

ARES PARTNERS MANAGEMENT CO LLC  
 Form 3  
 December 21, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â ACOF I LLC</p> <p>(Last) (First) (Middle)</p> <p>2000 AVENUE OF THE STARS,Â 12TH FLOOR</p> <p>(Street)</p> <p>LOS ANGELES,Â CAÂ 90067</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/21/2011</p>	<p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>ORCHARD SUPPLY HARDWARE STORES CORP [OSH]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person  <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock <sup>(1)</sup> <sub>(2)</sub>	1,194,000	D <sup>(3)</sup> <sup>(4)</sup> <sup>(5)</sup> <sub>(6)</sub>	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACOF I LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	â x	â x	â	â
ARES CORPORATE OPPORTUNITIES FUND LP 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	â x	â x	â	â
ACOF MANAGEMENT LP 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	â x	â x	â	â
ACOF OPERATING MANAGER LP 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	â x	â x	â	â
ARES MANAGEMENT INC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	â x	â x	â	â
ARES MANAGEMENT LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	â x	â x	â	â
Ares Management Holdings LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	â x	â x	â	â
Ares Holdings LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	â x	â x	â	â
ARES PARTNERS MANAGEMENT CO LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067	â x	â x	â	â

## Signatures

See signatures attached as  
Exhibit 99.1

12/21/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares of Class A Common Stock are expected to be exchanged into shares of Class C Common Stock to-be-authorized in connection with the proposed distribution of all of the shares of the Issuer's Class A Common Stock and all of the shares of the to-be-designated-and-issued Series A Preferred Stock of the Issuer held by Sears Holdings Corporation ("Sears") to its stockholders as described in the Issuer's Registration Statement on Form S-1 (No. 333-175105) filed with the Securities and Exchange Commission.

(2) The shares of Class C Common Stock may be converted into Class A Common Stock on the basis of one share of Class A Common Stock for each share of Class C Common Stock upon the approval of the Issuer's board of directors and subsequent approval of (i) the Issuer's shareholders voting as a single class and (ii) the holders of a majority of the voting power of the Class C Common Stock voting as a separate class. In addition, shares of Class C Common Stock are automatically converted on the basis of one share of Class A Common Stock for each share of Class C Common Stock upon the occurrence of (i) a transfer of such shares of Class C Common Stock to any person or entity other than to ACOF LLC and certain of its permitted transferees or (ii) ACOF LLC and its affiliates and permitted transferees owning a number of shares of Class B Common Stock and Class C Common Stock representing in the aggregate a percentage of the Issuer's outstanding common stock that is less than 5%.

(3) ACOF LLC (as defined below) has the right to designate two board members pursuant to the Amended and Restated Stockholder's Agreement, dated January 8, 2008, among Sears, Roebuck and Co., ACOF LLC and the Issuer.

(4) This Form 3 is being filed jointly by (i) ACOF I LLC ("ACOF LLC"), (ii) Ares Corporate Opportunities Fund, L.P. ("ACOF"), (ii) ACOF Management, L.P. ("ACOF Management"), (iii) ACOF Operating Manager, L.P. ("ACOF Operating"), (iv) Ares Management Inc. ("Ares Inc."), (v) Ares Management LLC ("Ares Management"), (vi) Ares Management Holdings LLC ("Ares Management Holdings"), (vii) Ares Holdings LLC ("Ares Holdings") and (viii) Ares Partners Management Company LLC ("APMC") (collectively, the "Ares Entities" or the "Reporting Persons") in respect of any shares of common stock of the Issuer ("Common Stock") held directly by ACOF LLC.

(5) ACOF LLC is owned by ACOF. The general partner of ACOF is ACOF Management, the general partner of ACOF Management is ACOF Operating and the general partner of ACOF Operating is Ares Inc. Ares Inc. is owned by Ares Management, which, in turn, is controlled by Ares Management Holdings. Ares Management Holdings is controlled by Ares Holdings, which, in turn, is controlled by APMC. APMC is managed by an executive committee comprised of Michael Arougheti, David Kaplan, Gregory Margolies, Antony Ressler and Bennett Rosenthal. Because the executive committee acts by consensus/majority approval, none of the members of the executive committee has sole voting or dispositive power with respect to any shares of Common Stock.

(6) Each of the Ares Entities, the partners, members, stockholders, directors, executive officers and managers of the Ares Entities and the executive committee of APMC (except ACOF and ACOF LLC, with respect to the shares held directly by ACOF LLC) expressly disclaims beneficial ownership of, and any pecuniary interest in, any shares of Common Stock, except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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