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Net sales

$
100,374

$
99,543

$
311,104

$
311,146

Other revenue

812

451

2,200

1,274

Total revenues

101,186

99,994

313,304

312,420

Cost of products sold, including warehouse distribution and store occupancy costs

74,369

73,839

227,051

226,794

Gross profit

26,817

26,155

86,253

85,626

Operating, selling and administrative expenses

29,577

28,602

88,173

87,107

Depreciation and amortization

4,303

4,764

13,120

13,483

Operating loss from continuing operations

(7,063
)

(7,211
)

(15,040
)

(14,964
)
Interest expense, net

478

620

1,603

1,512

Loss from continuing operations, before income taxes

(7,541
)

(7,831
)

(16,643
)

(16,476
)
Income tax expense (benefit) (Note 10)

(476
)

(590

)

(442
)

3,485

Net loss from continuing operations before equity method investments

(7,065
)

(7,241
)

(16,201
)

(19,961
)
Net income on equity method investments

10

113

177

112

Net loss from continuing operations

(7,055
)

(7,128
)

(16,024
)

(19,849
)
Loss from discontinued operations

—

(9
)

—

(123
)
Net loss

(7,055
)

(7,137
)

(16,024
)

(19,972
)
Less: net loss attributable to noncontrolling interest

(164
)

(197
)

(537
)

(218
)
Net loss attributable to Books-A-Million

$
(6,891
)

$
(6,940
)

$
(15,487
)

$
(19,754
)

Net loss per share attributable to Books-A-Million:

Basic and Diluted

Net loss from continuing operations

$
(0.50
)

$
(0.47
)

$
(1.08
)

$
(1.33
)
Net loss from discontinued operations

—

—

—

(0.01
)
Net loss per common share

$
(0.50
)

$
(0.47
)

$
(1.08
)

$
(1.34
)
Weighted average number of shares outstanding

13,912

14,657

14,315

14,725

See notes to condensed consolidated financial statements.

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BOOKS-A-MILLION, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands)
(Unaudited)

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	November 1, 2014	November 2, 2013	November 1, 2014	November 2, 2013
Net loss	$(7,055)	$(7,137)	$(16,024)	$(19,972)
Other comprehensive income, net of tax:				
Foreign currency translation adjustments	(112)	81	(62)	43
Total other comprehensive income (loss), net of tax	(112)	81	(62)	43
Total comprehensive loss	(7,167)	(7,056)	(16,086)	(19,929)
Comprehensive loss attributable to noncontrolling interest	(164)	(197)	(537)	(218)
Comprehensive loss attributable to Books-A-Million	$(7,003)	$(6,859)	$(15,549)	$(19,711)

See notes to condensed consolidated financial statements.

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BOOKS-A-MILLION, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Thirty-nine Weeks Ended	
	November 1, 2014	November 2, 2013
Cash Flows from Operating Activities:		
Net loss	$(16,024)	$(19,972)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation and amortization	13,120	13,483
Amortization of debt issuance costs	227	197
Amortization of lease rights	100	167
Stock-based compensation	606	594
Loss on impairment of assets	436	251
Loss (gain) on disposal of property and equipment	723	(116)
Deferred income taxes	958	3,517
Excess tax expense from stock-based compensation	—	16
Bad debt expense	33	58
Net income on equity method investment	(177)	(112)
(Increase) decrease in assets, net of acquisition:		
Accounts receivable	(175)	(1,725)
Related party receivables	(104)	51
Inventories	(19,446)	(30,667)
Prepayments and other assets	(1,289)	(2,526)
Noncurrent assets	2	—
Increase (decrease) in liabilities, net of acquisition:		
Trade accounts payable	8,157	(2,037)
Related party accounts payable	2,859	(282)
Accrued income taxes	(3)	(520)
Accrued expenses and deferred rent	(4,033)	(6,925)
Total adjustments	1,994	(26,576)
Net cash used in operating activities	(14,030)	(46,548)
Cash Flows from Investing Activities:		
Capital expenditures	(20,480)	(23,119)
Proceeds from disposal of property and equipment	592	836
Acquisition of equity method investment	—	(1,819)
Acquisition of controlling interest in Yogurt Mountain Holding, LLC, net of cash acquired	—	(48)
Net cash used in investing activities	(19,888)	(24,150)
Cash Flows from Financing Activities:		
Short-term borrowings	149,880	205,542
Repayments of short-term borrowings	(123,952)	(141,157)
Proceeds from the issuance of long-term debt	8,215	13,211
Debt issuance costs	(563)	(892)
Principal payments on debt	(419)	(72)
Principal payments on capital lease obligations	(393)	(204)
	55	62

Proceeds from the issuance of common stock under employee stock purchase plan		
Purchase of treasury stock	(2,130)	(975)
Excess tax benefit (expense) from stock-based compensation	40	(16)
Dividends paid	(45)	—
Net cash provided by financing activities	30,688	75,499
Net increase (decrease) in Cash and Cash Equivalents	(3,230)	4,801
Cash and Cash Equivalents at Beginning of Period	9,926	4,988
Cash and Cash Equivalents at End of Period	$6,696	$9,789
Supplemental Disclosures of Cash Flow Information:		
Cash paid (received) during the period for:		
Interest	$1,380	$1,228
Net income taxes (refunds)	$(390)	$(1,388)
Supplemental Disclosures of Non Cash Investing Activities:		
Capital expenditures in accrued expenses	$1,014	$837

See notes to condensed consolidated financial statements.

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BOOKS-A MILLION, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Basis of Presentation
The unaudited condensed consolidated financial statements include the accounts of Books-A-Million, Inc. and its subsidiaries (collectively, the "Company"). The Company consists of Books-A-Million, Inc. and its ten subsidiaries: American Wholesale Book Company, Inc., booksamillion.com, inc., BAM Card Services, LLC, Preferred Growth Properties, LLC, PGP Florence, LLC, PGP Gardendale, LLC, PGP Fayetteville, LLC, PGP Jacksonville, LLC, Pickering Partners, LLC, and Yogurt Mountain Holding, LLC. All inter-company balances and transactions have been eliminated in the consolidation. For a discussion of the Company’s business segments, see Note 7, "Business Segments."
The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and are presented pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, certain financial information and disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. These unaudited condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements and the notes thereto contained in the Company’s Annual Report on Form 10-K for the fiscal year ended February 1, 2014. In the opinion of management, the unaudited condensed consolidated financial statements included herein contain all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of the Company’s financial position, and the results of its operations and cash flows for the periods presented.
Like many retailers, the Company's retail trade and electronic commerce segments are seasonal, with a large portion of sales and operating profit realized during the fourth fiscal quarter, which includes the holiday selling season. Thus, the quarterly results of operations are not necessarily indicative of annual results.
Certain reclassifications for discontinued operations and other insignificant reclassifications of amounts included in this report for prior periods were necessary to conform to the presentation of the thirteen and thirty-nine weeks ended November 1, 2014.
Stock-Based Compensation
The Company’s pre-tax compensation cost for stock-based employee compensation was approximately $0.2 million for each of the thirteen weeks ended November 1, 2014 and November 2, 2013, respectively. The Company’s pre-tax compensation cost for stock-based employee compensation was approximately $0.6 million for each of the thirty-nine weeks ended November 1, 2014 and November 2, 2013, respectively.
2005 Incentive Award Plan
During 2005, the Company adopted and the Company’s stockholders approved the Books-A-Million, Inc. 2005 Incentive Award Plan (as amended, the "2005 Plan"). On May 30, 2014, the stockholders of the Company approved an additional 1,500,000 shares available for issuance under the 2005 Plan and an extension of the expiration date of the 2005 Plan from June 1, 2015 to June 1, 2018. An aggregate of 3,500,000 shares of common stock may be awarded under the 2005 Plan. From June 1, 2005 through November 1, 2014, equity awards under the 2005 Plan have consisted solely of awards of restricted stock. As of November 1, 2014, the number of shares of common stock reserved for issuance under the 2005 Plan for outstanding stock-based awards was 1,225,240 shares.

A summary of the status of unvested restricted stock grants to employees and directors under the 2005 Plan for the thirty-nine weeks ended November 1, 2014 is as follows (shares in thousands):

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BOOKS-A MILLION, INC. AND SUBSIDIARIES
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(Unaudited)

	Thirty-nine Weeks Ended November 1, 2014	
	Shares	Weighted Average Grant Date Fair Value
Shares at beginning of period	551	$ 3.39
Shares granted	645	2.05
Shares vested	(104)	2.94
Shares forfeited	(26)	2.38
Shares at end of period	1,066	$ 2.65

The Company’s unvested restricted stock participates in any dividends declared and retains voting rights for the granted shares.

Other Information

As of November 1, 2014, the Company had approximately $1.4 million of total unrecognized compensation cost related to unvested awards granted under the 2005 Plan, which it expects to recognize over the following fiscal years:

Fiscal Year	Unrecognized Stock-Based Compensation Expense (in thousands)
2015	$250
2016	776
2017	310
2018	62
Total	$1,398

The Company maintains an employee stock purchase plan (as amended, the "Amended and Restated Employee Stock Purchase Plan") under which shares of the Company’s common stock are reserved for purchase by employees at 85% of the fair market value of the common stock at the lower of the market value for the Company’s stock as of the beginning of the fiscal year or the end of the fiscal year. Since its inception, an aggregate total of 600,000 shares have been made available for issuance under the Amended and Restated Employee Stock Purchase Plan. As of November 1, 2014, 476,041 shares have been issued. The Company received cash proceeds from issuances of stock under the Amended and Restated Employee Stock Purchase Plan during each of the thirty-nine weeks ended November 1, 2014 and November 2, 2013 of $0.1 million. The impact of these cash receipts is included in financing activities in the accompanying condensed consolidated statements of cash flows.

BOOKS-A MILLION, INC. AND SUBSIDIARIES
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2. Adoption of New Accounting Standards

In August 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") No. 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern (ASU 2014-15), which provides guidance around management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. Under the new guidance, disclosures are required when conditions give rise to substantial doubt about an entity's ability to continue as a going concern within one year from the financial statement issuance date. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. The adoption of this standard is not expected to have a material impact on the Company's financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (ASU 2014-09). The standard provides companies with a single model for use in accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance, including industry-specific revenue guidance. The core principle of the model is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In order to do so, an entity would follow the five-step process for in-scope transactions: (1) identify the contract with a customer; (2) identify the separate performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the separate performance obligations in the contract; and (5) recognize revenue when (or as) the entity satisfies a performance obligation. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016 and interim periods within that year. Early adoption is not permitted. The guidance permits companies to either apply the requirements retrospectively to all prior periods presented or apply the requirements in the year of adoption through a cumulative adjustment. The Company is in the process of determining the method of adoption and assessing the impact of this ASU on its consolidated financial statements.

In April 2014, the FASB issued ASU No. 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity (ASU 2014-08). ASU 2014-08, among other things, raises the threshold for disposals to qualify as discontinued operations. Under ASU 2014-08, a discontinued operation is (1) a component of an entity or group of components that has been disposed of by sale, disposed of other than by sale or is classified as held for sale that represents a strategic shift that has or will have a major effect on an entity's operations and financial results or (2) an acquired business or nonprofit activity that is classified as held for sale on the date of the acquisition. ASU 2014-08 also requires additional disclosures for discontinued operations and new disclosures for individually material disposal transactions that do not meet the definition of a discontinued operation. This ASU is effective for annual periods beginning on or after December 15, 2014 and interim periods within that year. Early adoption of ASU 2014-08 is permitted, but only for disposals (or classifications as held for sale) that have not been reported in financial statements previously issued or available for issue. As a result of ASU 2014-08, the Company will no longer be required to present individual store closures as discontinued operations. The Company reviews the profitability trends and prospects of its existing stores and closes or relocates under-performing stores as part of its retail strategy. For this reason, a store closure does not represent a strategic shift that will have a major effect on the Company's operations and financial results, as defined by ASU 2014-08. The Company elected to early adopt ASU 2014-08 in the first quarter of fiscal year 2015. The Company will continue to present discontinued operations for all stores as previously presented in the Company's fiscal 2014 Annual Report on Form 10-K. During the thirty-nine weeks ended November 1, 2014, there were no stores closed that would be considered discontinued operations.

In July 2013, the FASB issued ASU No. 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists (ASU 2013-11). The amendments in ASU 2013-11 are effective for fiscal years, and interim periods within those years, beginning after

December 15, 2013. ASU 2013-11 provides guidance related to the financial statement presentation of uncertain tax positions (FIN 48) when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. The Company adopted ASU 2013-11 in the first quarter of fiscal year 2015. There was no material impact to the Company's financial statements resulting from the adoption of ASU 2013-11.

3. Net Loss Per Common Share

Basic net loss per common share attributable to the Company is computed by dividing net loss, exclusive of noncontrolling interest, by the weighted average number of common shares outstanding for the period. Diluted net loss per common share reflects the potential dilution, using the treasury stock method, that could occur if share based payments are

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exercised. In periods of profitability, diluted net loss per common share has been computed based on the weighted average number of shares outstanding, including the effect of outstanding share based payments, if dilutive.
For the thirteen and thirty-nine weeks periods ended November 1, 2014 and November 2, 2013, certain share based payments were outstanding but were excluded from the computation of diluted weighted average shares outstanding because their effect would have been anti-dilutive due to the net loss in all periods presented.

4. Related Party Transactions

Charles C. Anderson, Chairman Emeritus and a former director of the Company, Terry C. Anderson, a director of the Company, and Clyde B. Anderson, the Executive Chairman and a director of the Company, have controlling ownership interests in other entities with which the Company conducts business. Significant transactions between the Company and these various other entities are summarized in the following paragraphs.
The Company purchases a portion of its in-store merchandise from a subsidiary of Anderson Media Corporation ("Anderson Media"), an affiliate of the Company through common ownership. During the thirty-nine weeks ended November 1, 2014 and November 2, 2013, purchases of these items from Anderson Media totaled $15.7 million and $14.4 million, respectively. Amounts payable to Anderson Media at November 1, 2014 and February 1, 2014 were $4.5 million and $1.3 million, respectively. Amounts receivable from Anderson Media related to retail display allowances and shipping costs as of November 1, 2014 and February 1, 2014 were $0.2 million and $0.1 million, respectively. The Company purchases certain of its collectibles, gifts and books from Anderson Press, Inc. ("Anderson Press"), an affiliate of the Company through common ownership. During each of the thirty-nine weeks ended November 1, 2014 and November 2, 2013, such purchases from Anderson Press totaled $0.3 million. Amounts payable to Anderson Press at November 1, 2014 and February 1, 2014 were $0.1 million and $0.2 million, respectively. The Company utilizes import sourcing and consolidation services from Anco Far East Importers, LTD ("Anco Far East"), an affiliate of the Company through common ownership. The total amount paid to Anco Far East was $1.7 million and $1.3 million during the thirty-nine weeks ended November 1, 2014 and November 2, 2013, respectively. These amounts paid to Anco Far East included the actual cost of the product, as well as fees for sourcing and consolidation services. All costs other than the sourcing and consolidation service fees were passed through from other vendors. Anco Far East fees, net of the passed-through costs, were $0.1 million during each of the thirty-nine weeks ended November 1, 2014 and November 2, 2013. Amounts payable to Anco Far East were $0.2 million at both November 1, 2014 and February 1, 2014.
The Company leases its principal executive offices from a trust, which was established for the benefit of the grandchildren of Charles C. Anderson. The lease was amended in the second quarter of fiscal 2015 to extend the term 10 years ending on May 31, 2024. During each of the thirty-nine weeks ended November 1, 2014 and November 2, 2013, the Company paid rent of $0.1 million to the trust under this lease. Anderson & Anderson LLC ("A&A"), an affiliate of the Company through common ownership, also leases two buildings to the Company. The Company's leases with A&A expire on February 28, 2017. During each of the thirty-nine weeks ended November 1, 2014 and November 2, 2013, the Company paid A&A a total of $0.3 million in connection with such leases. The total of minimum future rental payments under all of these related party leases was $1.8 million at November 1, 2014. The Company also subleases a portion of its leased corporate office space in Birmingham, Alabama to Anderson Growth Partners, LLC ("Anderson Growth Partners"), an affiliate of the Company through common ownership. The sublease with Anderson Growth Partners will expire on May 23, 2020. During the thirty-nine weeks ended November 1, 2014 and November 2, 2013, the Company received approximately $74,000 and $49,000 respectively, in rental payments from Anderson Growth Partners. The total of minimum future rental payments to the Company under this lease was $0.6 million at November 1, 2014.
The Company leases property to Hibbett Sports, Inc. ("Hibbett"), a sporting goods retailer in the United States. The Company's lease on the property with Hibbett expires in February 2017. Albert C. Johnson, who served as a director of the Company until May 30, 2014, and Terrance G. Finley, Chief Executive Officer and President of the Company, are members of Hibbett's Board of Directors. During each of the thirty-nine weeks ended November 1, 2014 and

November 2, 2013, the Company received $0.1 million in rent payments from Hibbett. The total of minimum future rental payments under this related party lease was $0.3 million at November 1, 2014.
The Company, A&A, American Promotional Events, Inc., Anderson Growth Partners and Anderson Press (collectively the "Co-ownership Group") co-own two airplanes that are used by the Company in its business. The Company owns a 19.7% interest in these airplanes. During the thirty-nine weeks ended November 1, 2014 and November 2, 2013, the

BOOKS-A MILLION, INC. AND SUBSIDIARIES
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Company was billed $0.3 million and $0.5 million, respectively, by the Co-ownership Group under a cost sharing arrangement for the Company's use of the airplanes. The expenses that the Company pays for airplane use cover all of the variable costs attributable to the Company's use of the planes and a portion of the fixed costs. Additionally, in conjunction with the acquisition of one of the previously mentioned airplanes, on July 31, 2013, the Company, along with other members of the Co-ownership Group, entered into a promissory note with Aircraft SPE 2013, LLC for the purpose of repaying the indebtedness incurred by Aircraft SPE 2013, LLC for the acquisition of the airplane. The principal amount of the Company's note is $0.6 million and matures on September 1, 2018. The note bears interest equal to the thirty-day LIBOR rate plus 2.75%. The Company is required to make periodic payments of principal and interest over the term of the loan, with interest calculated as if the loan were outstanding over a 15 years term, with a balloon payment for any remaining principal and interest balance at the September 1, 2018 maturity date. The outstanding balance of the note at November 1, 2014 was $0.6 million.
The Company and Anderson Private Capital Partners I, L.P. ("APCP") each holds a 50% ownership interest in Yogurt Mountain Holding, LLC ("Yogurt Mountain"). APCP is an affiliate of the Company through common ownership. Upon the Company's and APCP's acquisition of an equity interest in Yogurt Mountain, APCP and the Company entered into a line of credit agreement (the "Line of Credit") with Yogurt Mountain pursuant to which the Company and APCP each committed to provide up to $1.5 million to Yogurt Mountain under a non-revolving line of credit through March 2015, bearing interest at 9.0%. Yogurt Mountain must pay an annual commitment fee of 0.25% on the unused portion of the commitment. The proceeds from the Line of Credit must be used by Yogurt Mountain for the purpose of new store growth capital requirements. Effective November 14, 2011, the Company and APCP entered into a Forbearance Agreement with Yogurt Mountain, raising the interest rate to 11.0% and limiting the borrowings under the line of credit to $1.0 million each. The Company and APCP entered into an Amendment to the Line of Credit Loan Agreement (the "Amended Loan Agreement") effective March 25, 2013. The Amended Loan Agreement allows Yogurt Mountain to use the remaining availability of $0.5 million from each of the Company and APCP's Line of Credit to finance capital expenditures, or such other purposes as approved by the Company and APCP. During December 2013, the Company and APCP entered into an agreement with Yogurt Mountain to settle the debt and accrued interest that Yogurt Mountain owed the two entities under the Line of Credit. The agreement stipulated that the debt owed, $1.0 million due to APCP and $1.0 million due to the Company, as of the date of the agreement, be converted to capital contributions to Yogurt Mountain, fully satisfying the obligations. At February 1, 2014, the Company's equity interest in Yogurt Mountain has been eliminated for the purposes of financial reporting, and the conversion to equity in Yogurt Mountant of APCP's $1.0 million portion owed to it under the Line of Credit is shown as an increase to noncontrolling interest. See Note 14, "Variable Interest Entities," for additional information regarding the Company's ownership interest in Yogurt Mountain. All related party transactions between the Company and Yogurt Mountain subsequent to the Company's consolidation of Yogurt Mountain have been eliminated for the thirty-nine weeks ended November 1, 2014.
The Company and Anco Far East have equity interests in That Company Called IF, Limited ("IF") of 25% and 45%, respectively. See Note 13, "Equity Method Investments," for additional information regarding the Company's investment in IF. During the thirty-nine weeks ended November 1, 2014 and November 2, 2013, the Company purchased items from IF in the amount of $0.9 million and $0.4 million, respectively. The Company had amounts payable to IF of $42,000 at November 1, 2014 and $39,000 at February 1, 2014.
During the fourth quarter of fiscal 2014, the Company sold 100 units of limited liability company interest of its Preferred Growth Properties subsidiary to four related party investors, three of whom serve as executive officers of the Company, Terrance G. Finley, Chief Executive Officer and President, R. Todd Noden, Executive Vice President and Chief Financial Officer, and James F. Turner, Executive Vice President/Real Estate and Business Development. The units were valued at $10,000 each. 40 units were purchased by Mr. Finley for $0.4 million, 20 units were purchased by Mr. Noden for $0.2 million, 20 units were purchased by Mr. Turner for $0.2 million, and 20 units were purchased by a non-executive employee for $0.2 million. The 100 units equated to a 5.1% interest in PGP, with the Company

owning the remaining 94.9% of PGP units. The equity of PGP owned by the four investors is presented as a component of noncontrolling interest within the condensed consolidated financial statements. During the thirty-nine weeks ended November 1, 2014, a dividend was paid to PGP unit holders, representing dividends for the first, second and third quarters of fiscal 2015. The related party investors collectively received $45,000 with respect to this dividend payment. The Company also had dividends payable to these related party investors of $15,000 collectively at November 1, 2014.

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5. Commitments and Contingencies
The Company is a party to various legal proceedings incidental to its business. The Company accrues for costs related to these matters when a loss is probable and the amount of the ultimate liability can be reasonably estimated. In the opinion of management, after consultation with legal counsel, there were no matters that required an accrual as of November 1, 2014 or February 1, 2014, nor were there any asserted or unasserted claims for which material losses are reasonably possible.
From time to time, the Company enters into certain types of agreements that require the Company to indemnify parties against third party claims. Generally, these agreements relate to: (a) agreements with vendors and suppliers, under which the Company may provide customary indemnification to its vendors and suppliers in respect of actions that they take at the Company's request or otherwise on its behalf, (b) agreements with vendors who publish books or manufacture merchandise specifically for the Company to indemnify the vendors against trademark and copyright infringement claims concerning the books published or merchandise manufactured on behalf of the Company, (c) real estate leases, under which the Company may agree to indemnify the lessors for claims arising from the Company's use of the property and (d) agreements with the Company's directors, officers and employees, under which the Company may agree to indemnify such persons for liabilities arising out of their relationship with the Company. The Company has Directors and Officers Liability Insurance, which, subject to the policy's conditions, provides coverage for indemnification amounts payable by the Company with respect to its directors and officers up to specified limits and subject to certain deductibles.
The nature and terms of these types of indemnities vary. The events or circumstances that would require the Company to perform under these indemnities are transaction and circumstance specific. The overall maximum amount of possible obligations cannot be reasonably estimated. Historically, the Company has not incurred significant costs related to performance under these types of indemnities. No liabilities have been recorded for these obligations on the Company's balance sheet at November 1, 2014 or February 1, 2014, as such potential liabilities were not probable at such dates.
6. Inventories
The Company utilizes the last-in, first-out ("LIFO") method of accounting for inventories. An actual valuation under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management's estimates of expected year-end inventory levels and costs and are subject to the final year-end LIFO inventory valuation. The cumulative difference between the first-in, first-out ("FIFO") cost and the stated LIFO cost was $4.9 million and $4.6 million as of November 1, 2014 and February 1, 2014, respectively. Inventory balances at November 1, 2014 and February 1, 2014 were as follows (dollars in thousands):

	November 1, 2014	February 1, 2014
Inventories (at FIFO)	$223,899	$204,220
LIFO reserve	(4,869)	(4,636)
Net inventories	$219,030	$199,584

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(Unaudited)

7. Business Segments
The Company has three reportable operating segments: retail trade; electronic commerce trade; and real estate development and management. These reportable operating segments reflect the manner in which the business is managed and how the Company allocates resources and assesses performance internally. The chief operating decision makers of the Company are the Company's Executive Chairman and Chief Executive Officer and President.
The Company's three reportable segments are three distinct business units: a traditional retailer of book and related merchandise, a seller of book and related merchandise primarily over the Internet, and a real estate business that owns, develops and leases commercial retail real estate. The retail trade segment makes up the majority of the Company's sales and includes the bookstore locations and its distribution center operations, as well as Yogurt Mountain owned stores and franchises. These businesses all share similar economic characteristics and, therefore, have been aggregated into the retail trade segment. Through the distribution center operations, the Company also sells books and general merchandise to outside parties on a wholesale basis. These wholesale sales are not material. The electronic commerce trade segment is managed separately from the retail trade segment due to divergent technology and marketing requirements. Both the retail trade segment and the electronic commerce trade segment derive revenues primarily from the sale of books, magazines and general merchandise, including gifts, cards, games, toys, collectibles, music, DVDs, electronic devices and accessories. The real estate development and management segment is managed separately from the retail trade and electronic commerce trade segments, with a focus on deriving revenues through developing and leasing commercial retail real estate for the purpose of earning rental income. Currently, the Company owns and operates four shopping centers located in Florence, Alabama, Gardendale, Alabama, Fayetteville, North Carolina and Jacksonville, Florida, comprised of an aggregate total of 316,000 square feet. The Jacksonville, Florida property was purchased in July 2014 for $5.3 million.

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	November 1, 2014	November 2, 2013	November 1, 2014	November 2, 2013
Segment Information (in thousands)				
Total Revenues				
Retail Trade	$99,358	$97,744	$307,418	$305,276
Electronic Commerce Trade	5,437	5,682	14,759	16,926
Real Estate Development and Management	812	593	2,128	1,367
Intersegment Sales Elimination	(4,421)	(4,025)	(11,001)	(11,149)
Total Revenues	$101,186	$99,994	$313,304	$312,420
Operating Gain (Loss) from Continuing Operations				
Retail Trade	$(6,783)	$(6,969)	$(15,151)	$(14,629)
Electronic Commerce Trade	(126)	(250)	101	(100)
Real Estate Development and Management	241	227	843	435
Intersegment Elimination of Certain Costs	(395)	(219)	(833)	(670)
Total Operating Loss from Continuing Operations	$(7,063)	$(7,211)	$(15,040)	$(14,964)

	November 1, 2014	February 1, 2014
Assets		
Retail Trade	$284,975	$271,406
Electronic Commerce Trade	858	1,501
Real Estate Development and Management	41,126	29,825

Total Assets	$326,959	$302,732

A reconciliation of operating loss from reportable segments to loss from continuing operations before income taxes in the condensed consolidated financial statements is as follows:

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	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	November 1, 2014	November 2, 2013	November 1, 2014	November 2, 2013
Reportable segments operating loss	$(7,063)	$(7,211)	$(15,040)	$(14,964)
Interest expense, net	478	620	1,603	1,512
Consolidated loss from continuing operations before income taxes	$(7,541)	$(7,831)	$(16,643)	$(16,476)

For the thirteen and thirty-nine weeks ended November 1, 2014 and November 2, 2013, respectively, sales by merchandise category related to our retail trade and electronic commerce trade segments, as a percentage of total net sales, were as follows:

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	November 1, 2014	November 2, 2013	November 1, 2014	November 2, 2013
Books and magazines	70.6 %	71.4 %	71.0 %	73.5 %
General merchandise	12.9 %	11.7 %	12.7 %	11.9 %
Café and yogurt	5.7 %	6.3 %	5.7 %	5.3 %
Electronics, eBooks and accessories	1.1 %	1.7 %	1.2 %	2.0 %
Media	4.5 %	3.5 %	4.2 %	3.2 %
Other	5.2 %	5.4 %	5.2 %	4.1 %
Total	100.0 %	100.0 %	100.0 %	100.0 %

General merchandise consists of gifts, cards, games, toys, collectibles and similar types of products. Café and yogurt consists of coffee, tea, yogurt and other edible products, as well as gift items related to our Joe Muggs cafés. Media includes music, videos and software.

8. Discontinued Operations

The Company early adopted ASU 2014-08 for the thirteen weeks ended May 3, 2014 and as such no longer includes closed stores as discontinued operations. See Note 2, "Adoption of New Accounting Standards." For the thirty-nine weeks ended November 1, 2014 and November 2, 2013, the Company has presented discontinued operations for four stores previously presented as discontinued operations in the Company's fiscal 2014 Annual Report on Form 10-K. For the thirteen weeks ended November 1, 2014 and November 2, 2013, the closed stores had sales of zero and $0.4 million, respectively, and a net loss of zero and $9,000, respectively. For the thirty-nine weeks ended November 1, 2014 and November 2, 2013, the closed stores had sales of zero and $3.1 million, respectively, and a net loss of zero and $123,000, respectively.

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9. Short-term Borrowing and Long-term Debt

The Company's primary sources of liquidity are cash flows from operations, including credit terms from vendors, and borrowings under its credit facility. On March 21, 2011, the Company entered into a credit agreement (the "Credit Agreement") for a revolving credit facility (the "Credit Facility") with Bank of America, N.A. ("Bank of America"), as Administrative Agent, Swing Line Lender and Issuing Bank, and a group of participating financial institutions under which the Company may borrow up to the maximum principal amount of $150.0 million, which may be increased to $200.0 million under certain circumstances, and which was originally scheduled to mature on March 21, 2016. On June 28, 2013, the Company entered into an Amended and Restated Credit Agreement with Bank of America whereby the parties agreed, among other things, (i) to extend the maturity date of the Credit Agreement to June 27, 2018, (ii) to lower the applicable margin to 1.50% - 2.00% for LIBOR loans and 0.50% - 1.00% on prime rate loans, and (iii) to lower the fee imposed on the unused portion of the loan to 0.25%. As of November 1, 2014, the maximum principal amount available under the Credit Facility was $144.1 million, based on the calculated borrowing base availability at that time. Interest on borrowings under the Credit Facility is determined based upon the LIBOR rate plus an applicable margin (as specified in the Amended and Restated Credit Agreement). Pursuant to the Amended and Restated Credit Agreement, the participating financial institutions have agreed to make revolving loans to the Company and to issue, up to a $35.0 million sublimit, letters of credit for the Company. Under the Amended and Restated Credit Agreement, Bank of America, in its capacity as Swing Line Lender, has also agreed to make same day advances to the Company in the form of swing line loans up to a $15.0 million sublimit. The obligations of the Company under the Amended and Restated Credit Agreement are secured by the inventories, accounts receivable and certain other personal property of the Company, pursuant to the terms of a security agreement with Bank of America and the other lenders. Additionally, the Amended and Restated Credit Agreement contains certain non-financial covenants. The Company was in compliance with these covenants at November 1, 2014.

As of November 1, 2014, there were outstanding borrowings under the Credit Facility (excluding the face amount of letters of credit issued thereunder) of $44.6 million, which bear interest at variable rates (with a weighted average of 1.87% as of November 1, 2014 based on the 7-day LIBOR rate plus the applicable margin as of such date on $44.0 million, and 3.25% as of November 1, 2014 based on the prime rate plus the applicable margin as of such date on $0.6 million). The Company had $18.7 million in borrowings outstanding under the Credit Facility (excluding the face amount of letters of credit issued thereunder) as of February 1, 2014. The face amount of letters of credit issued under the Credit Facility as of both November 1, 2014 and February 1, 2014 was $6.8 million. The maximum and average outstanding borrowings under the Credit Facility (excluding the face amount of letters of credit issued thereunder) during the thirty-nine weeks ended November 1, 2014 were $51.0 million and $42.3 million, respectively.

During fiscal 1996 and fiscal 1995, the Company acquired and constructed certain warehouse and distribution facilities with the proceeds of loans made pursuant to an industrial development revenue bond (the "Bond"). As of both November 1, 2014 and February 1, 2014, there was $4.3 million outstanding under the Bond, which bears interest at a variable rate. The interest rate on the Bond was 1.25% at both November 1, 2014 and February 1, 2014. The bond is held by Wells Fargo Bank, National Association ("Wells Fargo"). Pursuant to an Amended and Restated Bond Agreement dated June 30, 2011, the Company's subsidiary, American Wholesale Book Company, Inc. ("American Wholesale"), and Wells Fargo agreed, among other things, (i) to extend the period during which Wells Fargo will hold the Bond until March 13, 2016, (ii) to replace the original guaranty with a new Continuing Guaranty executed by the Company and certain of its subsidiaries, including booksamillion.com, inc. and BAM Card Services, LLC, which obligation provides a maximum liability of $5,880,000 for the Company and its affiliates, jointly and severally, and (iii) that American Wholesale will maintain a standby letter of credit equal at all times to at least the outstanding principal amount of the Bond, which was $4.3 million and included in the aggregate letters of credit mentioned above as of November 1, 2014, for the benefit of Wells Fargo. The Company is obligated to repurchase the Bond on March 13, 2016 unless Wells Fargo exercises the option to extend the Bond's maturity date up to

December 1, 2019.
On July 18, 2013, the Company, through its subsidiary PGP Florence, LLC ("PGP Florence"), entered into a $12.6 million loan agreement with Protective Life Insurance Company for the purpose of financing PGP Florence's real estate development and leasing operations. The loan matures on August 1, 2033 and bears a fixed interest rate of 4.0%. The Company is required to make periodic payments of principal and interest over the term of the loan. The loan is secured by PGP Florence's real estate property, the Renaissance City Center located in Florence, Alabama. The loan agreement contains certain non-financial covenants. The Company was in compliance with these covenants at November 1, 2014. As of November 1, 2014, the outstanding balance of the loan was $12.1 million, of which $0.4 million was classified as short-term borrowings.

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On May 30, 2014, PGP Gardendale, LLC, a subsidiary of the Company ("PGP Gardendale"), entered into a $17.3 million loan agreement with Protective Life Insurance Company for the purpose of financing PGP Gardendale's real estate development and leasing operations. The loan is funded in increments with a first funding, as of May 30, 2014, in the principal amount of $5.0 million. The loan included a Holdback Agreement that provided for additional funding up to $12.3 million based on the scope of the project. During the quarter ended November 1, 2014, the scope of the project was revised to qualify for the Reduced Holdback Amount of $10.0 million. Subsequent funding of the remaining $10.0 million balance is subject to PGP Gardendale's satisfaction of the lender's disbursement conditions. The loan matures on June 1, 2034 and bears a fixed interest rate of 5.0%. The Company is required to make periodic payments of principal and interest over the term of the loan beginning on July 1, 2015. The loan is secured by PGP Gardendale’s real estate property, the Magnolia City Place located in Gardendale, Alabama. As of November 1, 2014, the outstanding balance of the loan was $5.0 million and was classified as long-term debt.

On August 18, 2014, PGP Fayetteville, LLC ("PGP Fayetteville"), a wholly owned subsidiary of the Company, entered into a $3.2 million loan agreement with Protective Life Insurance Company for the purpose of financing PGP Fayetteville's real estate development and leasing operations. The loan matures on September 1, 2029 and bears a fixed interest rate of 4.625%. The Company is required to make periodic payments of principal and interest over the term of the loan beginning on October 1, 2014. The loan is secured by PGP Fayetteville’s real estate property, the La Fayette City Place located in Fayetteville, North Carolina. As of November 1, 2014, the outstanding balance of the loan was $3.2 million, of which $0.2 million was classified as short-term borrowings.

10. Income Taxes

The Company’s income tax benefit during the thirteen week period ended November 1, 2014 was $0.5 million on a pretax loss from continuing operations (inclusive of equity method investment income/loss) of $7.5 million, representing an effective tax rate of 6.3%. In comparison, the Company’s income tax benefit during the thirteen week period ended November 2, 2013 was $0.6 million on a pretax loss from continuing operations (inclusive of equity method investment income/loss) of $7.7 million, representing an effective tax rate of 7.7%.

During the thirty-nine week period ended November 1, 2014, the Company's income tax benefit was $0.4 million on a pretax loss from continuing operations (inclusive of equity method investment income/loss) of $16.5 million, representing an effective tax rate of 2.7%. In comparison, the Company’s income tax expense during the thirty-nine week period ended November 2, 2013 was $3.5 million on a pretax loss from continuing operations (inclusive of equity method investment income/loss) of $16.3 million, representing an effective tax rate of (21.0)%.

The effective tax rate of 6.3% and 2.7% during the thirteen and thirty-nine week periods ended November 1, 2014, respectively, primarily resulted from tax benefits recognized as a result of a net operating loss carryback and the expiration of uncertain tax positions, offset in part by increases in deferred tax liabilities with indefinite reversal patterns. No income tax benefit was recognized for a net increase in deferred tax assets (exclusive of deferred tax liabilities with indefinite reversal patterns) because the valuation allowance against the Company’s deferred tax assets was increased by $2.1 million and $5.1 million in the thirteen and thirty-nine week periods ended November 1, 2014. Such increases in the valuation allowance resulted in a full valuation allowance against net deferred tax assets (exclusive of deferred tax liabilities with indefinite reversal patterns). The valuation allowance was increased because the Company had determined, based on the weight of all available positive and negative evidence, that it was not more likely than not that such deferred assets will be realized in the future.

The effective tax rate of 7.7% during the thirteen week period ended November 2, 2013 primarily resulted from the decrease in income tax contingencies during the period. The effective tax rate of (21.0)% during the thirty-nine week period ended November 2, 2013 primarily resulted from the establishment of a valuation allowance against a portion of the Company’s deferred tax assets in the second quarter of fiscal year 2014. Such valuation allowance was

established because the Company had determined, based on the weight of all available positive and negative evidence, that it was not more likely than not that such deferred assets would be realized in the future.
The Company and its subsidiaries are subject to U.S. federal income tax, as well as income tax of multiple state jurisdictions. The Company is no longer subject to U.S. federal income tax examinations by tax authorities for fiscal years prior to fiscal 2012. With respect to state and local jurisdictions, with limited exceptions, the Company and its subsidiaries are no longer subject to income tax audits for fiscal years prior to fiscal 2011.
As of November 1, 2014, the gross amount of unrecognized tax benefits, inclusive of estimated interest and penalties, due to uncertain tax positions was $0.1 million, all of which would affect the effective tax rate if recognized. The

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Company recognizes accrued estimated interest and penalties related to unrecognized tax benefits in income tax expense. The Company had approximately $56,000 in estimated interest and penalties related to unrecognized tax benefits accrued as of November 1, 2014.

11. Fair Value Measurements

The carrying amounts of other financial instruments reported on the balance sheet for current assets and current liabilities, excluding our short-term borrowings consisting of amounts outstanding under the Credit Facility as discussed below, approximate their fair values because of the short maturity of these instruments.

At November 1, 2014, there was $44.6 million outstanding under the Credit Facility (excluding the face amount of letters of credit issued under the Amended and Restated Credit Agreement), $12.1 million outstanding under the PGP Florence commercial real estate debt, $5.0 million outstanding under the PGP Gardendale commercial real estate debt, $3.2 million outstanding under the PGP Fayetteville commercial real estate debt, $0.6 million outstanding in related party debt, and $4.3 million outstanding under the Bond. Fair value approximates the carrying amount for the Credit Facility, the Bond and the related party debt, as the variable interest rates re-price frequently at observable current market rates, and as such their fair values are categorized as Level 2 (quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar instruments in markets that are not active) within the fair value hierarchy. The PGP Florence commercial real estate debt, the PGP Gardendale commercial real estate debt and the PGP Fayetteville commercial real estate debt had estimated fair values of $12.1 million, $5.0 million and $3.2 million, respectively, at November 1, 2014. These estimated fair values are based on similar transactions and yields in an active market for similarly rated debt, thus categorized as a Level 2 within the fair value hierarchy.

12. Gift Card Revenue Recognition

The Company sells gift cards to its customers in its retail stores. The gift cards do not have an expiration date. Income is recognized from gift cards when: (1) the gift card is redeemed by the customer; or (2) the likelihood of the gift card being redeemed by the customer is remote based on historical trends (gift card breakage), and there is no legal obligation to remit the value of the unredeemed gift cards to the relevant jurisdictions. The gift card breakage rate is determined based upon historical redemption patterns. Based on this historical information, the likelihood of a gift card remaining unredeemed can be determined after 24 months of card inactivity. At that time, breakage income is recognized for those cards for which the likelihood of redemption is deemed to be remote and for which there is no legal obligation to remit the value of such unredeemed gift cards to the relevant jurisdictions. Breakage income for each of the thirteen weeks ended November 1, 2014 and November 2, 2013 was $0.1 million. Breakage income for each of the thirty-nine weeks ended November 1, 2014 and November 2, 2013 was $0.5 million.

13. Equity Method Investments

The Company holds a 25% equity method investment in IF. IF is an established trade gift supplier of innovative gifts and book accessories to retailers in over 70 countries worldwide. The Company acquired its interest in IF for $1.8 million in April 2013. IF is a separate and distinct legal entity from the Company and its subsidiaries and has separate assets, liabilities and operations. The other ownership interests in IF of 45% and 30% are owned by Anco Far East and the principals of IF, respectively.

The Company previously held an equity method investment in Yogurt Mountain, which consisted of a 40% equity interest in Yogurt Mountain. Yogurt Mountain was formed for the purpose of developing and operating retail yogurt stores and franchising retail yogurt stores to third party franchisees. In March 2010, the Company acquired its equity interest in Yogurt Mountain for $3.0 million. During the thirteen weeks ended August 3, 2013, the Company increased its ownership percentage in Yogurt Mountain to 50% and, as a result, gained a controlling interest in Yogurt Mountain. The Company therefore ceased accounting for Yogurt Mountain under the equity method of accounting and has consolidated Yogurt Mountain for all periods subsequent to its acquisition of a controlling interest.

14. Variable Interest Entities

The Company increased its ownership percentage in Yogurt Mountain on July 19, 2013 from 40% to 50%, with the remaining 50% ownership held by APCP (see Note 4, "Related Party Transactions"). The Company’s investment in

Yogurt

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Mountain was previously accounted for as an equity method investment. In connection with the increase in ownership percentage, the Company applied ASC 810-10 and determined that Yogurt Mountain was a variable interest entity ("VIE"). An enterprise must consolidate a VIE if it is determined to be the primary beneficiary of the VIE. The primary beneficiary has both (a) the power to direct the activities of the VIE that most significantly impact the entity's economic performance, and (b) the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE. As a result of the increase in the Company's ownership of Yogurt Mountain, the Company determined that both the Company and APCP hold an equal 50% interest in Yogurt Mountain and that both parties equally share in the power to direct the activities of the VIE that most significantly impact the entity's economic performance and the obligation to absorb losses or the right to receive benefits from the VIE. However, the existence of the related party relationship between the Company and APCP required the Company to evaluate which entity was more closely associated with Yogurt Mountain. The Company determined that, due to the similarity of its business with that of Yogurt Mountain's, as well as its involvement with the management of the business, the Company was more closely associated with Yogurt Mountain than APCP and, therefore, was required to consolidate Yogurt Mountain. The Company's investment in Yogurt Mountain, plus any guarantees related to Yogurt Mountain, totaled approximately $3.1 million at November 1, 2014, representing the Company's maximum exposure to loss. The assets and liabilities of Yogurt Mountain were not material to the Company's consolidated financial statements at November 1, 2014. Creditors of Yogurt Mountain do not have recourse against the general credit of the Company.

15. Subsequent Events

In connection with the preparation of its financial statements for the thirteen and thirty-nine weeks ended November 1, 2014, the Company has evaluated events that occurred subsequent to November 1, 2014 through the date these financial statements were available to be issued, to determine whether any of these events required disclosure in the financial statements. The Company is not aware of any subsequent events that would require recognition or disclosure in the financial statements.

16. Accumulated Other Comprehensive Income

The following table presents the changes in accumulated other comprehensive income by component for the thirty-nine weeks ended November 1, 2014 and November 2, 2013, net of tax (in thousands).

	Foreign Currency Translation Adjustment	Total
Beginning balance as of February 2, 2013	$ —	$ —
Other comprehensive income before reclassifications	$ 43	$ 43
Net current-period other comprehensive income	$ 43	$ 43
Ending balance as of November 2, 2013	$ 43	$ 43
Beginning balance as of February 1, 2014	$ 104	$ 104
Other comprehensive income before reclassifications	(62)	(62)
Net current-period other comprehensive income	(62)	(62)
Ending balance as of November 1, 2014	$ 42	$ 42

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Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations
Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

This document contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve a number of risks and uncertainties. A number of factors could cause actual results, performance, achievements of the Company or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These factors include, but are not limited to, the competitive environment in the book retail industry in general and in the Company's specific market areas; inflation or deflation; economic conditions in general and in the Company's specific market areas, including the length of time that the United States economy remains in the current state of limited economic growth; the number of store openings and closings; the profitability of certain product lines and business segments, capital expenditures and future liquidity; liability and other claims asserted against the Company; the impact of electronic books and e-content; uncertainties related to the Internet and the Company's Internet operations; the successful development of the properties held by the Company in connection with the Company’s real estate development and management segment and the Company’s ability to lease these properties; and the factors described in Part I, Item 1A, "Risk Factors" in the Company’s Annual Report on Form 10-K for the fiscal year ended February 1, 2014. In addition, such forward-looking statements are necessarily dependent upon assumptions, estimates and dates that may be incorrect or imprecise and involve known and unknown risks, uncertainties and other factors. Accordingly, any forward-looking statements included herein do not purport to be predictions of future events or circumstances and may not be realized. Given these uncertainties, stockholders and prospective investors are cautioned not to place undue reliance on such forward-looking statements. Please refer to the Company’s annual, quarterly and periodic reports on file with the Securities and Exchange Commission for a more detailed discussion of these and other risks that could cause results to differ materially. The Company disclaims any obligations to update any such factors or to publicly announce the results of any revisions to any of the forward-looking statements contained herein to reflect future events or developments.

General
The Company, founded in 1917, is principally a retailer of books, media and general merchandise through both its physical operations and its online store, booksamillion.com. As of November 1, 2014, the Company operated 260 retail book stores, including 196 superstores, concentrated in the eastern United States. Also included in the Company’s retail operations is the operation of Yogurt Mountain, a retailer and franchisor of self-serve frozen yogurt stores with 44 locations. The Company also develops and manages commercial retail real estate. Currently, the Company owns and operates four shopping centers located in Florence, Alabama, Gardendale, Alabama, Fayetteville, North Carolina and Jacksonville, Florida, comprised of an aggregate total of 316,000 square feet.
The Company has three reportable operating segments: retail trade; electronic commerce trade; and real estate development and management. The Company's retail strategy consists of expanding product offerings and opening stores in new and existing market areas. In addition to opening new stores, management intends to continue its practice of reviewing the profitability trends and prospects of existing stores and closing or relocating under-performing stores or converting stores to different formats. From November 2, 2013 to November 1, 2014, we opened 12 stores, closed 9 stores, converted 4 stores and relocated 4 stores, increasing our store count to 260. The strategy of our electronic commerce trade segment focuses on expanding the Company’s product offerings and

increasing traffic to the Company’s online website through effective marketing programs and promotional activities.
Our real estate strategy consists of developing and managing real estate to generate rental income.
The performance of the Company’s retail trade segment is partially measured based on comparable store sales, which is similar to most retailers, and by its ability to effectively manage expenses. Comparable store sales are determined each fiscal month during the year based on all stores that have been open at least 12 full fiscal months as of the first day of the fiscal month. Closed stores are considered comparable through the last complete fiscal month of operations. Remodeled and relocated stores are also included as comparable stores. The method of calculating comparable store sales varies across the retail industry. As a result, the Company's calculation of comparable store sales is not necessarily comparable to similarly titled measures reported by other companies. The factors affecting the future trend of comparable store sales include, among others, overall demand for products that the Company sells and the Company’s marketing programs, pricing strategies, store operations and competition. Strong vendor relationships are also a key driver to our success. Consolidation of vendors could have a negative impact on our results, as it could hamper our ability to negotiate pricing and terms as well as cooperative advertising arrangements. Expense management for the Company’s retail trade segment focuses primarily on managing payroll, inventory

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levels and other operating expenses. The performance of the electronic commerce trade segment is driven by promoting and increasing traffic to the Company's online website, improving the customer experience while on the website, expanding product offerings, including e-content and traditional merchandise as found in our retail locations, and minimizing shipping costs. The performance of the Company's real estate development and management segment is driven by the ability to effectively locate and develop its properties for lease to tenants and manage the operating costs of the properties.

The Company's business through its retail trade segment and electronic commerce trade segment, like that of many retailers, is seasonal, with a large portion of sales and operating profit realized during the fourth fiscal quarter, which includes the holiday selling season. In recent years, the Company's financial performance has been significantly impacted by a number of factors, including slow economic recovery, increased online competition and the expanding digital market. However, the Company has also benefited from reduced physical bookstore competition in the marketplace. The changes in the electronic content channels have occurred over a relatively short time period, which has made the overall impact on physical book sales in the future, although negative, difficult to quantify. The Company is adjusting its merchandising strategy to deal with these marketplace changes by shifting its product mix toward non-book categories, including gifts, cards, games, toys, collectibles, music, DVDs, electronic devices and accessories. The Company's success in achieving this shift is dependent upon being responsive to cultural trends that influence the products that the Company sells. The Company has also adjusted its strategy by expanding the Company's real estate development and management operations, an area that management believes can provide future growth opportunities for the Company.

Results of Operations

Total revenue

The following table sets forth net revenue data by segment for the periods presented (dollars in thousands):

	Thirteen Weeks Ended				Thirty-nine Weeks Ended			
	November 1, 2014	% of Revenue	November 2, 2013	% of Revenue	November 1, 2014	% of Revenue	November 2, 2013	% of Revenue
Retail Trade	$99,358	98.2 %	$97,744	97.7 %	$307,418	98.1 %	$305,276	97.7 %
Electronic Commerce Trade	5,437	5.4 %	5,682	5.7 %	14,759	4.7 %	16,926	5.4 %
Real Estate Development and Management	812	0.8 %	593	0.6 %	2,128	0.7 %	1,367	0.4 %
Intersegment Sales Elimination	(4,421)	(4.4)%	(4,025)	(4.0)%	(11,001)	(3.5)%	(11,149)	(3.6)%
Total Revenues	$101,186	100.0 %	$99,994	100.0 %	$313,304	100.0 %	$312,420	100.0 %

During the thirteen weeks ended November 1, 2014, total revenue increased $1.2 million, or 1.2%, to $101.2 million from $100.0 million during the thirteen weeks ended November 2, 2013. Total revenue increased $0.9 million, or 0.3%, to $313.3 million during the thirty-nine weeks ended November 1, 2014 from $312.4 million during the thirty-nine weeks ended November 2, 2013. The changes by segments were as follows:

- Retail trade revenue for the thirteen weeks ended November 1, 2014 increased $1.7 million, or 1.7%, to $99.4 million from $97.7 million during the same period a year ago and accounted for 98.2% of the Company's total revenue. The increase was primarily due to an increase in sales at comparable stores and the addition of new stores. Comparable store sales for the retail trade segment for the thirteen weeks ended November 1, 2014 increased 2.2% when compared to the same thirteen week period for the prior year. The increase in comparable store sales for the thirteen week period ended November 1, 2014 was primarily due to improvement in our core book business and general merchandise, offset by decreased sales of electronic accessories and discount books. Retail trade revenue for the thirty-nine weeks ended November 1, 2014 increased $2.1 million, or 0.7%, to $307.4 million from $305.3 million during the same period a year ago and accounted for 98.1% of the Company's total revenue. The increase was primarily due to inclusion of sales of Yogurt Mountain as a result of the Company's consolidation of the entity upon its acquisition of a controlling interest on July 19, 2013, offset by lower comparable store sales. Yogurt Mountain sales for the thirty-nine weeks ended November 1, 2014 were $5.0 million, compared to $2.6 million for the post-consolidation period last year. Comparable store sales for the retail trade segment for the thirty-nine weeks ended November 1, 2014 increased 0.3% when compared to the same

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thirty-nine weeks period for the prior year. The increase in comparable store sales for the thirty-nine weeks ended November 1, 2014 was primarily due to increased sales of media and general merchandise, slightly offset by a decrease in electronic accessories and magazines.

- Electronic commerce trade revenue for the thirteen weeks ended November 1, 2014 decreased $0.3 million, or 5.3%, to $5.4 million from $5.7 million during the same period a year ago and accounted for 5.4% of the Company’s total revenue. The decrease was due primarily to lower sales of eReader devices, as well as decreases in traditional Internet book sales. Electronic commerce trade revenue for the thirty-nine weeks ended November 1, 2014 decreased $2.1 million, or 12.4%, to $14.8 million from $16.9 million during the same period a year ago and accounted for 4.7% of the Company’s total revenue. The decrease was due primarily to lower sales of eReader devices.

- Real estate development and management revenue for the thirteen weeks ended November 1, 2014 increased $0.2 million, or 33.3%, to $0.8 million from $0.6 million during the same period a year ago and accounted for 0.8% of the Company’s total revenue. The increase during this period was primarily due to an increase in rental revenue as a result of the Company's purchase of a shopping center in Fayetteville, North Carolina in the first quarter of fiscal 2015, the purchase of a shopping center in Jacksonville, Florida in the second quarter of fiscal 2015 and the purchase of a shopping center in Gardendale, Alabama in the second quarter of fiscal 2014. Real estate development and management revenue for the thirty-nine weeks ended November 1, 2014 increased $0.7 million, or 50.0%, to $2.1 million from $1.4 million during the same period a year ago and accounted for 0.7% of the Company’s total revenue. The increase during this period was primarily due to an increase in rental revenue as a result of the Company's purchase of a shopping center in Fayetteville, North Carolina in the first quarter of fiscal 2015, the purchase of a shopping center in Jacksonville, Florida in the second quarter of fiscal 2015 and the purchase of a shopping center in Gardendale, Alabama in the second quarter of fiscal 2014.

- The intersegment sales elimination primarily represents sales from retail trade to electronic commerce trade and other revenue from real estate properties to retail trade.

Gross profit

The following table sets forth gross profit data by segment for the periods presented (dollars in thousands):

	Thirteen Weeks Ended				Thirty-nine Weeks Ended			
	November 1, 2014	% of Revenue	November 2, 2013	% of Revenue	November 1, 2014	% of Revenue	November 2, 2013	% of Revenue
Retail Trade	$25,693	25.9 %	$ 25,555	26.1 %	$83,489	27.2 %	$ 83,389	27.3 %
Electronic Commerce Trade	1,020	18.8 %	537	9.5 %	2,182	14.8 %	2,032	12.0 %
Real Estate Development and Management	594	73.2 %	387	65.3 %	1,703	80.0 %	1,160	84.9 %
Intersegment Sales Elimination	(490)	11.1 %	(324)	8.0 %	(1,121)	10.2 %	(955)	8.6 %
Gross Profit	$26,817	26.5 %	$ 26,155	26.2 %	$86,253	27.5 %	$ 85,626	27.4 %

During the thirteen weeks ended November 1, 2014, total gross profit increased $0.6 million, or 2.3%, to $26.8 million from $26.2 million during the thirteen weeks ended November 2, 2013. For the thirteen weeks ended November 1, 2014, gross profit as a percentage of revenue increased to 26.5% from 26.2% during the same period a year ago. Gross profit increased $0.7 million, or 0.8%, to $86.3 million during the thirty-nine weeks ended November 1, 2014 from $85.6 million during the thirty-nine weeks ended November 2, 2013. Gross profit as a percentage of revenue increased to 27.5% from 27.4% during the same period a year ago. The changes by segments were as follows:

- Retail trade gross profit for the thirteen weeks ended November 1, 2014 increased $0.1 million, or 0.4%, to $25.7 million from $25.6 million during the same period a year ago. For the thirteen weeks ended November 1, 2014, retail trade gross profit as a percentage of revenue decreased to 25.9% from 26.1% during the same period a year ago. The decrease in gross profit rate was a result of higher occupancy costs, offset by lower warehouse costs. Retail trade gross profit for the thirty-nine weeks ended November 1, 2014 increased $0.1 million, or 0.1%, to $83.5 million from $83.4 million during the same period a year ago. Retail trade gross profit as a percentage of revenue decreased to 27.2% from 27.3% during the same period a year ago. The decrease in gross profit rate was primarily the result of higher occupancy costs, partially offset by lower warehouse costs.

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- Electronic commerce trade gross profit for the thirteen weeks ended November 1, 2014 increased $0.5 million, or 100.0%, to $1.0 million from $0.5 million during the same period a year ago. Electronic commerce trade gross profit as a percentage of revenue increased to 18.8% from 9.5% during the same period a year ago. The increase in gross profit as a percentage of revenue was due to lower shipping costs and lower average product costs. Electronic commerce trade gross profit for the thirty-nine weeks ended November 1, 2014 increased $0.2 million, or 10.0%, to $2.2 million from $2.0 million during the same period a year ago. Electronic commerce trade gross profit as a percentage of revenue increased to 14.8% from 12.0% during the same period a year ago. The increase in gross profit as a percentage of revenue was due to lower net shipping costs.

- Real estate development and management gross profit for the thirteen weeks ended November 1, 2014 increased $0.2 million, or 50.0%, to $0.6 million from $0.4 million during the same period a year ago. The increase in gross profit was due to a net increase in revenue (as discussed above). Real estate development and management gross profit for the thirty-nine weeks ended November 1, 2014 increased $0.5 million, or 41.7%, to $1.7 million from $1.2 million during the same period a year ago. The increase in gross profit was due to a net increase in revenue (as discussed above).

Operating, selling and administrative expenses

The following table sets forth operating, selling and administrative expense data for the periods presented (dollars in thousands):

	Thirteen Weeks Ended				Thirty-nine Weeks Ended			
	November 1, 2014	% of Revenue	November 2, 2013	% of Revenue	November 1, 2014	% of Revenue	November 2, 2013	% of Revenue
Operating, selling and administrative expenses	$29,577	29.2 %	$ 28,602	28.6 %	$88,173	28.1 %	$ 87,107	27.9 %

Operating, selling and administrative expenses were $29.6 million for the thirteen weeks ended November 1, 2014, compared to $28.6 million during the same period last year, an increase of 3.5%. The increase in operating, selling and administrative expenses was primarily due to higher store repair and maintenance costs. Operating, selling and administrative expenses as a percentage of net revenue for the thirteen weeks ended November 1, 2014 increased to 29.2% from 28.6% during the same period last year due to store preventive maintenance and repair expense, partially offset by lower retail selling expense. Operating, selling and administrative expenses were $88.2 million for the thirty-nine weeks ended November 1, 2014, compared to $87.1 million during the same period last year, an increase of 1.3%. The increase in operating, selling and administrative expenses was primarily due to higher store repair and maintenance costs and the consolidation of Yogurt Mountain's operations, partially offset by a reduction in salaries and lower health insurance costs. Operating, selling and administrative expenses as a percentage of net revenue for the thirty-nine weeks ended November 1, 2014 increased to 28.1% from 27.9% during the same period last year driven by the higher repair and maintenance costs at stores.

Depreciation and amortization

The following table sets forth depreciation and amortization data by segment for the periods presented (dollars in thousands):

	Thirteen Weeks Ended				Thirty-nine Weeks Ended			
	November 1, 2014	% of Revenue	November 2, 2013	% of Revenue	November 1, 2014	% of Revenue	November 2, 2013	% of Revenue
Retail Trade	$4,071	4.1 %	$ 4,545	4.6 %	$12,446	4.0 %	$ 12,876	4.2 %
Electronic Commerce Trade	62	1.1 %	87	1.5 %	214	1.4 %	266	1.6 %
Real Estate Development and Management	170	20.9 %	132	22.3 %	460	21.6 %	341	24.9 %
Depreciation and amortization	$4,303	4.3 %	$ 4,764	4.8 %	$13,120	4.2 %	$ 13,483	4.3 %

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Depreciation and amortization expense was $4.3 million for the thirteen weeks ended November 1, 2014, compared to $4.8 million for the thirteen weeks ended November 2, 2013. The decrease was primarily due to lower depreciation for Yogurt Mountain, LLC as stores have been converted to franchise locations since this same period last year and lower depreciation as a result of closed book store locations. Depreciation and amortization expense was $13.1 million for the thirty-nine weeks ended November 1, 2014, compared to $13.5 million for the thirty-nine weeks ended November 2, 2013. The decrease was primarily due to lower depreciation for Yogurt Mountain, LLC as stores have been converted to franchise locations since this same period last year and lower depreciation as a result of closed book store locations. Depreciation and amortization expense as a percentage of net revenue for the thirty-nine weeks ended November 1, 2014 and November 2, 2013 totaled 4.2% and 4.3%, respectively.

Operating loss from continuing operations

The following table sets forth operating loss from continuing operations by segment for the periods presented (dollars in thousands):

	Thirteen Weeks Ended				Thirty-nine Weeks Ended			
	November 1, 2014	% of Revenue	November 2, 2013	% of Revenue	November 1, 2014	% of Revenue	November 2, 2013	% of Revenue
Retail Trade	$ (6,783)	(6.8)%	$ (6,969)	(7.1)%	$ (15,151)	(4.9)%	$ (14,629)	(4.8)%
Electronic Commerce Trade	(126)	(2.3)%	(250)	(4.4)%	101	0.7 %	(100)	(0.6)%
Real Estate Development and Management	241	29.7 %	227	38.3 %	843	39.6 %	435	31.8 %
Intersegment Sales Elimination	(395)	8.9 %	(219)	5.4 %	(833)	7.6 %	(670)	6.0 %
Operating loss	$ (7,063)	(7.0)%	$ (7,211)	(7.2)%	$ (15,040)	(4.8)%	$ (14,964)	(4.8)%

The Company’s consolidated operating loss from continuing operations for the thirteen weeks ended November 1, 2014 decreased $0.1 million, or 1.4%, to an operating loss of $7.1 million from $7.2 million for the same period a year ago. The decrease in operating loss was primarily due to growth in Real Estate Development and Management segment revenue, lower warehouse operating costs and a reduction in depreciation expense, partially offset by higher store repair and maintenance costs. The Company’s consolidated operating loss from continuing operations was $15.0 million for each of the thirty-nine weeks ended November 1, 2014 and November 2, 2013. Operating loss was flat when compared to last year primarily due to an increase in Real Estate Development and Management segment revenue, offset by higher store repair and maintenance costs and higher occupancy costs.

Interest expense, net

The following table sets forth interest expense data for the periods presented (dollars in thousands):

	Thirteen Weeks Ended				Thirty-nine Weeks Ended			
	November 1, 2014	% of Revenue	November 2, 2013	% of Revenue	November 1, 2014	% of Revenue	November 2, 2013	% of Revenue
Interest expense	$478	0.5 %	$ 620	0.6 %	$ 1,603	0.5 %	$ 1,512	0.5 %

Net interest expense was $0.5 million, or 0.5% of net revenue, for the thirteen weeks ended November 1, 2014, compared to $0.6 million, or 0.6% of net revenue, for the same period last year. The decrease in interest expense for the thirteen weeks ended November 1, 2014 was primarily due to a lower average revolver balance resulting from lower working capital needs due to improved inventory management and BAM superstore closures. Net interest expense was $1.6 million, or 0.5% of net revenue, for the thirty-nine weeks ended November 1, 2014, compared to $1.5 million, or 0.5% of net revenue, for the same period last year. The increase in interest expense for the thirty-nine weeks ended November 1, 2014 was due to the Company entering into a $12.6 million loan agreement during the second quarter of fiscal 2014, entering into a $5.0 million loan agreement during the second quarter of fiscal 2015, and also entering into a $3.2 million loan agreement during the third quarter of fiscal 2015, each for the purpose of financing its real estate development and management operations.

Income tax expense (benefit)

The following table sets forth income tax expense data for the periods presented (dollars in thousands):

	Thirteen Weeks Ended				Thirty-nine Weeks Ended			
	November 1, 2014	% of Revenue	November 2, 2013	% of Revenue	November 1, 2014	% of Revenue	November 2, 2013	% of Revenue
Income tax expense (benefit)	$(476)	(0.5)%	$(590)	(0.6)%	$(442)	(0.1)%	$3,485	1.1%

Income tax benefit was $0.5 million, or (0.5)% of net revenue, for the thirteen weeks ended November 1, 2014, compared to an income tax benefit of $0.6 million, or (0.6)% of net revenue, for the same period last year. The decrease in income tax benefit for the thirteen weeks ended November 1, 2014 compared to the same period in the prior year was primarily due to the expiration of the reserve for uncertain tax positions. Income tax benefit was $0.4 million, or (0.1)% of net revenue, for the thirty-nine weeks ended November 1, 2014, compared to an income tax expense of $3.5 million, or 1.1% of net revenue, for the same period last year. The decrease in income tax expense for the thirty-nine week period ended November 1, 2014 compared to the same period in the prior year was primarily due to the recording of a non-cash valuation allowance and the reversal of previously recorded income tax benefits during the 2013 thirty-nine week period (see Note 10, "Income Taxes").

Net Loss from continuing operations

The following table sets forth net loss from continuing operations for the periods presented (dollars in thousands):

	Thirteen Weeks Ended				Thirty-nine Weeks Ended			
	November 1, 2014	% of Revenue	November 2, 2013	% of Revenue	November 1, 2014	% of Revenue	November 2, 2013	% of Revenue
Net loss from continuing operations	$(7,055)	(7.0)%	$(7,128)	(7.1)%	$(16,024)	(5.1)%	$(19,849)	(6.4)%

As a result of the factors discussed above, the Company reported consolidated net loss from continuing operations of $7.1 million, or (7.0)% of net revenue, for the thirteen weeks ended November 1, 2014, compared to a loss of $7.1 million, or (7.1)% of net revenue, for the same period last year. The Company reported consolidated net loss from continuing operations of $16.0 million, or (5.1)% of net revenue, for the thirty-nine weeks ended November 1, 2014, compared to $19.8 million, or (6.4)% of net revenue, for the same period last year.

Liquidity and Capital Resources

Our primary sources of liquidity are cash flows from operations, including credit terms from vendors, and borrowings under our Credit Facility, as described in Note 9, "Short-term Borrowing and Long-term Debt," to the condensed consolidated financial statements. The maximum and average outstanding borrowings under the Credit Facility (excluding the face amount of letters of credit issued thereunder) during the thirty-nine weeks ended November 1, 2014 and November 2, 2013 were $51.0 million and $42.3 million, respectively.

Cash Flows

Operating activities used cash of $14.0 million and $46.5 million in the thirty-nine weeks ended November 1, 2014 and November 2, 2013, respectively, and included the following:

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Cash provided by trade and related party accounts payable in the thirty-nine weeks ended November 1, 2014 was $11.0 million, compared to $2.3 million of cash used in the thirty-nine weeks ended November 2, 2013, an increase of $13.3 million of cash provided year over year. The change from the prior year was primarily the result of the timing of vendor payments for inventory.

- Cash used by inventories in the thirty-nine weeks ended November 1, 2014 was $19.4 million, compared to $30.7 million of cash used by inventories in the thirty-nine weeks ended November 2, 2013, a decrease of $11.2 million of cash used year over year. The $11.2 million decrease in cash used by inventories was primarily due to changes in inventory levels from proactive inventory management and shift towards store formats that require less inventory.
- Cash used by prepayments and other assets in the thirty-nine weeks ended November 1, 2014 was $1.3 million, compared to $2.5 million of cash used in the thirty-nine weeks ended November 2, 2013, a decrease of $1.2 million in cash used by prepayments and other assets year over year. The change from the prior year was primarily the result of a decrease in prepaid rent as a result of the timing of rent payments.

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Cash used in investing activities reflected a $19.9 million and $24.2 million net use of cash for the thirty-nine weeks ended November 1, 2014 and November 2, 2013, respectively. Cash used in the thirty-nine weeks ended November 1, 2014 primarily related to capital expenditures for the development of commercial real estate, the acquisition of commercial real estate, the opening of new stores and the remodeling of existing stores and other improvements. The acquisition of commercial real estate was related to the Company's purchase of shopping centers in Fayetteville, North Carolina for $2.9 million in March 2014 and in Jacksonville, Florida for $5.3 million in July 2014. Cash used in the thirty-nine weeks ended November 2, 2013 included the opening of new stores, purchase of corporate office space that had previously been leased for $1.1 million, the acquisition of a minority interest in IF (see Note 13, "Equity Method Investments") for $1.8 million and the purchase and development of a shopping center in Gardendale, Alabama for $8.4 million. The decrease in cash used in investing activities year over year was primarily due to less capital spending on new stores and the changes in other investments as noted.

Cash flows from financing activities generally consist of borrowings and repayments related to our short-term and long-term debt. Financing activities provided cash of $30.7 million and $75.5 million for the thirty-nine weeks ended November 1, 2014 and November 2, 2013, respectively. The change from the prior year was primarily due to a decrease in short-term borrowings (net of repayments) driven by lower inventory levels in the current year.

Financial Position

Inventory balances were $219.0 million as of November 1, 2014, compared to $199.6 million as of February 1, 2014. The increase in inventory of 9.7% was primarily due to changes in inventory levels in preparation for the holiday season. Trade and related party accounts payable balances were $97.6 million as of November 1, 2014, compared to $86.5 million as of February 1, 2014. The increase in trade and related party accounts payable was due to the timing of vendor payments for inventory. Accrued expenses were $36.7 million as of November 1, 2014, compared to $39.6 million as of February 1, 2014. The decrease in accrued expenses was primarily due to a reduction in accrued salary expense, gift card liability and timing of ACH expense payables.

Future Commitments

The following table lists the aggregate maturities of various classes of obligations and expiration amounts of various classes of commitments of the Company at November 1, 2014 (in thousands):

	Payments Due Under Contractual Obligations(1)						
	Total	FY 2015	FY 2016	FY 2017	FY 2018	FY 2019	Thereafter
Short-term borrowings(2)	$44,608	$44,608	$—	$—	$—	$—	$—
Industrial revenue bond	4,300	—	—	4,300	—	—	—
PGP Florence, PGP Gardendale and PGP Fayetteville commercial real estate debt	20,248	146	699	779	815	851	16,958
Related party debt(3)	575	8	34	35	36	462	—
Subtotal of debt	69,731	44,762	733	5,114	851	1,313	16,958
Interest(4)	9,564	248	940	858	816	772	5,930
Operating leases(5)	153,623	10,191	37,766	32,314	25,795	18,781	28,776
Capital leases	1,880	146	535	525	502	172	—
Total of obligations	$234,798	$55,347	$39,974	$38,811	$27,964	$21,038	$51,664

(1) This table excludes any amounts related to the payment of the $0.1 million of income tax uncertainties, as the Company cannot make a reasonable estimate of the periods of cash settlements with the respective taxing authorities.

(2) Short-term borrowings represent borrowings under the $150.0 million Credit Facility (see Note 9, "Short-term Borrowing and Long-term Debt") that are due in 12 months or less.

(3) See Note 4, "Related Party Transactions."

(4) Interest represents interest related to revolver loans, the Bond, the PGP Florence, PGP Gardendale and PGP Fayetteville commercial real estate debt and related party debt.

(5) Excludes obligations under store leases for insurance, taxes and other maintenance costs.

Guarantees

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From time to time, we enter into certain types of agreements that require us to indemnify parties against third-party claims. Generally, these agreements relate to: (a) agreements with vendors and suppliers, under which we may provide customary indemnification to our vendors and suppliers in respect of actions that they take at our request or otherwise on our behalf, (b) agreements with vendors who publish books or manufacture merchandise specifically for us to indemnify the vendors against trademark and copyright infringement claims concerning the books published or merchandise manufactured on our behalf, (c) real estate leases, under which we may agree to indemnify the lessors for claims arising from our use of the property, and (d) agreements with our directors, officers and employees, under which we may agree to indemnify such persons for liabilities arising out of their relationship with us. We maintain a Directors and Officers Liability Insurance Policy, which, subject to the policy’s conditions, provides coverage for indemnification amounts payable by us with respect to our directors and officers up to specified limits and subject to certain deductibles.

The nature and terms of these types of indemnities vary. The events or circumstances that would require the Company to perform under these indemnities are transaction and circumstance specific. The overall maximum amount of possible obligations cannot be reasonably estimated. Historically, the Company has not incurred significant costs related to performance under these types of indemnities. No liabilities had been recorded for these obligations on the Company’s balance sheet at November 1, 2014 or February 1, 2014, as such potential liabilities were considered not probable at such dates.

Related Party Activities

See Note 4, "Related Party Transactions," to the condensed consolidated financial statements for information regarding related party activities.

Critical Accounting Policies

A summary of our critical accounting policies is included in the Management’s Discussion and Analysis of Financial Condition and Results of Operations section of our Annual Report on Form 10-K for the fiscal year ended February 1, 2014 filed with the Securities and Exchange Commission. No changes to these policies have occurred during the thirty-nine weeks ended November 1, 2014.

New Accounting Pronouncements

See Note 2, "Adoption of New Accounting Standards," to the condensed consolidated financial statements for information regarding new accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

No disclosure is required hereunder, as the Company is a "smaller reporting company," as defined by Item 10(f) of Regulation S-K.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We are committed to maintaining disclosure controls and procedures designed to ensure that information required to be disclosed in our reports under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, and that such information is accumulated and communicated to our management, including our Executive Chairman, Chief Executive Officer and President, Chief Financial Officer and the Board of Directors, as

appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures and implementing controls and procedures based on the application of management's judgment.

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As required by Rule 13a-15 under the Exchange Act, management, with the participation of our Chief Executive Officer and President (Principal Executive Officer) and Chief Financial Officer (Principal Financial and Accounting Officer), has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based upon their evaluation and subject to the foregoing, the Company's management concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

We regularly review our system of internal control over financial reporting and make changes to our processes and systems to improve controls and increase efficiency, while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems, consolidating activities and migrating processes.

There were no changes in our internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company is a party to various legal proceedings incidental to its business. In the opinion of management, after consultation with legal counsel, the ultimate liability, if any, with respect to those proceedings is not presently expected to materially affect the financial position, results of operations or cash flows of the Company.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended February 1, 2014.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

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Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Description
3.1(a)	Certificate of Incorporation of Books-A-Million, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company’s Registration Statement on Form S-1 (File No. 33-52256), originally filed September 21, 1992).
3.1(b)	Certificate Regarding Amendment of the Certificate of Incorporation of Books-A-Million, Inc. (incorporated herein by reference to Exhibit 3.1(b) to the Company’s Quarterly Report on Form 10-Q for the quarterly period ended July 28, 2012).
3.2	Amended and Restated By-Laws of Books-A-Million, Inc. (incorporated herein by reference to Exhibit 3(ii) to the Company’s Current Report on Form 8-K dated August 20, 2009).
31.1	Certification of Terrance G. Finley, Chief Executive Officer and President of Books-A-Million, Inc., pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
31.2	Certification of R. Todd Noden, Executive Vice President and Chief Financial Officer of Books-A-Million, Inc., pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
32.1	Certification of Terrance G. Finley, Chief Executive Officer and President of Books-A-Million, Inc., pursuant to 18 U.S.C. Section 1350.
32.2	Certification of R. Todd Noden, Executive Vice President and Chief Financial Officer of Books-A-Million, Inc., pursuant to 18 U.S.C. Section 1350.
101	Interactive Data Files for Books-A-Million, Inc.’s Quarterly Report on Form 10-Q for the period ended November 1, 2014.

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SIGNATURES

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

	BOOKS-A-MILLION, INC.	
Date: December 11, 2014	By:	/s/ Terrance G. Finley Terrance G. Finley Chief Executive Officer and President (Principal Executive Officer)
Date: December 11, 2014	By:	/s/ R. Todd Noden R. Todd Noden Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

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