

**The Home Depot Announces Agreement to Acquire Interline Brands**  
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**Bill Lennie Named EVP of Outside Sales and Service**

ATLANTA, July 22, 2015 /PRNewswire/ -- The Home Depot®, the world's largest home improvement retailer, today announced its entry into a definitive agreement to acquire Jacksonville, Fla.-based Interline Brands, Inc., a leading national distributor and direct marketer of broad-line maintenance, repair and operations (MRO) products.

Under the terms of the agreement, The Home Depot will acquire Interline for \$1.625 billion in cash, subject to customary adjustments. The acquisition, which has been approved by the shareholders of Interline, is expected to be completed during The Home Depot's fiscal third quarter, which ends on November 1, 2015. The deal is subject to applicable regulatory approval and other customary closing conditions.

The transaction is expected to be accretive to The Home Depot's earnings in fiscal 2015. The company will provide an update to its fiscal 2015 sales and diluted earnings-per-share growth guidance to include the impact of this transaction when it reports its second quarter financial results on August 18, 2015.

"Addressing the needs of our Pro customers is a top priority for The Home Depot," said Craig Menear, chairman, CEO and president of The Home Depot. "Interline is a well-run company that has achieved impressive financial results over the last few years. With their seasoned leadership team, we will enhance our ability to serve the Pro – both in the store and at any desired location outside of the store – driving significant value for our customers and shareholders."

Interline brings an experienced outside sales force, fulfillment capabilities in the residential MRO market, and an extensive distribution network of more than 90 locations throughout the U.S., Canada and Puerto Rico.

"We're thrilled for our customers and employees that Interline Brands and The Home Depot have agreed to join forces," said Michael Grebe, chairman & CEO, Interline. "We're confident they all will benefit from this next exciting stage in our company's history."

The Home Depot also announced today that Bill Lennie, president, The Home Depot Canada, has been named EVP, Outside Sales and Service. In this newly created post, Lennie will be responsible for leading The Home Depot's Pro, MRO and installation services business, including the integration of Interline.

Under Lennie's leadership, The Home Depot Canada has achieved positive sales comps for the past 14 quarters. His prior responsibilities have included merchandising, global sourcing, proprietary brands, and oversight of Your Other Warehouse (YOW), a plumbing distributor owned by The Home Depot.

"As a 20-plus-year veteran of The Home Depot, Bill brings not only a track record of outstanding accomplishments, but also a breadth of experience from across the organization," said Menear. "Bill is the ideal choice to continue growing these areas of our business."

Lennie will continue to lead The Home Depot Canada until a successor is named.

The Home Depot's financial advisor for this transaction is BofA Merrill Lynch and the company's legal advisor is Cleary Gottlieb Steen & Hamilton LLP.

**About The Home Depot**

The Home Depot is the world's largest home improvement specialty retailer, with 2,270 retail stores in all 50 states, the District of Columbia, Puerto Rico, U.S. Virgin Islands, Guam, 10 Canadian provinces and Mexico. In fiscal 2014, The Home Depot had sales of \$83.2 billion and earnings of \$6.3 billion. The Company employs more than 370,000 associates. The Home Depot's stock is traded on the New York Stock Exchange (NYSE: HD) and is included in the Dow Jones industrial average and Standard & Poor's 500 index.

**About Interline Brands**

Interline Brands, Inc. is a leading distributor and direct marketer with headquarters in Jacksonville, Florida. As one of the largest national distributors of broad-line facilities maintenance, repair and operations products in North America, Interline serves more than 175,000 customer locations and holds leading market positions in the institutional, multi-family housing and residential end-markets. Interline is currently owned by Goldman Sachs Capital Partners, P2 Capital Partners, LLC and management.

*Certain statements contained herein constitute "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements may relate to, among other things, the demand for The Home Depot's and Interline's products and services; net sales growth; comparable store sales; effects of competition; state of the economy; state of the residential construction, housing and home improvement markets; state of the credit markets, including mortgages, home equity loans and consumer credit; demand for credit offerings; inventory and in-stock positions; implementation of store, interconnected retail and supply chain initiatives; management of relationships with The Home Depot's and Interline's suppliers and vendors; the impact and expected outcome of investigations, inquiries, claims and litigation, including those related to The Home Depot's data breach announced in September 2014; issues related to the payment methods The Home Depot accepts and the timing of upgrades and enhancements impacting point of sale devices; continuation of share repurchase programs; net earnings performance; earnings per share; dividend targets; capital allocation and expenditures; liquidity; return on invested capital; expense leverage; stock-based compensation expense; commodity price inflation and deflation; the ability to issue debt on terms and at rates acceptable to The Home Depot; the effect of accounting charges; the effect of adopting certain accounting standards; store openings and closures; guidance for fiscal 2015 and beyond; financial outlook; successful closing of the Interline acquisition; subsequent integration of Interline into The Home Depot's organization and the ability to recognize the anticipated synergies and benefits of the Interline acquisition; and the risk that the required regulatory clearance for the proposed transaction is not obtained, is delayed or is subject to conditions that are not anticipated.*

*Forward-looking statements are based on currently available information and The Home Depot's current assumptions, expectations and projections about future events. You should not rely on these forward-looking statements. These statements are not guarantees of future performance and are subject to future events, risks and uncertainties – many of which are beyond The Home Depot's control or are currently unknown to it – as well as potentially inaccurate assumptions that could cause actual results to differ materially from expectations and projections. These risks and uncertainties include but are not limited to those described in Item 1A, "Risk Factors," and elsewhere in The Home Depot's Annual Report on Form 10-K for the fiscal year ended February 1, 2015 and in its subsequent Quarterly Reports on Form 10-Q.*

*Forward-looking statements speak only as of the date they are made, and The Home Depot does not undertake to update these statements other than as required by law. You are advised, however, to review any further disclosures it makes on related subjects in its periodic filings with the Securities and Exchange Commission.*



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