining the separate Arnold reporting units into one reporting unit, the Company performed "before" and "after" goodwill impairment testing, whereby we performed the annual impairment testing for each of the existing reporting units of Arnold and then subsequent to the completion of the annual impairment testing of the separate reporting units, we performed a quantitative impairment test of the Arnold operating segment, which will now represent the reporting unit for impairment tests.

A reconciliation of the change in the carrying value of goodwill by segment for the years ended December 31, 2019 and 2018 are as follows (*in thousands*):

	Balance at January 1, 2019	Acquisitions	Goodwill Impairment	Balance at December 31, 2019
5.11	\$ 92,966	\$ —	\$ —	\$ 92,966
Ergobaby	61,031	—	—	61,031
Liberty	32,828	—	—	32,828
Velocity Outdoor	62,675	285	(32,881)	30,079
ACI	58,019	—	—	58,019
Arnold	26,903	—	—	26,903
Foam Fabricators	72,708	—	—	72,708
Sterno	55,336	—	—	55,336
Corporate ⁽¹⁾	8,649	—	—	8,649
Total	<u>\$ 471,115</u>	<u>\$ 285</u>	<u>\$ (32,881)</u>	<u>\$ 438,519</u>

(1) Represents goodwill resulting from purchase accounting adjustments not "pushed down" to the ACI segment. This amount is allocated back to the ACI segment for purposes of goodwill impairment testing.

	Balance at January 1, 2018	Acquisitions ⁽¹⁾	Other	Balance at December 31, 2018
5.11	\$ 92,966	\$ —	\$ —	\$ 92,966
Ergobaby	61,031	—	—	61,031
Liberty	32,828	—	—	32,828
Velocity Outdoor	49,352	13,253	70	62,675
ACI	58,019	—	—	58,019
Arnold ⁽²⁾	26,903	—	—	26,903
Foam Fabricators	—	72,708	—	72,708
Sterno	41,818	13,518	—	55,336
Corporate ⁽³⁾	8,649	—	—	8,649
Total	<u>\$ 371,566</u>	<u>\$ 99,479</u>	<u>\$ 70</u>	<u>\$ 471,115</u>

(1) Acquisition of businesses during the year ended December 31, 2018 includes the acquisition of Foam Fabricators by the Company, Sterno's acquisition of Rimports and Velocity's acquisition of Ravin.

(2) Arnold had three reporting units which were combined into one reporting unit effective March 31, 2018.

(3) Represents goodwill resulting from purchase accounting adjustments not "pushed down" to the ACI segment. This amount is allocated back to the ACI segment for purposes of goodwill impairment testing.

Approximately \$148.1 million of goodwill is deductible for income tax purposes at December 31, 2019.

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2019 Interim Impairment Testing

Velocity Outdoor

The Company performed interim quantitative impairment testing of Velocity Outdoor at September 30, 2019. As a result of operating results below forecasts in the current period as well as a re-forecast of the Velocity business in which planned earnings and revenue fell below the forecasts of prior periods, the Company determined that a triggering event occurred in the third quarter of 2019 and performed an interim impairment test of goodwill as of September 30, 2019. The Company used an income approach for the impairment test, whereby we estimate the fair value of the reporting unit based on the present value of future cash flows. Cash flow projections are based on management's estimate of revenue growth rates and operating margins, and take into consideration industry and market conditions as well as company specific economic factors. The Company used a weighted average cost of capital of 12.2% in the income approach. The discount rate used was based on the weighted average cost of capital adjusted for the relevant risk associated with business specific characteristics and Velocity's ability to execute on the projected cash flows. Based on the results of the impairment test, the fair value of Velocity did not exceed the carrying value, indicating that the goodwill at Velocity is impaired. The difference between the carrying value and fair value of the Velocity business was \$32.9 million, which the Company has recorded as impairment expense in the accompanying consolidated statement of operations for the year December 31, 2019.

2019 Annual Impairment Testing

The Company uses a qualitative approach to test goodwill for impairment by first assessing qualitative factors to determine whether it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform quantitative goodwill impairment testing. All of the Company's reporting units except Liberty were tested qualitatively at March 31, 2019. We determined that the Liberty reporting unit required additional quantitative testing because we could not conclude that the fair value of the reporting unit exceeded its carrying value based on qualitative factors alone. We used an income approach and market approach for the quantitative impairment test that was performed of the Liberty business at March 31, 2019, with equal weighting assigned to each. The discount rate used in the income approach was 14.8%. The results of the quantitative impairment testing indicated that the fair value of the Liberty reporting unit exceeded the carrying value. For the reporting units that were tested qualitatively for the 2019 annual impairment testing, the results of the qualitative analysis indicated that it is more likely than not that the fair value exceeded their carrying value.

2018 Annual Impairment Testing

For the reporting units that were tested qualitatively for the 2018 annual impairment testing, the results of the qualitative analysis indicated that the fair value exceeded their carrying value. At March 31, 2018, we determined that the Flexmag reporting unit of Arnold required additional quantitative testing because we could not conclude that the fair value of the reporting unit exceeded its carrying value based on qualitative factors alone. For the quantitative impairment test of Flexmag, we estimated the fair value of the reporting unit using an income approach, whereby we estimate the fair value of the reporting unit based on the present value of future cash flows. Cash flow projections are based on management's estimate of revenue growth rates and operating margins and take into consideration industry and market conditions as well as company and reporting unit specific economic conditions. The discount rate used is based on the weighted average cost of capital adjusted for the relevant risk associated with the business and the uncertainty associated with the reporting unit's ability to execute on the projected cash flows. The discount rate used in the income approach for Flexmag was 12.4%.

For the reporting unit change at Arnold, a quantitative impairment test was performed of the Arnold business at March 31, 2018 using an income approach. The discount rate used in the income approach was 12.6%. The results of the impairment testing indicated that the fair value of the Arnold reporting unit exceeded the carrying value.

2017 Annual Goodwill Impairment Testing

For the reporting units that were tested qualitatively for the 2017 annual impairment testing, the results of the qualitative analysis indicated that the fair value exceeded their carrying value.

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The following is a summary of the net carrying amount of goodwill at December 31, 2019 and 2018 (*in thousands*):

	December 31, 2019	December 31, 2018
Goodwill - gross carrying amount	\$ 496,264	\$ 495,979
Accumulated impairment losses	(57,745)	(24,864)
Goodwill - net carrying amount	<u>\$ 438,519</u>	<u>\$ 471,115</u>

Intangible Assets

Intangible assets are comprised of the following (*in thousands*):

	December 31, 2019			December 31, 2018			Weighted Average Useful Lives
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	
Customer relationships	\$ 462,686	\$ (155,200)	\$ 307,486	\$ 462,686	\$ (120,786)	\$ 341,900	13
Technology and patents	80,082	(28,748)	51,334	79,646	(23,409)	56,237	13
Trade names, subject to amortization	189,183	(46,507)	142,676	189,116	(32,506)	156,610	15
Licensing and non-compete agreements	7,515	(7,050)	465	7,515	(6,655)	860	5
Distributor relations and other	726	(726)	—	726	(726)	—	5
	<u>740,192</u>	<u>(238,231)</u>	<u>501,961</u>	<u>739,689</u>	<u>(184,082)</u>	<u>555,607</u>	
Trade names, not subject to amortization	59,985	—	59,985	59,985	—	59,985	
Total intangibles, net	<u>\$ 800,177</u>	<u>(238,231)</u>	<u>\$ 561,946</u>	<u>\$ 799,674</u>	<u>(184,082)</u>	<u>\$ 615,592</u>	

The Company's amortization expense of intangible assets for the years ended December 31, 2019, 2018 and 2017 totaled \$54.2 million, \$49.7 million and \$34.7 million, and respectively.

Estimated charges to amortization expense of intangible assets over the next five years, is as follows, (*in thousands*):

2020	\$ 54,084
2021	\$ 53,642
2022	\$ 52,010
2023	\$ 51,613
2024	\$ 50,519

Note I – Debt

Financing Arrangements

2018 Credit Facility

On April 18, 2018, the Company entered into an Amended and Restated Credit Agreement to amend and restate the 2014 Credit Facility, originally dated as of June 6, 2014 (as previously amended) among the Company, the lenders from time to time party thereto (the "Lenders"), and Bank of America, N.A., as Administrative Agent. The 2018 Credit Facility is secured by all of the assets of the Company, including all of its equity interests in, and loans to, its consolidated subsidiaries. The 2018 Credit Facility provides for (i) revolving loans, swing line loans and letters of credit (the "2018 Revolving Credit Facility") up to a maximum aggregate amount of \$600 million, and (ii) a \$500 million term loan (the "2018 Term Loan"). The 2018 Credit Facility also permits the Company, prior to the applicable maturity date, to increase the 2018 Revolving Loan Commitment and/or obtain additional term loans in an aggregate amount of up to \$250 million (the "Incremental Loans"), subject to certain restrictions and conditions.

COMPASS DIVERSIFIED HOLDINGS
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2018 Revolving Credit Facility

All amounts outstanding under the 2018 Revolving Credit Facility will become due on April 18, 2023, which is the maturity date of loans advanced under the 2018 Revolving Credit Facility. The Company may borrow, prepay and reborrow principal under the 2018 Revolving Credit Facility from time to time during its term. Advances under the 2018 Revolving Credit Facility can be either Eurodollar rate loans or base rate loans. Eurodollar rate revolving loans bear interest on the outstanding principal amount thereof for each interest period at a fluctuating rate per annum based on the Eurodollar rate (the London Interbank Offered Rate or a successor rate (the "Eurodollar Rate")) for such interest period plus a margin ranging from 1.50% to 2.50%, based on the ratio of consolidated net indebtedness to adjusted consolidated earnings before interest expense, tax expense, and depreciation and amortization expenses for such period (the "Consolidated Total Leverage Ratio"). Base rate revolving loans bear interest on the outstanding principal amount thereof at a rate per annum equal to the highest of (i) Federal Funds rate plus 0.50%, (ii) the "prime rate", and (iii) Eurodollar Rate plus 1.0% (the "Base Rate"), plus a margin ranging from 0.50% to 1.50%, based on the Company's Consolidated Total Leverage Ratio.

Under the 2018 Revolving Credit Facility, an aggregate amount of up to \$100.0 million in letters of credit may be issued, as well as swing line loans of up to \$25 million outstanding at one time. The issuance of such letters of credit and the making of any swing line loan would reduce the amount available under the 2018 Revolving Credit Facility. The Company will pay (i) commitment fees on the unused portion of the 2018 Revolving Credit Facility ranging from 0.45% to 0.60% per annum based on its Consolidated Leverage Ratio, (ii) quarterly letter of credit fees, and (iii) administrative and agency fees.

2018 Term Loan

The 2018 Term Loan was issued at an original issuance discount of 99.75%. The 2018 Term Loan required quarterly payments of \$1.25 million commencing June 30, 2018, with a final payment of all remaining principal and interest due on April 18, 2025, the maturity date of the 2018 Term Loan. In July 2019, the Company repaid approximately \$193.8 million of the 2018 Term Loan using a portion of the proceeds received from the sale of Clean Earth, and in November 2019, the Company repaid the remaining \$298.8 million balance due under the 2018 Term Loan.

2014 Credit Facility

The 2014 Credit Facility, as amended, provided for (i) a revolving credit facility of \$550 million (the "2014 Revolving Credit Facility"), (ii) a \$325 million term loan (the "2014 Term Loan") and (iii) a \$250 million incremental term loan.

Senior Notes

On April 18, 2018, the Company consummated the issuance and sale of \$400 million aggregate principal amount of its 8.000% Senior Notes due 2026 (the "Notes" or "Senior Notes") offered pursuant to a private offering to qualified institutional buyers in accordance with Rule 144A under the Securities Act, and to non-U.S. persons under Regulation S under the Securities Act. The Company used the net proceeds from the sale of the Notes to repay debt under its existing credit facilities in connection with a concurrent refinancing transaction described above. The Notes were issued pursuant to an indenture, dated as of April 18, 2018 (the "Indenture"), between the Company and U.S. Bank National Association, as trustee.

The Notes bear interest at the rate of 8.000% per annum and will mature on May 1, 2026. Interest on the Notes is payable in cash on May 1st and November 1st of each year, beginning on November 1, 2018. The Notes are general senior unsecured obligations of the Company and are not guaranteed by the subsidiaries through which the Company currently conducts substantially all of its operations. The Notes rank equal in right of payment with all of the Company's existing and future senior unsecured indebtedness, and rank senior in right of payment to all of the Company's future subordinated indebtedness, if any. The Notes will be effectively subordinated to the Company's existing and future secured indebtedness, to the extent of the value of the assets securing such indebtedness, including the indebtedness under the Company's credit facilities described below.

The Indenture contains several restrictive covenants including, but not limited to, limitations on the following: (i) the incurrence of additional indebtedness, (ii) restricted payments, (iii) dividends and other payments affecting restricted subsidiaries, (iv) the issuance of preferred stock of restricted subsidiaries, (v) transactions with affiliates, (vi) asset sales and mergers and consolidations, (vii) future subsidiary guarantees and (viii) liens, subject in each case to certain exceptions.

COMPASS DIVERSIFIED HOLDINGS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table provides the Company's debt holdings at December 31, 2019 and December 31, 2018:

<i>(in thousands):</i>	December 31,	
	2019	2018
Senior Notes	\$ 400,000	\$ 400,000
Revolving Credit Facility	—	228,000
Term Loan	—	496,250
Less: unamortized discounts and debt issuance costs	(5,555)	(20,379)
Total debt	\$ 394,445	\$ 1,103,871
Less: Current portion, term loan facilities	—	(5,000)
Long-term debt	\$ 394,445	\$ 1,098,871

Debt Issuance Costs

Deferred debt issuance costs represent the costs associated with the issuance of the Company's financing arrangements. The Company paid \$7.0 million in debt issuance costs related to the Senior Notes issuance, comprised of bank fees, rating agency fees and professional fees. The 2018 Credit Facility was categorized as a debt modification, and the Company incurred \$8.4 million of debt issuance costs, \$7.8 million of which were capitalized and will be amortized over the life of the related debt instrument, and \$0.6 million that were expensed as costs incurred. In connection with the repayment of the 2018 Term Loan, the Company wrote-off \$8.9 million in deferred financing costs associated with the 2018 Term Loan and \$3.4 million associated with the original issue discount. The write-off of the deferred financing costs and original issue discount was recorded as loss on debt extinguishment in the accompanying consolidated statement of operations.

Since the Company can borrow, repay and reborrow principal under the 2018 Revolving Credit Facility, the debt issuance costs associated with the 2018 Revolving Credit Facility have been classified as other non-current assets in the accompanying consolidated balance sheet. The debt issuance costs associated with the Senior Notes are classified as a reduction of long-term debt in the accompanying consolidated balance sheet.

The following table summarizes debt issuance costs at December 31, 2019 and December 31, 2018, and the balance sheet classification in each of the periods presents (*in thousands*):

	December 31,	
	2019	2018
Deferred debt issuance costs	\$ 13,252	\$ 24,609
Accumulated amortization	(3,667)	(2,807)
Deferred debt issuance costs, net	\$ 9,585	\$ 21,802
Balance sheet classification:		
Other noncurrent assets	\$ 4,030	\$ 5,254
Long-term debt	5,555	16,548
	\$ 9,585	\$ 21,802

Covenants

The Company is subject to certain customary affirmative and restrictive covenants arising under the 2018 Credit Facility. The following table reflects required and actual financial ratios as of December 31, 2019 included as part of the affirmative covenants in the 2018 Credit Facility:

COMPASS DIVERSIFIED HOLDINGS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

<u>Description of Required Covenant Ratio</u>	<u>Covenant Ratio Requirement</u>	<u>Actual Ratio</u>
Fixed Charge Coverage Ratio	Greater than or equal to 1.50: 1.00	2.24:1.00
Total Secured Debt to EBITDA Ratio	Less than or equal to 3.50: 1.00	0.00:1.00
Total Debt to EBITDA Ratio	Less than or equal to 5.00: 1.00	1.36:1.00

A breach of any of these covenants will be an event of default under the 2018 Credit Facility. Upon the occurrence of an event of default under the 2018 Credit Facility, the 2018 Revolving Credit Facility may be terminated, the 2018 Term Loan and all outstanding loans and other obligations under the 2018 Credit Facility may become immediately due and payable and any letters of credit then outstanding may be required to be cash collateralized, and the Agent and the Lenders may exercise any rights or remedies available to them under the 2018 Credit Facility. Any such event would materially impair the Company's ability to conduct its business. As of December 31, 2019, the Company was in compliance with all covenants as defined in the 2018 Credit Facility.

Letters of credit

The 2018 Credit Facility allows for letters of credit in an aggregate face amount of up to \$100.0 million. Letters of credit outstanding at December 31, 2019 totaled \$3.6 million and at December 31, 2018 totaled \$0.3 million. Letter of credit fees recorded to interest expense were immaterial in 2019 and 2018 and totaled \$0.1 million in the year ended December 31, 2017.

Interest Rate Swap

In September 2014, the Company purchased an interest rate swap (the "Swap") with a notional amount of \$220 million on our outstanding debt on our Term Loan. The Swap was effective April 1, 2016 through June 6, 2021, the original termination date of the 2014 Term Loan. The agreement required the Company to pay interest on the notional amount at the rate of 2.97% in exchange for the three-month LIBOR rate. In connection with the repayment of the 2018 Term Loan in November 2019, the Company settled the Swap with a payment of \$4.9 million, the fair value of the Swap as of the date of settlement. Refer to "Note J - Derivative Instruments and Hedging Activities" for further information on the interest rate derivative entered into as part of the Term Loan.

Interest expense

The following details the components of interest expense in each of the years ended December 31, 2019, 2018 and 2017:

<i>(in thousands)</i>	Year ended December 31,		
	2019	2018	2017
Interest on credit facilities	\$ 21,996	\$ 32,414	\$ 23,940
Interest on Senior Notes	32,000	22,489	—
Unused fee on Revolving Credit Facility	1,851	1,630	2,856
Amortization of original issue discount	459	729	1,037
Unrealized (gains) losses on interest rate derivatives	3,486	(2,251)	(648)
Letter of credit fees	28	8	70
Other interest expense	285	301	—
Interest income	(1,889)	(75)	—
Interest expense, net	<u>\$ 58,216</u>	<u>\$ 55,245</u>	<u>\$ 27,255</u>
Average daily balance outstanding - credit facilities	<u>\$ 451,117</u>	<u>\$ 721,643</u>	<u>\$ 597,114</u>
Effective interest rate - credit facilities	<u>6.2%</u>	<u>4.5%</u>	<u>4.6%</u>

COMPASS DIVERSIFIED HOLDINGS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note J — Derivative Instruments and Hedging Activities

Interest Rate Swap

On September 16, 2014, the Company purchased an interest rate swap (the "Swap") with a notional amount of \$220 million. The Swap was effective April 1, 2016 through June 6, 2021, the original termination date of our 2014 Term Loan. The interest rate swap agreement required the Company to pay interest rates on the notional amount at the rate of 2.97% in exchange for the three-month LIBOR rate. In connection with the repayment of the 2018 Term Loan in November 2019, the Company settled the Swap with a payment of \$4.9 million, the fair value of the Swap as of the date of settlement. At December 31, 2018, the Swap had a fair value loss of \$2.1 million, \$0.6 million recorded as other current liabilities and \$1.5 million recorded as other noncurrent liabilities in the Consolidated Balance Sheet.

The Company did not elect hedge accounting for the above derivative transaction associated with the Credit Facility and changes in fair value were included in interest expense on the consolidated statement of operations.

Foreign Currency Contracts

The Company's Arnold operating segment from time to time will use forward contracts and options to hedge the value of the Eurodollar against the Swiss Franc or the British Pound Sterling. Mark-to-market gains and losses on these instruments were not material to the consolidated results during each of the years ended December 31, 2019, 2018 or 2017. At December 31, 2019 and 2018, Arnold had no currency contracts outstanding.

Note K – Defined Benefit Plan

In connection with the acquisition of Arnold, the Company has a defined benefit plan covering substantially all of Arnold's employees at its Lupfig, Switzerland location. The benefits are based on years of service and the employees' highest average compensation during the specific period.

The following table sets forth the plan's funded status and amounts recognized in the Company's consolidated balance sheets at December 31, 2019 and 2018:

<i>(in thousands)</i>	December 31,	
	2019	2018
Change in benefit obligation:		
Benefit obligation, beginning of year	\$ 15,017	\$ 14,753
Service cost	512	536
Interest cost	132	96
Actuarial (gain)/loss	804	(239)
Plan amendment	—	(21)
Employee contributions and transfer	356	365
Benefits paid	(2,179)	(417)
Foreign currency translation	212	(56)
Benefit obligation	\$ 14,854	\$ 15,017
Change in plan assets:		
Fair value of assets, beginning of period	\$ 11,252	\$ 11,132
Actual return on plan assets	128	224
Company contribution	423	4
Employee contributions and transfer	356	365
Benefits paid	(2,179)	(417)
Foreign currency translation	128	(56)
Fair value of assets	10,108	11,252
Funded status	\$ (4,746)	\$ (3,765)

COMPASS DIVERSIFIED HOLDINGS
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The unfunded liability of \$4.7 million and \$3.8 million at December 31, 2019 and 2018, respectively, is recognized in the consolidated balance sheet within other non-current liabilities. Net periodic benefit cost consists of the following:

<i>(in thousands)</i>	Year ended December 31,		
	2019	2018	2017
Service cost	\$ 512	\$ 536	\$ 534
Interest cost	132	96	94
Expected return on plan assets	(135)	(156)	(155)
Amortization of unrecognized loss	140	197	250
Net periodic benefit cost	<u>\$ 649</u>	<u>\$ 673</u>	<u>\$ 723</u>

Assumptions used to determine the benefit obligations and components of the net periodic benefit cost at December 31, 2019 and 2018:

	December 31,	
	2019	2018
Discount rate	0.20%	0.88%
Expected return on plan assets	0.80%	1.20%
Rate of compensation increase	1.00%	1.00%

The Company considers the historical level of long-term returns and the current level of expected long-term returns for the plan assets, as well as the current and expected allocation of assets when developing its expected long-term rate of return on assets assumption. The assumptions used for the plan are based upon customary rates and practices for the location of the Company.

Arnold expects to contribute approximately \$0.4 million to the defined benefit plan in 2020.

The following presents the benefit payments which are expected to be paid for the plan in each year indicated (*in thousands*):

2020	\$ 1,173
2021	651
2022	645
2023	508
2024	780
Thereafter	3,482
	<u>\$ 7,239</u>

Asset management objectives include maintaining an adequate level of diversification to reduce interest rate and market risk and providing adequate liquidity to meet immediate and future benefit payment requirements.

The assets of the plan are reinsured in their entirety with Swiss Life Ltd. ("Swiss Life") within the framework of the corresponding contracts with Swiss Life Collective BVG Foundation and Swiss Life Complementary Foundation. The assets are guaranteed by the insurance company and pooled with the assets of other participating employers. The allocation of pension plan assets by category in Swiss Life's group life portfolio is as follows at December 31, 2019:

Certificates of deposit and cash and cash equivalents	1%
Fixed income bonds and securities	65%
Equities and investment funds	15%
Real estate	18%
Other investments	1%
	<u>100%</u>

COMPASS DIVERSIFIED HOLDINGS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The plan assets are pooled with assets of other participating employers and are not separable; therefore the fair values of the pension plan assets at December 31, 2019 and 2018 were considered Level 3.

Note L — Stockholders' Equity

Trust Common Shares

The Trust is authorized to issue 500,000,000 Trust common shares and the Company is authorized to issue a corresponding number of LLC interests. The Company will, at all times, have the identical number of LLC interests outstanding as Trust shares. Each Trust share represents an undivided beneficial interest in the Trust, and each Trust share is entitled to one vote per share on any matter with respect to which members of the Company are entitled to vote.

Trust Preferred Shares

The Trust is authorized to issue up to 50,000,000 Trust preferred shares and the Company is authorized to issue a corresponding number of Trust Interests.

Series C Preferred Shares

On November 20, 2019, the Trust issued 4,000,000 7.875% Series C Preferred Shares (the "Series C Preferred Shares") with a liquidation preference of \$25.00 per share, and on December 2, 2019, the Trust issued 600,000 of the Series C Preferred Shares which were sold pursuant to an option to purchase additional shares by the underwriters. Total proceeds from the issuance of the Series C Preferred Shares were \$115.0 million, or \$111.0 million net of underwriters' discount and issuance costs. Distributions on the Series C Preferred Shares will be payable quarterly in arrears, when and as declared by the Company's board of directors on January 30, April 30, July 30, and October 30 of each year, beginning on January 30, 2020, at a rate per annum of 7.875%. Distributions on the Series C Preferred Shares are cumulative and at December 31, 2019, \$1.0 million of Series C distributions are accumulated and unpaid. Unless full cumulative distributions on the Series C Preferred Shares have been or contemporaneously are declared and set apart for payment of the Series C Preferred Shares for all past distribution periods, no distribution may be declared or paid for payment on the Trust common shares. The Series C Preferred Shares are not convertible into Trust common shares and have no voting rights, except in limited circumstances as provided for in the share designation for the Series C Preferred Shares. The Series C Preferred Shares may be redeemed at the Company's option, in whole or in part, at any time after January 30, 2025, at a price of \$25.00 per share, plus any accumulated and unpaid distributions (thereon whether authorized or declared) to, but excluding, the redemption date. Holders of Series C Preferred Shares will have no right to require the redemption of the Series C Preferred Shares and there is no maturity date.

If a certain tax redemption event occurs prior to January 30, 2025, the Series C Preferred Shares may be redeemed at the Company's option, in whole but not in part, upon at least 30 days' notice, within 60 days of the occurrence of such tax redemption event, at a price of \$25.25 per share, plus accumulated and unpaid distributions to, but excluding, the redemption date. If a certain fundamental change related to the Series C Preferred Shares or the Company occurs (whether before, on or after January 30, 2025), the Company will be required to repurchase the Series C Preferred Shares at a price of \$25.25 per share, plus accumulated and unpaid distributions to, but excluding, the date of purchase. If (i) a fundamental change occurs and (ii) the Company does not give notice prior to the 31st day following the fundamental change to repurchase all the outstanding Series C Preferred Shares, the distribution rate per annum on the Series C Preferred Shares will increase by 5.00%, beginning on the 31st day following such fundamental change. Notwithstanding any requirement that the Company repurchase all of the outstanding Series C Preferred Shares, the increase in the distribution rate is the sole remedy to holders in the event the Company fails to do so, and following any such increase, the Company will be under no obligation to repurchase any Series C Preferred Shares.

Series B Preferred Shares

On March 13, 2018, the Trust issued 4,000,000 7.875% Series B Preferred Shares (the "Series B Preferred Shares") with a liquidation preference of \$25.00 per share, for gross proceeds of \$100.0 million, or \$96.5 million net of underwriters' discount and issuance costs. Distributions on the Series B Preferred Shares will be payable quarterly in arrears, when and as declared by the Company's board of directors on January 30, April 30, July 30, and October 30 of each year, beginning on July 30, 2018, at a rate per annum of 7.875%. Distributions on the Series B Preferred Shares are cumulative and at December 31, 2019, \$1.3 million of Series B distributions are accumulated and unpaid. Unless full cumulative distributions on the Series B Preferred Shares have been or contemporaneously are declared and set apart for payment of the Series B Preferred Shares for all past distribution periods, no distribution may be declared or paid

COMPASS DIVERSIFIED HOLDINGS
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for payment on the Trust common shares. The Series B Preferred Shares are not convertible into Trust common shares and have no voting rights, except in limited circumstances as provided for in the share designation for the Series B Preferred Shares. The Series B Preferred Shares may be redeemed at the Company's option, in whole or in part, at any time after April 30, 2028, at a price of \$25.00 per share, plus any accumulated and unpaid distributions (thereon whether authorized or declared) to, but excluding, the redemption date. Holders of Series B Preferred Shares will have no right to require the redemption of the Series B Preferred Shares and there is no maturity date.

If a certain tax redemption event occurs prior to April 30, 2028, the Series B Preferred Shares may be redeemed at the Company's option, in whole but not in part, upon at least 30 days' notice, within 60 days of the occurrence of such tax redemption event, at a price of \$25.25 per share, plus accumulated and unpaid distributions to, but excluding, the redemption date. If a certain fundamental change related to the Series B Preferred Shares or the Company occurs (whether before, on or after April 30, 2028), the Company will be required to repurchase the Series B Preferred Shares at a price of \$25.25 per share, plus accumulated and unpaid distributions to, but excluding, the date of purchase. If (i) a fundamental change occurs and (ii) the Company does not give notice prior to the 31st day following the fundamental change to repurchase all the outstanding Series B Preferred Shares, the distribution rate per annum on the Series B Preferred Shares will increase by 5.00%, beginning on the 31st day following such fundamental change. Notwithstanding any requirement that the Company repurchase all of the outstanding Series B Preferred Shares, the increase in the distribution rate is the sole remedy to holders in the event the Company fails to do so, and following any such increase, the Company will be under no obligation to repurchase any Series B Preferred Shares.

Series A Preferred Shares

On June 28, 2017, the Trust issued 4,000,000 7.250% Series A Preferred Shares (the "Series A Preferred Shares") with a liquidation preference of \$25.00 per share, for gross proceeds of \$100.0 million, or \$96.4 million net of underwriters' discount and issuance costs. When, and if declared by the Company's board of directors, distribution on the Series A Preferred Shares will be payable quarterly on January 30, April 30, July 30, and October 30 of each year, beginning on October 30, 2017, at a rate per annum of 7.250%. Distributions on the Series A Preferred Shares are discretionary and non-cumulative. The Company has no obligation to pay distributions for a quarterly distribution period if the board of directors does not declare the distribution before the scheduled record of date for the period, whether or not distributions are paid for any subsequent distribution periods with respect to the Series A Preferred Shares, or the Trust common shares. If the Company's board of directors does not declare a distribution for the Series A Preferred Shares for a quarterly distribution period, during the remainder of that quarterly distribution period the Company cannot declare or pay distributions on the Trust common shares. The Series A Preferred Shares are not convertible into Trust common shares and have no voting rights, except in limited circumstances as provided for in the share designation for the Series A Preferred Shares.

The Series A Preferred Shares may be redeemed at the Company's option, in whole or in part, at any time after July 30, 2022, at a price of \$25.00 per share, plus declared and unpaid distribution to, but excluding, the redemption date, without payment of any undeclared distributions. Holders of Series A Preferred Shares will have no right to require the redemption of the Series A Preferred Shares and there is no maturity date.

If a certain tax redemption event occurs prior to July 30, 2022, the Series A Preferred Shares may be redeemed at the Company's option, in whole but not in part, upon at least 30 days' notice, within 60 days of the occurrence of such tax redemption event, at a price of \$25.25 per share, plus declared and unpaid distributions to, but excluding, the redemption date, without payment of any undeclared distributions. If a certain fundamental change related to the Series A Preferred Shares or the Company occurs (whether before, on or after July 30, 2022), the Company will be required to repurchase the Series A Preferred Shares at a price of \$25.25 per share, plus declared and unpaid distributions to, but excluding, the date of purchase, without payment of any undeclared distributions. If (i) a fundamental change occurs and (ii) the Company does not give notice prior to the 31st day following the fundamental change to repurchase all the outstanding Series A Preferred Shares, the distribution rate per annum on the Series A Preferred Shares will increase by 5.00%, beginning on the 31st day following such fundamental change. Notwithstanding any requirement that the Company repurchase all of the outstanding Series A Preferred Shares, the increase in the distribution rate is the sole remedy to holders in the event the Company fails to do so, and following any such increase, the Company will be under no obligation to repurchase any Series A Preferred Shares.

Profit Allocation Interests

The Profit Allocation Interests represent the original equity interest in the Company. The holders of the Allocation Interests ("Holders"), through Sostratus LLC, are entitled to receive distributions pursuant to a profit allocation formula upon the occurrence of certain events. The distributions of the profit allocation is paid upon the occurrence of the sale of a material amount of capital stock or assets of one of the Company's businesses ("Sale Event") or, at the option of

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the Holders, at each five year anniversary date of the acquisition of one of the Company's businesses ("Holding Event"). The Company records distributions of the profit allocation to the Holders upon occurrence of a Sale Event or Holding Event as dividends declared on Allocation Interests to stockholders' equity when they are approved by the Company's board of directors.

There were no allocation payments made to the Allocation Interest Holders in 2018. The following is a summary of the profit allocation payments made to the Allocation Interest Holders during each of the years ended December 31, 2019 and 2017:

Year ended December 31, 2019

- During the second quarter of 2019, the Company declared and paid a distribution to the Allocation Member of \$8.0 million related to the sale of Manitoba Harvest and working capital settlements from prior Sale Events (refer to Note C - "Discontinued Operations").
- During the third quarter of 2019, the Company declared and paid a distribution to the Allocation Member of \$43.3 million related to the sale of Clean Earth (refer to Note C - "Discontinued Operations").
- During the fourth quarter of 2019, the Company declared and paid a distribution to the Allocation Member of \$9.1 million related to the deferred consideration from the Manitoba Harvest sale and the working capital settlement received from the sale of Clean Earth (refer to Note C - "Discontinued Operations").

Year ended December 31, 2017

- The Company's board of directors approved and declared a profit allocation payment in the fourth quarter of 2016 to the Allocation Interest Holders of \$13.4 million related to the FOX November Offering. This amount was recorded as "Due to related parties" in the balance sheet at December 31, 2016, and was paid in the first quarter of 2017.
- \$25.8 million paid in the second quarter of 2017 resulting from the sale of FOX shares in March 2017 (refer to Note Q - "Investment") which qualified as a Sale Event under the Company's LLC Agreement.

Reconciliation of net income (loss) available to common shares of Holdings

The following table reconciles net loss attributable to Holdings to net loss attributable to the common shares of Holdings:

<i>(in thousands)</i>	Year ended December 31,		
	2019	2018	2017
Net income (loss) from continuing operations attributable to Holdings	\$ (46,315)	\$ (24,094)	\$ 5,865
Less: Distributions paid - Allocation Interests	60,369	—	39,188
Less: Distributions paid - Preferred Shares	15,125	12,179	2,457
Less: Accrued distributions - Preferred Shares	2,315	1,334	—
Net loss from continuing operations attributable to common shares of Holdings	\$ (124,124)	\$ (37,607)	\$ (35,780)

Earnings per share

Basic and diluted earnings per share for the fiscal year ended December 31, 2019, 2018 and 2017 is calculated as follows:

	Year ended December 31,		
	2019	2018	2017
Loss from continuing operations attributable to common shares of Holdings	\$ (124,124)	\$ (37,607)	\$ (35,780)
Less: Effect of contribution based profit—Holding Event	5,659	5,893	10,072
Loss from Holdings attributable to common shares	\$ (129,783)	\$ (43,500)	\$ (45,852)

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Income from discontinued operations attributable to Holdings	\$ 348,180	\$ 18,392	\$ 22,126
Less: Effect of contribution based profit	—	—	2,654
Income from discontinued operations of Holdings attributable to common shares	\$ 348,180	\$ 18,392	\$ 19,472
Basic and diluted weighted average common shares of Holdings outstanding	59,900	59,900	59,900
Basic and fully diluted income (loss) per common share attributable to Holdings			
Continuing operations	\$ (2.17)	\$ (0.73)	\$ (0.77)
Discontinued operations	5.81	0.31	0.33
	<u>\$ 3.64</u>	<u>\$ (0.42)</u>	<u>\$ (0.44)</u>

Distributions

The following table summarizes information related to our quarterly cash distributions on our Trust common and preferred shares:

Period	Cash Distribution per Share	Total Cash Distributions	Record Date	Payment Date
		<i>(in thousands)</i>		
Trust Common Shares:				
October 1, 2019 - December 31, 2019 ⁽¹⁾	\$ 0.36	\$ 21,564	January 16, 2020	January 23, 2020
July 1, 2019 - September 30, 2019	\$ 0.36	\$ 21,564	October 17, 2019	October 24, 2019
April 1, 2019 - June 30, 2019	\$ 0.36	\$ 21,564	July 18, 2019	July 25, 2019
January 1, 2019 - March 31, 2019	\$ 0.36	\$ 21,564	April 18, 2019	April 25, 2019
October 1, 2018 - December 31, 2018	\$ 0.36	\$ 21,564	January 17, 2019	January 24, 2019
July 1, 2018 - September 30, 2018	\$ 0.36	\$ 21,564	October 18, 2018	October 25, 2018
April 1, 2018 - June 30, 2018	\$ 0.36	\$ 21,564	July 19, 2018	July 26, 2018
January 1, 2018 - March 31, 2018	\$ 0.36	\$ 21,564	April 19, 2018	April 26, 2018
October 1, 2017 - December 31, 2017	\$ 0.36	\$ 21,564	January 19, 2018	January 25, 2018
July 1, 2017 - September 30, 2017	\$ 0.36	\$ 21,564	October 19, 2017	October 26, 2017
April 1, 2017 - June 30, 2017	\$ 0.36	\$ 21,564	July 20, 2017	July 27, 2017
January 1, 2017 - March 31, 2017	\$ 0.36	\$ 21,564	April 20, 2017	April 27, 2017

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Series A Preferred Shares:

October 30, 2019 - January 29, 2020 ⁽¹⁾	\$	0.453125	\$	1,813	January 15, 2020	January 30, 2020
July 30, 2019 - October 29, 2019	\$	0.453125	\$	1,813	October 15, 2019	October 30, 2019
April 30, 2019 - July 29, 2019	\$	0.453125	\$	1,813	July 15, 2019	July 30, 2019
January 30, 2019 - April 29, 2019	\$	0.453125	\$	1,813	April 15, 2019	April 30, 2019
October 30, 2018 - January 29, 2019	\$	0.453125	\$	1,813	January 15, 2019	January 30, 2019
July 30, 2018 - October 29, 2018	\$	0.453125	\$	1,813	October 15, 2018	October 30, 2018
April 30, 2018 - July 29, 2018	\$	0.453125	\$	1,813	July 16, 2018	July 30, 2018
January 30, 2018 - April 29, 2018	\$	0.453125	\$	1,813	April 15, 2018	April 30, 2018
October 30, 2017 - January 29, 2018	\$	0.453125	\$	1,813	January 15, 2018	January 30, 2018
June 28, 2017 - October 29, 2017	\$	0.61423611	\$	2,457	October 15, 2017	October 30, 2017

Series B Preferred Shares:

October 30, 2019 - January 29, 2020 ⁽¹⁾	\$	0.4921875	\$	1,969	January 15, 2020	January 30, 2020
July 30, 2019 - October 29, 2019	\$	0.4921875	\$	1,969	October 15, 2019	October 30, 2019
April 30, 2019 - July 29, 2019	\$	0.4921875	\$	1,969	July 15, 2019	July 30, 2019
January 30, 2019 - April 29, 2019	\$	0.4921875	\$	1,969	April 15, 2019	April 30, 2019
October 30, 2018 - January 29, 2019	\$	0.4921875	\$	1,969	January 15, 2019	January 30, 2019
July 30, 2018 - October 29, 2018	\$	0.4921875	\$	1,969	October 15, 2018	October 30, 2018
March 13, 2018 - July 29, 2018	\$	0.74	\$	2,960	July 16, 2018	July 30, 2018

Series C Preferred Shares:

November 20, 2019 - January 29, 2020 ⁽¹⁾	\$	0.38281	\$	1,531	January 15, 2020	January 30, 2020
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⁽¹⁾ This distribution was declared on January 6, 2020.

Note M — Income Taxes

Compass Diversified Holdings and Compass Group Diversified Holdings LLC are classified as partnerships for U.S. Federal income tax purposes and are not subject to income taxes. Each of the Company's majority owned subsidiaries are subject to Federal, state and in some cases, foreign income taxes. On December 22, 2017, the U.S. government enacted the Tax Act. The Tax Act reduced the U.S. federal corporate income tax rate from 35% to 21% and required companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred and created new taxes on certain foreign sourced earnings. The Company made a reasonable estimate of the effects of the Tax Act on its existing deferred tax balances and the one-time transition tax as of December 31, 2017. The Company substantially completed its accounting for the revaluation of its net U.S. federal deferred tax liabilities and recorded a tax benefit of approximately \$20.4 million in the fourth quarter of 2017. The one-time transition tax under the Tax Act is based on earnings and profits ("E&P") that were previously deferred from U.S. income taxes. For the year ended December 31, 2017, the provision for income taxes included provisional tax expense of \$4.9 million related to the one-time transition tax liability of our foreign subsidiaries. The Company completed the calculation of the total E&P for these foreign subsidiaries during 2018 and recorded additional adjustments to the provisional amounts of \$0.4 million that is recognized as a component of the provision for income taxes in the year ended December 31, 2018.

The Tax Act also subjects the Company to tax on global intangible low-taxed income ("GILTI") earned by certain foreign subsidiaries. The FASB Staff Q&A, Topic 740, No. 5, Accounting for Global Intangible Low-Taxed Income, states that an entity can make an accounting policy election to either recognize deferred taxes for temporary basis differences expected to reverse as GILTI in future years or to provide for the tax expense related to GILTI in the year the tax is incurred as a period expense. The Company has elected to account for GILTI as a period cost in the year the tax is incurred.

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Components of the Company's pretax income (loss) before taxes are as follows:

<i>(in thousands)</i>	Year ended December 31,		
	2019	2018	2017
Domestic (including U.S. exports)	\$ (38,195)	\$ (23,984)	\$ (29,404)
Foreign subsidiaries	12,164	15,573	19,773
	<u>\$ (26,031)</u>	<u>\$ (8,411)</u>	<u>\$ (9,631)</u>

Components of the Company's income tax provision (benefit) are as follows:

<i>(in thousands)</i>	Year ended December 31,		
	2019	2018	2017
Current taxes			
Federal	\$ 7,985	\$ 6,449	\$ 8,668
State	2,319	1,436	1,217
Foreign	4,984	4,835	6,248
Total current taxes	<u>15,288</u>	<u>12,720</u>	<u>16,133</u>
Deferred taxes:			
Federal	(1,234)	(483)	(37,407)
State	937	(478)	(1,424)
Foreign	(249)	(1,293)	(1,043)
Total deferred taxes	<u>(546)</u>	<u>(2,254)</u>	<u>(39,874)</u>
Total tax provision	<u>\$ 14,742</u>	<u>\$ 10,466</u>	<u>\$ (23,741)</u>

The tax effects of temporary differences that have resulted in the creation of deferred tax assets and deferred tax liabilities at December 31, 2019 and 2018 are as follows:

<i>(in thousands)</i>	December 31,	
	2019	2018
Deferred tax assets:		
Tax credits	\$ 4,584	\$ 4,256
Accounts receivable and allowances	2,501	1,504
Net operating loss carryforwards	26,186	30,671
Accrued expenses	5,683	5,656
Interest expense limitation carryforwards	9,348	4,822
Other	31,955	7,887
Total deferred tax assets	<u>\$ 80,257</u>	<u>\$ 54,796</u>
Valuation allowance ⁽¹⁾	(8,099)	(6,904)
Net deferred tax assets	<u>\$ 72,158</u>	<u>\$ 47,892</u>
Deferred tax liabilities:		
Intangible assets	\$ (64,870)	\$ (63,950)
Property and equipment	(18,188)	(17,217)
Repatriation of foreign earnings	(38)	(38)
Prepaid and other expenses	(22,101)	(671)
Total deferred tax liabilities	<u>\$ (105,197)</u>	<u>\$ (81,876)</u>
Total net deferred tax liability	<u>\$ (33,039)</u>	<u>\$ (33,984)</u>

⁽¹⁾ Primarily relates to the 5.11 and Arnold operating segments.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the years ending December 31, 2019 and 2018, the Company recognized approximately \$105.2 million and \$81.9 million, respectively in deferred tax liabilities. A significant portion of the balance in deferred tax liabilities reflects temporary differences in the basis of property and equipment and intangible assets related to the Company's purchase accounting adjustments in connection with the acquisition of certain of its businesses. For financial accounting purposes the Company has recognized a significant increase in the fair values of the intangible assets and property and equipment in certain of the businesses it acquired. For income tax purposes the existing, pre-acquisition tax basis of the intangible assets and property and equipment is utilized. In order to reflect the increase in the financial accounting basis over the existing tax basis, a deferred tax liability was recorded. This liability will decrease in future periods as these temporary differences reverse but may be replaced by deferred tax liabilities generated as a result of future acquisitions.

A valuation allowance relating to the realization of foreign net operating losses, domestic and foreign tax credits and the limitation on the deduction of interest expense of \$8.1 million was provided at December 31, 2019 and a valuation allowance related to the realization of foreign net operating losses, domestic and foreign tax credits and the limitation on the deduction of interest expense of \$6.9 million was provided at December 31, 2018. A valuation allowance is provided whenever it is more likely than not that some or all of deferred assets recorded may not be realized. For taxable years beginning after December 31, 2017, a deduction for interest will generally be allowed for any entity only up to 30% of adjusted taxable income (determined without regard to interest income or expense) plus the amount of interest income. The provision will not limit the deduction of interest by the Company for 2019 but it did have an impact on the deduction for certain of the portfolio companies, resulting in an additional valuation allowance for deferred tax assets of \$1.1 million.

The reconciliation between the Federal Statutory Rate and the effective income tax rate for 2019, 2018 and 2017 are as follows:

	Year ended December 31,		
	2019	2018	2017
United States Federal Statutory Rate	(21.0)%	(21.0)%	(35.0)%
State income taxes (net of Federal benefits)	10.6	9.7	(4.0)
Foreign income taxes	2.5	10.5	(14.3)
Expenses of Compass Group Diversified Holdings LLC representing a pass through to shareholders ⁽¹⁾	39.4	90.6	63.6
Effect of (gain) loss on equity method investment	—	—	20.4
Impact of subsidiary employee stock options	0.5	(0.6)	2.6
Domestic production activities deduction	—	—	(5.8)
Non-deductible acquisition costs	—	—	3.5
Impairment expense	21.7	—	31.3
Effect of undistributed foreign earnings	—	—	(14.4)
Non-recognition of various carryforwards at subsidiaries	4.6	11.6	(14.0)
Adjustments to uncertain tax positions ⁽²⁾	—	—	(95.4)
Utilization of tax credits	(7.7)	(5.2)	(27.8)
Effect of Tax Act - GILTI tax	5.6	20.6	—
Effect of Tax Act - remeasurement of deferred tax assets and liabilities ⁽³⁾	—	0.2	(211.3)
Effect of Tax Act - transition tax on non-U.S. subsidiaries' earnings ⁽³⁾	—	4.2	50.5
Other	0.4	3.8	3.6
Effective income tax rate	56.6 %	124.4 %	(246.5)%

⁽¹⁾ The effective income tax rate for each of the years presented includes losses at the Company's parent, which is taxed as a partnership.

⁽²⁾ Represents the effect of the reversal of an uncertain tax position at our 5.11 business that existed as of the acquisition date and was settled during the fourth quarter of 2017, resulting in a tax benefit of \$9.2 million in our 2017 tax provision.

⁽³⁾ The effect of the enactment of the Tax Act on our tax provision for the year ended December 31, 2017 was a benefit of \$20.4 million related to the reduction in the U.S. federal corporate income tax rate from 35% to 21%, and tax expense of \$4.9 million related to the one-time transition tax liability of our foreign subsidiaries. Our loss before income taxes for 2017

COMPASS DIVERSIFIED HOLDINGS
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was \$9.6 million, and as a result, the effect from the Tax Act on the reconciliation in the table above for the year ended December 31, 2017 was significant.

A reconciliation of the amount of unrecognized tax benefits for 2019, 2018 and 2017 are as follows (*in thousands*):

Balance at January 1, 2017	\$	10,357
Additions for current years' tax positions		96
Additions for prior years' tax positions		23
Reductions for prior years' tax positions ⁽¹⁾		(9,354)
Reductions for settlements		—
Reductions for expiration of statute of limitations		(86)
Balance at December 31, 2017	\$	1,036
Additions for current years' tax positions		50
Additions for prior years' tax positions		4
Reductions for prior years' tax positions		(18)
Balance at December 31, 2018	\$	1,072
Additions for current years' tax positions		83
Additions for prior years' tax positions		27
Reductions for expiration of statute of limitations		(57)
Balance at December 31, 2019	\$	1,125

⁽¹⁾ The increase in prior year tax positions during the year ended December 31, 2016 related to an unrecognized tax benefit at the Company's 5.11 business, which was acquired in August 2016. The uncertainty was resolved in the fourth quarter of 2017 and the amount was reversed.

Included in the unrecognized tax benefits at December 31, 2019 and 2018 is \$1.1 million and \$1.1 million, respectively, of tax benefits that, if recognized, would affect the Company's effective tax rate. The Company accrues interest and penalties related to uncertain tax positions. The amounts accrued at December 31, 2019, 2018 and 2017 are not material to the Company. Such amounts are included in the provision (benefit) for income taxes in the accompanying consolidated statements of operations. The change in the unrecognized tax benefit during 2017 resulted from the acquisition of 5.11. It is expected that the amount of unrecognized tax benefits will change in the next twelve months. However, we do not expect the change to have a significant impact on the consolidated results of operations or financial position.

Each of the Company's businesses file U.S. Federal, state and foreign income tax returns in multiple jurisdictions with varying statutes of limitations. The 2015 through 2019 tax years generally remain subject to examinations by the taxing authorities.

Note N — Fair Value Measurement

The following table provides the assets and liabilities carried at fair value measured on a recurring basis as of December 31, 2019 and 2018 (*in thousands*):

	Fair Value Measurements at December 31, 2019			
	Carrying Value	Level 1	Level 2	Level 3
<i>Liabilities:</i>				
Put option of noncontrolling shareholders ⁽¹⁾	\$ (111)	\$ —	\$ —	\$ (111)
Total recorded at fair value	\$ (111)	\$ —	\$ —	\$ (111)

⁽¹⁾ Represents put options issued to noncontrolling shareholders in connection with the Liberty acquisition in 2010 and the 5.11 acquisition in 2016.

COMPASS DIVERSIFIED HOLDINGS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	Fair Value Measurements at December 31, 2018			
	Carrying Value	Level 1	Level 2	Level 3
<i>Liabilities:</i>				
Put option of noncontrolling shareholders ⁽¹⁾	\$ (173)	\$ —	\$ —	\$ (173)
Contingent consideration - acquisitions ⁽²⁾	(4,374)	—	—	(4,374)
Interest rate swap	(2,072)	—	(2,072)	—
Total recorded at fair value	<u>\$ (6,619)</u>	<u>\$ —</u>	<u>\$ (2,072)</u>	<u>\$ (4,547)</u>

⁽¹⁾ Represents put options issued to noncontrolling shareholders in connection with the Liberty acquisition in 2010 and the 5.11 acquisition in 2016.

⁽²⁾ Represents potential earn-out payable as additional purchase price consideration by Velocity Outdoor in connection with the acquisition of Ravin.

A reconciliation of the change in the carrying value of the Company's Level 3 fair value measurements is as follows:

<i>(in thousands)</i>	Year ended December 31,	
	2019	2018
Balance at January 1st	\$ (4,547)	\$ (178)
Contingent consideration - Rimports	—	(4,800)
Contingent consideration - Ravin	—	(4,734)
(Increase) decrease in the fair value of put option of noncontrolling shareholders - Liberty	72	—
(Increase) decrease in the fair value of put option of noncontrolling shareholder - 5.11	(10)	5
Adjustment to Ravin contingent consideration	(2,022)	360
Payment of contingent consideration - Ravin	6,396	—
Reversal of contingent consideration - Rimports	—	4,800
Balance at December 31st	<u>\$ (111)</u>	<u>\$ (4,547)</u>

Valuation Techniques

Options of noncontrolling shareholders

The put options of noncontrolling shareholders were determined based on inputs that were not readily available in public markets or able to be derived from information available in publicly quoted markets. As such, the Company categorized the put options of the noncontrolling shareholders as Level 3. The primary inputs associated with this valuation are earnings before interest, taxes amortization and depreciation times a multiple established in the shareholder put option agreement, which is used to determine a per share equity value for the shares that can be put back to the Company. The per share equity value of the Liberty put option is discounted for liquidity and marketability, as well as the probability of a triggering event. An increase or decrease in these primary inputs would not have a material impact on the determination of the fair value of these put options.

Interest rate swap

The Company's derivative instruments at December 31, 2018 consisted of an over-the-counter interest rate swap contract which was not traded on a public exchange. The fair value of the Company's interest rate swap contract was determined based on inputs that were readily available in public markets or could be derived from information available in publicly quoted markets. As such, the Company categorized the swap as Level 2. Changes in the fair value of the interest rate swap liability during the year ended December 31, 2019 were expensed to interest expense on the consolidated statement of operations. In connection with the repayment of the 2018 Term Loan in November 2019, the Company settled the Swap with a payment of \$4.9 million, the fair value of the Swap as of the date of settlement. Refer to "Note J - Derivative Instruments and Hedging Activities" for further information.

COMPASS DIVERSIFIED HOLDINGS
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Contingent Consideration

For certain acquisition of businesses that the Company or its subsidiaries make, a portion of the acquisition price will be contingent consideration. The following is a summary of the contingent consideration arrangements entered into by the Company's subsidiaries in the prior three years and the valuation methodologies:

- Sterno entered into a contingent consideration arrangement in connection with their purchase of Rimports in February 2018. The purchase price of Rimports includes a potential earn-out of up to \$25 million contingent on the attainment of certain future performance criteria of Rimports for the twelve-month period from May 1, 2017 to April 30, 2018 and the fourteen month period from March 1, 2018 to April 30, 2019. The fair value of the contingent consideration was estimated at \$4.8 million at acquisition date and was calculated as the present value of a probability adjusted earnout payment based on the expected term of the payment and a risk-adjusted discount rate. At December 31, 2018, the Company determined that the probability of achieving the earn-out was zero and therefore reversed the amount that was recorded as part of the purchase consideration.
- Velocity Outdoor entered into a contingent consideration arrangement in connection with their purchase of Ravin Crossbows in September 2018. The purchase price of Ravin includes a potential earn-out of up to \$25.0 million based on gross profit levels for the trailing twelve month period ending December 31, 2018. The fair value of the contingent consideration was estimated at \$4.7 million at acquisition date and was calculated using a risk-adjusted option pricing model. The earnout was adjusted to \$4.3 million at December 31, 2018 based on actual results to date. The earnout was adjusted to \$6.4 million and paid during the quarter ended December 31, 2019.

Senior Notes

The Company's Senior Notes consisted of the following carrying value and estimated fair value (in thousands):

	Maturity Date	Rate	Fair Value Hierarchy Level	December 31, 2019	
				Carrying Value	Fair Value
Senior Notes	May 1, 2026	8.000%	2	\$ 400,000	\$ 439,000

Nonrecurring Fair Value Measurements

The following tables provide the assets and liabilities carried at fair value measured on a non-recurring basis as of December 31, 2019 and 2017. Refer to "Note H – Goodwill and Intangible Assets", for a description of the valuation techniques used to determine fair value of the assets measured on a non-recurring basis in the table below. There were no assets and liabilities carried at fair value measured on a non-recurring basis as of December 31, 2018.

<i>(in thousands)</i>	Fair Value Measurements at December 31, 2019				Expense
	Carrying Value	Level 1	Level 2	Level 3	Year ended
					December 31, 2019
Goodwill - Velocity Outdoor	\$ 30,079	—	—	\$ 30,079	\$ 32,881

<i>(in thousands)</i>	Fair Value Measurements at December 31, 2017				Expense
	Carrying Value	Level 1	Level 2	Level 3	Year ended
					December 31, 2017
Goodwill - Arnold	\$ 26,903	\$ —	\$ —	\$ 26,903	\$ 8,864

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note O — Noncontrolling Interest

Noncontrolling interest represents the portion of a majority-owned subsidiary's net income and equity that is owned by noncontrolling shareholders.

The following tables reflect the Company's percentage ownership of its businesses, as of December 31, 2019, 2018 and 2017 and related noncontrolling interest balances as of December 31, 2019 and 2018:

	% Ownership ⁽¹⁾ December 31, 2019		% Ownership ⁽¹⁾ December 31, 2018		% Ownership ⁽¹⁾ December 31, 2017	
	Primary	Fully Diluted	Primary	Fully Diluted	Primary	Fully Diluted
5.11	97.6	88.9	97.5	88.7	97.5	85.5
Ergobaby	81.9	75.8	81.9	76.4	82.7	76.6
Liberty	91.2	86.0	88.6	85.2	88.6	84.7
Velocity	99.3	93.9	99.2	91.0	98.8	89.2
ACI	69.4	65.4	69.4	69.2	69.4	69.2
Arnold	96.7	80.2	96.7	79.4	96.7	84.7
Foam Fabricators	100.0	91.5	100.0	91.5	N/a	N/a
Sterno	100.0	88.5	100.0	88.9	100.0	89.5

⁽¹⁾ The principal difference between primary and fully diluted percentages of our operating segments is due to stock option issuances of operating segment stock to management of the respective business.

	Noncontrolling Interest Balances	
	December 31, 2019	December 31, 2018
<i>(in thousands)</i>		
5.11	\$ 12,056	\$ 9,873
Velocity	2,506	2,524
Ergobaby	27,036	25,362
Liberty	2,936	3,342
ACI	3,670	(1,236)
Arnold	1,255	1,176
Foam Fabricators	1,873	848
Sterno	(884)	(2,067)
Allocation Interests	100	100
	<u>\$ 50,548</u>	<u>\$ 39,922</u>

The Company's businesses had the following transactions with minority shareholders during the years ended December 31, 2019, 2018 and 2017:

Sterno Recapitalization

In January 2018, the Company completed a recapitalization at Sterno whereby the Company entered into an amendment to the intercompany loan agreement with Sterno (the "Sterno Loan Agreement"). The Sterno Loan Agreement was amended to (i) provide for term loan borrowings of \$57.7 million to fund a distribution to the Company, which owned 100% of the outstanding equity of Sterno at the time of the recapitalization, and (ii) extend the maturity dates of the term loans. In connection with the recapitalization, Sterno's management team exercised all of their vested stock options, which represented 58,000 shares of Sterno. The Company then used a portion of the distribution to repurchase the 58,000 shares from management for a total purchase price of \$6.0 million. In addition, Sterno issued new stock options to replace the exercised options, thus maintaining the same percentage of fully diluted non-controlling interest that existed prior to the recapitalization.

COMPASS DIVERSIFIED HOLDINGS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note P — Supplemental Data

Supplemental Balance Sheet Data (in thousands):

Summary of accrued expenses:	December 31,	
	2019	2018
Accrued payroll and fringes	\$ 26,274	\$ 24,426
Accrued taxes	10,025	5,755
Income taxes payable	3,543	5,104
Accrued interest	5,812	5,773
Accrued rebates	6,871	11,038
Warranty payable	1,583	1,528
Accrued inventory	32,471	35,426
Other accrued expenses	22,189	17,562
Total	<u>\$ 108,768</u>	<u>\$ 106,612</u>

Warranty liability	Year ended December 31,	
	2019	2018
Beginning balance	\$ 1,624	\$ 2,197
Accrual	2,238	3,531
Warranty payments	(2,279)	(4,258)
Other ⁽¹⁾	—	154
Ending balance	<u>\$ 1,583</u>	<u>\$ 1,624</u>

⁽¹⁾ Represents warranty liabilities of acquired businesses.

Supplemental Statement of Operations Data (in thousands):

Other income (expense), net	Year ended December 31,		
	2019	2018	2017
Foreign currency gain (loss)	\$ 46	\$ (5,355)	\$ 3,462
Gain (loss) on sale of capital assets	(1,730)	(158)	7
Other income (expense)	(501)	368	(724)
	<u>\$ (2,185)</u>	<u>\$ (5,145)</u>	<u>\$ 2,745</u>

Supplemental Cash Flow Statement Data (in thousands):

	Year ended December 31,		
	2019	2018	2017
Interest paid	\$ 57,904	\$ 51,298	\$ 27,375
Taxes paid	\$ 19,225	\$ 14,002	\$ 16,043

Note Q - Investment

Investment in FOX

Fox Factory Holding Corp. ("FOX"), a former majority owned subsidiary of the Company that is publicly traded on the NASDAQ Stock Market under the ticker "FOXF," is a designer, manufacturer and marketer of high-performance ride dynamic products used primarily for bicycles, side-by-side vehicles, on-road vehicles with off-road capabilities, off-

COMPASS DIVERSIFIED HOLDINGS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

road vehicles and trucks, all-terrain vehicles, snowmobiles, specialty vehicles and applications, and motorcycles. The Company held a 14% ownership interest as of January 1, 2017. The investment in FOX was accounted for using the fair value option. In March 2017, FOX closed on a secondary public offering (the "March 2017 Offering") through which the Company sold their remaining 5,108,718 shares in FOX for total net proceeds of \$136.1 million. Subsequent to the March 2017 Offering, the Company no longer held an ownership interest in FOX.

The sale of FOX shares in March 2017 qualified as a Sale Event under the Company's LLC Agreement. In April 2017, with respect to the March 2017 Offering, the Company's board of directors approved and declared a profit allocation payment totaling \$25.8 million that was paid in the second quarter of 2017.

Arnold Joint Venture

Arnold is a 50% partner in a China rare earth mine-to-magnet joint venture. Arnold accounts for its activity in the joint venture utilizing the equity method of accounting. Gains and losses from the joint venture were not material for the years ended December 31, 2019, 2018 and 2017.

Note R — Commitments and Contingencies

Leases

The Company and its subsidiaries lease office and manufacturing facilities, computer equipment and software under various operating arrangements. Certain of the leases are subject to escalation clauses and renewal periods. The Company and its subsidiaries recognize lease expense, including predetermined fixed escalations, on a straight-line basis over the initial term of the lease including reasonably assured renewal periods from the time that the Company and its subsidiaries control the leased property. Leases with an initial term of 12 months or less are not recorded on the balance sheet; we recognize lease expense for these leases on a straight-line basis over the lease term. Certain of our subsidiaries have leases that contain both fixed rent costs and variable rent costs based on achievement of certain operating metrics. The variable lease expense has not been material on a historic basis and no amount was incurred during the year ending December 31, 2019.

The maturities of lease liabilities at December 31, 2019 under operating leases having an initial or remaining non-cancelable term of one year or more are as follows (*in thousands*):

2020	\$	26,004
2021		23,041
2022		20,798
2023		14,808
2024		11,488
Thereafter		38,595
Total undiscounted lease payments	\$	134,734
Less: Interest		38,887
Present value of lease liabilities	\$	95,847

The Company's rent expense for the fiscal years ended December 31, 2019, 2018 and 2017 totaled \$26.8 million, \$24.6 million and \$14.8 million, respectively.

The calculated amount of the right-of-use assets and lease liabilities in the table above are impacted by the length of the lease term and discount rate used to present value the minimum lease payments. The Company's lease agreements often include one or more options to renew at the company's discretion. In general, it is not reasonably certain that lease renewals will be exercised at lease commencement and therefore lease renewals are not included in the lease term. Regarding the discount rate, Topic 842 requires the use of a rate implicit in the lease whenever this rate is readily determinable. As this rate is rarely determinable, the Company utilizes the incremental borrowing rate of the subsidiary entering into the lease arrangement, on a collateralized basis, over a similar term as adjusted for any country specific risk. For operating leases existing prior to January 1, 2019, the rate for the remaining lease term as of January 1, 2019 was used.

COMPASS DIVERSIFIED HOLDINGS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The weighted average remaining lease terms and discount rates for all of our operating leases were as follows as of December 31, 2019:

<u>Lease Term and Discount Rate</u>	
Weighted-average remaining lease term (years)	6.49
Weighted-average discount rate	7.81%

Supplemental balance sheet information related to leases was as follows (*in thousands*):

	<u>Line Item in the Company's Consolidated Balance Sheet</u>	<u>December 31, 2019</u>
Operating lease right-of-use assets	Other non-current assets	\$ 92,355
Current portion, operating lease liabilities	Other current liabilities	\$ 18,892
Operating lease liabilities	Other non-current liabilities	\$ 76,955

Supplemental cash flow information related to leases was as follows (*in thousands*):

	<u>Year ended December 31, 2019</u>
Cash paid for amounts included in the measurement of lease liabilities:	
Operating cash flows from operating leases	\$ 25,077
Right-of-use assets obtained in exchange for lease obligations:	
Operating leases	\$ 18,146

Legal Proceedings

In the normal course of business, the Company and its subsidiaries are involved in various claims and legal proceedings. While the ultimate resolution of these matters has yet to be determined, the Company does not believe that any unfavorable outcomes will have a material adverse effect on the Company's consolidated financial position or results of operations.

Note S — Related Party Transactions

The Company has entered into related party transactions with its Manager, CGM, including the following:

- Management Services Agreement
- LLC Agreement
- Integration Services Agreements
- Cost Reimbursement and Fees

Management Services Agreement

The Company entered into a MSA with CGM effective May 16, 2006, as amended. The MSA provides for, among other things, CGM to perform services for the Company in exchange for a management fee paid quarterly and equal to 0.5% of the Company's adjusted net assets, as defined in the MSA. The management fee is required to be paid prior to the payment of any distributions to shareholders.

Pursuant to the MSA, CGM is entitled to enter into off-setting management service agreements with each of the operating segments. The amount of the fee is negotiated between CGM and the operating management of each segment and is based upon the value of the services to be provided. The fees paid directly to CGM by the segments offset on a dollar for dollar basis the amount due CGM by the Company under the MSA. Concurrent with the June 2019 sale of Clean Earth (refer to Note C - Discontinued Operations) CGM agreed to waive the management fee on cash balances held at the Company, commencing with the quarter ended June 30, 2019 and continuing until the quarter during which the Company next borrows under the 2018 Revolving Credit Facility.

COMPASS DIVERSIFIED HOLDINGS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Additionally, during the third quarter of 2018, CGM waived \$0.6 million in management fees attributable to the assets acquired in September related to the acquisitions by Velocity Outdoor.

For the year ended December 31, 2019, 2018 and 2017, the Company incurred the following management fees to CGM, by entity:

<i>(in thousands)</i>	Year ended December 31,		
	2019	2018	2017
5.11	\$ 1,000	\$ 1,000	\$ 1,000
Ergobaby	500	500	500
Liberty	500	500	500
Velocity	500	500	290
Advanced Circuits	500	500	500
Arnold	500	500	500
Foam Fabricators	750	658	n/a
Sterno	500	500	500
Corporate	32,280	38,785	28,053
	\$ 37,030	\$ 43,443	\$ 31,843

Approximately \$8.0 million and \$11.1 million of the management fees incurred were unpaid as of December 31, 2019 and 2018, respectively, and are reflected in Due to related party on the consolidated balance sheets.

LLC Agreement

The LLC agreement gives Holders the right to distributions pursuant to a profit allocation formula upon the occurrence of a Sale Event or a Holding Event. The Holders are entitled to receive and as such can elect to receive the positive contribution-based profit allocation payment for each of the business acquisitions during the 30-day period following the fifth anniversary of the date upon which we acquired a controlling interest in that business (Holding Event) and upon the sale of the business (Sale Event). Holders received \$60.4 million and \$39.2 million in distributions related to Sale and Holding Events that occurred during 2019 and 2017, respectively. Refer to "Note L - Stockholders' Equity" for a description of the profit allocation payments. There were no allocation payments made to the Allocation Interest Holders in 2018.

Certain persons who are employees and partners of the Manager, including the Company's Chief Executive Officer, beneficially own (through Sostratus LLC) 49.0% of the Allocation Interests at December 31, 2019 and December 31, 2018. Of the remaining 51.0% at December 31, 2019 and December 31, 2018, 5.0% is held by CGI Diversified Holdings LP, 5.0% is held by the Chairman of the Company's Board of Directors, and the remaining 41% is held by the former founding partners of the Manager.

Integrations Services Agreements

Foam Fabricators, which was acquired in 2018, Velocity Outdoor, which was acquired in 2017, and 5.11, which was acquired in 2016, each entered into an Integration Services Agreement ("ISA") with CGM. The ISA provides for CGM to provide services for new platform acquisitions to, amongst other things, assist the management at the acquired entities in establishing a corporate governance program, implement compliance and reporting requirements of the Sarbanes-Oxley Act and align the acquired entity's policies and procedures with our other subsidiaries. Each ISA is for the twelve month period subsequent to the acquisition and is payable quarterly. 5.11 paid CGM a total of \$3.5 million under the ISA, with \$2.3 million paid in 2017. Velocity Outdoor paid CGM a total of \$1.5 million in integration services fees, with \$0.75 million paid in 2018 and \$0.75 million paid in 2017. Foam Fabricators paid CGM \$2.3 million over the term of the ISA, (\$2.0 million in integration service fees in 2018 and \$0.3 million in 2019). During the years ended December 31, 2019, 2018 and 2017, CGM received \$0.3 million, \$2.7 million, and \$3.1 million, respectively, in total integration service fees.

COMPASS DIVERSIFIED HOLDINGS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Cost Reimbursement and Fees

The Company reimbursed its Manager, CGM, approximately \$5.6 million, \$4.1 million, and \$3.8 million, principally for occupancy and staffing costs incurred by CGM on the Company's behalf during the years ended December 31, 2019, 2018 and 2017, respectively.

Investment in FOX

The Company purchased a controlling interest in FOX on January 4, 2008. On July 10, 2014, 5,750,000 shares of FOX common stock, held by certain FOX shareholders, including us, were sold in a secondary offering. As a selling shareholder, we sold a total of 4,466,569 shares of FOX common stock. Upon completion of the offering, our ownership in FOX decreased from approximately 53% to 41%, or 15,108,718 shares of FOX's common stock. We recorded a gain of \$264.3 million in July 2014 in connection with the Fox deconsolidation. In March, August and November 2016, through three additional secondary offerings and a share repurchase by FOX, the Company's ownership in the outstanding common stock of FOX was further reduced to 14.0%. In March 2017, FOX closed on a secondary offering through which we sold our remaining 5,108,718 shares in FOX for total net proceeds of \$136.1 million, after the underwriter's discount of \$8.9 million. Subsequent to the sale of FOX shares in March 2017, we no longer hold an ownership interest in FOX. Refer to "Note Q - Investment" for additional information related to the Company's investment in FOX.

The Company and its businesses have the following significant related party transactions:

5.11

Related Party Vendor Purchases - 5.11 purchases inventory from a vendor who is a related party to 5.11 through one of the executive officers of 5.11 via the executive's 40% ownership interest in the vendor. During the years ended December 31, 2019, 2018 and 2017, 5.11 purchased approximately \$4.4 million, \$5.0 million, and \$5.6 million, respectively, in inventory from the vendor.

Liberty

Related Party Vendor Purchases - Liberty purchased inventory raw materials from one vendor in 2019 and two vendors in 2018 and 2017 who are related parties to Liberty through two of the executive officers of Liberty via the employment of family members at the vendors. During the years ended December 31, 2019, 2018 and 2017, Liberty purchased approximately \$0.5 million, \$2.1 million and \$2.1 million, respectively, in raw materials from the vendors.

Sterno

Sterno Recapitalization - Refer to "Note O - Noncontrolling Interest" for additional details with regards to the Sterno recapitalization.

Note T – Unaudited Quarterly Financial Data

The following table presents the unaudited quarterly financial data. This information has been prepared on a basis consistent with that of the audited consolidated financial statements and all necessary material adjustments, consisting of normal recurring accruals and adjustments, have been included to present fairly the unaudited quarterly financial data. The quarterly results of operations for these periods are not necessarily indicative of future results of operations. Typically, the first quarter of each fiscal year has the lower results than the remainder of the year, representing the Company's weakest quarter due to seasonality at our businesses. The per share calculations for each of the quarters are based on the weighted average number of shares for each period using the two class method, which requires companies to allocate participating securities that have rights to earnings that otherwise would have been available only to common shareholders as a separate class of securities in calculating earnings per share; therefore, the sum of the quarters will not equal to the full year per share amount.

COMPASS DIVERSIFIED HOLDINGS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

<i>(in thousands)</i>	December 31, 2019	September 30, 2019 ⁽¹⁾	June 30, 2019 ⁽²⁾	March 31, 2019 ⁽³⁾
Total revenues	\$ 386,999	\$ 388,313	\$ 336,084	\$ 338,857
Gross profit	140,790	136,535	122,563	119,555
Operating income (loss)	27,644	(1,267)	20,208	13,611
Income (loss) from continuing operations	4,543	(28,582)	(3,806)	(12,928)
Income from discontinued operations	—	—	15,474	1,427
Gain on sale of discontinued operations, net of tax	810	2,039	206,505	121,659
Net income (loss) attributable to Holdings	<u>\$ 3,808</u>	<u>\$ (27,785)</u>	<u>\$ 216,534</u>	<u>\$ 109,308</u>

Basic and fully diluted income (loss) per share attributable to Holdings:				
Continuing operations	\$ (0.24)	\$ (1.33)	\$ (0.32)	\$ (0.34)
Discontinued operations	0.01	0.03	3.70	2.06
Basic and fully diluted income (loss) per share attributable to Holdings	<u>\$ (0.23)</u>	<u>\$ (1.30)</u>	<u>\$ 3.38</u>	<u>\$ 1.72</u>

⁽¹⁾ The Company recorded goodwill impairment of \$33.4 million in the third quarter of 2019 related to the Velocity operating segment. This amount was reduced in the fourth quarter of 2019 by \$0.5 million upon completion of the impairment analysis.

⁽²⁾ The Company sold its Clean Earth operating segment in the second quarter of 2019, recording a gain on sale of \$206.3 million.

⁽³⁾ The Company sold its Manitoba Harvest operating segment in the first quarter of 2019, recording a gain on sale of \$121.7 million.

<i>(in thousands)</i>	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
Total revenues	\$ 370,918	\$ 360,283	\$ 339,989	\$ 286,130
Gross profit	123,479	123,997	118,479	103,887
Operating income	19,255	20,864	11,702	4,807
Loss from continuing operations	(7,459)	(657)	(8,262)	(2,499)
Income from discontinued operations	898	6,423	7,630	878
Gain on sale of discontinued operations, net of tax	93	—	1,165	—
Net income (loss) attributable to Holdings	<u>\$ (7,179)</u>	<u>\$ 4,726</u>	<u>\$ (908)</u>	<u>\$ (2,341)</u>

Basic and fully diluted income (loss) per share attributable to Holdings:				
Continuing operations	\$ (0.28)	\$ (0.18)	\$ (0.24)	\$ (0.11)
Discontinued operations	0.03	0.11	0.14	0.02
Basic and fully diluted income (loss) per share attributable to Holdings	<u>\$ (0.25)</u>	<u>\$ (0.07)</u>	<u>\$ (0.10)</u>	<u>\$ (0.09)</u>

SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS

<i>(in thousands)</i>	Balance at beginning of Year	Additions			Deductions	Balance at end of Year
		Charge to costs and expense	Other ⁽¹⁾			
Sales allowance accounts - 2019	\$ 11,882	\$ 7,259	\$ —	\$ 4,341	\$ 14,800	
Sales allowance accounts - 2018	\$ 9,395	\$ 3,779	\$ 2,965	\$ 4,257	\$ 11,882	
Sales allowance accounts - 2017	\$ 4,526	\$ 15,298	\$ 1,164	\$ 11,593	\$ 9,395	
Valuation allowance for deferred tax assets - 2019	\$ 6,904	\$ 1,195	\$ —	\$ —	\$ 8,099	
Valuation allowance for deferred tax assets - 2018	\$ 5,912	\$ 1,108	\$ —	\$ 116	\$ 6,904	
Valuation allowance for deferred tax assets - 2017	\$ 7,256	\$ 625	\$ —	\$ 1,969	\$ 5,912	

⁽¹⁾ Represents opening allowance balances related to acquisitions made during the period indicated.

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COMPANY HEADQUARTERS

301 RIVERSIDE AVENUE, SECOND FLOOR
WESTPORT, CT 06880, (203) 221-1703

INDEPENDENT AUDITORS

GRANT THORNTON LLP, NEW YORK, NY

COMMON STOCK LISTING

NYSE TICKER: CODI

TRANSFER AGENT

BROADRIDGE CORPORATE ISSUER SOLUTIONS
P.O. BOX 1342
BRENTWOOD, NY 11717

INVESTOR RELATIONS CONTACT

LEON BERMAN, THE IGB GROUP
(212) 477-8438, LBERMAN@IGBIR.COM

ANNUAL MEETING OF SHAREHOLDERS

MAY 27, 2020, 9:00 A.M., EST
ATTEND THE VIRTUAL MEETING BY VISITING:
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301 RIVERSIDE AVENUE • SECOND FLOOR • WESTPORT, CT 06880
COMPASSDIVERSIFIEDHOLDINGS.COM