

WINMARK CORP  
Form 10-Q  
October 23, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

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

For the quarterly period ended September 28, 2013

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 000-22012

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# WINMARK CORPORATION

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction of incorporation or organization)

**41-1622691**

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

**605 Highway 169 North, Suite 400, Minneapolis, MN**

(Address of principal executive offices)

**55441**

(Zip Code)

**(763) 520-8500**

(Registrant's telephone number, including area code)

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  (Do not check if a smaller reporting company)

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

Common stock, no par value, 5,135,961 shares outstanding as of October 15, 2013.

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**WINMARK CORPORATION AND SUBSIDIARIES**

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## PART I. FINANCIAL INFORMATION

## ITEM 1: Financial Statements

**WINMARK CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED CONDENSED BALANCE SHEETS**

(Unaudited)

	September 28, 2013	December 29, 2012
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 8,248,000	\$ 2,233,400
Marketable securities	401,000	85,900
Receivables, less allowance for doubtful accounts of \$5,000 and \$17,300	1,116,900	1,237,100
Net investment in leases - current	16,398,700	13,461,200
Income tax receivable	366,700	1,400,700
Inventories	69,400	71,200
Prepaid expenses	618,600	445,200
Total current assets	27,219,300	18,934,700
Net investment in leases - long-term	20,274,700	22,697,100
Long-term investments (See Note 4)		
Property and equipment, net	1,073,700	1,229,500
Other assets	677,500	677,500
	\$ 49,245,200	\$ 43,538,800
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current Liabilities:		
Line of credit	\$	\$ 10,800,000
Accounts payable	1,724,300	2,203,700
Accrued liabilities	2,359,100	1,286,300
Discounted lease rentals	834,000	896,800
Rents received in advance	48,700	134,800
Deferred revenue	1,787,900	1,641,700
Deferred income taxes	3,574,200	3,549,900
Total current liabilities	10,328,200	20,513,200
Long-Term Liabilities:		
Discounted lease rentals	382,700	177,900
Rents received in advance	111,800	117,700
Deferred revenue	1,128,200	953,000
Other liabilities	1,148,900	1,254,700
Deferred income taxes	2,864,700	2,594,300
Total long-term liabilities	5,636,300	5,097,600
Shareholders' Equity:		
Common stock, no par value, 10,000,000 shares authorized, 5,135,961 and 4,996,459 shares issued and outstanding	2,420,300	
Accumulated other comprehensive loss	(9,900)	(4,000)
Retained earnings	30,870,300	17,932,000
Total shareholders' equity	33,280,700	17,928,000

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\$ 49,245,200 \$ 43,538,800

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

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**WINMARK CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS**

(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 28, 2013	September 29, 2012	September 28, 2013	September 29, 2012
<b>REVENUE:</b>				
Royalties	\$ 9,853,900	\$ 9,178,400	\$ 26,937,000	\$ 25,160,800
Leasing income	3,810,100	4,312,700	11,348,100	9,989,800
Merchandise sales	598,000	716,600	1,821,100	2,083,200
Franchise fees	340,000	411,000	1,144,200	966,000
Other	189,900	180,400	713,400	625,100
Total revenue	14,791,900	14,799,100	41,963,800	38,824,900
COST OF MERCHANDISE SOLD	569,200	684,400	1,734,700	1,982,200
LEASING EXPENSE	399,300	770,700	1,289,500	1,336,200
PROVISION FOR CREDIT LOSSES	(29,800)	(1,700)	(67,700)	(69,600)
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	5,311,900	4,882,200	16,728,900	15,239,900
Income from operations	8,541,300	8,463,500	22,278,400	20,336,200
LOSS FROM EQUITY INVESTMENTS		(372,300)		(650,400)
IMPAIRMENT OF INVESTMENT IN NOTES		(660,700)		(660,700)
INTEREST EXPENSE	(35,500)	(110,200)	(180,100)	(302,300)
INTEREST AND OTHER INCOME (EXPENSE)	5,500	14,300	(4,800)	50,600
Income before income taxes	8,511,300	7,334,600	22,093,500	18,773,400
PROVISION FOR INCOME TAXES	(3,259,800)	(3,075,100)	(8,447,700)	(7,593,500)
NET INCOME	\$ 5,251,500	\$ 4,259,500	\$ 13,645,800	\$ 11,179,900
EARNINGS PER SHARE BASIC	\$ 1.03	\$ .85	\$ 2.70	\$ 2.22
EARNINGS PER SHARE DILUTED	\$ 1.00	\$ .82	\$ 2.61	\$ 2.13
WEIGHTED AVERAGE SHARES OUTSTANDING BASIC	5,116,872	5,013,822	5,046,156	5,041,023
WEIGHTED AVERAGE SHARES OUTSTANDING DILUTED	5,263,311	5,222,719	5,222,196	5,257,057

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

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**WINMARK CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME**

(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 28, 2013	September 29, 2012	September 28, 2013	September 29, 2012
NET INCOME	\$ 5,251,500	\$ 4,259,500	\$ 13,645,800	\$ 11,179,900
OTHER COMPREHENSIVE INCOME (LOSS), BEFORE TAX:				
Unrealized net gains (losses) on marketable securities:				
Unrealized holding net gains (losses) arising during period	(8,100)	(5,600)	(9,500)	(2,000)
Reclassification adjustment for net gains included in net income				(28,000)
OTHER COMPREHENSIVE INCOME (LOSS), BEFORE TAX	(8,100)	(5,600)	(9,500)	(30,000)
INCOME TAX (EXPENSE) BENEFIT RELATED TO ITEMS OF OTHER COMPREHENSIVE INCOME:				
Unrealized net gains/losses on marketable securities:				
Unrealized holding net gains (losses) arising during period	3,100	2,200	3,600	800
Reclassification adjustment for net gains included in net income				11,000
INCOME TAX (EXPENSE) BENEFIT RELATED TO ITEMS OF OTHER COMPREHENSIVE INCOME	3,100	2,200	3,600	11,800
OTHER COMPREHENSIVE GAIN (LOSS), NET OF TAX	(5,000)	(3,400)	(5,900)	(18,200)
COMPREHENSIVE INCOME	\$ 5,246,500	\$ 4,256,100	\$ 13,639,900	\$ 11,161,700

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



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## WINMARK CORPORATION AND SUBSIDIARIES

## CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

(Unaudited)

	Nine Months Ended	
	September 28, 2013	September 29, 2012
<b>OPERATING ACTIVITIES:</b>		
Net income	\$ 13,645,800	\$ 11,179,900
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	321,400	326,600
Provision for credit losses	(67,700)	(69,600)
Compensation expense related to stock options	842,900	683,000
Deferred income taxes	294,700	214,200
Gain on sale of marketable securities		(34,600)
Loss from equity investments		650,400
Impairment of investment in notes		660,700
Deferred initial direct costs	(374,100)	(484,100)
Amortization of deferred initial direct costs	418,700	421,800
Tax benefits on exercised stock options	(310,900)	(353,300)
Change in operating assets and liabilities:		
Receivables	120,200	151,700
Income tax receivable / payable	1,348,500	53,800
Inventories	1,800	(16,800)
Prepaid expenses	(173,400)	(211,300)
Accounts payable	(479,400)	51,000
Accrued and other liabilities	967,000	998,400
Rents received in advance and security deposits	160,800	(100)
Deferred revenue	321,400	450,500
Net cash provided by operating activities	17,037,700	14,672,200
<b>INVESTING ACTIVITIES:</b>		
Proceeds from sale of marketable securities		1,424,700
Purchase of marketable securities	(324,600)	(466,700)
Purchase of property and equipment	(165,600)	(81,500)
Purchase of equipment for lease contracts	(14,979,300)	(17,372,400)
Principal collections on lease receivables	13,654,700	12,802,200
Net cash used for investing activities	(1,814,800)	(3,693,700)
<b>FINANCING ACTIVITIES:</b>		
Proceeds from borrowings on line of credit	2,000,000	20,300,000
Payments on line of credit	(12,800,000)	(9,600,000)
Repurchases of common stock	(1,854,900)	(4,893,600)
Proceeds from exercises of stock options	3,121,400	594,900
Dividends paid	(707,500)	(25,922,600)
Proceeds from discounted lease rentals	721,800	1,418,600
Tax benefits on exercised stock options	310,900	353,300
Net cash used for financing activities	(9,208,300)	(17,749,400)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>		
Cash and cash equivalents, beginning of period	6,014,600	(6,770,900)
Cash and cash equivalents, end of period	\$ 2,233,400	\$ 9,020,100
	\$ 8,248,000	\$ 2,249,200
<b>SUPPLEMENTAL DISCLOSURES:</b>		
Cash paid for interest	\$ 195,200	\$ 266,400
Cash paid for income taxes	\$ 6,787,800	\$ 7,325,500

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

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**WINMARK CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS**

**1. Management's Interim Financial Statement Representation:**

The accompanying consolidated condensed financial statements have been prepared by Winmark Corporation and subsidiaries (the Company), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. The Company has a 52/53 week year which ends on the last Saturday in December. The information in the consolidated condensed financial statements includes normal recurring adjustments and reflects all adjustments which are, in the opinion of management, necessary for a fair presentation of such financial statements. The consolidated condensed financial statements and notes are presented in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions for Form 10-Q, and therefore do not contain certain information included in the Company's annual consolidated financial statements and notes. This report should be read in conjunction with the audited consolidated financial statements and the notes thereto included in the Company's latest Annual Report on Form 10-K.

Revenues and operating results for the nine months ended September 28, 2013 are not necessarily indicative of the results to be expected for the full year.

**2. Organization and Business:**

The Company offers licenses to operate franchises using the service marks Plato's Closet®, Play It Again Sports®, Once Upon A Child®, Music Go Round® and Style Encore . The Company also operates both middle market and small-ticket equipment leasing businesses under the Winmark Capital® and Wirth Business Credit® marks.

**3. Fair Value Measurements:**

The Company defines fair value as the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company uses three levels of inputs to measure fair value:

- Level 1 quoted prices in active markets for identical assets and liabilities.
- Level 2 observable inputs other than quoted prices in active markets for identical assets and liabilities.
- Level 3 unobservable inputs in which there is little or no market data available, which require the reporting entity to develop its own assumptions.

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The Company's marketable securities were valued based on Level 1 inputs using quoted prices.

The Company determined the fair value of its investment in Tomsten, Inc. to be zero based on Level 3 inputs using a discounted cash flow model which included inputs on future revenues, expenses and other cash flows. See Note 4.

Due to their nature, the carrying value of cash equivalents, receivables, long-term note investments, payables and debt obligations approximates fair value.

Table of Contents**4. Investments:***Marketable Securities*

The following is a summary of marketable securities classified as available-for-sale securities:

	September 28, 2013		December 29, 2012	
	Cost	Fair Value	Cost	Fair Value
Equity securities	\$ 417,000	\$ 401,000	\$ 92,400	\$ 85,900

The Company's unrealized gains and losses for marketable securities classified as available-for-sale securities in accumulated other comprehensive loss are as follows:

	September 28, 2013	December 29, 2012
Unrealized gains	\$ 300	\$
Unrealized losses	(16,300)	(6,500)
Net unrealized losses	\$ (16,000)	\$ (6,500)

The Company's realized gains and losses recognized on sales of available-for-sale marketable securities are as follows:

	Three Months Ended		Nine Months Ended	
	September 28, 2013	September 29, 2012	September 28, 2013	September 29, 2012
Realized gains	\$	\$ 4,600	\$	\$ 46,900
Realized losses				(12,300)
Net realized gains/(losses)	\$	\$ 4,600	\$	\$ 34,600

Amounts reclassified out of accumulated other comprehensive loss into earnings is determined by using the average cost of the security when sold. Gross realized gains (losses) reclassified out of accumulated other comprehensive loss into earnings are included in Interest and Other Income (Expense) and the related tax benefits (expenses) are included in the Provision for Income Taxes lines of the Consolidated Condensed Statements of Operations.

*Long-Term Investments*

The Company has an investment in Tomsten, Inc. ( Tomsten ), the parent company of Archiver's retail chain. The Company has invested a total of \$8.5 million in the purchase of common stock of Tomsten, with such investment representing 22.0% of Tomsten's outstanding common stock.

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The Company applies the equity method of accounting to this investment, and during the first nine months of 2012, the Company recorded \$650,400 for its pro-rata share of Tomsten's losses in the Consolidated Condensed Statements of Operations on the line item captioned Loss from Equity Investments. During the fourth quarter of 2012, the Company recorded an impairment charge for the remaining portion of its investment in Tomsten. On April 29, 2013, Tomsten filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code in Minnesota. The Company's carrying value of this investment was \$0 as of September 28, 2013 and December 29, 2012.

The Company has a \$2.0 million investment in senior subordinated promissory notes in BridgeFunds Limited ( BridgeFunds ). The Company has deemed this investment to be impaired, and as of December 29, 2012, the Company had recorded impairment charges and established a corresponding valuation allowance that reduced the net investment balance to \$0. The Company has maintained the net investment balance of \$0 as of September 28, 2013, as it does not expect to receive any cash flows from this investment.

Table of Contents**5. Investment in Leasing Operations:**

Investment in leasing operations consists of the following:

	September 28, 2013	December 29, 2012
<b>Direct financing and sales-type leases:</b>		
Minimum lease payments receivable	\$ 37,061,800	\$ 33,094,100
Estimated residual value of equipment	4,399,100	2,925,900
Unearned lease income net of initial direct costs deferred	(5,544,700)	(5,155,400)
Security deposits	(3,135,300)	(2,882,400)
Equipment installed on leases not yet commenced	4,496,900	8,443,600
<b>Total investment in direct financing and sales-type leases</b>	<b>37,277,800</b>	<b>36,425,800</b>
Allowance for credit losses	(805,500)	(775,800)
<b>Net investment in direct financing and sales-type leases</b>	<b>36,472,300</b>	<b>35,650,000</b>
<b>Operating leases:</b>		
Operating lease assets	1,229,800	1,564,300
Less accumulated depreciation and amortization	(1,028,700)	(1,056,000)
<b>Net investment in operating leases</b>	<b>201,100</b>	<b>508,300</b>
<b>Total net investment in leasing operations</b>	<b>\$ 36,673,400</b>	<b>\$ 36,158,300</b>

As of September 28, 2013, the \$36.7 million total net investment in leases consists of \$16.4 million classified as current and \$20.3 million classified as long-term. As of December 29, 2012, the \$36.2 million total net investment in leases consists of \$13.5 million classified as current and \$22.7 million classified as long-term.

As of September 28, 2013, no customer had leased assets totaling more than 10% of the Company's total assets.

Future minimum lease payments receivable under lease contracts and the amortization of unearned lease income, net of initial direct costs deferred, is as follows for the remainder of fiscal 2013 and the full fiscal years thereafter as of September 28, 2013:

	Direct Financing and Sales-Type Leases		Operating Leases	
	Minimum Lease Payments Receivable	Income Amortization	Minimum Lease Payments Receivable	
2013	\$ 5,862,700	\$ 1,635,700	\$ 429,100	
2014	19,388,800	3,071,800	332,000	
2015	9,836,500	790,500	49,900	
2016	1,972,000	46,600		
2017	1,800	100		
Thereafter	\$ 37,061,800	\$ 5,544,700	\$ 811,000	

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The activity in the allowance for credit losses for leasing operations during the first nine months of 2013 and 2012, respectively, is as follows:

	September 28, 2013		September 29, 2012	
Balance at beginning of period	\$	775,800	\$	803,800
Provisions charged to expense		(67,700)		(69,600)
Recoveries		114,700		195,900
Deductions for amounts written-off		(17,300)		(128,100)
Balance at end of period	\$	805,500	\$	802,000

The Company's investment in direct financing and sales-type leases ( Investment In Leases ) and allowance for credit losses by loss evaluation methodology are as follows:

	September 28, 2013		December 29, 2012	
	Investment In Leases	Allowance for Credit Losses	Investment In Leases	Allowance for Credit Losses
Collectively evaluated for loss potential	\$ 37,277,800	\$ 805,500	\$ 36,425,800	\$ 775,800
Individually evaluated for loss potential				
Total	\$ 37,277,800	\$ 805,500	\$ 36,425,800	\$ 775,800

The Company's key credit quality indicator for its investment in direct financing and sales-type leases is the status of the lease, defined as accruing or non-accrual. Leases that are accruing income are considered to have a lower risk of loss. Non-accrual leases are those that the Company believes have a higher risk of loss. The following table sets forth information regarding the Company's accruing and non-accrual leases. Delinquent balances are determined based on the contractual terms of the lease.

	September 28, 2013						
	0-60 Days Delinquent and Accruing	61-90 Days Delinquent and Accruing	Over 90 Days Delinquent and Accruing	Non-Accrual	Total		
Middle-Market	\$ 36,158,500	\$	\$	\$	\$ 36,158,500		
Small-Ticket	1,097,100	22,200			1,119,300		
Total Investment in Leases	\$ 37,255,600	\$ 22,200	\$	\$	\$ 37,277,800		

	December 29, 2012						
	0-60 Days Delinquent and Accruing	61-90 Days Delinquent and Accruing	Over 90 Days Delinquent and Accruing	Non-Accrual	Total		
Middle-Market	\$ 34,901,300	\$	\$	\$	\$ 34,901,300		
Small-Ticket	1,517,700			6,800	1,524,500		
Total Investment in Leases	\$ 36,419,000	\$	\$	\$ 6,800	\$ 36,425,800		

**6. New Accounting Pronouncements:**



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In February 2013, the Financial Accounting Standards Board issued guidance that requires an entity to present, either in a single note or parenthetically on the face of the financial statements, the effect of significant amounts reclassified from each component of accumulated other comprehensive income/loss based on its source and the income statement line items affected by the reclassification. If a component is not required to be reclassified to net income in its entirety, entities would instead cross reference to the related footnote for additional information. This guidance is effective prospectively for reporting periods beginning after December 15, 2012. The Company adopted the new guidance on December 30, 2012 and such adoption has not impacted the consolidated results of the Company.

Table of Contents**7. Earnings Per Share:**

The following table sets forth the presentation of shares outstanding used in the calculation of basic and diluted earnings per share ( EPS ):

	Three Months Ended		Nine Months Ended	
	September 28, 2013	September 29, 2012	September 28, 2013	September 29, 2012
Denominator for basic EPS weighted average common shares	5,116,872	5,013,822	5,046,156	5,041,023
Dilutive shares associated with option plans	146,439	208,897	176,040	216,034
Denominator for diluted EPS weighted average common shares and dilutive potential common shares	5,263,311	5,222,719	5,222,196	5,257,057
Options excluded from EPS calculation anti-dilutive	1,267	23,270	9,403	18,863

**8. Shareholders Equity:***Dividends*

On January 23, 2013, the Company's Board of Directors approved the payment of a \$0.04 per share quarterly cash dividend to shareholders of record at the close of business on February 6, 2013, which was paid on March 1, 2013.

On April 24, 2013, the Company's Board of Directors approved the payment of a \$0.05 per share quarterly cash dividend to shareholders of record at the close of business on May 8, 2013, which was paid on June 3, 2013.

On July 24, 2013, the Company's Board of Directors approved the payment of a \$0.05 per share quarterly cash dividend to shareholders of record at the close of business on August 7, 2013, which was paid on September 3, 2013.

*Repurchase of Common Stock*

In the first nine months of 2013, the Company repurchased 28,422 shares of its common stock for an aggregate purchase price of \$1.9 million or \$65.26 per share. Under the Board of Directors' authorization, as of September 28, 2013, the Company has the ability to repurchase an additional 332,730 shares of its common stock. Repurchases may be made from time to time at prevailing prices, subject to certain restrictions on volume, pricing and timing.

*Stock Option Plans and Stock-Based Compensation*

The Company had authorized up to 750,000 shares of common stock be reserved for granting either nonqualified or incentive stock options to officers and key employees under the Company's 2001 Stock Option Plan (the 2001 Plan). The 2001 Plan expired on February 20, 2011. The Company has authorized up to 250,000 shares of common stock to be reserved for granting either nonqualified or incentive stock options to officers and key employees under the Company's 2010 Stock Option Plan (the 2010 Plan).

The Company also sponsors a Stock Option Plan for Nonemployee Directors (the Nonemployee Directors Plan) and has reserved a total of 300,000 shares for issuance to directors of the Company who are not employees.

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Stock option activity under the 2001 Plan, 2010 Plan and Nonemployee Directors Plan (collectively, the Option Plans ) as of September 28, 2013 was as follows:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (years)	Intrinsic Value
Outstanding at December 29, 2012	613,727	\$ 31.46	7.06	\$ 16,010,000
Granted	47,500	59.77		
Exercised	(168,462)	18.72		
Forfeited	(6,565)	42.20		
Outstanding at September 28, 2013	486,200	\$ 38.50	7.28	\$ 17,358,000
Exercisable at September 28, 2013	236,064	\$ 27.15	6.07	\$ 11,107,300

The fair value of options granted under the Option Plans during the first nine months of 2013 and 2012 were estimated on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions and results:

	September 28, 2013	September 29, 2012
Risk free interest rate	1.30%	0.88%
Expected life (years)	6	6
Expected volatility	32.5%	31.4%
Dividend yield	1.90%	2.06%
Option fair value	\$ 15.84	\$ 12.95

During the nine months ended September 28, 2013, option holders surrendered 538 shares of previously owned common stock as payment for option shares exercised as provided for by the Option Plans. All unexercised options at September 28, 2013 have an exercise price equal to the fair market value on the date of the grant.

Compensation expense of \$842,900 and \$683,000 relating to the vested portion of the fair value of stock options granted was expensed to Selling, General and Administrative Expenses in the first nine months of 2013 and 2012, respectively. As of September 28, 2013, the Company had \$2.5 million of total unrecognized compensation expense related to stock options that is expected to be recognized over the remaining weighted average vesting period of approximately 2.4 years.

### **9. Line of Credit:**

As of September 28, 2013, there were no borrowings outstanding under the Company's Line of Credit with The PrivateBank and Trust Company and BMO Harris Bank N.A.

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The Line of Credit, which provides for an aggregate commitment of \$35.0 million subject to certain borrowing base limitations, has been and will continue to be used for general corporate purposes. The Line of Credit is secured by a lien against substantially all of the Company's assets, contains customary financial conditions and covenants, and requires maintenance of minimum levels of debt service coverage and tangible net worth and maximum levels of leverage (all as defined within the Line of Credit). As of September 28, 2013, the Company was in compliance with all of its financial covenants.

Table of Contents**10. Discounted Lease Rentals:**

The Company utilized certain lease receivables and underlying equipment as collateral to borrow from financial institutions at a weighted average interest rate of 3.1% at September 28, 2013 on a non-recourse basis.

**11. Segment Reporting:**

The Company currently has two reportable business segments, franchising and leasing. The franchising segment franchises value-oriented retail store concepts that buy, sell, trade and consign merchandise. The leasing segment includes (i) Winmark Capital Corporation, a middle-market equipment leasing business and (ii) Wirth Business Credit, Inc., a small ticket financing business. Segment reporting is intended to give financial statement users a better view of how the Company manages and evaluates its businesses. The Company's internal management reporting is the basis for the information disclosed for its business segments and includes allocation of shared-service costs. Segment assets are those that are directly used in or identified with segment operations, including cash, accounts receivable, prepaids, inventory, property and equipment and investment in leasing operations. Unallocated assets include corporate cash and cash equivalents, marketable securities, current and long-term investments, current and deferred tax amounts and other corporate assets. Inter-segment balances and transactions have been eliminated. The following tables summarize financial information by segment and provide a reconciliation of segment contribution to operating income:

	Three Months Ended		Nine Months Ended	
	September 28, 2013	September 29, 2012	September 28, 2013	September 29, 2012
<b>Revenue:</b>				
Franchising	\$ 10,981,800	\$ 10,486,400	\$ 30,615,700	\$ 28,835,100
Leasing	3,810,100	4,312,700	11,348,100	9,989,800
Total revenue	\$ 14,791,900	\$ 14,799,100	\$ 41,963,800	\$ 38,824,900
<b>Reconciliation to operating income:</b>				
Franchising segment contribution	\$ 6,306,800	\$ 6,235,900	\$ 15,981,700	\$ 15,335,700
Leasing segment contribution	2,234,500	2,227,600	6,296,700	5,000,500
Total operating income	\$ 8,541,300	\$ 8,463,500	\$ 22,278,400	\$ 20,336,200
<b>Depreciation:</b>				
Franchising	\$ 86,100	\$ 83,400	\$ 252,900	\$ 253,600
Leasing	23,300	23,800	68,500	73,000
Total depreciation	\$ 109,400	\$ 107,200	\$ 321,400	\$ 326,600

	As of	
	September 28, 2013	December 29, 2012
<b>Identifiable assets:</b>		
Franchising	\$ 6,594,700	\$ 2,957,200
Leasing	40,645,100	37,622,800
Unallocated	2,005,400	2,958,800
Total	\$ 49,245,200	\$ 43,538,800



Table of Contents**ITEM 2: Management's Discussion and Analysis of Financial Condition and Results of Operations.***Overview*

As of September 28, 2013, we had 995 franchises operating under the Plato's Closet, Play it Again Sports, Once Upon A Child, Music Go Round and Style Encore brands and had a leasing portfolio of \$36.7 million. Management closely tracks the following financial criteria to evaluate current business operations and future prospects: royalties, leasing activity, and selling, general and administrative expenses.

Our most profitable source of franchising revenue is royalties received from our franchise partners. During the first nine months of 2013, our royalties increased \$1.8 million or 7.1% compared to the first nine months of 2012.

During the first nine months of 2013, we purchased \$15.0 million in equipment for lease customers compared to \$17.4 million in the first nine months of 2012. Overall, our leasing portfolio (net investment in leases - current and long-term) increased to \$36.7 million at September 28, 2013 from \$36.2 million at December 29, 2012. Leasing income net of leasing expense during the first nine months of 2013 was \$10.1 million compared to \$8.7 million in the same period last year. Fluctuations in period-to-period leasing income and leasing expense result primarily from the manner and timing in which leasing income and leasing expense is recognized over the term of each particular lease in accordance with accounting guidance applicable to leasing. For this reason, we believe that more meaningful levels of leasing activity are the purchases of equipment for lease customers and the medium- to long-term trend in the size of the leasing portfolio.

Management continually monitors the level and timing of selling, general and administrative expenses. The major components of selling, general and administrative expenses include salaries, wages and benefits, advertising, travel, occupancy, legal and professional fees. During the first nine months of 2013, selling, general and administrative expense increased \$1.5 million, or 9.8%, compared to the first nine months of 2012.

Management also monitors several nonfinancial factors in evaluating the current business operations and future prospects including franchise openings and closings and franchise renewals. The following is a summary of our franchising activity for the first nine months ended September 28, 2013:

	TOTAL 12/29/12	OPENED	CLOSED	TOTAL 9/28/13	NINE MONTHS ENDED 9/28/13 AVAILABLE FOR RENEWAL	COMPLETED RENEWALS
<u>Plato's Closet</u>						
Franchises - US and Canada	354	31	(2)	383	20	20
<u>Play It Again Sports</u>						
Franchises - US and Canada	315	5	(16)	304	29	27
<u>Once Upon A Child</u>	266	15	(4)	277	23	21



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Franchises - US and Canada  
Music Go Round

Franchises - US	33	1	(4)	30	1	1
<u>Style Encore</u>						
Franchises - US	0	1	0	1	0	0
Total Franchised Stores	968	53	(26)	995	73	69

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Renewal activity is a key focus area for management. Our franchisees sign 10-year agreements with us. The renewal of existing franchise agreements as they approach their expiration is an indicator that management monitors to determine the health of our business and the preservation of future royalties. During the first nine months of 2013, we renewed 69 of the 73 franchise agreements available for renewal.

Our ability to grow our operating income is dependent on our ability to: (i) effectively support our franchise partners so that they produce higher revenues, (ii) open new franchises, (iii) increase lease originations and minimize write-offs in our leasing portfolios, and (iv) control our selling, general and administrative expenses.

**Results of Operations**

The following table sets forth selected information from our Consolidated Condensed Statements of Operations expressed as a percentage of total revenue:

	Three Months Ended		Nine Months Ended	
	September 28, 2013	September 29, 2012	September 28, 2013	September 29, 2012
<b>Revenue:</b>				
Royalties	66.6%	62.0%	64.2%	64.8%
Leasing income	25.8	29.1	27.1	25.7
Merchandise sales	4.0	4.9	4.3	5.4
Franchise fees	2.3	2.8	2.7	2.5
Other	1.3	1.2	1.7	1.6
Total revenue	100.0	100.0	100.0	100.0
<b>Cost of merchandise sold</b>				
Cost of merchandise sold	(3.9)	(4.6)	(4.1)	(5.1)
Leasing expense	(2.7)	(5.2)	(3.1)	(3.4)
Provision for credit losses	0.2		0.1	0.2
Selling, general and administrative expenses	(35.9)	(33.0)	(39.9)	(39.3)
Income from operations	57.7	57.2	53.0	52.4
Loss from equity investments		(2.5)		(1.7)
Impairment of investment in notes		(4.5)		(1.7)
Interest expense	(0.2)	(0.7)	(0.4)	(0.8)
Interest and other income (expense)		0.1		0.1
Income before income taxes	57.5	49.6	52.6	48.3
Provision for income taxes	(22.0)	(20.8)	(20.1)	(19.5)
Net income	35.5%	28.8%	32.5%	28.8%

**Comparison of Three Months Ended September 28, 2013 to Three Months Ended September 29, 2012****Revenue**

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Revenues for the quarter ended September 28, 2013 totaled \$14.8 million compared to \$14.8 million for the comparable period in 2012.

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*Royalties and Franchise Fees*

Royalties increased to \$9.9 million for the third quarter of 2013 from \$9.2 million for the third quarter of 2012, a 7.4% increase. The increase was primarily due to higher Plato's Closet and Once Upon A Child royalties of \$0.4 million and \$0.3 million, respectively. The increase in royalties for these brands is primarily from having 33 additional Plato's Closet and 20 additional Once Upon A Child franchise stores in the third quarter of 2013 compared to the same period last year as well as higher franchisee retail sales in these brands.

Franchise fees decreased to \$340,000 for the third quarter of 2013 compared to \$411,000 for the third quarter of 2012, primarily as a result of a greater mix of store openings by current franchisees as well as opening one less franchise in the 2013 period compared to the same period in 2012.

*Leasing Income*

Leasing income decreased to \$3.8 million for the third quarter of 2013 compared to \$4.3 million for the same period in 2012. The decrease is primarily due to a lower level of equipment sales to customers.

*Merchandise Sales*

Merchandise sales include the sale of product to franchisees either through our Computer Support Center, or through the Play It Again Sports buying group (together, Direct Franchisee Sales). Direct Franchisee Sales decreased to \$598,000 for the third quarter of 2013 compared to \$716,600 in the same period of 2012. The decrease is due to a decrease in technology purchases by our franchisees and decreased buying group sales.

*Cost of Merchandise Sold*

Cost of merchandise sold includes in-bound freight and the cost of merchandise associated with Direct Franchisee Sales. Cost of merchandise sold decreased to \$569,200 for the third quarter of 2013 compared to \$684,400 in the same period of 2012. The decrease was due to a decrease in Direct Franchisee Sales discussed above. Cost of merchandise sold as a percentage of Direct Franchisee Sales for the third quarter of 2013 and 2012 was 95.2% and 95.5%, respectively.

*Leasing Expense*

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Leasing expense decreased to \$399,300 for the third quarter of 2013 compared to \$770,700 for the third quarter of 2012. The decrease is primarily due to a decrease in the associated cost of equipment sales to customers discussed above.

### *Provision for Credit Losses*

Provision for credit losses was \$(29,800) for the third quarter of 2013 compared to \$(1,700) for the third quarter of 2012. The provision levels for the periods presented were impacted by net recoveries in the leasing portfolio.

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***Selling, General and Administrative***

Selling, general and administrative expenses increased 8.8% to \$5.3 million in the third quarter of 2013 from \$4.9 million in the same period of 2012. The increase was primarily due to an increase in compensation, benefits and outside services, inclusive of amounts related to the launch of our new Style Encore resale concept.

***Loss from Equity Investments***

During the third quarter of 2012, we recorded a loss of \$372,300 from our investment in Tomsten (representing our pro-rata share of losses for the period). As of December 29, 2012, we had fully impaired this investment and therefore did not record additional losses during the third quarter of 2013.

***Impairment of Investment in Notes***

During the third quarter of 2012, we recorded an impairment charge of \$660,700 for our investment in BridgeFunds notes as a result of our then estimate of expected future cash flows from the investment. (See Note 4 Investments ).

***Interest Expense***

Interest expense decreased to \$35,500 for the third quarter of 2013 compared to \$110,200 for the third quarter of 2012. The decrease is primarily due to lower average corporate borrowings when compared to the same period last year.

***Interest and Other Income (Expense)***

During the third quarter of 2013, we had interest and other income of \$5,500 compared to \$14,300 of interest and other income in the third quarter of 2012.

***Income Taxes***

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The provision for income taxes was calculated at an effective rate of 38.3% and 41.9% for the third quarter of 2013 and 2012, respectively. The lower effective rate in 2013 compared to 2012 is primarily due to a decrease in state taxes and our recording of deferred tax asset valuation allowance for losses from and impairments of our investments in Tomsten and BridgeFunds in 2012.

### **Comparison of Nine Months Ended September 28, 2013 to Nine Months Ended September 29, 2012**

#### ***Revenue***

Revenues for the first nine months of 2013 totaled \$42.0 million compared to \$38.8 million for the comparable period in 2012.

#### ***Royalties and Franchise Fees***

Royalties increased to \$26.9 million for the first nine months of 2013 from \$25.2 million for the first nine months of 2012, a 7.1% increase. The increase was due to higher Plato's Closet and Once Upon A Child royalties of \$1.2 million and \$0.8 million, respectively. The increase in royalties for these brands is primarily from having 33 additional Plato's Closet and 20 additional Once Upon A Child franchise stores in the first nine months of 2013 compared to the same period last year as well as higher franchisee retail sales in these brands.

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Franchise fees increased to \$1.1 million for the first nine months of 2013 compared to \$1.0 million for the first nine months of 2012, primarily as a result of opening 13 more franchises in the 2013 period compared to the same period in 2012.

*Leasing Income*

Leasing income increased to \$11.3 million for the first nine months of 2013 compared to \$10.0 million for the same period in 2012. The increase is primarily due to the classification of certain leases as sales-type leases in accordance with accounting guidance applicable to lessors as well as a larger lease portfolio in 2013 compared to 2012.

*Merchandise Sales*

Merchandise sales include the sale of product to franchisees either through our Computer Support Center, or through the Play It Again Sports buying group (together, Direct Franchisee Sales). Direct Franchisee Sales decreased to \$1.8 million for the first nine months of 2013 compared to \$2.1 million in the same period of 2012. The decrease is primarily due to a decrease in technology purchases by our franchisees.

*Cost of Merchandise Sold*

Cost of merchandise sold includes in-bound freight and the cost of merchandise associated with Direct Franchisee Sales. Cost of merchandise sold decreased to \$1.7 million for the first nine months of 2013 compared to \$2.0 million in the same period of 2012. The decrease was due to a decrease in Direct Franchisee Sales discussed above. Cost of merchandise sold as a percentage of Direct Franchisee Sales for the first nine months of 2013 and 2012 was 95.3% and 95.2%, respectively.

*Leasing Expense*

Leasing expense of \$1.3 million for the first nine months of 2013 was comparable to \$1.3 million for the first nine months of 2012.

*Provision for Credit Losses*

Provision for credit losses was \$(67,700) for the first nine months of 2013 compared to \$(69,600) for the first nine months of 2012. The provision levels for the periods presented were impacted by net recoveries in the leasing portfolio.



*Selling, General and Administrative*

Selling, general and administrative expenses increased 9.8% to \$16.7 million in the first nine months of 2013 from \$15.2 million in the same period of 2012. The increase was primarily due to an increase in compensation, benefits, outside services and advertising production expenses, inclusive of amounts related to the launch of our new Style Encore resale concept.

*Loss from Equity Investments*

During the first nine months of 2012, we recorded a loss of \$650,400 from our investment in Tomsten (representing our pro-rata share of losses for the period). As of December 29, 2012, we had fully impaired this investment and therefore did not record additional losses during the first nine months of 2013.

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***Impairment of Investment in Notes***

During the first nine months of 2012, we recorded an impairment charge of \$660,700 for our investment in BridgeFunds notes as a result of our then estimate of expected future cash flows from the investment. (See Note 4 Investments ).

***Interest Expense***

Interest expense decreased to \$180,100 for the first nine months of 2013 compared to \$302,300 for the first nine months of 2012. The decrease is primarily due to lower average corporate borrowings when compared to the same period last year.

***Interest and Other Income (Expense)***

During the first nine months of 2013, we had interest and other income (expense) of \$(4,800) compared to \$50,600 of interest and other income in the first nine months of 2012. Interest and other income during the first nine months of 2012 included gains on sales of marketable securities that did not recur during the first nine months of 2013. (See Note 4 Investments ).

***Income Taxes***

The provision for income taxes was calculated at an effective rate of 38.2% and 40.4% for the first nine months of 2013 and 2012, respectively. The lower effective rate in 2013 compared to 2012 is primarily due to a decrease in state taxes and our recording of deferred tax asset valuation allowance for losses from and impairments of our investments in Tomsten and BridgeFunds in 2012.

**Segment Comparison of Three Months Ended September 28, 2013 to Three Months Ended September 29, 2012**

***Franchising Segment Operating Income***

The franchising segment's operating income for the third quarter of 2013 increased by \$70,900, or 1.1%, to \$6.3 million from \$6.2 million for the third quarter of 2012. The increase in segment contribution was primarily due to increased royalty revenue.

*Leasing Segment Operating Income*

The leasing segment's operating income for the third quarter of 2013 of \$2.2 million was comparable to \$2.2 million for the third quarter of 2012.

**Segment Comparison of Nine Months Ended September 28, 2013 to Nine Months Ended September 29, 2012**

*Franchising Segment Operating Income*

The franchising segment's operating income for the first nine months of 2013 increased by \$0.7 million, or 4.2%, to \$16.0 million from \$15.3 million for the first nine months of 2012. The increase in segment contribution was primarily due to increased royalty revenue.

*Leasing Segment Operating Income*

The leasing segment's operating income for the first nine months of 2013 increased by \$1.3 million to \$6.3 million from \$5.0 million for the first nine months of 2012. The increase in segment contribution was primarily due to an increase in leasing income net of leasing expense.

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**Liquidity and Capital Resources**

Our primary sources of liquidity have historically been cash flow from operations and borrowings. The components of the Consolidated Condensed Statements of Operations that reduce our net income but do not affect our liquidity include non-cash items for depreciation, compensation expense related to stock options, loss from and impairment of equity investments and impairment of investment in notes.

We ended the third quarter of 2013 with \$8.2 million in cash and cash equivalents and a current ratio (current assets divided by current liabilities) of 2.6 to 1.0 compared to \$2.2 million in cash and cash equivalents and a current ratio of 0.8 to 1.0 at the end of the third quarter of 2012.

Operating activities provided \$17.0 million of cash during the first nine months of 2013 compared to \$14.7 million provided during the same period last year. A contributing factor to the increase in cash provided by operating activities in the first nine months of 2013 compared to 2012 was a decrease in cash paid for income taxes of \$0.5 million.

Investing activities used \$1.8 million of cash during the first nine months of 2013. The 2013 activities consisted primarily of the purchase of equipment for lease customers of \$15.0 million and collections on lease receivables of \$13.7 million.

Financing activities used \$9.2 million of cash during the first nine months of 2013. The 2013 activities consisted primarily of net proceeds and tax benefits from exercises of stock options of \$3.4 million, proceeds from discounted lease rentals of \$0.7 million, net payments on our line of credit of \$10.8 million, \$0.7 million used for the payment of dividends and \$1.9 million used to purchase 28,422 shares of our common stock. (See Note 8 Shareholders Equity ).

As of September 28, 2013, we had no off balance sheet arrangements.

As of September 28, 2013, our borrowing availability under our credit agreement with The PrivateBank and Trust Company and BMO Harris Bank, N.A. (the Line of Credit ) was \$35.0 million (the lesser of the borrowing base or the aggregate line of credit). There were no borrowings outstanding at September 28, 2013 under the Line of Credit, leaving \$35.0 million available for additional borrowings.

The Line of Credit, which has a termination date of February 29, 2016, has been and will continue to be used for general corporate purposes. The Line of Credit is secured by a lien against substantially all of our assets, contains customary financial conditions and covenants, and requires maintenance of minimum levels of debt service coverage and tangible net worth and maximum levels of leverage (all as defined within the Line of Credit). As of September 28, 2013, we were in compliance with all of our financial covenants.

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We may utilize discounted lease financing to provide funds for a portion of our leasing activities. Rates for discounted lease financing reflect prevailing market interest rates and the credit standing of the lessees for which the payment stream of the leases are discounted. We believe that discounted lease financing will continue to be available to us at competitive rates of interest through the relationships we have established with financial institutions.

We believe that the combination of our cash on hand, the cash generated from our franchising business, cash generated from discounting sources and our Line of Credit will be adequate to fund our planned operations through 2014.

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**Critical Accounting Policies**

The Company prepares the consolidated financial statements of Winmark Corporation and Subsidiaries in conformity with accounting principles generally accepted in the United States of America. As such, the Company is required to make certain estimates, judgments and assumptions that it believes are reasonable based on information available. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the periods presented. There can be no assurance that actual results will not differ from these estimates. The critical accounting policies that the Company believes are most important to aid in fully understanding and evaluating the reported financial results include the following:

*Revenue Recognition    Royalty Revenue and Franchise Fees*

The Company collects royalties from each retail franchise based on a percentage of retail store gross sales. The Company recognizes royalties as revenue when earned. At the end of each accounting period, estimates of royalty amounts due are made based on applying historical weekly sales information to the number of weeks of unreported franchisee sales. If there are significant changes in the actual performance of franchisees versus the Company's estimates, its royalty revenue would be impacted. During the first nine months of 2013, the Company collected \$17,700 less than it estimated at December 29, 2012. As of September 28, 2013, the Company's royalty receivable was \$987,100.

The Company collects initial franchise fees when franchise agreements are signed and recognizes the initial franchise fees as revenue when the franchise is opened, which is when the Company has performed substantially all initial services required by the franchise agreement. Franchise fees collected from franchisees but not yet recognized as income are recorded as deferred revenue in the liability section of the consolidated balance sheet. As of September 28, 2013, deferred franchise fees were \$1,624,800.

*Leasing Income Recognition*

Leasing income for direct financing leases is recognized under the effective interest method. The effective interest method of income recognition applies a constant rate of interest equal to the internal rate of return on the lease. Generally, when a lease is more than 90 days delinquent (where more than three monthly payments are owed), the lease is classified as being on non-accrual and the Company stops recognizing leasing income on that date. Payments received on leases in non-accrual status generally reduce the lease receivable. Leases on non-accrual status remain classified as such until there is sustained payment performance that, in the Company's judgment, would indicate that all contractual amounts will be collected in full.

In certain circumstances, the Company may re-lease equipment in its existing portfolio. As this equipment may have a fair value greater than its carrying amount when re-leased, the Company may be required to account for the lease as a sales-type lease. At inception of a sales-type lease, revenue is recorded that consists of the present value of the future minimum lease payments discounted at the rate implicit in the lease. In subsequent periods, the recording of income is consistent with the accounting for a direct financing lease.

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For leases that are accounted for as operating leases, income is recognized on a straight-line basis when payments under the lease contract are due.

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*Allowances for Credit Losses*

The Company maintains an allowance for credit losses at an amount that it believes to be sufficient to absorb losses inherent in its existing lease portfolio as of the reporting dates. Leases are collectively evaluated for potential loss. The Company's methodology for determining the allowance for credit losses includes consideration of the level of delinquencies and non-accrual leases, historical net charge-off amounts and review of any significant concentrations.

A provision is charged against earnings to maintain the allowance for credit losses at the appropriate level. If the actual results are different from the Company's estimates, results could be different. The Company's policy is to charge-off against the allowance the estimated unrecoverable portion of accounts once they reach 121 days delinquent. (See Note 5 Investment in Leasing Operations ).

*Stock-Based Compensation*

The Company currently uses the Black-Scholes option pricing model to determine the fair value of stock options. The determination of the fair value of the awards on the date of grant using an option-pricing model is affected by stock price as well as assumptions regarding a number of complex and subjective variables. These variables include implied volatility over the term of the awards, actual and projected employee stock option exercise behaviors, risk-free interest rate and expected dividends.

The Company evaluates the assumptions used to value awards on an annual basis. If factors change and the Company employs different assumptions for estimating stock-based compensation expense in future periods or if the Company decides to use a different valuation model, the future periods may differ significantly from what it has recorded in the current period and could materially affect operating income, net income and earnings per share.

*Impairment of Long-term Investments*

The Company evaluates its long-term equity investments for impairment on an annual basis or whenever events or changes in circumstances indicate the carrying amount may not be recoverable. The impairment, if any, is measured by the difference between the assets' carrying amount and their fair value (as prescribed by applicable accounting guidance), based on the best information available, including market prices, discounted cash flow analysis or other financial metrics that management utilizes to help determine fair value. Judgments made by management related to the fair value of its long-term equity investments are affected by factors such as the ongoing financial performance of the investees, additional capital raised by the investees as well as general changes in the economy. If there are significant changes in the actual performance of the long-term equity investments versus the Company's estimates, the carrying value of these investments could be significantly impacted.

The Company evaluates its long-term note investments for impairment on an annual basis or whenever events or changes in circumstances indicate that it probable that the Company will be unable to collect all amounts due according to the contractual terms of the notes. The impairment, if any, is measured by the difference between the recorded investment in the notes, including accrued interest, and the present value of expected future cash flows discounted at the effective interest rate of the notes (as prescribed by applicable accounting guidance), based on



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the best information available to management. Once a note investment is deemed impaired, any significant change in the amount or timing of the expected or actual cash flows requires recalculation of the impairment applying the procedures described above. Estimates and assumptions made by management related to the expected future cash flows from the notes could be different than the actual cash flows, which could significantly impact the carrying value of these investments.

See Note 4 Investments for a discussion of the Company's Long-Term Investments.

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*Forward Looking Statements*

The statements contained in this Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations that are not strictly historical fact, including without limitation, the Company's belief that it will have adequate capital and reserves to meet its current and contingent obligations and operating needs, as well as its disclosures regarding market rate risk are forward looking statements made under the safe harbor provision of the Private Securities Litigation Reform Act. Such statements are based on management's current expectations as of the date of this Report, but involve risks, uncertainties and other factors that may cause actual results to differ materially from those contemplated by such forward looking statements. Investors are cautioned to consider these forward looking statements in light of important factors which may result in material variations between results contemplated by such forward looking statements and actual results and conditions. See the section appearing in our Annual Report on Form 10-K for the fiscal year ended December 29, 2012 entitled "Risk Factors" and Part II, Item 1A in this Report for a more complete discussion of certain factors that may cause the Company's actual results to differ from those in its forward looking statements. You should not place undue reliance on these forward-looking statements, which speak only as of the date they were made. The Company undertakes no obligation to revise or update publicly any forward-looking statements for any reason.

**ITEM 3: Quantitative and Qualitative Disclosures About Market Risk**

The Company incurs financial markets risk in the form of interest rate risk. Risk can be quantified by measuring the financial impact of a near-term adverse increase in short-term interest rates. At September 28, 2013, the Company had available a \$35.0 million line of credit with The PrivateBank and Trust Company and BMO Harris Bank, N.A. The interest rates applicable to this agreement are based on either the bank's base rate or LIBOR for short-term borrowings (less than three months) or the bank's index rate for borrowings one year or greater. The Company had no debt outstanding at September 28, 2013 under this line of credit. The Company's earnings would be affected by changes in these short-term interest rates only in the event that it were to borrow amounts under this facility. With the Company's borrowings at September 28, 2013, a one percent increase in short-term rates would have no impact on annual pretax earnings. The Company had no interest rate derivatives in place at September 28, 2013.

Although the Company conducts business in foreign countries, international operations are not material to its consolidated financial position, results of operations or cash flows. Additionally, foreign currency transaction gains and losses were not material to the Company's results of operations for the nine months ended September 28, 2013. Accordingly, the Company is not currently subject to material foreign currency exchange rate risks from the effects that exchange rate movements of foreign currencies would have on its future costs or on future cash flows it would receive from its foreign activity. To date, the Company has not entered into any foreign currency forward exchange contracts or other derivative financial instruments to hedge the effects of adverse fluctuations in foreign currency exchange rates.

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**ITEM 4: Controls and Procedures**

As of the end of the period covered by this report, the Company conducted an evaluation, under the supervision and with the participation of the principal executive officer and principal financial officer, of its disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange Act ). Based upon, and as of the date of that evaluation, the principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. There was no change in the Company's internal control over financial reporting during its most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

Table of Contents**PART II. OTHER INFORMATION****ITEM 1: Legal Proceedings**

We are not a party to any material litigation and are not aware of any threatened litigation that would have a material adverse effect on our business.

**ITEM 1A: Risk Factors**

In addition to the other information set forth in this report, including the important information in Forward-Looking Statements, you should carefully consider the Risk Factors discussed in the Company's Annual Report on Form 10-K for the year ended December 29, 2012. If any of those factors were to occur, they could materially adversely affect the Company's financial condition or future results, and could cause its actual results to differ materially from those expressed in its forward-looking statements in this report. The Company is aware of no material changes to the Risk Factors discussed in the Company's Annual Report on Form 10-K for the year ended December 29, 2012.

**ITEM 2: Unregistered Sales of Equity Securities and Use of Proceeds****Purchase of Equity Securities by the Issuer and Affiliated Purchasers**

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of a Publicly Announced Plan(1)	Maximum Number of Shares that may yet be Purchased Under the Plan
June 30, 2013 to August 3, 2013		\$		347,864
August 4, 2013 to August 31, 2013	13,059	\$ 71.43	13,059	334,805
September 1, 2013 to September 28, 2013	2,075	\$ 72.53	2,075	332,730

(1) The Board of Directors' authorization for the repurchase of shares of the Company's common stock was originally approved in 1995 with no expiration date. The total shares approved for repurchase has been increased by additional Board of Directors' approvals and is currently limited to 5,000,000 shares, of which 332,730 may still be repurchased.

**ITEM 3: Defaults Upon Senior Securities**

None.

**ITEM 4: Mine Safety Disclosures**

Not applicable.

**ITEM 5: Other Information**

All information required to be reported in a report on Form 8-K during the period covered by this Form 10-Q has been reported.

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**ITEM 6: Exhibits**

- 3.1 Articles of Incorporation, as amended (Exhibit 3.1)(1)
- 3.2 By-laws, as amended and restated to date (Exhibit 3.2)(2)
- 31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002\*
- 31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002\*
- 32.1 Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002\*
- 32.2 Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002\*
- 101 Interactive Data Files Pursuant to Rule 405 of Regulation S-T: Financial statements from the quarterly report on Form 10-Q of Winmark Corporation and Subsidiaries for the quarter ended September 28, 2013, formatted in XBRL: (i) Consolidated Condensed Balance Sheets, (ii) Consolidated Condensed Statements of Operations, (iii) Consolidated Condensed Statements of Comprehensive Income, (iv) Consolidated Condensed Statements of Cash Flows, and (v) Notes to Consolidated Condensed Financial Statements.

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\*Filed Herewith

(1) Incorporated by reference to the specified exhibit to the Registration Statement on Form S-1, effective August 24, 1993 (Reg. No. 333-65108).

(2) Incorporated by reference to the specified exhibit to the Annual Report on Form 10-K for the fiscal year ended December 30, 2006.



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**SIGNATURES**

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.

Date: October 23, 2013

By:

/s/ John L. Morgan  
John L. Morgan  
Chairman of the Board and Chief Executive Officer  
(principal executive officer)

Date: October 23, 2013

By:

/s/ Anthony D. Ishaug  
Anthony D. Ishaug  
Chief Financial Officer and Treasurer  
(principal financial and accounting officer)



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EXHIBIT INDEX

WINMARK CORPORATION

FORM 10-Q FOR QUARTER ENDED SEPTEMBER 28, 2013

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