FIRST QUARTER

MARCH 31, 2013

Russel Metals

1

Management's Discussion and Analysis.. 2

Consolidated Financial Statements 15

RUSSEL METALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2013

This Management's Discussion and Analysis of Financial Condition and Results of Operations of Russel Metals Inc. and its subsidiaries provides information to assist readers of, and should be read in conjunction with, the interim condensed consolidated financial statements for the three months ended March 31, 2013 including the notes thereto, and the Management's Discussion and Analysis and the audited consolidated financial statements for the year ended December 31, 2012, including the notes thereto. In the opinion of management, such interim 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 herein are as of May 2, 2013.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this document constitute forward-looking statements or information within the meaning of applicable securities laws. These statements relate to future events or our future performance. All statements other than statements of historical fact may be 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. These statements 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. These risks and uncertainties include, among other things: no assurance future financing will be available; dilution; change of control; interest rate risk; foreign exchange risk; volatile metal prices; cyclicality of the metals industry and the industries that purchase our products; significant competition; interruption in sources of metals supply; integrating future acquisitions; collective agreements and work stoppages; environmental liabilities; changes in government regulations; failure of key computer-based systems; loss of key individuals; and the current economic climate. While we believe that the expectations reflected in the forward-looking statements contained herein are reasonable, no assurance can be given that these expectations will prove to be correct, and such forward looking statements included herein should not be unduly relied upon. These statements speak only as of the date hereof. Except as required by law, we do not assume any obligation to update the aforementioned forward-looking statements. Our actual results could differ materially from those anticipated in the aforementioned forward-looking statements, as applicable, including as a result of the risk factors set forth elsewhere herein and in our filings with the securities regulatory authorities which are available on SEDAR at www.sedar.com.

NON-GAAP MEASURES

This Management's Discussion and Analysis of Financial Condition and Results of Operations includes a number of measures that are not prescribed by 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 $0.36 for the quarter ended March 31, 2013 compared to $0.55 for the first quarter of 2012.

Our decline in earnings was driven by a decline in revenues at our metals service centers segment of 16% and at our steel distributors segment of 26% in the first quarter of 2013 compared to the first quarter of 2012. Our energy products segment activity increased due to the acquisition of Apex Distribution.

RESULTS OF OPERATIONS

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

	Quarters Ended March 31		
(millions, except percentages)	**2013**	2012 (restated)	2013 change as a % of 2012
Segment Revenues			
Metals service centers	**$ 359.0**	$ 428.0	(16%)
Energy products	**389.2**	274.8	42%
Steel distributors	**73.6**	99.4	(26%)
Other	**-**	0.7	
	$ 821.8	$ 802.9	2%
Segment Operating Profits			
Metals service centers	**$ 18.0**	$ 32.1	(44%)
Energy products	**24.5**	18.9	30%
Steel distributors	**4.8**	9.7	(50%)
Corporate expenses	**(4.3)**	(7.2)	40%
Other	**(1.5)**	(0.7)	
Operating profits	**$ 41.5**	$ 52.8	(21%)
Segment Gross Margin as a % of Revenues			
Metals service centers	**20.9%**	21.1%	
Energy products	**15.3%**	13.7%	
Steel distributors	**12.6%**	15.4%	
Total operations	**17.5%**	17.9%	
Segment Operating Profits as a % of Revenues			
Metals service centers	**5.0%**	7.5%	
Energy products	**6.3%**	6.9%	
Steel distributors	**6.7%**	9.8%	
Total operations	**4.9%**	6.6%	

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 54 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 our metals service centers results. More specific information on how these factors impacted the first quarter of 2013 and 2012 is found in the section that follows.

Steel prices fluctuate significantly throughout the steel cycle. Mill price reductions put downward pressure on selling prices and gross margins. Steel prices were stable throughout the first quarter of 2013; however, they were at levels approximately 8% below the first quarter of 2012. Steel prices are influenced by overall demand, trade sanctions, iron ore prices, scrap steel prices and product availability. 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 specific regional economic conditions. Our large market share and diverse customer base of approximately 22,000 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 slight decline of the Canadian dollar in the first quarter of 2013 versus the same period in 2012 had no material impact on 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, 2013 were converted at $1.0089 per US$1 compared to $1.0012 per US$1 for the same period of 2012. The exchange rate at March 31, 2013 used to translate the balance sheet was $1.0156 per US$1 versus $0.9949 per US$1 at December 31, 2012.

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, 2013 Compared to March 31, 2012*

Revenues for the three months ended March 31, 2013, decreased 16% to $359 million compared to the same period in 2012. Tons shipped in the metals service centers segment in the first quarter of 2013 were approximately 10% lower than the first quarter of 2012 and 9% higher than the fourth quarter of 2012. The average selling price of metal for the three months ended March 31, 2013 was approximately 8% lower than the average selling price for the three months ended March 31, 2012 and 3% lower than the fourth quarter of 2012. The reduction in tons shipped was a result of the economy stalling in 2013.

Gross margin dollars for the first quarter of 2013 were $14 million lower than the first quarter of 2012 primarily due to volume declines. Gross margins as a percentage of revenues increased compared to the fourth quarter of 2012 when declining steel prices reduced them to 20.2%. Gross margin as a percentage of revenues decreased to 20.9% for the three months ended March 31, 2013 compared to 21.1% in the first quarter of 2012. Rising steel prices in the first quarter of 2012 resulted in higher gross margins than we experienced in the first quarter of 2013 when prices were more stable.

Operating expenses in the first quarter of 2013 were lower by $1 million or 2% than in the first quarter of 2012, mainly related to lower variable compensation.

Metals service centers operating profit for the three months ended March 31, 2013 of $18 million compares to $32 million for the same period in 2012 and reflects the lower volumes.

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. Our business units are clustered in Alberta in Canada and Colorado and Texas in the U.S. A large portion of our pipe inventories are located in third party yards ready for distribution to customers throughout North America. In addition, we operate from 53 Canadian and 19 U.S. facilities mainly to support our valve and fitting operations. We purchase our products from the pipe division of North American steel mills, independent manufacturers of pipe, valve and fittings, international steel mills or other distributors. Our energy products segment operates under the names Apex Distribution, 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 2013 and 2012 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 price of oil was high during 2012 but softened in the first quarter of 2013 resulting in lower 2013 rig activity. Activity in Western Canada is dependent on Canadian oil prices which are below U.S. oil prices due to a shortage of pipeline capacity. Natural gas prices are at low levels and consequently drilling activity related to gas remained below historical levels. 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. Sales of large diameter pipe for use in distribution feeder lines has been an active area for our U.S. operations as new shale fields are developed and their output connected to the existing pipelines.

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. Pricing of valves and fittings are not as sensitive to steel prices.

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, 2013 Compared to March 31, 2012*

Energy products segment revenues increased 42% to $389 million for the first quarter of 2013 compared to the same period in 2012 due to the acquisition of Apex Distribution. Revenues in our energy products segment on a same store basis approximated revenues in the same period last year. Revenues from our Canadian operations servicing oil and gas drilling activity decreased 5% compared to the first quarter of 2012. The other operations were up slightly to offset this decrease. Revenues in the first quarter of 2013 on a same store basis were consistent with revenues in the fourth quarter of 2012.

Gross margin as a percentage of revenues for the three months ended March 31, 2013 was 15.3% compared to 13.7% for the same period in 2012 due to higher margins at the Apex Distribution operations than the other energy products operations. Margins excluding Apex Distribution were 11.4% for the 2013 first quarter due to lower North American pipe prices in a highly competitive market.

Operating expenses as a percentage of revenues were 9.0% versus 6.9% in the first quarter of 2012 which reflect the higher operating expenses in the Apex Distribution operations.

This segment generated an operating profit of $25 million for the three months ended March 31, 2013, compared to $19 million for the same period in 2012. Operating profits were up due to the contribution of Apex Distribution, while our other operations all had lower operating profits compared to 2012.

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 2013 and 2012 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. Mill capacity by product line in North America and international supply and demand impact steel imports. In addition, these factors significantly affect product availability in North America. Current lead times for deliveries from North American mills are short due to excess capacity reducing demand for imports.

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. Movements in the Canadian dollar can result in some products that we have purchased being subsequently available in the marketplace at a lower cost.

c) *Steel distributors segment results -- Three Months Ended March 31, 2013 Compared to March 31, 2012*

Steel distributors revenues decreased 26% to $74 million for the three months ended March 31, 2013 compared to the three months ended March 31, 2012 due to lower demand and short lead times and availability from North American mills.

Gross margin as a percentage of revenues was 12.6% for the three months ended March 31, 2013 compared to 15.4% for the three months ended March 31, 2012. The decline related to lower steel pricing due to weaker demand for steel.

Operating expenses were $1 million lower for the first quarter of 2013 compared to the first quarter of 2012, mainly related to lower variable compensation.

Operating profit for the three months ended March 31, 2013 was $5 million, compared to $10 million for the, three months ended March 31, 2012 reflecting lower demand and gross margins in the current quarter compared to a year ago.

Corporate Expenses -- Three Months Ended March 31, 2013 Compared to March 31, 2012

Corporate expenses were $4 million for the three months ended March 31, 2012 compared to $7 million in the first quarter of 2012. Corporate expenses for the first quarter were lower mainly due to lower variable compensation related to lower earnings.

Consolidated Results -- Three Months Ended March 31, 2013 Compared to March 31, 2012

Operating profits were $42 million for the first quarter of 2013 versus $53 million for the first quarter of 2012 due to weak economic activity.

INTEREST EXPENSE AND INCOME

Net interest expense was $9 million for the three months ended March 31, 2013 compared to $6 million for the three months ended March 31, 2012 and $9 million for the fourth quarter of 2012. The increase relates to debt issued in April 2012.

OTHER FINANCE EXPENSE

Other finance expense was $2 million in the first quarter of 2013 due to the imputed interest cost associated with the contingent consideration related to our Apex Distribution acquisition.

INCOME TAXES

We recorded a provision for income taxes of $10 million for the first quarter of 2013 compared to $13 million for the first quarter of 2012. Our effective income tax rate for the three months ended March 31, 2013 was 30.4%. The effective income tax rate in 2013 is higher due to the finance expense which does not have a tax benefit. We estimate our normalized effective income tax rate, excluding the finance expense, to be 28.5% for 2013.

NET EARNINGS

Net earnings for the first quarter of 2013 were $22 million compared to $33 million in the first quarter of 2012. Basic earnings per share for the first quarter of 2013 were $0.36 per share compared to $0.55 per share for the first quarter of 2012.

SHARES OUTSTANDING AND DIVIDENDS

The weighted average number of common shares outstanding for first quarter of 2013 was 60,490,430 compared to 60,080,755 for the first quarter of 2012. As at March 31, 2013 and May 2, 2013, we had 60,818,240 and 60,821,152 common shares outstanding respectively. The number of common shares outstanding increased as a result of options exercised.

We paid common share dividends of $21 million or $0.35 per share in the first quarter of 2013 as compared to $18 million or $0.30 per share in the first quarter of 2012.

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 has restrictions related to quarterly dividends in excess of $0.35 per share. We currently have a basket of approximately $137 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.

EBITDA

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

(millions)	**Quarters Ended March 31** **2013**	2012
Net earnings for the period	**$ 21.7**	$ 32.9
Provision for income taxes	**9.5**	13.2
Interest and finance expense, net	**10.3**	6.7
Earnings before interest, finance and income taxes (EBIT)	**41.5**	52.8
Depreciation and amortization	**8.2**	5.7
Earnings before interest, finance, income taxes, depreciation and amortization (EBITDA)	**$ 49.7**	$ 58.5

We believe that 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 EBITDA are significant in assessing our operating results and liquidity. Therefore, 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 $7 million for the first quarter of 2013 compared to $12 million in the first quarter of 2012. Depreciation expense of $7 million for the first quarter of 2013 compared to $6 million in the first quarter of 2012. The increase in depreciation expense was due to acquisitions made in 2012. Our expectation is for capital expenditures to approximate depreciation expense over the long term.

LIQUIDITY

At March 31, 2013, we had cash of $138 million compared to $115 million at December 31, 2012. In addition, at March 31, 2013, we had bank indebtedness of $25 million compared to indebtedness of $14 million at December 31, 2012 resulting in an increase of $12 million to a net cash position of $113 million.

We generated $32 million from operations in the first quarter of 2013 and utilized $8 million in working capital to support our growth as well as $7 million for capital expenditures and $21 million for dividends to shareholders.

Our metals distribution business experiences 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 $1.8 billion at March 31, 2013 and December 31, 2012. At March 31, 2013, current assets excluding cash represented 74% of our total assets excluding cash, versus 73% at December 31, 2012.

Cash utilized for inventory was $4 million in the first quarter of 2013. Inventories represented 42% of our total assets at March 31, 2013 and December 31, 2012.

Inventory by Segment	**Mar. 31 2013**	Dec. 31 2012	Sept. 30 2012	June 30 2012	Mar. 31 2012
Metals service centers	**$ 268**	$ 274	$ 286	$ 294	$ 300
Energy products	**420**	411	350	341	308
Steel distributors	**84**	79	87	88	84
Total operations	**$ 772**	$ 764	$ 723	$ 723	$ 692

	Quarters Ended				
Inventory Turns by Segment	**Mar. 31 2013**	Dec. 31 2012	Sept. 30 2012	June 30 2012	Mar. 31 2012
Metals service centers	**4.2**	3.9	4.3	4.7	4.5
Energy products	**3.1**	3.4	2.5	1.9	3.1
Steel distributors	**3.1**	3.6	3.1	3.6	4.0
Total operations	**3.5**	3.6	3.3	3.3	3.8

At March 31, 2013, our metals service centers had slightly lower inventory tons compared to December 31, 2012.

Our energy products operations had inventory at the end of the first quarter of 2013, 2% higher than December 31, 2012.

Our steel distributors segment had slightly higher inventory levels compared to December 31, 2012 and the same level as March 31, 2012; however, turns declined due to lower revenues.

Accounts receivable utilized cash of $14 million in the first quarter of 2013 due to increased revenues in our energy segment. Accounts receivable represented 26% of our total assets at March 31, 2013 compared to 25% of our total assets at December 31, 2012.

During the first quarter of 2013, we made income tax payments of $10 million compared to payments of $26 million for the three months ended March 31, 2012.

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

	Quarters Ended March 31	
(millions)	**2013**	2012
Cash from operating activities before non-cash working capital	**$ 32.4**	$ 40.9
Purchase of property, plant and equipment	**(6.6)**	(11.9)
	$ 25.8	$ 29.0

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

(millions)	**Mar. 31, 2013**	Dec. 31, 2012
Long-Term Debt		
6.0% $300 million Senior Notes due April 19, 2022	**$ 293**	$ 293
7.75% $175 million Convertible Debentures due September 30, 2016	**159**	158
Finance lease obligations, maturing 2014 to 2017	**4**	5
	456	456
Current portion	**(2)**	(2)
	$ 454	$ 454

Our Convertible Debentures have been split between debt and equity. The amount allocated to equity represented the valuation of the holders' option to convert the Convertible Debentures into common shares. The fair value adjustments on the cash conversion feature were treated as a derivative prior to the amendment of the Trust Indenture in December 2010. The debt allocated to equity is accreted as a charge through interest expense over the life of the debentures.

Cash and Bank Credit Facilities

As at March 31, 2013 (millions)	Russel Metals Facility	U.S. Subsidiary Facility	Total
Bank loans	$ (19)	$ (9)	$ (28)
Cash net of outstanding cheques	139	2	141
Net cash (borrowings)	120	(7)	113
Letters of credit	(12)	(3)	(15)
	$ 108	$ (10)	$ 98
Facilities			
Borrowings and letters of credit	$ 202	$ 30	$ 232
Letters of credit	50	-	50
Facilities availability	$ 252	$ 30	$ 282
Available line based on borrowing base	$ 252	$ 30	$ 282

We have a credit facility with a syndicate of Canadian and U.S. banks totaling $252 million which was extended to June 24, 2014 during the second quarter of 2011. In July 2012, we renewed our U.S. subsidiary facility with an expiry of July 2013.

The syndicated facility consists of availability of $202 million to be utilized for borrowings and letters of credit and $50 million to be utilized only for letters of credit. Letters of credit are issued under the $50 million line first and additional needs are issued under the $202 million line. 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 $252 million. As of March 31, 2013, we were entitled to borrow and issue letters of credit totaling $252 million under this facility. At March 31, 2013 and December 31, 2012, we had borrowings of US$19 million and US$37 million respectively under this facility. At March 31, 2013, we had letters of credit of $12 million compared to $37 million at December 31, 2012.

The maximum borrowings, including letters of credit, under the U.S. subsidiary's facility are US$30 million. At March 31, 2013, this subsidiary had US$9 million in borrowings and had letters of credit of US$3 million. At December 31, 2012, this subsidiary had no borrowings and had letters of credit of US$20 million.

With our cash, cash equivalents and our bank facilities we have access to approximately $342 million of cash based on our March 31, 2013 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, 2013, we were contractually obligated to make payments as per the following table:

Contractual Obligations	**Payments due in**				
(millions)	**2013**	**2014 and 2015**	**2016 and 2017**	**2018 and thereafter**	**Total**
Accounts payable	**$ 409.3**	**$ -**	**$ -**	**$ -**	**$ 409.3**
Bank loans	**24.8**	**-**	**-**	**-**	**24.8**
Debt	**-**	**-**	**175.0**	**300.0**	**475.0**
Long-term debt interest	**31.8**	**63.4**	**49.6**	**81.9**	**226.7**
Finance lease obligations	**1.8**	**2.0**	**1.0**	**-**	**4.8**
Operating leases	**14.8**	**30.6**	**19.3**	**26.8**	**91.5**
Total	**$ 482.5**	**$ 96.0**	**$ 244.9**	**$ 408.7**	**$ 1,232.1**

As part of the purchase consideration for Apex Distribution we agreed to pay additional consideration during the next five years based on earnings before interest and taxes and return on net assets. The fair value of this consideration was $43 million at March 31, 2013. The obligation was increased by $2 million in the first quarter of 2013 related to the discount. This amount will be reviewed quarterly and adjusted through income for increases or decreases in the liability. As the fair value includes a discount related to future payments, we estimate the change in fair value on the Apex Distribution acquisition which will be recorded as other finance expense, to be $7 million in total for 2013.

We have obligations related to multiple defined benefit pension plans in Canada, as disclosed in Note 14 of our 2012 consolidated financial statements. During the first quarter of 2013, we contributed $1 million to these plans. We expect to contribute approximately $4 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 funding obligations reported would increase by $6 million on a solvency basis and thus additional funding could be required based on solvency if the plans were would up. We estimate the impact of a change in the discount rate on the solvency obligation would be similar to that disclosed in Note 14.

We have disclosed our obligations related to environmental litigations, 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, 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, 2013 approximates our reserve at December 31, 2012; however, our accounts receivable balance is higher. Bad debt expense for the first quarter of 2013 as a percentage of revenue approximates that of 2012.

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, 2013 was $2 million higher than the level at December 31, 2012.

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
We review the fair value of assets acquired for acquisitions. Where we deem it appropriate we hire outside business valuators to assist in the assessment of the fair value of property, plant, equipment and intangibles of acquired businesses. The assessment of fair values requires significant judgement including the contingent consideration which is fair valued quarterly.

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 $86 million in plan assets at March 31, 2013, which approximates December 31, 2012 plan assets. The interest rate for the quarter ended March 31, 2013 was 4% which is consistent with the interest rate at December 31, 2012.

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 (COSO). In accordance with National Instrument 52-109 we have limited our scope for reporting on disclosure controls and procedures and internal controls over financial reporting during the first year of acquiring Apex Distribution.

Apex Distribution was a private company prior to our acquisition on November 8, 2012 and does not have documented internal controls and lacks appropriate controls in its computer system to ensure all transactions are recorded in accordance with our generally accepted accounting principles. We are working with Apex Distribution's management to add appropriate manual and computer controls and document the internal control processes.

No changes were made in our disclosure controls or our internal control over financial reporting at the non-Apex Distribution operations during the first quarter of 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Summary Financial Information - Apex Distribution

For the quarter ended March 31, 2013 *(millions)*	
Revenue	$ 118
Earnings before interest and taxes	11

As at March 31, 2013 *(millions)*	
Current assets	$ 172
Current liabilities excluding contingent consideration	(47)
Goodwill and intangibles	182
Other non-current assets	15
Deferred income tax liability	(18)
Contingent consideration	(43)
Other non-current liabilities	(2)

The line items that could be affected by this lack of appropriate controls at Apex Distribution operations are revenue, earnings before interest and taxes, current assets and current liabilities excluding contingent consideration.

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 of steel continues to grow. This is evidenced by the growth in the percentage of total steel shipments from steel producers to service centers in the last five years. As the distribution segment's share of steel industry shipments continues to grow, service centers such as ours can grow their business over the course of a cycle.

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 the course of the cycle. Our conservative management approach creates relatively stronger trough earnings but could cause potential peak earnings to be somewhat muted. Management strongly 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 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. Demand for our products is returning to pre-2009 levels in all metals service center regions other than Ontario and the U.S. Demand has increased year over year since 2009 other than in the first quarter of 2013 where it declined by approximately 10%. We will continue to make structural changes where necessary based on demand levels. Our Apex Distribution acquisition in 2012 increased our exposure to the Western Canadian oil and gas segment. We believe that this continues to be an area of growth; however, our exposure to the cyclicality of oil and gas pricing has increased. Management believes the acquisition of 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

The first quarter of 2013 represents the first quarter over quarter decline in demand since 2009. Our metals service centers continue to capture market share at these lower levels, but the economic recovery appears to have stalled. We believe the uncertainty associated with the Western Canada energy market has impacted the overall Canadian economy. We believe an approval of the XL pipeline through the U.S. should kick-start a recovery in Western Canada. At this time we expect to see more of the same for the second quarter.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying condensed consolidated financial statements and 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 interim 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 interim 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 interim 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 interim condensed consolidated financial statements and Management's Discussion and Analysis of Financial Condition for presentation to the shareholders.

May 2, 2013

B. R. Hedges
President and
Chief Executive Officer

M. E. Britton
Vice President and
Chief Financial Officer

CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS *(UNAUDITED)*

(in millions of Canadian dollars, except per share data)	Quarters ended March 31 **2013**	2012 (restated Note 2)
Revenues	**$ 821.8**	$ 802.9
Cost of materials (Note 4)	**677.9**	659.0
Employee expenses (Note 13)	**62.5**	58.2
Other operating expenses (Note 13)	**39.9**	32.9
Earnings before interest, finance and provision for income taxes	**41.5**	52.8
Interest expense (Note 14)	**8.8**	6.7
Interest income (Note 14)	**(0.1)**	(0.4)
Other finance expense (Note 14)	**1.6**	0.4
Earnings before provision for income taxes	**31.2**	46.1
Provision for income taxes	**9.5**	13.2
Net earnings for the period	**$ 21.7**	$ 32.9
Net earnings attributed to:		
Equity holders	**$ 21.6**	$ 32.9
Non-controlling interest	**0.1**	-
	$ 21.7	$ 32.9
Basic earnings per common share (Note 12)	**$ 0.36**	$ 0.55
Diluted earnings per common share (Note 12)	**$ 0.36**	$ 0.53

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME *(UNAUDITED)*

(in millions of Canadian dollars)	Quarters ended March 31 **2013**	2012 (restated Note 2)
Net earnings for the period	**$ 21.7**	$ 32.9
Other comprehensive income (loss), net of tax (Note 20)		
Items that may be reclassified to earnings		
Unrealized foreign exchange gains (losses) on translation of foreign operations	**6.9**	(6.7)
Unrealized gains on items designated as net investment hedges	**-**	2.1
Losses on derivatives designated as cash flow hedges transferred to net earnings in the current period	**-**	0.3
Total items that may be reclassified to earnings	**6.9**	(4.3)
Items that may not be reclassified to earnings		
Actuarial gains (losses) on pension and similar obligations	**0.5**	(2.0)
Other comprehensive income (loss)	**7.4**	(6.3)
Total comprehensive income	**$ 29.1**	$ 26.6

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

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION *(UNAUDITED)*

(in millions of Canadian dollars)	**March 31 2013**	December 31 2012 (restated Note 2)
ASSETS		
Current		
Cash	**$ 137.8**	$ 115.1
Accounts receivable	**472.4**	456.2
Inventories (Note 4)	**772.3**	764.0
Prepaid expenses	**8.7**	7.1
Income taxes receivable	**9.4**	7.7
	1,400.6	1,350.1
Property, Plant and Equipment (Note 5)	**241.7**	241.8
Deferred Income Tax Assets	**3.9**	4.6
Financial and Other Assets	**6.5**	6.5
Goodwill and Intangibles (Note 6)	**191.8**	192.1
	$ 1,844.5	$ 1,795.1
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Bank indebtedness (Note 7)	**$ 24.8**	$ 14.3
Accounts payable and accrued liabilities	**409.3**	396.5
Income taxes payable	**1.3**	-
Current portion long-term debt (Note 8)	**2.1**	2.2
	437.5	413.0
Long-Term Debt (Note 8)	**454.5**	453.6
Pensions and Benefits (Note 9)	**38.0**	38.7
Deferred Income Tax Liabilities	**20.1**	20.5
Provisions and Other Non-Current Liabilities (Note 16)	**41.1**	39.9
	991.2	965.7
Shareholders' Equity (Note 10)		
Common shares	**506.4**	487.9
Retained earnings	**306.1**	305.3
Contributed surplus	**14.9**	17.3
Accumulated other comprehensive loss	**(4.3)**	(11.2)
Equity component of convertible debenture	**28.7**	28.7
Total Shareholders' Equity Attributable to Equity Holders	**851.8**	828.0
Non-controlling interest	**1.5**	1.4
Total Shareholders' Equity	**853.3**	829.4
Total Liabilities and Shareholders' Equity	**$ 1,844.5**	$ 1,795.1

ON BEHALF OF THE BOARD,

A. Laberge
Director

A. Benedetti
Director

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

CONDENSED CONSOLIDATED STATEMENTS OF CASHFLOW *(UNAUDITED)*

(in millions of Canadian dollars)	Quarters ended March 31 **2013**	2012 (restated Note 2)
Operating activities		
Net earnings for the period	**$ 21.7**	$ 32.9
Depreciation and amortization	**8.2**	5.7
Deferred income taxes	**(0.6)**	0.6
Gain on sale of property, plant and equipment	**(0.2)**	-
Stock-based compensation	**0.6**	0.5
Difference between pension expense and amount funded	**0.1**	(0.2)
Debt accretion, amortization and other	**2.6**	1.4
Cash from operating activities before non-cash working capital	**32.4**	40.9
Changes in non-cash working capital items		
Accounts receivable	**(14.1)**	(71.0)
Inventories	**(3.8)**	(49.7)
Accounts payable and accrued liabilities	**11.1**	13.5
Income tax receivable/payable	**0.3**	(11.5)
Other	**(1.1)**	0.1
Change in non-cash working capital	**(7.6)**	(118.6)
Cash from (used in) operating activities	**24.8**	(77.7)
Financing activities		
Increase in bank borrowings	**10.0**	-
Issue of common shares	**15.5**	0.5
Dividends on common shares	**(21.3)**	(18.0)
Repayment of long-term debt	**(0.3)**	(0.3)
Cash from (used in) financing activities	**3.9**	(17.8)
Investing activities		
Purchase of property, plant and equipment	**(6.6)**	(11.9)
Proceeds on sale of property, plant and equipment	**0.4**	-
Cash used in investing activities	**(6.2)**	(11.9)
Effect of exchange rates on cash and cash equivalents	**0.2**	(3.0)
Increase (decrease) in cash and cash equivalents	**22.7**	(110.4)
Cash and cash equivalents, beginning of the period	**115.1**	270.7
Cash and cash equivalents, end of the period	**$ 137.8**	$ 160.3

Supplemental cash flow information:		
Income taxes paid	**$ 10.5**	$ 26.4
Interest paid (net)	**$ 1.1**	$ 5.0

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

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

(in millions of Canadian dollars)	Common Shares	Retained Earnings	Contributed Surplus	Accumulated Other Comprehensive 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 (loss) for the period	-	-	-	7.4	-	-	7.4
Recognition of stock-based compensation	-	-	(2.4)	-	-	-	(2.4)
Stock options exercised	18.5	-	-	-	-	-	18.5
Transfer of net actuarial gains (losses) 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

(in millions of Canadian dollars)	Common Shares	Retained Earnings (restated)	Contributed Surplus	Accumulated Other Comprehensive Loss (restated)	Equity Component of Convertible Debentures	Non-Controlling Interest	Total (restated)
Balance, January 1, 2012	$ 485.4	$ 306.7	$ 15.7	$ (17.1)	$ 28.7	$ -	$ 819.4
Payment of dividends	-	(18.0)	-	-	-	-	(18.0)
Net earnings for the period	-	32.9	-	-	-	-	32.9
Other comprehensive income (loss) for the period	-	-	-	(6.3)	-	-	(6.3)
Recognition of stock-based compensation	-	-	0.4	-	-	-	0.4
Stock options exercised	0.6	-	-	-	-	-	0.6
Transfer of net actuarial gains (losses) on defined benefit plans	-	(2.0)	-	2.0	-	-	-
Balance, March 31, 2012	$ 486.0	$ 319.6	$ 16.1	$ (21.4)	$ 28.7	$ -	$ 829.0

(in millions of Canadian dollars)	Common Shares	Retained Earnings (restated)	Contributed Surplus	Accumulated Other Comprehensive Loss (restated)	Equity Component of Convertible Debentures	Non-Controlling Interest	Total (restated)
Balance, January 1, 2012	$ 485.4	$ 306.7	$ 15.7	$ (17.1)	$ 28.7	$ -	$ 819.4
Acquired during the period	-	-	-	-	-	1.4	1.4
Payment of dividends	-	(81.2)	-	-	-	-	(81.2)
Net earnings for the period	-	97.9	-	-	-	-	97.9
Other comprehensive income (loss) for the period	-	-	-	(12.2)	-	-	(12.2)
Recognition of stock-based compensation	-	-	1.6	-	-	-	1.6
Stock options exercised	2.5	-	-	-	-	-	2.5
Transfer of net actuarial gains (losses) on defined benefit plans	-	(18.1)		18.1	-	-	-
Balance, December 31, 2012	$ 487.9	$ 305.3	$ 17.3	$ (11.2)	$ 28.7	$ 1.4	$ 829.4

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

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) General business description

Russel Metals Inc. (the "Company"), a Canadian corporation, with common shares listed on the Toronto Stock Exchange (TSX), is a metals distribution company operating in various locations within North America. The Company's registered office is located at 1900 Minnesota Court, Suite 210, Mississauga, Ontario, L5N 3C9.

These condensed consolidated financial statements were authorized for issue by the Board of Directors on May 2, 2013.

b) Statement of compliance and basis of presentation

These condensed consolidated financial statements, including comparatives, have been prepared using the same accounting policies and methods as those used in the Company's consolidated financial statements for the year ended December 31, 2012, except for the change in accounting policy as explained in Note 2. These condensed consolidated financial statements are in compliance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), have been omitted or condensed. The preparation of financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements have been set out in Note 2 of the Company's consolidated financial statements for the year ended December 31, 2012. These interim financial statements should be read in conjunction with the Company's consolidated financial statements for the year ended December 31, 2012.

These financial statements were prepared on a going concern basis using the historical cost basis except for certain financial instruments. Historical cost is generally based on the fair value of the consideration given in exchange for assets at the time of the transaction.

These condensed consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency.

2. CHANGE IN ACCOUNTING POLICY

The Company adopted *IAS 19 Employee Benefits (amended 2011)* with a date of initial application of January 1, 2012 and changed its basis for determining the income or expense related to defined benefits plan.

As a result of the change, the Company now determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the period to the net defined benefit liability (asset) at the beginning of the period. It takes into account any changes in the net defined liability (asset) during the period as a result of contributions and benefit payments. The net interest expense (income) on the net defined benefit liability (asset) is comprised of:

- Interest cost on the defined benefit obligation; and
- Interest income on plan assets.

Previously, the Company determined the expected rate of return on plan assets independently based on an expected long-term rate of return.

a) Impact of change in accounting policy

The change in accounting policy has been applied retrospectively. For the year ended December 31, 2012, the defined benefit expense recognized in the statement of earnings had increased and the defined benefit plan re-measurement loss recognized in other comprehensive income had decreased by $0.9 million, net of income taxes of $0.3 million. For the quarter ended March 31, 2012, the defined benefit expense recognized in the statement of earnings had increased and the defined benefit plan re-measurement loss recognized in other comprehensive income had decreased by $0.2 million, net of income taxes of $0.1 million.

The Company closes out actuarial gains and losses recognized in other comprehensive income (loss) into retained earnings at the end of each reporting period. For the year ended December 31, 2012, $18.1 million was reclassified from the accumulated other comprehensive loss to retained earnings.

The following table summarizes the financial effects of the implementation of the new accounting policy:

(millions)	Employee Expenses	Provision for Income Taxes	Accumulated Other Comprehensive Loss
Balance before restatement	$ 215.3	$ 39.3	$ (30.2)
Effect of adoption of IAS 19	1.2	(0.3)	0.9
Transfer of net actuarial loss	-	-	18.1
Restated balance as at December 31, 2012	$ 216.5	$ 39.0	$ (11.2)

(millions)	Employee Expenses	Provision for Income Taxes	Accumulated Other Comprehensive Loss
Balance before restatement	$ 57.9	$ 13.3	$ (23.6)
Effect of adoption of IAS 19	0.3	(0.1)	0.2
Transfer of net actuarial loss	-	-	2.0
Restated balance as at March 31, 2012	$ 58.2	$ 13.2	$ (21.4)

The change in accounting policy had no impact on net assets as at January 1, 2012, March 31, 2012 and December 31, 2012.

3. BUSINESS ACQUISITIONS

The Company accounts for its acquisitions using the acquisition method whereby the assets acquired and the liabilities assumed are recorded at their estimated fair values with the surplus of the aggregate consideration relative to the fair value for the identifiable net assets recorded as goodwill.

a) On November 8, 2012, the Company completed its acquisition of Apex Distribution Inc., and its subsidiaries ("Apex Distribution") through the purchase of 100% of the shares.

Apex Distribution is a leading Canadian oilfield supply company predominantly servicing the Western Canadian and U.S. oil and gas industry. The addition of Apex Distribution complements the Company's existing energy products segment and provides a new channel of distribution. The Company views this as one of the fastest growing segments of the oil and gas industry.

During the quarter ended March 31, 2013, goodwill was increased by $0.6 million due to an adjustment in income taxes at the date of acquisition.

b) On May 1, 2012, the Company completed its acquisition of all the operating assets of Siemens Laserworks, a metals distribution and processing service center with operations in Saskatoon, Saskatchewan and Edmonton, Alberta. In the first quarter of 2013, the Company settled the accounts receivable holdback which resulted in a decrease of $0.3 million in acquired working capital.

4. INVENTORIES

Inventories are recorded at the lower of cost and net realizable value. Cost is determined on an average cost basis. The Company recorded an inventory impairment charge of $2.4 million during the quarter ended March 31, 2013 (2012: $nil). Inventories of $0.7 billion were expensed in cost of materials for the first quarter of 2013 and 2012. The Company did not have any reversals of previous inventory impairment charges during the quarters ended March 31, 2013 and 2012.

5. PROPERTY, PLANT AND EQUIPMENT

Cost *(millions)*	Land and Buildings	Machinery and Equipment	Leasehold Improvements	Total
Balance, December 31, 2012	$ 210.9	$ 297.9	$ 28.7	$ 537.5
Additions	0.8	5.8	-	6.6
Disposals	-	(0.6)	-	(0.6)
Foreign exchange	0.6	0.3	-	0.9
Balance, March 31, 2013	**$ 212.3**	**$ 303.4**	**$ 28.7**	**$ 544.4**

Depreciation and impairment *(millions)*	Land and Buildings	Machinery and Equipment	Leasehold Improvements	Total
Balance, December 31, 2012	$ 79.9	$ 195.2	$ 20.6	$ 295.7
Depreciation and amortization	1.8	4.9	0.1	6.8
Disposals	-	(0.4)	-	(0.4)
Foreign exchange	0.2	0.4	-	0.6
Balance, March 31, 2013	**$ 81.9**	**$ 200.1**	**$ 20.7**	**$ 302.7**

Net book value *(millions)*	
December 31, 2012	$ 241.8
March 31, 2013	**$ 241.7**

All items of property, plant and equipment are recorded and held at cost.

Land included in land and buildings was $32.9 million (December 31, 2012: $32.9 million).

For the quarter ended March 31, 2013, depreciation of $1.8 million was included in cost of materials (2012: $1.5 million) and depreciation of $5.0 million (2012: $3.9 million) was included in other operating expenses.

6. GOODWILL AND INTANGIBLES

(millions)	**March 31 2013**	December 31 2012
Goodwill	**$ 111.6**	$ 110.7
Intangibles	**75.2**	76.4
Trademarks	**5.0**	5.0
	$ 191.8	$ 192.1

The entire trademarks balance relates to the energy products segment.

a) The continuity of goodwill is as follows:

Goodwill *(millions)*	Metals Service Centers	Energy Products	**Total March 31 2013**	Total December 31 2012
Balance, beginning of year	$ 36.9	$ 73.8	**$ 110.7**	$ 18.4
Business acquisition (Note 3)	-	0.6	**0.6**	92.5
Foreign exchange	0.2	0.1	**0.3**	(0.2)
Balance, end of the period	$ 37.1	$ 74.5	**$ 111.6**	$ 110.7

b) The continuity of intangibles is as follows:

Cost *(millions)*	Metals Service Centers	Energy Products	**Total March 31 2013**	Total December 31 2012
Balance, beginning of the year	$ 17.9	$ 63.8	**$ 81.7**	$ 10.1
Business acquisition	-	-	**-**	71.7
Foreign exchange	0.1	-	**0.1**	(0.1)
Balance, end of the period	$ 18.0	$ 63.8	**$ 81.8**	$ 81.7

Accumulated Amortization *(millions)*	Metals Service Centers	Energy Products	**Total March 31 2013**	Total December 31 2012
Balance, beginning of the year	$ (4.8)	$ (0.5)	**$ (5.3)**	$ (3.8)
Amortization	(0.3)	(1.0)	**(1.3)**	(1.5)
Balance, end of the period	$ (5.1)	$ (1.5)	**$ (6.6)**	$ (5.3)

Carrying amount	
December 31, 2012	$ 76.4
March 31, 2013	**$ 75.2**

The carrying amount of intangible assets as at March 31, 2013 relates to customer relationships and non-competition agreements arising from the acquisition of JMS Metals Services, Norton Metal Products, Siemens Laserworks, Alberta Industrial Metals and Apex Distribution. The remaining amortization period for customer relationships is 10 to 17 years and for non-competition agreements is three years.

7. REVOLVING CREDIT FACILITIES

The Company maintains a credit agreement with a syndicate of banks which provides a credit facility of $202.5 million available for borrowings and letters of credit and an additional $50 million for letters of credit. The obligations of the Company under this agreement are secured by a pledge of trade accounts receivable and inventories of a significant portion of the Company's operations. At March 31, 2013 and December 31, 2012, the Company had borrowings of US$19.0 million and US$37.0 million and letters of credit of $12.0 million and $36.8 million, respectively under this facility. The Company was in compliance with the financial covenants at March 31, 2013.

The Company maintains a US$30 million credit facility for one of its U.S. subsidiaries. At March 31, 2013, this subsidiary had borrowings of US$8.4 million (December 31, 2012: $nil) and letters of credit of US$2.8 million (December 31, 2012: US$20.6 million).

8. LONG-TERM DEBT

(millions)	**March 31 2013**	December 31 2012
6.0% $300 million Senior Notes due April 19, 2022	**$ 293.5**	$ 293.4
7.75% $175 million Convertible Debentures due September 30, 2016	**158.7**	157.8
Finance lease obligations (Note 18)	**4.4**	4.6
Less: current portion	**(2.1)**	(2.2)
Total long-term debt	**$ 454.5**	$ 453.6

a) On April 19, 2012, the Company issued through a private placement, $300 million 6.0% Senior Notes (the "Notes") due April 19, 2022, for total net proceeds of $293 million. Interest is due on April 19 and October 19 of each year.

The Company may redeem up to 35% of the Notes prior to April 19, 2014 with the net proceeds of certain equity offerings at the redemption price of 106% of their principal amount plus accrued and unpaid interest. Prior to April 19, 2017, the Company may redeem the Notes in whole or in part at an amount which is the greater of (a) the present value of future interest and principal payments based on Canada bond yield or (b) 101% of the principal amount plus accrued and unpaid interest. After April 19, 2017, the Company may redeem the Notes in whole or in part at any time at 103% of the principal amount declining rateably to 100% of the principal amount on or after April 19, 2020.

The Notes contain certain restrictions on the payment of common share dividends in excess of $0.35 per share per quarter. The Notes also contain certain covenants that limit the Company's ability to incur additional indebtedness. The Company was in compliance with these covenants at March 31, 2013. Fees associated with the issue of the debt are included in the carrying amount of the debt and are amortized using the effective interest method.

b) In October 2009, the Company issued $175 million of 7.75% Convertible Unsecured Subordinated Debentures (the "Convertible Debentures") for net proceeds of $167.1 million. The Convertible Debentures mature on September 30, 2016, and interest is payable semi-annually on March 31 and September 30 in each year. Each debenture is convertible into common shares of the Company at the option of the holder at any time on or prior to the business day immediately preceding (i) maturity date; or (ii) the date specified for redemption of the Convertible Debentures, at a conversion price of $25.75 being a conversion rate of 38.8350 common shares per $1,000 principal amount of Convertible Debentures. During the quarter ended March 31, 2013, Convertible Debentures of $7,000 principal were converted to 271 shares.

9. PENSION AND BENEFITS

The defined benefit pension plans are administered by the Master Trust which is legally separated from the Company and is monitored by a pension committee. The pension committee is responsible for policy setting. The pension plans expose the Company to actuarial risk, currency risk, interest rate risk and market risk.

As at March 31, 2013, the Company determined its accrued benefit obligations related to the employee future benefit plans using a discount rate of 4.0% (December 31, 2012: 4.0%) and also determined the fair value of the defined benefit pension plans assets as at the statement of financial position date. This resulted in an actuarial gain on employee future benefit plans of $0.7 million for the three month period ended March 31, 2013 (2012: loss of $2.7 million), which was recorded net of tax through other comprehensive income (Note 20).

The benefit obligations and plan assets for the Company's pension and other post retirement benefit obligations are as follows:

(millions)	**March 31 2013**	December 31 2012
Present value of defined benefit pension obligations	**$ 119.5**	$ 119.9
Present value of plan assets	**86.7**	86.4
	32.8	33.5
Other post retirement benefit obligations	**5.2**	5.2
Defined benefit obligations, net	**$ 38.0**	$ 38.7

10. SHAREHOLDERS' EQUITY

a) At March 31, 2013 and 2012, the authorized share capital of the Company consisted of:

(i) an unlimited number of common shares without nominal or par value;

(ii) an unlimited number of Class I preferred shares without nominal or par value, issuable in series; and

(iii) an unlimited number of Class II preferred shares without nominal or par value, issuable in series.

The Directors have the authority to issue the Class I and Class II preferred shares in series and fix the designation, rights, privileges and conditions to be attached to each series, except that the Class I shares shall be entitled to preference over the Class II shares with respect to the payment of dividends and the distribution of assets in the event of liquidation, dissolution or winding-up of the Company.

b) The number of common shares issued and outstanding was as follows:

	Number of Shares	Amount (millions)
Balance, December 31, 2012	60,204,636	$ 487.9
Stock options exercised	613,333	18.5
Debentures converted	271	-
Balance, March 31, 2013	**60,818,240**	**$ 506.4**

The continuity of contributed surplus is as follows:

(millions)

Balance, December 31, 2012	$ 17.3
Stock-based compensation expense	0.6
Exercise of options	(3.0)
Balance, March 31, 2013	**$ 14.9**

Dividends paid or declared are as follows:

	Quarter ended March 31 **2013**	2012
Dividends paid (millions)	**$ 21.3**	$ 18.0
Dividends paid per share	**$ 0.35**	$ 0.30
Quarterly dividend per share declared on May 2, 2013 (May 3, 2012)	**$ 0.35**	$ 0.35

11. STOCK BASED COMPENSATION

Stock Options

The Company has a shareholder-approved share option plan, the purpose of which is to provide the employees of the Company and its subsidiaries with the opportunity to participate in the growth and development of the Company. The following is a continuity of options outstanding:

	Number of Options		**Weighted Average Exercise Price**	
	March 31 2013	December 31 2012	**March 31 2013**	December 31 2012
Balance, beginning of year	**3,055,428**	2,857,939	**$ 25.92**	$ 25.44
Granted	**389,607**	382,189	**28.99**	26.18
Exercised	**(613,333)**	(132,550)	**25.22**	15.31
Expired or forfeited	**(2,187)**	(52,150)	**28.99**	28.78
Balance, end of the period	**2,829,515**	3,055,428	**$ 26.49**	$ 25.92
Exercisable	**1,870,769**	2,330,492	**$ 26.76**	$ 26.41

The outstanding options had an exercise price range as follows:

(number of options)	March 31 2013	December 31 2012
$ 25.75 - $ 33.81	**2,078,022**	2,227,065
$ 15.86 - $ 25.74	**668,893**	745,263
$ 9.15 - $ 15.85	**82,600**	83,100
Options outstanding	**2,829,515**	3,055,428

The Black-Scholes option-pricing model assumptions used to compute compensation expense under the fair value-based method are as follows:

	March 31 2013	December 31 2012
Dividend yield	**5%**	5%
Expected volatility	**40%**	41%
Expected life	**5 yrs**	5 yrs
Risk free rate of return	**3.5%**	3.5%
Weighted average fair value of options granted	**$ 7.21**	$ 6.78

The expected volatility is based on historical volatility over the last five years.

Deferred Share Units (DSU)

At March 31, 2013, there were 98,884 DSUs outstanding (December 31, 2012: 92,492). The liability and fair value of DSUs was $2.9 million at March 31, 2013 (December 31, 2012: $2.6 million). Dividends declared on common shares accrue to the units in the DSU plan in the form of additional DSUs.

Restricted Share Units (RSU)

At March 31, 2013, there were 119,008 RSUs issued and outstanding (December 31, 2012: 69,610). During the quarter ended March 31, 2013, none of the RSUs matured (March 31, 2012: 228,991). The RSU liability for vested RSUs at March 31, 2013 was $2.1 million (December 31, 2012: $1.3 million). The fair value of RSUs was $3.4 million at March 31, 2013 (December 31, 2012: $1.9 million). Dividends declared on common shares accrue to the units in the RSU plan in the form of additional RSU's.

12. EARNINGS PER SHARE

The following table provides the numerator and denominator used to compute basic and diluted earnings per share:

(millions)	Quarters ended March 31 2013	2012 (restated Note 2)
Net income used in calculation of basic earnings per share	**$ 21.7**	$ 32.9
Interest and accretion expense, net of income taxes	**-**	2.7
Net income used in calculation of diluted earnings per share	**$ 21.7**	$ 35.6

In determining the diluted weighted average shares outstanding for the quarter ended March 31, 2013, 6,795,456 shares related to convertible debenture have been excluded because the effect was anti-dilutive. Interest and accretion related to convertible debentures for the quarter ended March 31, 2013 have been excluded from net earnings used in the calculation of diluted earnings per share.

(number of shares)	Quarters ended March 31 **2013**	2012
Weighted average shares outstanding	**60,490,430**	60,080,755
Dilution impact of stock options	**258,665**	146,561
Dilution impact of convertible debentures	**-**	6,796,117
Diluted weighted average shares outstanding	**60,749,095**	67,023,433

13. EXPENSES

Details of expense items on the condensed consolidated statements of earnings are as follows:

(millions)	Quarters ended March 31 **2013**	2012
Employee Expenses		
Wages and salaries	**$ 52.0**	$ 48.1
Other employee related costs	**10.5**	10.1
	$ 62.5	$ 58.2
Other Operating Expenses		
Plant and other expenses	**$ 20.2**	$ 14.0
Delivery expenses	**12.6**	13.1
Repairs and maintenance	**2.5**	2.5
Selling expenses	**3.0**	2.1
Professional fees	**1.5**	1.1
Gains on sale of property, plant and equipment	**(0.2)**	-
Foreign exchange losses (gains)	**0.3**	0.1
	$ 39.9	$ 32.9

14. FINANCE EXPENSE

Finance expense (income) is comprised of the following:

(millions)	Quarters ended March 31 **2013**	2012
Interest at 6.0% on Senior Notes	**$ 4.6**	$ -
Interest at 7.75% on Convertible Debentures	**4.1**	4.2
Interest at 6.375% on U.S. Senior Notes	**-**	2.4
Other interest expense	**0.1**	0.1
Interest expense	**8.8**	6.7
Interest income	**(0.1)**	(0.4)
Other finance expense	**-**	0.4
Change in fair value of contingent consideration	**1.6**	-
Other finance expense	**1.6**	0.4
Finance expense, net	**$ 10.3**	$ 6.7

Interest expense on long-term debt is composed of the interest calculated on the face value of long-term debt, issue costs and accretion of the carrying value of the long-term debt. Long-term debt interest expense is charged to earnings using the effective interest method. Accretion and issue cost amortization for the quarters ended March 31, 2013 and March 31, 2012 was $1.0 million.

15. INCOME TAXES

The consolidated effective tax rates for the quarters ended March 31, 2013 and 2012 were 30.4% and 28.7% respectively.

16. PROVISIONS AND OTHER NON-CURRENT LIABILITIES

(millions)	**March 31 2013**	December 31 2012
Contingent consideration	**$ 31.6**	$ 31.0
Provisions for decommissioning liabilities	**4.9**	5.0
Deferred compensation and employee incentives	**4.6**	3.9
	$ 41.1	$ 39.9

Deferred compensation includes the RSU and the DSU liabilities (Note 11).

17. SEGMENTED INFORMATION

For the purpose of segment reporting, operating segments were identified as a component of an entity:

- that engages in business activities from which it may earn revenues and incur expenses;
- whose operating results are regularly reviewed by the Company's Chief Executive Officer to make decisions about resources to be allocated to the segment and assess its performance; and
- for which discrete financial information is available.

Accordingly, the Company conducts business in Canada and the U.S. in three business segments.

i) Metals service centers

The Company's network of metals service centers provides processing and distribution services on a broad line of metal 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 aluminium. The Company services all major geographic regions of Canada and certain regions in the Southeastern and Midwestern regions in the United States.

ii) Energy products

The Company's energy products operations distribute oil country tubular products, line pipe, tubes, valves, flanges and fittings, primarily to the energy industry in Western Canada and the United States.

iii) Steel distributors

The Company's steel distributors act as master distributors selling steel to customers in large volumes, mainly on an "as is" basis. Steel distributors source their steel domestically and offshore.

The Company has segmented its operations on the basis of management reporting and geographic segments in which it operates. For the quarter ended March 31, 2013, the inter-segment sales from steel distributors to metals service centers were $5.4 million (2012: $9.3 million). These sales, which are at market rates, are eliminated in the following table.

a) Results by business segment:

(millions)	Quarters ended March 31 2013	2012
Segment Revenues		
Metals service centers	**$ 359.0**	$ 428.0
Energy products	**389.2**	274.8
Steel distributors	**73.6**	99.4
	821.8	802.2
Other	**-**	0.7
	$ 821.8	$ 802.9
Segment Operating Profits		
Metals service centers	**$ 18.0**	$ 32.1
Energy products	**24.5**	18.9
Steel distributors	**4.8**	9.7
	47.3	60.7
Corporate expenses	**(4.3)**	(7.2)
Other expense	**(1.5)**	(0.7)
Earnings before finance expense and provision for income taxes	**41.5**	52.8
Finance expense, net	**(10.3)**	(6.7)
Provision for income taxes	**(9.5)**	(13.2)
Net earnings	**$ 21.7**	$ 32.9
Capital Expenditures		
Metals service centers	**$ 4.0**	$ 4.1
Energy products	**1.8**	6.2
Steel distributors	**0.7**	1.5
Other	**0.1**	0.1
	$ 6.6	$ 11.9
Depreciation Expense		
Metals service centers	**$ 5.2**	$ 4.7
Energy products	**1.2**	0.4
Steel distributors	**0.1**	0.1
Other	**0.3**	0.2
	$ 6.8	$ 5.4

(millions)	March 31 2013	December 31 2012
Current Identifiable Assets		
Metals service centers	**$ 463.7**	$ 439.8
Energy products	**670.8**	670.1
Steel distributors	**118.7**	116.9
	1,253.2	1,226.8
Non-Current Identifiable Assets		
Metals service centers	**241.6**	242.1
Energy products	**171.1**	171.6
Steel distributors	**4.5**	3.7
Identifiable assets by segments	**1,670.4**	1,644.2
Assets not included in segments		
Cash and cash equivalents	**137.8**	115.1
Income tax assets	**13.3**	12.3
Deferred financing charges	**0.3**	0.4
Other assets	**6.2**	6.1
Corporate and other operating assets	**16.5**	17.0
Total assets	**$ 1,844.5**	$ 1,795.1
Liabilities		
Metals service centers	**$ 176.0**	$ 156.4
Energy products	**207.2**	220.3
Steel distributors	**7.1**	5.2
Liabilities by segments	**390.3**	381.9
Liabilities not included in segments		
Bank indebtedness	**24.8**	14.3
Income taxes payable and deferred income tax liabilities	**21.4**	20.5
Long-term debt	**456.6**	455.8
Pensions and benefits	**38.0**	38.7
Corporate and other liabilities	**60.1**	54.5
Total liabilities	**$ 991.2**	$ 965.7

b) Results by geographic segment:

(millions)	Quarters ended March 31 2013	2012
Segment Revenues		
Canada	**$ 596.9**	$ 545.9
United States	**224.9**	256.3
	$ 821.8	$ 802.2
Segment Operating Profits		
Canada	**$ 35.8**	$ 44.1
United States	**11.5**	16.6
	$ 47.3	$ 60.7

(millions)	**March 31 2013**	December 31 2012
Identifiable Assets		
Canada	**$ 1,202.4**	$ 1,225.7
United States	**468.0**	418.5
	$ 1,670.4	$ 1,644.2

18. FINANCIAL INSTRUMENTS

a) Financial assets and liabilities

Financial assets and liabilities are as follows:

March 31, 2013 *(millions)*	**Loans and Receivables**	**Other Financial Liabilities**	**Total**
Cash	**$ 137.8**	**$ -**	**$ 137.8**
Accounts receivable	**472.4**	**-**	**472.4**
Financial assets	**0.3**	**-**	**0.3**
Bank indebtedness	**-**	**(24.8)**	**(24.8)**
Accounts payables and accrued liabilities	**-**	**(409.3)**	**(409.3)**
Current portion of long-term debt	**-**	**(2.1)**	**(2.1)**
Contingent consideration	**-**	**(31.6)**	**(31.6)**
Long-term debt	**-**	**(454.5)**	**(454.5)**
Total	**$ 610.5**	**$ (922.3)**	**$ (311.8)**

December 31, 2012 *(millions)*	Loans and Receivables	Other Financial Liabilities	Total
Cash	$ 115.1	$ -	$ 115.1
Accounts receivable	456.2	-	456.2
Financial assets	0.4	-	0.4
Bank indebtedness	-	(14.3)	(14.3)
Accounts payables and accrued liabilities	-	(396.5)	(396.5)
Current portion long-term debt	-	(2.2)	(2.2)
Contingent consideration	-	(31.0)	(31.0)
Long-term debt	-	(453.6)	(453.6)
Total	$ 571.7	$ (897.6)	$ (325.9)

The impact of fair value gains and losses from derivative financial instruments on the statements of earnings and statements of changes in equity is as follows:

	Quarters ended March 31			
	2013		2012	
(millions)	**Fair Value Gain(Loss) Through Earnings**	**Fair Value Gain(Loss) Through AOCI**	Fair Value Gain(Loss) Through Earnings	Fair Value Gain(Loss) Through AOCI
Embedded derivatives	**$ (0.1)**	**$ -**	$ (0.5)	$ -
Forward contracts	**(0.3)**	**-**	0.1	-
Hedging instruments				
Cross currency interest rate swaps - cash flow hedges	**-**	**-**	0.3	-
US Senior notes - net investment hedge	**-**	**-**	-	2.1

b) Fair Value

The fair value of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate their carrying amounts because of the short-term maturity of these instruments.

The contingent consideration is recorded at fair value. The fair value of the contingent consideration was calculated by applying the income approach using the probability weighted expected contingent consideration and a discount rate of 13.1% and is categorized in level 3 of the fair value hierarchy.

The fair value of long-term debt and related derivative instruments is set forth below.

Debt and Related Derivative Instruments

Carrying Amounts

Amounts recorded in the condensed consolidated statements of financial position are referred to as "carrying amounts". The carrying amounts of primary debt are reflected in "Long-term debt" and "Current portion long-term debt".

Fair Value

The Company records its debt at amortized cost using the effective interest method. The fair value of long-term debt as at March 31, 2013 and December 31, 2012 was estimated based on the last quoted trade price, where it exists, or based on current rates available to the Company for similar debt with the same period to maturity.

The following summary reflects the fair value of long-term debt:

March 31, 2013	**Primary Debt Instruments**		
(millions)	**Carrying amount**	**Fair value Level 1**	**Fair value Level 2**
6.0% $300 million Senior Notes due April 19, 2022	**$ 293.5**	**$ -**	**$ 317.3**
7.75% $175 million Convertible Debentures due September 30, 2016	**158.7**	**211.7**	**-**
Finance lease obligations	**4.4**	**-**	**4.4**
Total	**$ 456.6**	**$ 211.7**	**$ 321.7**
Current portion	**$ 2.1**		
Long-term portion	**$ 454.5**		

December 31, 2012	Primary Debt Instruments		
(millions)	Carrying amount	Fair value Level 1	Fair value Level 2
6.0% $300 million Senior Notes due April 19, 2022	$ 293.4	$ -	$ 309.0
7.75% $175 million Convertible Debentures due September 30, 2016	157.8	207.8	-
Finance lease obligations	4.6	-	4.6
Total	$ 455.8	$ 207.8	$ 313.6
Current portion	$ 2.2		
Long-term portion	$ 453.6		

c) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation. Credit risk arises from cash and cash equivalents and derivative financial instruments, as well as credit exposure to customers including accounts receivables.

The Company attempts to minimize credit exposure as follows:

- Cash investments are placed with high-quality financial institutions, with limited exposure to any one institution. At March 31, 2013, nearly all cash and cash equivalents held were issued by institutions that were rated R1 High by DBRS;
- Counterparties to derivative contracts are members of the syndicated credit facility (Note 7);
- Credit limits minimize exposure to any one customer; and
- The customer base is geographically diverse and in different industries.

In order to minimize the risk of uncollectability of trade receivables, the Company performs regular credit reviews of all customers with significant credit limits. Provisions for and write-offs of trade receivables are done on a case by case basis taking into account a customer's past credit history as well as their current ability to pay. No allowance for credit losses on financial assets was required as of March 31, 2013 and December 31 2012, other than the allowance for doubtful accounts. As at March 31, 2013, trade accounts receivable greater than 90 days represented less than 3% of trade accounts receivable (December 31, 2012: 4%).

d) *Interest rate risk*

Interest rate risk is the risk that the fair value of the future cash flows of a financial instrument will fluctuate because of changes in market rates of interest. The Company is not exposed to significant interest rate risk. The Company's long-term debt is at fixed rates. The Company's short term bank borrowings, net of cash and cash equivalents used to finance working capital, are at floating interest rates.

e) *Foreign exchange risk*

Foreign exchange risk is the risk that the fair value of the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company uses foreign exchange contracts with maturities of less than one year to manage foreign exchange risk on certain future committed cash outflows. As at March 31, 2013, the Company had outstanding forward foreign exchange contracts in the amounts of US$19.4 million and €3.6 million maturing in 2013 (December 31, 2012: US$14.1 million). A 1% change in foreign exchange rates would not result in a significant increase or decrease in accounts payable or net earnings.

f) *Liquidity risk*

Liquidity risk is the risk that the Company will not meet its financial obligations when due. Liquidity adequacy is assessed in view of seasonal needs, growth requirements, capital expenditures, and the maturity profile of indebtedness. A centralized treasury function ensures that the Company maintains funding flexibility by assessing future cash flow expectations and by maintaining its committed borrowing facilities. Cash, which is surplus to working capital requirements, is managed by the centralized treasury function and is invested in money market instruments or bank deposits, with durations ranging from current to sixty days.

As at March 31, 2013, the Company was contractually obligated to make payments under its financial liabilities that come due during the following periods:

(millions)	Accounts Payable	Bank Indebtedness	Long-Term Debt Maturities	Long-Term Debt Interest	Operating Lease Obligations	Total
2013	$ 409.3	$ 24.8	$ -	$ 31.8	$ 14.8	$ 480.7
2014	-	-	-	31.7	16.9	48.6
2015	-	-	-	31.7	13.7	45.4
2016	-	-	175.0	31.6	11.3	217.9
2017	-	-	-	18.0	8.0	26.0
2018 and beyond	-	-	300.0	81.9	26.8	408.7
Total	$ 409.3	$ 24.8	$ 475.0	$ 226.7	$ 91.5	$ 1,227.3

As at March 31, 2013, the Company was contractually obligated to make payments under finance leases as follows:

(millions)

2013	$	1.8
2014		1.1
2015		0.9
2016		0.6
2017		0.4
Total minimum lease payments		4.8
Interest at rates varying between 1.8% and 14.5%		(0.4)
Net minimum lease payments		4.4
Less: current portion		(2.1)
Long-term portion	$	2.3

At March 31, 2013, the Company was contractually obligated to repay its letters of credit under both its bank facilities at maturity (Note 7). The Company is contractually obligated to pay the contingent consideration related to business acquisitions (Note 19).

g) Capital management

The Company manages capital in order to safeguard its ability to continue as a going concern, provide returns to shareholders through its dividend policy and provide the ability to finance future growth. Capital includes shareholders' equity, bank indebtedness and long-term debt, net of cash. The Company manages its capital structure and may make adjustments to the amount of dividends paid to shareholders, purchase shares for cancellation pursuant to issuer bids, issue new shares, issue new debt, repurchase existing debt and extend or amend its credit facilities.

19. CONTINGENCIES, COMMITMENTS AND GUARANTEES

a) Lawsuits and legal claims

The Company and certain of its subsidiaries have been named defendants in a number of legal actions. Although the outcome of these claims cannot be determined, management intends to defend all claims and has recorded provisions based on its best estimate of the potential losses. In the opinion of management, the resolution of these matters is not expected to have a material adverse effect on the Company's financial position, cash flows or operations.

The Company has also entered into other agreements that provide indemnifications to counterparties in certain transactions including underwriting agreements. These indemnifications generally require the Company to indemnify the counterparties for costs incurred as a result of losses from litigation that may be suffered by counterparties arising from those transactions except in the case of gross negligence by the counterparties. The Company does not expect to make any payments on these indemnifications and, accordingly, no liability has been accrued.

b) Decommissioning liability

The Company is incurring site cleanup and restoration costs related to properties not utilized in current operations. Remedial actions are currently underway at three sites. Decommissioning liabilities have been estimated using discounted cash flow valuation techniques for cleanup costs based on management's best estimates of the amounts required to settle the liabilities.

The Company has asset retirement obligations relating to the land lease for its Thunder Bay Terminal operations whose lease term expires in 2031. The landlord has the option to retain the equipment or to require the Company to remove it. In addition, the Company has end-of-lease obligations in certain service center operations.

c) Business combinations and investments

The Company may have an obligation to pay additional consideration for its acquisitions of Apex Distribution and Norton Metals, based upon achievement of performance measures contractually agreed ending on December 31, 2013, for the Norton Metals acquisition and December 31, 2017, for the Apex Distribution acquisition. The Company's obligation for the contingent consideration relating to the Norton Metals acquisition is a maximum of US$4.5 million and there is no maximum for the Apex Distribution acquisition. The continuity of accrued contingent consideration is as follows:

(millions)	Apex	Norton Metals	**Total March 31 2013**	Total December 31 2012
Balance, beginning of year	$ 41.9	$ 1.0	**$ 42.9**	$ 1.6
Business acquisition	-	-	**-**	41.4
Paid during the year	-	(0.3)	**(0.3)**	(0.5)
Change in fair value (Note 14)	1.6	-	**1.6**	0.5
Effect of movements in exchange rates	-	-	**-**	(0.1)
Balance, end of period	$ 43.5	$ 0.7	**$ 44.2**	$ 42.9

20. OTHER COMPREHENSIVE INCOME (LOSS)

Income taxes on other comprehensive income (loss) are as follows:

(millions)	Quarters ended March 31 **2013**	2012
Tax on items that may be reclassified to earnings		
Income tax on unrealized gains (losses) on items designated as net investment hedges	**$ -**	$ (0.3)
Income tax on losses on derivatives designated as cash flow hedges transferred to net earnings in the current period	**-**	(0.1)
Total tax on items that may be reclassified to earnings	**-**	(0.4)
Tax on items that may not be reclassified to earnings		
Income tax on actuarial gains (losses) on pension and similar obligations	**(0.2)**	0.7
Total tax on items included in other comprehensive income (loss)	**$ (0.2)**	$ 0.3

1900 Minnesota Court, Suite 210, Mississauga, Ontario L5N 3C9
Tel: 905-819-7777 Fax: 905-819-7409
Email: info@russelmetals.com Website: www.russelmetals.com