

WINMARK CORP  
Form 10-Q  
July 20, 2016  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

**x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 25, 2016

or

**o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 000-22012

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# WINMARK CORPORATION

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction of incorporation or organization)

**41-1622691**

(I.R.S. Employer Identification No.)

**605 Highway 169 North, Suite 400, Minneapolis, MN 55441**

(Address of principal executive offices) (Zip Code)

**(763) 520-8500**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Common stock, no par value, 4,109,760 shares outstanding as of July 15, 2016.



Table of Contents

WINMARK CORPORATION AND SUBSIDIARIES

INDEX

	PAGE
<u>PART I.</u>	<u>FINANCIAL INFORMATION</u>
<u>Item 1.</u>	<u>Financial Statements (Unaudited)</u>
	<u>CONSOLIDATED CONDENSED BALANCE SHEETS:</u>
	<u>June 25, 2016 and December 26, 2015</u> 3
	<u>CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS:</u>
	<u>Three Months Ended June 25, 2016 and June 27, 2015</u>
	<u>Six Months Ended June 25, 2016 and June 27, 2015</u> 4
	<u>CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME:</u>
	<u>Three Months Ended June 25, 2016 and June 27, 2015</u>
	<u>Six Months Ended June 25, 2016 and June 27, 2015</u> 5
	<u>CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS:</u>
	<u>Six Months Ended June 25, 2016 and June 27, 2015</u> 6
	<u>NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS</u> 7 14
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> 15 23
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u> 24
<u>Item 4.</u>	<u>Controls and Procedures</u> 24
<u>PART II.</u>	<u>OTHER INFORMATION</u>
<u>Item 1.</u>	<u>Legal Proceedings</u> 25
<u>Item 1A.</u>	<u>Risk Factors</u> 25
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u> 25
<u>Item 3.</u>	<u>Defaults Upon Senior Securities</u> 25
<u>Item 4.</u>	<u>Mine Safety Disclosures</u> 25

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<u>Item 5.</u>	<u>Other Information</u>	25
<u>Item 6.</u>	<u>Exhibits</u>	26
	<u>SIGNATURES</u>	27

Table of Contents

## PART I. FINANCIAL INFORMATION

## ITEM 1: Financial Statements

**WINMARK CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED CONDENSED BALANCE SHEETS**

(Unaudited)

	June 25, 2016	December 26, 2015
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 1,058,800	\$ 1,006,700
Marketable securities	197,300	227,800
Receivables, less allowance for doubtful accounts of \$1,900 and \$200	1,388,800	1,416,900
Restricted cash	25,000	25,000
Net investment in leases - current	16,486,500	17,741,500
Income tax receivable	768,900	3,290,400
Inventories	81,200	45,200
Prepaid expenses	790,400	677,800
Total current assets	20,796,900	24,431,300
Net investment in leases - long-term	20,477,700	21,246,000
Property and equipment, net	935,700	1,121,500
Goodwill	607,500	607,500
	\$ 42,817,800	\$ 47,406,300
<b>LIABILITIES AND SHAREHOLDERS EQUITY (DEFICIT)</b>		
Current Liabilities:		
Notes payable, net of unamortized debt issuance costs of \$10,000 and \$10,000	\$ 1,990,000	\$ 1,990,000
Accounts payable	990,100	1,643,300
Accrued liabilities	2,385,000	1,875,700
Discounted lease rentals		38,700
Deferred revenue	1,804,200	1,963,200
Total current liabilities	7,169,300	7,510,900
Long-Term Liabilities:		
Line of credit	30,500,000	42,400,000
Notes payable, net of unamortized debt issuance costs of \$78,500 and \$83,500	20,921,500	21,916,500
Deferred revenue	1,438,000	1,421,600
Other liabilities	1,101,000	1,216,300
Deferred income taxes	3,614,800	3,614,800
Total long-term liabilities	57,575,300	70,569,200
Shareholders' Equity (Deficit):		
Common stock, no par value, 10,000,000 shares authorized, 4,109,760 and 4,124,767 shares issued and outstanding	336,300	406,500

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Accumulated other comprehensive loss	(11,500)	(32,900)
Retained earnings (accumulated deficit)	(22,251,600)	(31,047,400)
Total shareholders' equity (deficit)	(21,926,800)	(30,673,800)
	\$ 42,817,800	\$ 47,406,300

The accompanying notes are an integral part of these financial statements.

Table of Contents

**WINMARK CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS**

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
<b>REVENUE:</b>				
Royalties	\$ 10,557,300	\$ 10,214,400	\$ 20,829,800	\$ 19,940,600
Leasing income	4,152,300	3,663,300	8,665,000	13,672,900
Merchandise sales	625,300	686,300	1,362,400	1,420,000
Franchise fees	493,500	475,900	866,000	770,300
Other	471,400	436,800	756,900	697,000
Total revenue	16,299,800	15,476,700	32,480,100	36,500,800
COST OF MERCHANDISE SOLD	588,300	645,800	1,285,700	1,344,000
LEASING EXPENSE	460,100	510,500	1,364,200	4,767,900
PROVISION FOR CREDIT LOSSES	(7,900)	(93,100)	(22,300)	(162,200)
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	5,936,200	6,329,300	12,490,800	12,492,800
Income from operations	9,323,100	8,084,200	17,361,700	18,058,300
INTEREST EXPENSE	(593,800)	(369,500)	(1,234,500)	(455,200)
INTEREST AND OTHER INCOME (EXPENSE)	9,500	9,700	(1,000)	(49,400)
Income before income taxes	8,738,800	7,724,400	16,126,200	17,553,700
PROVISION FOR INCOME TAXES	(3,344,500)	(2,973,000)	(6,169,000)	(6,748,000)
NET INCOME	\$ 5,394,300	\$ 4,751,400	\$ 9,957,200	\$ 10,805,700
EARNINGS PER SHARE BASIC	\$ 1.31	\$ 1.04	\$ 2.42	\$ 2.26
EARNINGS PER SHARE DILUTED	\$ 1.25	\$ 1.00	\$ 2.31	\$ 2.18
WEIGHTED AVERAGE SHARES OUTSTANDING BASIC	4,110,429	4,578,934	4,112,254	4,789,205
WEIGHTED AVERAGE SHARES OUTSTANDING DILUTED	4,318,763	4,768,777	4,316,346	4,968,122

The accompanying notes are an integral part of these financial statements.



Table of Contents

**WINMARK CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME**

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
NET INCOME	\$ 5,394,300	\$ 4,751,400	\$ 9,957,200	\$ 10,805,700
OTHER COMPREHENSIVE INCOME (LOSS), BEFORE TAX:				
Unrealized net gains (losses) on marketable securities:				
Unrealized holding net gains (losses) arising during period	18,700	(10,000)	34,300	38,700
Reclassification adjustment for net gains included in net income				(2,300)
OTHER COMPREHENSIVE INCOME (LOSS), BEFORE TAX	18,700	(10,000)	34,300	36,400
INCOME TAX (EXPENSE) BENEFIT RELATED TO ITEMS OF OTHER COMPREHENSIVE INCOME:				
Unrealized net gains/losses on marketable securities:				
Unrealized holding net gains/losses arising during period	(7,000)	3,700	(12,900)	(14,800)
Reclassification adjustment for net gains included in net income				900
INCOME TAX (EXPENSE) BENEFIT RELATED TO ITEMS OF OTHER COMPREHENSIVE INCOME	(7,000)	3,700	(12,900)	(13,900)
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX	11,700	(6,300)	21,400	22,500
COMPREHENSIVE INCOME	\$ 5,406,000	\$ 4,745,100	\$ 9,978,600	\$ 10,828,200

The accompanying notes are an integral part of these financial statements.

Table of Contents

## WINMARK CORPORATION AND SUBSIDIARIES

## CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

(Unaudited)

	Six Months Ended	
	June 25, 2016	June 27, 2015
<b>OPERATING ACTIVITIES:</b>		
Net income	\$ 9,957,200	\$ 10,805,700
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	217,300	214,200
Provision for credit losses	(22,300)	(162,200)
Compensation expense related to stock options	882,200	820,400
Deferred income taxes		(2,058,900)
Loss on sale of marketable securities	12,600	22,800
Deferred initial direct costs	(326,100)	(279,800)
Amortization of deferred initial direct costs	234,200	395,800
Tax benefits on exercised stock options	(9,700)	(16,600)
Change in operating assets and liabilities:		
Receivables	28,100	86,700
Income tax receivable	2,518,300	2,778,400
Inventories	(36,000)	32,700
Prepaid expenses	(112,600)	(114,200)
Accounts payable	(653,200)	(400,000)
Accrued and other liabilities	406,000	496,400
Rents received in advance and security deposits	202,800	21,700
Deferred revenue	(142,600)	156,900
Net cash provided by operating activities	13,156,200	12,800,000
<b>INVESTING ACTIVITIES:</b>		
Proceeds from sale of marketable securities	52,200	299,000
Purchase of marketable securities		(33,800)
Purchase of property and equipment	(31,500)	(87,600)
Purchase of equipment for lease contracts	(10,585,600)	(11,417,300)
Principal collections on lease receivables	12,474,600	16,606,800
Net cash provided by investing activities	1,909,700	5,367,100
<b>FINANCING ACTIVITIES:</b>		
Proceeds from borrowings on line of credit	6,500,000	51,600,000
Payments on line of credit	(18,400,000)	(21,000,000)
Proceeds from borrowings on notes payable		25,000,000
Payments on notes payable	(1,000,000)	
Repurchases of common stock	(1,573,900)	(74,261,500)
Proceeds from exercises of stock options	150,200	159,000
Dividends paid	(699,800)	(650,100)
Tax benefits on exercised stock options	9,700	16,600
Net cash used for financing activities	(15,013,800)	(19,136,000)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>52,100</b>	<b>(968,900)</b>
Cash and cash equivalents, beginning of period	1,006,700	2,089,700
Cash and cash equivalents, end of period	\$ 1,058,800	\$ 1,120,800
<b>SUPPLEMENTAL DISCLOSURES:</b>		
Cash paid for interest	\$ 939,800	\$ 157,900
Cash paid for income taxes	\$ 3,650,700	\$ 6,028,500

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The accompanying notes are an integral part of these financial statements.

Table of Contents

**WINMARK CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS**

**1. Management's Interim Financial Statement Representation:**

The accompanying consolidated condensed financial statements have been prepared by Winmark Corporation and subsidiaries (the Company), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. The Company has a 52/53 week year which ends on the last Saturday in December. The information in the consolidated condensed financial statements includes normal recurring adjustments and reflects all adjustments which are, in the opinion of management, necessary for a fair presentation of such financial statements. The consolidated condensed financial statements and notes are presented in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions for Form 10-Q, and therefore do not contain certain information included in the Company's annual consolidated financial statements and notes. This report should be read in conjunction with the audited consolidated financial statements and the notes thereto included in the Company's latest Annual Report on Form 10-K.

Revenues and operating results for the six months ended June 25, 2016 are not necessarily indicative of the results to be expected for the full year.

*Reclassifications*

Certain reclassifications of previously reported amounts have been made to conform to the current year presentation. Such reclassifications did not impact net income or shareholders' equity (deficit) as previously reported.

**2. Organization and Business:**

The Company offers licenses to operate franchises using the service marks Plato's Closet®, Once Upon A Child®, Play It Again Sports®, Style Encore® and Music Go Round®. The Company also operates both middle market and small-ticket equipment leasing businesses under the Winmark Capital® and Wirth Business Credit® marks.

**3. Fair Value Measurements:**

The Company defines fair value as the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company uses three levels of inputs to measure fair value:

- Level 1 quoted prices in active markets for identical assets and liabilities.
- Level 2 observable inputs other than quoted prices in active markets for identical assets and liabilities.
- Level 3 unobservable inputs in which there is little or no market data available, which require the reporting entity to develop its own assumptions.

The Company's marketable securities were valued based on Level 1 inputs using quoted prices.

Due to their nature, the carrying value of cash equivalents, receivables, payables and debt obligations approximates fair value.

Table of Contents**4. Investments:***Marketable Securities*

The following is a summary of marketable securities classified as available-for-sale securities:

	June 25, 2016		December 26, 2015	
	Cost	Fair Value	Cost	Fair Value
Equity securities	\$ 215,800	\$ 197,300	\$ 280,600	\$ 227,800

The Company's unrealized gains and losses for marketable securities classified as available-for-sale securities in accumulated other comprehensive loss are as follows:

	June 25, 2016	December 26, 2015
Unrealized gains	\$	\$
Unrealized losses	(18,500)	(52,800)
Net unrealized losses	\$ (18,500)	\$ (52,800)

The Company's realized gains and losses recognized on sales of available-for-sale marketable securities are as follows:

	Three Months Ended		Six Months Ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
Realized gains	\$	\$	\$	\$ 13,400
Realized losses	(6,400)		(12,600)	(36,200)
Net realized losses	\$ (6,400)	\$	\$ (12,600)	\$ (22,800)

Amounts reclassified out of accumulated other comprehensive loss into earnings is determined by using the average cost of the security when sold. Gross realized gains (losses) reclassified out of accumulated other comprehensive loss into earnings are included in Interest and Other Income (Expense) and the related tax benefits (expenses) are included in the Provision for Income Taxes lines of the Consolidated Condensed Statements of Operations.

**5. Investment in Leasing Operations:**

Investment in leasing operations consists of the following:

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	June 25, 2016	December 26, 2015
Direct financing and sales-type leases:		
Minimum lease payments receivable	\$ 34,906,500	\$ 37,181,600
Estimated residual value of equipment	4,417,700	4,511,000
Unearned lease income net of initial direct costs deferred	(5,033,200)	(4,999,700)
Security deposits	(3,850,400)	(3,640,500)
Equipment installed on leases not yet commenced	7,167,500	6,754,200
Total investment in direct financing and sales-type leases	37,608,100	39,806,600
Allowance for credit losses	(817,100)	(859,100)
Net investment in direct financing and sales-type leases	36,791,000	38,947,500
Operating leases:		
Operating lease assets	1,147,300	1,083,300
Less accumulated depreciation and amortization	(974,100)	(1,043,300)
Net investment in operating leases	173,200	40,000
Total net investment in leasing operations	\$ 36,964,200	\$ 38,987,500

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### Table of Contents

As of June 25, 2016, the \$37.0 million total net investment in leases consists of \$16.5 million classified as current and \$20.5 million classified as long-term. As of December 26, 2015, the \$39.0 million total net investment in leases consists of \$17.7 million classified as current and \$21.3 million classified as long-term.

As of June 25, 2016, leased assets with three customers approximated 21%, 13% and 10%, respectively, of the Company's total assets.

Future minimum lease payments receivable under lease contracts and the amortization of unearned lease income, net of initial direct costs deferred, is as follows for the remainder of fiscal 2016 and the full fiscal years thereafter as of June 25, 2016:

	Direct Financing and Sales-Type Leases		Operating Leases	
	Minimum Lease	Income	Minimum Lease	
	Payments Receivable	Amortization	Payments Receivable	
2016	\$ 12,004,400	\$ 2,240,000	\$ 41,300	
2017	16,095,000	2,304,900	18,000	
2018	6,167,600	473,300		
2019	611,400	12,000		
2020	8,400	1,500		
Thereafter	19,700	1,500		
	\$ 34,906,500	\$ 5,033,200	\$ 59,300	

The activity in the allowance for credit losses for leasing operations during the first six months of 2016 and 2015, respectively, is as follows:

	June 25, 2016		June 27, 2015	
Balance at beginning of period	\$	859,100	\$	386,000
Provisions charged to expense		(22,300)		(162,200)
Recoveries		9,600		630,300
Deductions for amounts written-off		(29,300)		(9,300)
Balance at end of period	\$	817,100	\$	844,800

The Company's investment in direct financing and sales-type leases ( Investment In Leases ) and allowance for credit losses by loss evaluation methodology are as follows:

	June 25, 2016		December 26, 2015	
	Investment	Allowance for	Investment	Allowance for
	In Leases	Credit Losses	In Leases	Credit Losses
Collectively evaluated for loss potential	\$ 37,608,100	\$ 817,100	\$ 39,806,600	\$ 859,100
Individually evaluated for loss potential				
Total	\$ 37,608,100	\$ 817,100	\$ 39,806,600	\$ 859,100

The Company's key credit quality indicator for its investment in direct financing and sales-type leases is the status of the lease, defined as accruing or non-accrual. Leases that are accruing income are considered to have a lower risk of loss. Non-accrual leases are those that the



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Company believes have a higher risk of loss. The following table sets forth information regarding the Company's accruing and non-accrual leases. Delinquent balances are determined based on the contractual terms of the lease.

Table of Contents

	0-60 Days Delinquent and Accruing	61-90 Days Delinquent and Accruing	June 25, 2016 Over 90 Days Delinquent and Accruing	Non-Accrual	Total
Middle-Market	\$ 36,403,700	\$	\$	\$	\$ 36,403,700
Small-Ticket	1,204,400				1,204,400
Total Investment in Leases	\$ 37,608,100	\$	\$	\$	\$ 37,608,100

	0-60 Days Delinquent and Accruing	61-90 Days Delinquent and Accruing	December 26, 2015 Over 90 Days Delinquent and Accruing	Non-Accrual	Total
Middle-Market	\$ 38,616,600	\$	\$	\$	\$ 38,616,600
Small-Ticket	1,185,800	4,200			1,190,000
Total Investment in Leases	\$ 39,802,400	\$ 4,200	\$	\$	\$ 39,806,600

## 6. Recent Accounting Pronouncements:

In May 2014, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2014-09, *Revenue from Contracts with Customers*, which provides guidance for revenue recognition that supersedes existing revenue recognition guidance (but does not apply to nor supersede accounting guidance for lease contracts). The ASU's core principle is that an entity will recognize revenue when it transfers 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. The ASU also requires more detailed disclosures to enable users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The ASU is effective for reporting periods beginning after December 15, 2016, and should be applied retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying the ASU recognized at the date of initial application. In July 2015, the FASB affirmed its proposal to defer the effective date by one year. The new standard will become effective for the Company beginning with the first quarter of fiscal 2018. The Company is currently in the process of evaluating the impact of the adoption of this ASU on the Company's consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, *Financial Statements - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*, which requires equity investments in unconsolidated entities (other than those accounted for using the equity method of accounting) to be measured at fair value with changes in fair value recognized in net income. There will no longer be an available-for-sale classification for equity securities with readily determinable fair values. The new guidance is effective for periods beginning after December 15, 2017, with early adoption permitted. The Company is currently in the process of evaluating the impact of the adoption of this ASU on the Company's consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which provides guidance on accounting for leases that supersedes existing lease accounting guidance. The ASU's core principle is that a lessee should recognize lease assets and lease liabilities for those leases classified as operating leases under existing lease accounting guidance. The new standard also makes targeted changes to lessor accounting. This guidance is effective for reporting periods beginning after December 15, 2018, with early adoption permitted. The provisions of this guidance are to be applied using a modified retrospective approach, with elective reliefs, which requires application of the guidance for all periods presented. The Company is currently in the process of evaluating the impact of the adoption of this ASU on the Company's consolidated financial statements.



Table of Contents

In March 2016, the FASB issued ASU 2016-09, *Compensation-Stock Compensation: Improvements to Employee Share-Based Payment Accounting*, which simplifies the accounting for the taxes related to stock based compensation, including adjustments to how excess tax benefits should be classified. This guidance will be effective for reporting periods beginning after December 15, 2016, with early adoption permitted. The Company is currently in the process of evaluating the impact of the adoption of this ASU on the Company's consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses of Financial Instruments*, which changes the methodology for measuring credit losses on financial instruments and the timing of when such losses are recorded. This guidance will be effective for reporting periods beginning after December 15, 2019 with early adoption permitted. The Company is currently in the process of evaluating the impact of the adoption of this ASU on the Company's consolidated financial statements.

**7. Earnings Per Share:**

The following table sets forth the presentation of shares outstanding used in the calculation of basic and diluted earnings per share (EPS):

	Three Months Ended		Six Months Ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
Denominator for basic EPS - weighted average common shares	4,110,429	4,578,934	4,112,254	4,789,205
Dilutive shares associated with option plans	208,334	189,843	204,092	178,917
Denominator for diluted EPS - weighted average common shares and dilutive potential common shares	4,318,763	4,768,777	4,316,346	4,968,122
Options excluded from EPS calculation anti-dilutive	19,172	16,692	21,455	26,372

**8. Shareholders' Equity (Deficit):***Dividends*

On January 27, 2016, the Company's Board of Directors approved the payment of a \$0.07 per share quarterly cash dividend to shareholders of record at the close of business on February 10, 2016, which was paid on March 1, 2016.

On April 27, 2016, the Company's Board of Directors approved the payment of a \$0.10 per share quarterly cash dividend to shareholders of record at the close of business on May 11, 2016, which was paid on June 1, 2016.

*Repurchase of Common Stock*

In the first six months of 2016 the Company repurchased 17,194 shares of its common stock. Under the Board of Directors' authorization, as of June 25, 2016, the Company has the ability to repurchase additional 142,988 shares of its common stock. Repurchases may be made from time to time at prevailing prices, subject to certain restrictions on volume, pricing and timing.

Table of Contents

**Stock Option Plans and Stock-Based Compensation**

The Company had authorized up to 750,000 shares of common stock be reserved for granting either nonqualified or incentive stock options to officers and key employees under the Company's 2001 Stock Option Plan (the 2001 Plan). The 2001 Plan expired on February 20, 2011. The Company has authorized up to 500,000 shares of common stock to be reserved for granting either nonqualified or incentive stock options to officers and key employees under the Company's 2010 Stock Option Plan (the 2010 Plan).

The Company also sponsors a Stock Option Plan for Nonemployee Directors (the Nonemployee Directors Plan) and has reserved a total of 350,000 shares for issuance to directors of the Company who are not employees.

Stock option activity under the 2001 Plan, 2010 Plan and Nonemployee Directors Plan (collectively, the Option Plans) as of June 25, 2016 was as follows:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (years)	Intrinsic Value
Outstanding at December 26, 2015	668,740	\$ 53.73	6.41	\$ 25,582,300
Granted	34,300	98.25		
Exercised	(2,187)	68.69		
Forfeited	(3,501)	80.31		
Outstanding at June 25, 2016	697,352	\$ 55.74	6.09	\$ 29,349,500
Exercisable at June 25, 2016	489,067	\$ 44.07	5.03	\$ 26,275,800

The fair value of options granted under the Option Plans during the first six months of 2016 and 2015 were estimated on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions and results:

	Six Months Ended	
	June 25, 2016	June 27, 2015
Risk free interest rate	1.52%	1.68%
Expected life (years)	6	6
Expected volatility	27.1%	30.8%
Dividend yield	1.38%	1.34%
Option fair value	\$ 23.78	\$ 25.48

All unexercised options at June 25, 2016 have an exercise price equal to the fair market value on the date of the grant.

Compensation expense of \$882,200 and \$820,400 relating to the vested portion of the fair value of stock options granted was expensed to Selling, General and Administrative Expenses in the first six months of 2016 and 2015, respectively. As of June 25, 2016, the Company had \$3.9 million of total unrecognized compensation expense related to stock options that is expected to be recognized over the remaining weighted

average vesting period of approximately 2.6 years.

Table of Contents

**9. Debt:**

*Line of Credit*

As of June 25, 2016, there were \$30.5 million in borrowings outstanding under the Company's Line of Credit with the PrivateBank and Trust Company and BMO Harris Bank N.A., bearing interest ranging from 2.70% to 3.50%, leaving \$24.5 million available for additional borrowings.

The Line of Credit has been and will continue to be used for general corporate purposes. The Line of Credit is secured by a lien against substantially all of the Company's assets, contains customary financial conditions and covenants, and requires maintenance of minimum levels of debt service coverage and tangible net worth and maximum levels of leverage (all as defined within the Line of Credit). As of June 25, 2016, the Company was in compliance with all of its financial covenants.

*Notes Payable*

As of June 25, 2016, the Company had \$23.0 million in principal outstanding from the \$25.0 million Note Agreement (the Note Agreement) entered into in May 2015 with Prudential Investment Management, Inc., its affiliates and managed accounts (Prudential).

The final maturity of the notes is 10 years. Interest at a rate of 5.50% per annum on the outstanding principal balance is payable quarterly, along with required prepayments of the principal of \$500,000 quarterly for the first five years, and \$750,000 quarterly thereafter until the principal is paid in full. The notes may be prepaid, at the option of the Company, in whole or in part (in a minimum amount of \$1.0 million), but prepayments require payment of a Yield Maintenance Amount, as defined in the Note Agreement.

The Company's obligations under the Note Agreement are secured by a lien against substantially all of the Company's assets (as the notes rank *pari passu* with the Line of Credit), and the Note Agreement contains customary financial conditions and covenants, and requires maintenance of minimum levels of fixed charge coverage and tangible net worth and maximum levels of leverage (all as defined within the Note Agreement). As of June 25, 2016, the Company was in compliance with all of its financial covenants.

In connection with the Note Agreement, the Company incurred debt issuance costs, of which unamortized amounts are presented as a direct deduction from the carrying amount of the related liability.

**10. Segment Reporting:**



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The Company currently has two reportable business segments, franchising and leasing. The franchising segment franchises value-oriented retail store concepts that buy, sell, trade and consign merchandise. The leasing segment includes (i) Winmark Capital Corporation, a middle-market equipment leasing business and (ii) Wirth Business Credit, Inc., a small ticket financing business. Segment reporting is intended to give financial statement users a better view of how the Company manages and evaluates its businesses. The Company's internal management reporting is the basis for the information disclosed for its business segments and includes allocation of shared-service costs. Segment assets are those that are directly used in or identified with segment operations, including cash, accounts receivable, prepaid expenses, inventory, property and equipment and investment in leasing operations. Unallocated assets include corporate cash and cash equivalents, marketable securities, current and deferred tax amounts and other corporate assets. Inter-segment balances and transactions have been eliminated. The following tables summarize financial information by segment and provide a reconciliation of segment contribution to operating income:

Table of Contents

	Three Months Ended		Six Months Ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
<b>Revenue:</b>				
Franchising	\$ 12,147,500	\$ 11,813,400	\$ 23,815,100	\$ 22,827,900
Leasing	4,152,300	3,663,300	8,665,000	13,672,900
<b>Total revenue</b>	<b>\$ 16,299,800</b>	<b>\$ 15,476,700</b>	<b>\$ 32,480,100</b>	<b>\$ 36,500,800</b>
<b>Reconciliation to operating income:</b>				
Franchising segment contribution	\$ 6,865,100	\$ 6,214,700	\$ 12,774,800	\$ 11,851,500
Leasing segment contribution	2,458,000	1,869,500	4,586,900	6,206,800
<b>Total operating income</b>	<b>\$ 9,323,100</b>	<b>\$ 8,084,200</b>	<b>\$ 17,361,700</b>	<b>\$ 18,058,300</b>
<b>Depreciation:</b>				
Franchising	\$ 83,700	\$ 84,600	\$ 168,500	\$ 169,900
Leasing	24,400	22,000	48,800	44,300
<b>Total depreciation</b>	<b>\$ 108,100</b>	<b>\$ 106,600</b>	<b>\$ 217,300</b>	<b>\$ 214,200</b>

	As of	
	June 25, 2016	December 26, 2015
<b>Identifiable assets:</b>		
Franchising	\$ 2,920,000	\$ 3,100,900
Leasing	37,956,200	39,687,400
Unallocated	1,941,600	4,618,000
<b>Total</b>	<b>\$ 42,817,800</b>	<b>\$ 47,406,300</b>

Table of Contents**ITEM 2: Management's Discussion and Analysis of Financial Condition and Results of Operations.***Overview*

As of June 25, 2016, we had 1,169 franchises operating under the Plato's Closet, Once Upon A Child, Play It Again Sports, Style Encore and Music Go Round brands and had a leasing portfolio of \$37.0 million. Management closely tracks the following financial criteria to evaluate current business operations and future prospects: royalties, leasing activity, and selling, general and administrative expenses.

Our most significant source of franchising revenue is royalties received from our franchise partners. During the first six months of 2016, our royalties increased \$0.9 million or 4.5% compared to the first six months of 2015.

Leasing income net of leasing expense during the first six months of 2016 was \$7.3 million compared to \$8.9 million in the same period last year. Fluctuations in period-to-period leasing income and leasing expense result primarily from the manner and timing in which leasing income and leasing expense is recognized over the term of each particular lease in accordance with accounting guidance applicable to leasing. For this reason, we believe that more meaningful levels of leasing activity are the purchases of equipment for lease customers and the medium- to long-term trend in the size of the leasing portfolio. During the first six months of 2016, we purchased \$10.6 million in equipment for lease customers compared to \$11.4 million in the first six months of 2015. Our leasing portfolio (net investment in leases - current and long-term) decreased to \$37.0 million at June 25, 2016 from \$39.0 million at December 26, 2015.

Management continually monitors the level and timing of selling, general and administrative expenses. The major components of selling, general and administrative expenses include salaries, wages and benefits, advertising, travel, occupancy, legal and professional fees. During the first six months of 2016, selling, general and administrative expenses were comparable to the first six months of 2015.

Management also monitors several nonfinancial factors in evaluating the current business operations and future prospects including franchise openings and closings and franchise renewals. The following is a summary of our franchising activity for the first six months ended June 25, 2016:

	SIX MONTHS ENDED 6/25/16					
	TOTAL 12/26/15	OPENED	CLOSED	TOTAL 6/25/16	AVAILABLE FOR RENEWAL	COMPLETED RENEWALS
<u>Plato's Closet</u>						
Franchises - US and Canada	456	10	(2)	464	14	13
<u>Once Upon A Child</u>						
Franchises - US and Canada	326	15	(2)	339	14	14
<u>Play It Again Sports</u>						
Franchises - US and Canada	297	0	(12)	285	10	9
<u>Style Encore</u>						
Franchises - US	38	11	(1)	48		
<u>Music Go Round</u>						

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Franchises - US	33	0	(0)	33	3	3
Total Franchised Stores	1,150	36	(17)	1,169	41	39

Table of Contents

Renewal activity is a key focus area for management. Our franchisees sign 10-year agreements with us. The renewal of existing franchise agreements as they approach their expiration is an indicator that management monitors to determine the health of our business and the preservation of future royalties. During the first six months of 2016, we renewed 39 of the 41 franchise agreements available for renewal.

Our ability to grow our operating income is dependent on our ability to: (i) effectively support our franchise partners so that they produce higher revenues, (ii) open new franchises, (iii) increase lease originations and minimize write-offs in our leasing portfolio, and (iv) control our selling, general and administrative expenses.

**Results of Operations**

The following table sets forth selected information from our Consolidated Condensed Statements of Operations expressed as a percentage of total revenue:

	Three Months Ended		Six Months Ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
<b>Revenue:</b>				
Royalties	64.8%	66.0%	64.1%	54.6%
Leasing income	25.5	23.7	26.7	37.5
Merchandise sales	3.8	4.4	4.2	3.9
Franchise fees	3.0	3.1	2.7	2.1
Other	2.9	2.8	2.3	1.9
Total revenue	100.0	100.0	100.0	100.0
<b>Cost of merchandise sold</b>				
Leasing expense	(3.6)	(4.2)	(4.0)	(3.7)
Provision for credit losses		0.6	0.1	0.4
Selling, general and administrative expenses	(36.4)	(40.9)	(38.4)	(34.2)
Income from operations	57.2	52.2	53.5	49.4
Interest expense	(3.6)	(2.4)	(3.8)	(1.3)
Interest and other income (expense)		0.1		
Income before income taxes	53.6	49.9	49.7	48.1
Provision for income taxes	(20.5)	(19.2)	(19.0)	(18.5)
Net income	33.1%	30.7%	30.7%	29.6%

**Comparison of Three Months Ended June 25, 2016 to Three Months Ended June 27, 2015****Revenue**

Revenues for the quarter ended June 25, 2016 totaled \$16.3 million compared to \$15.5 million for the comparable period in 2015.



Table of Contents

*Royalties and Franchise Fees*

Royalties increased to \$10.6 million for the second quarter of 2016 from \$10.2 million for the second quarter of 2015, a 3.4% increase. The increase was primarily due to higher Once Upon A Child, Plato's Closet and Style Encore royalties of \$0.1 million each. The increase in royalties for these brands is primarily from having 23 additional Once Upon A Child, 25 additional Plato's Closet and 16 additional Style Encore franchise stores in the second quarter of 2016 compared to the same period last year.

Franchise fees increased to \$493,500 for the second quarter of 2016 compared to \$475,900 for the second quarter of 2015, primarily as a result of opening one more franchise in the 2016 period compared to the same period in 2015.

*Leasing Income*

Leasing income increased to \$4.2 million for the second quarter of 2016 compared to \$3.7 million for the same period in 2015. The increase is primarily due to a higher level of equipment sales to customers.

*Merchandise Sales*

Merchandise sales include the sale of product to franchisees either through our Computer Support Center or through the Play It Again Sports buying group (together, Direct Franchisee Sales). Direct Franchisee Sales decreased to \$625,300 for the second quarter of 2016 compared to \$686,300 in the same period of 2015. The decrease is primary due to a decrease in technology purchases by our franchisees.

*Cost of Merchandise Sold*

Cost of merchandise sold includes in-bound freight and the cost of merchandise associated with Direct Franchisee Sales. Cost of merchandise sold decreased to \$588,300 for the second quarter of 2016 compared to \$645,800 in the same period of 2015. The decrease was due to a decrease in Direct Franchisee Sales discussed above. Cost of merchandise sold as a percentage of Direct Franchisee Sales for the second quarter of 2016 and 2015 was 94.1% and 94.1%, respectively.

*Leasing Expense*

Leasing expense of \$0.5 million for the second quarter of 2016 was comparable to \$0.5 million for the second quarter of 2015.

*Provision for Credit Losses*

Provision for credit losses was \$(7,900) for the second quarter of 2016 compared to \$(93,100) for the second quarter of 2015. Provision for credit losses during the 2015 period was impacted by the decrease in the size of the portfolio during the second quarter of 2015.

*Selling, General and Administrative*

Selling, general and administrative expenses decreased 6.2% to \$5.9 million in the second quarter of 2016 from \$6.3 million in the same period of 2015. The decrease was primarily due to decreases in outside services, advertising production and compensation and benefits expenses.



Table of Contents

***Interest Expense***

Interest expense increased to \$593,800 for the second quarter of 2016 compared to \$369,500 for the second quarter of 2015. The increase is primarily due to higher average corporate borrowings when compared to the same period last year.

***Interest and Other Income***

During the second quarter of 2016, we had interest and other income of \$9,500 compared to \$9,700 of interest and other income in the second quarter of 2015.

***Income Taxes***

The provision for income taxes was calculated at an effective rate of 38.3% and 38.5% for the second quarter of 2016 and 2015, respectively.

**Comparison of Six Months Ended June 25, 2016 to Six Months Ended June 27, 2015**

***Revenue***

Revenues for the first six months of 2016 totaled \$32.5 million compared to \$36.5 million for the comparable period in 2015.

***Royalties and Franchise Fees***

Royalties increased to \$20.8 million for the first six months of 2016 from \$19.9 million for the first six months of 2015, a 4.5% increase. The increase was due to higher Once Upon A Child, Plato's Closet and Style Encore royalties of \$0.4 million, \$0.3 million and \$0.2 million, respectively. The increase in royalties for these brands is primarily from having 23 additional Once Upon A Child, 25 additional Plato's Closet and 16 additional Style Encore franchise stores in the first six months of 2016 compared to the same period last year.

Franchise fees increased to \$866,000 for the first six months of 2016 compared to \$770,300 for the first six months of 2015, primarily as a result of opening four more franchises in the 2016 period compared to the same period in 2015.

*Leasing Income*

Leasing income decreased to \$8.7 million for the first six months of 2016 compared to \$13.7 million for the same period in 2015. The decrease is primarily due to a lower level of equipment sales to customers.

*Merchandise Sales*

Merchandise sales include the sale of product to franchisees either through our Computer Support Center or through the Play It Again Sports buying group (together, Direct Franchisee Sales ). Direct Franchisee Sales of \$1.4 million for the first six months of 2016 was comparable to \$1.4 million in the same period of 2015.

Table of Contents

***Cost of Merchandise Sold***

Cost of merchandise sold includes in-bound freight and the cost of merchandise associated with Direct Franchisee Sales. Cost of merchandise sold of \$1.3 million for the first six months of 2016 was comparable to \$1.3 million in the same period of 2015. Cost of merchandise sold as a percentage of Direct Franchisee Sales for the first six months of 2016 and 2015 was 94.4% and 94.6%, respectively.

***Leasing Expense***

Leasing expense decreased to \$1.4 million for the first six months of 2016 compared to \$4.8 million for the first six months of 2015. The decrease is primarily due to a decrease in the associated cost of equipment sales to customers discussed above.

***Provision for Credit Losses***

Provision for credit losses was \$(22,300) for the first six months of 2016 compared to \$(162,200) for the first six months of 2015. The provision level for the first six months of 2015 was impacted by net recoveries in the leasing portfolio. During the first six months of 2015, we had total net recoveries of \$621,000.

***Selling, General and Administrative***

Selling, general and administrative expenses of \$12.5 million in the first six months of 2016 was comparable to \$12.5 million in the same period of 2015.

***Interest Expense***

Interest expense increased to \$1.2 million for the first six months of 2016 compared to \$0.5 million for the first six months of 2015. The increase is primarily due to higher average corporate borrowings when compared to the same period last year.

***Interest and Other Income (Expense)***

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During the first six months of 2016, we had interest and other income (expense) of \$(1,000) compared to \$(49,400) of interest and other income (expense) in the first six months of 2015. Interest and other income (expense) during the first six months of 2015 included larger losses on sales of marketable securities. (See Note 4 Investments ).

### *Income Taxes*

The provision for income taxes was calculated at an effective rate of 38.3% and 38.4% for the first six months of 2016 and 2015, respectively.

### **Segment Comparison of Three Months Ended June 25, 2016 to Three Months Ended June 27, 2015**

#### *Franchising Segment Operating Income*

The franchising segment's operating income for the second quarter of 2016 increased by \$0.7 million to \$6.9 million from \$6.2 million for the second quarter of 2015. The increase in segment contribution was primarily due to an increase in royalty revenue and a decrease in selling, general and administrative expenses.

Table of Contents

***Leasing Segment Operating Income***

The leasing segment's operating income for the second quarter of 2016 increased by \$0.6 million to \$2.5 million from \$1.9 million for the second quarter of 2015. The increase in segment contribution was primarily due to an increase in leasing income net of leasing expense.

**Segment Comparison of Six Months Ended June 25, 2016 to Six Months Ended June 27, 2015**

***Franchising Segment Operating Income***

The franchising segment's operating income for the first six months of 2016 increased by \$1.0 million to \$12.8 million from \$11.8 million for the first six months of 2015. The increase in segment contribution was primarily due to increased royalty revenue.

***Leasing Segment Operating Income***

The leasing segment's operating income for the first six months of 2016 decreased by \$1.6 million to \$4.6 million from \$6.2 million for the first six months of 2015. The decrease in segment contribution was primarily due to a decrease in leasing income net of leasing expense.

**Liquidity and Capital Resources**

Our primary sources of liquidity have historically been cash flow from operations and borrowings. The components of the consolidated condensed statements of operations that reduce our net income but do not affect our liquidity include non-cash items for depreciation and compensation expense related to stock options.

We ended the second quarter of 2016 with \$1.1 million in cash and cash equivalents compared to \$1.1 million in cash and cash equivalents at the end of the second quarter of 2015.

Operating activities provided \$13.2 million of cash during the first six months of 2016 compared to \$12.8 million provided during the same period last year. The increase in cash provided by operating activities in the first six months of 2016 compared to 2015 was primarily due to a decrease in cash paid for income taxes.

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Investing activities provided \$1.9 million of cash during the first six months of 2016. The 2016 activities consisted primarily of the purchase of equipment for lease customers of \$10.6 million and principal collections on lease receivables of \$12.5 million.

Financing activities used \$15.0 million of cash during the first six months of 2016. Our most significant financing activities during the first six months of 2016 consisted of net payments on our line of credit and notes payable of \$12.9 million, \$1.6 million to repurchase 17,194 shares of our common stock and \$0.7 million for the payment of dividends. (See Note 8 Shareholders Equity (Deficit) and Note 9 Debt ).

As of June 25, 2016, we had no off balance sheet arrangements.

As of June 25, 2016, our borrowing availability under our Line of Credit was \$55.0 million (the lesser of the borrowing base or the aggregate line of credit). There were \$30.5 million in borrowings outstanding at June 25, 2016 under the Line of Credit bearing interest ranging from 2.70% to 3.50%, leaving \$24.5 million available for additional borrowings.

The Line of Credit has been and will continue to be used for general corporate purposes. In May 2016 and each subsequent May thereafter through the term of the facility, the aggregate commitments under the

Table of Contents

Line of Credit automatically reduce by \$5.0 million. The Line of Credit is secured by a lien against substantially all of our assets, contains customary financial conditions and covenants, and requires maintenance of minimum levels of debt service coverage and tangible net worth and maximum levels of leverage (all as defined within the Line of Credit).

As of June 25, 2016, we had \$23.0 million in principal outstanding from the \$25.0 million Note Agreement entered into in May 2015 with Prudential.

The final maturity of the notes is 10 years. Interest at a rate of 5.50% per annum on the outstanding principal balance is payable quarterly, along with required prepayments of the principal of \$500,000 quarterly for the first five years, and \$750,000 quarterly thereafter until the principal is paid in full. The notes may be prepaid, at our option, in whole or in part (in a minimum amount of \$1.0 million), but prepayments require payment of a Yield Maintenance Amount, as defined in the Note Agreement.

Our obligations under the Note Agreement are secured by a lien against substantially all of our assets, and the Note Agreement contains customary financial conditions and covenants, and requires maintenance of minimum levels of fixed charge coverage and tangible net worth and maximum levels of leverage (all as defined within the Note Agreement).

As of June 25, 2016, we were in compliance with all of the financial covenants under the Line of Credit and Note Agreement.

We expect to generate the cash necessary to pay our expenses, finance our leasing business and to pay the principal and interest on all of our outstanding debt from cash flows provided by operating activities and by opportunistically using other means to repay or refinance our obligations as we determine appropriate. Our ability to pay our expenses, finance our leasing business and meet our debt service obligations depends on our future performance, which may be affected by financial, business, economic, and other factors including the risk factors described under Item 1A of our Form 10-K for the fiscal year ended December 26, 2015. If we do not have enough money to pay our debt service obligations, we may be required to refinance all or part of our existing debt, sell assets, borrow more money or raise equity. In such an event, we may not be able to refinance our debt, sell assets, borrow more money or raise equity on terms acceptable to us or at all. Also, our ability to carry out any of these activities on favorable terms, if at all, may be further impacted by any financial or credit crisis which may limit access to the credit markets and increase our cost of capital.

We may utilize discounted lease financing to provide funds for a portion of our leasing activities. Rates for discounted lease financing reflect prevailing market interest rates and the credit standing of the lessees for which the payment stream of the leases are discounted. We believe that discounted lease financing will continue to be available to us at competitive rates of interest through the relationships we have established with financial institutions.

We believe that the combination of our cash on hand, the cash generated from our franchising business, cash generated from discounting sources and our Line of Credit will be adequate to fund our planned operations through 2017.





Table of Contents

**Critical Accounting Policies**

The Company prepares the consolidated condensed financial statements of Winmark Corporation and Subsidiaries in conformity with accounting principles generally accepted in the United States of America. As such, the Company is required to make certain estimates, judgments and assumptions that it believes are reasonable based on information available. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the periods presented. There can be no assurance that actual results will not differ from these estimates. The critical accounting policies that the Company believes are most important to aid in fully understanding and evaluating the reported financial results include the following:

*Revenue Recognition – Royalty Revenue and Franchise Fees*

The Company collects royalties from each retail franchise based on a percentage of retail store gross sales. The Company recognizes royalties as revenue when earned. At the end of each accounting period, estimates of royalty amounts due are made based on applying historical weekly sales information to the number of weeks of unreported franchisee sales. If there are significant changes in the actual performance of franchisees versus the Company's estimates, its royalty revenue would be impacted. During the first six months of 2016, the Company collected \$104,700 less than it estimated at December 26, 2015. As of June 25, 2016, the Company's royalty receivable was \$1,269,900.

The Company collects initial franchise fees when franchise agreements are signed and recognizes the initial franchise fees as revenue when the franchise is opened, which is when the Company has performed substantially all initial services required by the franchise agreement. Franchise fees collected from franchisees but not yet recognized as income are recorded as deferred revenue in the liability section of the consolidated condensed balance sheet. As of June 25, 2016, deferred franchise fees were \$1,522,900.

*Leasing Income Recognition*

Leasing income for direct financing leases is recognized under the effective interest method. The effective interest method of income recognition applies a constant rate of interest equal to the internal rate of return on the lease. Generally, when a lease is more than 90 days delinquent (where more than three monthly payments are owed), the lease is classified as being on non-accrual and the Company stops recognizing leasing income on that date. Payments received on leases in non-accrual status generally reduce the lease receivable. Leases on non-accrual status remain classified as such until there is sustained payment performance that, in the Company's judgment, would indicate that all contractual amounts will be collected in full.

In certain circumstances, the Company may re-lease equipment in its existing portfolio. As this equipment may have a fair value greater than its carrying amount when re-leased, the Company may be required to account for the lease as a sales-type lease. At inception of a sales-type lease, revenue is recorded that consists of the present value of the future minimum lease payments discounted at the rate implicit in the lease. In subsequent periods, the recording of income is consistent with the accounting for a direct financing lease.

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For leases that are accounted for as operating leases, income is recognized on a straight-line basis when payments under the lease contract are due.

Table of Contents

*Allowances for Credit Losses*

The Company maintains an allowance for credit losses at an amount that it believes to be sufficient to absorb losses inherent in its existing lease portfolio as of the reporting dates. Leases are collectively evaluated for potential loss. The Company's methodology for determining the allowance for credit losses includes consideration of the level of delinquencies and non-accrual leases, historical net charge-off amounts and review of any significant concentrations.

A provision is charged against earnings to maintain the allowance for credit losses at the appropriate level. If the actual results are different from the Company's estimates, results could be different. The Company's policy is to charge-off against the allowance the estimated unrecoverable portion of accounts once they reach 121 days delinquent. (See Note 5 Investment in Leasing Operations ).

*Stock-Based Compensation*

The Company currently uses the Black-Scholes option pricing model to determine the fair value of stock options. The determination of the fair value of the awards on the date of grant using an option-pricing model is affected by stock price as well as assumptions regarding a number of complex and subjective variables. These variables include implied volatility over the term of the awards, actual and projected employee stock option exercise behaviors, risk-free interest rate and expected dividends.

The Company evaluates the assumptions used to value awards on an annual basis. If factors change and the Company employs different assumptions for estimating stock-based compensation expense in future periods or if the Company decides to use a different valuation model, the future periods may differ significantly from what it has recorded in the current period and could materially affect operating income, net income and earnings per share.

*Forward Looking Statements*

The statements contained in this Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations that are not strictly historical fact, including without limitation, the Company's belief that it will have adequate capital and reserves to meet its current and contingent obligations and operating needs, as well as its disclosures regarding market rate risk are forward looking statements made under the safe harbor provision of the Private Securities Litigation Reform Act. Such statements are based on management's current expectations as of the date of this Report, but involve risks, uncertainties and other factors that may cause actual results to differ materially from those contemplated by such forward looking statements. Investors are cautioned to consider these forward looking statements in light of important factors which may result in material variations between results contemplated by such forward looking statements and actual results and conditions. See the section appearing in our Annual Report on Form 10-K for the fiscal year ended December 26, 2015 entitled Risk Factors and Part II, Item 1A in this Report for a more complete discussion of certain factors that may cause the Company's actual results to differ from those in its forward looking statements. You should not place undue reliance on these forward-looking statements, which speak only as of the date they were made. The Company undertakes no obligation to revise or update publicly any forward-looking statements for any reason.



Table of Contents

**ITEM 3: Quantitative and Qualitative Disclosures About Market Risk**

The Company incurs financial market risk in the form of interest rate risk. Risk can be quantified by measuring the financial impact of a near-term adverse increase in short-term interest rates. At June 25, 2016, the Company had available a \$55.0 million line of credit with The PrivateBank and Trust Company and BMO Harris Bank, N.A. The interest rates applicable to this agreement are based on either the bank's base rate or LIBOR for short-term borrowings (twelve months or less). The Company had \$30.5 million of debt outstanding at June 25, 2016 under this line of credit, all of which was in the form of short-term borrowings subject to daily changes in the bank's base rate or LIBOR. The Company's earnings would be affected by changes in these short-term interest rates. With the Company's borrowings at June 25, 2016, a one percent increase in short-term rates would reduce annual pretax earnings by \$305,000. The Company had no interest rate derivatives in place at June 25, 2016.

None of the Company's cash and cash equivalents at June 25, 2016 was invested in money market mutual funds, which are subject to the effects of market fluctuations in interest rates. The Company's portfolio of marketable securities is subject to customary equity market risk.

Foreign currency transaction gains and losses were not material to the Company's results of operations for the six months ended June 25, 2016. During fiscal 2015, less than 5% of the Company's total revenues and 1% of expenses were denominated in a foreign currency. Based upon these revenues and expenses, a 10% increase or decrease in the foreign currency exchange rates would impact annual pretax earnings by approximately \$350,000. To date, the Company has not entered into any foreign currency forward exchange contracts or other derivative financial instruments to hedge the effects of adverse fluctuations in foreign currency exchange rates.

**ITEM 4: Controls and Procedures**

As of the end of the period covered by this report, the Company conducted an evaluation, under the supervision and with the participation of the principal executive officer and principal financial officer, of its disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange Act). Based upon, and as of the date of that evaluation, the principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. There was no change in the Company's internal control over financial reporting during its most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

Table of Contents**PART II. OTHER INFORMATION****ITEM 1: Legal Proceedings**

We are not a party to any material litigation and are not aware of any threatened litigation that would have a material adverse effect on our business.

**ITEM 1A: Risk Factors**

In addition to the other information set forth in this report, including the important information in Forward-Looking Statements, you should carefully consider the Risk Factors discussed in our Annual Report on Form 10-K for the year ended December 26, 2015. If any of those factors were to occur, they could materially adversely affect our financial condition or future results, and could cause our actual results to differ materially from those expressed in its forward-looking statements in this report. We are aware of no material changes to the Risk Factors discussed in our Annual Report on Form 10-K for the year ended December 26, 2015.

**ITEM 2: Unregistered Sales of Equity Securities and Use of Proceeds****Purchase of Equity Securities by the Issuer and Affiliated Purchasers**

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of a Publicly Announced Plan(1)	Maximum Number of Shares that may yet be Purchased Under the Plan
March 27, 2016 to April 30, 2016		\$		144,033
May 1, 2016 to May 28, 2016	1,045	\$ 91.98	1,045	142,988
May 29, 2016 to June 25, 2016		\$		142,988

(1) The Board of Directors' authorization for the repurchase of shares of the Company's common stock was originally approved in 1995 with no expiration date. The total shares approved for repurchase has been increased by additional Board of Directors' approvals and is currently limited to 5,000,000 shares, of which 142,988 may still be repurchased.

**ITEM 3: Defaults Upon Senior Securities**

None.

**ITEM 4: Mine Safety Disclosures**

Not applicable.

**ITEM 5: Other Information**

All information required to be reported in a report on Form 8-K during the period covered by this Form 10-Q has been reported.

Table of Contents

**ITEM 6: Exhibits**

- 3.1 Articles of Incorporation, as amended (Exhibit 3.1)(1)
- 3.2 By-laws, as amended and restated to date (Exhibit 3.2)(2)
- 31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002\*
- 31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002\*
- 32.1 Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002\*
- 32.2 Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002\*
- 101 Interactive Data Files Pursuant to Rule 405 of Regulation S-T: Financial statements from the quarterly report on Form 10-Q of Winmark Corporation and Subsidiaries for the quarter ended June 25, 2016, formatted in XBRL: (i) Consolidated Condensed Balance Sheets, (ii) Consolidated Condensed Statements of Operations, (iii) Consolidated Condensed Statements of Comprehensive Income, (iv) Consolidated Condensed Statements of Cash Flows, and (v) Notes to Consolidated Condensed Financial Statements.

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\*Filed Herewith

(1) Incorporated by reference to the specified exhibit to the Registration Statement on Form S-1, effective August 24, 1993 (Reg. No. 333-65108).

(2) Incorporated by reference to the specified exhibit to the Annual Report on Form 10-K for the fiscal year ended December 30, 2006.





Table of Contents

**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.

WINMARK CORPORATION

Date: July 20, 2016

By: /s/ Brett D. Heffes  
Brett D. Heffes  
Chief Executive Officer and Director  
(principal executive officer)

Date: July 20, 2016

By: /s/ Anthony D. Ishaug  
Anthony D. Ishaug  
Chief Financial Officer and Treasurer  
(principal financial and accounting officer)

Table of Contents

EXHIBIT INDEX

WINMARK CORPORATION

FORM 10-Q FOR QUARTER ENDED JUNE 25, 2016

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