

Russel Metals

INFORMATION PACKAGE

FOR

INVESTOR CONFERENCE CALL

MAY 7, 2014



**INFORMATION PACKAGE FOR
INVESTOR CONFERENCE CALL**

May 7, 2014

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CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

Certain statements made on this conference call constitute forward-looking statements or information within the meaning of applicable securities laws, including statements as to our outlook, future events or our future performance. All statements, other than statements of historical fact, are forward-looking statements. Forward-looking statements are necessarily based on estimates and assumptions that, while considered reasonable by us, inherently involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements.

Our actual results could differ materially from those anticipated in our forward-looking statements including as a result of the risk factors described below, in our MD&A and in our Annual Information Form.

While we believe that the expectations reflected in our forward-looking statements are reasonable, no assurance can be given that these expectations will prove to be correct, and our forward-looking statements included in this call should not be unduly relied upon. These statements speak only as of the date of this call and, except as required by law, we do not assume any obligation to update our forward-looking statements.

Risk Factors - Such risks and uncertainties include, but are not limited to: the current economic climate; volatility in metal prices; volatility in oil and natural gas prices; cyclicity of the metals industry and the industries that purchase our products; lack of credit availability that may limit the ability of our customers to obtain credit or expand their businesses; significant competition that could reduce our market share; any interruption in sources of metals supply; the integration of future acquisitions, including successfully adapting to a public company control environment and retaining key acquisition management personnel; failure to renegotiate any of our collective agreements and work stoppages; disruption in our customer or suppliers' operations due to labour disruptions or the existence of events or circumstances that cause a force majeure; environmental liabilities; environmental concerns or changes in government regulations in general, and those related to oil sands production, shale fracking or oil distribution in particular; changes in government regulations relating to workplace safety and worker health; currency exchange risk, particularly between the Canadian and U.S. dollar; the failure of our key computer-based systems, including our enterprise resource and planning systems; the failure to implement new technologies; the loss of key individuals; the inability to access affordable financing, capital or insurance; interest rate risk; dilution; and change of control.

NOTES

In this Information Package we use certain financial measures that do not comply with Canadian generally accepted accounting principles (GAAP) or have standardized meanings, and thus, may not be comparable to similar measures presented by other issuers, for example EBIT and EBITDA and Other Information in the Financial Summary. Management believes that EBIT and EBITDA may be useful in assessing our operating performance and as an indicator of our ability to service or incur indebtedness, make capital expenditures and finance working capital requirements. EBIT and EBITDA should not be considered in isolation or as an alternative to cash from operating activities or other combined income or cash flow data prepared in accordance with Canadian GAAP. EBIT, EBITDA and a number of the ratios provided under Other Information are used by debt and equity analysts to compare our performance against other public companies.

Definitions

Adjusted EBIT and EBITDA – EBIT and EBITDA adjusted to exclude the 2013 asset impairment, 2010 inventory reversal of \$1.9 million and plant closure costs of \$2.6 million.

Basic Earnings Per Common Share - Earnings divided by Average common shares outstanding in period.

Book Value Per Share - Equity value divided by ending common shares outstanding.

Debt as % of Capitalization - Total interest bearing debt excluding cash divided by common shareholders' equity plus interest bearing debt excluding cash.

Dividend Per Share - The current quarterly dividend annualized.

Dividend Yield - The dividend per share divided by the period end common share price.

Earnings Multiple - Period ending common share price divided by basic earnings per common share.

EBIT - Earnings from operations before deduction of interest and income taxes.

EBITDA - Earnings from operations before deduction of interest, income taxes, depreciation and amortization.

Free Cash Flow - Cash from operating activities before change in working capital less capital expenditures.

Interest Bearing Debt to EBITDA - Total interest bearing debt excluding cash on hand divided by EBITDA.

Market Capitalization - Outstanding common shares times market price of a common share at period end.

Net Assets Employed - Assets less liabilities excluding debt and cash.

Return on Capital Employed - EBIT for period annualized over net assets employed.



COMMENTS RE MARKET CONDITIONS MAY 2014

1. Metals Service Centers growth ahead of industry and 2013.
2. Selling price up slightly resulting in improved gross margin.
3. Energy segment very busy in Western Canada. Q2 – 2014 will be impacted by spring thaw but expected to be ahead of Q2 2013.
4. Steel distributors sales stronger in 2014.



HIGHLIGHTS

2014 FIRST QUARTER RESULTS

1. QTR-1 2014 - Earnings \$29 million, EPS \$0.47
QTR-1 2013 - Earnings \$22 million, EPS \$0.36
2. Free Cash Flow
(cash from operations before working capital changes less capital expenditures)
QTR-1 2014 - \$38 million or \$0.62 per share
QTR-1 2013 - \$26 million or \$0.40 per share
3. Return on Equity – 13%
4. Cash and cash equivalents, net of bank debt - \$86 million

Russel Metals Inc.

FINANCIAL HIGHLIGHTS

	<-----3 Months----->		<-----Years ended----->			
	Q1 2014	Q1 2013	2013	2012	2011	2010
OPERATING RESULTS (millions)						
Revenues	\$924.0	\$821.8	\$3,187.8	\$3,000.1	\$2,693.3	\$2,178.0
Net earnings	29.0	21.7	83.3	97.9 ⁽²⁾	118.3	57.3
EBIT	53.5	41.5	146.0	175.3 ⁽²⁾	197.5	110.8
Adjusted EBIT (Note)	53.5	41.5	151.2 ⁽¹⁾	175.3 ⁽²⁾	197.5	111.5 ⁽¹⁾
Adjusted EBIT as a % of revenue	5.8%	5.0%	4.7%	5.8%	7.3%	5.1%
Adjusted EBITDA (Note)	62.1	49.7	184.8 ⁽¹⁾	200.8	221.0	136.8 ⁽¹⁾
EBITDA as a % of revenue	6.7%	6.0%	5.8%	6.7%	8.2%	6.3%
Basic earnings per common share (\$)	\$0.47	\$0.36	\$1.37	\$1.63 ⁽²⁾	\$1.97	\$0.96
BALANCE SHEET INFORMATION (millions)						
Metals						
Accounts receivable	\$549.6	\$472.4	\$455.9	\$455.6	\$381.7	\$300.5
Inventories	773.1	772.3	766.3	764.0	645.6	544.1
Prepaid expenses and other assets	9.2	8.7	5.9	7.1	4.3	2.9
Accounts payable and accruals	(414.4)	(390.3)	(383.7)	(381.5)	(343.6)	(259.8)
Net working capital - Metals	917.5	863.1	844.4	845.2	688.0	587.7
Fixed assets	227.3	225.4	228.4	225.3	184.1	187.2
Goodwill and intangibles	217.7	191.8	218.7	192.1	24.7	24.9
Net assets employed in metals operations	1,362.5	1,280.3	1,291.5	1,262.6	896.8	799.8
Other operating assets	9.3	15.5	10.1	16.0	17.1	17.6
Net income tax assets (liabilities)	(20.1)	(8.1)	(11.3)	(8.2)	(12.0)	(11.5)
Pension and benefit assets (liabilities)	(28.8)	(38.0)	(23.1)	(38.7)	(33.3)	(17.2)
Other corporate assets and liabilities	(47.4)	(52.8)	(42.6)	(47.3)	(22.1)	(11.9)
Total net assets employed	\$1,275.5	\$1,196.9	\$1,224.6	\$1,184.4	\$846.5	\$776.8
CAPITALIZATION (millions)						
Bank indebtedness, net of (cash)	(\$86.3)	(\$113.0)	(\$116.2)	(\$100.8)	(\$270.7)	(\$323.7)
Long-term debt (incl. current portion)	459.3	456.6	458.4	455.8	297.8	319.7
Total interest bearing debt, net of (cash)	373.0	343.6	342.2	355.0	27.1	(4.0)
Market capitalization	1,838.1	1,755.2	1,913.1	1,662.2	1,346.8	1,373.5
Total firm value	\$2,211.1	\$2,098.8	\$2,255.3	\$2,017.2	\$1,373.9	\$1,369.5
OTHER INFORMATION (Notes)						
Shareholders' equity (millions)	\$902.5	\$853.3	\$882.4	\$829.4	\$819.4	\$772.8
Book value per share (\$)	\$14.79	\$14.03	\$14.48	\$13.78	\$13.64	\$12.88
Free cash flow (millions)	\$37.9	\$25.8	\$91.9	\$0.0	\$129.5	\$85.7
Capital expenditures (millions)	\$4.9	\$6.6	\$27.2	\$0.0	\$18.1	\$11.6
Depreciation and amortization (millions)	\$8.6	\$8.2	\$33.6	\$25.5	\$23.5	\$25.3
Earnings multiple	16.0	20.0	22.9	16.9	11.4	23.9
Firm value as a multiple of EBIT	10.3	12.6	14.9	11.5	7.0	12.3 ⁽¹⁾
Firm value as a multiple of EBITDA	8.9	10.6	12.2	10.0	6.2	10.0 ⁽¹⁾
Interest bearing debt/EBITDA	1.8	2.3	2.5	2.3	1.3	2.3 ⁽¹⁾
Debt as a % of capitalization	34%	35%	34%	35%	27%	29%
Market capitalization as a % of book value	204%	206%	217%	200%	164%	178%
Return on equity	13%	10%	9%	12%	14%	7%
Return on capital employed	17%	14%	12%	15%	23%	14% ⁽¹⁾
COMMON SHARE INFORMATION						
Ending outstanding common shares	61,026,590	60,818,240	60,946,393	60,204,636	60,071,698	59,978,173
Average outstanding common shares	60,966,768	60,490,430	60,780,520	60,128,534	60,043,222	59,717,629
Dividend yield	4.6%	4.9%	4.5%	5.1%	5.4%	4.8%
Dividend per share	\$1.40	\$1.40	\$1.40	\$1.40	\$1.20	\$1.10
Share price - High	\$31.50	\$29.59	\$31.62	\$28.97	\$27.75	\$23.94
Share price - Low	\$27.78	\$27.86	\$23.23	\$22.52	\$18.90	\$16.25
Share price - Ending	\$30.12	\$28.86	\$31.39	\$27.61	\$22.42	\$22.90

Notes:

(1) Adjusted EBIT excludes the asset impairment charge in 2013 of \$5.2 million and the inventory reversal of \$1.9 million and plant closure costs of \$2.6 million in 2010.

(2) Restated due to adoption of IAS 19 (Amended 2011)

(3) This chart includes certain financial measures that are not prescribed by Canadian generally accepted accounting principles (GAAP) or have standardized meanings, and thus, may not be comparable to similar measures presented by other companies, for example EBIT and EBITDA and Other Information. Management believes that EBIT and EBITDA may be useful in assessing our operating performance and as an indicator of our ability to service or incur indebtedness, make capital expenditures and finance working capital requirements. EBIT and EBITDA should not be considered in isolation or as an alternative to cash from operating activities or other combined income or cash flow data. EBIT, EBITDA and a number of the ratios provided under Other Information are used by debt and equity analysts to compare our performance against other public companies. This terminology is defined on the inside back cover. See financial statements for GAAP earnings.

CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS (UNAUDITED)

<i>(in millions of Canadian dollars, except per share data)</i>	Quarters ended March 31	
	2014	2013
Revenues	\$ 924.0	\$ 821.8
Cost of materials	751.7	677.9
Employee expenses	71.5	62.5
Other operating expenses	47.3	39.9
Earnings before interest, finance expense and provision for income taxes	53.5	41.5
Interest expense	9.0	8.8
Interest income	-	(0.1)
Other finance expense	1.8	1.6
Earnings before provision for income taxes	42.7	31.2
Provision for income taxes	13.7	9.5
Net earnings for the period	\$ 29.0	\$ 21.7
Net earnings attributed to:		
Equity holders	\$ 29.0	\$ 21.6
Non-controlling interest	-	0.1
	\$ 29.0	\$ 21.7
Basic earnings per common share	\$ 0.47	\$ 0.36
Diluted earnings per common share	\$ 0.46	\$ 0.36

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

<i>(in millions of Canadian dollars)</i>	Quarters ended March 31	
	2014	2013
Net earnings for the period	\$ 29.0	\$ 21.7
Other comprehensive income (loss), net of tax		
Items that may be reclassified to earnings		
Unrealized foreign exchange gains on translation of foreign operations	14.5	6.9
Items that may not be reclassified to earnings		
Actuarial (losses) gains on pension and similar obligations, net of taxes	(4.1)	0.5
Other comprehensive income	10.4	7.4
Total comprehensive income	\$ 39.4	\$ 29.1

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION *(UNAUDITED)*

<i>(in millions of Canadian dollars)</i>	March 31 2014	December 31 2013
ASSETS		
Current		
Cash and cash equivalents	\$ 86.3	\$ 116.2
Accounts receivable	549.6	456.2
Inventories	773.1	766.3
Prepaid expenses	9.2	5.9
Income taxes receivable	0.7	6.3
	1,418.9	1,350.9
Property, Plant and Equipment	237.7	238.9
Deferred Income Tax Assets	3.6	3.0
Pension and Benefits	-	0.2
Financial and Other Assets	6.0	6.1
Goodwill and Intangibles	217.7	218.7
	\$ 1,883.9	\$ 1,817.8
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	\$ 430.7	\$ 384.1
Income taxes payable	5.3	0.2
Current portion long-term debt	1.0	1.2
	437.0	385.5
Long-Term Debt	458.3	457.2
Pensions and Benefits	28.8	23.3
Deferred Income Tax Liabilities	19.0	20.5
Provisions and Other Non-Current Liabilities	38.3	48.9
	981.4	935.4
Shareholders' Equity		
Common shares	511.6	509.5
Retained earnings	318.2	314.6
Contributed surplus	16.2	16.2
Accumulated other comprehensive income	26.5	12.0
Equity component of convertible debentures	28.7	28.7
Total Shareholders' Equity Attributable to Equity Holders	901.2	881.0
Non-controlling interest	1.3	1.4
	902.5	882.4
Total Liabilities and Shareholders' Equity	\$ 1,883.9	\$ 1,817.8

CONDENSED CONSOLIDATED STATEMENTS OF CASHFLOW (UNAUDITED)

<i>(in millions of Canadian dollars)</i>	Quarters ended March 31	
	2014	2013
Operating activities		
Net earnings for the period	\$ 29.0	\$ 21.7
Depreciation and amortization	8.6	8.2
Deferred income taxes	0.8	(0.6)
Loss (gain) on sale of property, plant and equipment	1.0	(0.2)
Stock-based compensation	0.4	0.6
Difference between pension expense and amount funded	-	0.1
Debt accretion, amortization and other	1.2	1.0
Change in fair value of contingent consideration	1.8	1.6
Cash from operating activities before non-cash working capital	42.8	32.4
Changes in non-cash working capital items		
Accounts receivable	(89.9)	(14.1)
Inventories	1.2	(3.8)
Accounts payable and accrued liabilities	47.9	11.1
Income tax receivable/payable	9.6	0.3
Other	(3.2)	(1.1)
Change in non-cash working capital	(34.4)	(7.6)
Cash from operating activities	8.4	24.8
Financing activities		
Increase in bank borrowings	-	10.0
Issue of common shares	1.7	15.5
Dividends on common shares	(21.3)	(21.3)
Repayment of long-term debt	(0.3)	(0.3)
Cash (used in) from financing activities	(19.9)	3.9
Investing activities		
Purchase of property, plant and equipment	(4.9)	(6.6)
Proceeds on sale of property, plant and equipment	0.2	0.4
Payment of contingent consideration	(4.1)	-
Cash used in investing activities	(8.8)	(6.2)
Effect of exchange rates	(9.6)	0.2
(Decrease) increase in cash and cash equivalents	(29.9)	22.7
Cash and cash equivalents, beginning of the period	116.2	115.1
Cash and cash equivalents, end of the period	\$ 86.3	\$ 137.8
Supplemental cash flow information:		
Income taxes paid	\$ 3.3	\$ 10.5
Interest paid (net)	\$ 8.1	\$ 1.1

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY *(UNAUDITED)*

<i>(in millions of Canadian dollars)</i>	Common Shares	Retained Earnings	Contributed Surplus	Accumulated Other Comprehensive Income (Loss)	Equity Component of Convertible Debentures	Non- Controlling Interest	Total
Balance, January 1, 2014	\$ 509.5	\$ 314.6	\$ 16.2	\$ 12.0	\$ 28.7	\$ 1.4	\$ 882.4
Payment of dividends	-	(21.3)	-	-	-	-	(21.3)
Net earnings for the period	-	29.0	-	-	-	-	29.0
Other comprehensive income for the period	-	-	-	10.4	-	-	10.4
Recognition of stock-based compensation	-	-	0.4	-	-	-	0.4
Stock options exercised	2.1	-	(0.4)	-	-	-	1.7
Transfer of net actuarial losses on defined benefit plans	-	(4.1)	-	4.1	-	-	-
Change in non-controlling interest	-	-	-	-	-	(0.1)	(0.1)
Balance, March 31, 2014	\$ 511.6	\$ 318.2	\$ 16.2	\$ 26.5	\$ 28.7	\$ 1.3	\$ 902.5

<i>(in millions of Canadian dollars)</i>	Common Shares	Retained Earnings	Contributed Surplus	Accumulated Other Comprehensive Income (Loss)	Equity Component of Convertible Debentures	Non- Controlling Interest	Total
Balance, January 1, 2013	\$ 487.9	\$ 305.3	\$ 17.3	\$ (11.2)	\$ 28.7	\$ 1.4	\$ 829.4
Payment of dividends	-	(21.3)	-	-	-	-	(21.3)
Net earnings for the period	-	21.6	-	-	-	0.1	21.7
Other comprehensive income for the period	-	-	-	7.4	-	-	7.4
Recognition of stock-based compensation	-	-	0.6	-	-	-	0.6
Stock options exercised	18.5	-	(3.0)	-	-	-	15.5
Transfer of net actuarial gains on defined benefit plans	-	0.5	-	(0.5)	-	-	-
Balance, March 31, 2013	\$ 506.4	\$ 306.1	\$ 14.9	\$ (4.3)	\$ 28.7	\$ 1.5	\$ 853.3

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying condensed consolidated financial statements, Management's Discussion and Analysis of Financial Condition have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company.

These condensed consolidated financial statements were prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and, where appropriate, reflect management's best estimates and judgements. Management is responsible for the accuracy, integrity and objectivity of the condensed consolidated financial statements and Management's Discussion and Analysis of Financial Condition within reasonable limits of materiality.

To assist management in the discharge of these responsibilities, the Company has developed, documented and maintained a system of internal controls in order to provide reasonable assurance that its assets are safeguarded; that only valid and authorized transactions are executed; and that accurate, timely and comprehensive financial information is prepared in accordance with International Financial Reporting Standards. In addition, the Company has developed and maintained a system of disclosure controls in order to provide reasonable assurance that the financial information is relevant, reliable and accurate.

The Company's Audit Committee is appointed annually by the Board of Directors. The Audit Committee, which is composed entirely of outside directors, meets with management to satisfy itself that management is properly discharging its financial reporting responsibilities and to review the condensed consolidated financial statements and Management's Discussion and Analysis of Financial Condition. The Audit Committee reports its findings to the Board of Directors for consideration in approving the condensed consolidated financial statements and Management's Discussion and Analysis of Financial Condition for presentation to the shareholders.

May 6, 2014



B. R. Hedges
President and
Chief Executive Officer



M. E. Britton
Executive Vice President and
Chief Financial Officer

RUSSEL METALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2014

This Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) of Russel Metals Inc. and its subsidiaries provides information to assist readers of, and should be read in conjunction with, the condensed consolidated financial statements for the three months ended March 31, 2014 including the notes thereto, and the MD&A and the audited consolidated financial statements for the year ended December 31, 2013, including the notes thereto. In the opinion of management, such condensed consolidated financial statements contain all adjustments necessary for a fair presentation of the results for such periods. The results of operations for the periods shown are not necessarily indicative of what our results will be for the full year. All dollar references in this report are in Canadian dollars unless otherwise stated.

Additional information related to Russel Metals Inc., including our Annual Information Form, may be obtained from SEDAR at www.sedar.com or on our website at www.russelmetals.com.

Unless otherwise stated, the discussion and analysis contained in this MD&A are as of May 6, 2014.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute forward-looking statements or information within the meaning of applicable securities laws, including statements as to our future capital expenditures, our outlook, the availability of future financing and our ability to pay dividends. Forward-looking statements relate to future events or our future performance. All statements, other than statements of historical fact, are forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. Forward-looking statements are necessarily based on estimates and assumptions that, while considered reasonable by us, inherently involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements, including the factors described below.

We are subject to a number of risks and uncertainties which could have a material adverse effect on our future profitability and financial position, including the risks and uncertainties listed below, which are important factors in our business and the metals distribution industry. Such risks and uncertainties include, but are not limited to: the current economic climate; volatility in metal prices; volatility in oil and natural gas prices; cyclicity of the metals industry and the industries that purchase our products; lack of credit availability that may limit the ability of our customers to obtain credit or expand their businesses; significant competition that could reduce our market share; the interruption in sources of metals supply; the integration of future acquisitions, including successfully adapting to a public company control environment and retaining key acquisition management personnel; failure to renegotiate any of our collective agreements and work stoppages; disruption in our customer or suppliers' operations due to labour disruptions or the existence of events or circumstances that cause a force majeure; environmental liabilities; environmental concerns or changes in government regulations in general, and those related to oil sands production, shale fracking or oil distribution in particular; changes in government regulations relating to workplace safety and worker health; currency exchange risk, particularly between the Canadian and U.S. dollar; the failure of our key computer-based systems, including our enterprise resource and planning systems; the failure to implement new technologies; the loss of key individuals; the inability to access affordable financing, capital or insurance; interest rate risk; dilution; and change of control.

While we believe that the expectations reflected in our forward-looking statements are reasonable, no assurance can be given that these expectations will prove to be correct, and our forward-looking statements included in this MD&A should not be unduly relied upon. These statements speak only as of the date of this MD&A and, except as required by law, we do not assume any obligation to update our forward-looking statements. Our actual results could differ materially from those anticipated in our forward-looking statements including as a result of the risk factors described above and under the heading "Risk" later in this MD&A, and in our filings with securities regulatory authorities which are available on SEDAR at www.sedar.com. Specific reference is made to our most recent Annual Information Form for a further discussion of some of the factors underlying our forward-looking statements.

NON-GAAP MEASURES

This MD&A includes a number of measures that are not prescribed by Canadian generally accepted accounting principles (GAAP) and as such may not be comparable to similar measures presented by other companies. We believe these measures are commonly employed to measure performance in our industry and are used by analysts, investors, lenders and other interested parties to evaluate financial performance and our ability to incur and service debt to support our business activities. The measures we use are specifically defined where they are first used in this report.

While we believe that non-GAAP measures are helpful supplemental information, they should not be considered in isolation as an alternative to net income, cash flows generated by operating, investing or financing activities, or other financial statement data presented in accordance with GAAP.

OVERVIEW

We are one of the largest metals distribution companies in North America. We conduct business primarily in three metals distribution segments: metals service centers; energy products; and steel distributors.

Our basic earnings per share were \$0.47 for the quarter ended March 31, 2014 compared to \$0.36 for the first quarter of 2013.

Our earnings increase was driven by an increase in revenues in our metals service centers segment of 9%, in our energy products segment of 14% and in our steel distributors segment of 19% in the first quarter of 2014 compared to the first quarter of 2013. This increase is a result of a combination of higher volumes and higher selling prices as the price of steel increased compared to the first quarter of 2013.

RESULTS OF OPERATIONS

The following table provides operating profits before interest, other finance income or expense, asset impairment and income taxes. The corporate expenses included are not allocated to specific operating segments. Gross margins (revenue minus cost of sales) as a percentage of revenues for the operating segments are also shown below. The table shows the segments as they are reported to management and are consistent with the segment reporting in the condensed consolidated financial statements.

<i>(millions, except percentages)</i>	Quarters Ended March 31		
	2014	2013	2014 change as a % of 2013
Segment Revenues			
Metals service centers	\$ 391.5	\$ 359.0	9%
Energy products	445.1	389.2	14%
Steel distributors	87.3	73.6	19%
Other	0.1	-	
	\$ 924.0	\$ 821.8	12%
Segment Operating Profits			
Metals service centers	\$ 21.2	\$ 18.0	18%
Energy products	32.7	24.5	34%
Steel distributors	6.3	4.8	31%
Corporate expenses	(5.2)	(4.3)	(21%)
Other	(1.5)	(1.5)	
Operating profits	\$ 53.5	\$ 41.5	29%
Segment Gross Margin as a % of Revenues			
Metals service centers	21.7%	20.9%	
Energy products	17.0%	15.3%	
Steel distributors	13.2%	12.6%	
Total operations	18.6%	17.5%	
Segment Operating Profits as a % of Revenues			
Metals service centers	5.4%	5.0%	
Energy products	7.3%	6.3%	
Steel distributors	7.2%	6.7%	
Total operations	5.8%	4.9%	

METALS SERVICE CENTERS

a) Description of operations

We provide processing and distribution services to a broad base of approximately 39,000 end users through a network of 53 Canadian locations and 12 U.S. locations. Our metals service centers carry a broad line of products in a wide range of sizes, shapes and specifications, including carbon hot rolled and cold finished steel, pipe and tubular products, stainless steel and aluminum. We purchase these products primarily from steel producers in North America and process and package them in accordance with end user specifications. We service all major geographic regions of Canada and the Southeastern and Midwestern regions in the United States. Within Canada, our service centers operate under the names Russel Metals, Métaux Russel, A.J. Forsyth, Acier Leroux, Acier Loubier, Acier Richler, Alberta Industrial Metals, B&T Steel, Leroux Steel, Mégantic Métal, Russel Metals Specialty Products, Métaux Russel Produits Spécialisés, McCabe Steel, Siemens Laserworks and York-Ennis. Our U.S. service centers operate under the names Russel Metals Williams Bahcall, JMS Russel Metals, Norton Metals and Baldwin International.

b) Factors affecting results

The following is a general discussion of the significant factors affecting the results of our metals service centers. More specific information on how these factors impacted the first quarter of 2014 and 2013 is found in the section that follows.

Steel prices fluctuate significantly throughout the steel cycle. Steel prices are influenced by overall demand, trade sanctions, iron ore prices, scrap steel prices and product availability. Steel prices have increased during the 2014 first quarter. Supply side management, practiced by steel producers in North America, and international supply and demand, which impacts steel imports, affects product availability. Trade sanctions are initiated either by steel mills or by government agencies in North America.

Demand for our product is significantly affected by economic cycles. Revenues and operating profits fluctuate with the level of general business activity in the markets served. We are most impacted by the manufacturing, resource and construction segments of the Canadian economy.

Canadian service centers, which represent the majority of our metals service center operations, have operations in all regions of Canada and are affected by general regional economic conditions. Our large market share and diverse customer base of approximately 22,000 Canadian customers mean that our results tend to mirror the performance of the regional economies of Canada. Our U.S. operations, which have approximately 17,000 customers, are impacted by the local economic conditions in the regions that they serve.

The decline of the Canadian dollar in the first quarter of 2014 versus the same period in 2013 impacted revenues and profits for our U.S. operations translated to Canadian dollars. Revenues and profits of our U.S. operations reported for the three months ended March 31, 2014 were converted at \$1.1035 per US\$1 compared to \$1.0089 per US\$1 for the same period of 2013. The exchange rate at March 31, 2014 used to translate the balance sheet was \$1.1053 per US\$1 versus \$1.0636 per US\$1 at December 31, 2013.

Our Canadian operations are affected by the U.S. dollar exchange rate since some products are sourced outside of Canada and are priced in U.S. dollars. Movement in the Canadian dollar has a short-term impact on inventory prices.

c) Metals service centers segment results -- Three Months Ended March 31, 2014 Compared to March 31, 2013

Revenues for the three months ended March 31, 2014, increased 9% to \$392 million compared to the same period in 2013. Tons shipped in the metals service centers segment in the first quarter of 2014 were approximately 7% higher than the first quarter of 2013 and 6% higher than the fourth quarter of 2013. The average selling price of metal for the three months ended March 31, 2014 was approximately 2% higher than the average selling price for the three months ended March 31, 2013 and 5% higher than the fourth quarter of 2013. The increase in tons shipped was generated by higher sales in the Alberta region and our U.S. operations. In both our results and MSCI industry statistics the U.S. market was stronger than the Canadian market. Based on the MSCI data, our growth exceeded the industry.

Gross margin dollars for the first quarter of 2014 were \$10 million higher than the first quarter of 2013 primarily due to stronger volumes and higher selling prices. Gross margin as a percentage of revenues increased to 21.7% for the three months ended March 31, 2014 compared to 20.9% in the first quarter of 2013 and 20.2% in the 2013 fourth quarter.

Operating expenses in the first quarter of 2014 were higher by \$7 million or 12% than in the first quarter of 2013, mainly related to the increase in activity in the 2014 first quarter. In addition, approximately \$2 million of the increase was related to the change in the U.S. dollar exchange rate and \$1 million related to a loss on disposal of under-utilized equipment.

Metals service centers operating profit for the three months ended March 31, 2014 of \$21 million compares to \$18 million for the same period in 2013 and reflects the improved market conditions.

ENERGY PRODUCTS

a) Description of operations

These operations distribute oil country tubular goods (OCTG), line pipe, tubes, valves and fittings, primarily to the energy industry in Western Canada and the United States. A significant portion of our business units are clustered in Alberta in Canada, and in the U.S., in Colorado and Texas. A large portion of our inventories are located in third party yards ready for distribution to customers throughout North America. In addition, we operate from 59 Canadian and 18 U.S. facilities mainly to support our valve and fitting operations. The majority of these facilities are oil field stores which form the Apex Distribution network. We purchase our products from the pipe division of North American steel mills, independent manufacturers of pipe, valve and fittings, international steel mills and other distributors. Our energy products segment operates under the names Apex Distribution, Apex Monarch, Apex Remington, Comco Pipe and Supply Company, Fedmet Tubulars, Triumph Tubular & Supply, Pioneer Pipe and Spartan Energy Tubulars.

b) Factors affecting results

The following is a general discussion of the factors affecting our energy products segment operations. More specific information on how these factors impacted the first quarter of 2014 and 2013 is found in the section that follows.

The price of natural gas and oil can impact rig count and drilling activities, particularly in Western Canada. Rig activity affects demand for our products. The prices of oil and gas strengthened in 2014 resulting in stronger 2014 rig activity in the first quarter. Activity in Western Canada is dependent on Canadian oil prices which are below U.S. oil prices due to additional refining requirements and a shortage of pipeline capacity. Natural gas prices have increased from the low prices experienced since 2008 leading to an improvement in drilling activity. Fracking technology, applied to horizontal drilling, enables producers to economically drill in the oil and gas-rich shale fields and remains the focus of our OCTG sales efforts.

Prices for pipe products are influenced by overall demand, trade sanctions and product availability. Trade sanctions are initiated either by steel mills or by government agencies in North America. Both the Canadian and U.S. governments have imposed duties on certain Chinese pipe, which remain in effect and reduce imports of these products. The U.S. government has reviewed pipe from a number of countries which resulted in no significant action. Pricing of valves and fittings are not as sensitive to steel price fluctuations because they are highly engineered value-added products.

Our Canadian operations can be affected by the U.S. dollar exchange rate since some products are sourced outside of Canada and are priced in U.S. dollars. Movement in the Canadian dollar impacts the cost of inventory and cost of sales.

Drilling related to oil and natural gas in Western Canada historically peaks during the period from October to March.

**c) Energy products segment results -- Three Months Ended
March 31, 2014 Compared to March 31, 2013**

Revenues in our energy products segment increased 14% to \$445 million for the first quarter of 2014 compared to the same period in 2013 due to increased activity in the sector. Revenues from our Canadian operations servicing oil and gas drilling activity increased 38% compared to the first quarter of 2013 due to a significant increase in activity in the Alberta oil patch. Our other operations were also up a combined 5%.

Gross margin as a percentage of revenues for the three months ended March 31, 2014 was 17.0% compared to 15.3% for the same period in 2013 due to higher margins at all of our energy products operations.

Operating expenses as a percentage of revenues were 10% versus 9% in the first quarter of 2013 due to higher variable compensation, changes in the U.S. dollar exchange rate and the addition of our most recent acquisition, Apex Monarch.

This segment generated an operating profit of \$33 million for the three months ended March 31, 2014, compared to \$25 million for the same period in 2013. Operating profits were up due to the significant increase in activity in energy resulting in increased revenues.

STEEL DISTRIBUTORS

a) Description of operations

Our steel distributors act as master distributors selling steel in large volumes to other steel service centers and equipment manufacturers mainly on an "as is" basis. Our U.S. operation has a cut-to-length facility in Houston, Texas where it processes coil for its customers. Our steel distributors source their steel both domestically and off shore.

The main steel products sourced by this segment are structural beam, plate, coils, pipe and tubing; however, product volumes vary based on the economy and trade actions in North America. Our steel distributors operate under the names Wirth Steel and Sunbelt Group. Arrow Steel, a division of Sunbelt Group, processes coils.

b) Factors affecting results

The following is a general discussion of the factors affecting our steel distributors. More specific information on how these factors impacted the first quarter of 2014 and 2013 is found in the section that follows.

Steel prices are influenced by overall demand, trade sanctions and product availability both domestically and worldwide. Trade sanctions are initiated either by steel mills or government agencies in North America. Trade actions currently exist on plate and pipe from specified countries. Steel imports are affected both by mill capacity by product line in North America, as well as international supply and demand. In addition, these factors significantly affect product availability in North America. The increase in economic activity in the metals service center sector has led to increased activity at steel distributors.

Demand for steel that is sourced off shore fluctuates significantly and is mainly driven by price and product availability in North America. Our steel distributors have a significant number of customers who buy product from them on a periodic basis, which can result in large fluctuations in revenues reported from period to period.

Our Canadian operations source product outside of Canada that is priced in U.S. dollars and is therefore impacted by movement in the Canadian dollar.

**c) Steel distributors segment results -- Three Months Ended
March 31, 2014 Compared to March 31, 2013**

Steel distributors, revenues increased 19% to \$87 million for the three months ended March 31, 2014 compared to the three months ended March 31, 2013 due to stronger demand and increased prices.

Gross margin as a percentage of revenues was 13.2% for the three months ended March 31, 2014 compared to 12.6% for the three months ended March 31, 2013. The increase related to stronger steel pricing due to increased demand.

Operating expenses were \$5 million in the first quarter of 2014 and the first quarter of 2013.

Operating profit for the three months ended March 31, 2014 was \$6 million, compared to \$5 million for the three months ended March 31, 2013, reflecting stronger demand and higher gross margins.

Corporate Expenses -- Three Months Ended March 31, 2014 Compared to March 31, 2013

Corporate expenses were \$5 million for the three months ended March 31, 2014 compared to \$4 million in the first quarter of 2013. Corporate expenses for the first quarter were higher mainly due to higher variable compensation related to stronger earnings.

Consolidated Results -- Three Months Ended March 31, 2014 Compared to March 31, 2013

Operating profits were \$54 million for the first quarter of 2014 compared to \$42 million for the first quarter of 2013 due to increased revenues in all operations. First quarter activity in all segments was stronger and the ability of our operations to lever existing capacity and generate improved margins improved our operating profits.

INTEREST EXPENSE AND INCOME

Net interest expense was \$9 million for the three months ended March 31, 2014 and March 31, 2013. Long-term debt was unchanged.

OTHER FINANCE EXPENSE

Other finance expense was \$2 million in the first quarter of 2014 and 2013. Other finance expense relates to the fair value of the contingent consideration associated with the Apex Distribution and Apex Monarch acquisitions. The fair value adjustment in the first quarters of 2014 and 2013 related to imputed interest on the expected future contingent consideration payments. There was no change in the total expected future payments for the Apex Distribution or Apex Monarch acquisitions during the first quarter.

INCOME TAXES

We recorded a provision for income taxes of \$14 million for the first quarter of 2014 compared to \$10 million for the first quarter of 2013. Our effective income tax rate for the three months ended March 31, 2014 was 32.0% compared to 30.4% for the three months ended March 31, 2013. The effective income tax rate was higher due to comparatively higher earnings in our U.S. operations in 2014 as a percentage of total earnings.

NET EARNINGS

Net earnings for the first quarter of 2014 were \$29 million compared to \$22 million in the first quarter of 2013. Basic earnings per share for the first quarter of 2014 were \$0.47 per share compared to \$0.36 per share for the first quarter of 2013.

SHARES OUTSTANDING AND DIVIDENDS

The weighted average number of common shares outstanding for first quarter of 2014 was 60,966,768 compared to 60,490,430 for the first quarter of 2013. As at March 31, 2014 and May 6, 2014, we had 61,026,590 common shares outstanding. The number of common shares outstanding increased as a result of options exercised in 2013 and 2014.

We paid common share dividends of \$21 million or \$0.35 per share in the first quarter of 2014, unchanged from last year.

We have \$175 million of 7.75% Convertible Unsecured Subordinated Debentures outstanding which mature on September 30, 2016. Each debenture is convertible into common shares at the option of the holder at any time on or prior to the business day immediately preceding (i) the maturity date, or (ii) the date specified for redemption of the Convertible Debentures, at a conversion price of \$25.75 per share being a conversion rate of 38.8350 common shares per \$1,000 principal amount of Convertible Debentures.

We have \$300 million of 6.0% Senior Notes due April 19, 2022. The indenture for our Senior Notes treats quarterly dividends above \$0.35 per share as restricted payments. We currently have a basket of approximately \$186 million available for restricted payments, which is adjusted for 50% of our net earnings or losses on a quarterly basis. This basket would be available for increased dividend payments.

Under our syndicated bank facility, the payment of dividends is subject to excess borrowing base availability of not less than four times the declared dividend. We do not believe this requirement will restrict our ability to pay a dividend as our borrowing base, which is based on percentages of accounts receivable and inventories, has traditionally been in excess of borrowings plus four times the current dividend. In addition, we believe we would be able to finance our short-term cash requirements with alternate financing structures and pay the dividend.

EBITDA

The following table shows the reconciliation of net earnings to adjusted EBITDA:

<i>(millions)</i>	Quarters Ended March 31	
	2014	2013
Net earnings for the period	\$ 29.0	\$ 21.7
Provision for income taxes	13.7	9.5
Interest and finance expense, net	10.8	10.3
Adjusted earnings before interest, finance and income taxes	53.5	41.5
Depreciation and amortization	8.6	8.2
Adjusted earnings before interest, finance, income taxes, depreciation and amortization (adjusted EBITDA)	\$ 62.1	\$ 49.7

We believe that adjusted EBITDA, a non-GAAP measure, may be useful in assessing our operating performance and as an indicator of our ability to service or incur indebtedness, make capital expenditures and finance working capital requirements. The items excluded in determining adjusted EBITDA are significant in assessing our operating results and liquidity. Therefore, adjusted EBITDA should not be considered in isolation or as an alternative to cash from operating activities or other combined income or cash flow data prepared in accordance with GAAP.

CAPITAL EXPENDITURES

Capital expenditures were \$5 million for the first quarter of 2014 compared to \$7 million in the first quarter of 2013. Depreciation expense was \$7 million for the first quarters of 2014 and 2013. We expect capital expenditures to exceed depreciation in the short term due to the purchase of additional processing equipment, the relocation and expansion of service center locations and an upgrade of our computer systems.

LIQUIDITY

At March 31, 2014, we had cash of \$86 million compared to \$116 million at December 31, 2013.

We generated \$43 million from operations in the first quarter of 2014 and utilized \$34 million in working capital to support our growth as well as \$5 million for capital expenditures and \$21 million for dividends to shareholders.

We experience significant swings in working capital which impact cash flow. Inventory and accounts receivable represent a large percentage of our total assets employed and vary throughout each cycle. Accounts receivable and inventory comprise our largest liquidity risks. Our customers are impacted by the economic climate and thus it is possible to experience additional bad debts and increased days outstanding for accounts receivable, which may affect the timing of collections.

Total assets were \$1.9 billion at March 31, 2014 compared to \$1.8 billion at December 31, 2013. At March 31, 2014, current assets excluding cash represented 74% of our total assets excluding cash, versus 73% at December 31, 2013.

Reductions in inventory generated cash of \$1 million in the first quarter of 2014. These inventory reductions were a result of increased sales in our operations servicing oil drilling activity in Canada. Inventory increases on the balance sheet were as a result of an increase in the U.S. dollar exchange rate used to convert our U.S. operations. Inventories represented 41% of our total assets at March 31, 2014 and 42% at December 31, 2013.

<i>Inventory by Segment</i>	Mar. 31 2014	Dec. 31 2013	Sept. 30 2013	June 30 2013	Mar. 31 2013
Metals service centers	\$ 275	\$ 259	\$ 247	\$ 255	\$ 268
Energy products	412	433	420	427	420
Steel distributors	86	74	67	88	84
Total operations	\$ 773	\$ 766	\$ 734	\$ 770	\$ 772

<i>Inventory Turns by Segment</i>	Quarters Ended				
	Mar. 31 2014	Dec. 31 2013	Sept. 30 2013	June 30 2013	Mar. 31 2013
Metals service centers	4.5	4.3	4.7	4.7	4.2
Energy products	3.6	3.0	2.9	2.5	3.1
Steel distributors	3.5	3.3	3.9	2.6	3.1
Total operations	3.9	3.5	3.6	3.2	3.5

At March 31, 2014, our metals service centers had lower inventory tons priced at higher values compared to December 31, 2013. Inventory turns improved due to higher revenues.

Our energy products operations had inventory at the end of the first quarter of 2014, 5% lower than December 31, 2013 due to the strong sales recorded in the quarter. Stronger sales also improved inventory turns.

Our steel distributors segment had slightly higher inventory levels compared to December 31, 2013 and the same level as March 31, 2013. Inventory turns were higher than the quarter ended December 31, 2013 due to stronger revenues.

Accounts receivable utilized cash of \$90 million in the first quarter of 2014 due to strong revenues in all segments. Accounts receivable represented 29% of our total assets at March 31, 2014 compared to 25% of our total assets at December 31, 2013.

During the first quarter of 2014, we made income tax payments of \$3 million compared to payments of \$11 million for the three months ended March 31, 2013.

The balances disclosed in our condensed consolidated cash flow statements are adjusted to remove the non-cash component related to foreign exchange rate fluctuations impacting inventory, accounts receivable, accounts payable and income tax balances of our U.S. operations.

FREE CASH FLOW

<i>(millions)</i>	Quarters Ended March 31	
	2014	2013
Cash from operating activities before non-cash working capital	\$ 42.8	\$ 32.4
Purchase of property, plant and equipment	(4.9)	(6.6)
	\$ 37.9	\$ 25.8

We believe that free cash flow may be useful in assessing our ability to pay dividends, reduce outstanding debt and fund working capital growth. Free cash flow is a non-GAAP measure regularly used by investors and analysts to evaluate companies.

CASH, DEBT AND CREDIT FACILITIES

Debt

<i>(millions)</i>	March 31 2014	December 31 2013
Long-Term Debt		
6.0% \$300 million Senior Notes due April 19, 2022	\$ 294	\$ 294
7.75% \$175 million Convertible Debentures due September 30, 2016	162	161
Finance lease obligations, maturing 2014 to 2017	3	3
	459	458
Current portion	(1)	(1)
	\$ 458	\$ 457

Our Convertible Debentures have been split between debt and equity. The debt allocated to equity is accreted as a charge through interest expense over the life of the debentures. The amount allocated to equity represented the valuation of the holders' option to convert the Convertible Debentures into common shares. Based on current share prices we would expect the Convertible Debentures to be converted to equity at redemption of maturity which would result in 6,790,019 common shares being issued.

Cash and Bank Credit Facilities

<i>As at March 31, 2014 (millions)</i>	Russel Metals Facility	U.S. Subsidiary Facility	Total
Bank loans	\$ -	\$ -	\$ -
Cash net of outstanding cheques	79	7	86
Net cash (borrowings)	79	7	86
Letters of credit	(76)	(4)	(80)
	\$ 3	\$ 3	\$ 6
Facilities			
Borrowings and letters of credit	\$ 275	\$ 22	\$ 297
Letters of credit	50	-	50
Facilities availability	\$ 325	\$ 22	\$ 347
Available line based on borrowing base	\$ 325	\$ 22	\$ 347

We have a credit facility with a syndicate of Canadian and U.S. banks totaling \$325 million which expires June 24, 2017. The syndicated facility consists of availability of \$275 million under Tranche I to be utilized for borrowings and letters of credit, and \$50 million under Tranche II to be utilized only for letters of credit. Letters of credit are issued under Tranche II first and additional needs are issued under Tranche I. The borrowings and letters of credit are available on a revolving basis, up to an amount equal to the sum of specified percentages of our eligible accounts receivable and inventories, to a maximum of \$325 million. As of March 31, 2014, we were entitled to borrow and issue letters of credit totaling \$325 million under this facility. At March 31, 2014 and December 31, 2013, we had no borrowings under this facility. At March 31, 2014 we had letters of credit outstanding of \$76 million compared to \$24 million at December 31, 2013.

The maximum borrowings under our U.S. subsidiary facility, including letters of credit, are US\$20 million. At March 31, 2014, our U.S. subsidiary had no borrowings under this facility and had letters of credit of US\$4 million. At December 31, 2013, this subsidiary had no borrowings under this facility and had letters of credit of US\$4 million.

With our cash, cash equivalents and our bank facilities we have access to approximately \$353 million of cash based on our March 31, 2014 balances. The use of our bank facilities has been predominantly to fund working capital requirements, acquisitions and trade letters of credit for inventory purchases. These lines may be used to support increased working capital needs when volumes and steel prices increase.

CONTRACTUAL OBLIGATIONS

As at March 31, 2014, we were contractually obligated to make payments as per the following table:

<i>Contractual Obligations</i>	Payments due in				Total
	(millions)	2014	2015 and 2016	2017 and 2018	
Accounts payable	\$ 431	\$ -	\$ -	\$ -	\$ 431
Debt	-	175	-	300	475
Long-term debt interest	26	63	36	64	189
Finance lease obligations	1	2	-	-	3
Operating leases	16	35	22	33	106
Total	\$ 474	\$ 275	\$ 58	\$ 397	\$ 1,204

As part of the purchase consideration for Apex Distribution and Apex Monarch we agreed to pay additional cash consideration during the five years ending 2017 and 2018, respectively, based on earnings before interest and taxes and return on net assets. During the quarter ending March 31, 2014, we paid \$4 million in satisfaction of the Apex Distribution obligation for the first year. The fair value of the contingent consideration was \$42 million at March 31, 2014. The obligation was increased by \$2 million in the first quarter of 2014 related to the change in fair value due to imputed interest. The amount will be reviewed quarterly and adjusted through income for increases or decreases in the liability.

We have obligations related to multiple defined benefit pension plans in Canada, as disclosed in Note 15 of our 2013 consolidated financial statements. During the first quarter of 2014, we contributed \$1 million to these plans. We expect to contribute approximately \$8 million during the remainder of the year. The defined benefit obligations reported in the financial statements use different assumptions than the going concern actuarial valuations prepared for funding. In addition, the actuarial valuations provide a solvency valuation, which is a valuation assuming the plan is wound up at the valuation date. Our reported funding obligations would increase by \$6 million on a solvency basis and thus additional funding could be required based on solvency if the plans were wound up. We estimate the impact of a change in the discount rate on the solvency obligation would be similar to that disclosed in Note 15 of our 2013 consolidated financial statements.

We have disclosed our obligations related to environmental litigation, regulatory actions and remediation in our Annual Information Form. These obligations relate to previously divested or discontinued operations and do not relate to the metals distribution business.

OFF-BALANCE SHEET ARRANGEMENTS

Our off-balance sheet arrangements consist of the letters of credit disclosed in the bank credit facilities table and operating lease obligations disclosed in the contractual obligations table.

ACCOUNTING ESTIMATES

The preparation of our financial statements requires management to make estimates and judgements that affect the reported amounts. On an ongoing basis, we evaluate our estimates, including those related to bad debts, inventory net realizable value and obsolescence, useful lives of fixed assets, asset impairment, fair values, income taxes, pensions and benefits obligations, guarantees, decommissioning liabilities, contingencies, contingent consideration, litigation and assigned values on net assets acquired. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgements about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Our most significant assets are accounts receivable and inventories.

Accounts Receivable

An allowance for doubtful accounts is maintained for estimated losses resulting from the inability of our customers to make required payments. Assessments are based on aging of receivables, legal issues (bankruptcy status), past collection experience, current financials or credit agency reports and the experience of our credit personnel. Accounts receivable which we determine to be uncollectible are reserved in the period in which the determination is made. If the financial condition of our customers was to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. Our reserve for bad debts at March 31, 2014 approximates our reserve at December 31, 2013. Bad debt expense for the first quarter of 2014 as a percentage of revenue approximates that of 2013.

Inventories

We review our inventories to ensure that the cost of inventories is not in excess of its estimated net realizable value and for obsolete and slow moving product. Inventory reserves or write-downs are recorded when cost exceeds the estimated selling price less cost to sell and when product is determined to be slow moving or obsolete. The inventory reserve level at March 31, 2014 approximated the level at December 31, 2013.

Other areas involving significant estimates and judgements include:

Income Taxes

We believe that we have adequately provided for income taxes based on all of the information that is currently available. The calculation of income taxes in many cases requires significant judgement in interpreting tax rules and regulations, which are constantly changing. Our tax filings are also subject to audits, which could materially change the amount of current and future income tax assets and liabilities. Any change would be recorded as a charge or reduction in income tax expense.

Business Combinations

For each acquisition, we review the fair value of assets acquired. Where we deem it appropriate we hire outside business valuers to assist in the assessment of the fair value of property, plant, equipment and intangibles and contingent consideration of acquired businesses. The assessment of fair values for contingent consideration is completed quarterly and requires significant judgement.

Employee Benefit Plans

Our actuaries perform a valuation, at least every three years, for each defined benefit plan to determine the actuarial present value of the benefits. The valuation uses management's assumptions for the interest rate, rate of compensation increase, rate of increase in government benefits and expected average remaining years of service of employees. While we believe that these assumptions are reasonable, differences in actual results or changes in assumptions could materially affect employee benefit obligations and future net benefit plan costs. We account for differences between actual and assumed results by recognizing differences in benefit obligations and plan performance immediately in other comprehensive income.

We had approximately \$97 million in plan assets at March 31, 2014, an increase of \$4 million over December 31, 2013. The interest rate used on the employee benefit plan obligation for the quarter ended March 31, 2014 was 4.25% which is 0.5% lower than the interest rate at December 31, 2013 resulting in an increase in our accrued benefit obligation of \$6 million.

CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management on a timely basis so that appropriate decisions can be made regarding public disclosure.

The purpose of internal controls over financial reporting as defined by the Canadian Securities Administrators is to provide reasonable assurance that:

- (i) financial statements prepared for external purposes are in accordance with the Company's generally accepted accounting principles;

- (ii) transactions are recorded as necessary to permit the preparation of financial statements, and records are maintained in reasonable detail;
- (iii) receipts and expenditures of the Company are made only in accordance with authorizations of the Company's management and directors, and
- (iv) unauthorized acquisitions, uses or dispositions of the Company's assets that could have a material effect on the financial statements will be prevented or detected in order to prevent material error in financial statements.

The President and Chief Executive Officer and the Vice President and Chief Financial Officer have caused management and other employees to design and document our disclosure controls and procedures and our internal controls over financial reporting. The design and evaluation of internal controls was completed using the framework and criteria established in "Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission.

No changes were made in our disclosure controls and procedures or our internal controls over financial reporting during the first quarter of 2014 that have materially affected, or reasonably likely to materially affect, our internal control over financial reporting.

VISION AND STRATEGY

The metals distribution business is a segment of a mature, cyclical industry. The use of service centers by both manufacturers and end users has grown over the last decade.

We strive to deal with the cyclical nature of the business by operating with the lowest possible net assets throughout the course of a cycle. This intensive asset management reduces borrowings and therefore interest expense in declining periods in the economic cycle. This in turn creates higher, more stable returns on net assets over a cycle. Our conservative management approach creates relatively stronger trough earnings but could cause potential peak earnings to be somewhat muted. Management believes that this strategy will result in higher profits throughout a cycle and we will have average earnings over the full range of the cycle in the top deciles of the industry.

Growth from selective acquisitions is also part of our strategy. We focus on investment opportunities in metals businesses that have strong market niches or provide mass to our existing operations. New acquisitions could be either major stand-alone operations or ones that complement our existing operations. We made acquisitions in both 2012 and 2013. We continue to review opportunities for acquisitions.

We believe that the steel-based pricing cycle will continue to be short and volatile, and a management structure and philosophy that allows the fastest reaction to changes that affect the industry will be the most successful. We will continue to invest in our business systems to enable faster reaction times to changing business conditions. In addition, management believes the high level of service and flexibility provided by service centers will enable this distribution channel to capture an increasing percentage of total metal revenues to end users, allowing for increased growth within the sector.

RISK

The timing and extent of future price changes from steel producers and their impact on us cannot be predicted with any certainty due to the inherent cyclical nature of the steel industry and current low capacity utilization numbers for North American steel producers.

Our acquisitions in 2012 and 2013 increased our exposure to the Western Canadian oil and gas segment. We believe that this continues to be an area of growth long term; however, our exposure to the cyclicity of oil and gas pricing has increased. Management believes the acquisition of the oil field operations in Apex Distribution provides a more stable stream of revenues and earnings for the energy products segment. Our Annual Information Form includes a summary of risks related to our business.

OUTLOOK

Market conditions are expected to remain positive in all three segments during the second quarter. Our energy products segment will experience its usual seasonal reduction, but we believe their results will be stronger than the 2013 second quarter.

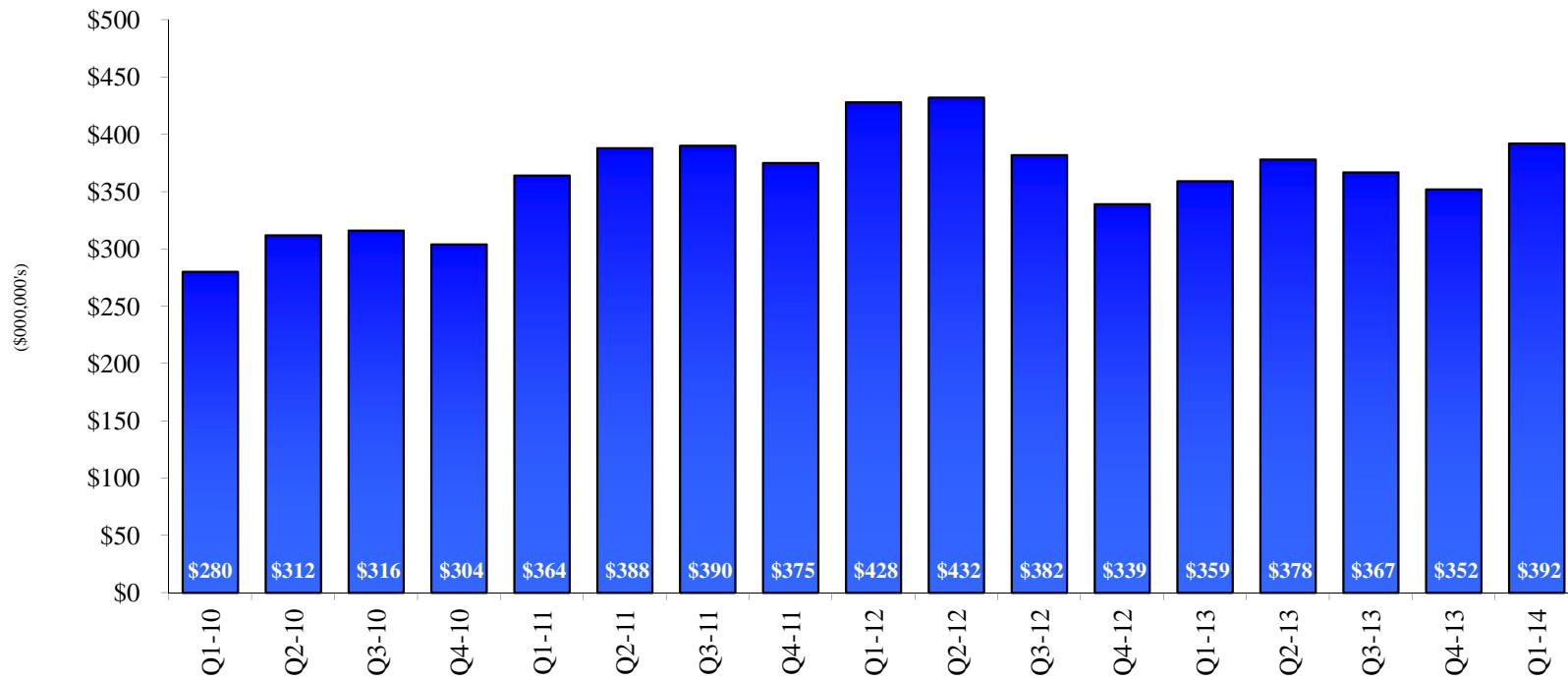
RUSSEL METALS INC.
CONSOLIDATED STATEMENTS OF EARNINGS

(\$ millions)	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	2014	2013	2013	2013	2013	2012	2012	2012	2012	2011	2011	2011	2011	2010	2010	2010	2010
METALS SERVICE CENTERS																	
Revenue	391.5	351.9	366.9	377.8	359.0	338.5	382.3	432.3	428.0	375.1	390.4	387.9	363.8	304.3	315.7	312.2	280.0
Cost of goods sold	306.7	280.7	290.9	300.9	284.1	270.2	305.3	344.0	337.8	299.8	310.1	296.1	272.8	243.4	249.3	241.9	217.1
Operating expenses	63.6	57.8	56.2	56.4	56.9	51.4	54.5	57.7	58.1	54.0	56.1	58.4	54.7	48.0	50.4	50.8	47.8
EBIT	21.2	13.4	19.8	20.5	18.0	16.9	22.5	30.6	32.1	21.3	24.2	33.4	36.3	12.9	16.0	19.5	15.1
Depreciation & amortization	5.6	5.6	5.8	5.4	5.7	5.5	5.5	5.3	4.8	4.9	4.8	4.9	5.0	5.1	5.2	5.1	5.2
EBITDA	26.8	19.0	25.6	25.9	23.7	22.4	28.0	35.9	36.9	26.2	29.0	38.3	41.3	18.0	21.2	24.6	20.3
Cost of goods sold	78.3%	79.8%	79.3%	79.6%	79.1%	79.8%	79.9%	79.6%	78.9%	79.9%	79.4%	76.3%	75.0%	80.0%	79.0%	77.5%	77.5%
Operating expenses	16.2%	16.4%	15.3%	14.9%	15.8%	15.2%	14.3%	13.3%	13.6%	14.4%	14.4%	15.1%	15.0%	15.8%	16.0%	16.3%	17.1%
Depreciation & amortization	1.4%	1.6%	1.6%	1.4%	1.6%	1.6%	1.4%	1.2%	1.1%	1.3%	1.2%	1.3%	1.4%	1.7%	1.6%	1.6%	1.9%
EBIT	5.4%	3.8%	5.4%	5.4%	5.0%	5.0%	5.9%	7.1%	7.5%	5.7%	6.2%	8.6%	10.0%	4.2%	5.1%	6.2%	5.4%
EBITDA	6.8%	5.4%	7.0%	6.9%	6.6%	6.6%	7.3%	8.3%	8.6%	7.0%	7.4%	9.9%	11.4%	5.9%	6.7%	7.9%	7.3%
ENERGY PRODUCTS																	
Revenue	445.1	387.3	353.4	312.9	389.2	344.4	249.3	191.7	274.8	233.5	223.3	145.4	224.0	193.1	187.4	129.2	194.6
Cost of goods sold	369.3	327.1	300.4	263.3	329.5	299.3	216.0	165.0	237.1	200.7	191.4	121.9	190.2	163.5	160.8	109.0	171.6
Operating expenses	43.1	38.7	36.7	32.6	35.2	27.1	17.5	16.2	18.8	15.9	16.8	12.9	16.0	13.0	12.1	11.4	11.8
EBIT	32.7	21.5	16.3	17.0	24.5	18.0	15.8	10.5	18.9	16.9	15.1	10.6	17.8	16.6	14.5	8.8	11.2
Depreciation & amortization	2.6	2.5	2.4	2.2	2.3	1.5	0.5	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.5
EBITDA	35.3	24.0	18.7	19.2	26.8	19.5	16.3	10.9	19.3	17.3	15.5	11.0	18.2	17.0	14.9	9.2	11.7
Cost of goods sold	83.0%	84.5%	85.0%	84.1%	84.7%	86.9%	86.6%	86.1%	86.3%	86.0%	85.7%	83.8%	84.9%	84.7%	85.8%	84.4%	88.2%
Operating expenses	9.7%	10.0%	10.4%	10.4%	9.0%	7.9%	7.0%	8.5%	6.8%	6.8%	7.5%	8.9%	7.1%	6.7%	6.5%	8.8%	6.1%
Depreciation & amortization	0.6%	0.6%	0.7%	0.7%	0.6%	0.4%	0.2%	0.2%	0.1%	0.2%	0.2%	0.3%	0.2%	0.2%	0.2%	0.3%	0.3%
EBIT	7.3%	5.6%	4.6%	5.4%	6.3%	5.2%	6.3%	5.5%	6.9%	7.2%	6.8%	7.3%	7.9%	8.6%	7.7%	6.8%	5.8%
EBITDA	7.9%	6.2%	5.3%	6.1%	6.9%	5.7%	6.5%	5.7%	7.0%	7.4%	6.9%	7.6%	8.1%	8.8%	8.0%	7.1%	6.0%
STEEL DISTRIBUTORS																	
Revenue	87.3	70.4	74.1	65.1	73.6	81.3	78.4	92.0	99.4	101.0	89.5	82.6	69.8	61.1	75.5	61.3	49.9
Cost of goods sold	75.8	61.7	65.3	56.5	64.3	70.6	68.2	79.2	84.1	85.2	76.5	67.1	56.2	52.0	66.0	49.9	42.3
Operating expenses	5.2	4.4	3.9	3.6	4.5	4.1	4.3	4.7	5.6	4.7	4.9	5.1	4.8	4.3	4.5	4.7	3.2
EBIT	6.3	4.3	4.9	5.0	4.8	6.6	5.9	8.1	9.7	11.1	8.1	10.4	8.8	4.8	5.0	6.7	4.4
Depreciation & amortization	0.1	0.1	0.1	0.1	0.1	-	-	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1
EBITDA	6.4	4.4	5.0	5.1	4.8	6.7	5.9	8.1	9.8	11.2	8.2	10.5	8.9	4.9	5.1	6.8	4.5
Cost of goods sold	86.8%	87.6%	88.1%	86.8%	87.4%	86.8%	87.0%	86.1%	84.6%	84.4%	85.5%	81.2%	80.5%	85.1%	87.4%	81.4%	84.8%
Operating expenses	6.0%	6.3%	5.3%	5.5%	6.1%	5.0%	5.5%	5.1%	5.6%	4.7%	5.5%	6.2%	6.9%	7.0%	6.0%	7.7%	6.4%
Depreciation & amortization	0.1%	0.1%	0.1%	0.2%	0.0%	0.1%	0.0%	0.0%	0.1%	0.1%	0.1%	0.1%	0.1%	0.2%	0.1%	0.2%	0.2%
EBIT	7.2%	6.1%	6.6%	7.7%	6.5%	8.1%	7.5%	8.8%	9.8%	11.0%	9.1%	12.6%	12.6%	7.9%	6.6%	10.9%	8.8%
EBITDA	7.3%	6.2%	6.7%	7.8%	6.5%	8.2%	7.5%	8.8%	9.9%	11.1%	9.2%	12.7%	12.8%	8.0%	6.8%	11.1%	9.0%
TBIL																	
Revenue	0.1	1.5	2.4	2.3	-	1.7	2.6	2.7	0.7	2.0	2.2	2.7	0.1	3.0	3.3	3.4	1.4
Cost of goods sold	(0.1)	(0.1)	0.1	-	-	-	-	-	-	0.1	-	(0.2)	0.1	-	-	-	-
Operating expenses	1.7	2.3	1.6	1.8	1.5	2.6	1.7	1.5	1.4	1.5	1.6	1.7	1.7	1.3	1.7	1.9	1.9
EBIT	(1.5)	(0.7)	0.7	0.5	(1.5)	(0.9)	0.9	1.2	(0.7)	0.4	0.6	1.2	(1.7)	1.7	1.6	1.5	(0.5)
Depreciation & amortization	0.2	0.1	0.2	0.3	0.2	0.2	0.2	0.3	0.2	0.3	0.2	0.3	0.2	0.2	0.2	0.3	0.2
EBITDA	(1.3)	(0.6)	0.9	0.8	(1.3)	(0.7)	1.1	1.5	(0.5)	0.7	0.8	1.5	(1.5)	1.9	1.8	1.8	(0.3)
CORPORATE																	
Expenses	5.1	5.3	5.0	2.6	4.3	4.1	4.7	3.9	6.7	3.3	2.8	3.3	6.7	3.7	3.6	3.3	3.6
Depreciation & amortization	0.1	0.2	0.2	0.2	0.1	0.1	0.1	0.1	0.2	0.1	0.3	0.2	0.3	0.4	0.4	0.3	0.3
EBIT	(5.2)	(5.5)	(5.2)	(2.8)	(4.3)	(4.2)	(4.8)	(4.0)	(6.9)	(3.4)	(3.1)	(3.5)	(7.0)	(4.1)	(4.0)	(3.6)	(3.9)
EBITDA	(5.1)	(5.3)	(5.0)	(2.6)	(4.3)	(4.1)	(4.7)	(3.9)	(6.7)	(3.3)	(2.8)	(3.3)	(6.7)	(3.7)	(3.6)	(3.3)	(3.6)
Expenses	0.6%	0.7%	0.6%	0.3%	0.5%	0.5%	0.7%	0.5%	0.8%	0.5%	0.4%	0.5%	1.0%	0.7%	0.6%	0.7%	0.7%
Depreciation & amortization	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.1%	0.0%	0.1%	0.1%	0.1%	0.1%	0.1%
Operating EBIT	\$ 53.5	\$ 33.0	\$ 36.5	\$ 40.2	\$ 41.5	\$ 36.4	\$ 40.3	\$ 46.4	\$ 53.1	\$ 46.3	\$ 44.9	\$ 52.1	\$ 54.2	\$ 31.9	\$ 33.1	\$ 32.9	\$ 26.3
Operating EBITDA	\$ 62.1	\$ 41.5	\$ 45.2	\$ 48.4	\$ 49.7	\$ 43.8	\$ 46.6	\$ 52.5	\$ 58.8	\$ 52.1	\$ 50.7	\$ 58.0	\$ 60.2	\$ 38.1	\$ 39.4	\$ 39.1	\$ 32.6
Operating EBIT	5.8%	4.1%	4.6%	5.3%	5.0%	4.8%	5.7%	6.5%	6.6%	6.5%	6.4%	8.4%	8.2%	5.7%	5.7%	6.5%	5.0%
Operating EBITDA	6.7%	5.1%	5.7%	6.4%	6.0%	5.7%	6.5%	7.3%	7.3%	7.3%	7.2%	9.4%	9.2%	6.8%	6.8%	7.7%	6.2%

SUMMARY
RUSSEL METALS INC.
CONSOLIDATED STATEMENTS OF EARNINGS

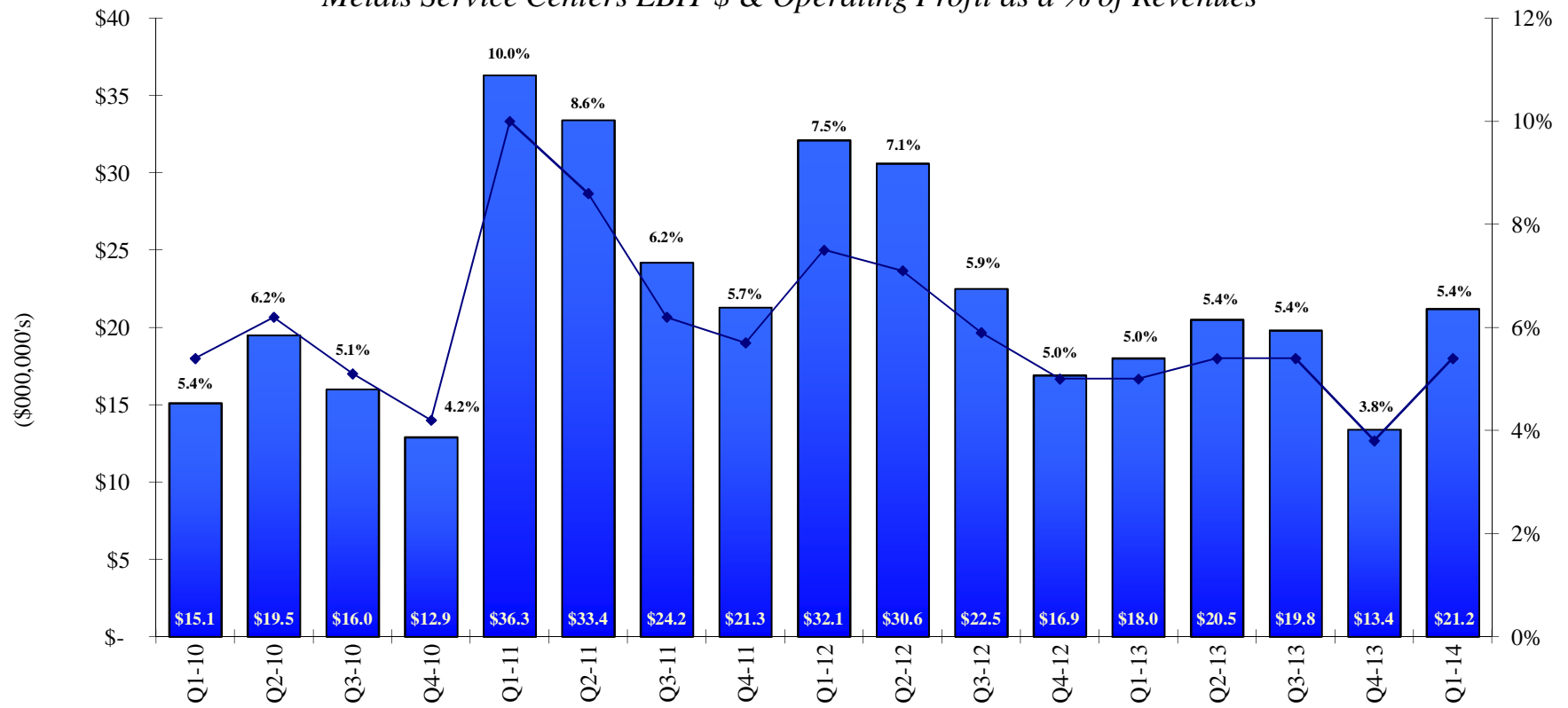
(\$ millions)	Q1 2014	Q4 2013	Q3 2013	Q2 2013	Q1 2013	Q4 2012	Q3 2012	Q2 2012	Q1 2012	Q4 2011	Q3 2011	Q2 2011	Q1 2011	Q4 2010	Q3 2010	Q2 2010	Q1 2010
Quarter ended:																	
Revenue	924.0	811.1	796.8	758.1	821.8	765.9	712.6	718.7	802.9	711.6	705.4	618.6	657.7	561.5	581.9	506.1	525.9
Cost of goods sold	751.7	669.4	656.7	620.7	677.9	640.1	589.5	588.2	659.0	585.8	578.0	484.9	519.3	458.9	476.1	400.8	431.0
Operating expenses	113.6	103.2	98.4	94.4	98.1	85.2	78.0	80.1	83.9	76.1	79.4	78.1	77.2	66.6	68.7	68.8	64.7
Corp. Expenses	5.2	5.5	5.2	2.8	4.3	4.2	4.8	4.0	6.9	3.4	3.1	3.5	7.0	4.1	4.0	3.6	3.9
Operating EBIT	53.5	33.0	36.5	40.2	41.5	36.4	40.3	46.4	53.1	46.3	44.9	52.1	54.2	31.9	33.1	32.9	26.3
Depreciation & amortization	8.6	8.5	8.7	8.2	8.2	7.4	6.3	6.1	5.7	5.8	5.8	5.9	6.0	6.2	6.3	6.2	6.3
Operating EBITDA	62.1	41.5	45.2	48.4	49.7	43.8	46.6	52.5	58.8	52.1	50.7	58.0	60.2	38.1	39.4	39.1	32.6
Gain on sale of asset	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
EBIT	53.5	33.0	36.5	40.2	41.5	36.4	40.3	46.4	53.1	46.3	44.9	52.1	54.2	31.9	33.1	32.9	26.3
EBITDA	62.1	41.5	45.2	48.4	49.7	43.8	46.6	52.5	58.8	52.1	50.7	58.0	60.2	38.1	39.4	39.1	32.6
Twelve months ended:																	
Revenue	3,290.0	3,187.8	3,142.6	3,058.4	3,019.0	3,000.1	2,945.8	2,938.6	2,838.5	2,693.3	2,543.2	2,419.7	2,307.2	2,175.4	2,046.6	1,899.0	1,855.4
Cost of goods sold	2,698.5	2,624.7	2,595.4	2,528.2	2,495.7	2,476.8	2,422.5	2,411.0	2,307.7	2,168.0	2,041.1	1,939.2	1,855.1	1,766.8	1,671.6	1,544.2	1,527.8
Operating expenses	428.3	411.9	392.6	371.8	358.7	347.1	337.2	336.9	334.4	327.8	319.0	309.2	300.0	284.4	274.9	262.6	256.3
Operating EBIT	163.2	151.2	154.6	158.4	164.6	176.2	186.1	190.7	196.4	197.5	183.1	171.3	152.1	124.2	100.1	92.2	71.3
Gain on sale of asset	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(4.3)
EBIT	163.2	151.2	154.6	158.4	164.6	176.2	186.1	190.7	196.4	197.5	183.1	171.3	152.1	124.2	100.1	92.2	75.6
Depreciation & amortization	34.0	33.6	32.5	30.1	28.0	25.5	23.9	23.4	23.2	23.5	23.9	24.4	24.7	25.0	24.9	25.2	25.5
EBITDA	197.2	184.8	187.1	188.5	192.6	201.7	210.0	214.1	219.6	221.0	207.0	195.7	176.8	149.2	125.0	117.4	101.1

RUSSEL METALS INC.
Metals Service Centers Revenues



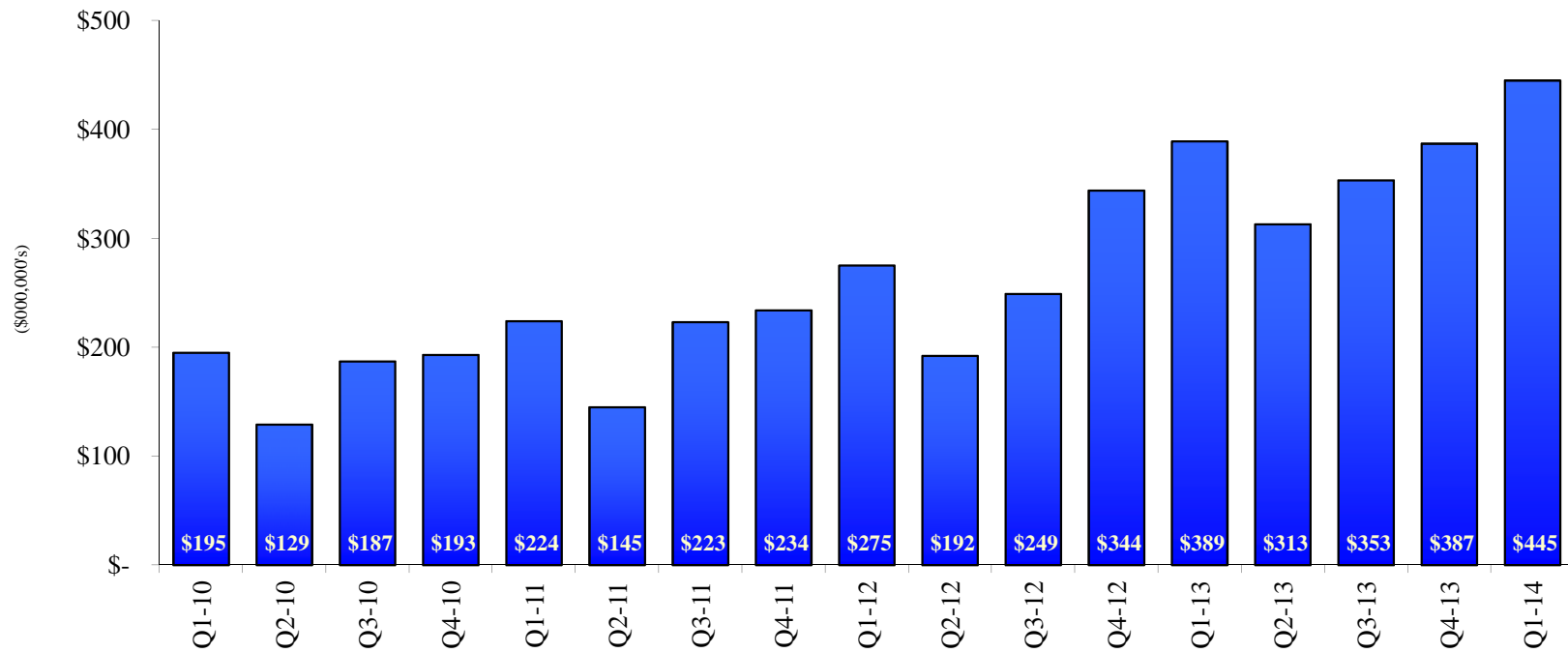
RUSSEL METALS INC.

Metals Service Centers EBIT \$ & Operating Profit as a % of Revenues



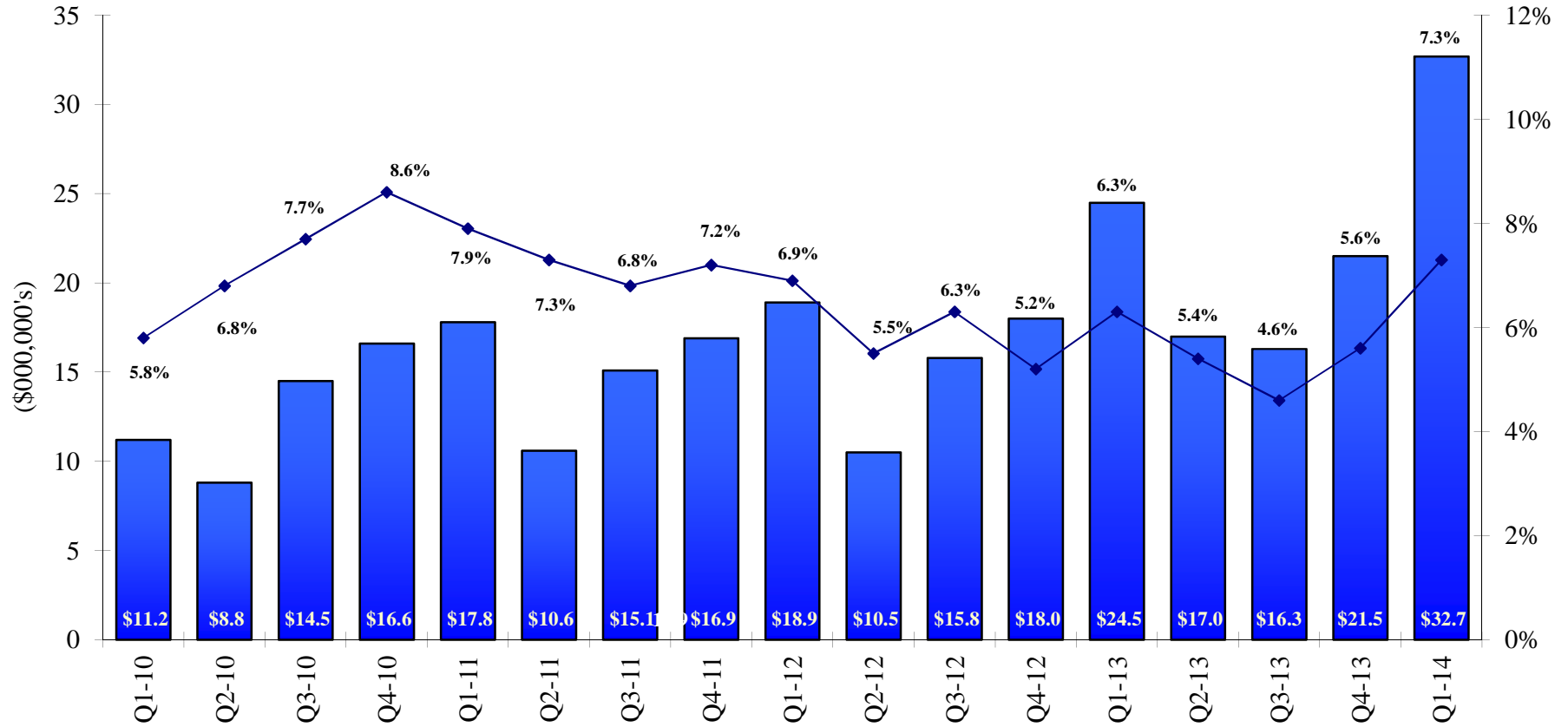
• excluding \$2.6 closure reserves Q3-10

RUSSEL METALS INC.
Energy Products Revenues



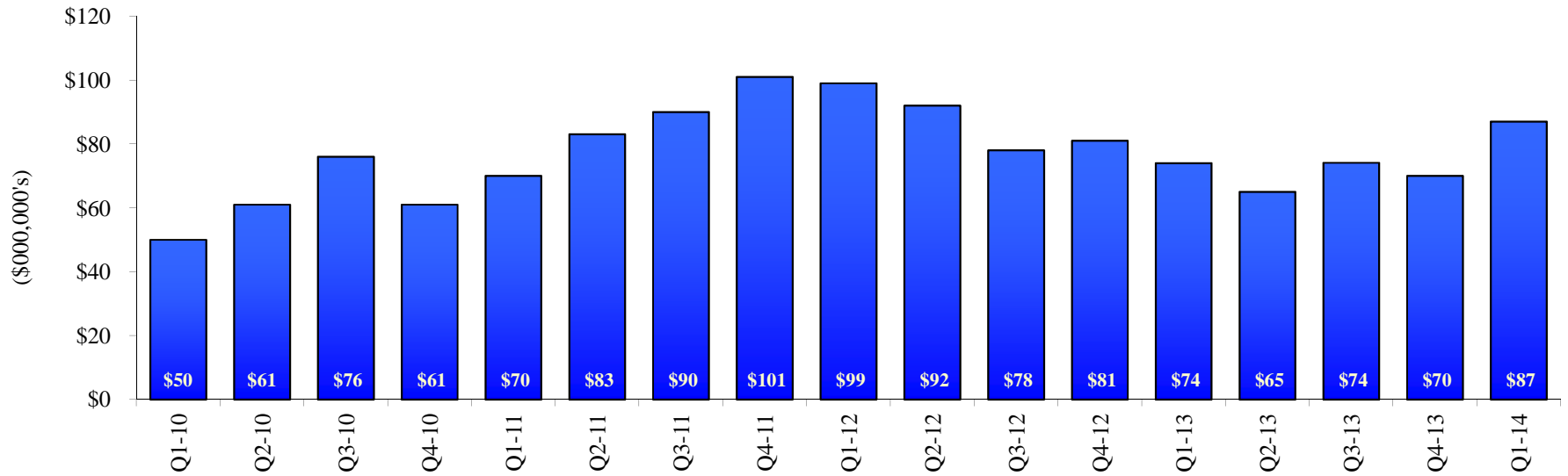
RUSSEL METALS INC.

Energy Products EBIT \$ & Operating Profit as a % of Revenues

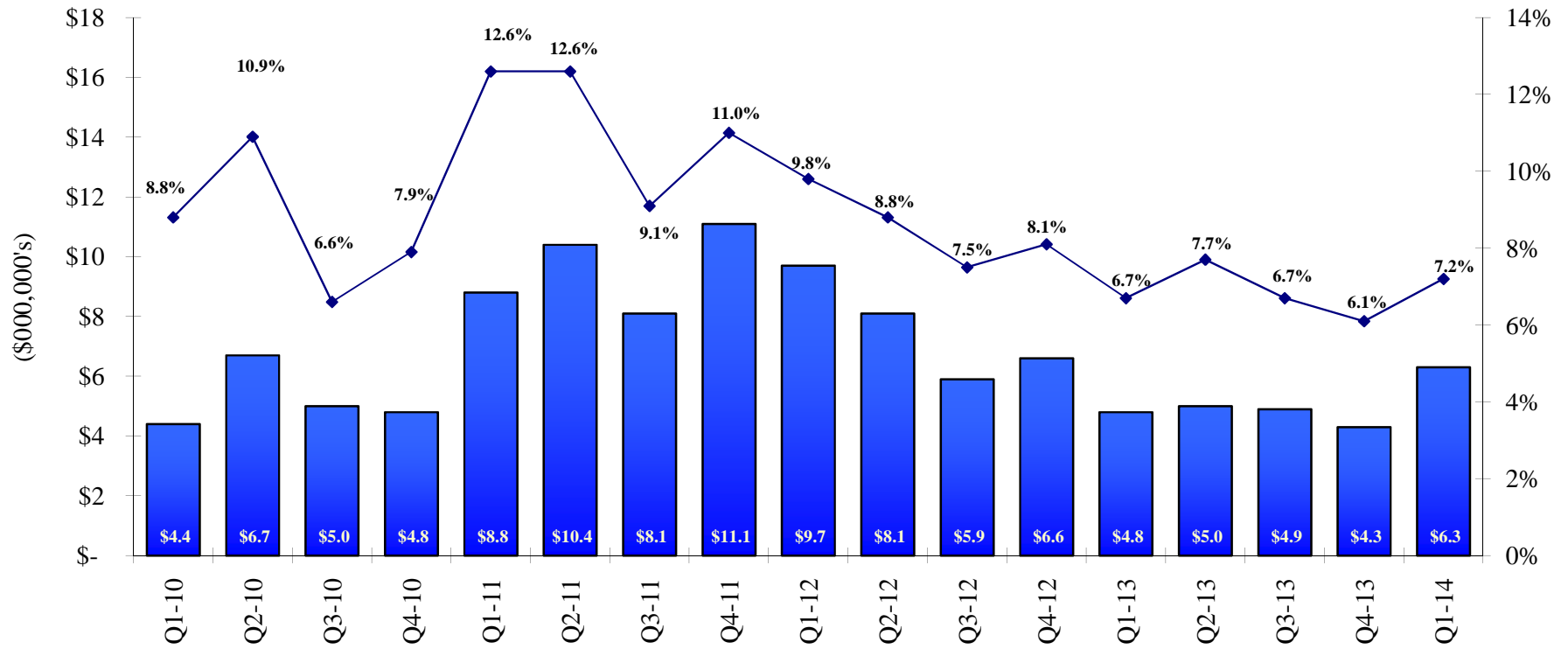


• excluding inventory write-down (reversal) of (\$1.9) Q2-10

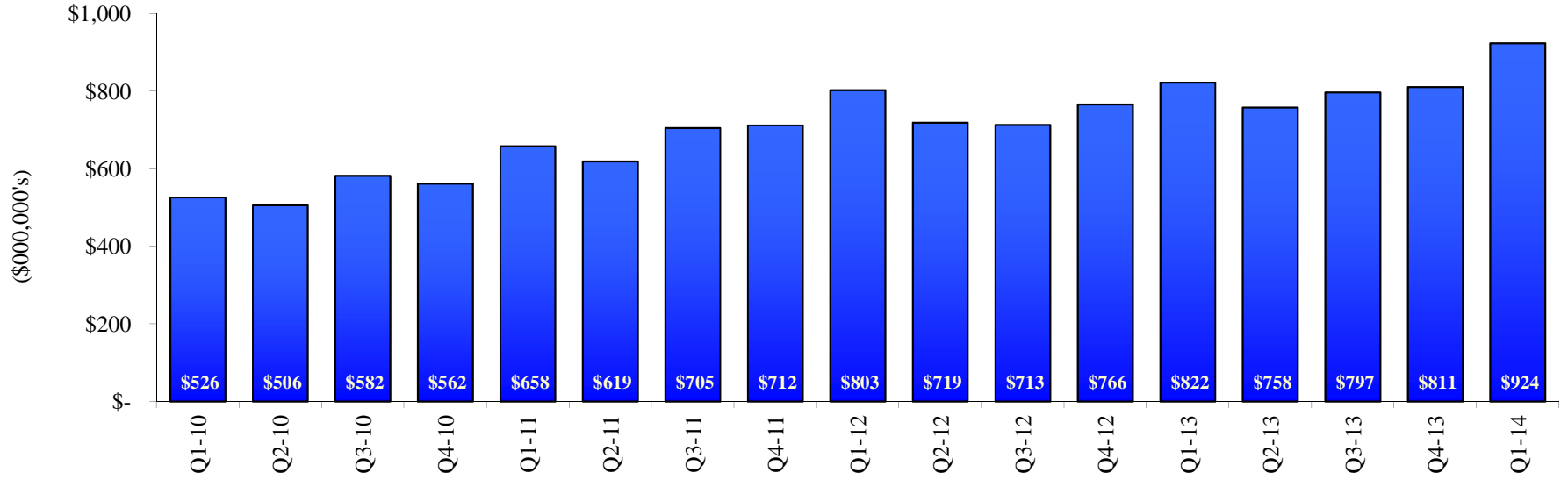
RUSSEL METALS INC.
Steel Distributors Revenues



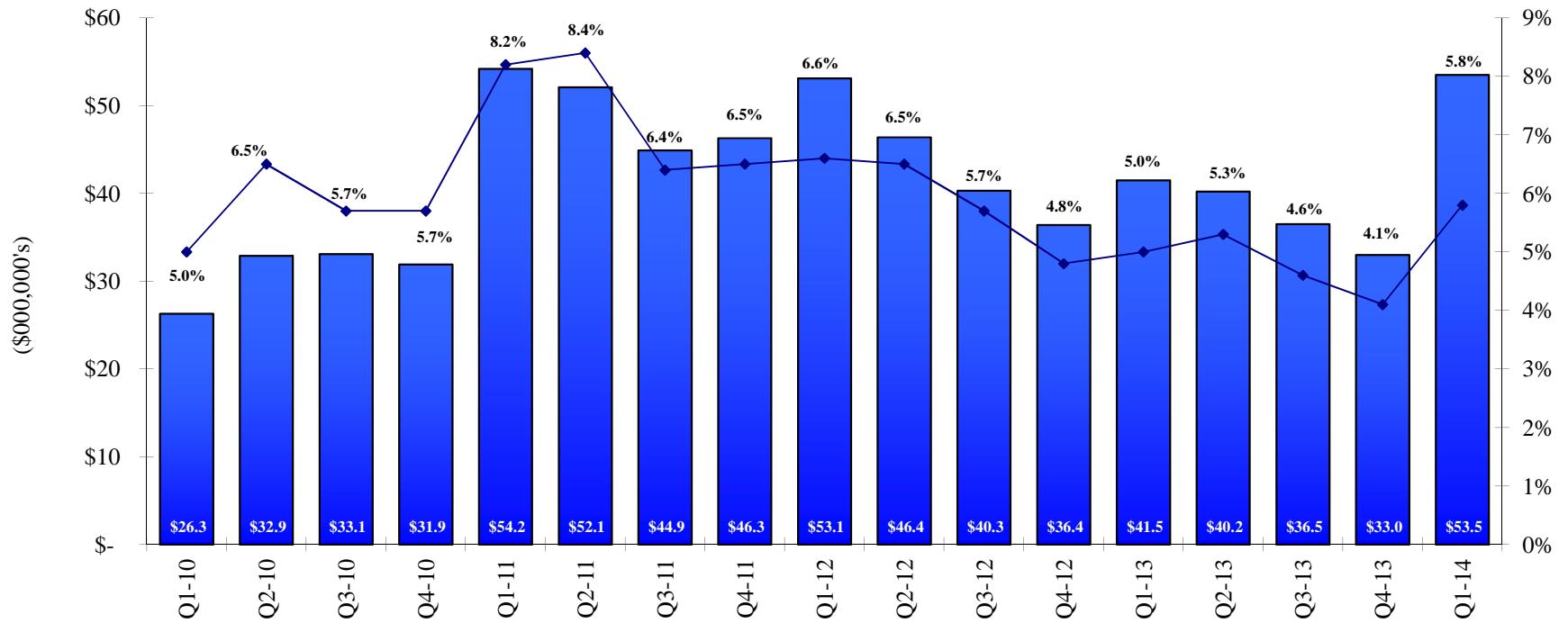
RUSSEL METALS INC.
Steel Distributors EBIT \$ & Operating Profit as a % of Revenues



RUSSEL METALS INC.
Total Revenues



RUSSEL METALS INC.
Total Operating EBIT \$ & Operating EBIT as a % of Revenues



• excluding inventory write-down (reversal) of (\$1.9) Q2-10 and \$2.6 closure reserves Q3-10