PRICESMART INC
Form 10-Q
April 09, 2013

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

FORM 10-Q

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

For the quarterly period ended February 28, 2013

OR

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

For the transition period from to

COMMISSION FILE NUMBER 0-22793

PriceSmart, Inc.
(Exact name of registrant as specified in its charter)

Delaware	33-0628530
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

9740 Scranton Road, San Diego, CA 92121
(Address of principal executive offices)

(858) 404-8800
(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 ý 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 ý 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. (Check one):

Large accelerated filer ý Accelerated filer ¨ Non-accelerated filer ¨ 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 ý

The registrant had 30,187,940 shares of its common stock, par value $0.0001 per share, outstanding at March 29, 2013.

PRICESMART, INC.

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PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

PriceSmart, Inc.'s ("PriceSmart" or the "Company") unaudited consolidated balance sheet as of February 28, 2013 and the consolidated balance sheet as of August 31, 2012, the unaudited consolidated statements of income for the three and six months ended February 28, 2013 and February 29, 2012, the unaudited consolidated statement of comprehensive income for the three and six months ended ended February 28, 2013 and February 29, 2012, the unaudited consolidated statements of equity for the six months ended February 28, 2013 and February 29, 2012, and the unaudited consolidated statements of cash flows for the six months ended February 28, 2013 and February 29, 2012, are included herein. Also included herein are the notes to the unaudited consolidated financial statements.

PRICESMART, INC.
CONSOLIDATED BALANCE SHEETS
(AMOUNTS IN THOUSANDS, EXCEPT SHARE DATA)

	February 28, 2013 (Unaudited)	August 31, 2012
ASSETS		
Current Assets:		
Cash and cash equivalents	$101,202	$91,248
Short-term restricted cash	4,367	1,241
Receivables, net of allowance for doubtful accounts of $0 and $1 as of February 28, 2013 and August 31, 2012, respectively	3,447	5,786
Merchandise inventories	219,454	201,043
Deferred tax assets – current	6,042	5,619
Prepaid expenses and other current assets	33,049	29,955
Total current assets	367,561	334,892
Long-term restricted cash	34,565	36,505
Property and equipment, net	326,636	299,567
Goodwill	36,699	36,886
Deferred tax assets – long term	13,399	14,835
Other non-current assets	5,765	5,468
Investment in unconsolidated affiliates	8,100	7,559
Total Assets	$792,725	$735,712
LIABILITIES AND EQUITY		
Current Liabilities:		
Accounts payable	$196,171	$173,197
Accrued salaries and benefits	13,028	14,729
Deferred membership income	16,723	13,747
Income taxes payable	7,735	8,193
Other accrued expenses	16,365	17,516
Dividends payable	9,065	—
Long-term debt, current portion	7,791	7,237
Deferred tax liability – current	180	122
Total current liabilities	267,058	234,741
Deferred tax liability – long-term	2,322	2,191
Long-term portion of deferred rent	4,400	4,336
Long-term income taxes payable, net of current portion	2,147	2,512
Long-term debt, net of current portion	71,389	71,422
Other long-term liabilities (includes $1.8 million and $1.2 million for the fair value of derivative instruments and $444 and $396 for the defined benefit plans as of February 28, 2013 and August 31, 2012, respectively)	2,228	1,596
Total liabilities	349,544	316,798
Equity:		
Common stock, $0.0001 par value, 45,000,000 shares authorized; 30,870,305 and 30,855,651 shares issued and 30,183,105 and 30,210,255 shares outstanding (net of treasury shares) as of February 28, 2013 and August 31, 2012, respectively	3	3
Additional paid-in capital	387,692	384,154
Tax benefit from stock-based compensation	7,509	6,680
Accumulated other comprehensive loss	(36,804)	(33,182)
Retained earnings	104,496	77,739

Less: treasury stock at cost; 687,200 and 645,426 as of February 28, 2013 and August 31, 2012, respectively	(19,715)	(16,480)
Total equity	443,181	418,914
Total Liabilities and Equity	$792,725	$735,712

See accompanying notes.

PRICESMART, INC.
CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED—AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

	Three Months Ended		Six Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Revenues:				
Net warehouse club sales	$591,855	$537,619	$1,115,454	$1,005,811
Export sales	6,323	3,459	9,396	5,708
Membership income	8,326	6,393	15,999	12,724
Other income	906	935	1,847	1,614
Total revenues	607,410	548,406	1,142,696	1,025,857
Operating expenses:				
Cost of goods sold:				
Net warehouse club	504,725	458,508	949,669	858,373
Export	5,986	3,292	8,821	5,453
Selling, general and administrative:				
Warehouse club operations	48,213	45,762	94,055	87,653
General and administrative	11,888	10,508	23,046	19,619
Pre-opening expenses	147	(1)	884	161
Total operating expenses	570,959	518,069	1,076,475	971,259
Operating income	36,451	30,337	66,221	54,598
Other income (expense):				
Interest income	446	205	740	389
Interest expense	(1,306)	(1,317)	(2,524)	(2,571)
Other income (expense), net	(312)	832	(370)	(437)
Total other expense	(1,172)	(280)	(2,154)	(2,619)
Income from continuing operations before provision for income taxes and income (loss) of unconsolidated affiliates	35,279	30,057	64,067	51,979
Provision for income taxes	(10,393)	(9,843)	(19,172)	(17,776)
Income (loss) of unconsolidated affiliates	(4)	3	(8)	10
Income from continuing operations	24,882	20,217	44,887	34,213
Income (loss) from discontinued operations, net of tax	—	3	—	(4)
Net income	$24,882	$20,220	$44,887	$34,209
Net income per share available for distribution:				
Basic net income per share from continuing operations	$0.82	$0.67	$1.48	$1.14
Basic net income (loss) per share from discontinued operations, net of tax	$—	$—	$—	$—
Basic net income per share	$0.82	$0.67	$1.48	$1.14
Diluted net income per share from continuing operations	$0.82	$0.67	$1.48	$1.14
Diluted net income (loss) per share from discontinued operations, net of tax	$—	$—	$—	$—
Diluted net income per share	$0.82	$0.67	$1.48	$1.14
Shares used in per share computations:				
Basic	29,626	29,541	29,609	29,522
Diluted	29,636	29,553	29,620	29,535

Dividends per share	$—	$0.60	$0.60	$0.60

See accompanying notes.

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PRICESMART, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(UNAUDITED—AMOUNTS IN THOUSANDS)

	Three Months Ended		Six Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Net income	$24,882	$20,220	$44,887	$34,209
Other Comprehensive Income, net of tax:				
Foreign currency translation adjustments	$(1,614)	$(472)	$(3,010)	$(689)
Defined benefit pension plans:				
Net gain (loss) arising during period	2	3	3	12
Total defined pension plans	2	3	3	12
Unrealized gains (losses) on change in fair value of interest rate swaps[1]	(410)	(2,017)	(615)	(1,355)
Foreign currency translation differences for merger of foreign operations[2][3]	—	—	—	(5,604)
Correction of foreign currency translations for prior years related to foreign operations affecting property and equipment [2] [3]	—	7	—	(3,277)
Other comprehensive income (loss)	(2,022)	(2,479)	(3,622)	(10,913)
Comprehensive income	$22,860	$17,741	$41,265	$23,296

(1) See Note 9 - Derivative Instruments and Hedging Activities

(2) See Note 1 - Company Overview and Basis of Presentation

(3) Translation adjustments arising in translating the financial statements of a foreign entity have no effect on the income taxes of that foreign entity. They may, however, affect: (a) the amount, measured in the parent entity's reporting currency, of withholding taxes assessed on dividends paid to the parent entity and (b) the amount of taxes assessed on the parent entity by the government of its country. The Company has determined that the reinvestment of earnings of its foreign subsidiaries are indefinite because of the long-term nature of the Company's foreign investment plans. Therefore, deferred taxes are not provided for on translation adjustments related to unremitted earnings of the Company's foreign subsidiaries.

PRICESMART, INC.
CONSOLIDATED STATEMENTS OF EQUITY
(UNAUDITED—AMOUNTS IN THOUSANDS)

	Common Stock		Additional Paid-in Capital	Tax Benefit From Stock Based Compen-sation	Accumu-lated Other Compre-hensive Income(Loss)	Retained Earnings	Treasury Stock		Total Equity
	Shares	Amount					Shares	Amount	
Balance at August 31, 2011	30,696	$3	$383,549	$ 5,242	$ (22,915)	$28,238	796	$(18,279)	$375,838
Purchase of treasury stock	—	—	—	—	—	—	42	(2,839) (1)	(2,839)
Issuance of treasury stock	(197)	—	(4,953)	—	—	—	(197)	4,953	—
Issuance of restricted stock award	337	—	—	—	—	—	—	—	—
Forfeiture of restricted stock awards	(2)	—	—	—	—	—	—	—	—
Exercise of stock options	6	—	89	—	—	—	—	—	89
Stock-based compensation	—	—	2,352	638	—	—	—	—	2,990
Dividend paid to stockholders	—	—	—	—	—	(9,060)	—	—	(9,060)
Dividend payable to stockholders	—	—	—	—	—	(9,063)	—	—	(9,063)
Net income	—	—	—	—	—	34,209	—	—	34,209
Other comprehensive income (loss)	—	—	—	—	(10,913)	—	—	—	(10,913)
Balance at February 29, 2012	30,840	$3	$381,037	$ 5,880	$ (33,828)	$44,324	641	$(16,165)	$381,251
Balance at August 31, 2012	30,856	$3	$384,154	$ 6,680	$ (33,182)	$77,739	645	$(16,480)	$418,914
Purchase of treasury stock	—	—	—	—	—	—	42	(3,235)	(3,235)
Issuance of treasury stock	—	—	—	—	—	—	—	—	—
Issuance of restricted stock award	12	—	—	—	—	—	—	—	—
Forfeiture of restricted stock awards	(1)	—	—	—	—	—	—	—	—
	3	—	47	—	—	—	—	—	47

Exercise of stock options									
Stock-based compensation	—	—	3,491	829	—	—	—	—	4,320
Dividend paid to stockholders	—	—	—	—	—	(9,065)	—	—	(9,065)
Dividend payable to stockholders	—	—	—	—	—	(9,065)	—	—	(9,065)
Net income	—	—	—	—	—	44,887	—	—	44,887
Other comprehensive income (loss)	—	—	—	—	(3,622)	—	—	—	(3,622)
Balance at February 28, 2013	30,870	$3	$387,692	$ 7,509	$ (36,804)	$104,496	687	$(19,715)	$443,181

(1) Includes a $3,000 adjustment for an over billing recorded in fiscal year 2011, adjusted in fiscal year 2012.

See accompanying notes.

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PRICESMART, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED—AMOUNTS IN THOUSANDS)

	Six Months Ended February 28, 2013	February 29, 2012
Operating Activities:		
Net income	$44,887	$34,209
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	11,715	11,550
Allowance for doubtful accounts	—	(1)
(Gain) loss on sale of property and equipment	104	152
Deferred income taxes	2,031	1,764
Discontinued operations	—	4
Excess tax deficiency (benefit) on stock-based compensation	(829)	(638)
Equity in gains/(losses) of unconsolidated affiliates	8	(10)
Stock-based compensation	3,491	2,352
Change in operating assets and liabilities:		
Change in receivables, prepaid expenses and other current assets, accrued salaries and benefits, deferred membership income and other accruals	(4,853)	(3,455)
Merchandise inventories	(18,411)	(2,674)
Accounts payable	22,974	3,987
Net cash provided by (used in) continuing operating activities	61,117	47,240
Net cash provided by (used in) discontinued operating activities	—	375
Net cash provided by (used in) operating activities	61,117	47,615
Investing Activities:		
Additions to property and equipment	(38,676)	(21,762)
Proceeds from disposal of property and equipment	61	37
Capital contribution to Costa Rica joint venture	(300)	—
Capital contribution to Panama joint venture	(250)	—
Net cash flows provided by (used in) investing activities	(39,165)	(21,725)
Financing Activities:		
Proceeds from bank borrowings	3,979	71,698
Repayment of bank borrowings	(3,757)	(59,277)
Cash dividend payments	(9,065)	(9,060)
Release of (addition to) restricted cash	2,000	(14,000)
Excess tax (deficiency) benefit on stock-based compensation	829	638
Purchase of treasury stock	(3,235)	(2,839)
Proceeds from exercise of stock options	47	89
Net cash provided by (used in) financing activities	(9,202)	(12,751)
Effect of exchange rate changes on cash and cash equivalents	(2,796)	843
Net increase (decrease) in cash and cash equivalents	9,954	13,982
Cash and cash equivalents at beginning of period	91,248	76,817
Cash and cash equivalents at end of period	$101,202	$90,799
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest, net of amounts capitalized	$2,357	$2,347

Income taxes	$18,090	$15,297	
Supplemental non-cash item:			
Cancellation of joint ventures Prico Enterprise loan	$—	$(473	)
Dividends declared but not paid	$9,065	$9,063	

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PRICESMART, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
February 28, 2013

NOTE 1 – COMPANY OVERVIEW AND BASIS OF PRESENTATION

PriceSmart, Inc.'s ("PriceSmart" or the "Company") business consists primarily of international membership shopping warehouse clubs similar to, but smaller in size than, warehouse clubs in the United States. As of February 28, 2013, the Company had 30 consolidated warehouse clubs in operation in 12 countries and one U.S. territory (five in Costa Rica, four each in Panama and Trinidad, three each in Guatemala and in the Dominican Republic, two each in Colombia, El Salvador and Honduras and one each in Aruba, Barbados, Jamaica, Nicaragua and the United States Virgin Islands), of which the Company owns 100% of the corresponding legal entities (see Note 2 - Summary of Significant Accounting Policies). The Company acquired land in south Cali, Colombia on December 14, 2011, upon which it opened its second warehouse club in Colombia on October 19, 2012. On March 15, 2012, the Company acquired land in north Cali, Colombia upon which it anticipates opening its third warehouse club in Colombia in May 2013. Additionally, on February 4, 2013, the Company acquired property located in La Union, Cartago, Costa Rica, upon which it anticipates opening its sixth membership warehouse club in Costa Rica in the fall of 2013. Finally, on February 15, 2013, the Company acquired land in Tegucigalpa, Honduras upon which it anticipates opening its third warehouse club in Honduras in the spring of 2014. The Company continues to explore other potential sites for future warehouse clubs in Central America, the Caribbean and Colombia. The initial warehouse club sales and membership sign-ups experienced with the opening of the Barranquilla and south Cali warehouse clubs has reinforced the Company's belief that Colombia could be a market for multiple PriceSmart warehouse clubs.

Basis of Presentation - The interim consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q for interim financial reporting pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). These interim consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2012 (the "2012 Form 10-K"). The interim consolidated financial statements include the accounts of PriceSmart, Inc., a Delaware corporation, and its subsidiaries. Inter-company transactions between the Company and its subsidiaries have been eliminated in consolidation.

In accordance with the Financial Accounting Standards Board's ("FASB") revised guidance establishing general accounting standards and disclosure of subsequent events, the Company has evaluated subsequent events through the date and time these financial statements were issued.

Reclassifications to consolidated balance sheet recorded during fiscal year 2013 for fiscal year 2012 - Certain reclassifications to the consolidated balance sheet have been made to prior fiscal year amounts to conform to the presentation in the current fiscal year. These reclassifications did not impact consolidated total assets, total current liabilities or total liabilities.

PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Reclassifications to consolidated statement of income recorded during fiscal year 2013 for fiscal year 2012 - The Company receives cash consideration from its vendors for product demonstrations. Prior to fiscal year 2013, the Company recorded this consideration as Other income. However, cash or equity consideration received from a vendor is presumed to be a reduction of cost of sales when it is recognized in the income statement. Additionally, reimbursements of costs incurred by the customer to sell the vendor's products are treated as a reduction of the related cost when recognized in the income statement. Therefore, the Company has accordingly recorded such consideration as a reduction to cost of sales and a reduction to related costs incurred to sell the vendor's products starting in fiscal year 2013. The Company has made reclassifications to the consolidated statement of income for fiscal year 2012 to conform to the presentation in fiscal year 2013. These reclassifications did not impact consolidated operating income or net income. The following table summarizes the impact of these reclassifications (in thousands):

	Three Months Ended				
	November 30, 2011	February 29, 2012	May 31, 2012	August 31, 2012	Total Fiscal Year 2012
Revenues:					
Net warehouse club sales-as previously reported	$468,329	$537,816	$494,898	$499,003	$2,000,046
Reclassifications	(137)	(197)	(151)	(197)	(682)
Net warehouse club sales-as currently reported	$468,192	$537,619	$494,747	$498,806	$1,999,364
Other income-as previously reported	$1,776	$2,165	$2,163	$2,318	$8,422
Reclassifications	(1,097)	(1,230)	(1,294)	(1,279)	(4,900)
Other income-as currently reported	$679	$935	$869	$1,039	$3,522
Cost of goods sold:					
Net warehouse club-as previously reported	$400,481	$459,313	$421,512	$422,825	$1,704,131
Reclassifications	(616)	(805)	(788)	(590)	(2,799)
Net warehouse club-as currently reported	$399,865	$458,508	$420,724	$422,235	$1,701,332
Selling, general and administrative:					
Warehouse club operations-as previously reported	$42,509	$46,384	$46,197	$47,311	$182,401
Reclassifications	(618)	(622)	(657)	(886)	(2,783)
Warehouse club operations-as currently reported	$41,891	$45,762	$45,540	$46,425	$179,618
Net effect on operating income	$—	$—	$—	$—	$—

PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Reclassifications and prior period adjustments recorded during fiscal year 2012- During fiscal year 2007 and during the first quarter of fiscal year 2012, the Company merged in each period a wholly owned subsidiary formed to purchase, develop and serve as a holding company for the land and buildings used by certain operating warehouse clubs (each, a "Landco") with one of the wholly owned subsidiaries formed to operate these warehouse clubs (each, an "Opco"). Each of the Landco entities involved in these mergers had a functional and reporting currency in U.S. dollars, and each of the related Opco entities that they were merged into had a foreign currency as a functional currency and U.S. dollars as a reporting currency. In each of these mergers, the Opco was the surviving entity, with the assets, liabilities and equity accounts of the Landco being transferred to the Opco and the Landco subsidiary ceasing to exist. Since the Landco entity ceased to exist, and all relevant economic activities previously performed by the Landco no longer existed, a significant change in economic facts and circumstances was determined to have taken place, indicating that the functional currency had changed as the assets were transferred to the Opco. Upon this transfer, the Company was required to remeasure the non-monetary balance sheet items at historical exchange rates in order to produce the same result in terms of the functional currency that would have occurred if those items had been initially recorded in the foreign functional currency. As a result of the 2012 merger, and the resulting translation adjustments, the Company recorded in the first quarter of fiscal year 2012 a charge to comprehensive income for approximately $5.6 million relating to the fiscal year 2012 merger, with a corresponding reduction to Property and equipment, net for the same amount.

During the first quarter of fiscal year 2012, the Company identified errors in the consolidated financial statements for the fiscal year ended August 31, 2011 and for fiscal years previous to 2009. The errors related to incorrect (i) accounting for the 2007 merger described above which impacted the translation of Property and equipment, net from foreign currencies to U.S. dollars and the related offset to Accumulated other comprehensive loss; and (ii) the translation of Property and equipment, net from foreign currencies to U.S. dollars and the related offset to Accumulated other comprehensive loss. The correction of these errors would have decreased comprehensive income by $6.4 million in fiscal year 2007 and increased comprehensive income by $3.1 million in fiscal year 2011. The total of these corrections, which was recorded in the first quarter of fiscal 2012 as a charge to comprehensive income was approximately $3.3 million. The Company decreased Property and equipment, net and increased Accumulated other comprehensive loss by the same amount.

The Company analyzed the impact of these items and concluded that neither error would be material to any individual period, taking into account the requirements of the Securities and Exchange Commission ("SEC") Staff Accounting Bulletin No. 108, Considering the Effects of Prior Year Misstatements in the Current Year Financial Statements ("SAB 108"). In accordance with the relevant guidance, management evaluated the materiality of errors from a quantitative and qualitative perspective. Based on such evaluation, the Company concluded that correcting the cumulative errors, which decreased comprehensive income by approximately $3.3 million for the three month period ended November 30, 2011, was immaterial to the expected full year results for fiscal 2012 and financial position as presented on the consolidated balance sheet. Correcting the error would not have had a material impact on any individual prior period presented in the 2011 Form 10-K nor would it have affected the trend of financial results. As provided by SAB 108, the error correction did not require the restatement of the consolidated financial statements for prior periods.

As a result of recording (i) the fiscal year 2012 merger and the resulting translation adjustment, (ii) the correction of the accounting for the 2007 merger, and (iii) the correction of an error in translation of Property and equipment, net from foreign currencies to U.S. dollars, the Company recorded an increase to Accumulated other comprehensive loss for $8.9 million within the first quarter of fiscal year 2012.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation - The interim consolidated financial statements of the Company included herein include the assets, liabilities and results of operations of the Company's wholly owned subsidiaries. All significant inter-company accounts and transactions have been eliminated in consolidation. The interim consolidated financial statements have been prepared by the Company without audit, pursuant to the rules and regulations of the SEC, and reflect all adjustments (consisting of normal recurring adjustments) that are, in the opinion of management, necessary to fairly present the financial position, results of operations, and cash flows for the interim periods presented. Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") have been condensed or omitted pursuant to such SEC rules and regulations. Management believes that the disclosures made are adequate

PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

to make the information presented not misleading. The results for interim periods are not necessarily indicative of the results for the full year.

Use of Estimates – The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Variable Interest Entities – The Company reviews and determines at the start of each arrangement, or subsequently if a reconsideration event occurs, whether any of its investments in joint ventures are a Variable Interest Entity ("VIE") and whether it must consolidate a VIE and/or disclose information about its involvement in a VIE. The Company has determined that the joint ventures for GolfPark Plaza (Panama) and Price Plaza Alajuela (Costa Rica) are VIEs. The Company has determined that it is not the primary beneficiary of the VIEs and, therefore, has accounted for these entities under the equity method.

Restricted Cash – The changes in restricted cash are disclosed within the consolidated statement of cash flows based on the nature of the restriction. The following table summarizes the restricted cash reported by the Company (in thousands):

	February 28, 2013	August 31, 2012
Short-term restricted cash:		
Restricted cash for Honduras loan	$ 1,200	$ 1,200
Other short-term restricted cash [(1)]	3,167	41
Total short-term restricted cash	4,367	1,241
Long-term restricted cash:		
Restricted cash for Honduras loan	1,720	3,720
Restricted Cash - Colombia Bank Loans	32,000	32,000
Other long-term restricted cash [(1)]	845	785
Total long-term restricted cash	34,565	36,505
Total restricted cash	$ 38,932	$ 37,746

(1) The other restricted cash consist mainly of cash deposits held within banking institutions in compliance with federal regulatory requirements in Costa Rica and Panama and funds deposited in an escrow account.

Merchandise Inventories – Merchandise inventories, which include merchandise for resale, are valued at the lower of cost (average cost) or market. The Company provides for estimated inventory losses and obsolescence between physical inventory counts on the basis of a percentage of sales. The provision is adjusted periodically to reflect the trend of actual physical inventory count results, with physical inventories occurring primarily in the second and fourth fiscal quarters. The Company may be required to take markdowns below the carrying cost of certain inventory to expedite the sale of such merchandise.

Fair Value Measurements – The Company measures the fair value for all financial and nonfinancial assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring or nonrecurring basis. The fair value of an asset is the price at which the asset could be sold in an orderly transaction between unrelated, knowledgeable and willing parties able to engage in the transaction. A liability’s fair value is defined as the amount that would be paid to transfer the liability to a new obligor in a transaction between such parties, not the amount that would be paid to settle the liability with the creditor.

The Company has established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring and revaluing fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions. The Company was not required to revalue any assets or liabilities utilizing Level 1 or Level 3 inputs at the balance sheet dates. The Company's Level

PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

2 assets and liabilities revalued at the balance sheet dates, on a recurring basis, primarily included cash flow hedges (interest rate swaps and cross-currency interest rate swaps) and forward foreign exchange contracts. In addition, the Company utilizes Level 2 inputs in determining the fair value of long-term debt. The Company has elected not to revalue long-term debt because this debt will be settled at the carrying value and not at the fair market value. The Company did not make any significant transfers in and out of Level 1 and Level 2 fair value tiers during the periods reported on herein.

Nonfinancial assets and liabilities are revalued and recognized at fair value subsequent to initial recognition when there is evidence of impairment. For the periods reported, no impairment of such nonfinancial assets was recorded.

The disclosure of fair value of certain financial assets and liabilities recorded at cost is as follows:

Cash and cash equivalents: The carrying value approximates fair value due to the short maturity of these instruments.

Short-term restricted cash: The carrying value approximates fair value due to the short maturity of these instruments.

Long-term restricted cash: Long-term restricted cash primarily consists of auto renewable 3-12 month certificates of deposit, which are held as collateral on our long-term debt. The carrying value approximates fair value due to the short maturity of the underlying certificates of deposit.

Accounts receivable: The carrying value approximates fair value due to the short maturity of these accounts.

Short-term debt: The carrying value approximates fair value due to the short maturity of these instruments.

Long-term debt: The fair value of debt is generally measured using a discounted cash flow analysis based on current market interest rates for similar types of financial instruments. These inputs are not quoted prices in active markets but they are either directly or indirectly observable; therefore, they are classified as Level 2 inputs. The carrying value and fair value of the Company’s debt as of February 28, 2013 and August 31, 2012 is as follows (in thousands):

	February 28, 2013		August 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Long-term debt, including current portion	$79,180	$79,930	$78,659	$80,830

Derivatives - The Company uses derivative financial instruments for hedging and non-trading purposes to manage its exposure to changes in interest and currency exchange rates. In using derivative financial instruments for the purpose of hedging the Company’s exposure to interest and currency exchange rate risks, the contractual terms of a hedged instrument closely mirror those of the hedged item, providing a high degree of risk reduction and correlation. Contracts that are effective at meeting the risk reduction and correlation criteria (effective hedge) are recorded using hedge accounting. If a derivative financial instrument is an effective hedge, changes in the fair value of the instrument will be offset in accumulated other comprehensive income (loss) until the hedged item completes its contractual term. If any portion of the hedge is deemed ineffective, the change in fair value of the hedged assets or liabilities will be immediately recognized in earnings during the period. Instruments that do not meet the criteria for hedge accounting, or contracts for which the Company has not elected hedge accounting, are valued at fair value with unrealized gains or losses reported in earnings during the period of the change. Valuation techniques utilized in the fair value measurement of assets and liabilities presented on the Company's consolidated balance sheets were not changed from previous practice during the reporting period.

Cash Flow Instruments. The Company is a party to receive floating interest rate, pay fixed-rate interest rate swaps to hedge the interest rate risk of certain U.S. denominated debt within its international subsidiaries whose functional currency is other than the U.S dollar. The swaps are designated as cash flow hedges of interest expense risk. These instruments are considered effective hedges and are recorded using hedge accounting. The Company is also a party to receive variable interest rate, pay fixed interest rate cross-currency interest rate swaps to hedge the interest rate and currency exposure associated with the expected payments of principal and interest of U.S. denominated debt within its international subsidiaries whose functional currency is

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other than the U.S dollar. The swaps are designated as cash flow hedges of the currency risk related to payments on the U.S. denominated debt. These instruments are also considered to be effective hedges and are recorded using hedge accounting. Under cash flow hedging, the effective portion of the fair value of the derivative, calculated as the net present value of the future cash flows, is deferred on the consolidated balance sheets in accumulated other comprehensive loss. If any portion of an interest rate swap is determined to be an ineffective hedge, the gains or losses from changes in fair value would be recorded directly in the consolidated statements of income. Amounts recorded in accumulated other comprehensive loss are released to earnings in the same period that the hedged transaction impacts consolidated earnings. See Note 9 - Derivative Instruments and Hedging Activities for information on the fair value of interest rate swaps and cross-currency interest rate swaps as of February 28, 2013 and August 31, 2012.

Fair Value Instruments. The Company is exposed to foreign-currency exchange-rate fluctuations in the normal course of business. The Company is also exposed to foreign-currency exchange-rate fluctuations on U.S. dollar denominated liabilities within its international subsidiaries whose functional currency is other than the U.S. dollar. The Company manages these fluctuations, in part, through the use of non-deliverable forward foreign-exchange contracts that are intended to offset changes in cash flow attributable to currency exchange movements. The contracts are intended primarily to economically address exposure to U.S. dollar merchandise inventory expenditures made by the Company’s international subsidiaries whose functional currency is other than the U.S. dollar. Currently, these contracts are treated for accounting purposes as fair value instruments and do not qualify for derivative hedge accounting. The Company seeks to mitigate foreign-currency exchange-rate risk with the use of these contracts and does not intend to engage in speculative transactions. These contracts do not contain any credit-risk-related contingent features.

The Company seeks to manage counterparty risk associated with these contracts by limiting transactions to counterparties with which the Company has an established banking relationship. There can be no assurance, however, that this practice effectively mitigates counterparty risk. The contracts are limited to less than one year in duration. See Note 9 - Derivative Instruments and Hedging Activities for information on the fair value of open, unsettled forward foreign-exchange contracts as of February 28, 2013 and August 31, 2012.

The following table summarizes financial assets and liabilities measured and recorded at fair value on a recurring basis in the Company’s consolidated balance sheet as of February 28, 2013 and August 31, 2012 (in thousands) for derivatives that qualify for hedge accounting:

Assets and Liabilities as of February 28, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Other long-term liabilities – (Interest rate swaps)	$—	$(93)	$—	$(93)
Other long-term liabilities – (Cross-currency interest rate swaps)	—	(1,691)	—	(1,691)
Total	$—	$(1,784)	$—	$(1,784)

Assets and Liabilities as of August 31, 2012				Total

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Other long-term liabilities – (Interest rate swaps)	$—	$(216)	$—	$(216)
Other long-term liabilities – (Cross-currency interest rate swaps)	—	(983)	—	(983)
Total	$—	$(1,199)	$—	$(1,199)

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The following table summarizes financial assets and liabilities measured and recorded at fair value on a recurring basis in the Company's consolidated balance sheet as of February 28, 2013 and August 31, 2012 (in thousands) for derivatives that do not qualify for hedge accounting:

Assets and Liabilities as of February 28, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Prepaid expenses and other current assets (Foreign currency forward contracts)	$—	$105	$—	$105
Other accrued expenses (Foreign currency forward contracts)	—	—	—	—
Net fair value of derivatives designated as hedging instruments that do not qualify for hedge accounting	$—	$105	$—	$105

Assets and Liabilities as of August 31, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Prepaid expenses and other current assets (Foreign currency forward contracts)	$—	$27	$—	$27
Other accrued expenses (Foreign currency forward contracts)	—	(3)	—	(3)
Net fair value of derivatives designated as hedging instruments that do not qualify for hedge accounting	$—	$24	$—	$24

As of February 28, 2013 and August 31, 2012, the Company had no significant measurements of financial assets or liabilities at fair value on a nonrecurring basis.

Goodwill – The table below presents goodwill resulting from certain business combinations as of February 28, 2013 and August 31, 2012 (in thousands). The change in goodwill is a result of foreign exchange translation losses.

	February 28, 2013	August 31, 2012	Change
Goodwill	$36,699	$36,886	$(187)

The Company reviews previously reported goodwill at the entity level for impairment if there has been a significant change in the reporting unit's assets and liabilities since the most recent evaluation, if the reporting unit's most recent fair value determination resulted in an amount that exceeded its carrying amount by a substantial margin or if the likelihood that a current fair value determination would be more likely than not to show that the current fair value of the unit is less than the carrying amount of the reporting unit.

Revenue Recognition – The Company recognizes merchandise sales revenue when title passes to the customer. Membership income represents annual membership fees paid by the Company's warehouse club members, which are recognized ratably over the 12-month term of the membership. Membership refunds are prorated over the remaining term of the membership; accordingly, no refund reserve is required to be established for the periods presented. The Company recognizes and presents revenue-producing transactions on a net of tax basis.

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The Company began offering Platinum memberships in Costa Rica during fiscal year 2013, which provides members with a 2% rebate on most items, up to an annual maximum of $500.00. Platinum members can apply this rebate to future purchases at the warehouse club at the end of the annual membership period. The Company records this 2% rebate as a reduction of revenue at the time of the sales transaction. Accordingly, the Company has reduced warehouse sales and has accrued a liability within other accrued expenses. The rebate expires within six months of the membership renewal date. However, the Company has determined that in the absence of relevant historical experience, the Company is not able to make a reasonable estimate of rebate redemptions and accordingly has assumed a 100% redemption rate. The Company will periodically review expired unused rebates outstanding, and the expired unused rebates will be recognized as revenues: other income on the consolidated statements of income.
The Company recognizes gift certificate sales revenue when the certificates are redeemed. The outstanding gift certificates are reflected as other accrued expenses in the consolidated balance sheets. These gift certificates generally have a one-year stated expiration date from the date of issuance. However, the absence of a large volume of transactions for gift certificates impairs the Company's ability to make a reasonable estimate of the redemption levels for gift certificates; therefore, the Company assumes a 100% redemption rate prior to expiration of the gift certificate. The Company periodically reviews unredeemed outstanding gift certificates, and the gift certificates that have expired are recognized as revenues: other income on the consolidated statements of income.
Operating leases, where the Company is the lessor, with lease payments that have fixed and determinable rent increases are recognized as revenue on a straight-line basis over the lease term. The Company also accounts in its straight-line computation for the effect of any "rental holidays." Contingent rental revenue is recognized as the contingent rent becomes due per the individual lease agreements.

Cost of Goods Sold – The Company includes the cost of merchandise, food service and bakery raw materials, and one hour photo supplies in cost of goods sold. The Company also includes in cost of goods sold the external and internal distribution and handling costs for supplying merchandise, raw materials and supplies to the warehouse clubs. External costs include inbound freight, duties, drayage, fees, insurance, and non-recoverable value-added tax related to inventory shrink, spoilage and damage. Internal costs include payroll and related costs, utilities, consumable supplies, repair and maintenance, rent expense, building and equipment depreciation at its distribution facilities and payroll and other direct costs for in store demonstrations.

Vendor consideration consists primarily of volume rebates, time-limited product promotions, slotting fees, demonstration reimbursements and prompt payment discounts. Volume rebates that are not threshold based are incorporated into the unit cost of merchandise reducing the inventory cost and cost of goods sold. Volume rebates that are threshold based are recorded as a reduction to cost of good sold when the Company achieves established purchase levels that are confirmed by the vendor in writing or upon receipt of funds. On a quarterly basis, the Company calculates the amount of rebates recorded in cost of goods sold that relates to inventory on hand and this amount is reclassified as a reduction to inventory, if significant. Product promotions are generally linked to coupons that provide for reimbursement to the Company from vendor rebates for the product being promoted. Slotting fees are related to consideration received by the Company from vendors for preferential "end cap" placement of the vendor's products within the warehouse club. Demonstration reimbursements are related to consideration received by the Company from vendors for the in store promotion of the vendors' products. The Company records the reduction in cost of goods sold on a transactional basis for these programs. Prompt payment discounts are taken in substantially all cases, and therefore, are applied directly to reduce the acquisition cost of the related inventory, with the resulting effect recorded to cost of goods sold when the inventory is sold.

Selling, General and Administrative – Selling, general and administrative costs are comprised primarily of expenses associated with warehouse operations. Warehouse operations include the operating costs of the Company's warehouse clubs, including all payroll and related costs, utilities, consumable supplies, repair and maintenance, rent expense, building and equipment depreciation, and bank and credit card processing fees. Also included in selling, general and administrative expenses are the payroll and related costs for the Company's U.S. and regional purchasing and management centers.

Pre-Opening Costs – The Company expenses pre-opening costs (the costs of start-up activities, including organization costs and rent) as incurred.

Asset Impairment Costs – The Company periodically evaluates its long-lived assets for indicators of impairment. Management's judgments are based on market and operational conditions at the time of the evaluation and can include management's best estimate of future business activity. These periodic evaluations could cause management to conclude that impairment factors

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

exist, requiring an adjustment of these assets to their then-current fair value. Future business conditions and/or activity could differ materially from the projections made by management causing the need for additional impairment charges.

Contingencies and Litigation – The Company accounts for and reports loss contingencies if (a) information available prior to issuance of the consolidated financial statements indicates that it is probable that an asset had been impaired or a liability had been incurred at the date of the consolidated financial statements and (b) the amount of loss can be reasonably estimated.

Foreign Currency – The assets and liabilities of the Company's foreign operations are translated to U.S. dollars when the functional currency in the Company's international subsidiaries is the local currency and not U.S. dollars. Assets and liabilities of these foreign subsidiaries are translated to U.S. dollars at the exchange rate on the balance sheet date, and revenue, costs and expenses are translated at average rates of exchange in effect during the period. The corresponding translation gains and losses are recorded as a component of accumulated other comprehensive income or loss. These adjustments will affect net income upon the sale or liquidation of the underlying investment.

Monetary assets and liabilities denominated in currencies other than the functional currency of the respective entity, (primarily U.S. Dollars) are revalued to the functional currency using the exchange rate on the balance sheet date. These foreign exchange transaction gains (losses), including repatriation of funds, are recorded as Other income (expense) in the Consolidated Statements of Income. The following table summarizes the amounts recorded for the three and six month periods ending February 28, 2013 and February 29, 2012 (in thousands):

	Three Months Ended		Six Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Currency gain (loss)	$ (263)	$ 898	(263)	(286)

Income Taxes – The Company accounts for income taxes using the asset and liability method. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributed to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences and carry-forwards are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is established when necessary to reduce deferred tax assets to amounts expected to be realized.

The Company and its subsidiaries are required to file federal and state income tax returns in the United States and various other tax returns in foreign jurisdictions. The preparation of these tax returns requires the Company to interpret the applicable tax laws and regulations in effect in such jurisdictions, which could affect the amount of tax paid by the Company. The Company, in consultation with its tax advisors, bases its tax returns on interpretations that are believed to be reasonable under the circumstances. The tax returns, however, are subject to routine reviews by the various federal, state and foreign taxing authorities in the jurisdictions in which the Company or one of its subsidiaries file tax returns. As part of these reviews, a taxing authority may disagree with respect to the income tax positions taken by the Company ("uncertain tax positions") and, therefore, require the Company or one of its subsidiaries to pay additional taxes.

The Company accrues an amount for its estimate of probable additional income tax liability. In certain cases, the impact of an uncertain income tax position on the income tax return must be recognized at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant tax authority. An uncertain income tax position will not be recognized if it has less than 50% likelihood of being sustained. This requires significant judgment, the use of estimates, and the interpretation and application of complex tax laws. When facts and circumstances change, the Company reassess these probabilities and records any changes in the consolidated financial statements as appropriate. There were no material changes in the Company's uncertain income tax positions for the periods ended February 28, 2013 and February 29, 2012.

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The following tables presents a reconciliation of the effective tax rate for the periods presented:

	Three Months Ended		Six Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Federal tax provision at statutory rates	35.0 %	35.0 %	35.0 %	35.0 %
State taxes, net of federal benefit	0.2	0.6	0.2	0.9
Differences in foreign tax rates	(4.0)	(2.8)	(4.4)	(3.0)
Permanent items and other adjustments	(2.8)	0.6	(1.5)	0.5
Increase (decrease) in foreign valuation allowance	1.0	(0.7)	0.6	0.8
Provision for income taxes	29.4 %	32.7 %	29.9 %	34.2 %

For the three month period ended on February 28, 2013, the decrease in the effective tax rate versus the same period of the prior year was primarily attributable to the following factors: (i) 0.4% results from adoption of California single sales factor apportionment, (ii) 2.0% results from decreases in applicable foreign statutory rates and higher profits in lower tax rate jurisdictions; (iii) 0.9% results from a change in the methodology regarding recognition of the federal benefit of state taxes.

For the first six months of fiscal year 2013, the decrease in the effective tax rate versus the same period of the prior year was primarily attributable to the following factors: (i) 1% results from a decrease in taxable losses of the Company's Colombia affiliate where the Company has taken a full valuation allowance against its deferred tax assets; (ii) 1% results from reversals of income tax liability for uncertain tax positions in the first six months of fiscal year 2013, compared to additional accruals for the same during the first six months of fiscal year 2012; (iii) 0.6% results from adoption of California single sales factor apportionment; and (iv) 1.4% results from decreases in applicable foreign statutory tax rates and higher profits in lower tax rate jurisdictions.

Recent Accounting Pronouncements

FASB ASC 405

In February 2013, the FASB issued amendments providing guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this update is fixed at the reporting date, except for obligations addressed within existing guidance in U.S. GAAP. The guidance requires an entity to measure those obligations as the sum of the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. The guidance in this update also requires an entity to disclose the nature and amount of the obligation as well as other information about those obligations. The amendment will be retrospectively effective for the Company as of September 1, 2013. Adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements.

FASB ASC 220

In February 2013, the FASB issued amended guidance for the presentation requirements for reclassifications out of accumulated other comprehensive income. The amendments will require the Company to provide additional information about reclassifications of accumulated other comprehensive income. The amendment will be effective as of March 1, 2013. Adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements.

FASB ASC 220

In June 2011, the FASB issued guidance to amend the presentation of comprehensive income to allow an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income

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either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. The guidance eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The amended guidance was effective for annual and interim periods within those years beginning after December 15, 2011 and was to be applied retrospectively. The Company adopted this guidance on September 1, 2012. Adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

FASB ASC 350

In December 2010, the FASB issued amended guidance concerning testing for impairment of goodwill where an entity has one or more reporting units whose carrying value is zero or negative. The amended guidance requires the entity to perform a test to measure the amount, if any, of impairment to goodwill by comparing the implied fair value of the reporting unit goodwill with the carrying amount of that goodwill. The Company was required to adopt this amended guidance for fiscal years or interim periods within those years after December 15, 2011. The Company adopted this guidance on September 1, 2012. The adoption of the amended guidance did not have an impact on the Company's consolidated financial statements or disclosures to those financial statements.

NOTE 3 – PROPERTY AND EQUIPMENT

Property and equipment are stated at historical cost. The historical cost of acquiring an asset includes the costs necessarily incurred to bring it to the condition and location necessary for its intended use. Depreciation is computed on the straight-line basis over the estimated useful lives of the assets. The useful life of fixtures and equipment ranges from three to 15 years and that of buildings from 10 to 25 years. Leasehold improvements are amortized over the shorter of the life of the improvement or the expected term of the lease. In some locations, leasehold improvements are amortized over a period longer than the initial lease term where management believes it is reasonably assured that the renewal option in the underlying lease will be exercised as an economic penalty may be incurred if the option is not exercised. The sale or purchase of property and equipment is recognized upon legal transfer of property. For property and equipment sales, if any long-term notes are carried by the Company as part of the sales terms, the sale is reflected at the net present value of current and future cash streams.

Property and equipment consist of the following (in thousands):

	February 28, 2013	August 31, 2012
Land	$94,974	$89,878
Building and improvements	216,836	198,967
Fixtures and equipment	115,203	103,250
Construction in progress	24,752	22,409
Total property and equipment, historical cost	451,765	414,504
Less: accumulated depreciation	(125,129)	(114,937)
Property and equipment, net	$326,636	$299,567

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

During fiscal year 2012, as a result of the merger of wholly owned subsidiaries under the common control of the Company and the correction of currency translation errors, the Company recorded during the first quarter of fiscal year 2012 a decrease in Property and equipment, net of approximately $8.9 million (see Note 1 - Company Overview and Basis of Presentation).

Depreciation and amortization expense (in thousands):

	Three Months Ended		Six Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Depreciation and amortization expense	$6,031	$5,739	$11,715	$11,550

The Company capitalizes interest on qualifying assets over a period that covers the duration of the activities required to get the asset ready for its intended use, provided that expenditures for the asset have been made and interest cost is being incurred. Interest capitalization continues as long as those activities and the incurrence of interest cost continue. The amount capitalized in an accounting period is determined by applying the capitalization rate (average interest rate) to the average amount of accumulated expenditures for the qualifying asset during the period. The capitalization rates are based on the interest rates applicable to borrowings outstanding during the period.
Total interest capitalized (in thousands):

	February 28, 2013	August 31, 2012
Total interest capitalized	$4,559	$4,675

Total interest expense capitalized (in thousands):

	Three Months Ended		Six Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Interest expense capitalized	$110	$15	$281	$33

NOTE 4 – EARNINGS PER SHARE

The Company presents basic and diluted income per share using the two class method. The two-class method is an earnings allocation formula that treats a participating security as having rights to earnings that otherwise would have been available to common stockholders and that determines basic income per share for each class of common stock and participating security according to dividends declared (or accumulated) and participation rights in undistributed earnings that would have been available to common stockholders. A participating security is defined as a security that may participate in undistributed earnings with common stock. The Company’s capital structure includes securities that participate with common stock on a one for one basis for distribution of dividends. These are the restricted stock awards and dividend equivalent awards made in connection with grants of restricted stock units under the Company's Equity Incentive Award Plan. In addition, the Company determines diluted income per share by including the basic weighted average of stock options outstanding in the calculation of diluted net income per share.

The following table sets forth the computation of net income per share for the three and six months ended February 28, 2013 and February 29, 2012 (in thousands, except per share amounts):

PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

	Three Months Ended		Six Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Net income from continuing operations	$ 24,882	$ 20,217	$ 44,887	$ 34,213
Less: Earnings and dividends allocated to unvested stockholders	(540)	(399)	(964)	(620)
Dividend distribution to common stockholders	—	(17,745)	(17,755)	(17,745)
Basic undistributed net earnings available to common stockholders from continuing operations	$ 24,342	$ 2,073	$ 26,168	$ 15,848
Add: Net undistributed earnings allocated and reallocated to unvested stockholders (two-class method) and dividend distribution	—	17,745	17,755	17,745
Net earnings available to common stockholders from continuing operations	$ 24,342	$ 19,818	$ 43,923	$ 33,593
Net earnings (loss) available to common stockholders from discontinued operations	$ —	$ 3	$ —	$ (4)
Basic weighted average shares outstanding	29,626	29,541	29,609	29,522
Add dilutive effect of stock options (two-class method)	10	12	11	13
Diluted average shares outstanding	29,636	29,553	29,620	29,535
Basic income per share from continuing operations	$ 0.82	$ 0.67	$ 1.48	$ 1.14
Diluted income per share from continuing operations	$ 0.82	$ 0.67	$ 1.48	$ 1.14
Basic income (loss) per share from discontinued operations	$ 0.00	$ 0.00	$ 0.00	$ 0.00
Diluted income (loss) per share from discontinued operations	$ 0.00	$ 0.00	$ 0.00	$ 0.00
Net Income attributable to PriceSmart:				
Income from continuing operations	$ 24,882	$ 20,217	$ 44,887	$ 34,213
Income (loss) from discontinued operations, net of tax	—	3	—	(4)
	$ 24,882	$ 20,220	$ 44,887	$ 34,209

NOTE 5 – STOCKHOLDERS' EQUITY

Dividends

Dividends

The following table summarizes the dividends declared and paid during fiscal years 2013 and 2012.

		First Payment				Second Payment			
Declared	Amount	Record Date	Date Paid	Date Payable	Amount	Record Date	Date Paid	Date Payable	Amount

11/27/12	$0.60	12/10/12	12/21/12	N/A	$0.30	8/15/13	N/A	8/30/13	$0.30
1/25/12	$0.60	2/15/12	2/29/12	N/A	$0.30	8/15/12	8/31/12	N/A	$0.30

The Company anticipates the ongoing payment of semi-annual dividends in subsequent periods, although the actual declaration of future dividends, the amount of such dividends, and the establishment of record and payment dates is subject to final determination by the Board of Directors at its discretion after its review of the Company's financial performance and anticipated capital requirements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Comprehensive Income and Accumulated Other Comprehensive Loss

The following tables disclose the tax effects allocated to each component of other comprehensive income (loss) (in thousands):

	Three Months Ended February 28, 2013			February 29, 2012		
	Before-Tax Amount	Tax (expense) or benefit	Net-of-Tax Amount	Before-Tax Amount	Tax (expense) or benefit	Net-of-Tax Amount
Foreign currency translation adjustments [3]	$(1,614)	$—	$(1,614)	$(472)	$—	$(472)
Defined benefit pension plans:						
Net gain (loss) arising during period	2	—	2	3	—	3
Total defined pension plans	2	—	2	3	—	3
Unrealized gains (losses) on change in fair value of interest rate swaps[1]	(421)	11	(410)	(1,897)	(120)	(2,017)
Correction of foreign currency translations for prior years related to foreign operations affecting property and equipment [2] [3]	—	—	—	7	—	7
Other comprehensive income (loss)	$(2,033)	$11	$(2,022)	$(2,359)	$(120)	$(2,479)

	Six Months Ended February 28, 2013			February 29, 2012		
	Before-Tax Amount	Tax (expense) or benefit	Net-of-Tax Amount	Before-Tax Amount	Tax (expense) or benefit	Net-of-Tax Amount
Foreign currency translation adjustments [3]	$(3,010)	$—	$(3,010)	$(689)	$—	$(689)
Defined benefit pension plans:						
Net gain (loss) arising during period	1	2	3	12	—	12
Total defined pension plans	1	2	3	12	—	12
Unrealized gains (losses) on change in fair value of interest rate swaps[1]	(646)	31	(615)	(1,395)	40	(1,355)
Foreign currency translations differences for merger of foreign operations[2][3]	—	—	—	(5,604)		(5,604)

Correction of foreign currency translations for prior years related to foreign operations affecting property and equipment [2] [3]	—	—	—	(3,277)		(3,277)
Other comprehensive income (loss)	$(3,655)	$33	$(3,622)	$(10,953)	$40	$(10,913)

(1) See Note 9 - Derivative Instruments and Hedging Activities

(2) See Note 1 - Company Overview and Basis of Presentation

(3) Translation adjustments arising in translating the financial statements of a foreign entity have no effect on the income taxes of that foreign entity. They may, however, affect: (a) the amount, measured in the parent entity's reporting currency, of withholding taxes assessed on dividends paid to the parent entity and (b) the amount of taxes assessed on the parent entity by the government of its country. The Company has determined that the reinvestment of earnings of its foreign subsidiaries are indefinite because of the long-term nature of the Company's foreign investment plans. Therefore, deferred taxes are not provided for on translation adjustments related to unremitted earnings of the Company's foreign subsidiaries.

PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following tables disclose the changes in the balances of each component of accumulated other comprehensive loss as reported within the balance sheet (in thousands):

	Six Month Period Ended February 28, 2013			
	Foreign currency translation adjustments	Defined benefit pension plans	Unrealized gains/(losses) on change in fair value of interest rate swaps[1]	Accumulated other compre-hensive loss
Beginning balance, September 1, 2012	$(31,962)	$(74)	$(1,146)	$ (33,182)
Foreign currency translation adjustments	(3,010)	—	—	(3,010)
Defined benefit pension plans	—	3	—	3
Unrealized gains (losses) on change in fair value of interest rate swaps[1]	—	—	(615)	(615)
Ending balance, February 28, 2013	$(34,972)	$(71)	$(1,761)	$ (36,804)

	Six Month Period Ended February 29, 2012			
	Foreign currency translation adjustments	Defined benefit pension plans	Unrealized gains/(losses) on change in fair value of interest rate swaps[1]	Accumulated other compre-hensive loss
Beginning balance, September 1, 2011	$(21,894)	$(273)	$(748)	$ (22,915)
Foreign currency translation adjustments	(689)	—	—	(689)
Defined benefit pension plans	—	12	—	12
Unrealized gains (losses) on change in fair value of interest rate swaps[1]	—	—	(1,355)	(1,355)
Foreign currency translations differences for merger of foreign operations[2]	(5,604)	—	—	(5,604)
Correction of foreign currency translations for prior years related to foreign operations affecting property and equipment [2]	(3,277)	—	—	(3,277)
Ending balance, February 29, 2012	$(31,464)	$(261)	$(2,103)	$ (33,828)

PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

	Twelve Month Period Ended August 31, 2012			
	Foreign currency translation adjustments	Defined benefit pension plans	Unrealized gains/(losses) on change in fair value of interest rate swaps[1]	Accumulated other compre-hensive loss
Beginning balance, September 1, 2011	$ (21,894)	$ (273)	$ (748)	$ (22,915)
Foreign currency translation adjustments	(1,187)	—	—	(1,187)
Defined benefit pension plans	—	199	—	199
Unrealized gains (losses) on change in fair value of interest rate swaps[1]	—	—	(398)	(398)
Foreign currency translations differences for merger of foreign operations[2]	(5,604)	—	—	(5,604)
Correction of foreign currency translations for prior years related to foreign operations affecting property and equipment [2]	(3,277)	—	—	(3,277)
Ending balance, August 31, 2012	$ (31,962)	$ (74)	$ (1,146)	$ (33,182)

(1) See Note 9 - Derivative Instruments and Hedging Activities
(2) See Note 1 - Company Overview and Basis of Presentation

Retained Earnings Not Available for Distribution

The following table summarizes retained earnings designated as legal reserves of various subsidiaries which cannot be distributed as dividends to PriceSmart, Inc. according to applicable statutory regulations (in thousands):

	February 28, 2013	August 31, 2012
Retained earnings not available for distribution	$ 6,093	$ 5,490

PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

NOTE 6 – STOCK BASED COMPENSATION

The three types of equity awards offered by the Company are stock options (“options”), restricted stock awards (“RSAs”) and restricted stock units (“RSUs”). Compensation related to options is accounted for by applying the valuation technique based on the Black-Scholes model. Compensation related to RSAs and RSUs is based on the fair market value at the time of grant with the application of an estimated forfeiture rate. The Company recognizes the compensation cost related to these awards over the requisite service period as determined by the grant, amortized ratably or on a straight line basis over the life of the grant. The Company utilizes “modified grant-date accounting” for true-ups due to actual forfeitures at the vesting dates. The Company records the tax savings resulting from tax deductions in excess of expense for stock-based compensation as additional paid-in capital and the tax deficiency resulting from stock-based compensation in excess of the related tax deduction as a reduction in paid-in capital, based on the Tax Law Ordering method. In addition, the Company reflects the tax savings (deficiency) resulting from the taxation of stock-based compensation as a financing cash flow in its consolidated statement of cash flows, rather than as operating cash flows.

RSAs have the same cash dividend and voting rights as other common stock and are considered to be currently issued and outstanding shares of common stock. RSUs are not issued nor outstanding until vested and do not have the cash dividend and voting rights of common stock. However, the Company has paid dividend equivalents to the employees and directors with unvested RSUs equal to the dividend they would have received had the shares of common stock underlying the RSUs been actually issued and outstanding. The providing of dividend equivalents on RSUs is subject to the annual review and final determination by the board of directors at their discretion. Payments of dividend equivalents to employees are recorded as compensation expense.

The Company adopted the 2013 Equity Incentive Award Plan for the benefit of its eligible employees, consultants and non-employee directors on January 22, 2013 and transferred 233,830 shares available under the three prior equity participation plans into this new plan. This plan allows restricted stock awards and restricted stock units which typically vest between five to ten years. The following table summarizes the shares authorized and shares available for future grants:

		February 28, 2013	August 31, 2012
	Shares authorized	Shares available to grant	Shares available to grant
Prior Plans	2,350,000	N/A	194,925
2013 Plan	600,000	833,830	N/A

The following table summarizes the components of the stock-based compensation expense (in thousands), which are included in general and administrative expense and warehouse club operations in the consolidated statements of income:

	Three Months Ended		Six Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Options granted to directors	$21	$22	$54	$40
Restricted stock awards	1,432	1,263	2,982	2,131

Restricted stock units	215	101	455	181
Stock-based compensation expense	$ 1,668	$ 1,386	$ 3,491	$ 2,352

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PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table summarizes other information related to stock-based compensation:

	As of February 28, 2013	As of February 29, 2012
Remaining unrecognized compensation cost (in thousands)	$24,176	$26,988
Weighted average period of time over which this cost will be recognized (years)	7.63	8.26
Excess tax benefit (deficiency) on stock-based compensation (in thousands)	$829	$638

The Company began issuing restricted stock awards in fiscal year 2006 and restricted stock units in fiscal year 2008. The restricted stock awards and units vest over a five to ten year period and the unvested portion of the award is forfeited if the employee or non-employee director leaves the Company before the vesting period is completed. Restricted stock awards and units activity for the period was as follows:

	Six Months Ended February 28, 2013	Fiscal Year Ended August 31, 2012
Grants outstanding at beginning of period	700,893	436,611
Granted	6,264	399,041
Forfeited	(1,370)	(5,230)
Vested	(123,820)	(129,529)
Grants outstanding at end of period	581,967	700,893

The following table summarizes the weighted average per share grant date fair value for restricted stock awards and units for the period:

	Six Months Ended	
Weighted Average Grant Date Fair Value	February 28, 2013	February 29, 2012
Restricted stock awards and units granted	$82.87	$68.25
Restricted stock awards and units vested	39.34	23.69
Restricted stock awards and units forfeited	19.85	30.42

The following table summarizes the total fair market value of restricted stock awards and units vested for the period (in thousands):

	Six Months Ended February 28, 2013	February 29, 2012
Total fair market value of restricted stock awards and units vested	$9,589	$7,548

At the vesting dates of restricted stock awards, the Company repurchases shares at the prior day's closing price per share, with the funds used to pay the employees' minimum statutory tax withholding requirements. The Company expects to continue this practice going forward. The following table summarizes this activity during the period:

PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

	Six Months Ended	
	February 28, 2013	February 29, 2012
Shares repurchased	41,744	41,910
Cost of repurchase of shares (in thousands)	$ 3,235	$ 2,842

The Company reissues treasury shares as part of its stock-based compensation programs. The following table summarizes the treasury shares reissued during the period:

	Six Months Ended	
	February 28, 2013	February 29, 2012
Reissued treasury shares	—	196,850

The following table summarizes the stock options outstanding and the stock-based compensation related to stock options as a percentage to the total stock-based compensation:

	February 28, 2013	August 31, 2012
Stock Options Outstanding	30,975	36,000

Due to the substantial shift from the use of stock options to restricted stock awards and units, the Company believes stock option activity is no longer significant and that any further disclosure on options is not necessary.

NOTE 7 – COMMITMENTS AND CONTINGENCIES

From time to time, the Company and its subsidiaries are subject to legal proceedings, claims and litigation arising in the ordinary course of business, the outcome of which, in the opinion of management, would not have a material adverse effect on the Company. The Company evaluates such matters on a case by case basis, and vigorously contests any such legal proceedings or claims which the Company believes are without merit.

The Company is required to file federal and state tax returns in the United States and various other tax returns in foreign jurisdictions. The preparation of these tax returns requires the Company to interpret the applicable tax laws and regulations in effect in such jurisdictions, which could affect the amount of tax paid by the Company. The Company, in consultation with its tax advisors, bases its tax returns on interpretations that are believed to be reasonable under the circumstances. The tax returns, however, are subject to routine reviews by the various taxing authorities in the jurisdictions in which the Company files its returns. As part of these reviews, a taxing authority may disagree with respect to the interpretations the Company used to calculate its tax liability and therefore require the Company to pay additional taxes.

The Company accrues an amount for its estimate of probable additional income tax liability. In certain cases, the impact of an uncertain income tax position on the income tax return must be recognized at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant tax authority. An uncertain income tax position will not be recognized if it has less than 50% likelihood of being sustained.

In evaluating the exposure associated with various non-income tax filing positions, the Company accrues for probable and estimable exposures for non-income tax related tax contingencies. As of February 28, 2013 and August 31, 2012, the Company had recorded within other accrued expenses a total of $2.7 million and $3.3 million, respectively, for various non-income tax related tax contingencies.

While the Company believes the recorded liabilities are adequate, there are inherent limitations in projecting the outcome of litigation, in estimating probable additional income tax liability taking into account uncertain tax positions and in evaluating the probable additional tax associated with various non-income tax filing positions. As such, the Company is unable to make a

PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

reasonable estimate of the sensitivity to change of estimates affecting its recorded liabilities. As additional information becomes available, the Company assesses the potential liability and revises its estimates as appropriate.

See Note 10- Unconsolidated Affiliates for a description of additional capital contributions that may be required in connection with joint ventures to develop commercial centers adjacent to PriceSmart warehouse clubs in Panama and Costa Rica.

The Company contracts for distribution center services in Mexico. The contract for this distribution center's services was renewed on December 31, 2011 for an additional three years, with the applicable fees and rates to be reviewed at the beginning of each calendar year. Future minimum service commitments related to this contract for the period less than one year and for one to four years are approximately $125,000 and $103,000, respectively.

During fiscal year 2010, the Company was made aware of a potential permitting issue involving the Alajuela warehouse club, located in Costa Rica with regard to the construction and design of a water retention basin (“WRB”) located on property owned by Hacienda Santa Anita[1] ("HSA"). This WRB is used to slow the flow of water runoff from property owned by the Company (the Alajuela warehouse club), property owned by the joint venture Plaza Price Alajuela ("PPA"), and property owned by HSA, as it is discharged into the municipal drainage system. The Company performed a set of complementary improvements to the WRB. These improvements consisted of digging a network of dirt canals on HSA property to capture and conduct surface waters from these properties to the WRB. Prior to the Company beginning this work, HSA required the Company to sign an indemnification agreement pursuant to which the Company agreed that it would purchase at fair market value the land held by HSA in the event HSA was not allowed to develop that land due to the construction of the canals. The Company has estimated the current fair value of the land to be approximately $4.1 million. The Company has not recorded a liability for any of these matters as of February 28, 2013 and August 31, 2012.

(1) Hacienda Santa Anita is a locally based business related to J.B. Enterprises (a Panamanian business entity). On September 29, 2008, the Company entered into a joint venture, known as Plaza Price Alajuela with J.B. Enterprises, to jointly own and operate a commercial retail center adjacent to the Alajuela warehouse club and the HSA property, with each owning a 50% interest in the joint venture.

NOTE 8 – DEBT

Short-term borrowings consist of lines of credit which are secured by certain assets of the Company and its subsidiaries and in some cases are guaranteed by the Company as summarized below (in thousands):

		Facilities Used			
	Total Amount of Facilities	Short-term Borrowings	Letters of Credit	Facilities Available	Weighted average interest rate
February 28, 2013	$36,033	$—	$857	$35,176	N/A
August 31, 2012	$36,967	$—	$774	$36,193	N/A

Each of the facilities expires annually and is normally renewed.

PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Annual maturities of long-term debt are as follows (in thousands):

Twelve months ended February 28,	Amount
2014	$7,791
2015	18,908
2016	17,912
2017	26,813
2018	2,812
Thereafter	4,944
Total	$79,180

NOTE 9 – DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Company is exposed to certain risks relating to its ongoing business operations. One risk managed by the Company using derivative instruments is interest rate risk. To manage interest rate exposure, the Company enters into hedge transactions (interest rate swaps) using derivative financial instruments. The objective of entering into interest rate swaps is to eliminate the variability of cash flows in the LIBOR interest payments associated with variable-rate loans over the life of the loans. As changes in interest rates impact the future cash flow of interest payments, the hedges provide a synthetic offset to interest rate movements.

In addition, the Company is exposed to foreign currency and interest rate cash flow exposure related to a non-functional currency long-term debt of one of its wholly owned subsidiaries. To manage this foreign currency and interest rate cash flow exposure, the Company's subsidiary entered into a cross-currency interest rate swap that converts its foreign currency denominated floating interest payments to functional currency fixed interest payments during the life of the hedging instrument. As changes in foreign exchange and interest rates impact the future cash flow of interest payments, the hedge is intended to offset changes in cash flows attributable to interest rate and foreign exchange movements.

These derivative instruments (cash flow hedging instruments) are designated and qualify as cash flow hedges, with the effective portion of the gain or loss on the derivative reported as a component of other comprehensive income (loss) and reclassified into earnings in the same period or periods during which the hedged transaction is determined to be ineffective. There were no such amounts recorded for ineffectiveness for the periods reported herein related to the interest rate or cross-currency interest rate swaps of long-term debt.

The Company is exposed to foreign-currency exchange-rate fluctuations in the normal course of business, particularly in the case of U.S. dollar denominated liabilities within its international subsidiaries whose functional currency is other than the U.S. dollar. The Company manages these fluctuations, in part, through the use of non-deliverable forward foreign-exchange contracts that are intended to offset changes in cash flow attributable to currency exchange movements. These contracts are intended primarily to economically address exposure to U.S. dollar merchandise inventory expenditures made by the Company's international subsidiaries whose functional currency is other than the U.S. dollar. Currently, these contracts do not qualify for derivative hedge accounting. The Company seeks to mitigate foreign-currency exchange-rate risk with the use of these contracts and does not intend to engage in speculative transactions. These contracts do not contain any credit-risk-related contingent features.

Cash Flow Hedges

The Company formally documents the hedging relationships for its derivative instruments that qualify for hedge accounting. As of February 28, 2013, all of the Company’s interest rate swap and cross-currency interest rate swap derivative financial instruments are designated and qualify as cash flow hedges. The cross-currency interest rate swap agreements convert the Company's subsidiary's foreign currency United States dollar denominated floating interest payments on long-term debt to the functional currency fixed interest payments during the life of the hedging instrument. As changes in foreign exchange and interest rates impact the future cash flow of interest payments, the hedge is intended to offset changes in cash flows attributable to interest rate and foreign currency exchange movements. Various subsidiaries entered into interest rate swap agreements that fix the interest rate over the life of the underlying loans.

PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table summarizes these agreements:

Subsidiary	Date entered into	Derivative Financial Counter-party	Derivative Financial Instruments	Initial US Notional Amount	Bank US loan Held with	Floating Leg (swap counter-party)	Fixed Rate for PSMT Subsidiary	Settlement Reset Date	Effective Period of Swap
Colombia	11-Dec-12	Bank of Nova Scotia	Cross currency interest rate swap	8,000,000	Bank of Nova Scotia	Variable rate 3-month Libor plus 0.7%	4.79 %	March, June, September and December, beginning on March 5, 2013	December 5, 2012 - December 5, 2014
Colombia	21-Feb-12	Bank of Nova Scotia	Cross currency interest rate swap	8,000,000	Bank of Nova Scotia	Variable rate 3-month Libor plus 0.6%	6.02 %	February, May, August and November beginning on May 22, 2012	February 21, 2012 - February 21, 2017
Colombia	17-Nov-11	Bank of Nova Scotia	Cross currency interest rate swap	8,000,000	Citibank, N.A.	Variable rate 6-month Eurodollar Libor plus 2.4%	5.85 %	May 3, 2012 and semi-annually thereafter	November 3, 2011 - November 3, 2013
Colombia	21-Oct-11	Bank of Nova Scotia	Cross currency interest rate swap	2,000,000	Bank of Nova Scotia	Variable rate 3-month Libor plus 0.7%	5.30 %	January, April, July and October, beginning on October 29, 2011	July 29, 2011 - April 1, 2016
Colombia	21-Oct-11	Bank of Nova Scotia	Cross currency interest rate swap	6,000,000	Bank of Nova Scotia	Variable rate 3-month Libor plus 0.7%	5.45 %	March, June, September and December, beginning on October 29, 2011	September 29, 2011 - April 1, 2016
Colombia	5-May-11	Bank of Nova Scotia	Cross currency interest rate swap	8,000,000	Bank of Nova Scotia	Variable rate 3-month Libor plus 0.7%	6.09 %	January, April, July and October, beginning on July 5, 2011	April 1, 2011 - April 1, 2016
Trinidad	20-Nov-08	Royal Bank of Trinidad & Tobago	Interest rate swaps	8,900,000	Royal Bank of Trinidad & Tobago	Variable rate 1-year Libor plus 2.75%	7.05 %	Annually on August 26	September 25, 2008 - September 26, 2013

Barbados [(1)]	13-Feb-08	Citibank, N.A.	Interest rate swaps	4,500,000	Citibank, N.A.	Variable rate 9-month Libor plus 1.5%	5.22	%	Semi-annually on November 15 and May 15	November 15, 2007 - November 14, 2012

(1) The Company's Barbados interest rate swap effective period ended on November 14, 2012.

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PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

For the three and six-month period ended February 28, 2013 and February 29, 2012, the Company included the gain or loss on the hedged items (that is, variable-rate borrowings) in the same line item—interest expense—as the offsetting gain or loss on the related interest rate swaps as follows (in thousands):

Income Statement Classification	Interest expense on Borrowings	Cost of Swaps	Interest expense
Interest expense for the three months ended February 28, 2013	$179	$463	$642
Interest expense for the three months ended February 29, 2012	196	308	504
Interest expense for the six months ended February 28, 2013	377	860	1,237
Interest expense for the six months ended February 29, 2012	339	556	895

The total notional balance of the Company's pay-fixed/receive-variable interest rate swaps and cross-currency interest rate swaps was as follows (in thousands):

	Notional Balance as of	
Floating Rate Payer (Swap Counterparty)	February 28, 2013	August 31, 2012
RBTT	$4,950	$5,400
Scotiabank	40,000	32,000
Citibank N.A.	—	2,475
Total	$44,950	$39,875

The following table summarizes the fair value of interest rate swap and cross-currency interest rate swap derivative instruments that qualify for derivative hedge accounting (in thousands, except footnote data):

	Derivatives			
	February 28, 2013		August 31, 2012	
Derivatives designated as cash flow hedging instruments	Balance Sheet Account	Fair Value	Balance Sheet Account	Fair Value
Interest rate swaps(1)	Other long-term liabilities	(93)	Other long-term liabilities	(216)
Cross currency interest rate swaps(2)	Other long-term liabilities	(1,691)	Other long-term liabilities	(983)
Net fair value of derivatives designated as hedging instruments - assets (liability)(3)		$(1,784)		$(1,199)

(1) The effective portion of the interest rate swaps was recorded as a loss to Accumulated other comprehensive loss for $70,000 and $162,000 net of tax as of February 28, 2013 and August 31, 2012, respectively. The Company has recorded a deferred tax asset amount of $23,000 and $54,000 as of February 28, 2013 and August 31, 2012, respectively.

(2) The effective portion of the cross-currency interest rate swaps was recorded to Accumulated other comprehensive loss for $1.7 million and $983,000 as of February 28, 2013 and August 31, 2012, respectively. The Company has recorded a valuation allowance on the related deferred tax asset.

(3) Derivatives listed on the above table were designated as cash flow hedging instruments.

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PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Fair Value Instruments

The Company has entered into non-deliverable forward foreign-exchange contracts. These contracts are treated for accounting purposes as fair value contracts and do not qualify for derivative hedge accounting. The use of non-deliverable forward foreign-exchange contracts is intended to offset changes in cash flow attributable to currency exchange movements. These contracts are intended primarily to economically hedge exposure to U.S. dollar merchandise inventory expenditures made by the Company's international subsidiaries whose functional currency is other than the U.S. dollar. The Company has entered into the forward foreign exchange contracts summarized below as of February 28, 2013:

Subsidiary	Date entered into	Derivative Financial Counter-party	Derivative Financial Instruments	Notional Amount (in thousands)	Settlement Date	Effective Period
Colombia	January 22, 2013 through February 28, 2013	Bank of Nova Scotia	Forward foreign exchange contracts	$10,500	March 1, 2013 through May 10, 2013	January 22, 2013 through May 10, 2013
Costa Rica	February 13, 2013 through February 19, 2013	Citibank N.A.	Forward foreign exchange contracts	2,000	April 16, 2013 through May 20, 2013	February 13, 2013 through May 20, 2013

For the three and six-month periods ended February 28, 2013 and February 29, 2012, the Company included the forward derivative gain or loss on the non-deliverable forward foreign-exchange contracts as follows (in thousands):

	Forward Derivative (Gain)/Loss			
	Three Months Ended		Six Months Ended	
Income Statement Classification	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Other income (expense), net	$37	$—	$132	$—

The following table summarizes the fair value of foreign currency forward contracts that do not qualify for derivative hedge accounting (in thousands):

	Derivatives			
	February 28, 2013		August 31, 2012	
Derivatives designated as fair value hedging instruments	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Foreign currency forward contracts	Prepaid expenses and other current assets	$105	Prepaid expenses and other current assets	$27
Foreign currency forward contracts	Other accrued expenses	—	Other accrued expenses	(3)
Net fair value of derivatives designated as hedging instruments that do not qualify for hedge accounting		$105		$24

NOTE 10 – UNCONSOLIDATED AFFILIATES

The Company determines whether any of the joint ventures in which it has made investments is a Variable Interest Entity ("VIE") at the start of each new venture and if a reconsideration event has occurred. At this time, the Company also considers whether it must consolidate a VIE and/or disclose information about its involvement in a VIE. A reporting entity must consolidate a VIE if that reporting entity has a variable interest (or combination of variable interests) that will absorb a majority of the VIE's expected losses, receive a majority of the VIE's expected residual returns, or both. A reporting entity must consider the rights and obligations conveyed by its variable interests and the relationship of its variable interests with variable interests held by other parties to determine whether its variable interests will absorb a majority of a VIE's expected losses, receive a majority of the VIE's

PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

expected residual returns, or both. The reporting entity that consolidates a VIE is called the primary beneficiary of that VIE. Due to the initial nature of the joint ventures (GolfPark Plaza and Price Plaza Alajuela) and the continued commitments for additional financing, the Company determined these joint ventures are VIEs. Since all rights and obligations are equally absorbed by both parties within each joint venture, the Company has determined that it is not the primary beneficiary of the VIEs and, therefore, has accounted for these entities under the equity method.

Under the equity method, the Company's investments in unconsolidated affiliates are initially recorded as an investment in the stock of an investee at cost and are adjusted for the carrying amount of the investment to recognize the investor's share of the earnings or losses of the investee after the date of the initial investment.

On September 24, 2008, the Company entered into an agreement with an entity controlled by local Panamanian businessmen, Fundacion Tempus Fugit S.A. ("FIDAU"), to jointly own and operate a commercial retail center adjacent to its new PriceSmart warehouse club, the details of which are summarized within the table below.

On September 29, 2008, the Company entered into an agreement with an entity controlled by local Costa Rican businessmen, JB Enterprises ("JBE"), to jointly own and operate a commercial retail center adjacent to the anticipated new PriceSmart warehouse club in Alajuela, Costa Rica, the details of which are summarized within the table below.

The table below summarizes the Company’s interest in the VIEs and the Company’s maximum exposure to loss as a result of its involvement with the VIEs as of February 28, 2013 (in thousands):

Entity	% Ownership	Initial Investment	Additional Contributions	Net Loss Inception to Date	Company’s Variable Interest in Entity	Commitment to Future Additional Contributions[1]	Company’s Maximum Exposure to Loss in Entity[2]
GolfPark Plaza, S.A.	50 %	$4,616	$733	$(65)	$5,284	$1,767	$7,051
Price Plaza Alajuela, S.A.	50 %	2,193	676	(53)	2,816	1,346	4,162
Total		$6,809	$1,409	$(118)	$8,100	$3,113	$11,213

(1) The parties intend to seek alternate financing for the project, which could reduce the amount of contributions each party would be required to provide. The parties may mutually agree on changes to the project, which could increase or decrease the amount of contributions each party is required to provide.

(2) The maximum exposure is determined by adding the Company’s variable interest in the entity and any explicit or implicit arrangements that could require the Company to provide additional financial support.

The summarized financial information of the unconsolidated affiliates is as follows (in thousands):

	February 28, 2013	August 31, 2012
Current assets	$456	$943
Noncurrent assets	7,144	6,056
Current liabilities	557	1,052
Noncurrent liabilities	2	—

	Three Months Ended		Six Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Net income (loss)	$(8)	$6	$(16)	$20

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PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

NOTE 11 – SEGMENTS

The Company and its subsidiaries are principally engaged in the international operation of membership shopping warehouse clubs in 13 countries/territories that are located in Latin America and the Caribbean. In addition, the Company operates distribution centers and corporate offices in the United States. The Company's reportable segments are based on management's organization of these locations into operating segments by general geographic location, used by management in setting up management lines of responsibility, providing support services, and making operational decisions and assessments of financial performance. The Company's operating segments are the United States, Latin America and the Caribbean. Segment amounts are presented after converting to U.S. dollars and consolidating eliminations. Certain revenues and operating costs included in the United States segment have not been allocated, as it is impractical to do so.

The Company has made reclassifications to the consolidated balance sheet and to the consolidated statement income of recorded during fiscal year 2013 for fiscal year 2012 (see Footnote 1 - Company Overview and Basis of Presentation). These reclassifications have been made to prior fiscal year amounts to conform to the presentation in the current fiscal year. The following table summarizes the impact of these reclassifications to the amounts reported for each segment (in thousands):

Six Month Period Ended February 29, 2012	United States Operations	Latin American Operations	Caribbean Operations	Total
Revenue from external customers-as previously reported	$ 5,708	$ 669,518	$ 353,292	$ 1,028,518
Reclassifications - front end sales	—	(190)	(144)	(334)
Reclassifications - demonstration income	—	(1,818)	(509)	(2,327)
Revenue from external customers-as currently reported	$ 5,708	$ 667,510	$ 352,639	$ 1,025,857
Long-lived assets (other than deferred tax assets)-as previously reported	$ 38,721	$ 214,409	$ 116,161	$ 369,291
Reclassifications	(22,165) (1)	20,979 (2)	2,684	1,498
Long-lived assets (other than deferred tax assets)-as currently reported	$ 16,556	$ 235,388	$ 118,845	$ 370,789

(1) The Company reclassified approximately $22.2 million of long-lived assets incorrectly allocated to United States operations within the segment reporting at the end of the second quarter to Latin American Operations and Caribbean Operations for approximately $19.5 million and $2.7 million, respectively.

(2) The Company reclassified prepaid expenses to long-lived assets within the Latin America Operations segment for approximately $1.5 million.

PRICESMART, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

As of August 31, 2012	United States Operations	Latin American Operations		Caribbean Operations	Total
Long-lived assets (other than deferred tax assets)-as previously reported	$17,781	$249,925		$116,557	$384,263
Reclassifications	—	1,722	(3)	—	1,722
Long-lived assets (other than deferred tax assets)-as currently reported	$17,781	$251,647		$116,557	$385,985

(3) The Company reclassified prepaid expenses to long-lived assets within the Latin America Operations segment for approximately $1.7 million.

The following table summarizes by segment certain revenues, operating costs and balance sheet items (in thousands):

	United States Operations	Latin American Operations	Caribbean Operations	Reconciling Items[1]	Total
Six Month Period Ended February 28, 2013					
Revenue from external customers	$9,396	$762,515	$370,785		$1,142,696
Intersegment revenues	444,339	—	2,378	(446,717)	—
Depreciation and amortization	1,010	6,285	4,420		11,715
Operating income	17,464	36,300	12,457		66,221
Net income	12,466	23,804	8,617		44,887
Capital expenditures, net	2,108	32,338	4,230		38,676
Long-lived assets (other than deferred tax assets)	18,874	277,978	114,913	—	411,765
Goodwill	—	31,717	4,982	—	36,699
Identifiable assets	75,982	499,828	216,915	—	792,725
Six Month Period Ended February 29, 2012					
Revenue from external customers	$5,708	$667,510	$352,639	$—	$1,025,857
Intersegment revenues	384,463	3	2,297	(386,763)	—
Depreciation and amortization	808	5,809	4,933	—	11,550
Operating income	15,016	30,451	9,131	—	54,598
Net income	10,971	18,149	5,089	—	34,209
Capital expenditures, net	937	15,331	5,494	—	21,762
Long-lived assets (other than deferred tax assets)	16,556	235,388	118,845	—	370,789
Goodwill	—	32,032	5,189	—	37,221
Identifiable assets	45,462	440,508	211,557	—	697,527
As of August 31, 2012					

Long-lived assets (other than deferred tax assets)	$17,781	$251,647	$116,557	$—	$385,985
Goodwill	—	31,760	5,126	—	36,886
Identifiable assets	87,467	441,857	206,388	—	735,712

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(1) The reconciling items reflect the amount eliminated on consolidation of intersegment transactions.

NOTE 12 – SUBSEQUENT EVENTS

The Company has evaluated all events subsequent to the balance sheet date of February 28, 2013 through the date of issuance of these consolidated financial statements and have determined that, except as set forth below, there are no subsequent events that require disclosure.

Forward foreign exchange contracts entered into after February 28, 2013

The Company's Colombia subsidiary has entered into forward exchange contracts for approximately $11.5 million with settlement dates from April 2013 through May 2013.

PRICESMART, INC.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This quarterly report on Form 10-Q contains forward-looking statements concerning the Company's anticipated future revenues and earnings, adequacy of future cash flow and related matters. These forward-looking statements include, but are not limited to, statements containing the words “expect,” “believe,” “will,” “may,” “should,” “project,” “estimate,” “anticipated,” “scheduled,” and like expressions, and the negative thereof. These statements are subject to risks and uncertainties that could cause actual results to differ materially, including the following risks: the Company's financial performance is dependent on international operations which exposes the Company to various risks; any failure by the Company to manage its widely dispersed operations could adversely affect its business; the Company faces significant competition; future sales growth could be dependent upon the Company acquiring suitable sites for additional warehouse clubs; the Company faces difficulties in the shipment of, and risks inherent in the acquisition and importation of, merchandise to its warehouse clubs; the Company is exposed to weather and other natural disaster risks; general economic conditions could adversely impact the Company's business in various respects; the Company is subject to changes in relationships and agreements with third parties with which the Company does business; a few of the Company's stockholders own nearly 30.1% of the Company's voting stock, which may make it difficult to complete some corporate transactions without their support and may impede a change in control; the loss of key personnel could harm the Company's business; the Company is subject to volatility in foreign currency exchange rates; the Company faces the risk of exposure to product liability claims, a product recall and adverse publicity; a determination that the Company's long-lived or intangible assets have been impaired could adversely affect the Company's future results of operations and financial position; although the Company takes steps to continuously review, enhance, and implement improvements to its internal controls, there may be material weaknesses or significant deficiencies that the Company has not yet identified; as well as the other risks detailed in the Company's U.S. Securities and Exchange Commission (“SEC”) reports, including the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2012 filed on October 30, 2012 pursuant to the Securities Exchange Act of 1934. See “Part II – Item 1A – Risk Factors.”

The following discussion and analysis compares the results of operations for the three and six month period ended February 28, 2013 and February 29, 2012 and should be read in conjunction with the consolidated financial statements and the accompanying notes included therein.

PriceSmart's business consists primarily of international membership shopping warehouse clubs similar to, but smaller in size than, warehouse clubs in the United States. The Company's ownership in all subsidiaries as of February 28, 2013 is 100%, and they are presented on a consolidated basis as wholly owned subsidiaries. The number of warehouse clubs in operation as of February 28, 2013 and February 29, 2012 for each country or territory are as follows:

Country/Territory	Number of Warehouse Clubs in Operation as of February 28, 2013	Number of Warehouse Clubs in Operation as of February 29, 2012	Anticipated warehouse club openings in Fiscal year 2013
Colombia	2	1	1
Panama	4	4	—
Costa Rica	5	5	—
Dominican Republic	3	3	—
Guatemala	3	3	—
El Salvador	2	2	—
Honduras	2	2	—
Trinidad	4	4	—

Aruba	1	1	—
Barbados	1	1	—
U.S. Virgin Islands	1	1	—
Jamaica	1	1	—
Nicaragua	1	1	—
Totals	30	29	1

The Company acquired land in south Cali, Colombia on December 14, 2011, upon which it opened its second warehouse club in Colombia on October 19, 2012. On March 15, 2012, the Company acquired land in north Cali, Colombia upon which it anticipates opening its third warehouse club in Colombia in May 2013. Additionally, on February 4, 2013, the Company acquired property located in La Union, Cartago, Costa Rica, upon which it anticipates opening its sixth membership warehouse club in Costa Rica in the fall of 2013. Finally, on February 15, 2013, the Company acquired land in Tegucigalpa, Honduras upon which it anticipates opening its third warehouse club in Honduras in the spring of 2014.

The Company's warehouse clubs are located in Latin America and the Caribbean, and its corporate, U.S. buying operations and distribution centers are primarily located in the United States. The Company's reportable segments are based on management's organization of these locations into operating segments by general geographic location. The Company's operating segments are the United States, Latin America and the Caribbean.

General Economic Factors

The economies in the major PriceSmart markets continue to experience moderate year-over-year growth. Specific events in some of the smaller countries in which the Company has warehouse clubs, such as increases in value-added taxes, reduced economic activity and other factors are contributing to a more challenging retail environment in those markets, adversely impacting sales growth.

The Company does not currently face direct competition from U.S. branded membership warehouse club operators. However, it does face competition from various retail formats such as hypermarkets, supermarkets, cash and carry, home improvement centers, electronic retailers and specialty stores, including those within Central America that are owned and operated by a large U.S. based retailer. The Company has competed effectively in these markets in the past and expects to continue to do so in the future due to the unique nature of the membership warehouse club format. The Company has noted that certain retailers are making investments in upgrading their stores and adding new locations within the Company's markets resulting in increased competition. For example, Cost-U-Less, a cash and carry, low price operator with whom the Company competes in St. Thomas recently opened a location in Barbados. Further, it is possible that U.S. warehouse club operators may decide to enter the Company's markets and compete more directly with PriceSmart in a similar warehouse club format.

Many PriceSmart markets are susceptible to foreign currency exchange rate volatility. Currency exchange rate changes either increase or decrease the cost of imported products for the Company's subsidiaries that the Company purchases in U.S. dollars and prices in local currency. Price changes can impact the demand for those products in the market. Currency exchange rates also affect the reported sales of the consolidated company when local currency-denominated sales are translated to U.S. dollars. In addition, the Company revalues all U.S. dollar denominated monetary assets and liabilities within those markets that do not use the U.S. dollar as their functional currency. These monetary assets and liabilities include, but are not limited to, excess cash permanently reinvested offshore, U.S. dollar denominated long-term debt used to finance land acquisition and the construction of warehouse clubs, and the value of items shipped from the U.S. to the Company's foreign markets that are U.S. dollar denominated. Approximately 52% of the Company's net warehouse sales are comprised of products imported into the markets where PriceSmart warehouse clubs are located. Products imported for sale in PriceSmart markets are generally purchased in U.S. dollars, but approximately 79% of the Company's net warehouse sales are in foreign currencies. The Company seeks to manage its foreign exchange risk by (1) adjusting prices on U.S. dollar goods on a periodic basis to maintain its target margins after taking into account changes in exchange rates; (2) obtaining local currency loans from banks within certain markets where it is economical to do so and where management believes the risk of devaluation and the level of U.S. dollar denominated liabilities warrants this action; (3) reducing the time between the acquisition of product in U.S. dollars and the settlement of that purchase in local currency; and (4) by entering into cross-currency interest rate swaps and forward currency derivatives. The Company has local currency-denominated long-term loans in Honduras and Guatemala; and has cross-currency interest rate swaps and forward currency derivatives in Colombia. Turbulence in the currency markets can have a significant impact on the value of the foreign currencies within the countries in which the Company operates. For example, in the first quarter of fiscal year 2012, concerns related to European sovereign debt contributed to the Colombian peso devaluation of 9.3% against the U.S. dollar, resulting in the Company's Colombian subsidiary recording approximately $1.5 million in currency losses upon the translation of U.S. dollar denominated liabilities. Future volatility and uncertainties regarding the currencies in the Company's countries could have a material impact on the Company's operations in future periods. However, there is no way to accurately forecast how currencies may trade in the future and, as a result, the Company cannot accurately project the impact of the change in rates on the Company's future demand for imported products, reported sales, or financial results.

Business Strategy

The Company's business strategy is to offer for sale to businesses and families a limited number of stock keeping units (SKU) covering a wide range of products at the lowest possible prices. The Company charges an annual membership fee to its customers. These fees combined with warehouse operating efficiencies and volume purchasing enable PriceSmart to operate its business on lower merchandise margins than conventional retail stores. The combination of annual membership fees, operating efficiencies and low margins enable PriceSmart to offer its members high quality merchandise at very competitive prices which, in turn, enhances the value of the PriceSmart membership.

Generally, the Company's earnings and cash flow from operations improve as sales increase. Higher sales provide greater purchasing power and often result in lower product prices from the Company's suppliers. As the Company's and individual PriceSmart locations' sales volumes increase, operating efficiencies are often realized through the leveraging of fixed costs and by the introduction of more efficient operating processes. Further, increased sales permit the Company to leverage its selling, general and administrative expenses. Sales growth in our existing locations (comparable warehouse club sales) creates the highest degree of cost leverage due to the operating efficiencies within our warehouse club format. Therefore, the Company prioritizes initiatives that it expects will have the greatest impact on increasing sales. Looking forward to the next several quarters, the following items are likely to have an impact on the Company's business and the results of operations.

Current and Future Management Actions

The Company seeks to increase sales by attracting new members and growing sales with existing members in its warehouse clubs and by adding new PriceSmart warehouse clubs. The Company acquired land in south Cali, Colombia on December 14, 2011, upon which it opened its second warehouse club in Colombia on October 19, 2012. On March 15, 2012, the Company acquired land in north Cali, Colombia upon which it anticipates opening its third warehouse club in Colombia in May 2013. Additionally, on February 4, 2013, the Company acquired property located in La Union, Cartago, Costa Rica, upon which it anticipates opening its sixth membership warehouse club in Costa Rica in the fall of 2013. Finally, on February 15, 2013, the Company acquired land in Tegucigalpa, Honduras upon which it anticipates opening its third warehouse club in Honduras in the spring of 2014. The Company continues to explore other potential sites for future warehouse clubs in its markets.

Effective June 1, 2012, the Company raised the annual membership fee by approximately $5.00 in most markets. The annual fee for a Diamond membership in these markets is now approximately $35.00 (entitling members to two cards). A membership fee helps PriceSmart offer high quality merchandise at low prices providing value to its members. In November, the Company introduced Platinum Membership in Costa Rica for $75 with a corresponding 2% rebate that can be applied against future purchases up to an annual maximum of $500.

The Company believes that its logistics and distribution operations are an important part of what allows PriceSmart to deliver high quality merchandise at low prices to our members. The Company continues to explore areas to improve efficiency, lower costs, and ensure a good flow of merchandise to our warehouse clubs. The Company is adding regional distribution centers in some of its larger markets (currently Costa Rica and Panama) to improve merchandise flow and lower costs, the benefit of which can be passed on to our members in the form of lower merchandise prices.

Although the Company has leased sites in the past