



Third Quarter September 30, 2015



Russel Metals

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MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

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

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

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

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

October 30, 2015



B. R. Hedges
President and
Chief Executive Officer



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

RUSSEL METALS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2015

This Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) of Russel Metals Inc. and its subsidiaries provides information to assist readers of, and should be read in conjunction with, the condensed consolidated financial statements for the nine months ended September 30, 2015, including the notes thereto, and the MD&A and the audited consolidated financial statements for the year ended December 31, 2014, including the notes thereto. In the opinion of management, such condensed consolidated financial statements contain all adjustments necessary for a fair presentation of the results for such periods. The results of operations for the periods shown are not necessarily indicative of what our results will be for the full year. All dollar references in our financial statements and in this report are in Canadian dollars unless otherwise stated.

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

Unless otherwise stated, the discussion and analysis contained in this MD&A are as of October 30, 2015.

FORWARD-LOOKING STATEMENTS

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

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

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

NON-GAAP MEASURES

This MD&A includes a number of measures that are not prescribed by generally accepted accounting principles (GAAP) and as such may not be comparable to similar measures presented by other companies. Our financial statements are prepared in accordance with International Financial Reporting Standards. 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 a large North American metals distribution company. We conduct business primarily in three metals distribution segments: metals service centers, energy products, and steel distributors.

Our basic earnings per share were \$0.21 for the quarter ended September 30, 2015 compared to \$0.54 for the third quarter of 2014. Our earnings were adversely impacted by the continued weakness in oil prices and the corresponding reduction in drilling activity, which resulted in a decrease in revenues in our energy products segment and our Western Canadian service centers. Operating profits were also reduced due to continued depressed steel prices in all segments. We recorded additional inventory reserves and severance costs in the quarter ended September 30, 2015.

For the nine months ended September 30, 2015, we had basic earnings per share of \$0.77 compared to \$1.51 per share for the same period in 2014.

RESULTS OF OPERATIONS

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

<i>(in millions, except percentages)</i>	Quarters Ended September 30			Nine Months Ended September 30		
	2015	2014	change as a % of 2014	2015	2014	change as a % of 2014
Segment Revenues						
Metals service centers	\$ 369.2	\$ 416.9	(11%)	\$ 1,154.8	\$ 1,227.8	(6%)
Energy products	299.6	497.2	(40%)	953.0	1,308.0	(27%)
Steel distributors	102.9	122.5	(16%)	326.9	316.1	3%
Other	1.7	2.2		3.9	4.2	
	\$ 773.4	\$ 1,038.8	(26%)	\$ 2,438.6	\$ 2,856.1	(15%)
Segment Operating Profits						
Metals service centers	\$ 9.7	\$ 22.1	(56%)	\$ 37.7	\$ 68.7	(45%)
Energy products	10.8	32.7	(67%)	47.5	92.5	(49%)
Steel distributors	2.3	11.8	(81%)	14.3	26.7	(46%)
Corporate expenses	(4.2)	(4.9)	14%	(12.5)	(15.3)	18%
Other	0.4	1.7		(0.3)	0.7	
Operating profits	\$ 19.0	\$ 63.4	(70%)	\$ 86.7	\$ 173.3	(50%)
Segment Gross Margin as a % of Revenues						
Metals service centers	19.3%	20.2%		19.2%	20.9%	
Energy products	15.8%	15.9%		16.8%	17.0%	
Steel distributors	7.1%	15.0%		10.1%	14.1%	
Total operations	16.5%	17.7%		17.2%	18.5%	
Segment Operating Profit as a % of Revenues						
Metals service centers	2.6%	5.3%		3.3%	5.6%	
Energy products	3.6%	6.6%		5.0%	7.1%	
Steel distributors	2.2%	9.6%		4.4%	8.4%	
Total operations	2.5%	6.1%		3.6%	6.1%	

QUARTERLY FINANCIAL HIGHLIGHTS

<i>(for the quarters ended)</i>	Sep 30 2015	Jun 30 2015	Mar 31 2015	Dec 31 2014	Sep 30 2014	Jun 30 2014	Mar 31 2014	Dec 31 2013
Revenues (\$ millions)	\$ 773	\$ 761	\$ 904	\$ 1,013	\$ 1,039	\$ 893	\$ 924	\$ 811
Operating profits (\$ millions)	19	31	37	54	63	56	54	33
Net earnings (\$ millions)	13	16	19	31	33	31	29	23
Basic earnings per share (\$)	0.21	0.27	0.30	0.50	0.54	0.50	0.47	0.37

METALS SERVICE CENTERS

a) Description of operations

We provide processing and distribution services to a broad base of approximately 38,000 end users through a network of 52 Canadian locations and 13 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, 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 third quarters of 2015 and 2014 is found in the sections that follow.

Steel prices fluctuate significantly throughout the steel cycle. Steel prices are influenced by overall international demand, trade sanctions, iron ore prices, scrap steel prices and product availability. Volatile metal prices cause fluctuations in our operating results. Steel prices softened in the second half of 2014 and continued to decline during the first half of 2015. Pricing stabilized during the third quarter of 2015 until the end of September when they declined further as worldwide demand remained soft.

Supply side management, practiced by steel producers in North America, and international supply and demand, which impact steel imports, affects product availability. Trade sanctions are initiated either by steel mills or by government agencies in North America. During the third quarter of 2015, trade actions were initiated by the U.S. government to help stabilize pricing in North America in response to concerns raised by U.S. mills.

Our operating results are affected by the inherent risk of the cyclicity of the metals industry and the industries that purchase our products. 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, including oil and gas, and construction segments of the North American economy.

Canadian service centers, which represent the majority of our metals service center operations, have operations in all regions of Canada and are affected by general regional economic conditions. Our large market share and diverse customer base of approximately 19,000 Canadian customers mean that our results tend to mirror the performance of the regional economies of Canada. Our U.S. operations, which also have approximately 19,000 customers, are impacted by the local economic conditions in the regions that they serve.

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 has a short-term impact on inventory prices.

The decline in the Canadian dollar during 2015 versus the same period in 2014 increased revenues, expenses and profits for our U.S. operations translated to Canadian dollars. Operating results of our U.S. operations reported for the nine months ended September 30, 2015 were converted at \$1.2600 per US\$1 compared to \$1.0944 per US\$1 for the same period of 2014. The exchange rate at September 30, 2015 used to translate the balance sheet was \$1.3394 per US\$1 versus \$1.1601 per US\$1 at December 31, 2014.

**c) Metals service centers segment results -- Three Months Ended
September 30, 2015 compared to September 30, 2014**

Revenues for the three months ended September 30, 2015 decreased 11% to \$369 million compared to the same period in 2014. Tons shipped in the metals service centers segment in the third quarter of 2015 were approximately 10% lower than the third quarter of 2014. The decrease in tons shipped was primarily due to lower volumes caused by slow economic activity in Western Canada partially offset by volume increases in our Quebec and Atlantic regions. In addition, our U.S. operations experienced reduced demand in the third quarter compared to the third quarter of 2014. Demand reductions in the U.S. which affected revenues, which were not as dramatic as experienced in Western Canada, were muted by the currency translation gains due to the stronger U.S. dollar. Our average selling price was marginally lower than the average selling price in the same quarter of 2014.

Gross margin as a percentage of revenues was 19.3% which was lower than the same quarter last year but increased from 18.3% for the second quarter of 2015. This improvement reflects the fact that our inventory values in the quarter were more in line with replacement prices. The price of steel dropped at the end of September which will put pressure on gross margins for the fourth quarter.

Operating expenses decreased \$1 million or 1% in the third quarter of 2015 compared with the third quarter of 2014, due to lower activity levels. Expenses as a percentage of revenue have increased due to severance costs recorded in the quarter.

Operating profits at our metals service centers were \$10 million for the three months ended September 30, 2015; 56% lower than the \$22 million reported for the same period in 2014, as a result of lower demand and gross margins.

**d) Metals service centers segment results -- Nine Months Ended
September 30, 2015 compared to September 30, 2014**

Revenues for the nine months ended September 30, 2015 and 2014 were \$1.2 billion. Tons shipped in the metals service centers segment in the nine months ended September 30, 2015 were approximately 7% lower than the same period in 2014. Increases in tons shipped in Quebec and Atlantic regions were not significant enough to offset lower shipments at our Western Canadian and U.S. operations. U.S. revenues translated to Canadian dollars were higher due to the stronger U.S. dollar exchange rate in 2015.

Gross margin as a percentage of revenues was 19.2% for the nine months ended September 30, 2015 compared to 20.9% for the same period in 2014 as heightened competition due to weaker demand and declining prices put pressure on margins.

Operating expenses for the nine months ended September 30, 2015 decreased 2% compared to the same period in 2014, mainly related to decreased activity levels and lower variable compensation. We have reduced our workforce in this segment by 6% since December 31, 2014.

Metals service centers operating profit for the nine months ended September 30, 2015 decreased to \$38 million compared to \$69 million for the same period in 2014. Operating profits were adversely impacted by lower gross margins from declining steel prices and demand.

ENERGY PRODUCTS

a) Description of operations

We distribute oil country tubular goods (OCTG), line pipe, tubes, valves and fittings, primarily to the energy industry in Western Canada and the United States. A significant portion of our business units are clustered in Alberta and Saskatchewan, Canada, and in Colorado and Texas in the U.S. A large portion of our inventories are located in third party yards ready for distribution to customers throughout North America. In addition, we operate from 56 Canadian and 22 U.S. facilities mainly to support our valve and fitting operations. The majority of these facilities are oil field stores which form the Apex Distribution network. We purchase our products from the pipe division of North American steel mills, independent manufacturers of pipe, valves and fittings, international steel mills and other distributors. Our energy products segment operates under the names Apex Distribution, Apex Monarch, Apex Remington, Apex Western Fiberglass, 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 third quarters of 2015 and 2014 is found in the sections that follow.

The price of natural gas and oil impacts rig count and drilling activities and rig activity affects demand for our products. We are most impacted by drilling activity in Western Canada as our Canadian operations are a larger portion of our energy products segment. Oil and gas prices started to fall at the end of the third quarter of 2014 and continued to decline in 2015 leading to lower rig counts. This severe drop in the price of oil has caused our energy products customers to announce reductions in their capital projects and rig activity which has resulted, and is expected to continue to result in, reduced activity for the remainder of 2015.

Prices for pipe products are influenced by overall demand, trade sanctions and product availability. Trade sanctions are initiated either by steel mills or by government agencies in North America. Both the Canadian and U.S. governments have imposed duties on certain Chinese pipe, which remain in effect and reduce imports of these products. The U.S. government initiated reviews in 2014 and 2015 on pipe from a number of other countries and announced some additional duties, which did not reduce the inflow of imported price products mainly due to the strong U.S. dollar. Prices of valves and fittings are not as sensitive to steel price fluctuations because they are highly engineered value-added products.

Drilling related to oil and natural gas in Western Canada historically peaks during the period from October to March; however based on the price of oil we believe that the winter drilling season will not be strong this year.

The decline in the Canadian dollar during 2015 versus the same period in 2014 increased revenues and expenses for our U.S. operations translated to Canadian dollars. Operating results of our U.S. operations reported for the nine months ended September 30, 2015 were converted at \$1.2600 per US\$1 compared to \$1.0944 per US\$1 for the same period of 2014. The exchange rate at September 30, 2015 used to translate the balance sheet was \$1.3394 per US\$1 versus \$1.1601 per US\$1 at December 31, 2014.

c) Energy products segment results -- Three Months Ended September 30, 2015 compared to September 30, 2014

Revenues in our energy products segment decreased 40% to \$300 million for the third quarter of 2015 compared to the same period of 2014 due to lower activity throughout the sector. This decrease in revenues was consistent with the industry in both our Canadian and U.S. operations. Revenues from our Canadian operations servicing oil and gas drilling activity decreased 52% compared to the third quarter of 2014. Volumes at our Canadian operations following spring break up did not increase as customers wait for higher oil and natural gas pricing. Our U.S. energy operations recorded an operating loss in the third quarter as they moved product at a loss to reduce their inventory exposure. U.S. oil and gas activity has been at record lows caused by a 60% reduction in rig count. Low activity in combination with excess import pipe product in the market has had a negative impact on pipe prices.

Gross margin as a percentage of revenues for the three months ended September 30, 2015 was 15.8% compared to 15.9% in the same period in 2014. Gross margin percentage was favourably impacted by product mix from our higher margin valve and fitting operations versus the distribution of lower margin pipe products.

Operating expenses were 21% lower than the same quarter last year as we implemented cost containment programs due to lower activity. During the quarter we recorded severance and operation shut down costs of approximately \$2 million.

This segment generated an operating profit of \$11 million for the three months ended September 30, 2015 compared to \$33 million for the same period in 2014, mainly related to decreased volumes.

**d) Energy products segment results -- Nine Months Ended
September 30, 2015 compared to September 30, 2014**

Revenues decreased 27% to \$953 million for the nine months ended September 30, 2015 compared to the same period in 2014. Revenues from our Canadian operations servicing oil and gas drilling activity decreased 33% compared to 2014.

Gross margin as a percentage of revenues for the nine months ended September 30, 2015 was 16.8% compared to 17.0% for the same period in 2014. Margins were positively impacted by product mix.

Operating expenses decreased 14% compared to 2014 due to decreased activity, partially offset by the increase in foreign exchange on translation of our U.S. operations for 2015. We have reduced our workforce in this segment by 11% year to date 2015.

Operating profits were \$48 million for the nine months ended September 30, 2015 compared to \$93 million for the same period in 2014, mainly as a result of lower volumes.

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 operating under the name of Arrow Steel, located in Houston, Texas which 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 processes and levels coil products.

b) Factors affecting results

The following is a general discussion of the significant factors affecting our steel distributors. More specific information on how these factors impacted the third quarters of 2015 and 2014 is found in the sections that follow.

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. Additional trade actions were initiated by U.S. mills in the third quarter of 2015. Steel imports are affected by mill capacity by product line in North America, as well as international supply and demand. In addition, these factors significantly affect product availability in North America.

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

Our Canadian operations source product outside of Canada that is priced in U.S. dollars and may be impacted by movement in the Canadian dollar. The decline in the Canadian dollar during 2015 versus the same period in 2014 increased revenues and expenses for our U.S. operations translated to Canadian dollars. Operating results of our U.S. operations reported for the nine months ended September 30, 2015 were converted at \$1.2600 per US\$1 compared to \$1.0944 per US\$1 for the same period of 2014. The exchange rate at September 30, 2015 used to translate the balance sheet was \$1.3394 per US\$1 versus \$1.1601 per US\$1 at December 31, 2014.

**c) Steel distributors segment results -- Three Months Ended
September 30, 2015 compared to September 30, 2014**

Steel distributors revenues of \$103 million for the three months ended September 30, 2015 were 16% lower mainly due to a reduction in end-user demand compared to the same period in 2014. In addition, demand in the Houston area remains weak due to the decline in the energy sector. Our U.S. steel distributor operation recorded an operating loss in the third quarter due to lower selling prices as they actively reduced inventory levels.

Gross margin as a percentage of revenues was 7.1% for the three months ended September 30, 2015 compared to 15.0% for the three months ended September 30, 2014. Historically, the gross margin percentage in this segment has been approximately 10%.

Operating expenses for the third quarter of 2015 were 24% lower than the same period in 2014 mainly related to lower activity levels and variable compensation.

Operating profits for the three months ended September 30, 2015 were \$2 million compared to \$12 million for the three months ended September 30, 2014 as a result of lower volumes and margins.

**d) Steel distributors segment results -- Nine Months Ended
September 30, 2015 compared to September 30, 2014**

Revenues for the nine months ended September 30, 2015 increased 3% to \$327 million compared to the nine months ended September 30, 2014 due to a strong first quarter. Steel distributors experienced higher demand in 2014 and the 2015 first quarter; however, the most recent decline in demand and pricing is expected to return volumes to historical levels.

Gross margin as a percentage of revenues decreased to 10.1% for the nine months ended September 30, 2015 compared to 14.1% for the same period in 2014 due to declining steel prices, lower end user demand and excess industry inventories resulting in increased competitive pressures.

Operating expenses were \$19 million for the nine months ended September 30, 2015 compared to \$18 million for the same period in 2014 mainly related to foreign exchange losses on overseas purchases.

Operating profits for the nine months ended September 30, 2015 were \$14 million compared to \$27 million for the nine months ended September 30, 2014.

**CORPORATE EXPENSES -- Three and Nine Months Ended
September 30, 2015 compared to September 30, 2014**

Corporate expenses were \$4 million for the three months ended September 30, 2015 compared to \$5 million in the third quarter of 2014. For the nine months ended September 30, 2015 corporate expenses were \$13 million compared to \$15 million for the nine months ended September 30, 2014. Lower performance-based and share-based compensation as a result of lower profitability and share price declines contributed to the reduction in corporate expenses.

**CONSOLIDATED RESULTS -- Three and Nine Months Ended
September 30, 2015 compared to September 30, 2014**

Operating profits were \$19 million compared to \$63 million for the quarter ended September 30, 2014. For the nine months ended September 30, 2015 operating profits were \$87 million compared to \$173 million in the same period as a result of the decline in both oil and steel prices impacting demand and margins.

INTEREST EXPENSE AND INCOME

Net interest expense of \$10 million for the three months ended September 30, 2015 was consistent with the same period of 2014. Net interest expense was \$29 million for the nine months ended September 30, 2015 compared to \$27 million for the nine months ended September 30, 2014.

OTHER FINANCE EXPENSE AND INCOME

Other finance income was \$6 million for the three and nine months ended September 30, 2015. Other finance income relates to the change in fair value of the contingent consideration associated with the Apex Distribution and Apex Monarch acquisitions. The fair value adjustment of \$3 million in the nine months ended September 30, 2015 due to imputed interest on the expected future contingent consideration payments was offset by lower expected future payments of \$9 million due to lower Apex Distribution and Apex Monarch earnings.

INCOME TAXES

We recorded a provision for income taxes of \$2 million for the third quarter of 2015 compared to \$16 million for the third quarter of 2014. Our effective income tax rate for the three months ended September 30, 2015 was 14% and the nine months ended September 30, 2015 was 25%. Our effective income tax rate for the three and nine months ended September 30, 2014 was 32%. The lower effective tax rate for 2015 was due to non-taxable items such as contingent consideration and capital gains on the sale of land.

NET EARNINGS

Net earnings for the third quarter of 2015 were \$13 million compared to \$33 million in the third quarter of 2014. Basic earnings per share for the third quarter of 2015 were \$0.21 per share compared to \$0.54 per share for the third quarter of 2014. Basic earnings per share for the nine months ended September 30, 2015 were \$0.77 compared to \$1.51 for the same period last year.

SHARES OUTSTANDING AND DIVIDENDS

The weighted average number of common shares outstanding for the third quarter of 2015 was 61,701,628 compared to 61,497,827 for the third quarter of 2014. The weighted average number of common shares outstanding for the nine months ended September 30, 2015 was 61,693,887 compared to 61,210,064 for the nine months ended September 30, 2014. As at September 30, 2015 and October 30, 2015 we had 61,701,628 common shares outstanding.

We paid common share dividends of \$23 million or \$0.38 per share in the third quarter of 2015 and 2014.

We have \$174 million of 7.75% Convertible Unsecured Subordinated Debentures outstanding. On September 25, 2015 we issued a Redemption Notice to redeem these Convertible Debentures at par plus accrued interest on November 4, 2015. This redemption will be financed by cash on hand and our syndicated bank facility. 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 November 4, 2015 at a conversion price of \$25.75 per share.

We have \$300 million 6.0% Senior Notes due April 19, 2022. The indenture for our Senior Notes has restrictions related to the payment of quarterly dividends in excess of \$0.35 per share. We currently have a basket of approximately \$264 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 to support future dividend payments above \$0.35 per share.

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 dividends as our borrowing base, which is based on percentages of accounts receivable and inventories, has traditionally been in excess of our borrowings plus four times the current dividend. In addition, we believe we would be able to finance our short-term cash requirements with alternate financing structures and pay a dividend.

EBITDA

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

<i>(millions)</i>	Quarters Ended September 30		Nine Months Ended September 30	
	2015	2014	2015	2014
Net earnings	\$ 12.8	\$ 33.0	\$ 47.7	\$ 92.5
Provision for income taxes	2.1	15.6	15.8	43.1
Interest and finance expense, net	4.1	14.8	23.2	37.7
Earnings before interest, finance and income taxes (EBIT)	19.0	63.4	86.7	173.3
Depreciation and amortization	8.9	8.8	26.4	26.0
Earnings before interest, finance, income taxes, depreciation and amortization (EBITDA)	\$ 27.9	\$ 72.2	\$ 113.1	\$ 199.3

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 \$30 million for the nine months ended September 30, 2015 compared to \$37 million in the same period of 2014. Depreciation expense was \$21 million for the nine months ended September 30, 2015 and 2014. We expect capital expenditures to exceed depreciation in the short term due to the relocation and expansion of service center locations.

LIQUIDITY

At September 30, 2015, we had net cash, defined as cash less bank indebtedness, of \$81 million compared to net cash of \$29 million at December 31, 2014.

We generated \$72 million from operations in the nine months ended September 30, 2015. We generated \$106 million from working capital primarily due to cash generated from accounts receivable and inventory. We utilized \$70 million for dividends to shareholders.

We experience significant swings in working capital due to our cyclical business which impacts cash flow. Decreased revenues in the nine months ended September 30, 2015 have resulted in a reduction in working capital requirements. Inventory and accounts receivable represent a large percentage of our total assets employed and vary throughout each cycle. Accounts receivable and inventory comprise our largest liquidity risks. Our customers are impacted by the economic climate and thus it is possible to experience additional bad debts and increased days outstanding for accounts receivable, which may affect the timing of collections.

Total assets were \$1.9 billion at September 30, 2015 and \$2.0 billion at December 31, 2014. At September 30, 2015 current assets excluding cash represented 72% of our total assets excluding cash versus 76% at December 31, 2014 due to reductions in working capital.

Decreases in inventory generated cash of \$157 million in the nine months ended September 30, 2015, after excluding the effects of foreign exchange. Inventories were reduced in all segments. The appreciation of the U.S. dollar increased inventories by \$39 million and our acquisition increased inventories by \$16 million. Inventories represented 44% of our total assets at September 30, 2015 and 46% as at December 31, 2014.

<i>Inventory by Segment (millions)</i>	Sept. 30 2015	June 30 2015	Mar. 31 2015	Dec. 31 2014	Sept. 30 2014
Metals service centers	\$ 253	\$ 284	\$ 322	\$ 329	\$ 301
Energy products	442	470	445	437	418
Steel distributors	134	170	200	165	153
Total	\$ 829	\$ 924	\$ 967	\$ 931	\$ 872

<i>Inventory Turns (quarters ended)</i>	Sept. 30 2015	June 30 2015	Mar. 31 2015	Dec. 31 2014	Sept. 30 2014
Metals service centers	4.7	4.4	4.0	4.0	4.4
Energy products	2.3	1.9	2.9	3.7	4.0
Steel distributors	2.9	2.2	2.1	2.6	2.7
Total	3.1	2.7	3.1	3.6	3.9

At September 30, 2015, our metals service centers had lower inventory tons compared to December 31, 2014 as local metals service center management actively reduced their inventory exposure due to reduced demand, resulting in improved turns.

Our energy products operations reduced inventories by \$38 million, excluding the increase in foreign exchange, during the quarter ended September 30, 2015.

Our steel distributors segment inventory levels peaked in the first quarter of 2015. Reduced demand for imports and the current pricing environment has led to lower inventories as purchases were reduced.

Accounts receivable generated cash of \$146 million in the nine months ended September 30, 2015. Accounts receivable represented 24% of our total assets at September 30, 2015 compared to 28% of our total assets at December 31, 2014.

During the nine months ended September 30, 2015 we made income tax payments of \$33 million, compared to \$28 million for the nine months ended September 30, 2014. Payments are higher than the current provision for taxes due to final payments on 2014 earnings in 2015.

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 AND CHANGE IN NON-CASH WORKING CAPITAL

<i>(millions)</i>	Quarters Ended September 30		Nine Months Ended September 30	
	2015	2014	2015	2014
Cash from operating activities before non-cash working capital	\$ 16.3	\$ 48.6	\$ 71.6	\$ 133.4
Purchase of property, plant and equipment	(10.9)	(21.7)	(29.5)	(37.2)
Free cash flow	\$ 5.4	\$ 26.9	\$ 42.1	\$ 96.2
Change in non-cash working capital	\$ 87.6	\$ (41.8)	\$ 106.5	\$ (134.4)

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

<i>(millions)</i>	September 30 2015	December 31 2014
Long-term debt		
6.0% \$300 million Senior Notes due April 19, 2022	\$ 295	\$ 295
7.75% \$174 million Convertible Debentures	169	165
Finance leases obligations, maturing 2015 to 2017	1	1
	465	461
Current portion	(170)	(1)
	\$ 295	\$ 460

On September 25, 2015 we issued a Redemption Notice to redeem our Convertible Debentures at par plus accrued interest on November 4, 2015 which will be financed by cash on hand and our syndicated bank facility. We expect a pre-tax, non-cash charge of \$5 million in the fourth quarter relating to the remainder of the accretion and the deferred costs on the debt. Following the redemption, we expect annual interest savings in excess of \$7 million. Our Convertible Debentures have been split between debt and equity and thus the debt payment, assuming no conversions, will be \$174 million.

<i>Cash and Bank Credit Facilities As at September 30, 2015 (millions)</i>	Russel Metals Facility	U.S. Subsidiary Facility	Total
Bank loans	\$ (16)	\$ -	\$ (16)
Cash net of outstanding cheques	91	6	97
Net cash	75	6	81
Letters of credit	(12)	-	(12)
	\$ 63	\$ 6	\$ 69
Facilities			
Borrowings and letters of credit	\$ 350	\$ 54	\$ 404
Letters of credit	50	-	50
Facilities availability	\$ 400	\$ 54	\$ 454
Available line based on borrowing base	\$ 400	\$ 54	\$ 454

We have a credit facility with a syndicate of Canadian and U.S. banks which was amended and increased to \$400 million in the third quarter of 2015. The amendment increased the size of the facility by \$75 million and reduced certain fees including borrowing costs. The amended facility, which expires on September 21, 2019, consists of availability of \$350 million under Tranche I to be utilized for borrowings and letters of credit, and \$50 million under Tranche II to be utilized only for letters of credit. Letters of credit are issued under Tranche II first and additional needs are issued under Tranche I. The borrowings and letters of credit are available on a revolving basis, up to an amount equal to the sum of specified percentages of our eligible accounts receivable and inventories, to a maximum of \$400 million.

As of September 30, 2015, we were entitled to borrow and issue letters of credit totaling \$400 million under this facility. At September 30, 2015, we had \$16 million in borrowings compared to \$32 million at December 31, 2014. We had \$12 million in letters of credit at September 30, 2015 compared to \$43 million at December 31, 2014.

One of our U.S. subsidiaries has an additional bank facility primarily for letters of credit. The maximum borrowings under this facility, including letters of credit, are US\$40 million. At September 30, 2015 our U.S. subsidiary had no borrowings or letters of credit under this facility compared to no borrowings and letters of credit of US\$23 million at December 31, 2014.

At September 30, 2015, we were in compliance with all of our covenants.

With our cash, cash equivalents and our bank facilities we have access to approximately \$485 million of cash based on our September 30, 2015 balances. The use of our bank facilities has been predominantly to fund working capital requirements, acquisitions and trade letters of credit for inventory purchases; however, we intend to utilize the syndicated credit facility along with cash on hand to redeem the Convertible Debentures. The excess capacity in these lines will be available to support increased working capital needs when volumes and steel prices increase.

CONTRACTUAL OBLIGATIONS

As at September 30, 2015, we were contractually obligated to make payments as per the following table:

<i>Contractual Obligations</i> <i>(millions)</i>	Payments due in				Total
	2015	2016 and 2017	2018 and 2019	2020 and thereafter	
Accounts payable	\$ 317	\$ -	\$ -	\$ -	\$ 317
Debt	174	-	-	300	474
Long-term debt interest	10	36	36	46	128
Operating leases	6	42	23	31	102
Total	\$ 507	\$ 78	\$ 59	\$ 377	\$ 1,021

As part of the purchase consideration for Apex Distribution and Apex Monarch we agreed to pay additional cash consideration during the five years ending 2017 and 2018, respectively, based on earnings before interest and taxes and return on net assets. During the quarter ended March 31, 2015 we paid \$18 million which related to 2014 results, in satisfaction of these obligations. The obligation was decreased by \$6 million during the nine months ended September 30, 2015 related to the change in fair value. The fair value of the contingent consideration was \$21 million at September 30, 2015. The amount is reviewed quarterly and adjusted through income for changes in the liability.

We have obligations related to multiple defined benefit pension plans in Canada, as disclosed in Note 17 of our 2014 consolidated financial statements. During the nine months ended September 30, 2015, we contributed \$5 million to these plans. We expect to contribute approximately \$2 million to these plans during the remainder of the year. The defined benefit obligations reported in the consolidated financial statements use different assumptions than the going concern actuarial valuations prepared for funding. In addition, the actuarial valuations provide a solvency valuation, which is a valuation assuming the plan is wound up at the valuation date. Our reported funding obligations would increase by \$6 million on a solvency basis and thus additional funding could be required based on solvency if the plans were wound up. We estimate the impact of a 0.25% change in the discount rate on the solvency obligation would be approximately \$5 million.

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

Our most significant assets are accounts receivable and inventories.

Accounts Receivable

An allowance for doubtful accounts is maintained for estimated losses resulting from the inability of our customers to make required payments. Assessments are based on aging of receivables, legal issues (bankruptcy status), past collection experience, current financials, 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 September 30, 2015 was approximately \$2 million higher than our reserve at December 31, 2014. Bad debt expense for the nine months ended September 30, 2015 as a percentage of revenue was less than 1% and approximates that of 2014.

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 September 30, 2015 was approximately \$8 million higher than the level at December 31, 2014.

Other areas involving significant estimates and judgements include:

Income Taxes

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

Business Combinations

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

Contingent Liabilities

Provisions for claims and potential claims are determined on a case by case basis. We recognize contingent loss provisions when it is determined that a loss is probable and when we are able to reasonably estimate the loss. This determination takes significant judgement and actual cash outflows might be materially different from estimates. In addition, we may receive claims in the future that could have a material impact on our financial results.

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

The Company and the manufacturer of certain energy products have received notice of a customer claim relating to product that was distributed by us between 2010 and 2012. The customer alleges that the product was defective and that the manufacturer did not meet the specifications for the goods distributed by us. We are currently evaluating the claim but have not been provided with information to make a reliable estimate of any potential liability and consequently no provision has been recorded. We intend to vigorously defend against this claim and to assert our rights against the manufacturer.

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 cost. 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 \$106 million in plan assets at September 30, 2015, which is consistent with December 31, 2014. The discount rate used on the employee benefit plan obligation for the quarter ended September 30, 2015 was 4% which is consistent with the discount rate at June 30, 2015 and December 31, 2014.

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 Executive 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 of internal controls was completed using the framework and criteria established in "Internal Control - Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission.

No changes were made in our disclosure controls and procedures of our internal controls over financial reporting during the third quarter of 2015 that have materially affected, or reasonably likely to materially affect, our internal control over financial reporting.

VISION AND STRATEGY

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

We have significant investments in business units that service the oil and gas industry. We endeavour to manage the inventories and costs in these businesses to enable us to react to the variability of oil and gas prices.

Growth from selective acquisitions is also part of our strategy. We focus on investment opportunities in metals businesses that have strong market niches or provide mass to our existing operations. New acquisitions could be either major stand-alone operations or ones that complement our existing operations. We made acquisitions in both 2014 and 2015 and we continue to review opportunities for further 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 the 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, modest capacity utilization rates for North American steel producers and historically high import levels.

A large portion of our revenues are dependent on the oil and gas industry whose activity fluctuates with oil and gas prices. In addition, our acquisitions between 2014 and 2015 increased our exposure to the Western Canadian oil and gas sector. Management believes the acquisition in the oil field operations of Apex Distribution provides a more stable stream of revenues and earnings for the energy products segment. The price of oil dropped significantly during the last year and there is no certainty as to when the price of oil and natural gas will increase, driving demand for some of our products.

Our Annual Information Form includes a summary of risks related to our business.

OUTLOOK

We believe that we will continue to experience the type of revenue and margin pressures that we have experienced to date in 2015 due to the current economic conditions in the energy sector and depressed steel prices. We will continue to actively manage our working capital levels and reduce operating costs in line with activity levels.

CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS (UNAUDITED)

<i>(in millions of Canadian dollars, except per share data)</i>	Quarters ended		Nine months ended	
	2015	2014	2015	2014
		September 30		September 30
Revenues	\$ 773.4	\$ 1,038.8	\$ 2,438.6	\$ 2,856.1
Cost of materials (Note 4)	645.7	854.9	2,019.9	2,327.7
Employee expenses (Note 13)	66.1	73.3	199.2	215.2
Other operating expenses (Note 13)	42.6	47.2	132.8	139.9
Earnings before interest, finance expense and provision for income taxes	19.0	63.4	86.7	173.3
Interest expense (Note 14)	9.6	9.3	28.7	27.4
Other finance (income) expense (Note 14)	(5.5)	5.5	(5.5)	10.3
Earnings before provision for income taxes	14.9	48.6	63.5	135.6
Provision for income taxes	2.1	15.6	15.8	43.1
Net earnings for the period	\$ 12.8	\$ 33.0	\$ 47.7	\$ 92.5
Net earnings attributed to:				
Equity holders	\$ 12.8	\$ 32.9	\$ 47.7	\$ 92.4
Non-controlling interest	-	0.1	-	0.1
	\$ 12.8	\$ 33.0	\$ 47.7	\$ 92.5
Basic earnings per common share (Note 12)	\$ 0.21	\$ 0.54	\$ 0.77	\$ 1.51
Diluted earnings per common share (Note 12)	\$ 0.21	\$ 0.52	\$ 0.77	\$ 1.46

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

<i>(in millions of Canadian dollars)</i>	Quarters ended		Nine months ended	
	2015	2014	2015	2014
		September 30		September 30
Net earnings for the period	\$ 12.8	\$ 33.0	\$ 47.7	\$ 92.5
Other comprehensive (loss) income				
Items that may be reclassified to earnings				
Unrealized foreign exchange gains on translation of foreign operations	34.9	19.4	67.8	20.4
Items that may not be reclassified to earnings				
Actuarial losses on pension and similar obligations, net of taxes (Note 20)	(2.9)	(3.8)	(2.5)	(6.5)
Other comprehensive income	32.0	15.6	65.3	13.9
Total comprehensive income	\$ 44.8	\$ 48.6	\$ 113.0	\$ 106.4

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

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION *(UNAUDITED)*

<i>(in millions of Canadian dollars)</i>	September 30 2015	December 31 2014
ASSETS		
Current		
Cash and cash equivalents	\$ 94.4	\$ 53.4
Accounts receivable	443.6	569.3
Inventories (Note 4)	828.6	930.8
Prepaid expenses	11.0	11.6
Income taxes receivable	8.2	2.8
	1,385.8	1,567.9
Property, Plant and Equipment (Note 5)	265.9	249.8
Deferred Income Tax Assets	3.6	4.9
Financial and Other Assets	7.0	5.9
Goodwill and Intangibles (Note 6)	215.0	214.3
	\$ 1,877.3	\$ 2,042.8
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Bank indebtedness (Note 7)	\$ 13.6	\$ 24.2
Accounts payable and accrued liabilities	316.5	500.4
Income taxes payable	0.4	14.1
Current portion long-term debt (Note 8)	169.6	0.5
	500.1	539.2
Long-Term Debt (Note 8)	295.2	460.5
Pensions and Benefits (Note 9)	27.6	26.1
Deferred Income Tax Liabilities	16.8	17.0
Provisions and Other Non-Current Liabilities (Note 16)	28.6	35.0
	868.3	1,077.8
Shareholders' Equity (Note 10)		
Common shares	531.7	531.2
Retained earnings	318.9	344.0
Contributed surplus	14.9	14.1
Accumulated other comprehensive income	114.9	47.1
Equity component of convertible debentures	28.6	28.6
	1,009.0	965.0
Total Shareholders' Equity	1,009.0	965.0
Total Liabilities and Shareholders' Equity	\$ 1,877.3	\$ 2,042.8

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

ON BEHALF OF THE BOARD,


A. Laberge
Director


J. A. Hanna
Director

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW (UNAUDITED)

<i>(in millions of Canadian dollars)</i>	Quarters ended September 30		Nine months ended September 30	
	2015	2014	2015	2014
Operating activities				
Net earnings for the period	\$ 12.8	\$ 33.0	\$ 47.7	\$ 92.5
Depreciation and amortization	8.9	8.8	26.4	26.0
Deferred income taxes	(0.9)	0.3	1.9	(0.2)
(Gain) loss on sale of property, plant and equipment	-	(0.3)	(2.0)	0.7
Share-based compensation	0.3	0.4	0.9	1.2
Difference between pension expense and amount funded	(0.7)	(0.3)	(1.9)	(0.7)
Debt accretion, amortization and other	1.4	1.2	4.1	3.6
Change in fair value of contingent consideration	(5.5)	5.5	(5.5)	10.3
Cash from operating activities before non-cash working capital	16.3	48.6	71.6	133.4
Changes in non-cash working capital items				
Accounts receivable	8.6	(108.5)	146.3	(163.7)
Inventories	113.5	(1.4)	156.5	(95.8)
Accounts payable and accrued liabilities	(37.2)	59.2	(178.7)	113.9
Income tax receivable/payable	1.0	8.1	(18.2)	14.8
Other	1.7	0.8	0.6	(3.6)
Change in non-cash working capital	87.6	(41.8)	106.5	(134.4)
Cash from (used in) operating activities	103.9	6.8	178.1	(1.0)
Financing activities				
Decrease in bank indebtedness	(11.0)	-	(10.6)	-
Issue of common shares	-	5.6	0.4	16.9
Dividends on common shares	(23.4)	(23.3)	(70.3)	(66.1)
Repayment of long-term debt	(0.2)	(0.4)	(0.4)	(0.9)
Deferred financing	(1.0)	-	(1.0)	-
Cash used in financing activities	(35.6)	(18.1)	(81.9)	(50.1)
Investing activities				
Purchase of property, plant and equipment	(10.9)	(21.7)	(29.5)	(37.2)
Proceeds on sale of property, plant and equipment	0.4	0.5	3.2	1.1
Payment of contingent consideration	-	-	(17.5)	(4.1)
Purchase of business	-	(0.7)	(27.3)	(0.7)
Cash used in investing activities	(10.5)	(21.9)	(71.1)	(40.9)
Effect of exchange rates on cash and cash equivalents	9.1	8.6	15.9	3.4
Increase (decrease) in cash and cash equivalents	66.9	(24.6)	41.0	(88.6)
Cash and cash equivalents, beginning of the period	27.5	52.2	53.4	116.2
Cash and cash equivalents, end of the period	\$ 94.4	\$ 27.6	\$ 94.4	\$ 27.6
Supplemental cash flow information:				
Income taxes paid	\$ 2.2	\$ 6.8	\$ 32.7	\$ 27.8
Interest paid (net)	\$ 7.8	\$ 8.3	\$ 27.2	\$ 26.3

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

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)

<i>(in millions of Canadian dollars)</i>	Common Shares	Retained Earnings	Contributed Surplus	Accumulated Other Comprehensive Income	Equity Component of Convertible Debentures	Total
Balance, January 1, 2015	\$ 531.2	\$ 344.0	\$ 14.1	\$ 47.1	\$ 28.6	\$ 965.0
Payment of dividends	-	(70.3)	-	-	-	(70.3)
Net earnings for the period	-	47.7	-	-	-	47.7
Other comprehensive income for the period	-	-	-	65.3	-	65.3
Recognition of share-based compensation	-	-	0.9	-	-	0.9
Share options exercised	0.5	-	(0.1)	-	-	0.4
Transfer of net actuarial losses on defined benefit plans	-	(2.5)	-	2.5	-	-
Balance, September 30, 2015	\$ 531.7	\$ 318.9	\$ 14.9	\$ 114.9	\$ 28.6	\$ 1,009.0

<i>(in millions of Canadian dollars)</i>	Common Shares	Retained Earnings	Contributed Surplus	Accumulated Other Comprehensive Income	Equity Component of Convertible Debentures	Non- Controlling Interest	Total
<i>Balance, January 1, 2014</i>	\$ 509.5	\$ 314.6	\$ 16.2	\$ 12.0	\$ 28.7	\$ 1.4	\$ 882.4
Payment of dividends	-	(66.1)	-	-	-	-	(66.1)
Net earnings for the period	-	92.4	-	-	-	0.1	92.5
Other comprehensive income for the period	-	-	-	13.9	-	-	13.9
Recognition of share-based compensation	-	-	1.2	-	-	-	1.2
Share options exercised	20.5	-	(3.6)	-	-	-	16.9
Conversion of debenture	0.1	-	-	-	-	-	0.1
Transfer of net actuarial losses on defined benefit plans	-	(6.5)	-	6.5	-	-	-
Change in non-controlling interest	-	-	-	-	-	(0.1)	(0.1)
<i>Balance, September 30, 2014</i>	\$ 530.1	\$ 334.4	\$ 13.8	\$ 32.4	\$ 28.7	\$ 1.4	\$ 940.8

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1 GENERAL BUSINESS DESCRIPTION

Russel Metals Inc. (the "Company"), a Canadian corporation with common shares listed on the Toronto Stock Exchange, is a metals distribution company operating in various locations within North America.

The Company's registered office is located at 6600 Financial Drive, Mississauga, Ontario, L5N 7J6.

These condensed consolidated financial statements were authorized for issue by the Board of Directors on October 30, 2015.

NOTE 2 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, 2014. 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 judgement in applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity or areas where assumptions and estimates are significant to the financial statements have been set out in the Company's consolidated financial statements for the year ended December 31, 2014. These condensed consolidated financial statements should be read in conjunction with the Company's consolidated financial statements for the year ended December 31, 2014.

These condensed consolidated financial statements have been prepared on a going concern basis under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative instruments) at fair value through the condensed consolidated statement of earnings. 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.

NOTE 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.

On May 15, 2015, the Company completed its acquisition of certain operating assets of Western Fiberglass Pipe Sales Ltd., a distributor of fibreglass pipes within the oil and gas industry with locations in Estevan, Saskatchewan and Red Deer, Alberta. The following summarizes the preliminary allocation of the consideration for this acquisition:

(millions)

Inventory	\$	18.5
Accounts receivable		5.6
Other		(0.2)
Property, plant and equipment		0.5
Deferred income tax liability		(0.3)
Intangibles		3.2
Net identifiable assets acquired	\$	27.3
Consideration:		
Cash	\$	27.3

This acquisition complements the Company's Apex Distribution operation in the energy products segment and will add fibreglass pipe and fittings product lines, design capabilities and technical services to the Apex Distribution customer base.

The preliminary allocation is subject to change following the final settlement of the holdbacks which may result in an additional adjustment to working capital. Any accounts receivable which are not collected will result in a reduction of the consideration.

The condensed consolidated statement of earnings for the three months ended September 30, 2015, includes supplementary revenues of \$4.4 million and earnings before interest, finance expense and provision for income taxes of \$0.2 million attributable to the business acquired. The condensed consolidated statement of earnings for the nine months ended September 30, 2015, includes incremental revenues of \$7.7 million and earnings before interest, finance expense and provision for income taxes of \$0.8 million attributable to the business acquired.

If the acquisition had taken place at the beginning of the 2015 fiscal year, management estimates that the acquired business would have provided revenues of \$15.8 million and earnings before interest, finance expense and provision for income taxes of \$3.5 million.

NOTE 4 INVENTORIES

Inventories of \$0.6 billion (2014: \$0.8 billion) were expensed in cost of materials for the quarter ended September 30, 2015 and inventories of \$2.0 billion (2014: \$2.3 billion) were expensed for the nine months ended September 30, 2015.

The Company recorded an inventory impairment charge of \$8.4 million (2014: \$6.2 million) during the quarter ended September 30, 2015 and \$13.7 million (2014: \$9.4 million) for the nine months ended September 30, 2015. The Company did not have any reversals of previous inventory impairment charges taken during the quarters and nine months ended September 30, 2015 and 2014.

NOTE 5 PROPERTY, PLANT AND EQUIPMENT

Cost (millions)	Land and Buildings	Machinery and Equipment	Leasehold Improvements	Total
Balance, December 31, 2014	\$ 237.6	\$ 323.6	\$ 25.9	\$ 587.1
Additions	14.2	14.4	0.9	29.5
Business acquisition	-	0.5	-	0.5
Disposals	(0.2)	(7.1)	(0.5)	(7.8)
Foreign exchange	6.5	10.4	0.4	17.3
Balance, September 30, 2015	\$ 258.1	\$ 341.8	\$ 26.7	\$ 626.6

Accumulated depreciation and amortization (millions)	Land and Buildings	Machinery and Equipment	Leasehold Improvements	Total
Balance, December 31, 2014	\$ 96.2	\$ 220.3	\$ 20.8	\$ 337.3
Depreciation and amortization	5.7	15.0	0.5	21.2
Disposals	-	(6.2)	(0.4)	(6.6)
Foreign exchange	2.5	6.1	0.2	8.8
Balance, September 30, 2015	\$ 104.4	\$ 235.2	\$ 21.1	\$ 360.7

Net Book Value (millions)

December 31, 2014	\$ 249.8
September 30, 2015	\$ 265.9

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

Land, included in land and buildings, was \$45.6 million (December 31, 2014: \$45.3 million).

(millions)	Quarters ended September 30		Nine months ended September 30	
	2015	2014	2015	2014
Depreciation - cost of materials	\$ 1.9	\$ 2.1	\$ 5.8	\$ 6.0
Depreciation - other operating expenses	5.2	5.0	15.4	14.8
	\$ 7.1	\$ 7.1	\$ 21.2	\$ 20.8

NOTE 6 GOODWILL AND INTANGIBLES

(millions)	September 30 2015	December 31 2014
Goodwill	\$ 130.3	\$ 128.5
Trademarks	5.0	5.0
Intangibles	79.7	80.8
	\$ 215.0	\$ 214.3

Trademarks relate to the energy products segment.

a) Goodwill

Goodwill (millions)	Metals Service Centers	Energy Products	Total
Balance, December 31, 2014	\$ 39.0	\$ 89.5	\$ 128.5
Foreign exchange	1.8	-	1.8
Balance, September 30, 2015	\$ 40.8	\$ 89.5	\$ 130.3

b) Intangibles

The continuity of intangibles, which are comprised of customer relationships and non-competition agreements acquired through business combinations, within the metals service centers and energy products segments, is as follows:

Cost (millions)	Metals Service Centers	Energy Products	Total
Balance, December 31, 2014	\$ 19.0	\$ 79.5	\$ 98.5
Business acquisition	-	3.2	3.2
Foreign exchange	0.8	-	0.8
Balance, September 30, 2015	\$ 19.8	\$ 82.7	\$ 102.5

Accumulated amortization (millions)	Metals Service Centers	Energy Products	Total
Balance, December 31, 2014	\$ (7.1)	\$ (10.6)	\$ (17.7)
Amortization	(0.5)	(4.6)	(5.1)
Balance, September 30, 2015	\$ (7.6)	\$ (15.2)	\$ (22.8)

Carrying amount

December 31, 2014	\$ 80.8
September 30, 2015	\$ 79.7

The carrying amount of intangible assets as at September 30, 2015 relates to customer relationships and non-competition agreements arising from acquisitions. The remaining amortization period for customer relationships is 8 to 15 years and for non-competition agreements is five years.

NOTE 7 REVOLVING CREDIT FACILITIES

On September 21, 2015, the Company amended its credit agreement with a syndicate of banks and increased the credit facility to \$400 million available for borrowings and letters of credit. Certain bank charges were reduced and the term extended to September 21, 2019. The syndicated facility consists of availability of \$350 million under Tranche I to be utilized for borrowings and letters of credit and \$50 million under Tranche II to be utilized only for letters of credit. Letters of credit are issued under Tranche II first and additional needs are issued under Tranche I. The borrowings and letters of credit are available on a revolving basis, up to an amount equal to the sum of specified percentages of the Company's eligible accounts receivable and inventories, to a maximum of \$400 million. 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 September 30, 2015, the Company had borrowings of \$16.0 million (December 31, 2014: \$32.0 million) and letters of credit of \$12.3 million (December 31, 2014: \$42.6 million) under this facility.

One of the Company's U.S. subsidiaries has a credit facility of US\$40 million. At September 30, 2015 and December 31, 2014, this subsidiary had no borrowings. At September 30, 2015 the subsidiary had no letters of credit (December 31, 2014: US\$22.6 million) under this facility.

The Company was in compliance with the financial covenants at September 30, 2015.

NOTE 8 LONG-TERM DEBT

<i>(millions)</i>	September 30 2015	December 31 2014
6.0% \$300 million Senior Notes due April 19, 2022	\$ 294.9	\$ 294.5
7.75% \$174 million Convertible Debentures	169.1	165.4
Finance lease obligations	0.8	1.1
Less: current portion	(169.6)	(0.5)
	\$ 295.2	\$ 460.5

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

Prior to April 19, 2017, the Company may redeem the Notes in whole or in part at an amount which is the greater of (i) the present value of future interest and principal payments based on Canada Bond Yield or (ii) 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 September 30, 2015. Fees associated with the issue of the debt are included in the carrying amount of 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"). 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.

On September 25, 2015, the Company issued a Redemption Notice for its Convertible Debentures to redeem the debentures at a price equal to their principal amount plus accrued interest on November 4, 2015.

NOTE 9 PENSIONS AND BENEFITS

As at September 30, 2015, the Company determined its accrued benefit obligations related to the employee future benefit plans using a discount rate of 4.00% (December 31, 2014: 4.00%) and also determined the fair value of the defined benefit pension plan assets as at the statement of financial position date. The net change in the accrued benefit obligations less the fair value of the defined benefit plan assets resulted in an actuarial loss on employee future benefit plans of \$4.0 million for the three months ended September 30, 2015 (2014: actuarial loss of \$5.2 million) and an actuarial loss of \$3.4 million for the nine months ended September 30, 2015 (2014: actuarial loss of \$8.8 million) which was recorded net of tax through other comprehensive income.

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

<i>(millions)</i>	September 30 2015	December 31 2014
Present value of defined benefit pension obligations	\$ 129.5	\$ 127.0
Present value of plan assets	106.3	105.5
	23.2	21.5
Other post retirement benefit obligations	4.4	4.6
Defined benefit obligations, net	\$ 27.6	\$ 26.1

The following table provides the defined benefit obligation for partially funded plans and unfunded plans.

<i>(millions)</i>	Pension Plans		Other Benefit Plans	
	September 30 2015	December 31 2014	September 30 2015	December 31 2014
Defined benefit obligation, net				
Partially funded plans	\$ 23.2	\$ 21.5	\$ -	\$ -
Unfunded plans	-	-	4.4	4.6
Defined benefit obligation, net	\$ 23.2	\$ 21.5	\$ 4.4	\$ 4.6

NOTE 10 SHAREHOLDERS' EQUITY

- a) At September 30, 2015 and 2014, 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 continuity of the number of common shares issued and outstanding is as follows:

	Number of Shares	Amount <i>(millions)</i>
Balance, December 31, 2014	61,674,228	\$ 531.2
Share options exercised	27,400	0.5
Balance, September 30, 2015	61,701,628	\$ 531.7

The continuity of contributed surplus is as follows:

(millions)

Balance, December 31, 2014	\$ 14.1
Share-based compensation expense	0.9
Exercise of options	(0.1)
Balance, September 30, 2015	\$ 14.9

Dividends paid and declared were as follows:

	Quarters ended September 30	
	2015	2014
Dividends paid (millions)	\$ 23.4	\$ 23.3
Dividends per share	\$ 0.38	\$ 0.38
Quarterly dividend per share declared on October 30, 2015 (November 4, 2014)	\$ 0.38	\$ 0.38

NOTE 11 SHARE-BASED COMPENSATION

Share 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 continuity of options outstanding is as follows:

	Number of Options		Weighted Average Exercise Price	
	September 30 2015	December 31 2014	September 30 2015	December 31 2014
Balance, beginning of period	2,019,307	2,606,430	\$ 27.70	\$ 26.77
Granted	303,371	149,172	25.36	30.00
Exercised	(27,400)	(707,995)	15.85	24.64
Expired or forfeited	(48,600)	(28,300)	28.45	30.78
Balance, end of the period	2,246,678	2,019,307	\$ 27.51	\$ 27.70
Exercisable	1,566,704	1,366,999	\$ 27.65	\$ 27.44

The outstanding options had exercise price ranges as follows:

(number of options)	September 30 2015	December 31 2014
\$ 29.00 - \$ 33.81	557,772	576,772
\$ 25.37 - \$ 28.99	1,210,637	1,233,737
\$ 15.85 - \$ 25.36	478,269	208,798
Options outstanding	2,246,678	2,019,307

Deferred Share Units (DSU)

At September 30, 2015, there were 144,584 DSUs outstanding (December 31, 2014: 113,057). The liability and fair value of DSUs was \$3.1 million at September 30, 2015 (December 31, 2014: \$2.9 million). Dividends declared on common shares accrue to units in the DSU plan in the form of additional DSUs.

Restricted Share Units (RSU)

The Company has a RSU Plan for eligible employees as designated by the Board of Directors. Continuity of RSUs outstanding is as follows:

<i>(number of units)</i>	September 30 2015	December 31 2014
Balance, beginning of the period	197,269	123,673
Granted	206,600	88,421
Paid out	(65,002)	(14,825)
Balance, end of the period	338,867	197,269

The RSU liability at September 30, 2015 was \$4.2 million (December 31, 2014: \$3.8 million). The fair value of RSUs was \$7.3 million at September 30, 2015 (December 31, 2014: \$5.1 million). Dividends declared on common shares accrue to units in the RSU plan in the form of additional RSUs.

NOTE 12 EARNINGS PER SHARE

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

<i>(millions)</i>	Quarters ended September 30		Nine months ended September 30	
	2015	2014	2015	2014
Net income used in calculation of basic earnings per share	\$ 12.8	\$ 33.0	\$ 47.7	\$ 92.5
Interest and accretion expense, net of income taxes	-	2.5	-	7.4
Net income used in calculation of diluted earnings per share	\$ 12.8	\$ 35.5	\$ 47.7	\$ 99.9

In determining the diluted weighted average shares outstanding for the quarter and nine months ended September 30, 2015, 6,770,757 shares related to convertible debentures were excluded since the effect was anti-dilutive. Interest and accretion related to convertible debentures for the quarter and nine months ended September 30, 2015 were excluded from net earnings used in the calculation of diluted earnings per share.

<i>(number of shares)</i>	Quarters ended September 30		Nine months ended September 30	
	2015	2014	2015	2014
Weighted average shares outstanding	61,701,628	61,497,827	61,693,887	61,210,064
Dilution impact of share options	22,011	417,867	38,624	263,193
Dilution impact of Convertible Debentures	-	6,787,456	-	6,787,456
Diluted weighted average shares outstanding	61,723,639	68,703,150	61,732,511	68,260,713

NOTE 13 EXPENSES

<i>(millions)</i>	Quarters ended September 30		Nine months ended September 30	
	2015	2014	2015	2014
Employee Expenses				
Wages and salaries	\$ 56.3	\$ 63.7	\$ 168.7	\$ 186.1
Other employee related costs	9.8	9.6	30.5	29.1
	\$ 66.1	\$ 73.3	\$ 199.2	\$ 215.2
Other Operating Expenses				
Plant and other expenses	\$ 24.5	\$ 24.5	\$ 75.7	\$ 71.6
Delivery expenses	12.0	14.7	36.6	43.3
Repairs and maintenance	2.8	2.6	8.8	8.2
Selling expenses	1.9	3.0	6.5	8.9
Professional fees	1.3	2.3	4.4	6.6
(Gain) loss on sale of property, plant and equipment	-	(0.3)	(2.0)	0.7
Foreign exchange losses	0.1	0.4	2.8	0.6
	\$ 42.6	\$ 47.2	\$ 132.8	\$ 139.9

NOTE 14 FINANCE EXPENSE

<i>(millions)</i>	Quarters ended September 30		Nine months ended September 30	
	2015	2014	2015	2014
Interest on 6.0% Senior Notes	\$ 4.8	\$ 4.7	\$ 13.9	\$ 13.9
Interest on 7.75% Convertible Debentures	4.6	4.5	13.8	13.3
Other interest expense	0.2	0.1	1.0	0.2
Interest expense	9.6	9.3	28.7	27.4
Other finance (income) expense (Note 16)	(5.5)	5.5	(5.5)	10.3
Finance expense, net	\$ 4.1	\$ 14.8	\$ 23.2	\$ 37.7

Interest expense on long-term debt is comprised 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. Interest expense on long-term debt is charged to earnings using the effective interest method. Debt accretion and issue cost amortization for the quarters ended September 30, 2015 was \$1.4 million (2014: \$1.2 million) and for the nine months ended September 30, 2015 was \$4.1 million (2014: \$3.7 million).

NOTE 15 INCOME TAXES

The consolidated effective tax rates for the quarters ended September 30, 2015 and September 30, 2014 were 14.1% and 32.1% respectively and for the nine months ended September 30, 2015 and 2014 were 24.9% and 31.8% respectively. The change in effective tax rate was primarily due to utilization of unrecognized capital losses and non-taxable items such as the change in fair value of contingent consideration.

NOTE 16 PROVISIONS AND OTHER NON-CURRENT LIABILITIES

<i>(millions)</i>	September 30 2015	December 31 2014
Contingent consideration	\$ 20.0	\$ 27.3
Provision for decommissioning liabilities	2.4	2.5
Deferred compensation and employee incentives	6.2	5.2
	\$ 28.6	\$ 35.0

a) The continuity of contingent consideration obligation is as follows:

<i>(millions)</i>	Apex	Monarch	Total September 30 2015	Total December 31 2014
Balance, beginning of the period	\$ 37.0	\$ 7.4	\$ 44.4	\$ 44.3
Paid during the period	(14.8)	(2.7)	(17.5)	(4.1)
Accretion expense	2.5	0.6	3.1	6.5
Change in fair value excluding accretion	(7.5)	(1.1)	(8.6)	(2.4)
Other	-	-	-	0.1
	17.2	4.2	21.4	44.4
Less: current portion	(1.4)	-	(1.4)	(17.1)
	\$ 15.8	\$ 4.2	\$ 20.0	\$ 27.3

The contingent obligation period relating to the Apex Distribution and Monarch contingent consideration will end on December 31, 2017 and December 31, 2018, respectively. The Company's contingent consideration obligations for Apex Distribution and Monarch are uncapped.

The undiscounted expected cash outflow relating to contingent consideration obligations was estimated to be \$21.2 million (December 31, 2014: \$43.7 million) for Apex Distribution and \$5.9 million (December 31, 2014: \$9.4 million) for Monarch.

b) Deferred compensation includes the long-term portion of the RSU and DSU liabilities. The RSU liabilities that will be paid in 2016 of \$1.1 million were reclassified to current accrued liabilities.

NOTE 17 SEGMENTED INFORMATION

For the purpose of segment reporting, operating segments are 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 reportable 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 off shore.

The Company has segmented its operations on the basis of management reporting and geographic segments in which it operates. For the quarter ended September 30, 2015 the inter-segment revenues from steel distributors to metals service centers were \$15.2 million (2014: \$17.3 million) and for the nine months ended September 30, 2015 were \$44.0 million (2014: \$39.0 million). These revenues, which are at market rates, are eliminated in the following table.

a) *Results by business segment:*

<i>(millions)</i>	Quarters ended September 30		Nine months ended September 30	
	2015	2014	2015	2014
Segment Revenues				
Metals service centers	\$ 369.2	\$ 416.9	\$ 1,154.8	\$ 1,227.8
Energy products	299.6	497.2	953.0	1,308.0
Steel distributors	102.9	122.5	326.9	316.1
	771.7	1,036.6	2,434.7	2,851.9
Other	1.7	2.2	3.9	4.2
	\$ 773.4	\$ 1,038.8	\$ 2,438.6	\$ 2,856.1
Segment Operating Profits				
Metals service centers	\$ 9.7	\$ 22.1	\$ 37.7	\$ 68.7
Energy products	10.8	32.7	47.5	92.5
Steel distributors	2.3	11.8	14.3	26.7
	22.8	66.6	99.5	187.9
Corporate expenses	(4.2)	(4.9)	(12.5)	(15.3)
Other (expense) income	0.4	1.7	(0.3)	0.7
Earnings before finance expense and provision for income taxes	19.0	63.4	86.7	173.3
Finance expense, net	(4.1)	(14.8)	(23.2)	(37.7)
Provision for income taxes	(2.1)	(15.6)	(15.8)	(43.1)
Net earnings	\$ 12.8	\$ 33.0	\$ 47.7	\$ 92.5
Capital Expenditures				
Metals service centers	\$ 9.2	\$ 19.4	\$ 25.1	\$ 30.1
Energy products	0.7	2.1	3.2	6.2
Steel distributors	1.0	0.2	1.2	0.9
	\$ 10.9	\$ 21.7	\$ 29.5	\$ 37.2
Depreciation Expense				
Metals service centers	\$ 5.8	\$ 5.5	\$ 17.1	\$ 16.2
Energy products	1.1	1.3	3.5	3.7
Steel distributors	0.2	0.1	0.5	0.3
Other	-	0.2	0.1	0.6
	\$ 7.1	\$ 7.1	\$ 21.2	\$ 20.8

<i>(millions)</i>	September 30 2015	December 31 2014
Current Identifiable Assets		
Metals service centers	\$ 448.4	\$ 521.2
Energy products	639.7	768.4
Steel distributors	194.6	220.5
	1,282.7	1,510.1
Non-Current Identifiable Assets		
Metals service centers	277.2	261.6
Energy products	195.6	195.9
Steel distributors	7.3	5.8
Total identifiable assets included in segments	1,762.8	1,973.4
Assets not included in segments		
Cash and cash equivalents	94.4	53.4
Income tax assets	11.8	7.7
Deferred financing charges	1.8	1.0
Other assets	5.2	4.9
Corporate and other operating assets	1.3	2.4
Total assets	\$ 1,877.3	\$ 2,042.8
Liabilities		
Metals service centers	\$ 150.0	\$ 184.1
Energy products	156.0	276.0
Steel distributors	12.7	25.9
Total identifiable liabilities included in segments	318.7	486.0
Liabilities not included in segments		
Bank indebtedness	13.6	24.2
Income taxes payable and deferred income tax liabilities	17.2	31.1
Long-term debt	464.8	461.0
Pension and benefits	27.6	26.1
Corporate and other liabilities	26.4	49.4
Total liabilities	\$ 868.3	\$ 1,077.8

b) Results by geographic segment:

<i>(millions)</i>	Quarters ended September 30		Nine months ended September 30	
	2015	2014	2015	2014
Segment Revenues				
Canada	\$ 539.8	\$ 733.9	\$ 1,687.9	\$ 1,976.9
United States	231.9	302.7	746.8	875.0
	\$ 771.7	\$ 1,036.6	\$ 2,434.7	\$ 2,851.9
Segment Operating Profits				
Canada	\$ 26.0	\$ 55.0	\$ 88.7	\$ 144.7
United States	(3.2)	11.6	10.8	43.2
	\$ 22.8	\$ 66.6	\$ 99.5	\$ 187.9

<i>(millions)</i>	September 30 2015	December 31 2014
Identifiable Assets		
Canada	\$ 1,278.1	\$ 1,494.3
United States	484.7	479.1
	\$ 1,762.8	\$ 1,973.4

NOTE 18 FINANCIAL INSTRUMENTS AND RELATED RISK MANAGEMENT

a) *Financial assets and liabilities*

Financial assets and liabilities are as follows:

<i>September 30, 2015 (millions)</i>	Loans and Receivables	Other Financial Liabilities	Total
Cash and cash equivalents	\$ 94.4	\$ -	\$ 94.4
Accounts receivable	443.6	-	443.6
Financial assets	1.8	-	1.8
Bank indebtedness	-	(13.6)	(13.6)
Accounts payables and accrued liabilities	-	(316.5)	(316.5)
Contingent consideration	-	(20.0)	(20.0)
Long-term debt	-	(464.8)	(464.8)
Total	\$ 539.8	\$ (814.9)	\$ (275.1)

<i>December 31, 2014 (millions)</i>	Loans and Receivables	Other Financial Liabilities	Total
Cash and cash equivalents	\$ 53.4	\$ -	\$ 53.4
Accounts receivable	569.3	-	569.3
Financial assets	1.0	-	1.0
Bank indebtedness	-	(24.2)	(24.2)
Accounts payables and accrued liabilities	-	(500.4)	(500.4)
Contingent consideration	-	(27.3)	(27.3)
Long-term debt	-	(461.0)	(461.0)
Total	\$ 623.7	\$ (1,012.9)	\$ (389.2)

The impact of fair value gains and losses from derivative financial instruments on the condensed consolidated statements of earnings was as follows:

<i>(millions)</i>	Quarters ended September 30		Nine months ended September 30	
	2015	2014	2015	2014
Embedded derivatives	\$ (0.3)	\$ 2.3	\$ (0.6)	\$ 1.3
Forward contracts	(0.3)	(1.0)	(0.4)	(0.1)

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 fair value measurements of contingent consideration obligations arising from business combinations were determined by applying the income approach using the probability weighted expected return on assets and a discount rate of 12.9%. The calculation uses unobservable (level 3) inputs including (i) the estimated amount and timing of projected cash flows; (ii) the probability of the achievement of the factors on which the contingency is based; (iii) average net assets; and (iv) the risk-adjusted discount rate used to present value the projected cash flows. Significant changes in any of these inputs in isolation and in aggregate can result in a significantly higher or lower fair value measurement.

The fair values of long-term debt are set forth below.

Carrying Amounts

Amounts recorded in the condensed consolidated statement 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 September 30, 2015 and December 31, 2014 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:

	Primary Debt Instrument		
	Carrying Amount	Fair Value Level 1	Fair Value Level 2
September 30, 2015 (millions)			
6.0% \$300 million Senior Notes due April 19, 2022	\$ 294.9	\$ -	\$ 300.0
7.75% \$174 million Convertible Debentures	169.1	175.1	-
Finance lease obligations	0.8	-	0.8
Total	\$ 464.8	\$ 175.1	\$ 300.8
Current portion	\$ 169.6		
Long-term portion	\$ 295.2		

	Primary Debt Instrument		
	Carrying Amount	Fair Value Level 1	Fair Value Level 2
December 31, 2014 (millions)			
6.0% \$300 million Senior Notes due April 19, 2022	\$ 294.5	\$ -	\$ 301.5
7.75% \$174 million Convertible Debentures	165.4	191.8	-
Finance lease obligations	1.1	-	1.1
Total	\$ 461.0	\$ 191.8	\$ 302.6
Current portion	\$ 0.5		
Long-term portion	\$ 460.5		

c) Credit risk

Credit risk is the risk of financial loss to the Company if the 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 receivable.

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 September 30, 2015, nearly all cash and cash equivalents held were issued by institutions that were R1 High by DBRS;
- ◆ Counterparties to derivative contracts are members of the syndicated banking facility (Note 7);
- ◆ Credit limits minimize exposure to any one customer; and
- ◆ The customer base is geographically diverse and in different industries.

No allowance for credit losses on financial assets was required as of September 30, 2015 and December 31, 2014, other than the allowance for doubtful accounts. As at September 30, 2015, trade accounts receivable greater than 90 days represented less than 5% of trade accounts receivable (December 31, 2014: 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 bank borrowings, net of cash and cash equivalents used to finance working capital which is short-term in nature, is 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 a year to manage foreign exchange risk on certain future committed cash outflows. As at September 30, 2015, the Company had outstanding forward foreign exchange contracts in the amount of US\$5.0 million, maturing in 2015 (December 31, 2014: US\$32.8 million and €11.4 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. Cash is managed by the centralized treasury function and is invested in money market instruments or bank deposits, with durations ranging up to sixty days. A centralized treasury function ensures that the Company maintains funding flexibility by assessing future cash flow expectations and by maintaining its committed borrowing facilities.

As at September 30, 2015, the Company was contractually obligated to make payments under its financial liabilities that come due during the following periods:

<i>(millions)</i>	Accounts Payable	Long-Term Debt Maturities	Long-Term Debt Interest	Operating Lease Obligations	Total
2015	\$ 316.5	\$ 174.3	\$ 10.3	\$ 6.2	\$ 507.3
2016	-	-	18.0	22.2	40.2
2017	-	-	18.0	19.8	37.8
2018	-	-	18.0	13.6	31.6
2019	-	-	18.0	9.8	27.8
2020 and beyond	-	300.0	45.9	30.7	376.6
Total	\$ 316.5	\$ 474.3	\$ 128.2	\$ 102.3	\$ 1,021.3

At September 30, 2015, the Company was contractually obligated to repay its letters of credit under its bank facilities at maturity (Note 7).

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, long-term debt and bank indebtedness, net of cash and cash equivalents. 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 banking facilities.

NOTE 19 CONTINGENCIES, COMMITMENTS AND GUARANTEES

a) *Lawsuits and legal claims*

The Company recognizes contingent loss provisions for losses that are probable when management is able to reasonably estimate the loss. When the estimated loss lies within a range, the Company records a contingent loss provision based on its best estimate of the probable loss. If no particular amount within that range is a better estimate than any other amount, the minimum amount is recorded. Estimates of losses may be developed significantly before the ultimate loss is known, and are revalued each accounting period as additional information becomes known. In instances where the Company is unable to develop a reasonable loss estimate, no contingent loss provision is recorded at that time. A contingent loss provision is recorded when a reasonable estimate can be made. Estimates are reviewed quarterly and revised when expectations change. An outcome that deviates from the Company's estimate may result in an additional expense or income in a future accounting period.

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

The Company and the manufacturer of certain energy products have received notice of a customer claim relating to product that was distributed by the Company between 2010 and 2012. The customer alleges that the product was defective and that the manufacturer did not meet the specifications for the goods distributed by the Company. The Company is currently evaluating the claim but has not been provided with information to make a reliable estimate of any potential liability and consequently no provision has been recorded. The Company intends to vigorously defend against this claim and to assert its rights against the manufacturer.

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.

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 two sites. Decommissioning liabilities have been estimated using discounted cash flow valuation techniques for cleanup costs based on management's best estimates of the amount required to settle the liability.

The Company has asset retirement obligations relating to the land lease for its Thunder Bay Terminal operation 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 has contractual obligations to pay additional consideration for its acquisitions of Apex Distribution and Monarch which is based upon the achievement of performance measures during the first five years of ownership.

NOTE 20 OTHER COMPREHENSIVE INCOME (LOSS)

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

<i>(millions)</i>	Quarters ended		Nine months ended	
	September 30 2015	September 30 2014	September 30 2015	September 30 2014
Tax on items that may not be reclassified to earnings				
Income tax recovery on actuarial losses on pension and similar obligations	\$ 1.1	\$ 1.4	\$ 0.9	\$ 2.3



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