

Sally Beauty Holdings, Inc.

Form 10-Q

August 05, 2009

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**UNITED STATES**

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 10-Q

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

**FOR THE QUARTERLY PERIOD ENDED: JUNE 30, 2009**

**-OR-**

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

**Commission File No. 1-33145**

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## SALLY BEAUTY HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**3001 Colorado Boulevard  
Denton, Texas**  
(Address of principal executive  
offices)

**36-2257936**

(I.R.S. Employer Identification  
No.)

**76210**

(zip code)

Registrant's telephone number, including area code: **(940) 898-7500**

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.) YES  NO

As of August 3, 2009, there were 182,104,996 shares of the issuer's common stock outstanding.

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In this Quarterly Report, references to the Company, Sally Beauty, our company, we, our, ours and us refer to Sally Beauty Holdings, its consolidated subsidiaries for periods after the separation from Alberto-Culver Company ( Alberto-Culver ) and to Sally Holdings, Inc. and its consolidated subsidiaries for periods prior to the separation from Alberto-Culver unless otherwise indicated or the context otherwise requires.

Cautionary Notice Regarding Forward-Looking Statements

Statements in this report which are not purely historical facts or which depend upon future events may be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

Words such as anticipate, believe, estimate, expect, intend, plan, project, target, can, could, may, should, will, would also identify such forward-looking statements.

Readers are cautioned not to place undue reliance on forward-looking statements as such statements speak only as of the date they were made. Any forward-looking statements involve risks and uncertainties that could cause actual events or results to differ materially from the events or results described in the forward-looking statements, including, but not limited to, risks and uncertainties related to:

- the highly competitive nature of, and the increasing consolidation of, the beauty products distribution industry;
- anticipating changes in consumer preferences and buying trends and managing our product lines and inventory;
- potential fluctuation in our same store sales and quarterly financial performance;
- our dependence upon manufacturers who may be unwilling or unable to continue to supply products to us;
- the possibility of material interruptions in the supply of beauty supply products by our manufacturers;
- products sold by us being found to be defective in labeling or content;

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- compliance with laws and regulations or becoming subject to additional or more stringent laws and regulations;
- product diversion;
- the operational and financial performance of our Armstrong McCall, L.P. business;
- the success of our new internet-based business;
- successfully identifying acquisition candidates or successfully completing desirable acquisitions;
- integrating businesses acquired in the future;
- opening and operating new stores profitably;
- the impact of a continued downturn in the economy upon our business;
- the success of our cost control plans;
- protecting our intellectual property rights, specifically our trademarks;
- conducting business outside the United States;
- disruption in our information technology systems;
- natural disasters or acts of terrorism;

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- the preparedness of our accounting and other management systems to meet financial reporting and other requirements and the upgrade of our existing financial reporting system;
- being a holding company, with no operations of our own, and depending on our subsidiaries for cash;
- our substantial indebtedness;
- the possibility that we may incur substantial additional debt;
- restrictions and limitations in the agreements and instruments governing our debt;
- generating the significant amount of cash needed to service all of our debt and refinancing all or a portion of our indebtedness or obtaining additional financing;



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- changes in interest rates increasing the cost of servicing our debt or increasing our interest expense due to our interest rate swap agreements;
- the potential impact on us if the financial institutions we deal with become impaired;
- the representativeness of our historical consolidated financial information with respect to our future financial position, results of operations or cash flows;
- our reliance upon Alberto-Culver for the accuracy of certain historical services and information;
- the share distribution of Alberto-Culver common stock in our separation from Alberto-Culver not constituting a tax-free distribution;
- actions taken by certain large stockholders adversely affecting the tax-free nature of the share distribution of Alberto-Culver common stock;
- the voting power of our largest stockholder discouraging third party acquisitions of us at a premium; and
- the interests of our largest stockholder differing from the interests of other holders of our common stock.

Additional factors that could cause actual events or results to differ materially from the events or results described in the forward-looking statements can be found in our Annual Report on Form 10-K for the fiscal year ended September 30, 2008, as filed with the Securities and Exchange Commission. The events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. As a result, our actual results may differ materially from the results contemplated by these forward-looking statements. We assume no obligation to publicly update or revise any forward-looking statements.

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**WHERE YOU CAN FIND MORE INFORMATION**

Sally Beauty's quarterly financial results and other important information are available by calling the Investor Relations Department at (940) 297-3877.

**Sally Beauty maintains a website at [www.sallybeautyholdings.com](http://www.sallybeautyholdings.com) where investors and other interested parties may obtain, free of charge, press releases and other information as well as gain access to our periodic filings with the SEC. The information contained on this website does not constitute part of this Quarterly Report on Form 10-Q.**

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**PART I FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

The following are our consolidated balance sheets as of June 30, 2009 and September 30, 2008, our consolidated statements of earnings for the three and nine months ended June 30, 2009 and 2008 and our consolidated statements of cash flows for the nine months ended June 30, 2009 and 2008. In November 2006, Sally Holdings, Inc. was converted to a Delaware limited liability company, was renamed Sally Holdings LLC and became an indirect wholly-owned subsidiary of Sally Beauty Holdings, Inc. in connection with our separation from the Alberto-Culver Company ( Alberto-Culver ). In these financial statements and elsewhere in this Quarterly Report on Form 10-Q, we refer to these transactions as the Separation Transactions. See the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2008 for additional information about the Separation Transactions.

Table of Contents**SALLY BEAUTY HOLDINGS, INC. AND SUBSIDIARIES**

## Consolidated Statements of Earnings

(In thousands, except per share data)

(Unaudited)

|   | Three Months Ended<br>June 30, |            | Nine Months Ended<br>June 30, |              |
|---|--------------------------------|------------|-------------------------------|--------------|
|   | 2009                           | 2008       | 2009                          | 2008         |
| Net sales                                       | \$ 673,337                     | \$ 676,830 | \$ 1,960,424                  | \$ 1,975,963 |
| Cost of products sold and distribution expenses | 355,492                        | 361,764    | 1,036,923                     | 1,056,304    |
| Gross profit                                    | 317,845                        | 315,066    | 923,501                       | 919,659      |
| Selling, general and administrative expenses    |                                |            |                               |              |
| (a)   | 223,982                        | 226,673    | 667,930                       | 672,303      |
| Depreciation and amortization                   | 11,642                         | 11,806     | 34,860                        | 35,379       |
| Operating earnings                              | 82,221                         | 76,587     | 220,711                       | 211,977      |
| Interest expense, net (b)                       | 31,050                         | 29,889     | 102,692                       | 124,015      |
| Earnings before provision for income taxes      | 51,171                         | 46,698     | 118,019                       | 87,962       |
| Provision for income taxes                      | 19,682                         | 17,339     | 45,876                        | 31,864       |
| Net earnings                                    | \$ 31,489                      | \$ 29,359  | \$ 72,143                     | \$ 56,098    |
| Net earnings per share:                         |                                |            |                               |              |
| Basic   | \$ 0.17                        | \$ 0.16    | \$ 0.40                       | \$ 0.31      |
| Diluted   | \$ 0.17                        | \$ 0.16    | \$ 0.39                       | \$ 0.31      |
| Weighted average shares:                        |                                |            |                               |              |
| Basic   | 181,715                        | 181,268    | 181,658                       | 181,132      |
| Diluted   | 183,748                        | 182,837    | 183,183                       | 182,775      |

(a) Selling, general and administrative expenses include share-based compensation of \$1.6 million and \$1.5 million for the three months ended June 30, 2009 and 2008, and \$6.8 million and \$8.7 million for the nine months ended June 30, 2009 and 2008, respectively.

(b) Interest expense is net of interest income of \$0.1 million and \$0.2 million for the three months ended June 30, 2009 and 2008, and \$0.3 million and \$0.6 million for the nine months ended June 30, 2009 and 2008, respectively. Interest expense includes non-cash income of \$2.5 million and \$7.6 million for the three months ended June 30, 2009 and 2008 of marked-to-market adjustments related to certain interest rate swaps, and non-cash income of \$1.7 million and non-cash expense of \$6.6 million related to these adjustments for the nine months ended June 30, 2009 and 2008, respectively.

The accompanying condensed notes, together with the Notes to Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2008, are an integral part of these financial statements.



Table of Contents**SALLY BEAUTY HOLDINGS, INC. AND SUBSIDIARIES**

## Consolidated Balance Sheets

(In thousands, except par value data)

|   | June 30,<br>2009<br>(Unaudited) | September 30,<br>2008 |
|---|---------------------------------|-----------------------|
| <b>Assets</b>   |                                 |                       |
| Current assets:   |                                 |                       |
| Cash and cash equivalents   | \$ 105,942                      | \$ 99,788             |
| Trade accounts receivable, less allowance for doubtful accounts of \$2,265 at June 30, 2009 and \$2,702 at September 30, 2008   | 39,234                          | 44,481                |
| Other receivables   | 24,169                          | 22,692                |
| Inventories   | 559,559                         | 598,195               |
| Prepaid expenses  | 21,618                          | 19,748                |
| Deferred income tax assets  | 20,808                          | 20,742                |
| Total current assets  | 771,330                         | 805,646               |
| Property and equipment, net of accumulated depreciation of \$257,040 at June 30, 2009 and \$243,185 at September 30, 2008   | 149,096                         | 156,260               |
| Goodwill  | 422,654                         | 424,963               |
| Intangible assets, net of accumulated amortization of \$22,736 at June 30, 2009 and \$18,203 at September 30, 2008  | 80,191                          | 85,434                |
| Other assets  | 41,626                          | 54,720                |
| Total assets  | \$ 1,464,897                    | \$ 1,527,023          |
| <b>Liabilities and Stockholders Deficit</b>   |                                 |                       |
| Current liabilities:  |                                 |                       |
| Current maturities of long-term debt  | \$ 1,323                        | \$ 100,601            |
| Accounts payable  | 207,595                         | 171,962               |
| Accrued expenses  | 137,835                         | 154,708               |
| Income taxes  | 4,118                           | 11,177                |
| Total current liabilities   | 350,871                         | 438,448               |
| Long-term debt  | 1,695,794                       | 1,724,684             |
| Other liabilities   | 31,428                          | 23,711                |
| Deferred income tax liabilities   | 31,964                          | 37,256                |
| Total liabilities   | 2,110,057                       | 2,224,099             |
| Stock options subject to redemption   | 5,535                           | 5,884                 |
| Stockholders deficit:   |                                 |                       |
| Common stock, \$0.01 par value. Authorized 400,000 shares; 182,107 and 181,812 shares issued and 181,754 and 181,516 shares outstanding at June 30, 2009 and September 30, 2008, respectively | 1,818                           | 1,815                 |
| Additional paid-in capital  | 629,751                         | 622,511               |
| Retained deficit  | (1,263,832)                     | (1,335,975)           |
| Treasury stock, 5 shares  | (22)                            |                       |
| Accumulated other comprehensive (loss) income   | (18,410)                        | 8,689                 |
| Total stockholders deficit  | (650,695)                       | (702,960)             |
| Total liabilities and stockholders deficit  | \$ 1,464,897                    | \$ 1,527,023          |

The accompanying condensed notes, together with the Notes to Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2008, are an integral part of these financial statements.



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## Consolidated Statements of Cash Flows

(In thousands)

(Unaudited)

|   | Nine Months Ended |            |
|---|-------------------|------------|
|   | June 30,          |            |
|   | 2009              | 2008       |
| <b>Cash Flows from Operating Activities:</b>  |                   |            |
| Net earnings  | \$ 72,143         | \$ 56,098  |
| Adjustments to reconcile net earnings to net cash provided by operating activities:                   |                   |            |
| Depreciation and amortization   | 34,860            | 35,379     |
| Share-based compensation expense (net of deferred tax benefit of \$1,981 in 2009 and \$2,250 in 2008) | 4,818             | 6,467      |
| Amortization of deferred financing costs  | 6,289             | 6,360      |
| Excess tax shortfall (benefit) from share-based compensation  | 204               | (253)      |
| Net (gain) loss on disposal of leaseholds and other property  | (66)              | 146        |
| Loss on extinguishment of debt  | 715               |            |
| Deferred income taxes   | 2,487             | 3,161      |
| Changes in (exclusive of effects of acquisitions):  |                   |            |
| Trade accounts receivable   | 3,986             | 6,381      |
| Other receivables   | (1,942)           | (3,319)    |
| Inventories   | 30,683            | (30,121)   |
| Prepaid expenses  | (2,259)           | (6,112)    |
| Other assets  | 571               | 181        |
| Accounts payable and accrued expenses   | 24,008            | (38,946)   |
| Income taxes  | (6,538)           | (79)       |
| Other liabilities   | (5,972)           | 9,290      |
| Net cash provided by operating activities   | 163,987           | 44,633     |
| <b>Cash Flows from Investing Activities:</b>  |                   |            |
| Capital expenditures  | (26,290)          | (35,727)   |
| Proceeds from sale of property and equipment  | 147               | 255        |
| Acquisitions, net of cash acquired  | (1,987)           | (48,201)   |
| Net cash used by investing activities   | (28,130)          | (83,673)   |
| <b>Cash Flows from Financing Activities:</b>  |                   |            |
| Change in book cash overdraft   | (1,586)           | 5,008      |
| Proceeds from issuance of long-term debt  | 95,104            | 394,334    |
| Repayments of long-term debt  | (223,267)         | (366,619)  |
| Proceeds from exercises of stock options  | 491               | 614        |
| Excess tax (shortfall) benefit from share-based compensation  | (204)             | 253        |
| Purchase of treasury stock  | (22)              |            |
| Net cash (used) provided by financing activities  | (129,484)         | 33,590     |
| Effect of foreign exchange rate changes on cash and cash equivalents                                  | (219)             | 902        |
| Net increase (decrease) in cash and cash equivalents  | 6,154             | (4,548)    |
| Cash and cash equivalents, beginning of period  | 99,788            | 38,272     |
| Cash and cash equivalents, end of period  | \$ 105,942        | \$ 33,724  |
| <b>Supplemental Cash Flow Information:</b>  |                   |            |
| Cash paid for:  |                   |            |
| Interest  | \$ 116,995        | \$ 131,078 |
| Income taxes  | \$ 50,817         | \$ 32,326  |



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The accompanying condensed notes, together with the Notes to Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2008, are an integral part of these financial statements.

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Sally Beauty Holdings, Inc. and Subsidiaries

Condensed Notes to Consolidated Financial Statements

***1. Description of Business and Basis of Presentation***

Description of Business

Sally Beauty Holdings, Inc. and its consolidated subsidiaries ( Sally Beauty or the Company ) sell professional beauty supplies, primarily through its Sally Beauty Supply retail stores in the U.S., Puerto Rico, Mexico, Canada, the United Kingdom and certain other countries in Europe. Additionally, the Company distributes professional beauty products to salons and professional cosmetologists through its Beauty Systems Group ( BSG ) store operations and a commissioned direct sales force that calls on salons in the U.S., Canada, the United Kingdom and certain other countries in Europe, and to franchises in the southern and southwestern U.S. and in Mexico through the operations of its subsidiary Armstrong McCall, L.P. ( Armstrong McCall ). Certain beauty products sold by BSG and Armstrong McCall are sold through exclusive territory agreements with the manufacturers of the products.

In November 2006, the stockholders of Alberto-Culver approved a plan to separate its consumer products business and its Sally Beauty Supply/BSG distribution business into two separate, publicly-traded companies. Sally Holdings, Inc. ( Sally Holdings ) was a wholly-owned subsidiary of Alberto-Culver until November 16, 2006, when it was converted to a Delaware limited liability company, was renamed Sally Holdings LLC, and became an indirect wholly-owned subsidiary of Sally Beauty. Sally Beauty was formed in June 2006 and became the accounting successor company to Sally Holdings upon the completion of the Separation Transactions. Please see the Company s Annual Report on Form 10-K for the fiscal year ended September 30, 2008 for more information about the Separation Transactions.

Basis of Presentation

The consolidated interim financial statements include the accounts of the Company and its subsidiaries. All significant inter-company accounts and transactions have been eliminated in consolidation. In the opinion of management, these consolidated financial statements reflect all adjustments which are of a normal recurring nature and which are necessary to present fairly the consolidated financial position as of June 30, 2009 and September 30, 2008, the consolidated results of operations for the three and nine months ended June 30, 2009 and 2008 and the consolidated cash flows for the nine months ended June 30, 2009 and 2008.

All references in these notes to management are to the management of Sally Beauty. All references in these notes to the Company are to Sally Beauty and, prior to November 16, 2006, Sally Holdings.

## 2. Significant Accounting Policies

### *Accounting Principles*

The consolidated interim financial statements included herein are unaudited and have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission ( SEC ). Certain information and note disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States ( GAAP ) have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading. These consolidated interim financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2008. The Company adheres to the same accounting policies in the preparation of its interim financial statements. As permitted under GAAP, interim accounting for certain expenses, including income taxes, is based on full year assumptions. Such amounts are expensed in full in the year incurred. For interim financial reporting purposes, income taxes are recorded based upon estimated annual effective income tax rates.

The results of operations for these interim periods are not necessarily indicative of the results that may be expected for any future interim period or the entire fiscal year.

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Sally Beauty Holdings, Inc. and Subsidiaries

Condensed Notes to Consolidated Financial Statements

The Company's financial instruments consist of cash and cash equivalents, trade and other accounts receivable, accounts payable, interest rate swap agreements and long-term debt. There were no significant changes in the methods and significant assumptions used to estimate the fair value of the Company's financial instruments since September 30, 2008.

The carrying amounts of cash and cash equivalents, trade and other accounts receivable and accounts payable approximate fair value due to the short-term nature of these financial instruments.

The aggregate fair value of all interest rate swap agreements held at June 30, 2009 was a net liability of \$19.7 million, consisting of \$5.9 million included in accrued expenses and \$13.8 million included in other liabilities. Fair value amounts reported for the swap agreements are based on third-party information and were determined using proprietary models based upon well-recognized financial principles and reasonable estimates about relevant future market conditions. Please see *Recent Accounting Pronouncements* below.

***At June 30, 2009, the fair value of the Company's long-term debt (including capital leases) was approximately \$1,630.2 million while the carrying amount in the Company's consolidated balance sheet was \$1,697.1 million. The fair values of the Company's long-term borrowings are based on quoted market prices where available or, if not available, based on discounted future cash flows using current market interest rates.***

***Recent Accounting Pronouncements***

In May 2009, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards ( SFAS ) No. 165, *Subsequent Events* ( SFAS 165 ). SFAS 165 establishes standards of accounting for and disclosure of transactions and events that occur after the balance sheet date but before the financial statements are issued. This statement requires the disclosure, among other things, of the date through which an entity has evaluated subsequent events and whether that date is the date the financial statements were issued or the date the financial statements were available to be issued. SFAS 165 must be applied prospectively for interim and annual periods ended after June 15, 2009. Accordingly, the Company adopted the provisions of SFAS 165 effective for the quarter ended June 30, 2009. In connection therewith, the Company has evaluated all material transactions and events through August 05, 2009, the date this Quarterly Report was filed with the SEC.

The Company adopted the provisions of SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities*, an Amendment of FASB Statement No. 133 ( SFAS 161 ) effective on January 1, 2009. SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities* ( SFAS 133 ), establishes, among other things, the disclosure requirements for derivative instruments and for hedging activities. SFAS 161 amended and expanded those disclosures to also require qualitative disclosures about a reporting entity's objectives and strategies for using derivative instruments, quantitative disclosures about the fair value of and gains and losses on derivative instruments and disclosures about any credit-risk-related contingent features contained in the derivative instruments. SFAS 161 also requires companies to disclose information about

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how derivatives and related hedges are accounted for under SFAS 133 and how the hedges affect the entity's financial position, financial performance and cash flows, including the location and amounts of derivative instruments in the entity's financial statements.

As required by SFAS 133, as amended, the Company records all derivative instruments on its balance sheet at fair value. The accounting for changes in the fair value of derivative instruments depends on the intended use of the derivative, whether the Company has elected to designate a derivative instrument in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivative instruments designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the impact on earnings of the hedged transaction or transactions. The Company may from time to time enter into derivative contracts that are intended to hedge certain economic risks even though hedge accounting does not apply or the Company elects not to apply hedge accounting to such derivative contracts. Please see Note 8 for more details about the Company's derivative instruments and hedging activities as of June 30, 2009.

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### Sally Beauty Holdings, Inc. and Subsidiaries

#### Condensed Notes to Consolidated Financial Statements

The Company adopted the provisions of SFAS No. 157, *Fair Value Measurements* ( SFAS 157 ), as it relates to its financial instruments, effective on October 1, 2008. SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. This statement does not require any new fair value measurements; rather, it amends other accounting pronouncements that require or permit fair value measurements. SFAS 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. SFAS 157 establishes a three-level hierarchy for measuring fair value and requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

This valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability on the measurement date. The three levels of that hierarchy are defined as follows:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities

Level 2 - Unadjusted quoted prices in active markets for similar assets or liabilities; or unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs other than quoted prices that are observable for the asset or liability; or inputs that are derived principally from or corroborated by observable market data

Level 3 - Unobservable inputs for the asset or liability

The Company measures certain financial assets and liabilities at fair value on a recurring basis, including interest rate swaps. The Company has determined that the majority of the inputs used to value its interest rate swaps fall within Level 2 of the valuation hierarchy.

In accordance with SFAS 157, the Company categorized certain of its financial assets and liabilities based on priority of the inputs to the valuation technique for the instruments, as follows (in thousands):

|                                | As of June 30, 2009 |           |         |  |         |           |         |  |
|--------------------------------|---------------------|-----------|---------|--|---------|-----------|---------|--|
|                                | Total               |           | Level 1 |  | Level 2 |           | Level 3 |  |
| Liabilities                    |                     |           |         |  |         |           |         |  |
| Long-term debt (1)             | \$                  | 1,630,195 |         |  | \$      | 1,630,195 |         |  |
| Hedged interest rate swaps (1) |                     | 13,759    |         |  |         | 13,759    |         |  |

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|                                    |    |           |  |  |  |       |           |  |
|------------------------------------|----|-----------|--|--|--|-------|-----------|--|
| Non-hedged interest rate swaps (1) |    | 5,940     |  |  |  | 5,940 |           |  |
| Total                              | \$ | 1,649,894 |  |  |  | \$    | 1,649,894 |  |

(1) Fair value calculated using internal models based on market observable inputs, including market interest rates.

In April 2009, the FASB issued FSP-FAS No. 107-1 and APB 28-1, *Disclosures about Fair Value of Financial Instruments* ( FAS No. 107-1/APB 28-1 ). This FSP extends to interim periods certain disclosures about fair value of financial instruments for publicly traded companies and amends APB Opinion No. 28, *Interim Financial Reporting*, to require those disclosures in summarized financial information at interim reporting periods. This FSP is effective for interim reporting periods ending after June 15, 2009. The Company's adoption of FAS No. 107-1/APB 28-1 did not have a material effect on the Company's consolidated financial position, results of operations or cash flows.

We have not yet adopted and are currently assessing any potential effect of the following pronouncements on our consolidated financial statements:

In June 2009, the FASB issued SFAS No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles*, a replacement of SFAS No. 162 ( SFAS 168 ). SFAS 168

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identifies the previously issued accounting standards that are considered authoritative generally accepted accounting principles in the U.S., repeals SFAS No. 162, *The Hierarchy of Generally Accounting Principles*, and replaces all previously issued accounting pronouncements of the FASB, and its predecessor rule-making bodies, with the FASB Accounting Standards Codification. SFAS 168 is effective prospectively for reporting periods ending after September 15, 2009.

In April 2008, the FASB issued FSP-FAS No. 142-3, *Determination of the Useful Life of Intangible Assets* ( FAS 142-3 ). FAS 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, *Goodwill and Other Intangible Assets* ( SFAS 142 ). The objective of the Staff Position is to improve the consistency between the useful life of a recognized intangible asset under SFAS 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS No. 141 (Revised 2007): *Business Combinations* ( SFAS 141R ) and other GAAP. FAS 142-3 is effective for fiscal years beginning after December 15, 2008. Early application is not permitted.

In December 2007, the FASB issued SFAS No. 141(Revised 2007), *Business Combinations* ( SFAS 141R ). Among other things, SFAS 141R generally requires that an acquirer recognize the assets acquired and liabilities assumed measured at their full fair values on the acquisition date. This practice replaces the practice, under predecessor SFAS 141: *Business Combinations*, of allocating the cost of an acquisition to the individual assets acquired and liabilities assumed based on their relative estimated fair values. SFAS 141R further requires that acquisition-related costs be recognized separately from the related acquisition. SFAS 141R must be applied prospectively to business combinations consummated on or after the first annual reporting period beginning on or after December 15, 2008. Early application is not permitted.

In April 2009, the FASB issued FSP-FAS No. 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies* ( FAS 141(R)-1 ). This FSP amends and clarifies SFAS 141R and applies to assets acquired and liabilities assumed that arise from contingencies in a business combination. FAS 141(R)-1 must also be applied prospectively to business combinations consummated on or after the first annual reporting period beginning on or after December 15, 2008. Early application is not permitted.

### 3. Net Earnings Per Share

Basic net earnings per share is calculated by dividing net earnings by the weighted-average number of shares of common stock outstanding during the period. Diluted net earnings per share is calculated similarly but includes potential dilution from the exercise of stock options and stock awards, except when the effect would be anti-dilutive.

The following table sets forth the computations of basic and diluted earnings per share (in thousands, except per share data):



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|                                       | Three Months Ended |           | Nine Months Ended |           |
|---------------------------------------|--------------------|-----------|-------------------|-----------|
|                                       | June 30,           |           | June 30,          |           |
|                                       | 2009               | 2008      | 2009              | 2008      |
| Net earnings                          | \$ 31,489          | \$ 29,359 | \$ 72,143         | \$ 56,098 |
| Total weighted-average basic shares   | 181,715            | 181,268   | 181,658           | 181,132   |
| Dilutive securities:                  |                    |           |                   |           |
| Stock option and stock award programs | 2,033              | 1,569     | 1,525             | 1,643     |
| Total weighted-average diluted shares | 183,748            | 182,837   | 183,183           | 182,775   |
| Earnings per share:                   |                    |           |                   |           |
| Basic                                 | \$ 0.17            | \$ 0.16   | \$ 0.40           | \$ 0.31   |
| Diluted                               | \$ 0.17            | \$ 0.16   | \$ 0.39           | \$ 0.31   |

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## Condensed Notes to Consolidated Financial Statements

At June 30, 2009, options to purchase 6,474,296 shares of the Company's common stock were outstanding but not included in the computation of diluted earnings per share, since these options' exercise prices, ranging from \$7.42 to \$9.66, were greater than the average market price per share of the Company's common stock during the three and nine month periods ended on June 30, 2009. At June 30, 2008, options to purchase 6,740,894 shares of the Company's common stock were outstanding but not included in the computation of diluted earnings per share, since these options' exercise prices, ranging from \$8.34 to \$9.66, were greater than the average market price per share of the Company's common stock during the three and nine month periods ended on June 30, 2008.

**4. Comprehensive Income (Loss)**

Comprehensive income (loss) consists of net earnings, foreign currency translation adjustments and deferred gains on interest rate swaps as follows (in thousands):

|   | Three Months Ended June 30, |        |      |        | Nine Months Ended June 30, |          |      |         |
|---|-----------------------------|--------|------|--------|----------------------------|----------|------|---------|
|   | 2009                        |        | 2008 |        | 2009                       |          | 2008 |         |
| Net earnings                                    | \$                          | 31,489 | \$   | 29,359 | \$                         | 72,143   | \$   | 56,098  |
| Other comprehensive income (loss) adjustments:  |                             |        |      |        |                            |          |      |         |
| Foreign currency translation adjustments (a)    |                             | 21,653 |      | 1,425  |                            | (17,857) |      | (1,305) |
| Deferred (gain) loss on interest rate swaps (b) |                             | 2,968  |      | 2,210  |                            | (9,241)  |      | 2,210   |
| Comprehensive income                            | \$                          | 56,110 | \$   | 32,994 | \$                         | 45,045   | \$   | 57,003  |

(a) There were no income tax amounts related to foreign currency translation adjustments recorded in other comprehensive income (loss) for the three and nine months ended June 30, 2009 and 2008.

(b) Amounts are net of income tax expense of \$1.9 million and \$1.4 million for the three months ended June 30, 2009 and 2008, and an income tax benefit of \$5.8 million and income tax expense of \$1.4 million for the nine months ended June 30, 2009 and 2008, respectively.

**5. Share-Based Payments**

The Company accounts for stock option and stock award plans, which we refer to as share-based payment plans, in accordance with SFAS 123(R), *Share-Based Payment*. Accordingly, the Company measures the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award and recognizes compensation expense on a straight-line basis over the vesting period or to the date a participant becomes eligible for retirement, if earlier. During fiscal year 2007, the Company adopted the Sally Beauty Holdings 2007 Omnibus Incentive Plan (the 2007 Plan), a share-based compensation plan which allows for the issuance of up to 10.0 million shares of the Company's common stock.

The Company granted approximately 2.7 million and 2.6 million stock options to its employees and consultants during the nine months ended June 30, 2009 and 2008, respectively, under the 2007 Plan. Upon issuance of such grants, the Company recognized accelerated share-based compensation expense of \$2.0 million and \$3.1 million in the first quarter of fiscal years 2009 and 2008, respectively, in connection with certain retirement eligible employees who are eligible to continue vesting awards upon retirement under the terms of the 2007 Plan.

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The following table presents the total compensation cost charged against income and included in selling, general and administrative expenses for share-based compensation arrangements and the related tax benefits recognized in our statements of earnings (in thousands):

|  | Three Months Ended |       |          |       | Nine Months Ended |       |          |       |
|--|--------------------|-------|----------|-------|-------------------|-------|----------|-------|
|  | June 30,           |       | June 30, |       | June 30,          |       | June 30, |       |
|  | 2009               | 2008  | 2009     | 2008  | 2009              | 2008  | 2009     | 2008  |
| Share-based compensation expense                               | \$                 | 1,604 | \$       | 1,507 | \$                | 6,799 | \$       | 8,717 |
| Income tax benefit related to share-based compensation expense | \$                 | 501   | \$       | 13    | \$                | 1,981 | \$       | 2,250 |

**Stock Options**

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Each option has an exercise price that equals 100% of the market price of the Company's common stock on the date of grant and generally has a maximum term of 10 years. Options generally vest ratably over a four year period and are generally subject to forfeiture until the four year vesting period is complete, subject to certain retirement provisions of the 2007 Plan.

The following table presents a summary of the activity for the Company's stock option plans for the nine months ended June 30, 2009:

|                                   | Number of Outstanding Options (in thousands) | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term (in years) | Aggregate Intrinsic Value (in thousands) |
|-----------------------------------|--|---------------------------------|--|--|
| Outstanding at September 30, 2008 | 8,272  | \$ 8.01                         |  |  |
| Granted                           | 2,707  | 5.23                            |  |  |
| Exercised                         | (177)  | 2.00                            |  |  |
| Forfeited or expired              | (445)  | 8.55                            |  |  |
| Outstanding at June 30, 2009      | 10,357                                       | \$ 7.37                         | 7.9  | \$ 8,399                                 |
| Exercisable at June 30, 2009      | 3,881  | \$ 7.03                         | 6.9  | \$ 5,421                                 |

The following table summarizes information about stock options under the Company's option plans at June 30, 2009:

| Range of Exercise Prices | Options Outstanding                                |  |                                 |  | Options Exercisable                                |                                 |  |  |
|--------------------------|--|--|---------------------------------|--|--|---------------------------------|--|--|
|                          | Number Outstanding at June 30, 2009 (in thousands) | Weighted Average Remaining Contractual Term (in years) | Weighted Average Exercise Price |  | Number Exercisable at June 30, 2009 (in thousands) | Weighted Average Exercise Price |  |  |
| \$2.00                   | 1,243  | 5.0  | \$ 2.00                         |  | 1,243  | \$ 2.00                         |  |  |
| \$4.79 - 9.66            | 9,114  | 8.3  | 8.10                            |  | 2,638  | 9.40                            |  |  |
| Total                    | 10,357   | 7.9  | \$ 7.37                         |  | 3,881  | \$ 7.03                         |  |  |

The Company uses the Black-Scholes option pricing model to value the Company's stock options for each stock option award. Using this option pricing model, the fair value of each stock option award is estimated on the date of grant. The fair value of the Company's stock option awards, which generally vest ratably over a four year period, is expensed on a straight-line basis over the vesting period of the stock options or to the date a participant becomes eligible for retirement, if earlier.

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The weighted average assumptions relating to the valuation of the Company's stock options are as follows:

|                           | <b>Nine Months Ended June 30,</b> |             |
|---------------------------|-----------------------------------|-------------|
|                           | <b>2009</b>                       | <b>2008</b> |
| Expected lives (in years) | 5.0                               | 5.0         |
| Expected volatility       | 47.9%                             | 37.5%       |
| Risk-free interest rate   | 2.6%                              | 4.0%        |
| Dividend yield            | 0.0%                              | 0.0%        |

The expected life of options represents the period of time that the options granted are expected to be outstanding and is based on historical experience of employees of the Company who have been granted stock options, including grants under stock option plans of Alberto-Culver prior to the Separation Transactions. Expected volatility is derived using the average volatility of both the Company and similar companies (based on industry sector) since it is not practicable to estimate the Company's expected volatility on a stand-alone basis due to a lack of sufficient trading history. The risk-free interest rate is based on the zero-coupon U.S. Treasury issue as of the date of the grant. Since the Company does not currently expect to pay dividends, the dividend yield is 0%.

The weighted average fair value of the stock options issued, in the nine months ended June 30, 2009 and 2008 to the Company's grantees at the date of grant was \$2.33 and \$3.46 per option, respectively. The total intrinsic value of options exercised during the nine months ended June 30, 2009 was \$0.5 million. Cash proceeds from these option exercises were \$0.5 million and the tax benefit realized for the tax deductions from these option exercises was \$0.2 million.

At June 30, 2009, approximately \$10.7 million of total unrecognized compensation costs related to non-vested stock option awards are expected to be recognized over the weighted average period of 2.5 years.

**Stock Awards**



**Restricted Stock Awards**

A restricted stock award is an award of shares of the Company's common stock (which have full voting rights but are restricted with regard to sale or transfer), the restrictions over which lapse ratably over a specified period of time (generally five years). Restricted stock awards are independent of stock option grants and are generally subject to forfeiture if employment terminates prior to these restrictions lapsing, subject to certain retirement provisions of the 2007 Plan.

The Company expenses the cost of the restricted stock awards, which is determined to be the fair value of the restricted stock award at the date of grant, on a straight-line basis over the period (the vesting period) in which the restrictions on these stock awards lapse (vesting). For these purposes, the fair value of the restricted stock award is determined based on the closing price of the Company's common stock on the grant date.

The following table presents a summary of the activity for the Company's restricted stock awards for the nine months ended June 30, 2009:

|                                  | Number of<br>Shares (in<br>thousands) | Weighted<br>Average Fair<br>Value Per Share | Weighted<br>Average<br>Remaining<br>Vesting Term<br>(in years) |
|----------------------------------|---------------------------------------|---|--|
| <b>Restricted Stock Awards</b>   |                                       |   |  |
| Non-vested at September 30, 2008 | 296                                   | \$ 8.44                                     | 3.8  |
| Granted                          | 123                                   | 5.17  |  |
| Vested                           | (61)                                  | 8.54  |  |
| Forfeited                        |                                       |   |  |
| Non-vested at June 30, 2009      | 358                                   | \$ 7.30                                     | 3.6  |

At June 30, 2009, approximately \$2.2 million of total unrecognized compensation costs related to non-vested restricted stock awards are expected to be recognized over the weighted average period of 3.6 years.



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**Restricted Stock Units ( RSUs )**

The Company grants RSUs which generally vest less than one year from the date of grant pursuant to the 2007 Plan. To date, the Company has only granted RSU awards to its non-employee directors. RSUs represent an unsecured promise of the Company to issue shares of common stock of the Company. Upon vesting, such RSUs are retained by the Company as deferred stock units that are not distributed until six months after the independent director's service as a director terminates. RSUs are independent of stock option grants and are generally subject to forfeiture if service terminates prior to the vesting of the units. Participants have no voting rights with respect to non-vested RSUs.

The Company expenses the cost of the RSUs (which is determined to be the fair value of the RSUs at the date of grant) on a straight-line basis over the vesting period (generally less than one year). For these purposes, the fair value of the RSU is determined based on the closing price of the Company's common stock on the grant date.

The following table presents a summary of the activity for the Company's RSUs for the nine months ended June 30, 2009:

|                                  | Number of Shares (in thousands) | Weighted Average Fair Value Per Share | Weighted Average Remaining Vesting Term (in years) |
|----------------------------------|---------------------------------|---------------------------------------|--|
| <b>Restricted Stock Units</b>    |                                 |                                       |  |
| Non-vested at September 30, 2008 |                                 | \$                                    |  |
| Granted                          | 94                              | 5.24                                  |  |
| Vested                           |                                 |                                       |  |
| Forfeited                        |                                 |                                       |  |
| Non-vested at June 30, 2009      | 94                              | \$ 5.24                               | 0.3  |

At June 30, 2009, approximately \$0.1 million of total unrecognized compensation costs related to non-vested RSUs are expected to be recognized over the weighted average period of 0.3 years.

**6. Goodwill and Other Intangibles**

The change in the carrying amounts of goodwill by operating segment for the nine months ended June 30, 2009 is as follows (in thousands):

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|  | Sally Beauty<br>Supply |         | Beauty Systems<br>Group |         | Total      |
|--|------------------------|---------|-------------------------|---------|------------|
| Balance at September 30, 2008                | \$                     | 65,188  | \$                      | 359,775 | \$ 424,963 |
| Additions, net of purchase price adjustments |                        | 3,983   |                         | 243     | 4,226      |
| Foreign currency translation                 |                        | (2,572) |                         | (3,963) | (6,535)    |
| Balance at June 30, 2009                     | \$                     | 66,599  | \$                      | 356,055 | \$ 422,654 |

The following table provides the gross carrying value and accumulated amortization for intangible assets with indefinite lives and intangible assets subject to amortization by operating segment at June 30, 2009 (in thousands):

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|  | Sally Beauty<br>Supply | Beauty Systems<br>Group | Total     |
|--|------------------------|-------------------------|-----------|
| Balance at June 30, 2009                   |                        |                         |           |
| Intangible assets with indefinite lives:   |                        |                         |           |
| Trade names                                | \$ 20,179              | \$ 33,928               | \$ 54,107 |
| Other intangibles                          |                        | 5,700                   | 5,700     |
| Total                                      | 20,179                 | 39,628                  | 59,807    |
| Intangible assets subject to amortization: |                        |                         |           |
| Gross carrying amount                      | 6,871                  | 36,249                  | 43,120    |
| Accumulated amortization                   | (2,020)                | (20,716)                | (22,736)  |
| Net value                                  | 4,851                  | 15,533                  | 20,384    |
| Total intangible assets, net               | \$ 25,030              | \$ 55,161               | \$ 80,191 |

Amortization expense was \$1.6 million and \$1.1 million for the three months ended June 30, 2009 and 2008, and \$4.5 million and \$4.1 million for the nine months ended June 30, 2009 and 2008, respectively. There have been no material changes to the Company's future amortization expense schedule since September 30, 2008.

## 7. Long-Term Debt

In connection with the Separation Transactions on November 16, 2006, the Company, through its subsidiaries (Sally Investment Holdings LLC and Sally Holdings), incurred \$1,850.0 million of indebtedness by (i) drawing on a revolving (asset-based lending) facility (the "ABL facility") in an amount equal to \$70.0 million, (ii) entering into two term loan facilities (term loans A and B) in an aggregate amount of \$1,070.0 million and (iii) together (jointly and severally) with another of the Company's indirect subsidiaries, Sally Capital Inc., issuing senior notes in an aggregate amount of \$430.0 million and senior subordinated notes in an aggregate amount of \$280.0 million.

The term loan facilities and the ABL facility are secured by substantially all of our assets, those of Sally Investment Holdings LLC, a wholly-owned subsidiary of Sally Beauty and the direct parent of Sally Holdings, those of our domestic subsidiaries and, in the case of the ABL facility, those of our Canadian subsidiaries. During the nine months ended June 30, 2009, the Company made scheduled payments in the aggregate amount of \$6.1 million on its senior term loans. The senior term loan facilities may be prepaid at the option of Sally Holdings at any time without premium or penalty and are subject to mandatory repayment in an amount equal to 50% of excess cash flow (as defined in the agreement governing the term loan facilities) for any fiscal year unless a specified leverage ratio is met. In January 2009, the Company made a mandatory repayment on the senior term loan facilities in the amount of \$16.7 million. Amounts paid pursuant to said provision may be applied, at the option of the Company, against minimum loan repayments otherwise required of us over the twelve-month period following any such payment under the terms of the loan agreement. Additionally, borrowings under the term loan facility would be subject to mandatory repayment in an amount equal to 100% of the proceeds of specified asset sales that are not reinvested in the business or applied to repay borrowings under the ABL facility.

During the nine months ended June 30, 2009, the Company also made optional repayments in the aggregate amount of \$25.0 million on its senior term loans. In addition, in May 2009, the Company repurchased \$5.0 million in par value of its 10.5% senior subordinated notes (due in

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November 2016) for approximately \$5.0 million, plus accrued interest. In connection with the mandatory and optional repayments made during the nine months ended June 30, 2009, the Company recorded losses on extinguishment of debt in the aggregate amount of \$0.7 million, which are included in net interest expense in the Company's consolidated statements of earnings.

The senior notes and senior subordinated notes are unsecured obligations of the issuers and are jointly and severally guaranteed on a senior basis (in the case of the senior notes) and on a senior subordinated basis (in the case of the senior subordinated notes) by each material domestic subsidiary of the Company. Furthermore, the agreements underlying the Company's credit facilities contain terms, which significantly restrict the ability of Sally Beauty's subsidiaries to pay dividends or otherwise transfer assets to Sally Beauty. Please see the

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## Sally Beauty Holdings, Inc. and Subsidiaries

## Condensed Notes to Consolidated Financial Statements

Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2008, for additional information about the Company's long-term debt.

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

|                              | As of<br>June 30, 2009 |           | Maturity<br>dates | Interest Rates  |
|------------------------------|------------------------|-----------|-------------------|---|
| ABL facility                 | \$                     |           |                   | (i) Prime plus up to 0.50% or;<br>(ii) LIBOR plus (1.00% to 1.50%)      |
| Term Loan A                  |                        | 105,407   | Nov - 2012        | (i) Prime plus (1.00% to 1.50%) or;<br>(ii) LIBOR plus (2.00% to 2.50%) |
| Term Loan B                  |                        | 883,449   | Nov - 2013        | (i) Prime plus (1.25% to 1.50%) or;<br>(ii) LIBOR plus (2.25% to 2.50%) |
| Other (a)                    |                        | 2,677     | 2009-2014         | 4.05% to 7.00%  |
| Total                        | \$                     | 991,533   |                   |   |
| Senior notes                 | \$                     | 430,000   | Nov - 2014        | 9.25%   |
| Senior subordinated notes    |                        | 275,000   | Nov - 2016        | 10.50%  |
| Total                        | \$                     | 705,000   |                   |   |
| Capitalized leases and other | \$                     | 584       |                   |   |
| Less: current portion        |                        | (1,323)   |                   |   |
| Total long-term debt         | \$                     | 1,695,794 |                   |   |

(a) Represents pre-acquisition debt of Pro-Duo, N.V.

Maturities of the Company's long-term debt are as follows (in thousands):

| Fiscal Year: |              |
|--------------|--------------|
| 2009         | \$ 864       |
| 2010         | 1,364        |
| 2011         | 39,640       |
| 2012         | 84,520       |
| 2013         | 9,390        |
| Thereafter   | 1,560,755    |
|              | \$ 1,696,533 |

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|                          |              |
|--------------------------|--------------|
| Capital leases and other | 584          |
| Less: current portion    | (1,323)      |
| Total                    | \$ 1,695,794 |

We are a holding company and do not have any material assets or operations other than ownership of equity interests of our subsidiaries. The agreements and instruments governing the debt of Sally Holdings and its subsidiaries contain material limitations on their ability to pay dividends and other restricted payments to us which, in turn, constitute material limitations on our ability to pay dividends and other payments to our stockholders.

Under the agreements and indentures governing the term loan facilities and the notes, Sally Holdings may not make certain restricted payments to us if a default then exists under the credit agreement or the indentures or if its consolidated interest coverage ratio is less than 2.0 to 1.0 at the time of the making of such restricted payment. As

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of June 30, 2009, its consolidated interest coverage ratio exceeded 2.0 to 1.0. Further, the aggregate amount of restricted payments it is able to make is limited pursuant to various baskets as calculated pursuant to the credit agreement and indentures.

*The agreements governing our ABL facility generally permit the making of distributions and certain other restricted payments so long as borrowing availability under the facility equals or exceeds \$60.0 million. If borrowing availability falls below this amount, Sally Holdings may nevertheless make restricted payments to us in the aggregate since the date of the Separation Transactions, together with the aggregate cash amount paid in acquisitions since said date, of not greater than \$50.0 million, together with certain other exceptions. As of June 30, 2009, borrowing availability under the ABL facility exceeded \$60.0 million. As of June 30, 2009, the net assets of our consolidated subsidiaries that were unrestricted from transfer under our credit arrangements totaled \$213.6 million, subject to certain adjustments.*

**8. Derivative Instruments and Hedging Activities**

**Risk Management Objectives of Using Derivative Instruments**

The Company is exposed to a wide variety of risks, including risks arising from changing economic conditions. The Company manages its exposure to certain economic risks (including liquidity, credit risk and changes in interest rates) primarily (a) by closely managing its cash flows from operating and investing activities and the amounts and sources of its debt obligations; (b) by assessing periodically the creditworthiness of its business partners; and (c) through the use of interest rate swaps by Sally Holdings. The Company uses interest rate swaps, as part of its overall economic risk management strategy to add stability to the interest payments due in connection with its term loan obligations. Interest payments related to the term loans are impacted by changes in LIBOR. Interest rate swap agreements involve the periodic receipt by Sally Holdings of amounts based on a variable rate in exchange for Sally Holdings making payments based on a fixed rate over the term of the interest rate swap agreements, without exchange of the underlying notional amount. At June 30, 2009, the Company did not purchase or hold any other derivative instruments or hold any derivative instruments for trading or speculative purposes.

**Designated Cash Flow Hedges of Interest Rate Risk**

Effective May 2008, Sally Holdings entered into two interest rate swap agreements with an aggregate notional amount of \$300 million. These interest rate swap agreements are designated and qualify as effective cash flow hedges, in accordance with SFAS 133. Accordingly, changes in the fair value of derivatives designated and qualifying as cash flow hedges are recorded quarterly, net of income tax, in accumulated other comprehensive (loss) income ( OCI ) until the hedged obligation is settled or the swap agreements expire, whichever is earlier. Any hedge ineffectiveness, as this term is used in SFAS 133, is recognized in net interest expense in our consolidated statements of earnings. No hedge ineffectiveness on cash flow hedges was recognized during the three or nine month periods ended June 30, 2009.

The agreements governing our ABL facility generally permit the making of distributions and certain other restricted payments

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Please see the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2008 for additional information about the Company's interest rate swap agreements.

Amounts reported in OCI related to interest rate swaps are reclassified into net interest expense, as a yield adjustment, in the same period in which interest on the Company's variable-rate debt obligations affect earnings. During the three and nine month periods ended June 30, 2009, net interest expense of \$2.4 million and \$5.4 million, respectively, resulted from such reclassifications. During the twelve months ending June 30, 2010, the Company estimates that an additional \$8.2 million of the amount reported in OCI will be reclassified into interest expense.



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**Non-designated Cash Flow Hedges of Interest Rate Risk**

Interest rate swaps not designated as hedges are used to manage the Company's exposure to interest rate movements but do not meet the hedge accounting requirements of SFAS 133. In connection with the Separation Transactions, effective November 2006, Sally Holdings entered into four interest rate swap agreements with an aggregate notional amount of \$500 million. Interest rate swap agreements with an aggregate notional amount of \$150 million expired in November 2008 and interest rate swap agreements with a notional amount of \$350 million expire in November 2009. These interest rate swap agreements are not designated as hedges and, accordingly, the changes in fair value of these interest rate swap agreements (which are adjusted quarterly) are recorded in net interest expense in our statements of earnings. Please see the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2008 for additional information about the Company's interest rate swap agreements.

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the balance sheet as of June 30, 2009 (in thousands):

**Tabular Disclosure of Fair Values of Derivative Instruments**

|  | Asset Derivatives<br>As of June 30, 2009 |            | Liability Derivatives<br>As of June 30, 2009 |              |
|--|--|------------|--|--------------|
|  | Balance Sheet                            | Fair Value | Balance Sheet                                | Fair Value   |
|  | Location                                 |            | Location                                     |              |
| Derivatives designated as hedging instruments under SFAS 133:          |  |            |  |              |
| Interest Rate Swaps  | Prepaid expenses                         | \$         | Accrued expenses                             | \$           |
| Interest Rate Swaps  | Other assets                             | \$         | Other liabilities                            | \$ 13,759(1) |
| Total derivatives designated as hedging instruments under SFAS 133     |  | \$         |  | \$ 13,759    |
| Derivatives not designated as hedging instruments under SFAS 133:      |  |            |  |              |
| Interest Rate Swaps  | Prepaid expenses                         | \$         | Accrued expenses                             | \$ 5,940     |
| Total derivatives not designated as hedging instruments under SFAS 133 |  | \$         |  | \$ 5,940     |

(1) At June 30, 2009, the Company estimates that approximately \$8.2 million of the fair value of these derivative financial instruments will settle within the twelve months ending June 30, 2010.



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## Sally Beauty Holdings, Inc. and Subsidiaries

## Condensed Notes to Consolidated Financial Statements

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the balance sheet as of September 30, 2008 (in thousands):

**Tabular Disclosure of Fair Values of Derivative Instruments**

|  | Asset Derivatives        |            | Liability Derivatives    |            |
|--|--------------------------|------------|--------------------------|------------|
|  | As of September 30, 2008 |            | As of September 30, 2008 |            |
|  | Balance Sheet Location   | Fair Value | Balance Sheet Location   | Fair Value |
| Derivatives designated as hedging instruments under SFAS 133:          |                          |            |                          |            |
| Interest Rate Swaps  | Prepaid expenses         | \$         | Accrued expenses         | \$         |
| Interest Rate Swaps  | Other assets             | \$ 1,302   | Other liabilities        | \$         |
| Total derivatives designated as hedging instruments under SFAS 133     |                          | \$ 1,302   |                          | \$         |
| Derivatives not designated as hedging instruments under SFAS 133:      |                          |            |                          |            |
| Interest Rate Swaps  | Prepaid expenses         | \$         | Accrued expenses         | \$ 487     |
| Interest Rate Swaps  | Other assets             | \$         | Other liabilities        | \$ 7,167   |
| Total derivatives not designated as hedging instruments under SFAS 133 |                          | \$         |                          | \$ 7,654   |

The tables below present the effect of the Company's derivative financial instruments on the statements of earnings for the three and nine months ended June 30, 2009 (in thousands):

**Tabular Disclosure of the Effect of Derivative Instruments on the Statement of Earnings for the****Three Months Ended June 30, 2009**

| Derivatives in SFAS 133 Cash Flow Hedging Relationships | Amount of Gain or (Loss) Recognized in OCI on Derivative (Effective Portion), net of tax | Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) | Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) | Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing) | Amount of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness) |
|---|--|--|--|--|--|
|---|--|--|--|--|--|

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|   |    |       |  |    |         |  |    |          |
|---|----|-------|--|----|---------|--|----|----------|
| Interest Rate Swaps   | \$ | 2,968 | Interest expense, net  | \$ | (2,397) | Interest expense, net  | \$ | Testing) |
| <b>Derivatives Not Designated as Hedging Instruments Under SFAS 133</b> |    |       |  |    |         |  |    |          |
|   |    |       | <b>Location of Gain or (Loss) Recognized in Income on Derivative</b> |    |         | <b>Amount of Gain or (Loss) Recognized in Income on Derivative</b> |    |          |
| Interest Rate Swaps   |    |       | Interest expense, net  | \$ | (964)   |  |    |          |

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## Sally Beauty Holdings, Inc. and Subsidiaries

## Condensed Notes to Consolidated Financial Statements

**Tabular Disclosure of the Effect of Derivative Instruments on the Statement of Earnings for the  
Nine Months Ended June 30, 2009**

|  | Amount of<br>Gain or<br>(Loss)<br>Recognized<br>in OCI on<br>Derivative<br>(Effective<br>Portion), net<br>of tax | Location of Gain or<br>(Loss) Reclassified<br>from Accumulated<br>OCI into Income<br>(Effective Portion) | Amount of<br>Gain or (Loss)<br>Reclassified<br>from<br>Accumulated<br>OCI into<br>Income<br>(Effective<br>Portion) | Location of Gain or<br>(Loss) Recognized<br>in Income on<br>Derivative<br>(Ineffective Portion<br>and Amount<br>Excluded from<br>Effectiveness<br>Testing) | Amount of Gain<br>or (Loss)<br>Recognized in<br>Income on<br>Derivative<br>(Ineffective<br>Portion and<br>Amount Excluded<br>from<br>Effectiveness<br>Testing) |
|--|--|--|--|--|--|
| <b>Derivatives in SFAS<br/>133 Cash Flow<br/>Hedging Relationships</b> |  |  |  |  |  |
| Interest Rate Swaps  | \$ (9,241)   | Interest expense, net  | \$ (5,410)   | Interest expense, net  | \$   |

|   | Location of Gain or<br>(Loss) Recognized<br>in Income on<br>Derivative | Amount of<br>Gain or (Loss)<br>Recognized in<br>Income on<br>Derivative |
|---|--|---|
| <b>Derivatives Not Designated as<br/>Hedging<br/>Instruments Under SFAS 133</b> |  |   |
| Interest Rate Swaps   | Interest expense, net  | \$ (7,152)  |

**Credit-risk-related Contingent Features**

The agreements governing the Company's interest rate swaps contain provisions pursuant to which the Company could be declared in default on its interest rate swap obligations in the event the Company defaulted under certain terms of the loan documents governing the Company's ABL facility. As of June 30, 2009, the fair value of interest rate swaps in a liability position related to these agreements was \$19.7 million. As of June 30, 2009, the Company was under no obligation to post and had not posted any collateral related to these agreements. If the Company breached any of these provisions, it would be required to settle its obligations under the agreements at their termination value of \$22.0 million, including accrued interest and other termination costs.

The counterparties to all our interest rate swap instruments are deemed by the Company to be of substantial resources and strong creditworthiness. However, these transactions result in exposure to credit risk in the event of default by a counterparty. The recent financial crisis affecting the banking systems and financial markets has resulted in many well-known financial institutions becoming less creditworthy or having diminished liquidity, which could expose us to an increased level of counterparty risk. In the event that a counterparty defaults in its obligation under our interest rate swaps, we could incur substantial financial losses. However, at the present time, no such losses are deemed probable.

The Company's foreign operations expose the Company to fluctuations in foreign currency exchange rates and foreign interest rates. These fluctuations may impact, among other things, the amount of the Company's past and future cash flows in terms of the Company's functional currency, the U.S. dollar. From time to time, the Company may enter into derivative instruments, such as foreign currency swaps, intended to fix the amount of certain foreign assets and obligations relative to its functional currency. At June 30, 2009, the Company did not have any such derivative instruments.

## 9. Income Taxes

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction and most state jurisdictions, as well as in various foreign jurisdictions.

The Separation Transactions were intended to qualify as a reorganization under Section 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended (the "Code") and a distribution eligible for non-recognition under

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Sally Beauty Holdings, Inc. and Subsidiaries

Condensed Notes to Consolidated Financial Statements

Sections 355(a) and 361(c) of the Code. In connection with the share distribution of Alberto-Culver common stock in the Separation Transactions, the Company received: (i) a private letter ruling from the Internal Revenue Service ( IRS ) and (ii) an opinion of Sidley Austin LLP, counsel to Alberto-Culver, in each case, to the effect that the transactions qualify as a reorganization under Section 368(a)(1)(D) of the Code and a distribution eligible for non-recognition under Sections 355(a) and 361(c) of the Code. Certain internal restructurings also occurred at or immediately prior to the Separation Transactions. As a result of the internal restructurings and Separation Transactions, the Company inherited the federal tax identification number of the old Alberto-Culver parent for U.S. federal income tax purposes.

The Company and Alberto-Culver entered into a tax allocation agreement as part of the Separation Transactions. The agreement provides generally that the Company is responsible for its pre-separation income tax liabilities, calculated on a stand-alone basis, and Alberto-Culver is responsible for the remainder. In the event an additional U.S. federal income tax liability related to the period prior to the Separation Transactions were determined, the Company would be jointly and severally liable for these taxes, and there can be no assurance that Alberto-Culver would be able to fulfill its indemnification obligations to the Company under the tax allocation agreement if Alberto-Culver was determined to be responsible for these taxes thereunder.

In addition, as the successor entity to Alberto-Culver after the Separation Transactions, the Company relies upon the prior year federal income tax returns of Alberto-Culver and accounting methods established therein for certain calculations that affect our current U.S. federal income tax liability.

The IRS examination of the Company's consolidated federal income tax returns for the tax years ended September 30, 2005 and 2006 were concluded with no adjustments required.

**10. Business Segments**

The Company's business is organized into two separate segments: (i) Sally Beauty Supply, a domestic and international chain of cash and carry retail stores which offers professional beauty supplies to both salon professionals and retail customers and (ii) BSG, including its franchise-based business Armstrong McCall, a full service beauty supply distributor which offers professional brands of beauty products directly to salons through its own sales force and professional only stores (including franchise stores) in generally exclusive geographical territories in North America and parts of Europe.

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## Sally Beauty Holdings, Inc. and Subsidiaries

## Condensed Notes to Consolidated Financial Statements

Sales between segments, which were eliminated in consolidation, were not material during any of the periods ended June 30, 2009 and 2008. Segment data for the three and nine months ended June 30, 2009 and 2008 is as follows (in thousands):

|   | Three months ended |            | Nine months ended |              |
|---|--------------------|------------|-------------------|--------------|
|   | June 30,           |            | June 30,          |              |
|   | 2009               | 2008 (2)   | 2009              | 2008 (2)     |
| Net sales:                                  |                    |            |                   |              |
| Sally Beauty Supply                         | \$ 434,732         | \$ 427,965 | \$ 1,257,607      | \$ 1,243,594 |
| BSG   | 238,605            | 248,865    | 702,817           | 732,369      |
| Total net sales                             | \$ 673,337         | \$ 676,830 | \$ 1,960,424      | \$ 1,975,963 |
| Earnings before provision for income taxes: |                    |            |                   |              |
| Segment operating profit:                   |                    |            |                   |              |
| Sally Beauty Supply                         | \$ 76,748          | \$ 73,021  | \$ 212,413        | \$ 212,665   |
| BSG   | 25,632             | 21,827     | 66,227            | 60,799       |
| Total segment operating profit              | 102,380            | 94,848     | 278,640           | 273,464      |
| Unallocated corporate expenses (1)          | (18,555)           | (16,754)   | (51,130)          | (52,770)     |
| Share-based compensation expense            | (1,604)            | (1,507)    | (6,799)           | (8,717)      |
| Interest expense, net of interest income    | (31,050)           | (29,889)   | (102,692)         | (124,015)    |
| Earnings before provision for income taxes  | \$ 51,171          | \$ 46,698  | \$ 118,019        | \$ 87,962    |

(1) Unallocated expenses consist of corporate and shared costs.

(2) Certain amounts for prior periods have been reclassified to conform to the current period's presentation.



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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

The following section discusses management's view of the financial condition, results of operations and cash flows of Sally Beauty. This section should be read in conjunction with the audited consolidated financial statements and the related notes included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2008, as well as the Risk Factors section of that Annual Report, and information contained elsewhere in this Quarterly Report, including the consolidated interim financial statements and condensed notes to those statements. This Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements. See "Cautionary Notice Regarding Forward-Looking Statements," included at the beginning of this Quarterly Report for a discussion of the uncertainties, risks and assumptions associated with these forward-looking statements that could cause results to differ materially from those reflected in such forward-looking statements.

**Highlights For the First Nine Months of Fiscal Year 2009:**

- Our same store sales increased by 1.6% for the nine months ended June 30, 2009;
- Our consolidated net sales for the nine months ended June 30, 2009, decreased by \$15.5 million, or 0.8%, to \$1,960.4 million compared to \$1,976.0 million for the nine months ended June 30, 2008;
- Net sales reported for the nine months ended June 30, 2009, reflect approximately \$72.9 million, or 3.7%, in negative impact from changes in foreign exchange rates;
- Our consolidated gross profit for the nine months ended June 30, 2009, increased \$3.8 million, or 0.4%, to \$923.5 million compared to \$919.7 million for the nine months ended June 30, 2008. As a percentage of net sales, gross profit increased 60 basis points to 47.1% for the nine months ended June 30, 2009, compared to 46.5% for the nine months ended June 30, 2008;
- Our consolidated operating earnings for the nine months ended June 30, 2009, increased \$8.7 million, or 4.1%, to \$220.7 million compared to \$212.0 million for the nine months ended June 30, 2008. As a percentage of net sales, operating earnings increased to 11.3% for the nine months ended June 30, 2009, compared to 10.7% for the nine months ended June 30, 2008;
- Net earnings increased \$16.0 million, or 28.6%, to \$72.1 million for the nine months ended June 30, 2009, compared to \$56.1 million for the nine months ended June 30, 2008; and
- Cash provided by operations increased by \$119.4 million to \$164.0 million for the nine months ended June 30, 2009, compared to \$44.6 million for the nine months ended June 30, 2008.

**Overview**

*Description of Business*

We are the largest distributor of professional beauty supplies in the U.S. based on store count. We operate primarily through two business units, Sally Beauty Supply and BSG. Through Sally Beauty Supply and BSG (which operates stores under the CosmoProf service mark), we operated a multi-channel platform of 3,632 stores and supplied 189 franchised stores in North America, as well as in certain European countries, as of June 30, 2009. Within BSG, we also have one of the largest networks of professional distributor sales consultants in North America, with

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approximately 931 professional distributor sales consultants who sell directly to salons and salon professionals. We provide our customers with a wide variety of leading third-party branded and exclusive-label professional beauty supplies, including hair care products, styling appliances, skin and nail care products and other beauty items. Sally Beauty Supply stores target retail consumers and salon professionals, while BSG exclusively targets salons and salon professionals. For the nine months ended June 30, 2009, our net sales and operating earnings were \$1,960.4 million and \$220.7 million, respectively.

We believe that Sally Beauty Supply is the largest open-line distributor of professional beauty supplies in the U.S. based on store count. As of June 30, 2009, Sally Beauty Supply operated 2,853 company-operated retail stores and supplied 26 franchised stores (all located outside the U.S.). Of these stores, 2,330 are located in the U.S. (with the remainder in the United Kingdom and certain other countries in Europe, Canada, Puerto Rico and Mexico). Sally Beauty Supply stores average 1,700 square feet and are primarily located in strip shopping centers. The product selection in Sally Beauty Supply stores ranges between 5,000 and 8,000 SKUs of beauty products and includes products for hair care, skin and nail care, beauty sundries and electrical appliances targeting retail consumers and salon professionals. Sally Beauty Supply stores carry leading third-party brands such as Clairol, Revlon and Conair, as well as an extensive selection of exclusive-label merchandise.

We believe that BSG is the largest full-service distributor of professional beauty supplies in the U.S. As of June 30, 2009, BSG had 779 company-operated stores, supplied 163 franchised stores and had a sales force of approximately

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931 professional distributor sales consultants selling exclusively to salons and salon professionals in substantially all states in the U.S. and in portions of Canada, Mexico and certain European countries. BSG stores average 2,700 square feet and are primarily located in secondary strip shopping centers. Through BSG's large store base and sales force, BSG is able to access a significant portion of the highly fragmented U.S. salon channel. The product selection in BSG stores, ranging between 4,000 and 9,600 SKUs of beauty products, includes hair care and color, skin and nail care, beauty sundries and electrical appliances targeting salons and salon professionals. BSG carries leading professional beauty product brands intended for use in salons and for resale by the salon to consumers. Certain BSG products are sold under exclusive distribution agreements with suppliers, whereby BSG is designated as the sole distributor for a product line within certain geographic territories.

***Industry and Business Trends***

We operate within the large and growing U.S. professional beauty supply industry. Potential growth in the industry is expected to be driven by increases in hair color, hair loss prevention and hair styling products, offset by lower sales of electrical products during periods of prolonged economic slowdown. We believe the following key industry and business trends and characteristics will influence our business and our financial results going forward:

- *High level of customer fragmentation.* The U.S. salon channel is highly fragmented with over 228,000 salons. Given the fragmented and small-scale nature of the salon industry, we believe that salon operators will continue to depend on full-service/exclusive distributors and open-line channels for a majority of their beauty supply purchases.
- *Growth in booth renting and frequent stocking needs.* Salon professionals primarily rely on just-in-time inventory due to capital constraints and a lack of warehouse and shelf space at salons. In addition, booth renters, who comprise a significant percentage of total U.S. salon professionals, are often responsible for purchasing their own supplies. Historically, booth renters have significantly increased as a percentage of total salon professionals and we expect this trend to continue. Given their smaller individual purchases and relative lack of financial resources, booth renters are likely to be dependent on frequent trips to professional beauty supply stores, like BSG and Sally Beauty Supply. These factors continue to drive demand for conveniently located professional beauty supply stores.
- *Increasing Use of Exclusive-Label Products.* We offer a broad range of private label and control label products, which we generally refer to collectively as exclusive-label products. Private label products are brands for which we own or license the trademark and, in some instances, the formula. Control label products are brands that are owned by the manufacturer, but for which we have been granted sole distribution rights. Generally, our exclusive-label products have higher gross margins than the leading third-party branded products and we believe this area offers potential growth. Please see Risk Factors - We depend upon manufacturers who may be unable to provide products of adequate quality or who may be unwilling to continue to supply products to us in Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2008.

- *Favorable demographic and consumer trends.* The aging baby-boomer population is expected to drive future growth in professional beauty supply sales through an increase in the usage of hair color and hair loss products. Additionally, continuously changing fashion-related trends that drive new hair styles are expected to result in continued demand for hair styling products. Changes in consumer tastes and fashion trends can have an impact on our financial performance. Our continued success depends in large part on our ability to anticipate, gauge and react in a timely and effective manner to changes in consumer spending patterns and preferences for beauty products. We continuously adapt our marketing and merchandising initiatives for Sally Beauty Supply in an effort to expand our market reach or to respond to changing consumer preferences. If we are unable to anticipate and respond to trends in the marketplace for beauty products and changing consumer demands, our business could suffer.
  
- *International Growth Strategies.* A key element of our growth strategy depends on our ability to capitalize on growth in the international marketplace and to grow our current level of non-U.S. operations. In May 2008, we acquired Pro-Duo, N.V., a cash and carry retailer of both professional and retail hair products with approximately 40 stores located in Belgium, France and Spain. In February 2007, we acquired Chapelton 21 Limited, a private company based in Scotland with almost 100 stores located in the United Kingdom, Ireland, Germany, France and Spain, which we refer to as Salon Services. These acquisitions furthered our expansion plans in Europe, a significant part of Sally Beauty Supply's international growth initiative. We intend to continue to identify and evaluate non-U.S. acquisition targets and are actively considering expansion into South America. Our ability to grow our non-U.S. operations, integrate our new non-U.S. acquisitions and successfully pursue additional non-U.S.

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acquisitions may be affected by business, legal, regulatory and economic risks. Please see Risk Factors - We may not be able to successfully identify acquisition candidates and complete desirable acquisitions, If we acquire any businesses in the future they could prove difficult to integrate, disrupt our business or have an adverse effect on our results of operations and Our ability to conduct business in international marketplaces may be affected by legal, regulatory and economic risks in Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2008.

- *Continuing consolidation.* There is continuing consolidation among professional beauty product distributors and professional beauty product manufacturers. We plan to continue to examine ways in which we can benefit from this trend, including reviewing opportunities to shift business from competitive distributors to the BSG network as well as seeking opportunistic, value-added acquisitions which complement our long-term growth strategy. We believe that suppliers are increasingly likely to focus on larger distributors and retailers with a broader scale and retail footprint. We also believe that we are well positioned to capitalize on this trend as well as participate in the ongoing consolidation at the distributor/retail level. However, changes often occur in our relationships with suppliers that may materially affect the net sales and operating earnings of our business segments. Consolidation among suppliers could exacerbate the effects of these relationship changes and could increase pricing pressures. For example, as we announced in December 2006, our largest supplier, L Oreal, moved a material amount of revenue out of the BSG nationwide distribution network and into competitive regional distribution networks. More recently, L Oreal acquired distributors competing with BSG in the southeastern and west coast of the U.S. and a supplier that does not currently do business with BSG. As a result, L Oreal directly competes with BSG in certain geographic areas. If L Oreal acquired other distributors or suppliers that conduct significant business with BSG we could lose related revenue. There can be no assurance that there will not be further loss of revenue over time by BSG (including within its franchise-based business) due to potential losses of additional products (both from L Oreal and from other suppliers) as well as from the increased competition from L Oreal-affiliated distribution networks. Please see Risk Factors - The beauty products distribution industry is highly competitive and is consolidating and We depend upon manufacturers who may be unable to provide products of adequate quality or who may be unwilling to continue to supply products to us in Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2008.

- *Relationships with Suppliers.* Sally Beauty Supply/BSG and their suppliers are dependent on each other for the distribution of beauty products. We do not manufacture the brand name or exclusive-label products we sell. We purchase our products from a limited number of manufacturers. As is typical in distribution businesses, these relationships are subject to change from time to time (including the expansion or loss of distribution rights in various geographies and the addition or loss of product lines). Since we purchase products from many manufacturers on an at-will basis, under contracts which can generally be terminated without cause upon 90 days notice or less or which expire without express rights of renewal, such manufacturers could discontinue sales to us at any time or upon the expiration of the distribution period. Some of our contracts with manufacturers may be terminated by such manufacturers if we fail to meet specified minimum purchase requirements. In such cases, we do not have contractual assurances of continued supply, pricing or access to new products and vendors may change the terms upon which they sell. Infrequently, a supplier will seek to terminate a distribution relationship through legal action. Changes in our relationships with suppliers occur often and could positively or negatively impact our net sales and operating profits. Although we focus on developing new revenue and cost management initiatives to mitigate the negative effects resulting from unfavorable changes in our supplier relationships, there can be no assurance that our efforts will continue to completely offset the loss of these or other distribution rights. Please see Risk Factors We depend upon manufacturers who may be unable to provide products of adequate quality or who may be unwilling to continue to

supply products to us in Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2008.

We expect to continue to expand our product line offerings and to gain additional distribution rights over time through either further negotiation with suppliers or by strategic acquisitions of existing distributors. Although we are focused on developing new revenue and cost management initiatives, there can be no assurance that our efforts will partially or completely offset any potential loss of distribution rights in the future. Please see Risk Factors We depend upon manufacturers who may be unable to provide products of adequate quality or who may be unwilling to continue to supply products to us in Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2008.

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- *High level of competition.* Sally Beauty Supply competes with other domestic and international beauty product wholesale and retail outlets, including local and regional open-line beauty supply stores, professional-only beauty supply stores, salons, mass merchandisers, drug stores and supermarkets, as well as sellers on the Internet and salons retailing hair care items. BSG competes with other domestic and international beauty product wholesale and retail suppliers and manufacturers selling professional beauty products directly to salons and individual salon professionals. We also face competition from authorized and unauthorized retailers and internet sites offering professional salon-only products. The increasing availability of unauthorized professional salon products in large format retail stores such as drug stores, grocery stores and others could also have a negative impact on our business.
- *Economic conditions.* We appeal to a wide demographic consumer profile and offer a broad selection of beauty products sold directly to retail consumers and salons and salon professionals. Historically, these factors have provided us with reduced exposure to downturns in economic conditions in the countries in which we operate. However, a continued downturn in the economy, especially for an extended period of time, could adversely impact consumer demand of discretionary items such as beauty products and salon services, particularly affecting our electrical products category and our full-service sales business. In addition, higher freight costs resulting from increases in the cost of fuel, especially for an extended period of time, may impact our expenses at levels that we cannot pass through to our customers. These factors could have a material adverse effect on our business, financial condition and results of operations.
- *Controlling expenses.* Another important aspect of our business is our ability to control costs, especially in our BSG business segment, by right-sizing the business and maximizing the efficiency of our structure. During late fiscal year 2007, we began implementing an approximately \$22.0 million capital spending program to consolidate warehouses and reduce administrative expenses related to BSG's distribution network optimization program. We believe that cost savings from this program could range between \$5 million and \$7 million in fiscal year 2009 and annualized savings of \$10 million beginning in fiscal year 2010. Please see Risk Factors We are not certain that our ongoing cost control plans will continue to be successful in Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2008.
- *Opening New Stores.* Our future growth strategy depends in part on our ability to open and profitably operate new stores in existing and additional geographic areas. The capital requirements to open a U.S.- based Sally Beauty Supply or BSG store, excluding inventory, average approximately \$70,000 and \$80,000, respectively. However, in response to economic conditions and to allow flexibility to capitalize on potential real estate revaluations in key locations, we have slowed our new store openings. We may not be able to open all of the new stores we plan to open and any new stores we open may not be profitable, any of which could have a material adverse impact on our financial condition or results of operations. Please see Risk Factors If we are unable to profitably open and operate new stores, our business, financial condition and results of operations may be adversely affected in Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2008.



- *Changes to our information technology systems.* As our operations grow in both size and scope, we will continuously need to improve and upgrade our information systems and infrastructure while maintaining the reliability and integrity of our systems and infrastructure. The expansion of our systems and infrastructure will require us to commit substantial financial, operational and technical resources in advance of any increase in the volume of our business, with no assurance that the volume of business will increase. For example, in fiscal year 2009, we are upgrading our distribution information systems (in connection with our capital spending program to consolidate warehouses, as discussed above), are upgrading our AS400 iSeries servers and are in the process of installing Hyperion software to enhance our financial reporting system. These and any other required upgrades to our information systems and information technology (or new technology), now or in the future, will require that our management and resources be diverted from our core business to assist in completion of these projects. There can be no assurance that the time and resources our management will need to devote to these upgrades, service outages or delays due to the installation of any new or upgraded technology (and customer issues therewith), or the impact on the reliability of our data from any new or upgraded technology will not have a material adverse effect on our financial reporting, business, financial condition or results of operations. Please see Risk Factors We may be adversely affected by any disruption in our information technology systems in Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2008.

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***Our Separation from Alberto-Culver***

In November 2006, pursuant to an investment agreement among Alberto-Culver and certain of its subsidiaries, including Sally Holdings, and CDRS Acquisition LLC (CDRS), Alberto-Culver separated its consumer products business and its Sally Beauty Supply/BSG distribution business into two separate, publicly-traded companies. Sally Holdings was a wholly-owned subsidiary of Alberto-Culver until the Separation Transactions, when it was converted to a Delaware limited liability company, was renamed Sally Holdings LLC and became an indirect wholly-owned subsidiary of Sally Beauty. Sally Beauty was formed in June 2006 and became the accounting successor company to Sally Holdings upon the completion of the Separation Transactions. See the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2008 for more information about the Separation Transactions.

***Other Significant Items***

*Interest Rate Swap Agreements*

The Company is exposed to a wide variety of risks, including risks arising from changing economic conditions. The Company manages its exposure to certain economic risks (including liquidity, credit risk and changes in interest rates) primarily (a) by closely managing its cash flows from operating and investing activities and the amounts and sources of its debt obligations; (b) by assessing periodically the creditworthiness of its business partners; and (c) through the use of interest rate swaps by Sally Holdings. The Company uses interest rate swaps as part of its overall economic risk management strategy to add stability to the interest payments due in connection with its term loan obligations. Interest payments related to the term loans are impacted by changes in LIBOR. Interest rate swap agreements involve the periodic receipt by Sally Holdings of amounts based on a variable rate in exchange for Sally Holdings making payments based on a fixed rate over the term of the agreements without exchange of the underlying notional amount. At June 30, 2009, the Company did not purchase or hold any other derivative instruments or hold any derivative instruments for trading or speculative purposes.

Our counterparties in these transactions are deemed to be of substantial resources and strong creditworthiness. However, these transactions result in exposure to credit risks in the event of default by a counterparty. The current financial crisis affecting the banking systems and financial markets has resulted in many well-known financial institutions becoming less creditworthy or having diminished liquidity, which could expose us to an increased level of counterparty risk. In the event that a counterparty defaults in its obligation under our interest rate swaps, we could incur substantial financial loss. At June 30, 2009, the aggregate fair value of all our interest rate swaps was a net liability of \$19.7 million.

Effective in November 2006, Sally Holdings entered into four interest rate swap agreements with an aggregate notional amount of \$500 million. Interest rate swap agreements with an aggregate notional amount of \$150 million expired in November 2008 and interest rate swap agreements with a notional amount of \$350 million expire in November 2009. These interest rate swap agreements do not currently qualify as hedges and, therefore, the change in fair value of these interest rate swap agreements is recorded in net interest expense in our consolidated statements of earnings.

Additionally, effective in May 2008, Sally Holdings entered into two interest rate swap agreements with an aggregate notional amount of \$300 million. These interest rate swap agreements are designated as effective hedges, consistent with Statement of Financial Accounting Standards ( SFAS ) No. 133, *Accounting for Derivative Instruments and Hedging Activities*. Adjustments to reflect the change in the fair values of these interest rate swap agreements are recorded in accumulated other comprehensive (loss) income, net of income tax, until the hedged obligation is settled or the swap agreements expire, whichever is earlier. Any ineffectiveness is recognized in net interest expense in our consolidated statements of earnings. Please see Item 3 Quantitative and Qualitative Disclosures about Market Risk Interest rate risk and Note 14 of the Notes to Consolidated Financial Statements in Item 8 - Financial Statements and Supplementary Data contained in our Annual Report on Form 10-K for the fiscal year ended September 30, 2008.

Additionally, effective in May 2008, Sally Holdings entered into two interest rate swap agreements with an aggregate

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**Results of Operations**



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The following table shows the condensed results of operations of our business for the three and nine months ended June 30, 2009 and 2008 (in thousands):

|   | Three Months Ended |         |      |         | Nine Months Ended |           |      |           |
|---|--------------------|---------|------|---------|-------------------|-----------|------|-----------|
|   | June 30,           |         |      |         | June 30,          |           |      |           |
|   | 2009               |         | 2008 |         | 2009              |           | 2008 |           |
| Net sales                                       | \$                 | 673,337 | \$   | 676,830 | \$                | 1,960,424 | \$   | 1,975,963 |
| Cost of products sold and distribution expenses |                    | 355,492 |      | 361,764 |                   | 1,036,923 |      | 1,056,304 |
| Gross profit                                    |                    | 317,845 |      | 315,066 |                   | 923,501   |      | 919,659   |
| Total other operating costs and expenses        |                    | 235,624 |      | 238,479 |                   | 702,790   |      | 707,682   |
| Operating earnings                              |                    | 82,221  |      | 76,587  |                   | 220,711   |      | 211,977   |
| Interest expense, net                           |                    | 31,050  |      | 29,889  |                   | 102,692   |      | 124,015   |
| Earnings before provision for income taxes      |                    | 51,171  |      | 46,698  |                   | 118,019   |      | 87,962    |
| Provision for income taxes                      |                    | 19,682  |      | 17,339  |                   | 45,876    |      | 31,864    |
| Net earnings                                    | \$                 | 31,489  | \$   | 29,359  | \$                | 72,143    | \$   | 56,098    |

The following table shows the condensed results of operations of our business for the three and nine months ended June 30, 2009 and 2008, expressed as a percentage of net sales for each respective period shown:

|   | Three Months Ended |  |        |        | Nine Months Ended |        |      |  |
|---|--------------------|--|--------|--------|-------------------|--------|------|--|
|   | June 30,           |  |        |        | June 30,          |        |      |  |
|   | 2009               |  | 2008   |        | 2009              |        | 2008 |  |
| Net sales                                       | 100.0%             |  | 100.0% | 100.0% |                   | 100.0% |      |  |
| Cost of products sold and distribution expenses | 52.8%              |  | 53.4%  | 52.9%  |                   | 53.5%  |      |  |
| Gross profit                                    | 47.2%              |  | 46.6%  | 47.1%  |                   | 46.5%  |      |  |
| Total other operating costs and expenses        | 35.0%              |  | 35.3%  | 35.8%  |                   | 35.8%  |      |  |
| Operating earnings                              | 12.2%              |  | 11.3%  | 11.3%  |                   | 10.7%  |      |  |
| Interest expense, net                           | 4.6%               |  | 4.4%   | 5.3%   |                   | 6.3%   |      |  |
| Earnings before provision for income taxes      | 7.6%               |  | 6.9%   | 6.0%   |                   | 4.4%   |      |  |
| Provision for income taxes                      | 2.9%               |  | 2.6%   | 2.3%   |                   | 1.6%   |      |  |
| Net earnings                                    | 4.7%               |  | 4.3%   | 3.7%   |                   | 2.8%   |      |  |

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Key Operating Metrics

The following table sets forth, for the periods indicated, information concerning key measures we rely on to gauge our operating performance (dollars in thousands):

|   | Three Months Ended |          |         |          | Nine Months Ended |           |         |           |
|---|--------------------|----------|---------|----------|-------------------|-----------|---------|-----------|
|   | June 30,           |          |         |          | June 30,          |           |         |           |
|   | 2009               |          | 2008(a) |          | 2009              |           | 2008(a) |           |
| Net sales:  |                    |          |         |          |                   |           |         |           |
| Sally Beauty Supply                                       | \$                 | 434,732  | \$      | 427,965  | \$                | 1,257,607 | \$      | 1,243,594 |
| BSG   |                    | 238,605  |         | 248,865  |                   | 702,817   |         | 732,369   |
| Total   | \$                 | 673,337  | \$      | 676,830  | \$                | 1,960,424 | \$      | 1,975,963 |
| Gross profit  | \$                 | 317,845  | \$      | 315,066  | \$                | 923,501   | \$      | 919,659   |
| Gross profit margin                                       |                    | 47.2%    |         | 46.6%    |                   | 47.1%     |         | 46.5%     |
| Selling, general and administrative expenses              | \$                 | 223,982  | \$      | 226,673  | \$                | 667,930   | \$      | 672,303   |
| Depreciation and amortization                             | \$                 | 11,642   | \$      | 11,806   | \$                | 34,860    | \$      | 35,379    |
| Earnings before provision for income taxes:               |                    |          |         |          |                   |           |         |           |
| Segment operating profit:                                 |                    |          |         |          |                   |           |         |           |
| Sally Beauty Supply                                       | \$                 | 76,748   | \$      | 73,021   | \$                | 212,413   | \$      | 212,665   |
| BSG   |                    | 25,632   |         | 21,827   |                   | 66,227    |         | 60,799    |
| Segment operating profit                                  |                    | 102,380  |         | 94,848   |                   | 278,640   |         | 273,464   |
| Unallocated expenses                                      |                    | (18,555) |         | (16,754) |                   | (51,130)  |         | (52,770)  |
| Share-based compensation expense                          |                    | (1,604)  |         | (1,507)  |                   | (6,799)   |         | (8,717)   |
| Operating earnings  |                    | 82,221   |         | 76,587   |                   | 220,711   |         | 211,977   |
| Interest expense, net of interest income                  |                    | (31,050) |         | (29,889) |                   | (102,692) |         | (124,015) |
| Earnings before provision for income taxes                | \$                 | 51,171   | \$      | 46,698   | \$                | 118,019   | \$      | 87,962    |
| Segment operating profit margin:                          |                    |          |         |          |                   |           |         |           |
| Sally Beauty Supply                                       |                    | 17.7%    |         | 17.1%    |                   | 16.9%     |         | 17.1%     |
| BSG   |                    | 10.7%    |         | 8.8%     |                   | 9.4%      |         | 8.3%      |
| Consolidated operating profit margin                      |                    | 12.2%    |         | 11.3%    |                   | 11.3%     |         | 10.7%     |
| Number of stores at end-of-period (including franchises): |                    |          |         |          |                   |           |         |           |
| Sally Beauty Supply                                       |                    |          |         |          |                   | 2,879     |         | 2,801     |
| BSG   |                    |          |         |          |                   | 942       |         | 915       |
|   |                    |          |         |          |                   | 3,821     |         | 3,716     |
| Same store sales growth (b)                               |                    |          |         |          |                   |           |         |           |
| Sally Beauty Supply                                       |                    | 3.2%     |         | 2.1%     |                   | 1.7%      |         | 1.3%      |
| BSG   |                    | 0.6%     |         | 7.2%     |                   | 1.2%      |         | 7.2%      |
| Consolidated  |                    | 2.6%     |         | 3.4%     |                   | 1.6%      |         | 2.8%      |

- (a) Certain amounts for the prior fiscal year may have been reclassified to conform to the current year's presentation.
- (b) Same stores are defined as company-operated stores that have been open for at least 14 months as of the last day of a month. Our internet site has generated sales for at least 14 months and, accordingly, internet-based sales are included in same store sales for each of the periods ended June 30, 2009.





Table of Contents***The Three Months Ended June 30, 2009 compared to the Three Months Ended June 30, 2008***

The table below presents net sales, gross profit and gross profit margin data for each reportable segment (dollars in thousands).

|                                  | 2009 |         | Three Months Ended June30,<br>2008 |         | Increase (Decrease) |                 |
|----------------------------------|------|---------|------------------------------------|---------|---------------------|-----------------|
| <b>Net sales:</b>                |      |         |                                    |         |                     |                 |
| Sally Beauty Supply              | \$   | 434,732 | \$                                 | 427,965 | \$                  | 6,767 1.6%      |
| BSG                              |      | 238,605 |                                    | 248,865 |                     | (10,260) (4.1)% |
| Consolidated net sales           | \$   | 673,337 | \$                                 | 676,830 | \$                  | (3,493) (0.5)%  |
| <b>Gross profit:</b>             |      |         |                                    |         |                     |                 |
| Sally Beauty Supply              | \$   | 224,752 | \$                                 | 218,093 | \$                  | 6,659 3.1%      |
| BSG                              |      | 93,093  |                                    | 96,973  |                     | (3,880) (4.0)%  |
| Consolidated gross profit        | \$   | 317,845 | \$                                 | 315,066 | \$                  | 2,779 0.9%      |
| <b>Gross profit margin:</b>      |      |         |                                    |         |                     |                 |
| Sally Beauty Supply              |      | 51.7%   |                                    | 51.0%   |                     | 0.7%            |
| BSG                              |      | 39.0%   |                                    | 39.0%   |                     |                 |
| Consolidated gross profit margin |      | 47.2%   |                                    | 46.6%   |                     | 0.6%            |

***Net Sales***

Consolidated net sales decreased by \$3.5 million, or 0.5%, for the three months ended June 30, 2009, compared to the three months ended June 30, 2008. Company-operated stores that have been open for at least 14 months contributed an increase of approximately \$13.7 million, or 2.0%, to consolidated sales. Other sales channels experienced declines compared to the three months ended June 30, 2008. Sales through our BSG franchise-based businesses declined by approximately \$2.5 million, or 0.4%, sales through our BSG distributor sales consultants declined approximately \$9.5 million, or 1.4%, and sales through new stores declined approximately \$4.4 million, or 0.6%, due to fewer store openings in the twelve-month period ended June 30, 2009, compared to the twelve-month period ended June 30, 2008. Consolidated net sales for the three months ended June 30, 2009, are inclusive of approximately \$21.9 million in negative impact from changes in foreign exchange rates.

*Sally Beauty Supply.* Net sales for Sally Beauty Supply increased by \$6.8 million, or 1.6%, for the three months ended June 30, 2009, compared to the three months ended June 30, 2008. In the Sally Beauty Supply segment, company-operated stores that have been open for at least 14 months contributed an increase of approximately \$10.0 million, or 2.3%, and sales through new stores declined approximately \$1.4 million, or 0.3%, as a result of fewer store openings during the nine-month period ended June 30, 2009. Net sales for Sally Beauty Supply for the three months ended June 30, 2009, are inclusive of approximately \$16.8 million in negative impact from changes in foreign exchange rates.

*Beauty Systems Group.* Net sales for BSG decreased by \$10.3 million, or 4.1%, for the three months ended June 30, 2009, compared to the three months ended June 30, 2008. While company-operated stores that have been open for at least 14 months contributed an increase of

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approximately \$3.6 million, or 1.5%, to net sales, other sales channels experienced declines compared to the three months ended June 30, 2008. Sales through our franchise-based businesses declined by approximately \$2.5 million, or 1.0%, sales through distributor sales consultants declined approximately \$9.5 million, or 3.8%, and sales through new stores declined approximately \$2.9 million, or 1.2%. Net sales for BSG for the three months ended June 30, 2009 are inclusive of approximately \$5.1 million in negative impact from changes in foreign exchange rates.

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***Gross Profit***

Consolidated gross profit increased by \$2.8 million, or 0.9%, for the three months ended June 30, 2009, compared to the three months ended June 30, 2008, principally due to higher sales volume and improved gross margins for the Sally Beauty Supply segment. This increase was partially offset by lower sales volume and lower gross margins for the BSG segment, as more fully described below.

*Sally Beauty Supply.* Sally Beauty Supply's gross profit increased by \$6.7 million, or 3.1%, for the three months ended June 30, 2009, compared to the three months ended June 30, 2008, principally as a result of a shift in product and customer mix, recent marketing efforts and low-cost sourcing initiatives. Sally Beauty Supply's gross profit as a percentage of net sales increased to 51.7% for the three months ended June 30, 2009, compared to 51.0% for the three months ended June 30, 2008. This increase was the result of recent marketing efforts, low-cost sourcing initiatives and a shift in product mix (including an increase in sales of exclusive-label products and other higher-margin products).

*Beauty Systems Group.* BSG's gross profit decreased by \$3.9 million or 4.0%, for the three months ended June 30, 2009, compared to the three months ended June 30, 2008, principally as a result of lower sales volume. This decrease reflects unfavorable foreign currency transactions and softness in the BSG sales consultant businesses. BSG's gross profit as a percentage of net sales was 39.0% for both the three months ended June 30, 2009 and the three months ended June 30, 2008.

***Selling, General and Administrative Expenses***

Consolidated selling, general and administrative expenses decreased by \$2.7 million, or 1.2%, to \$224.0 million for the three months ended June 30, 2009, compared to \$226.7 million for the three months ended June 30, 2008. Selling, general and administrative expenses, as a percentage of net sales, were 33.3% for the three months ended June 30, 2009, compared to 33.5% for the three months ended June 30, 2008. This decrease was attributable to lower sales commissions of \$1.1 million and favorable foreign currency transactions of \$1.2 million, offset by higher advertising expenses in the Sally Beauty Supply segment of \$1.9 million. Selling, general and administrative expense for the three months ended June 30, 2008 included approximately \$1.3 million for BSG retention incentives for distributor sales consultants (resulting from the L'Oréal contractual changes reported during fiscal year 2007) and warehouse optimization expenses of approximately \$1.3 million, with no similar expenses in the three months ended June 30, 2009.

***Depreciation and Amortization***

Consolidated depreciation and amortization decreased to \$11.6 million for three months ended June 30, 2009, compared to \$11.8 million for the three months ended June 30, 2008, due to a favorable impact from changes in foreign exchange rates, partially offset by the expenses associated with businesses acquired in the last twelve months and depreciation related to capital expenditures mainly in connection with store openings in both operating segments.

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*Operating Earnings*

The following table sets forth, for the periods indicated, information concerning our operating earnings for each reportable segment (dollars in thousands):

|                                  | Three Months Ended June 30, |          |      |          |          |             |
|----------------------------------|-----------------------------|----------|------|----------|----------|-------------|
|                                  | 2009                        |          | 2008 |          | Increase |             |
| Operating Earnings:              |                             |          |      |          |          |             |
| Segment operating profit:        |                             |          |      |          |          |             |
| Sally Beauty Supply              | \$                          | 76,748   | \$   | 73,021   | \$       | 3,727 5.1%  |
| BSG                              |                             | 25,632   |      | 21,827   |          | 3,805 17.4% |
| Segment operating profit         |                             | 102,380  |      | 94,848   |          | 7,532 7.9%  |
| Unallocated expenses             |                             | (18,555) |      | (16,754) |          | 1,801 10.7% |
| Share-based compensation expense |                             | (1,604)  |      | (1,507)  |          | 97 6.4%     |
| Operating earnings               | \$                          | 82,221   | \$   | 76,587   | \$       | 5,634 7.4%  |

Consolidated operating earnings increased by \$5.6 million, or 7.4%, to \$82.2 million for three months ended June

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30, 2009, compared to \$76.6 million for the three months ended June 30, 2008. Operating earnings, as a percentage of net sales, were 12.2% for the three months ended June 30, 2009, compared to 11.3% for the three months ended June 30, 2008. The increase in consolidated operating earnings was due primarily to an increase in the operating profits of both segments, as discussed below.

*Sally Beauty Supply.* Sally Beauty Supply's segment operating earnings increased by \$3.7 million, or 5.1%, to \$76.7 million for three months ended June 30, 2009, compared to \$73.0 million for the three months ended June 30, 2008. The increase in Sally Beauty Supply's segment operating earnings was primarily a result of increased same store sales volume and improved gross margins, partially offset by higher advertising costs of approximately \$1.9 million and the incremental costs related to approximately 77 additional company-operated stores (stores opened or acquired during the past twelve months) operating during the three months ended June 30, 2009. Segment operating earnings, as a percentage of net sales, were 17.7% for the three months ended June 30, 2009, compared to 17.1% for the three months ended June 30, 2008. The increase in Sally Beauty Supply's operating earnings as a percentage of segment net sales was primarily a result of gross margin improvements, partially offset by an increase in advertising costs as a percentage of segment sales and continued softer sales in some of the segment's international operations.

*Beauty Systems Group.* BSG's segment operating earnings increased by \$3.8 million, or 17.4%, to \$25.6 million for the three months ended June 30, 2009, compared to \$21.8 million for the three months ended June 30, 2008. Segment operating earnings, as a percentage of net sales, increased to 10.7% for the three months ended June 30, 2009, compared to 8.8% for the three months ended June 30, 2008. This increase was due to lower sales commissions and other segment selling and administrative costs, partially offset by the decline in segment sales and gross profit, as discussed above.

*Unallocated expenses.* Unallocated expenses, which represent corporate costs (such as payroll, employee benefits and travel expenses for corporate staff, certain professional fees and corporate governance expenses) that have not been charged to our operating segments increased by \$1.8 million, or 10.7%, to \$18.6 million for the three months ended June 30, 2009, compared to \$16.8 million for the three months ended June 30, 2008. This increase was due primarily to higher payroll related costs, professional fees and management information system upgrades, partially offset by favorable currency transactions resulting from intercompany notes not permanently invested.

***Share-based Compensation Expense.* Total compensation cost charged against income for share-based compensation arrangements was \$1.6 million for the three months ended June 30, 2009 compared to \$1.5 million for the three months ended June 30, 2008.**

### ***Net Interest Expense***

Interest expense, net of interest income of \$0.1 million, was \$31.1 million for the three months ended June 30, 2009, compared to \$29.9 million, net of interest income of \$0.2 million, for the three months ended June 30, 2008. The increase in interest expense was primarily attributable to a \$5.1 million unfavorable change in the fair value of certain interest rate swaps (please see Note 8 of the Condensed Notes to Consolidated Financial Statements), partially offset by lower prevailing interest rates on our senior term loans and lower outstanding principal balances on our

**Share-based Compensation Expense. Total compensation cost charged against income for share-based 70mpensa**

ABL facility and senior term loans.

***Provision for Income Taxes***

Provision for income taxes was \$19.7 million during the three months ended June 30, 2009, compared to \$17.3 million for the three months ended June 30, 2008. Income taxes for the interim periods ended June 30, 2009 and 2008 have been included in the accompanying financial statements on the basis of an estimated annual effective rate. The estimated annual effective tax rate (excluding discrete items) is 38.4% for fiscal year 2009, compared to 36.0% for fiscal year 2008. The increase in the estimated annual effective tax rate primarily relates to a reduction in earnings in low tax jurisdictions and a reduction in favorable permanent items triggered by lower foreign earnings.

***Net Earnings***

As a result of the foregoing, consolidated net earnings increased by \$2.1 million, or 7.3%, to \$31.5 million for the three months ended June 30, 2009, compared to \$29.4 million for the three months ended June 30, 2008. Net earnings, as a percentage of net sales, were 4.7% for the three months ended June 30, 2009, compared to 4.3% for the three months ended June 30, 2008.

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#### *The Nine Months Ended June 30, 2009 compared to the Nine Months Ended June 30, 2008*

The table below presents net sales, gross profit and gross profit margin data for each reportable segment (dollars in thousands).

|                                  | Nine Months Ended June 30, |              |             |                     |
|----------------------------------|----------------------------|--------------|-------------|---------------------|
|                                  | 2009                       | 2008         |             | Increase (Decrease) |
| <b>Net sales:</b>                |                            |              |             |                     |
| Sally Beauty Supply              | \$ 1,257,607               | \$ 1,243,594 | \$ 14,013   | 1.1%                |
| BSG                              | 702,817                    | 732,369      | (29,552)    | (4.0)%              |
| Consolidated net sales           | \$ 1,960,424               | \$ 1,975,963 | \$ (15,539) | (0.8)%              |
| <b>Gross profit:</b>             |                            |              |             |                     |
| Sally Beauty Supply              | \$ 652,445                 | \$ 636,969   | \$ 15,476   | 2.4%                |
| BSG                              | 271,056                    | 282,690      | (11,634)    | (4.1)%              |
| Consolidated gross profit        | \$ 923,501                 | \$ 919,659   | \$ 3,842    | 0.4%                |
| <b>Gross profit margin:</b>      |                            |              |             |                     |
| Sally Beauty Supply              | 51.9%                      | 51.2%        | 0.7%        |                     |
| BSG                              | 38.6%                      | 38.6%        |             |                     |
| Consolidated gross profit margin | 47.1%                      | 46.5%        | 0.6%        |                     |

#### *Net Sales*

Consolidated net sales decreased by \$15.5 million, or 0.8%, for the nine months ended June 30, 2009, compared to the nine months ended June 30, 2008. Company-operated stores that have been open for at least 14 months contributed an increase of approximately \$46.0 million, or 2.3%, and sales through certain non-store sales channels contributed an increase of approximately \$5.0 million, or 0.3%, to consolidated sales. Other sales channels experienced declines compared to the nine months ended June 30, 2008. Sales through our BSG franchise-based businesses declined by approximately \$11.3 million, or 0.6%, sales through our BSG distributor sales consultants declined approximately \$22.6 million, or 1.1%, and sales through new stores declined approximately \$17.4 million, or 0.9%, due to fewer store openings in the twelve-month period ended June 30, 2009, compared to the twelve-month period ended June 30, 2008. In addition, incremental sales from businesses acquired in the preceding 12 months contributed \$15.2 million less to our consolidated net sales for the nine months ended June 30, 2009, compared to the nine months ended June 30, 2008. Consolidated net sales for the nine months ended June 30, 2009, are inclusive of approximately \$72.9 million in negative impact from changes in foreign exchange rates.

*Sally Beauty Supply.* Net sales for Sally Beauty Supply increased by \$14.0 million, or 1.1%, for the nine months ended June 30, 2009, compared to the nine months ended June 30, 2008. In the Sally Beauty Supply segment, company-operated stores that have been open for at least 14 months contributed an increase of approximately \$31.8 million, or 2.6%, while our non-store sales channels contributed an increase of approximately \$5.0 million, or 0.4%. Sales of businesses acquired in the preceding 12 months contributed \$18.0 million less to the Sally Beauty Supply segment sales for the nine months ended June 30, 2009, compared to the nine months ended June 30, 2008 and sales through new stores declined approximately \$4.8 million, or 0.4%. Net sales for Sally Beauty Supply for the nine months ended June 30, 2009, are inclusive of approximately \$53.3 million in negative impact from changes in foreign



exchange rates.

*Beauty Systems Group.* Net sales for BSG decreased by \$29.6 million, or 4.0%, for the nine months ended June 30, 2009, compared to the nine months ended June 30, 2008. While company-operated stores that have been open for at least 14 months contributed an increase of approximately \$14.2 million, or 1.9%, to net sales, other sales channels experienced declines compared to the nine months ended June 30, 2008. Sales through our franchise-based businesses declined by approximately \$11.3 million, or 1.5%, sales through distributor sales consultants declined approximately \$22.6 million, or 3.1%, and sales through new stores declined approximately \$12.7 million, or 1.7%.

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Net sales for BSG for the nine months ended June 30, 2009, are inclusive of approximately \$19.6 million in negative impact from changes in foreign exchange rates.

**Gross Profit**

Consolidated gross profit increased by \$3.8 million, or 0.4%, for the nine months ended June 30, 2009, compared to the nine months ended June 30, 2008, principally due to higher sales volume and improved gross margins for the Sally Beauty Supply segment. This increase was partially offset by lower sales volume and lower gross margins for the BSG segment, as more fully described below.

*Sally Beauty Supply.* Sally Beauty Supply's gross profit increased by \$15.5 million, or 2.4%, for the nine months ended June 30, 2009, compared to the nine months ended June 30, 2008, principally as a result of increased unit sales volume and improved margins. Sally Beauty Supply's gross profit as a percentage of net sales increased to 51.9% for the nine months ended June 30, 2009, compared to 51.2% for the nine months ended June 30, 2008. This increase was the result of recent marketing efforts, low-cost sourcing initiatives and a shift in product mix (including an increase in sales of exclusive-label products and other higher-margin products).

*Beauty Systems Group.* BSG's gross profit decreased by \$11.6 million or 4.1%, for the nine months ended June 30, 2009, compared to the nine months ended June 30, 2008, principally as a result of lower unit sales volume. BSG's gross profit as a percentage of net sales was 38.6% for both the nine months ended June 30, 2009 and the nine months ended June 30, 2008.

**Selling, General and Administrative Expenses**

Consolidated selling, general and administrative expenses decreased by \$4.4 million, or 0.7%, to \$667.9 million for the nine months ended June 30, 2009, compared to \$672.3 million for the nine months ended June 30, 2008. Selling, general and administrative expenses, as a percentage of net sales, were 34.1% for the nine months ended June 30, 2009, compared to 34.0% for the nine months ended June 30, 2008. The decrease in selling, general and administrative expenses reflects lower share-based compensation of \$1.9 million, lower sales commissions of \$4.0 million and a decrease in other unallocated corporate expenses as a result of cost-saving initiatives as well as favorable currency transactions resulting from intercompany notes not permanently invested of \$1.6 million, partially offset by the incremental expenses related to businesses acquired in the last twelve months as well as to an increase in advertising expenses of approximately \$3.5 million. Selling, general and administrative expense for the nine months ended June 30, 2008 included approximately \$2.8 million for BSG retention incentives for distributor sales consultants (resulting from the L'Oréal contractual changes reported during fiscal year 2007) and warehouse optimization expenses of approximately \$1.5 million, with no similar expenses in the nine months ended June 30, 2009.

**Depreciation and Amortization**

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Consolidated depreciation and amortization decreased to \$34.9 million for the nine months ended June 30, 2009, compared to \$35.4 million for the nine months ended June 30, 2008, due to a favorable impact from changes in foreign exchange rates, partially offset by the expenses associated with businesses acquired in the last twelve months and depreciation related to capital expenditures mainly in connection with store openings in both operating segments.

Table of Contents**Operating Earnings**

The following table sets forth, for the periods indicated, information concerning our operating earnings for each reportable segment (dollars in thousands):

|                                  | Nine Months Ended June 30, |          |      |          |                     |                 |
|----------------------------------|----------------------------|----------|------|----------|---------------------|-----------------|
|                                  | 2009                       |          | 2008 |          | Increase (Decrease) |                 |
| Operating Earnings:              |                            |          |      |          |                     |                 |
| Segment operating profit:        |                            |          |      |          |                     |                 |
| Sally Beauty Supply              | \$                         | 212,413  | \$   | 212,665  | \$                  | (252) (0.1)%    |
| BSG                              |                            | 66,227   |      | 60,799   |                     | 5,428 8.9%      |
| Segment operating profit         |                            | 278,640  |      | 273,464  |                     | 5,176 1.9%      |
| Unallocated expenses             |                            | (51,130) |      | (52,770) |                     | (1,640) (3.1)%  |
| Share-based compensation expense |                            | (6,799)  |      | (8,717)  |                     | (1,918) (22.0)% |
| Operating earnings               | \$                         | 220,711  | \$   | 211,977  | \$                  | 8,734 4.1%      |

Consolidated operating earnings increased by \$8.7 million, or 4.1%, to \$220.7 million for the nine months ended June 30, 2009, compared to \$212.0 million for the nine months ended June 30, 2008. Operating earnings, as a percentage of net sales, were 11.3% for the nine months ended June 30, 2009, compared to 10.7% for the nine months ended June 30, 2008. The increase in consolidated operating earnings was due primarily to an increase in BSG operating earnings and declines in unallocated expenses and share-based compensation expense, offset in part by a decline in the Sally Beauty Supply's operating profits, as discussed below. Consolidated operating earnings for the nine months ended June 30, 2009, are inclusive of approximately \$1.2 million in negative impact from changes in foreign exchange rates.

*Sally Beauty Supply.* Sally Beauty Supply's segment operating earnings decreased \$0.3 million, or 0.1%, to \$212.4 million for the nine months ended June 30, 2009, compared to \$212.7 million for the nine months ended June 30, 2008. The decrease in Sally Beauty Supply's segment operating earnings was primarily a result of higher advertising costs of approximately \$4.8 million and the incremental costs related to approximately 77 additional company-operated stores (stores opened or acquired during the past twelve months) operating during the nine months ended June 30, 2009. Segment operating earnings, as a percentage of net sales, were 16.9% for the nine months ended June 30, 2009, compared to 17.1% for the nine months ended June 30, 2008. The decrease in Sally Beauty Supply's segment operating earnings as a percentage of segment net sales was primarily a result of higher advertising costs as a percentage of segment net sales and continued softer sales in some of the segment's international operations.

*Beauty Systems Group.* BSG's segment operating earnings increased \$5.4 million, or 8.9%, to \$66.2 million for the nine months ended June 30, 2009, compared to \$60.8 million for the nine months ended June 30, 2008. Segment operating earnings, as a percentage of net sales, were 9.4% for the nine months ended June 30, 2009, compared to 8.3% for the nine months ended June 30, 2008. This increase was due primarily to a decline in segment operating expenses resulting from cost-saving initiatives, partially offset by lower segment gross profit, as discussed above. BSG's segment operating earnings also reflect, for the nine months ended June 30, 2008, approximately \$2.8 million for retention incentives for distributor sales consultants (resulting from the L'Oréal contractual changes reported during

fiscal year 2007). Segment operating earnings for the nine months ended June 30, 2009, are inclusive of approximately \$1.7 million in negative impact from changes in foreign exchange rates.

*Unallocated expenses.* Unallocated expenses, which represent corporate costs (such as payroll, employee benefits and travel expenses for corporate staff, certain professional fees and corporate governance expenses) that have not been charged to our operating segments decreased by \$1.6 million, or 3.1%, to \$51.1 million for the nine months ended June 30, 2009, compared to \$52.8 million for the nine months ended June 30, 2008. This decrease was due primarily to lower corporate expenses resulting from cost-saving initiatives as well as to favorable currency transactions resulting from intercompany notes not permanently invested.

***Share-based Compensation Expense.*** For the nine months ended June 30, 2009, total compensation cost charged against income for share-based compensation arrangements was \$6.8 million, compared to \$8.7 million for the nine months ended June 30, 2008. This decrease was due to a decline in the fair value per share of options awarded in the period ended June 30, 2009, compared to options awarded in the period ended June 30, 2008. For the nine months ended June 30, 2009 and 2008, share-based compensation expense includes \$2.0 million and \$3.1 million,

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respectively, of accelerated expense related to certain retirement eligible employees who are eligible to continue vesting awards upon retirement under the terms of the 2007 Plan. During the nine months ended June 30, 2009 and 2008, the Company granted to its employees and consultants approximately 2.7 million and 2.6 million stock options, respectively.

*Net Interest Expense*

Interest expense, net of interest income of \$0.3 million, was \$102.7 million for the nine months ended June 30, 2009, compared to \$124.0 million, net of interest income of \$0.6 million, for the nine months ended June 30, 2008. The decrease in interest expense was primarily attributable to a \$8.3 million favorable change in the fair value of certain interest rate swaps (please see Note 8 of the Condensed Notes to Consolidated Financial Statements) and to lower prevailing interest rates on our ABL and senior term loan facilities and lower outstanding principal balances on our senior term loans, partially offset by higher average outstanding borrowings under our ABL facility as discussed in Liquidity and Capital Resources below.

*Provision for Income Taxes*

Provision for income taxes was \$45.9 million during the nine months ended June 30, 2009, compared to \$31.9 million for the nine months ended June 30, 2008. Income taxes for the interim periods ended June 30, 2009 and June 30, 2008 have been included in the accompanying financial statements on the basis of an estimated annual effective rate. The estimated annual effective tax rate (excluding discrete items) is 38.4% for fiscal year 2009, compared to 36.0% for fiscal year 2008. The increase in the estimated annual effective tax rate primarily relates to a reduction in earnings in low tax jurisdictions and a reduction in favorable permanent items triggered by lower foreign earnings.

For the nine months ended June 30, 2009, the actual tax rate exceeds the estimated annual effective tax rate because of losses recorded in the nine months ended June 30, 2009 for entities for which a valuation allowance is required.

*Net Earnings*

As a result of the foregoing, consolidated net earnings increased by \$16.0 million, or 28.6%, to \$72.1 million for the nine months ended June 30, 2009, compared to \$56.1 million for the nine months ended June 30, 2008. Net earnings, as a percentage of net sales, were 3.7% for the nine months ended June 30, 2009, compared to 2.8% for the nine months ended June 30, 2008.

**Financial Condition**

respectively, of accelerated expense related to certain retirement eligible employees who are eligible to continue ve

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### *June 30, 2009 Compared to September 30, 2008*

Working capital (current assets less current liabilities) at June 30, 2009 was \$420.5 million, compared to \$367.2 million at September 30, 2008, representing an increase of \$53.3 million. The ratio of current assets to current liabilities was 2.20 to 1.00 at June 30, 2009, compared to 1.84 to 1.00 at September 30, 2008. The increase in working capital reflects a decrease of \$87.6 million in current liabilities and a \$34.3 million decrease in current assets. The decrease in current assets as of June 30, 2009 includes a \$38.6 million reduction in inventory levels. The decrease in current liabilities as of June 30, 2009, was primarily the result of a decrease in current maturities of long-term debt of \$99.3 million.

Inventories decreased \$38.6 million to \$559.6 million at June 30, 2009, compared to \$598.2 million at September 30, 2008 due primarily to efforts to right-size inventory levels (including through lower purchases by us) during the period ended June 30, 2009, in response to the current economic slowdown and to the effect of foreign currency translation adjustments of approximately \$8.4 million.

Current maturities of long-term debt decreased by \$99.3 million to \$1.3 million at June 30, 2009, compared to \$100.6 million at September 30, 2008 due primarily to the repayment of \$75.0 million of borrowings under our ABL facilities. In addition, this decrease reflects the current portion of certain repayments of principal under our senior term loan facilities made during the nine months ended June 30, 2009 (please see *Liquidity and Capital Resources* below).

Other liabilities increased by \$7.7 million to \$31.4 million at June 30, 2009, compared to \$23.7 million at September 30, 2008 due primarily to a change in the fair value of certain of our interest rate swaps.

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Total stockholders' deficit decreased by \$52.3 million as a result of net earnings of \$72.1 million and an increase in additional paid-in capital of \$7.2 million resulting from share-based compensation expense and the exercise of stock options for the nine months ended June 30, 2009, partially offset by cumulative translation adjustments of \$17.9 million and deferred losses on interest rate swaps, net of income taxes, of \$9.2 million.

**Liquidity and Capital Resources**

We broadly define liquidity as our ability to generate sufficient cash flow from operating activities to meet our obligations and commitments. In addition, liquidity includes the ability to obtain appropriate debt and equity financing and to convert into cash those assets that are no longer required to meet existing strategic and financial objectives. Therefore, liquidity cannot be considered separately from capital resources that consist of current or potentially available funds for use in achieving long-range business objectives and meeting debt service commitments. Please see our Annual Report on Form 10-K for the fiscal year ended September 30, 2008 for additional information on liquidity and capital resources.

Following the completion of the Separation Transactions, we are highly leveraged and a substantial portion of our liquidity needs will arise from debt service on indebtedness incurred primarily in connection with the Separation Transactions and from funding the costs of operations, working capital and capital expenditures. As a holding company, we depend on our subsidiaries, including Sally Holdings, to distribute funds to us so that we may pay our obligations and expenses. Please see "Risk Factors - Risks Relating to Our Business," and "Risks Relating to Our Substantial Indebtedness" in Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2008.

During the nine months ended June 30, 2009, the Company made scheduled payments in the aggregate amount of \$6.1 million on its senior term loans.

The senior term loan facilities may be prepaid at the option of Sally Holdings at any time without premium or penalty and are subject to mandatory repayment in an amount equal to 50% of excess cash flow (as defined in the agreement governing the term loan facilities) for any fiscal year unless a specified leverage ratio is met. In January 2009, the Company made a mandatory repayment on the senior term loan facilities in the amount of \$16.7 million. Amounts paid pursuant to said provision may be applied, at the option of Sally Holdings, against minimum loan repayments otherwise required of it over the twelve-month period following any such payment under the terms of the loan agreement.

During the nine months ended June 30, 2009, the Company also made optional repayments in the aggregate amount of \$25.0 million on its senior term loans. In addition, in May 2009, the Company repurchased \$5.0 million in par value of its 10.5% senior subordinated notes (due in November 2016) for approximately \$5.0 million, plus accrued interest. In connection with the mandatory and optional repayments made during the nine months ended June 30, 2009, the Company recorded losses on extinguishment of debt in the aggregate amount of \$0.7 million, which are included in net interest expense in the Company's consolidated statements of earnings.

Based upon the current level of operations and anticipated growth, we anticipate that existing cash balances, funds expected to be generated by operations and funds available under the ABL facility will be sufficient to meet our working capital requirements and to finance anticipated capital expenditures and potential acquisitions over the next 12 months.



There can be no assurance that our business will generate sufficient cash flows from operations, that anticipated net sales growth and operating improvements will be realized or that future borrowings will be available under our ABL facility in an amount sufficient to enable us to service our indebtedness or to fund our other liquidity needs. In addition, our ability to meet our debt service obligations and liquidity needs are subject to certain risks, which include, but are not limited to, increases in competitive activity, the loss of key suppliers, rising interest rates, the loss of key personnel, the ability to execute our business strategy and general economic conditions. Please see **Risk Factors** in Item 1A of our **Annual Report on Form 10-K** for the year ended September 30, 2008.

We utilize our ABL facility for the issuance of letters of credit, as well as to manage normal fluctuations in operational cash flow. In that regard, we may from time to time draw funds under the revolving credit facility for general corporate purposes including acquisitions and interest payments due on our indebtedness. The funds drawn on individual occasions during the nine months ended June 30, 2009, have varied in amounts of up to \$20.0 million, with total amounts outstanding ranging from zero up to \$120.0 million. The amounts drawn are generally paid down with cash provided by our operating activities.

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As of June 30, 2009, Sally Holdings had \$326.5 million available for additional borrowings under our ABL facility, subject to borrowing base limitations, as reduced by outstanding letters of credit.

We may from time to time repurchase or otherwise retire our debt (through our subsidiaries) and take other steps to reduce our debt or otherwise improve our balance sheet. These actions may include open market repurchases of our notes, prepayments of our term loans or other retirements of outstanding debt. The amount of debt that may be repurchased or otherwise retired, if any, would be decided upon at the sole discretion of our Board of Directors and will depend on market conditions, trading levels of the Company's debt from time to time, the Company's cash position and other considerations.

We are a holding company and do not have any material assets or operations other than ownership of equity interests of our subsidiaries. The agreements and instruments governing the debt of Sally Holdings and its subsidiaries contain material limitations on their ability to pay dividends and other restricted payments to us which, in turn, constitute material limitations on our ability to pay dividends and other payments to our stockholders.

Under the agreements and indentures governing the term loan facilities and the notes, Sally Holdings may not make certain restricted payments to us if a default then exists under the credit agreement or the indentures or if its consolidated interest coverage ratio is less than 2.0 to 1.0 at the time of the making of such restricted payment. As of June 30, 2009, its consolidated interest coverage ratio exceeded 2.0 to 1.0. Further, the aggregate amount of restricted payments it is able to make is limited pursuant to various baskets as calculated pursuant to the credit agreement and indentures.

The agreements governing our ABL facility generally permit the making of distributions and certain other restricted payments so long as borrowing availability under the facility equals or exceeds \$60 million. If borrowing availability falls below this amount, Sally Holdings may nevertheless make restricted payments to us in the aggregate since the date of the Separation Transactions, together with the aggregate cash amount paid in acquisitions since said date, of not greater than \$50 million, together with certain other exceptions. As of June 30, 2009, borrowing availability under the ABL facility exceeded \$60 million. As of June 30, 2009, the net assets of our consolidated subsidiaries that were unrestricted from transfer under our credit arrangements totaled \$213.6 million, subject to certain adjustments.

Our primary source of cash has been from funds provided by operating activities and borrowings under our ABL facility for the nine months ended June 30, 2009 and 2008. Historically, our primary use of cash has been for acquisitions and capital expenditures. The following table shows our sources and uses of funds for the nine months ended June 30, 2009 and 2008 (in thousands):

|   | Nine Months Ended June 30, |           |      |          |
|---|----------------------------|-----------|------|----------|
|   | 2009                       |           | 2008 |          |
| Net cash provided by operating activities                     | \$                         | 163,987   | \$   | 44,633   |
| Net cash used by investing activities                         |                            | (28,130)  |      | (83,673) |
| Net cash (used) provided by financing activities              |                            | (129,484) |      | 33,590   |
| Effect of foreign exchange rates on cash and cash equivalents |                            | (219)     |      | 902      |
| Net increase (decrease) in cash and cash equivalents          | \$                         | 6,154     | \$   | (4,548)  |

*Net Cash Provided by Operating Activities*

Net cash provided by operating activities, which excludes cash used for acquisitions completed during the period, during the nine months ended June 30, 2009, increased by \$119.4 million to \$164.0 million, compared to \$44.6 million during the nine months ended June 30, 2008. The increase was primarily due to a reduction of approximately \$60.8 million in inventory levels, an increase in accounts payable and accrued expenses of approximately \$63.0 million and an improvement of approximately \$16.0 million in earnings, partially offset by a decrease in other liabilities of \$15.3 million for the nine months ended June 30, 2009, compared to the nine months ended June 30, 2008.

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*Net Cash Used by Investing Activities*

Net cash used by investing activities during the nine months ended June 30, 2009, decreased by \$55.5 million to \$28.1 million, compared to \$83.7 million during the nine months ended June 30, 2008. This decrease was primarily due to \$9.4 million less in capital expenditures (primarily as a result of fewer store openings) and a reduction of \$46.2 million in cash used for acquisitions for the nine months ended June 30, 2009, compared to the nine months ended June 30, 2008.

*Net Cash (Used) Provided by Financing Activities*

Net cash (used) provided by financing activities during the nine months ended June 30, 2009, decreased by \$163.1 million to cash used of \$129.5 million, compared to cash provided of \$33.6 million during the nine months ended June 30, 2008. The decrease was primarily due to net borrowings of \$40.9 million under Sally Holdings ABL facility during the nine months ended June 30, 2008, compared to net repayments of \$75.0 million during the nine months ended June 30, 2009. In addition, during the nine months ended June 30, 2009, the Company made scheduled payments in the aggregate amount of \$6.1 million, a mandatory repayment in the amount of \$16.7 million and optional repayments in the aggregate amount of \$25.0 million on its term loan facilities and the Company repurchased \$5.0 million in par value of its senior subordinated notes (please see *Liquidity and Capital Resources* above).

**Capital Requirements**

For fiscal year 2009, we anticipate total capital expenditures in the range of approximately \$37.0 million to \$39.0 million, excluding acquisitions. We expect that capital expenditures will be primarily for the addition of new stores and the remodeling, expansion and/or relocation of existing stores in the ordinary course of our business as well as certain corporate projects.

**Contractual Obligations**

There have been no material changes outside the ordinary course of business in any of our contractual obligations since September 30, 2008.

**Off-Balance Sheet Financing Arrangements**

We had no off-balance sheet financing arrangements other than operating leases incurred in the ordinary course of business, as well as outstanding letters of credit related to inventory purchases and self insurance programs which totaled \$12.5 million and \$12.1 million at June 30, 2009 and September 30, 2008, respectively.

## **Inflation**

We believe that inflation currently does not have a material effect on our results of operations.

## **Critical Accounting Policies and Estimates**

The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities in the financial statements. Actual results may differ from these estimates. We believe these estimates and assumptions are reasonable. We consider accounting policies to be critical when they require us to make assumptions about matters that are highly uncertain at the time the accounting estimate is made and when different estimates that our management reasonably could have used have a material effect on the presentation of our financial condition, changes in financial condition or results of operations.

Our critical accounting policies, as described in our Annual Report on Form 10-K for the fiscal year ended September 30, 2008, include but are not limited to the valuation of inventories, vendor concessions, retention of risk, income taxes and share-based payments. There have been no material changes to our critical accounting policies, estimates or assumptions since September 30, 2008.

## **Recent Accounting Pronouncements**

In May 2009, the Financial Accounting Standards Board ( FASB ) issued SFAS No. 165, *Subsequent Events* ( SFAS 165 ). SFAS 165 establishes standards of accounting for and disclosure of transactions and events that occur after the balance sheet date but before the financial statements are issued. This statement requires the disclosure, among other things, of the date through which an entity has evaluated subsequent events and whether that date is the date the financial statements were issued or the date the financial statements were available to be issued. SFAS 165 must be applied prospectively for interim and annual periods ended after June 15, 2009.

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Accordingly, the Company adopted the provisions of SFAS 165 effective for the quarter ended June 30, 2009. In connection therewith, the Company has evaluated all material transactions and events through August 05, 2009, the date this Quarterly Report was filed with the SEC.

The Company adopted the provisions of SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities, an Amendment of FASB Statement No. 133* ( SFAS 161 ) effective on January 1, 2009. SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities* ( SFAS 133 ), establishes, among other things, the disclosure requirements for derivative instruments and for hedging activities. SFAS 161 amended and expanded those disclosures to also require qualitative disclosures about the objectives and strategies for using derivative instruments, quantitative disclosures about the fair value of and gains and losses on derivative instruments and disclosures about credit-risk-related contingent features contained in the derivative instruments. SFAS 161 also requires companies to disclose information about how derivatives and related hedges are accounted for under SFAS 133 and how the hedges affect the entity's financial position, financial performance and cash flows, including the location and amounts of derivative instruments in the entity's financial statements.

As required by SFAS 133, as amended, the Company records all derivative instruments on its balance sheet at fair value. The accounting for changes in the fair value of derivative instruments depends on the intended use of the derivative, whether the Company has elected to designate a derivative instrument in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivative instruments designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the impact on earnings of the hedged transaction or transactions. The Company may from time to time enter into derivative contracts that are intended to hedge certain economic risks even though hedge accounting does not apply or the Company elects not to apply hedge accounting to such derivative contracts. Please see Note 8 for more details about the Company's derivative instruments and hedging activities as of June 30, 2009.

The Company adopted the provisions of SFAS No. 157, *Fair Value Measurements* ( SFAS 157 ), as it relates to its financial instruments, effective on October 1, 2008. SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. This statement does not require any new fair value measurements; rather, it amends other accounting pronouncements that require or permit fair value measurements. SFAS 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. SFAS 157 establishes a three-level hierarchy for measuring fair value and requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

This valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability on the measurement date. The three levels of that hierarchy are defined as follows:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities

Level 2 - Unadjusted quoted prices in active markets for similar assets or liabilities; or unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs other than quoted prices that are observable for the asset or liability; or inputs that are derived principally from or corroborated by observable market data

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### Level 3 - Unobservable inputs for the asset or liability

The Company measures certain financial assets and liabilities at fair value on a recurring basis, including interest rate swaps. The Company has determined that the majority of the inputs used to value its interest rate swaps fall within Level 2 of the valuation hierarchy. In accordance with SFAS 157, the Company categorized certain of its financial assets and liabilities based on priority of the inputs to the valuation technique for the instruments, as follows (in thousands):

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|                                    | As of June 30, 2009 |           |         |  |         |           |         |  |
|------------------------------------|---------------------|-----------|---------|--|---------|-----------|---------|--|
|                                    | Total               |           | Level 1 |  | Level 2 |           | Level 3 |  |
| Liabilities                        |                     |           |         |  |         |           |         |  |
| Long-term debt (1)                 | \$                  | 1,630,195 |         |  | \$      | 1,630,195 |         |  |
| Hedged interest rate swaps (1)     |                     | 13,759    |         |  |         | 13,759    |         |  |
| Non-hedged interest rate swaps (1) |                     | 5,940     |         |  |         | 5,940     |         |  |
| Total                              | \$                  | 1,649,894 |         |  | \$      | 1,649,894 |         |  |

(1) Interest rate swaps are valued using internal models based on market observable inputs, including market interest rates.

In April 2009, the FASB issued FSP-FAS No. 107-1 and APB 28-1, *Disclosures about Fair Value of Financial Instruments* ( FAS No. 107-1/APB 28-1 ). This FSP extends to interim periods certain disclosures about fair value of financial instruments for publicly traded companies and amends APB Opinion No. 28, *Interim Financial Reporting*, to require those disclosures in summarized financial information at interim reporting periods. This FSP is effective for interim reporting periods ending after June 15, 2009. The Company's adoption of FAS No. 107-1/APB 28-1 did not have a material effect on the Company's consolidated financial position, results of operations or cash flows.

We have not yet adopted and are currently assessing any potential effect of the following pronouncements on our consolidated financial statements:

In June 2009, the FASB issued SFAS No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles*, a replacement of SFAS No. 162 ( SFAS 168 ). SFAS 168 identifies the previously issued accounting standards that are considered authoritative generally accepted accounting principles in the U.S., repeals SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles* and replaces all previously issued accounting pronouncements of the FASB, and its predecessor rule-making bodies, with the FASB Accounting Standards Codification. SFAS 168 is effective prospectively for reporting periods ending after September 15, 2009.

In April 2008, the FASB issued FSP-FAS No. 142-3, *Determination of the Useful Life of Intangible Assets* ( FAS 142-3 ). FAS 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, *Goodwill and Other Intangible Assets* ( SFAS 142 ). The objective of the Staff Position is to improve the consistency between the useful life of a recognized intangible asset under SFAS 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS No. 141 (Revised 2007): *Business Combinations* ( SFAS 141R ) and other GAAP. FAS 142-3 is effective for fiscal years beginning after December 15, 2008. Early application is not permitted.

In December 2007, the FASB issued SFAS No. 141(Revised 2007), *Business Combinations* ( SFAS 141R ). Among other things, SFAS 141R generally requires that an acquirer recognize the assets acquired and liabilities assumed measured at their full fair values on the acquisition date. This practice replaces the practice, under predecessor SFAS 141: *Business Combinations*, of allocating the cost of an acquisition to the individual assets acquired and liabilities assumed based on their relative estimated fair values. SFAS 141R further requires that acquisition-related costs be recognized separately from the related acquisition. SFAS 141R must be applied prospectively to business combinations consummated on or after the first annual reporting period beginning on or after December 15, 2008. Early application is not permitted.



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In April 2009, the FASB issued FSP-FAS No. 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies* ( FAS 141(R)-1 ). This FSP amends and clarifies SFAS 141R and applies to assets acquired and liabilities assumed that arise from contingencies in a business combination. FAS 141(R)-1 must also be applied prospectively to business combinations consummated on or after the first annual reporting period beginning on or after December 15, 2008. Early application is not permitted.

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**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

As a multinational corporation, we are subject to certain market risks including foreign currency fluctuations, interest rates and government actions. We consider a variety of practices to manage these market risks, including, when deemed appropriate, the occasional use of derivative financial instruments.

**Foreign currency exchange rate risk**

We are exposed to potential gains or losses from foreign currency fluctuations affecting net investments and earnings denominated in foreign currencies. Our primary exposures are to changes in exchange rates for the U.S. dollar versus the British pound sterling, Canadian dollar, euro and Mexican peso. Our various currency exposures at times offset each other providing a natural hedge against currency risk. While fluctuations in the U.S. dollar exchange rates had a negative impact on reported consolidated sales of approximately \$72.9 million, for the nine months ended June 30, 2009, such fluctuations did not have a material effect on our financial condition and net earnings for the three and nine month periods ended June 30, 2009 and 2008. Although we may use derivative financial instruments to manage foreign currency exchange rate risk from time to time, none were used as of June 30, 2009 and 2008 or for the interim periods then ended.

**Interest rate risk**

As a result of the debt financing incurred in connection with the Separation Transactions, we are subject to interest rate market risk in connection with our long-term debt. The principal interest rate exposure relates to amounts borrowed under the term loans and the ABL facility. Based on the approximately \$1.0 billion of aggregate borrowings under the Company's term loans and the ABL facility as of June 30, 2009, a change in the estimated interest rate up or down by 1/8% would increase or decrease earnings before provision for income taxes by approximately \$1.3 million on an annual basis, without considering the effect of any interest rate swap agreements we may have from time to time.

We and certain of our subsidiaries are sensitive to interest rate fluctuations. In order to enhance our ability to manage risk relating to cash flow and interest rate exposure, we and/or our other subsidiaries who are borrowers under the ABL facility may from time to time enter into and maintain derivative instruments, such as interest rate swap agreements, for periods consistent with the related underlying exposures. We do not purchase or hold any derivative instruments for speculative or trading purposes.

Effective in November 2006, we entered into four interest rate swap agreements with an aggregate notional amount of \$500 million. Interest rate swap agreements with an aggregate notional amount of \$150 million expired in November 2008 and interest rate swap agreements with a notional amount of \$350 million expire in November 2009. The agreements outstanding at June 30, 2009 enable us to convert a portion of our variable interest rate obligations to fixed rate obligations with interest rates ranging from 7.19% to 7.44%. These interest rate swap agreements do not currently qualify as hedges and, therefore, the change in the fair value of these interest rate swap agreements, which are adjusted quarterly, are recorded in net interest expense in the Company's results of operations. As discussed in Item 1A Risk Factors in our Annual Report on Form 10-K for the fiscal year ended September 30, 2008, changes in the fair value of these interest rate swap agreements are mainly driven by interest rate changes and will increase or decrease our net interest expense and may therefore affect our earnings.

Effective in May 2008, we entered into two additional interest rate swap agreements with an aggregate notional amount of \$300 million (each agreement with a notional amount of \$150 million). These agreements expire on May 31, 2012 and enable us to convert a portion of our variable interest rate obligations to fixed rate obligations with interest ranging from 5.818% to 6.090%. These agreements are designated as effective hedges, consistent with SFAS 133, *Accounting for Derivative Instruments and Hedging Activities*. Adjustments to reflect the change in the fair values of these interest rate swap agreements, which are adjusted quarterly, are recorded in accumulated other comprehensive (loss) income until the hedged obligation is settled or the swap agreements expire, whichever is earlier. Any ineffectiveness of these interest rate swaps is recognized in earnings.

**Credit risk**

We are exposed to credit risk on certain assets, primarily cash equivalents, short-term investments and accounts receivable. We believe that the credit risk associated with cash equivalents and short-term investments, if any, is largely mitigated by our policy of investing in a diversified portfolio of securities with high credit ratings.

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We provide credit to customers in the ordinary course of business and perform ongoing credit evaluations. We believe that our exposure to concentrations of credit risk with respect to trade receivables is largely mitigated by our broad customer base. We believe our allowance for doubtful accounts is sufficient to cover customer credit risks.

**Item 4. Controls and Procedures.**

*Controls Evaluation and Related CEO and CFO Certifications.* Our management, with the participation of our principal executive officer ( CEO ) and principal financial officer ( CFO ), conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. The controls evaluation was conducted by our Disclosure Committee, comprised of senior representatives from our finance, accounting, internal audit, and legal departments under the supervision of our CEO.

Certifications of our CEO and our CFO, which are required in accordance with Rule 13a-14 of the Securities Exchange Act of 1934, as amended ( Exchange Act ), are attached as exhibits to this report. This Controls and Procedures section includes the information concerning the controls evaluation referred to in the certifications and it should be read in conjunction with the certifications for a more complete understanding of the topics presented.

*Limitations on the Effectiveness of Controls.* We do not expect that our disclosure controls and procedures will prevent all errors and all fraud. A system of controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the system are met. Because of the limitations in all such systems, no evaluation can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Furthermore, the design of any system of controls and procedures is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how unlikely. Because of these inherent limitations in a cost-effective system of controls and procedures, misstatements or omissions due to error or fraud may occur and not be detected.

*Scope of the Controls Evaluation.* The evaluation of our disclosure controls and procedures included a review of their objectives and design, our implementation of the controls and procedures and the effect of the controls and procedures on the information generated for use in this report. In the course of the evaluation, we sought to identify whether we had any data errors, control problems or acts of fraud and to confirm that appropriate corrective action, including process improvements, was being undertaken if needed. This type of evaluation is performed on a quarterly basis so that conclusions concerning the effectiveness of our disclosure controls and procedures can be reported in our Quarterly Reports on Form 10-Q and our Annual Reports on Form 10-K. Many of the components of our disclosure controls and procedures are also evaluated by our internal audit department, our legal department and by personnel in our finance organization. The overall goals of these various evaluation activities are to monitor our disclosure controls and procedures on an ongoing basis, and to maintain them as dynamic systems that change as conditions warrant.

*Conclusions regarding Disclosure Controls.* Based on the required evaluation of our disclosure controls and procedures, our CEO and CFO have concluded that, as of June 30, 2009, we maintain disclosure controls and procedures that are effective in providing reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

*Changes in Internal Control over Financial Reporting.* During our last fiscal quarter, there have been no changes in our internal control over financial reporting identified in connection with the evaluation described above that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings.**

There were no material legal proceedings pending against us or our subsidiaries as of June 30, 2009. We are involved in various claims and lawsuits incidental to the conduct of our business in the ordinary course. We carry insurance coverage in such amounts in excess of our self-insured retention as we believe to be reasonable under the circumstances and that may or may not cover any or all of our liabilities in respect of claims and lawsuits. We do not believe that the ultimate resolution of these matters will have a material adverse impact on our consolidated financial position, cash flows or results of operations.

We are subject to a number of U.S., federal, state and local laws and regulations, as well as the laws and regulations applicable in each other market in which we do business. These laws and regulations govern, among other things, the composition, packaging, labeling and safety of the products we sell, the methods we use to sell these products and the methods we use to import these products. We believe that we are in material compliance with such laws and regulations, although no assurance can be provided that this will remain true going forward.

On February 25, 2008, we disclosed in a Current Report on Form 8-K that on February 21, 2008, L Oreal filed a lawsuit in the Superior Court of the State of California in and for the County of San Diego Central Division naming, among others, SD Hair, Ltd. and Hair of Nevada, LLC (collectively, SD Hair ), franchisees of our subsidiary Armstrong McCall division ( AMLP ) of our BSG business unit, as defendants. The suit alleged, among other things, that SD Hair breached its franchise agreement with AMLP by diverting (selling) Matrix branded products to unauthorized buyers, and that L Oreal is entitled to make claims against SD Hair under the franchise agreement as a third-party beneficiary of that agreement. On March 24, 2008, SD Hair filed a cross-complaint in the same case naming AMLP and BSG as cross-defendants, seeking, among other things, i) declaratory relief from BSG and AMLP in the form of a judicial finding that SD Hair is not in breach of its franchise agreement and that L Oreal has no rights as a third-party beneficiary to SD Hair s franchise agreement, and ii) injunctive relief in the form of a judicial order compelling AMLP and BSG to take appropriate legal action against L Oreal to enforce SD Hair s claimed rights under AMLP s Matrix distribution agreement. We have answered the cross-complaint and the lawsuit has been set for a jury trial in November of 2009.

On July 30, 2009, we disclosed in a Current Report on Form 8-K that L Oreal filed a Second Amended Complaint in connection with the previously disclosed lawsuit described above. The Second Amended Complaint alleges, among other things, that AMLP, certain of its employees and others were involved in selling Matrix branded products to unauthorized buyers and that certain of its employees (and others) engaged in improper business transactions for personal benefit during 2005 through 2007. L Oreal seeks money damages, certain injunctive relief and a declaration that L Oreal is entitled to terminate the 1981 Matrix Distributor Agreement now in effect between L Oreal and AMLP. None of the employees involved in the allegations are executive officers of the Company. Substantially all of these allegations were made known by L Oreal to the Company prior to the filing of the Second Amended Complaint. L Oreal also provided the Company with documents allegedly supporting the allegations.

As a result of these allegations made by L Oreal, many of which are incorporated into the Second Amended Complaint, the Audit Committee of the Board of Directors of the Company engaged independent special counsel to investigate whether certain employees engaged in improper business transactions for personal benefit. After extensive review, the Audit Committee and independent special counsel found insufficient evidence to support a conclusion that Company employees entered into improper transactions for personal benefit. The Company intends to file its response to the Second Amended Complaint and to vigorously defend itself in the lawsuit.

**Items 1A. Risk Factors.**

In addition to the other information set forth in this report, you should carefully consider the factors contained in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended September 30, 2008, which could materially affect our business, financial condition or future results. There have been no material changes from the risk factors disclosed in our Annual Report. The risks described in that report are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

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**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

(a) Not applicable

(b) Not applicable

(c) Not applicable

**Item 3. Defaults Upon Senior Securities.**

Not applicable

**Item 4. Submission of Matters to a Vote of Security Holders.**

Not applicable

**Item 5. Other Information.**

(a) Not applicable

(b) Not applicable



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#### Item 6. Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 2.1                | Investment Agreement, dated as of June 19, 2006, among Alberto-Culver Company, New Aristotle Company, Sally Holdings, Inc., New Sally Holdings, Inc. and CDRS Acquisition LLC, which is incorporated by reference from Exhibit 2.1 to Amendment No. 3 to the Company's Registration Statement on Form S-4 (File No. 333-136259) filed on October 10, 2006  |
| 2.2                | First Amendment to the Investment Agreement, dated as of October 3, 2006, among Alberto-Culver Company, New Aristotle Company, Sally Holdings, Inc., New Sally Holdings, Inc. and CDRS Acquisition LLC, which is incorporated by reference from Exhibit 2.2 to Amendment No. 3 to the Company's Registration Statement on Form S-4 (File No. 333-136259) filed on October 10, 2006   |
| 2.3                | Second Amendment to the Investment Agreement, dated as of October 26, 2006, among Alberto-Culver Company, New Aristotle Company, Sally Holdings, Inc., New Sally Holdings, Inc. and CDRS Acquisition LLC, which is incorporated by reference from Exhibit 2.02 to the Company's Current Report on Form 8-K filed on October 30, 2006   |
| 2.4                | Separation Agreement, dated as of June 19, 2006, among Alberto-Culver Company, Sally Holdings, Inc., New Sally Holdings, Inc. and New Aristotle Holdings, Inc., which is incorporated by reference from Exhibit 2.3 to Amendment No. 3 to the Company's Registration Statement on Form S-4 (File No. 333-136259) filed on October 10, 2006   |
| 2.5                | First Amendment to the Separation Agreement, dated as of October 3, 2006, among Alberto-Culver Company, Sally Holdings, Inc., New Sally Holdings, Inc. and New Aristotle Holdings, Inc., which is incorporated by reference from Exhibit 2.4 to Amendment No. 3 to the Company's Registration Statement on Form S-4 (File No. 333-136259) filed on October 10, 2006  |
| 2.6                | Second Amendment to the Separation Agreement, dated as of October 26, 2006, among Alberto-Culver Company, Sally Holdings, Inc., New Sally Holdings, Inc. and New Aristotle Holdings, Inc., which is incorporated by reference from Exhibit 2.01 to the Company's Current Report on Form 8-K filed on October 30, 2006  |
| 3.1                | Amended and Restated Certificate of Incorporation of Sally Beauty Holdings, Inc., dated November 16, 2006, which is incorporated herein by reference from Exhibit 4.1 to the Company's Registration Statement on Form S-8 filed on November 20, 2006   |
| 3.2                | Third Amended and Restated Bylaws of Sally Beauty Holdings, Inc., dated October 23, 2008, which is incorporated herein by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K filed on October 23, 2008   |
| 4.1                | Stockholders Agreement, dated as of November 16, 2006, by and among the Company, CDRS Acquisition LLC, CD&R Parallel Fund VII, L.P. and the other stockholders party thereto, which is incorporated by reference from Exhibit 4.8 to the Company's Current Report on Form 8-K filed on November 22, 2006   |
| 4.2                | First Amendment to the Stockholders Agreement, dated as of December 13, 2006, between the Company and CDRS Acquisition LLC and Carol L. Bernick, as representative of the other stockholders, which is incorporated herein by reference from Exhibit 4.2 to the Company's Annual Report on Form 10-K filed on December 22, 2006  |
| 4.3                | Indenture, dated as of November 16, 2006, by and among Sally Holdings LLC and Sally Capital Inc., as Co-Issuers, the Subsidiary Guarantors from time to time parties thereto, and Wells Fargo Bank, National Association, as Trustee, governing the 9.25% Senior Notes due 2014, which is incorporated by reference from Exhibit 4.1 to the Company's Current Report on Form 8-K filed on November 22, 2006  |
| 4.4                | First Supplemental Indenture, dated as of May 30, 2007, by and among Sally Holdings LLC and Sally Capital Inc., as co-Issuers, the Subsidiary Guarantors named therein, and Wells Fargo Bank, National Association, as trustee, governing the 9.25% Senior Notes due 2014, which is incorporated herein by reference from Exhibit 4.2 from the Registration Statement on Form S-4 (File No. 333-144427) of Sally Holdings LLC and Sally Capital Inc. filed on July 9, 2007 |
| 4.5                |  |

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Indenture, dated as of November 16, 2006, by and among Sally Holdings LLC and Sally Capital Inc., as Co-Issuers, the Subsidiary Guarantors from time to time parties thereto, and Wells Fargo Bank, National Association, as Trustee, governing the 10.5% Senior Subordinated Notes due 2016, which is incorporated by reference from Exhibit 4.2 to the Company's Current Report on Form 8-K filed on November 22, 2006

- 4.6 First Supplemental Indenture, dated as of May 30, 2007, by and among Sally Holdings LLC and Sally Capital Inc., as co-Issuers, the Subsidiary Guarantors named therein, and Wells Fargo Bank, National Association, as trustee, governing the 10.5% Senior Subordinated Notes due 2016, which is incorporated

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herein by reference from Exhibit 4.4 from the Registration Statement on Form S-4 (File No. 333-144427) of Sally Holdings LLC and Sally Capital Inc. filed on July 9, 2007

- 4.7 Exchange and Registration Rights Agreement, dated as of November 16, 2006, by and among Sally Holdings LLC, Sally Capital Inc., the Subsidiary Guarantors parties thereto, Merrill Lynch, Pierce, Fenner & Smith, Incorporated and the other financial institutions named therein, relating to the 9.25% Senior Notes due 2014, which is incorporated by reference from Exhibit 4.3 to the Company's Current Report on Form 8-K filed on November 22, 2006
- 4.8 Exchange and Registration Rights Agreement, dated as of November 16, 2006, by and among Sally Holdings LLC, Sally Capital Inc., the Subsidiary Guarantors parties thereto, Merrill Lynch, Pierce, Fenner & Smith, Incorporated and the other financial institutions named therein, relating to the 10.5% Senior Subordinated Notes due 2016, which is incorporated by reference from Exhibit 4.4 to the Company's Current Report on Form 8-K filed on November 22, 2006
- 4.9 Credit Agreement, dated November 16, 2006, with respect to a Term Loan Facility, by and among Sally Holdings LLC, the several lenders from time to time parties thereto, and Merrill Lynch Capital Corporation, as Administrative Agent and Collateral Agent, which is incorporated by reference from Exhibit 4.5.1 to the Company's Current Report on Form 8-K filed on November 22, 2006
- 4.10 Guarantee and Collateral Agreement, dated as of November 16, 2006, made by Sally Investment Holdings LLC, Sally Holdings LLC and certain subsidiaries of Sally Holdings LLC in favor of Merrill Lynch Capital Corporation, as Administrative Agent and Collateral Agent, which is incorporated by reference from Exhibit 4.5.2 to the Company's Current Report on Form 8-K filed on November 22, 2006
- 4.11 Credit Agreement, dated November 16, 2006, with respect to an Asset-Based Loan Facility, among Sally Holdings LLC, Beauty Systems Group LLC, Sally Beauty Supply LLC, any Canadian Borrower from time to time party thereto, certain subsidiaries of Sally Holdings LLC, the several lenders from time to time parties thereto, Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc., as Administrative Agent and Collateral Agent, and Merrill Lynch Capital Canada Inc., as Canadian Agent and Canadian Collateral Agent, which is incorporated by reference from Exhibit 4.6.1 to the Company's Current Report on Form 8-K filed on November 22, 2006
- 4.12 U.S. Guarantee and Collateral Agreement, dated as of November 16, 2006, made by Sally Investment Holdings LLC, Sally Holdings LLC and certain subsidiaries of Sally Holdings LLC in favor of Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc., as Administrative Agent and Collateral Agent, which is incorporated by reference from Exhibit 4.6.2 to the Company's Current Report on Form 8-K filed on November 22, 2006
- 4.13 Canadian Guarantee and Collateral Agreement, dated as of November 16, 2006, made by Sally Beauty (Canada) Corporation, Beauty Systems Group (Canada), Inc., Sally Beauty Canada Holdings Inc. and certain of their respective subsidiaries in favor of Merrill Lynch Capital Canada Inc., as Canadian Agent and Canadian Collateral Agent, which is incorporated by reference from Exhibit 4.6.3 to the Company's Current Report on Form 8-K filed on November 22, 2006
- 4.14 Intercreditor Agreement, dated as of November 16, 2006, by and between Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc., as Administrative Agent and Collateral Agent under the Term Loan Facility, and Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc., as Administrative Agent and Collateral Agent under the Asset-Based Loan Facility, which is incorporated by reference from Exhibit 4.7 to the Company's Current Report on Form 8-K filed on November 22, 2006
- 10.1 Release and Separation Agreement by and between Sally Beauty Holdings, Inc. and Walter Richard Dowd, which is incorporated by reference from Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on May 6, 2009
- 10.2 Form of Option Exercise Period Extension Agreement for Retired Executives, which is incorporated by reference from Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on May 6, 2009
- 31.1 Rule 13(a)-14(a)/15(d)-14(a) Certification of Gary G. Winterhalter\*
- 31.2 Rule 13(a)-14(a)/15(d)-14(a) Certification of Mark J. Flaherty\*

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32.1 Section 1350 Certification of Gary G. Winterhalter\*

32.2 Section 1350 Certification of Mark J. Flaherty\*

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\*Included herewith

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PLEASE NOTE: In reviewing the agreements included as exhibits to this Quarterly Report, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the Company or the other parties to the agreements. The agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
- have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about the Company may be found elsewhere in this filing and in the Company's other public filings, which are available without charge through the SEC's website at <http://www.sec.gov>. Please see "Where You Can Find More Information."

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SALLY BEAUTY HOLDINGS, INC.  
(Registrant)

Date: August 5, 2009

By: /s/ Mark J. Flaherty  
Mark J. Flaherty  
Senior Vice President and Chief Financial Officer  
For the Registrant and as its Principal Financial Officer