

BOISE CASCADE, L.L.C.  
Form S-1/A  
December 21, 2012

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As filed with the Securities and Exchange Commission on December 21, 2012

No. 333-184964

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**AMENDMENT NO. 1  
TO  
FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**Boise Cascade, L.L.C.\***

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction  
of incorporation or organization)*

**5110**  
*(Primary Standard Industrial  
Classification Code Number)*

**20-2807265**  
*(I.R.S. Employer  
Identification No.)*

**1111 West Jefferson Street, Suite 300  
Boise, Idaho 83702-5389  
(208) 384-6161**

*(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)*

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**John T. Sahlberg**  
**Senior Vice President, Human Resources and General Counsel**  
**Boise Cascade, L.L.C.**  
**1111 West Jefferson Street, Suite 300**  
**Boise, Idaho 83702-5389**  
**(208) 384-6161**

*(Name, address, including zip code and telephone number, including area code, of agent for service)*

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*Copies of all communications, including communications sent to agent for service, should be sent to:*

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

## CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Offering Price(1)(2)	Amount of Registration Fee(3)(4)
Common Stock, \$0.01 par value per share	\$200,000,000	\$27,280

- (1) Includes the offering price of the shares of common stock that may be sold if the option to purchase additional shares granted by us to the underwriters is exercised in full.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(o) of the Securities Act of 1933, as amended.
- (3) Calculated by multiplying 0.00013640 by the proposed maximum offering price.
- (4) This amount was previously paid in connection with the initial filing of this Registration Statement.

**The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

\* Boise Cascade, L.L.C., the registrant whose name appears on the cover of this registration statement, is a Delaware limited liability company. Prior to the effectiveness of this registration statement, Boise Cascade, L.L.C. will be converted into a Delaware corporation and renamed Boise Cascade Company. Shares of the common stock of Boise Cascade Company are being offered by the prospectus. Except as disclosed in the prospectus, the consolidated financial statements and selected historical consolidated financial data and other financial information included in this registration statement are those of Boise Cascade, L.L.C. and its

subsidiaries and do not give effect to the corporate conversion.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. The prospectus is not an offer to sell these securities nor a solicitation of an offer to buy these securities in any jurisdiction where the offer and sale is not permitted.

**Subject to Completion**  
**Preliminary Prospectus dated December 21, 2012**

**PROSPECTUS**

# Shares

## Common Stock

This is the initial public offering of shares of common stock of Boise Cascade Company.

We are selling \_\_\_\_\_ shares of our common stock.

We expect the public offering price to be between \$ \_\_\_\_\_ and \$ \_\_\_\_\_ per share. Currently, no public market exists for the shares. After pricing of the offering, we expect that the shares will trade on the New York Stock Exchange under the symbol "BCC."

**Investing in our common stock involves risks that are described in the "Risk Factors" section beginning on page 13 of this prospectus.**

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	<b>Per Share</b>	<b>Total</b>
Public offering price	\$	\$
Underwriting discounts	\$	\$
Proceeds, before expenses, to us	\$	\$

The underwriters may also exercise their option to purchase up to \_\_\_\_\_ additional shares from us at the initial public offering price, less the underwriting discount, for a period of 30 days after the date of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares will be ready for delivery on or about \_\_\_\_\_, 2013.

**BofA Merrill Lynch**

**Goldman, Sachs & Co.**

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**Deutsche Bank Securities**

**J.P. Morgan**

**Wells Fargo  
Securities**

**D.A. Davidson & Co.**

**Moelis & Company**

**Piper Jaffray**

The date of this prospectus is \_\_\_\_\_, 2013.

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We have not and the underwriters have not authorized anyone to provide you with any information other than that contained in this prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. We are offering to sell, and seeking offers to buy, shares of our common stock only in jurisdictions where such offers and sales are permitted. The information in this prospectus or any free writing prospectus is accurate only as of its date, regardless of its time of delivery or the time of any sale of shares of our common stock. Our business, financial condition, results of operations and prospects may have changed since that date.

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**PROSPECTUS SUMMARY**

*The following is a summary of material information discussed in this prospectus. This summary may not contain all the details concerning our business, our common stock or other information that may be important to you. You should carefully review this entire prospectus, including the "Risk Factors" section and our consolidated financial statements and the notes thereto included elsewhere in this prospectus, before making an investment decision.*

*As used in this prospectus, unless the context otherwise indicates, the references to "Boise Cascade," "we," "our," or "us" refer to Boise Cascade, L.L.C., together with its subsidiaries, prior to our conversion to a Delaware corporation and Boise Cascade Company and its consolidated subsidiaries on or after such conversion. Unless otherwise indicated or the context otherwise requires, financial and operating data in this prospectus reflects the consolidated business and operations of Boise Cascade, L.L.C. and its wholly-owned subsidiaries prior to the conversion of Boise Cascade, L.L.C. into a corporation and Boise Cascade Company and its wholly-owned subsidiaries on and after such conversion. For a definition of EBITDA, see Note 6 to " Summary Historical Consolidated Financial Data." In addition, for a definition of segment income (loss) and a reconciliation of segment income (loss) to EBITDA for the twelve months ended September 30, 2012 ("LTM" or the "LTM period"), see "Business Wood Products" and " Building Materials Distribution," as applicable.*

**Our Company**

We are a large, vertically-integrated wood products manufacturer and building materials distributor with widespread operations throughout the United States and Canada. We are the second largest manufacturer of laminated veneer lumber ("LVL"), I-joists (together "engineered wood products" or "EWP") and plywood in North America, according to the Resource Information System, Inc.'s ("RISI") 2012 Capacity Report ("RISI's Capacity Report"). We believe we are also one of the largest stocking wholesale distributors of building products in the United States. Our broad line of products is used primarily in new residential construction, residential repair and remodeling projects, light commercial construction and industrial applications. We have a broad base of more than 4,500 customers, which includes a diverse mix of leading wholesalers, home improvement centers, retail lumberyards and industrial converters. We believe our large, vertically-integrated operations provide us with significant advantages over less integrated competitors and position us to optimally serve our customers. For the LTM period, we generated sales of \$2,631.9 million, net income of \$26.4 million, income before interest and taxes of \$45.7 million and EBITDA of \$80.1 million.

We supply our customers through 49 strategically located facilities (consisting of 18 manufacturing facilities and 31 distribution facilities). In addition to the vertical integration between our manufacturing and distribution operations, our EWP manufacturing facilities are closely integrated with our nearby plywood operations, which allows us to optimize both production processes. Throughout the housing downturn, we have continued to make strategic capital investments to increase our manufacturing capacity and expand our building materials distribution network. We believe that our scale, closely integrated businesses and significant capital investments throughout the downturn provide us with substantial operating leverage to benefit from a recovery in the U.S. housing market.

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We operate our company through two primary segments: our Wood Products segment and our Building Materials Distribution segment. The charts below summarize the breakdown of our business for the LTM period.

#### LTM SALES BY SEGMENT(1)(2)

#### LTM EBITDA BY SEGMENT(1)(3)

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- (1) Financial data for the LTM period presented in this prospectus is derived by adding financial data for the year ended December 31, 2011 to financial data for the nine months ended September 30, 2012 and subtracting financial data for the nine months ended September 30, 2011.
  - (2) Segment percentages are calculated before intersegment eliminations.
  - (3) Segment percentages exclude Corporate and Other segment expenses.

**Wood Products (\$69.2 million, or 73%, of LTM EBITDA).** Our Wood Products segment is the second largest manufacturer of EWP and plywood in North America, according to RISI's Capacity Report, with a highly integrated national network of 17 manufacturing facilities. Our wood products are used primarily in new residential construction, residential repair and remodeling projects and light commercial construction. We manufacture LVL, I-joists and laminated beams, which are high-grade, value-added structural products used in applications where additional strength and consistent quality are required. We also produce plywood, studs, particleboard and ponderosa pine lumber, a premium lumber grade sold primarily to manufacturers of specialty wood windows, moldings and doors. Our EWP manufacturing facilities are closely integrated with our nearby plywood operations to optimize our veneer utilization by enabling us to dedicate higher quality veneers to higher margin applications and lower quality veneers to plywood products, giving us an advantage over our less integrated competitors. For the LTM period, EWP, plywood and lumber accounted for 35%, 44% and 9%, respectively, of our Wood Products sales. Most of our wood products are sold to leading wholesalers (including our Building Materials Distribution segment), home improvement centers, retail lumberyards and industrial converters. For the LTM period, approximately 37% of our Wood Products sales, including approximately 71% of our EWP sales, were to our Building Materials Distribution segment. For the LTM period, our Wood Products segment generated sales, income before interest and taxes and EBITDA of \$893.0 million, \$43.7 million and \$69.2 million, respectively.

**Building Materials Distribution (\$26.2 million, or 27%, of LTM EBITDA).** We believe we are one of the largest national stocking wholesale distributors of building materials in the United States. Our nationwide network of 31 strategically-located distribution facilities sells a broad line of building materials, including EWP, oriented strand board ("OSB"), plywood, lumber and general line items such as framing accessories, composite decking, roofing, siding and insulation. We also operate a truss manufacturing plant located in Maine. Our products are used in the construction of new residential housing, including single-family, multi-family and manufactured homes, repair and remodeling projects and the construction of light industrial and commercial buildings. Except for EWP, we purchase most of these building materials from more than 1,000 third-party suppliers ranging from large manufacturers, such as James Hardie Building Products, Trex Company, Louisiana-Pacific and Georgia-Pacific, to smaller regional producers.

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We market our products primarily to retail lumberyards and home improvement centers that then sell the products to end customers, who are typically professional builders, independent contractors and homeowners engaged in residential construction projects. We also market our products to industrial converters, which use our products to assemble windows, doors, agricultural bins and other value-added products used in industrial and repair and remodel applications. Unlike many of our competitors who focus primarily on a narrow range of products, we are a one-stop resource for our customers' building materials needs, which allows for more cost-efficient ordering, delivery and receiving. For the LTM period, our Building Materials Distribution segment generated sales, income before interest and taxes and EBITDA of \$2,066.6 million, \$17.4 million and \$26.2 million, respectively.

**Our Industry**

The building products manufacturing and distribution industry in North America is highly competitive, with a number of producers manufacturing and selling a broad range of products. Demand for our products is principally influenced by new residential construction, light commercial construction and repair and remodeling activity in the United States.

From 2005 to 2011, total housing starts in the United States declined by more than 70%. According to the U.S. Census Bureau, total housing starts in the United States were 0.59 million in 2010 and 0.61 million in 2011, modest increases over the 2009 level of 0.55 million (the lowest year on record) but significantly less than the 50-year average rate of 1.5 million. Prior to 2008, the housing market had not experienced a year with total housing starts below 1.0 million since the U.S. Census Bureau began its annual recordkeeping in 1959.

In November 2012, single- and multi-family housing starts were 0.86 million on a seasonally adjusted annual rate basis, an increase of 22% from November 2011. As of December 2012, the Blue Chip Economic Indicators median consensus forecast of single- and multi-family housing starts in the U.S. was approximately 0.78 million units for 2012 and approximately 0.96 million units for 2013, which represent annual increases of 28% and 23%, respectively. We believe that over the long-term, there is considerable growth potential in the U.S. housing sector. As of December 2012, IHS Global Insight estimates that total U.S. single- and multi-family housing starts will average 1.47 million units per year from 2012 through 2021, levels that are in line with the 50-year historical average.

Our products are not only used in new residential construction, but also in residential repair and remodeling projects. Residential repair and remodeling spending increased significantly over the past 15 years. According to the Home Improvement Research Institute ("HIRI"), the U.S. repair and remodeling market increased 81.5% from \$165 billion in 1996 to a peak of \$300 billion in 2006 and declined approximately 10.2% to \$269 billion in 2011. In addition, the overall age of the U.S. housing stock, increased focus on making homes more energy efficient, rising home prices and availability of consumer capital at low interest rates are expected to drive long-term growth in repair and remodeling expenditures. HIRI estimates that total U.S. sales of home maintenance, repair and improvement products will grow at a compounded annual rate of 5.1% from 2011 through 2016.

**Our Competitive Strengths**

We believe the following key competitive strengths have contributed to our success and will enable us to execute our growth strategy:

***Leadership Positions in Wood Products Manufacturing and Building Materials Distribution on a National Scale***

We believe we are one of the leading manufacturers in the North American wood products industry. According to RISI's Capacity Report, we are the second largest producer of EWP and plywood in North America and we are the largest producer of plywood in the Western United States. We also operate the two largest EWP facilities in North America, as reported in RISI's Capacity Report. From 2005 to 2011, we increased our sales of LVL and I-joist per North American housing start by 65% and 30%, respectively. We have positioned ourselves to take advantage of improving

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demand in our core markets by expanding our EWP and plywood capacity through capital investments in low-cost, internal veneer manufacturing.

We believe we are one of the largest national stocking wholesale distributors of building materials in the United States and we believe we offer one of the broadest product lines in the industry. From 2005 to 2011, we nearly doubled our sales per U.S. housing start in our Building Materials Distribution segment. Our national platform of 31 strategically-located distribution facilities supplies products to all major markets in the United States and provides us with significant scale and capacity relative to most of our competitors; however, certain of our competitors are larger than we are and may have greater scale and capacity than we do.

***Strongly Situated to Serve our Customers with Vertically-Integrated Manufacturing and Distribution Operations***

We believe that we are the only large-scale manufacturer of plywood and EWP in North America that is vertically-integrated from log procurement through distribution. The integration of our manufacturing and distribution operations allows us to make procurement, manufacturing, veneer merchandising and marketing decisions that reduce our manufacturing and supply chain costs and allow us to more effectively control quality and working capital. Furthermore, our vertically-integrated operations combined with our national distribution network significantly enhance our ability to assure product supply for our end customers. We believe our vertical integration was an important factor in our ability to increase market share during the recent housing downturn.

***Low-Cost Manufacturing and Distribution Footprint***

We believe that we have a highly competitive asset base across both of our operating segments, in part because we continued to strategically invest throughout the housing downturn. Our large-scale EWP production facilities are integrated with our nearby plywood operations to optimize our veneer utilization, which we believe helps position us as a competitive manufacturer in the growing EWP business. In the past three years, we completed a number of initiatives in our Wood Products segment that strengthened our asset base, substantially reduced our costs and enhanced our operating performance.

We believe that our plywood facilities in Kettle Falls, Washington and Elgin, Oregon are among the lowest cost Douglas fir plywood facilities in North America. Additionally, in the active timberland markets in which we operate, our manufacturing facilities are clustered to enable us to efficiently utilize fiber resources and to shift production depending on demand. We believe we are the only manufacturer in the inland Pacific Northwest with the integrated primary and secondary facilities necessary to process all softwood species.

***Significant Capital Invested to Position us for Growth as the Housing Market Recovers***

Our operations are well-positioned to serve our customers and take advantage of the recovery that we believe is underway in the U.S. housing market. From 2005 to 2011, we invested \$270 million (excluding acquisitions) to upgrade and maintain our Wood Products facilities and opportunistically expand our Building Materials Distribution facilities. Since 2005, we have increased our covered warehouse space by over 65% and have more than doubled our outdoor storage acreage. We expect to make further capital investments in cost and operational improvements, primarily related to internal veneer production, which will further enhance our competitive position and allow us to capture growth opportunities. For the LTM period, we operated our EWP facilities at approximately 50% of LVL press capacity, providing us with substantial unused capacity. Additionally, we believe that our Building Materials Distribution facilities can support a considerable ramp-up in housing starts with no significant requirement for new capacity and will allow us to double our sales without increasing our existing footprint.

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***Experienced Management Team and Principal Equityholder***

Madison Dearborn Partners, LLC ("Madison Dearborn") has a long and successful track record of investing in manufacturing and distribution businesses. Our senior management team has an average of approximately 30 years of experience in forest products manufacturing and building materials distribution with a track record of financial and operational excellence in both favorable and challenging market conditions.

**Our Business Strategy**

We intend to capitalize on our strong market position in wood products manufacturing and building materials distribution to increase revenues and profits and maximize cash flow as the U.S. housing market recovers. We seek to achieve this objective by executing on the following strategies:

***Grow our Wood Products Segment Operations with a Focus on Expanding our Market Position in EWP***

We will continue to expand our market position in EWP by focusing on our large-scale manufacturing position, comprehensive customer service, design support capabilities and efficient distribution network. We have positioned ourselves to take advantage of expected increases in the demand for EWP per housing start by expanding our capacity through capital investments in low-cost, internal veneer manufacturing. We have also developed strategic relationships with third-party veneer suppliers to support additional EWP production as needed. Additionally, we intend to grow our Wood Products business through strategic acquisitions that are a compelling fit with our existing operations.

***Grow Market Share in our Building Materials Distribution Segment***

We intend to grow our Building Materials Distribution business in existing markets by adding products and services to better serve our customers. We also plan to opportunistically expand our Building Materials Distribution business into adjacent geographies that we currently serve using off-site storage arrangements or longer truck routes. We will continue to grow our Building Materials Distribution business by opportunistically acquiring facilities, adding new products, opening new locations, relocating and expanding capacity at existing facilities and capturing local market share through our superior supply chain capabilities and customer service.

***Further Differentiate our Products and Services to Capture Market Share***

We seek to continue to differentiate ourselves from our competitors by providing a broad line of high-quality products and superior customer service. Our Building Materials Distribution segment's highly efficient logistics system allows us to deliver superior customer service and assist our customers in optimizing their working capital. Our national distribution and manufacturing integration system differentiates us from most of our competitors and is critical to servicing leading wholesalers, home improvement centers, retail lumberyards and industrial converters. Additionally, this system allows us to procure product more efficiently and to develop and maintain stronger relationships with our vendors. Because of these relationships and our national presence, many of our vendors have offered us favorable pricing and provide us with enhanced product introductions and ongoing marketing support.

***Continue to Improve our Competitiveness through Operational Excellence***

We use a disciplined cost management approach to maximize our competitiveness without sacrificing our ability to react to future growth opportunities. Additionally, we have made capital investments and process improvements in certain facilities, which have decreased our production costs and allowed us to produce lower-cost, higher-quality veneers. Beginning in 2009, we adopted a data-driven process improvement program to further strengthen our manufacturing operations. Because of the significant gains we continue to see from this program, we believe there are opportunities to

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apply similar techniques and methods to different functional areas (including sales and marketing) to realize efficiencies in those areas.

### **Recent Developments**

On October 15, 2012, we redeemed \$75.0 million of our senior subordinated notes. On October 22, 2012, we issued \$250.0 million of 6<sup>3</sup>/<sub>8</sub>% senior notes due 2020 and used a portion of the proceeds from such offering to fund the redemption of the remaining \$144.6 million of our senior subordinated notes.

### **Principal Equityholder**

Our direct parent company, Boise Cascade Holdings, L.L.C. ("BC Holdings"), is controlled by Forest Products Holdings, L.L.C. ("FPH"), an entity controlled by an investment fund managed by Madison Dearborn. Madison Dearborn, based in Chicago, is an experienced private equity investment firm that has raised over \$18 billion of capital. Since its formation in 1992, Madison Dearborn's investment funds have invested in approximately 125 companies across a broad spectrum of industries, including basic industries; business and government services; consumer; financial services; healthcare; and telecom, media and technology services. Madison Dearborn's objective is to invest in companies with strong competitive characteristics that it believes have the potential for significant long-term equity appreciation. To achieve this objective, Madison Dearborn seeks to partner with outstanding management teams that have a solid understanding of their businesses as well as track records of building stockholder value.

### **Conversion into a Delaware Corporation**

Prior to the consummation of this offering, we will convert from a Delaware limited liability company into a Delaware corporation by filing a certificate of conversion in Delaware.

### **Corporate Information**

We were formed under the name Boise Cascade, L.L.C., a Delaware limited liability company, in October 2004 in connection with our acquisition of OfficeMax's forest products and paper assets. Prior to the consummation of the offering, we will effect our conversion into a Delaware corporation and become Boise Cascade Company. Our principal executive offices are located at 1111 West Jefferson Street, Suite 300, Boise, Idaho 83702. Our telephone number at that location is (208) 384-6161. Our website address is [www.bc.com](http://www.bc.com). The reference to our website is a textual reference only. We do not incorporate the information on our website into this prospectus and you should not consider any information on, or that can be accessed through, our website as part of this prospectus.

Our key registered trademarks include BOISE CASCADE® and the TREE-IN-A-CIRCLE® logo. This prospectus also refers to the products or services of other companies by the trademarks and trade names used and owned by those companies.

### **Risk Factors**

In considering our competitive strengths, our business strategies and an investment in our common stock generally, you should carefully consider the information described under "Risk Factors" in this prospectus. Certain risks that may affect the successful execution of our business strategies include the following:

the commodity nature of our products and their price movements, which are driven largely by capacity utilization rates and industry cycles that affect supply and demand;

general economic conditions, including but not limited to housing starts, repair and remodel activity and light commercial construction, inventory levels of new and existing homes for





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sale, foreclosure rates, interest rates, unemployment rates, relative currency values, mortgage availability and pricing, as well as other consumer financing mechanisms, that ultimately affect demand for our products;

the timing and extent of any recovery in the housing market and our ability to grow our business and offset the fixed costs relating to our recent capital investments;

the risk of material disruption at our manufacturing facilities, which would also impact our Building Materials Distribution business due to our vertical integration;

the fact that certain of our competitors have greater financial resources than we do, which may afford those competitors greater purchasing power, increased financial flexibility and more capital resources for expansion and improvement;

availability and affordability of raw materials, including wood fiber, glues and resins and energy;

the impact of actuarial assumptions and regulatory activity on pension costs and pension funding requirements; and

the need to successfully implement succession plans for certain members of our senior management team.

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**The Offering**

**Common stock offered** shares

**Common stock to be outstanding immediately after this offering** shares

**Option to purchase additional shares** We have agreed to allow the underwriters to purchase up to an additional shares from us, at the public offering price, less the underwriting discount, within 30 days of the date of this prospectus.

**Use of proceeds** We estimate that the net proceeds from this offering will be approximately \$ million, or approximately \$ million if the underwriters exercise their option to purchase additional shares in full, assuming an initial public offering price of \$ per share, which is the midpoint of the price range set forth on the cover of this prospectus, after deducting underwriting discounts and commissions and estimated offering expenses payable by us. We expect to use substantially all of the net proceeds from this offering for general corporate purposes. We have not allocated the net proceeds from this offering for any specific purpose at this time. See "Use of Proceeds."

**Dividend policy** Boise Cascade does not plan to pay dividends on its common stock. The declaration and payment of all future dividends, if any, will be at the discretion of our board of directors and will depend upon our financial condition, earnings, contractual conditions, restrictions imposed by our revolving credit facility and the indenture governing our senior notes or applicable laws and other factors that our board of directors may deem relevant. See "Dividend Policy."

**Proposed New York Stock Exchange symbol** We intend to apply to list our common stock on the New York Stock Exchange ("NYSE") under the symbol "BCC."

Unless otherwise indicated, all information in this prospectus relating to the number of shares of common stock to be outstanding immediately after this offering:

gives effect to the completion of the conversion of Boise Cascade, L.L.C. into Boise Cascade Company prior to the completion of this offering as described in " Conversion into a Delaware Corporation;"

assumes the effectiveness of our Delaware amended and restated certificate of incorporation, which we will adopt in connection with the conversion discussed in the immediately prior bullet point;

assumes (i) no exercise by the underwriters of their option to purchase up to additional shares from us; and (ii) an initial public offering price of \$ per share, the midpoint of the initial public offering price range indicated on the cover of this prospectus; and

excludes an aggregate of shares of our common stock reserved for issuance under the new management equity incentive plan we intend to adopt in connection with this offering (the "2013 Equity Incentive Plan").

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The following tables set forth our summary consolidated historical and pro forma financial data. You should read the information set forth below in conjunction with "Use of Proceeds," "Capitalization," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Unaudited Pro Forma Condensed Consolidated Financial Data" and our consolidated historical financial statements and notes thereto included elsewhere in this prospectus. The statement of operations data for each of the years ended December 31, 2009, 2010 and 2011 and the balance sheet data as of December 31, 2010 and 2011 set forth below are derived from our audited consolidated financial statements included elsewhere in this prospectus. The statements of operations data for each of the nine-month periods ended September 30, 2011 and 2012 and the balance sheet data as of September 30, 2012 set forth below are derived from our unaudited quarterly consolidated financial statements included elsewhere in this prospectus and contain all adjustments, consisting of normal recurring adjustments, that management considers necessary for a fair presentation of our financial position and results of operations for the periods presented. Operating results for the nine-month periods are not necessarily indicative of results for a full financial year, or any other periods. See "Index to Consolidated Financial Statements."

	Year Ended December 31			Nine Months Ended September 30	
	2009	2010	2011	2011	2012
(in thousands, except per share data)					
<b>Statement of Operations Data:</b>					
Sales	\$ 1,973,250	\$ 2,240,591	\$ 2,248,088	\$ 1,700,646	\$ 2,084,482
Costs and expenses(1)	2,056,699	2,253,753	2,275,134	1,718,616	2,029,956
Income (loss) from operations	(83,449)	(13,162)	(27,046)	(17,970)	54,526
Foreign exchange gain (loss)	1,025	352	(497)	(596)	125
Change in fair value of contingent value rights(2)	194				
Gain on repurchase of long-term debt(3)	6,026	28			
Interest expense	(22,520)	(21,005)	(18,987)	(14,174)	(14,471)
Interest income	886	790	407	314	281
	(14,389)	(19,835)	(19,077)	(14,456)	(14,065)
Income (loss) before income taxes	(97,838)	(32,997)	(46,123)	(32,426)	40,461
Income tax provision	(660)	(300)	(240)	(146)	(243)
Net income (loss)	\$ (98,498)	\$ (33,297)	\$ (46,363)	\$ (32,572)	\$ 40,218
Net income (loss) per common share:					
Basic and diluted(4)	\$	\$	\$	\$	\$
<b>Weighted average shares outstanding:</b>					
Basic and diluted(4)					
Pro forma net income (loss) per share(5)			\$		\$
<b>Pro forma weighted average shares outstanding(5)</b>					

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	Year Ended December 31			Nine Months Ended September 30	
	2009	2010	2011	2011	2012
	(in thousands)				
<b>Other Financial Data:</b>					
Depreciation and amortization	\$ 40,874	\$ 34,899	\$ 37,022	\$ 27,500	\$ 24,918
Capital expenditures(6)	21,404	35,751	39,319	31,081	20,037
EBITDA(7)	(35,330)	22,117	9,479	8,934	79,569
Adjusted EBITDA(7)	(41,550)	17,476	9,479	8,934	79,569

	September 30, 2012		
	Actual	Pro Forma(8)	Pro Forma, As Adjusted(9)
	(in thousands)		
<b>Balance Sheet Data:</b>			
Cash and cash equivalents	\$ 224,418	\$ 45,656	\$
Total current assets	729,143	550,381	
Property and equipment, net	263,671	263,671	
Total assets	1,031,470	856,641	
Total debt	219,560	275,000	
Total stockholder's equity	326,210	98,613	

- (1) In 2009, costs and expenses include \$8.9 million of expenses related to a facility closure, of which \$3.7 million was included in EBITDA and \$5.2 million was accelerated depreciation recorded in depreciation and amortization. In 2010, costs and expenses include \$4.6 million of income associated with receiving proceeds from a litigation settlement related to vendor product pricing. In 2011, costs and expenses include \$3.8 million of expense related to the closure of a laminated beam plant and noncash asset write-downs, of which \$2.9 million was included in the first nine months of 2011.
- (2) Represents the change in fair value of contingent value rights issued in connection with the sale of our Paper and Packaging & Newsprint assets in 2008.
- (3) Represents gain on the repurchase of \$11.9 million and \$8.6 million of our senior subordinated notes in 2009 and 2010, respectively.
- (4) We have adjusted our historical financial statements to retroactively reflect the common stock authorized and outstanding following our conversion from a limited liability company to a corporation, resulting in a retroactive adjustment to weighted average shares outstanding.
- (5) Both pro forma net income (loss) per share and pro forma weighted shares outstanding give effect to the issuance of shares in this offering. Pro forma weighted average common shares outstanding has been computed to give effect to the planned cash distribution to BC Holdings of \$225.0 million prior to the consummation of this offering and the actual distribution to BC Holdings of \$2.8 million during the nine months ended September 30, 2012. The shares deemed to be outstanding gives effect to the sale by us of shares of common stock in this offering at an assumed initial public offering price of \$ per share, the midpoint of the initial public offering price range indicated on the cover of the prospectus, which proceeds would be necessary to pay the distribution to the extent that the distribution exceeds net income of \$26.4 million during the LTM period. The pro forma results of our being treated as a corporation had no impact on net income (loss) for the pro forma nine months ended September 30, 2012 and the pro forma year ended December 31, 2011, primarily as a result of placing a full valuation allowance on the tax benefits associated with the 2011 net operating losses. The pretax income for the nine months ended September 30, 2012 would not have resulted in an adjustment to our income tax provision due to the utilization of the net



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operating losses carried forward from 2011. In addition, due to its non-recurring nature, the pro forma presentation does not reflect the recognition of a net deferred tax liability of approximately \$4.0 million, net of deferred tax assets and related valuation allowances, related to our tax status conversion from a limited liability company to a corporation prior to the consummation of this offering. Following this offering, we will be subject to typical corporate U.S. federal and state income tax rates which we expect to result in a statutory tax rate of approximately 38% under current tax law. The prior net operating losses we incurred while treated as a partnership were passed through to our equityholder with the exception of an immaterial amount associated with some state tax jurisdictions. As a result, we will not have net operating losses from periods in which we were taxed as a partnership to offset cash taxes on taxable income earned in future periods in which we will be treated as a corporation. See "Management's Discussion and Analysis of Financial Condition and Results of Operations Taxation."

(6) For 2009, includes \$0.9 million of cash paid for the purchase of a truss assembly operation and EWP sales office in Saco and Biddeford, Maine, respectively, and \$3.7 million of cash paid for the purchase of a sawmill in Pilot Rock, Oregon. For 2011, includes \$5.8 million of cash paid for the acquisition of a laminated beam and decking manufacturing plant in Homedale, Idaho. For the first nine months of 2012, includes \$2.4 million of cash paid for the February 2012 acquisition of a sawmill in Arden, Washington.

(7) EBITDA is defined as income (loss) before interest (interest expense and interest income), income taxes and depreciation and amortization. EBITDA is the primary measure used by our chief operating decision maker to evaluate segment operating performance and to decide how to allocate resources to segments. We believe EBITDA is useful to investors because it provides a means to evaluate the operating performance of our segments and our company on an ongoing basis using criteria that are used by our internal decision makers and because it is frequently used by investors and other interested parties when comparing companies in our industry that have different financing and capital structures and/or tax rates. We believe EBITDA is a meaningful measure because it presents a transparent view of our recurring operating performance and allows management to readily view operating trends, perform analytical comparisons and identify strategies to improve operating performance. EBITDA, however, is not a measure of our liquidity or financial performance under generally accepted accounting principles ("GAAP") and should not be considered as an alternative to net income (loss), income (loss) from operations, or any other performance measure derived in accordance with GAAP or as an alternative to cash flow from operating activities as a measure of our liquidity. The use of EBITDA instead of net income (loss) or segment income (loss) has limitations as an analytical tool, including the inability to determine profitability; the exclusion of interest expense, interest income and associated significant cash requirements; and the exclusion of depreciation and amortization, which represent unavoidable operating costs. Management compensates for the limitations of EBITDA by relying on our GAAP results. Our measure of EBITDA is not necessarily comparable to other similarly titled captions of other companies due to potential inconsistencies in the methods of calculation.

Adjusted EBITDA is defined as EBITDA before the change in fair value of contingent value rights issued in connection with the sale of our Paper and Packaging & Newsprint assets, as well as certain other unusual items, including gain on the repurchase of long-term debt and a litigation gain.

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The following is a reconciliation of net income (loss) to EBITDA and Adjusted EBITDA:

	Year Ended December 31			Nine Months Ended September 30	
	2009	2010	2011	2011	2012
	(in millions)				
Net income (loss)	\$ (98.5)	\$ (33.3)	\$ (46.4)	\$ (32.6)	\$ 40.2
Interest expense	22.5	21.0	19.0	14.2	14.5
Interest income	(0.9)	(0.8)	(0.4)	(0.3)	(0.3)
Income tax provision	0.7	0.3	0.2	0.1	0.2
Depreciation and amortization	40.9	34.9	37.0	27.5	24.9
 EBITDA	 \$ (35.3)	 \$ 22.1	 \$ 9.5	 \$ 8.9	 \$ 79.6
Change in fair value of contingent value rights(a)	(0.2)				
Gain on repurchase of long-term debt(b)	(6.0)	(0.0)			
Litigation gain(c)		(4.6)			
 Adjusted EBITDA	 \$ (41.6)	 \$ 17.5	 \$ 9.5	 \$ 8.9	 \$ 79.6

(a) See Note (2) above.

(b) See Note (3) above.

(c) See Note (1) above.

(8) The pro forma balance sheet data gives pro forma effect to (i) our redemption of \$75.0 million of our senior subordinated notes on October 15, 2012; (ii) our issuance of \$250.0 million of senior notes on October 22, 2012 and our redemption of our remaining \$144.6 million of senior subordinated notes with a portion of the related proceeds; and (iii) our payment of a \$225.0 million cash distribution to BC Holdings prior to the consummation of this offering and a \$25.0 million repayment on our revolving credit facility, which we anticipate will be required to comply with the related covenant in the indenture governing our senior notes in connection with making the distribution. In addition, the pro forma balance sheet data gives effect to the write-off of deferred financing costs of \$1.6 million and payment of \$3.7 million of interest related to the redemption of our senior subordinated notes, as well as the deferral of \$5.5 million in financing costs on the offering of our senior notes.

(9) The pro forma balance sheet data, as adjusted, gives further effect to the tax impact of our conversion from a limited liability company to a corporation and our issuance and sale of \_\_\_\_\_ shares of common stock in this offering at an assumed initial public offering price of \$ \_\_\_\_\_ per share, which is the midpoint of the price range listed on the cover page of this prospectus, after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

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**RISK FACTORS**

*Investing in our common stock involves a high degree of risk. You should carefully consider the risk factors set forth below as well as the other information contained in this prospectus before investing in our common stock. Any of the following risks could materially and adversely affect our business, financial condition and results of operations. In such case, you may lose all or part of your original investment.*

**Risks Relating to Our Business**

***Many of the products we manufacture or purchase and resell are commodities whose price is determined by the market's supply and demand for such products, and the markets in which we operate are cyclical and competitive. The depressed state of the housing, construction and home improvement markets could continue to adversely affect demand and pricing for our products.***

Many of the building products we produce or distribute, including OSB, plywood, lumber and particleboard, are commodities that are widely available from other manufacturers or distributors with prices and volumes determined frequently in an auction market based on participants' perceptions of short-term supply and demand factors. At times, the price for any one or more of the products we produce may fall below our cash production costs, requiring us to either incur short-term losses on product sales or cease production at one or more of our manufacturing facilities. Therefore, our profitability with respect to these commodity products depends, in significant part, on managing our cost structure, particularly raw materials and labor, which represent the largest components of our operating costs. Commodity wood product prices could be volatile in response to operating rates and inventory levels in various distribution channels. Commodity price volatility affects our distribution business, with falling price environments generally causing reduced revenues and margins, resulting in substantial declines in profitability and possible net losses.

Historically, demand for the products we manufacture, as well as the products we purchase and distribute, has been closely correlated with new residential construction in the United States and, to a lesser extent, light commercial construction and residential repair and remodeling activity. New residential construction activity remained substantially below average historical levels during the first nine months of 2012 and so did demand for the products we manufacture and distribute. There is significant uncertainty regarding the timing and extent of any recovery in such construction activity and resulting product demand levels. Demand for new residential construction is influenced by seasonal weather factors, mortgage availability and rates, unemployment levels, household formation rates, domestic population growth, immigration rates, residential vacancy and foreclosure rates, demand for second homes, existing home prices, consumer confidence and other general economic factors.

Wood products industry supply is influenced primarily by price-induced changes in the operating rates of existing facilities but is also influenced over time by the introduction of new product technologies, capacity additions and closures, restart of idled capacity and log availability. The balance of wood products supply and demand in the United States is also heavily influenced by imported products, principally from Canada.

We have very limited control of the foregoing and as a result, our profitability and cash flow may fluctuate materially in response to changes in the supply and demand balance for our primary products.

***Our industry is highly competitive. If we are unable to compete effectively, our sales, operating results and growth strategies could be negatively affected.***

The building products distribution industry that our Building Materials Distribution segment competes in is highly fragmented and competitive and the barriers to entry for local competitors are relatively low. Competitive factors in our industry include pricing and availability of product, service



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and delivery capabilities, ability to assist customers with problem solving, customer relationships, geographic coverage and breadth of product offerings. Also, financial stability is important to suppliers and customers in choosing distributors and allows for more favorable terms on which to obtain products from suppliers and sell products to customers. If our financial condition deteriorates in the future, our support from suppliers may be negatively impacted.

The markets for the products we manufacture in our Wood Products segment are also highly competitive. Our competitors range from very large, fully integrated forest and building products firms to smaller firms that may manufacture only one or a few types of products. We also compete less directly with firms that manufacture substitutes for wood building products. Certain mills operated by our competitors may be lower-cost manufacturers than the mills operated by us.

Some of our competitors are larger companies and, therefore, have access to greater financial and other resources than we do. These resources may afford those competitors greater purchasing power, increased financial flexibility and more capital resources for expansion and improvement, which may enable those competitors to compete more effectively than we can.

***Our manufacturing businesses may have difficulty obtaining wood fiber at favorable prices or at all.***

Wood fiber is our principal raw material, which accounted for approximately 38% of the aggregate amount of materials, labor and other operating expenses, including from related parties (excluding depreciation), for our Wood Products segment in 2011. Wood fiber is a commodity and prices have been cyclical historically in response to changes in domestic and foreign demand and supply. Foreign demand for timber exports, particularly from China, increased timber costs in the western U.S. in 2010 and 2011 and negatively affected wood products manufacturers in the region. In the future, we expect the level of foreign demand for timber exports from the Western U.S. to fluctuate based on the economic activity in China and other Pacific Rim countries, currency exchange rates and the availability of timber supplies from other countries such as Canada, Russia and New Zealand. Sustained periods of high timber costs may impair the cost competitiveness of our manufacturing facilities.

We currently enjoy the benefit of supply agreements put in place in 2005 following the sale of our timberlands (or successor arrangements), under which we purchase timber at market-based prices. For the LTM period, approximately 40% of our timber was supplied pursuant to agreements assumed by (or replacement master supply agreements with) Hancock Natural Resource Group, Inc. ("Hancock"), The Molpus Woodlands Group LLC ("Molpus"), and Rayonier Louisiana Timberlands, LLC, a timberland real estate investment trust ("Rayonier"), respectively. The supply agreements with these parties terminate on December 31, 2014, subject to additional one-year extensions unless notice is provided to the other party at least six months prior to expiration of the applicable agreement. If a counterparty to these agreements elects not to continue these agreements or we are unable to renegotiate these agreements on terms that are acceptable to us, we would need to locate a replacement supplier for our timber requirements, which could include private purchases with other suppliers, open market purchases and purchases from governmental sources. If we are unable to locate a replacement supplier in a particular region to satisfy our timber needs at satisfactory prices, it could have an adverse effect on our results of operations.

In 2011, we purchased approximately 22% of our timber from federal, state and local governments. In certain regions in which we operate, a substantial portion of our timber is purchased from governmental authorities. As a result, existing and future governmental regulation can impact our access to, and the cost of, such timber. Future domestic or foreign legislation and litigation concerning the use of timberlands, timber harvest methodologies, forest road construction and maintenance, the protection of endangered species, forest-based carbon sequestration, the promotion of forest health and the response to and prevention of catastrophic wildfires can affect timber and fiber supply from both

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government and private lands. Availability of harvested timber and fiber may be further limited by fire, insect infestation, disease, ice storms, windstorms, hurricanes, flooding and other natural and man-made causes, thereby reducing supply and increasing prices.

Availability of residual wood fiber for our particleboard operation has been negatively affected by significant mill closures and curtailments that have occurred among solid-wood product manufacturers. Future development of wood cellulose biofuel or other new sources of wood fiber demand could interfere with our ability to source wood fiber or lead to significantly higher costs.

***Significant changes in discount rates, actual investment return on pension assets and other factors could affect our earnings, equity and pension contributions in future periods.***

Our earnings may be negatively affected by the amount of income or expense we record for our pension plans. GAAP requires that we calculate income or expense for the plans using actuarial valuations. These valuations reflect assumptions relating to financial market and other economic conditions. Changes in key economic indicators can change the assumptions. The most significant year-end assumptions used to estimate pension expense are the discount rate and the expected long-term rate of return on plan assets. In addition, we are required to make an annual measurement of plan assets and liabilities, which may result in a significant change to equity through a reduction or increase to "Accumulated other comprehensive income (loss)." A decline in the market value of the pension assets will increase our funding requirements. Our pension plan liabilities are sensitive to changes in interest rates. As interest rates decrease, the liabilities increase, potentially increasing benefit costs and funding requirements. Changes in demographics, including increased numbers of retirements or changes in life expectancy assumptions, may also increase the funding requirements of the obligations related to the pension plans. At December 31, 2011, the net underfunded status of our defined benefit pension plans was \$187.9 million. If the status of our defined benefit plans continues to be underfunded, we anticipate significant future funding obligations, reducing the cash available for our business. For more discussion regarding how our financial statements can be affected by pension plan estimates, see "Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Estimates Pensions."

***Our recent significant capital investments have increased fixed costs, which could negatively impact our profitability.***

In the past three years, we have completed a number of capital investments, including significantly increasing our outdoor storage acreage and leasing additional warehouse space. In the future, we expect to make further capital investments, primarily related to internal veneer production. These significant capital investments have resulted in increased fixed costs, which could negatively impact our profitability if the housing market does not recover and revenues do not improve to offset our incremental fixed costs.

***A material disruption at one of our manufacturing facilities could prevent us from meeting customer demand, including the demand from our Business Materials Distribution business, reduce our sales and/or negatively affect our financial results.***

Any of our manufacturing facilities, or any of our machines within an otherwise operational facility, could cease operations unexpectedly due to a number of events, including but not limited to:

equipment failure, particularly a press at one of our major EWP production facilities;

fires, floods, earthquakes, hurricanes or other catastrophes;

unscheduled maintenance outages;

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utility and transportation infrastructure disruptions;

labor difficulties;

other operational problems; or

ecoterrorism or threats of ecoterrorism.

Any downtime or facility damage could prevent us from meeting customer demand for our products and/or require us to make unplanned capital expenditures. If our machines or facilities were to incur significant downtime, our ability to satisfy customer requirements would be impaired, resulting in lower sales and net income.

Because approximately 37% of our Wood Products sales in the LTM period, including approximately 71% of our EWP sales, were to our Building Materials Distribution business, a material disruption at our Wood Products facilities would also negatively impact our Building Materials Distribution business. We are therefore exposed to a larger extent to the risk of disruption to our Wood Products manufacturing facilities due to our vertical integration and the resulting impact on our Building Materials Distribution business.

In addition, a number of our suppliers are subject to the manufacturing facility disruption risks noted above. Our suppliers' inability to produce the necessary raw materials for our manufacturing processes or supply the finished goods that we distribute through our Building Materials Distribution segment may adversely impact our results of operations, cash flows and financial position.

***Adverse conditions may increase the credit risk from our customers.***

Our Building Materials Distribution and Wood Products segments extend credit to numerous customers who are heavily exposed to the effects of downturns in the housing market. Unfavorable housing market conditions could result in financial failures of one or more of our significant customers, which could impair our ability to fully collect receivables from such customers and negatively affect our operating results, cash flow and liquidity.

***A significant portion of our sales are concentrated with a relatively small number of customers.***

For the year ended December 31, 2011 and for the LTM period, our top ten customers represented approximately 27% and 31%, respectively, of our sales, with one customer accounting for approximately 10% and 11%, respectively, of sales during such periods. At December 31, 2011 and September 30, 2012, the receivables from such customer accounted for approximately 14% and 15%, respectively, of total receivables. Although we believe that our relationships with our customers are strong, the loss of one or more of these customers could have a material adverse effect on our operating results, cash flow and liquidity.

***Our ability to service our indebtedness or to fund our other liquidity needs is subject to various risks.***

Our ability to make scheduled payments on our indebtedness and fund other liquidity needs depends on and is subject to our financial and operating performance, which in turn is affected by general and regional economic, financial, competitive, business and other factors, including the availability of financing in the banking and capital markets as well as the other risks described herein. In particular, demand for our products correlates to a significant degree to the level of residential construction activity in North America, which historically has been characterized by significant cyclicality. Over the last several years, housing starts remained below historical levels. This reduced level of building was caused, in part, by an increase in the inventory of homes for sale, a more restrictive mortgage market and a slowed economy. There can be no assurance as to when or if the

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housing market will rebound to historical levels. We have experienced significant losses from operations and used significant cash for operating activities in recent periods.

We cannot assure you that our business will generate sufficient cash flows from operations or that future borrowings will be available to us in an amount sufficient to enable us to service our debt or to fund our other liquidity needs. If we are unable to service our debt obligations or to fund our other liquidity needs, we could be forced to curtail our operations, reorganize our capital structure, or liquidate some or all of our assets.

*We are subject to environmental regulation and environmental compliance expenditures, as well as other potential environmental liabilities.*

Our businesses are subject to a wide range of general and industry-specific environmental laws and regulations, particularly with respect to air emissions, wastewater discharges, solid and hazardous waste management and site remediation. Enactment of new environmental laws or regulations, including those aimed at addressing greenhouse gas emissions, or changes in existing laws or regulations might require significant expenditures or restrict operations.

The Environmental Protection Agency (the "EPA") has recently promulgated a series of four regulations commonly referred to collectively as Boiler MACT, which are intended to regulate the emission of hazardous air pollutants from industrial boilers. At the time it announced the final promulgation of the regulations, the EPA also announced that it planned to reconsider portions of the regulations and has recently taken steps to initiate such reconsideration. In December 2011, the EPA published its re-proposed rules and we are currently evaluating the potential impact of the re-proposed rules on our business. If the Boiler MACT rules are finalized as re-proposed, we believe the new rules would be less costly for us to implement than the current rules. The EPA has yet to finalize the new Boiler MACT rules. Once final, considerable uncertainty will still exist, as there will likely be legal challenges to the final rules from industry and/or environmental organizations. Notwithstanding that uncertainty, we are proceeding with efforts to analyze the applicability and requirements of the regulations, as recently re-proposed and the likely capital and operating costs required to comply. At this time, we cannot accurately forecast the capital or operating cost changes that may result from compliance with the regulations.

As an owner and operator of real estate, we may be liable under environmental laws for the cleanup of past and present spills and releases of hazardous or toxic substances on or from our properties and operations. We could be found liable under these laws whether or not we knew of, or were responsible for, the presence of such substances. In some cases, this liability may exceed the value of the property itself.

We may be unable to generate funds or other sources of liquidity and capital to fund unforeseen environmental liabilities or expenditures to the extent we are not indemnified by third parties. For example, in connection with the completion of our acquisition of the forest products and paper assets of OfficeMax in 2004 (the "Forest Products Acquisition"), OfficeMax is generally obligated to indemnify us for hazardous substance releases and other environmental violations that occurred prior to the Forest Products Acquisition. However, OfficeMax may not have sufficient funds to fully satisfy its indemnification obligations when required and in some cases, we may not be contractually entitled to indemnification by OfficeMax. In addition, in connection with the sale of our Paper and Packaging & Newsprint assets in 2008, Boise Inc. and its affiliates assumed any and all environmental liabilities arising from our ownership or operation of the assets and businesses sold to them and we believe we are entitled to indemnification by them from third-party claims in the event they fail to fully discharge any such liabilities on the basis of common law rules of indemnification. However, Boise Inc. may not have sufficient funds to discharge its obligations when required or to indemnify us from third-party claims arising out of any such failure. For additional information on how environmental regulation and

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compliance affects our business, see "Management's Discussion and Analysis of Financial Condition and Results of Operations Environmental."

***Labor disruptions or increased labor costs could adversely affect our business.***

As of September 30, 2012, we had approximately 4,470 employees. Approximately 30% of these employees work pursuant to collective bargaining agreements. As of September 30, 2012, we had ten collective bargaining agreements. One agreement, covering 359 employees at our facility in Florien, Louisiana and 262 employees at our facility in Oakdale, Louisiana, is set to expire on July 15, 2013. If these agreements are not renewed or extended upon their expiration, we could experience a material labor disruption or significantly increased labor costs, which could prevent us from meeting customer demand or reduce our sales and profitability.

***If our long-lived assets become impaired, we may be required to record noncash impairment charges that could have a material impact on our results of operations.***

We review the carrying value of long-lived assets for impairment when events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. Should the markets for our products deteriorate further or should we decide to invest capital differently than as expected, or should other cash flow assumptions change, it is possible that we will be required to record noncash impairment charges in the future with respect to the investments we have completed and expect to complete, which could have a material impact on our results of operations.

***The terms of our revolving credit facility and the indenture governing our senior notes restrict, and covenants contained in agreements governing indebtedness in the future may restrict, our ability to operate our business and to pursue our business strategies.***

Our revolving credit facility and the indenture governing our senior notes contain, and any future indebtedness of ours may contain, a number of restrictive covenants that impose customary operating and financial restrictions on us. Our revolving credit facility and the indenture governing our senior notes limit our ability and the ability of our restricted subsidiaries, among other things, to:

incur additional debt;

declare or pay dividends, redeem stock or make other distributions to stockholders;

make investments;

create liens or use assets as security in other transactions;

merger or consolidate, or sell, transfer, lease or dispose of substantially all of our assets;

enter into transactions with affiliates;

sell or transfer certain assets; and

make prepayments on our senior notes and subordinated indebtedness.

In addition, our revolving credit facility provides that if an event of default occurs or excess availability under our revolving credit facility drops below a threshold amount equal to the greater of 12.5% of the aggregate commitments under our revolving credit facility and \$31.25 million (and until such time as excess availability for two consecutive fiscal months exceeds that threshold amount and no event of default has occurred and is continuing), we will be required to maintain a monthly minimum fixed coverage charge ratio of 1.0:1.0, determined on a trailing twelve-months' basis.

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Our failure to comply with any of these covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all of our indebtedness.

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*We may be unable to attract and retain key management and other key employees.*

Our key managers are important to our success and may be difficult to replace because they have an average of 30 years of experience in forest products manufacturing and building materials distribution. While our senior management team has considerable experience, certain members of our management team are nearing or have reached normal retirement age. The failure to successfully implement succession plans could result in inadequate depth of institutional knowledge or inadequate skill sets, which could adversely affect our business.

*As a result of the sale of our Paper and Packaging & Newsprint assets, we now rely on Boise Inc. for many of our administrative services.*

In conjunction with the sale of our Paper and Packaging & Newsprint assets in 2008, we entered into an Outsourcing Services Agreement under which Boise Inc. provides a number of corporate staff services to us at cost. These services include information technology, accounting and human resource transactional services. Most of the Boise Inc. staff that provides these services are providing the same services they provided when they were our employees. Nevertheless, we cannot be assured that these employees will remain with Boise Inc. or that there will not be a disruption in the continuity or level of service provided. If Boise Inc. is unwilling or unable to provide services at the same quality levels as those services have been provided in the past, our business and compliance activities and results of operations could be substantially and negatively affected.

**Risks Relating to Ownership of Our Common Stock**

*There is no existing market for our common stock, and we do not know if one will develop to provide you with adequate liquidity to sell our common stock at prices equal to or greater than the price you paid in this offering.*

Prior to this offering, there has not been a public market for our common stock. We cannot predict the extent to which investor interest in our company will lead to the development of an active trading market on the NYSE or otherwise or how liquid that market might become. If an active trading market does not develop, you may have difficulty selling any of our common stock that you buy. The initial public offering price for the common stock will be determined by negotiations between us and the representatives of the underwriters and may not be indicative of prices that will prevail in the open market following this offering. Consequently, you may not be able to sell our common stock at prices equal to or greater than the price you paid in this offering, or at all.

*The price of our common stock may fluctuate significantly, and you could lose all or part of your investment.*

Volatility in the market price of our common stock may prevent you from being able to sell your shares at or above the price you paid for them. The market price for our common stock could fluctuate significantly for various reasons, including:

our operating and financial performance and prospects;

our quarterly or annual earnings or those of other companies in our industry;

the public's reaction to our press releases, our other public announcements and our filings with the SEC;

changes in, or failure to meet, earnings estimates or recommendations by research analysts who track our common stock or the stock of other companies in our industry;

the failure of research analysts to cover our common stock;

general economic, industry and market conditions;

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strategic actions by us, our customers or our competitors, such as acquisitions or restructurings;

new laws or regulations or new interpretations of existing laws or regulations applicable to our business;

changes in accounting standards, policies, guidance, interpretations or principles;

material litigation or government investigations;

changes in general conditions in the U.S. and global economies or financial markets, including those resulting from war, incidents of terrorism or responses to such events;

changes in key personnel;

sales of common stock by us, our principal stockholder or members of our management team;

termination of lock-up agreements with our management team and principal stockholder;

the granting or exercise of employee stock options;

volume of trading in our common stock; and

the impact of the facts described elsewhere in "Risk Factors."

In addition, in recent years, the stock market has regularly experienced significant price and volume fluctuations. This volatility has had a significant impact on the market price of securities issued by many companies, including companies in our industry. The changes frequently appear to occur without regard to the operating performance of the affected companies. Hence, the price of our common stock could fluctuate based upon factors that have little or nothing to do with us and these fluctuations could materially reduce our share price.

***The requirements of being a public company will increase certain of our costs and require significant management focus.***

As a public company, our legal, accounting and other expenses associated with compliance-related and other activities will increase. For example, in connection with this offering, we will create new board committees and appoint one or more independent directors to comply with the corporate governance requirements of the NYSE. Costs to obtain director and officer liability insurance will contribute to our increased costs. As a result of the associated liability, it may be more difficult for us to attract and retain qualified persons to serve on our board of directors or as executive officers. Advocacy efforts by stockholders and third parties may also prompt even more changes in governance and reporting requirements, which could further increase our compliance costs.

***We are exempt from certain corporate governance requirements since we are a "controlled company" within the meaning of the NYSE rules and, as a result, you will not have the protections afforded by these corporate governance requirements.***

Following the consummation of this offering, BC Holdings will hold a majority of our common stock. Madison Dearborn, through one of its investment funds, is BC Holdings' principal equityholder. As a result of the completion of this offering, we will be considered a "controlled company" for the purposes of the NYSE listing requirements. Under these rules, a company of which more than 50% of the voting power is held by a group is a "controlled company" and may elect not to comply with certain NYSE corporate governance requirements, including the requirements that our board of directors, our Compensation Committee and our Corporate Governance and Nominating Committee meet the



standard of independence established by those corporate governance requirements. The

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NYSE independence standards are intended to ensure that directors who meet the independence standard are free of any conflicting interest that could influence their actions as directors. Accordingly, you may not have the same protections afforded to stockholders of companies that are subject to all of the NYSE's corporate governance requirements.

***Our majority stockholder will have the ability to control significant corporate activities after the completion of this offering and our majority stockholder's interests may not coincide with yours.***

After the consummation of this offering, BC Holdings will beneficially own approximately % of our common stock, assuming the underwriters do not exercise their option to purchase additional shares. If the underwriters exercise in full their option to purchase additional shares, BC Holdings will beneficially own approximately % of our common stock. As a result of its ownership, BC Holdings (and Madison Dearborn as its indirect controlling equityholder), so long as it holds a majority of our outstanding shares, will have the ability to control the outcome of matters submitted to a vote of stockholders and, through our board of directors, the ability to control decision-making with respect to our business direction and policies.

Matters over which Madison Dearborn will, directly or indirectly, exercise control following this offering include:

election of directors;

mergers and other business combination transactions, including proposed transactions that would result in our stockholders receiving a premium price for their shares;

other acquisitions or dispositions of businesses or assets;

incurrence of indebtedness and the issuance of equity securities;

repurchase of stock and payment of dividends; and

the issuance of shares to management under the 2013 Equity Incentive Plan.

Even if BC Holdings' ownership of our shares falls below a majority, it may continue to be able to strongly influence or effectively control our decisions. In addition, BC Holdings will have a contractual right to designate a number of directors proportionate to its stock ownership. See "Certain Relationships and Related Party Transactions Nomination of our Directors."

***Conflicts of interest may arise because some of our directors are principals of our largest stockholder.***

Messrs. Mencoff, Norton and Soueleles, who are officers or employees of Madison Dearborn, serve on our board of directors. Madison Dearborn is the ultimate principal equityholder of BC Holdings, our majority stockholder (after giving effect to this offering). Madison Dearborn and entities controlled by it may hold equity interests in entities that directly or indirectly compete with us, and companies in which it currently invests may begin competing with us. As a result of these relationships, when conflicts between the interests of Madison Dearborn, on the one hand, and of other stockholders, on the other hand, arise, these directors may not be disinterested. Although our directors and officers have a duty of loyalty to us under Delaware law and our amended and restated certificate of incorporation that will be adopted in connection with this offering, transactions that we enter into in which a director or officer has a conflict of interest are generally permissible so long as (1) the material facts relating to the director's or officer's relationship or interest as to the transaction are disclosed to our board of directors and a majority of our disinterested directors approves the transaction, (2) the material facts relating to the director's or officer's relationship or interest as to the transaction are disclosed to our stockholders and a majority of our disinterested stockholders approve the transaction or (3) the transaction is otherwise fair to us. Our amended and restated certificate of incorporation will also provide that any principal, officer, member, manager and/or employee of Madison Dearborn or

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any entity that controls, is controlled by or under common control with Madison Dearborn (other than FPH, BC Holdings, us or any company that is controlled by us) or any investment funds managed by Madison Dearborn will not be required to offer any transaction opportunity of which they become aware to us and could take any such opportunity for themselves or offer it to other companies in which they have an investment, unless such opportunity is offered to them solely in their capacities as our directors.

***If you purchase shares of common stock sold in this offering, you will incur immediate and substantial dilution.***

If you purchase shares of common stock in this offering, you will incur immediate and substantial dilution in the amount of \$ \_\_\_\_\_ per share, because the assumed initial public offering price of \$ \_\_\_\_\_, which is the midpoint of the price range listed on the cover page of this prospectus, is substantially higher than the pro forma net tangible book value per share of our outstanding common stock. This dilution is due in large part to the significant losses we incurred after BC Holdings' equityholders obtained their BC Holdings equity interests. In addition, you may also experience additional dilution upon future equity issuances or the exercise of stock options to purchase common stock granted to our employees, directors and consultants under our stock option and equity incentive plans. For additional information, see "Dilution."

***We do not currently intend to pay dividends on our common stock following the offering.***

We do not anticipate paying any cash dividends on our common stock for the foreseeable future, other than the dividend that will be made to BC Holdings prior to the consummation of this offering. Instead, we intend to retain future earnings to fund our growth. In addition, our existing indebtedness restricts, and we anticipate our future indebtedness may restrict, our ability to pay dividends. Therefore, you may not receive a return on your investment in our common stock by receiving a payment of dividends. See "Dividend Policy."

The issuer of common stock in this offering does not conduct any substantive operations and, as a result, its ability to pay dividends will be dependent upon the financial results and cash flows of its operating subsidiaries and the distribution or other payment of cash to it in the form of dividends or otherwise. The direct and indirect subsidiaries of the issuer are separate and distinct legal entities and have no obligation to make any funds available to the issuer.

***Future sales of our common stock, or the perception in the public markets that these sales may occur, may depress our stock price.***

Sales of substantial amounts of our common stock in the public market after this offering, or the perception that these sales could occur, could adversely affect the price of our common stock and could impair our ability to raise capital through the sale of additional shares. Upon completion of this offering, there will be \_\_\_\_\_ shares of our common stock outstanding. Of these, the \_\_\_\_\_ shares being sold in this offering (or \_\_\_\_\_ shares if the underwriters exercise their option to purchase additional shares in full) will be freely tradable immediately after this offering (except for any shares purchased by affiliates, if any) and approximately \_\_\_\_\_ shares may be sold upon expiration of lock-up agreements 180 days after the date of this prospectus (subject in some cases to volume limitations). All of our common stock, other than the shares sold in this offering, is owned by BC Holdings. Sales by BC Holdings of a substantial number of shares after this offering could significantly reduce the market price of our common stock. BC Holdings has the right to require us to register the shares of our common stock held by it pursuant to the terms of a registration rights agreement to be entered into in connection with the consummation of this offering.

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We also intend to register all common stock that we may issue under the 2013 Equity Incentive Plan, as described in "Executive Compensation 2013 Equity Incentive Plan." Effective upon the completion of this offering, an aggregate of \_\_\_\_\_ shares of our common stock will be reserved for future issuance under the 2013 Equity Incentive Plan. Once we register these shares, which we plan to do shortly after the completion of this offering, they can be freely sold in the public market upon issuance, subject to the lock-up agreements referred to above. If a large number of these shares are sold in the public market, the sales could reduce the trading price of our common stock.

***We have broad discretion in the use of the net proceeds from our initial public offering and may not use them effectively.***

We cannot specify with any certainty the particular uses of the net proceeds that we will receive from our initial public offering. We will have broad discretion in the application of the net proceeds, including working capital, possible acquisitions, and other general corporate purposes, and we may spend or invest these proceeds in a way with which our stockholders disagree. The failure by our management to apply these funds effectively could adversely affect our business and financial condition. Pending their use, we may invest the net proceeds from our initial public offering in a manner that does not produce income or that loses value. These investments may not yield a favorable return to our investors.

***Our future operating results may fluctuate significantly and our current operating results may not be a good indication of our future performance. Fluctuations in our quarterly financial results could affect our stock price in the future.***

Our revenues and operating results have historically varied from period-to-period and we expect that they will continue to do so as a result of a number of factors, many of which are outside of our control. If our quarterly financial results or our predictions of future financial results fail to meet the expectations of securities analysts and investors, our stock price could be negatively affected. Any volatility in our quarterly financial results may make it more difficult for us to raise capital in the future or pursue acquisitions that involve issuances of our stock. Our operating results for prior periods may not be effective predictors of future performance.

Factors associated with our industry, the operation of our business and the markets for our products may cause our quarterly financial results to fluctuate, including:

the commodity nature of our products and their price movements, which are driven largely by capacity utilization rates and industry cycles that affect supply and demand;

general economic conditions, including but not limited to housing starts, repair and remodel activity and light commercial construction, inventory levels of new and existing homes for sale, foreclosure rates, interest rates, unemployment rates, relative currency values, mortgage availability and pricing, as well as other consumer financing mechanisms, that ultimately affect demand for our products;

the highly competitive nature of our industry;

availability and affordability of raw materials, including wood fiber, glues and resins and energy;

the impact of actuarial assumptions and regulatory activity on pension costs and pension funding requirements;

actions of suppliers, customers and competitors, including merger and acquisition activities, plant closures and financial failures;

the financial condition and creditworthiness of our customers;

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concentration of our sales among a relatively small group or customers;

our substantial indebtedness, including the possibility that we may not generate sufficient cash flows from operations, or that future borrowings may not be available in amounts sufficient to fulfill our debt obligations and fund other liquidity needs;

cost of compliance with government regulations, in particular environmental regulations;

labor disruptions, shortages of skilled and technical labor or increased labor costs;

impairment of our long-lived assets;

attraction and retention of key management and other key employees;

our reliance on Boise Inc. for many of our administrative services;

major equipment failure; and

severe weather phenomena such as drought, hurricanes, tornadoes and fire.

Any one of the factors above or the cumulative effect of some of the factors referred to above may result in significant fluctuations in our quarterly financial and other operating results, including fluctuations in our key metrics. The variability and unpredictability could result in our failing to meet our internal operating plan or the expectations of securities analysts or investors for any period. If we fail to meet or exceed such expectations for these or any other reasons, the market price of our shares could fall substantially and we could face costly lawsuits, including securities class action suits.

***Certain provisions of our organizational documents and other contractual provisions may make it difficult for stockholders to change the composition of our board of directors and may discourage hostile takeover attempts that some of our stockholders may consider to be beneficial.***

In anticipation of this offering, Boise Cascade, L.L.C. will be converted from a limited liability company into a corporation and will adopt an amended and restated certificate of incorporation and amended and restated bylaws. Certain provisions of such amended and restated certificate of incorporation and amended and restated bylaws may have the effect of delaying or preventing changes in control if our board of directors determines that such changes in control are not in the best interests of us and our stockholders. The provisions in such amended and restated certificate of incorporation and amended and restated bylaws will include, among other things, the following:

a classified board of directors with three-year staggered terms;

the ability of our board of directors to issue shares of preferred stock and to determine the price and other terms, including preferences and voting rights, of those shares without stockholder approval;

stockholder action can only be taken at a special or regular meeting and not by written consent following the time that Madison Dearborn Capital Partners IV, L.P., one of Madison Dearborn's investment funds ("MDCP IV"), and its affiliates cease to beneficially own a majority of our common stock;

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advance notice procedures for nominating candidates to our board of directors or presenting matters at stockholder meetings;

removal of directors only for cause following the time that MDCP IV and its affiliates cease to beneficially own a majority of our common stock;

allowing only our board of directors to fill vacancies on our board of directors; and

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following the time that MDCP IV and its affiliates cease to beneficially own a majority of our common stock, super-majority voting requirements to amend our amended and restated bylaws and certain provisions of our amended and restated certificate of incorporation.

In addition, in connection with this offering, we will enter into a Director Nomination Agreement with BC Holdings that provides BC Holdings the right to designate nominees for election to our board of directors for so long as BC Holdings beneficially owns 10% or more of the total number of shares of our common stock then outstanding. The Director Nomination Agreement also provides that MDCP IV may cause BC Holdings to assign such right to MDCP IV or to an MDCP IV affiliate so long as MDCP IV and its affiliates are the beneficial owners of 50% or more of BC Holdings' voting equity interests.

We will elect in our amended and restated certificate of incorporation not to be subject to Section 203 of the DGCL, an anti-takeover law. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a business combination, such as a merger, with a person or group owning 15% or more of the corporation's voting stock for a period of three years following the date the person became an interested stockholder, unless (with certain exceptions) the business combination or the transaction in which the person became an interested stockholder is approved in a prescribed manner. Accordingly, we will not be subject to any anti-takeover effects of Section 203. However, our amended and restated certificate of incorporation will contain provisions that have the same effect as Section 203, except that they will provide that Madison Dearborn, its affiliates (including any investment funds managed by Madison Dearborn) and any person that becomes an interested stockholder as a result of a transfer of 5% or more of our voting stock by the forgoing persons to such person will be excluded from the "interested stockholder" definition in our amended and restated certificate of incorporation and will therefore not be subject to the restrictions set forth therein that have the same effect as Section 203.

While these provisions have the effect of encouraging persons seeking to acquire control of our company to negotiate with our board of directors, they could enable the board of directors to hinder or frustrate a transaction that some, or a majority, of the stockholders might believe to be in their best interests and, in that case, may prevent or discourage attempts to remove and replace incumbent directors.

These provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management. For more information, see "Description of Capital Stock."

***Any issuance of preferred stock could make it difficult for another company to acquire us or could otherwise adversely affect holders of our common stock, which could depress the price of our common stock.***

Upon completion of this offering, our board of directors will have the authority to issue preferred stock and to determine the preferences, limitations and relative rights of shares of preferred stock and to fix the number of shares constituting any series and the designation of such series, without any further vote or action by our stockholders. Our preferred stock could be issued with voting, liquidation, dividend and other rights superior to the rights of our common stock. The potential issuance of preferred stock may delay or prevent a change in control of us, discouraging bids for our common stock at a premium over the market price, and adversely affect the market price and the voting and other rights of the holders of our common stock.

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***Failure to establish and maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act could have a material adverse effect on our business and stock price.***

We are not currently required to comply with the rules of the SEC implementing Section 404 of the Sarbanes-Oxley Act and therefore are not required to make a formal assessment of the effectiveness of our internal control over financial reporting for that purpose. Upon becoming a public company, we will be required to comply with the SEC's rules implementing Section 302 and 404 of the Sarbanes-Oxley Act, which will require management to certify financial and other information in our quarterly and annual reports and provide an annual management report on the effectiveness of controls over financial reporting. Though we will be required to disclose changes made in our internal controls and procedures on a quarterly basis, we will not be required to make our first annual assessment of our internal control over financial reporting pursuant to Section 404 until the year following our first annual report required to be filed with the SEC. To comply with the requirements of being a public company, we may need to undertake various actions, such as implementing new internal controls and procedures and hiring accounting or internal audit staff. Testing and maintaining internal control could divert our management's attention from other matters that are important to the operation of our business.

Our independent registered public accounting firm is not required to formally attest to the effectiveness of our internal controls over financial reporting until the year following our first annual report required to be filed with the SEC. At such time, our independent registered public accounting firm may issue a report that is adverse, in the event it is not satisfied with the level at which our controls are documented, designed or operating. If we are unable to conclude that we have effective internal control over financial reporting, our independent registered public accounting firm is unable to provide us with an unqualified report as required by Section 404 or we are required to restate our financial statements, we may fail to meet our public reporting obligations and investors could lose confidence in our reported financial information, which could have a negative effect on the trading price of our stock.

***Our business and stock price may suffer as a result of our lack of public company operating experience. In addition, if securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline.***

We are a privately-held company. Our lack of recent public company operating experience may make it difficult to forecast and evaluate our future prospects. If we are unable to execute our business strategy, either as a result of our inability to effectively manage our business in a public company environment or for any other reason, our business, prospects, financial condition and results of operations may be harmed. In addition, as a new public company we do not currently have and may never obtain research coverage by securities and industry analysts. If no securities or industry analysts commence coverage of our company, the trading price for our stock would be negatively impacted. If we obtain securities or industry analyst coverage and if one or more of the analysts who covers us downgrades our stock or publishes inaccurate or unfavorable research about our business, our stock price would likely decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, demand for our stock could decrease, which could cause our stock price and trading volume to decline.



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**CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS**

Certain statements made in this prospectus contain forward-looking statements. Forward-looking statements are subject to risks and uncertainties that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. Forward-looking statements include information concerning our future financial performance, business strategy, plans, goals and objectives.

Statements preceded or followed by, or that otherwise include, the words "believes," "expects," "anticipates," "intends," "project," "estimates," "plans," "forecast," "is likely to" and similar expressions or future or conditional verbs such as "will," "may," "would," "should" and "could" are generally forward-looking in nature and not historical facts. Such statements are based upon the current beliefs and expectations of our management and are subject to significant risks and uncertainties. Actual results may differ materially from those set forth in the forward-looking statements.

The following factors, among others, could cause our actual results, performance or achievements to differ from those set forth in the forward-looking statements:

the commodity nature of our products and their price movements, which are driven largely by capacity utilization rates and industry cycles that affect supply and demand;

general economic conditions, including but not limited to housing starts, repair and remodel activity and light commercial construction, inventory levels of new and existing homes for sale, foreclosure rates, interest rates, unemployment rates, relative currency values, mortgage availability and pricing, as well as other consumer financing mechanisms, that ultimately affect demand for our products;

the highly competitive nature of our industry;

availability and affordability of raw materials, including wood fiber, glues and resins and energy;

the impact of actuarial assumptions and regulatory activity on pension costs and pension funding requirements;

the difficulty in offsetting fixed costs related to our recent capital investments if the housing market does not recover;

material disruptions at our manufacturing facilities;

the financial condition and creditworthiness of our customers;

concentration of our sales among a relatively small group or customers;

our substantial indebtedness, including the possibility that we may not generate sufficient cash flows from operations, or that future borrowings may not be available in amounts sufficient to fulfill our debt obligations and fund other liquidity needs;

cost of compliance with government regulations, in particular environmental regulations;

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labor disruptions, shortages of skilled and technical labor or increased labor costs;

impairment of our long-lived assets;

the need to successfully implement succession plans for certain members of our senior management team;

our reliance on Boise Inc. for many of our administrative services;

major equipment failure;

severe weather phenomena such as drought, hurricanes, tornadoes and fire;

increased costs as a public company; and

fluctuations in the market for our equity.

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Certain of these and other factors are discussed in more detail in "Risk Factors" in this prospectus. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this prospectus. While we believe that our forecasts and assumptions are reasonable, we caution that actual results may differ materially. If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may vary materially from what we projected. Consequently, actual events and results may vary significantly from those included in or contemplated or implied by our forward-looking statements. The forward-looking statements included in this prospectus are made only as of the date of this prospectus and we undertake no obligation to publicly update or review any forward-looking statement made by us or on our behalf, whether as a result of new information, future developments, subsequent events or circumstances or otherwise.

**INDUSTRY AND MARKET DATA**

We obtained the industry, market and competitive position data used throughout this prospectus from our own internal estimates and research as well as from industry publications and research, surveys and studies conducted by third parties. Third party industry publications include APA The Engineered Wood Association's Third Quarter Engineered Wood Statistics (published in October 2012), RISI's 2012 Capacity Report (published in August 2012) and HIRI's Home Improvement Products Market Forecast (published in March 2012), as well as data published by the Blue Chip Economic Indicators as of December 2012, Random Lengths as of September 2012, IHS Global Insight as of December 2012 and the U.S. Census Bureau as of March 2012. Industry publications, studies and surveys generally state that they have been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. The information derived from the sources cited in this prospectus represents the most recently available data and, therefore, we believe such data remains reliable. While we believe our internal company research is reliable and the market definitions are appropriate, neither such research nor these definitions have been verified by any independent source.

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**USE OF PROCEEDS**

We estimate that the net proceeds from our issuance and sale of \_\_\_\_\_ shares of common stock in this offering will be approximately \$ \_\_\_\_\_ million, assuming an initial public offering price of \$ \_\_\_\_\_ per share, which is the midpoint of the price range listed on the cover page of this prospectus, and after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

A \$1.00 increase (decrease) in the assumed initial public offering price of \$ \_\_\_\_\_ per share would increase (decrease) our net proceeds from this offering by approximately \$ \_\_\_\_\_ million, assuming that the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting the underwriting discounts and commissions and estimated offering expenses payable by us.

If the underwriters exercise their option to purchase additional shares in full, we estimate that the net proceeds from this offering will be approximately \$ \_\_\_\_\_ million, assuming an initial public offering price of \$ \_\_\_\_\_ per share, which is the midpoint of the price range listed on the cover page of this prospectus, and after deducting underwriting discounts and commissions and estimated offering expenses payable by us.

We expect to use substantially all of the net proceeds from this offering for general corporate purposes, but we have not allocated the proceeds for any specific purpose at this time. As a result, our management will retain broad discretion over the allocation of the net proceeds from this offering.

Pending use of the proceeds from this offering, we intend to invest the proceeds in a variety of capital preservation investments, including short-term, investment-grade and interest-bearing instruments.

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**DIVIDEND POLICY**

Following the consummation of this offering, we do not plan to pay a regular dividend on our common stock. The declaration and payment of all future dividends, if any, will be at the discretion of our board of directors and will depend upon our financial condition, earnings, financial condition, contractual conditions, restrictions imposed by our revolving credit facility and the indenture governing our senior notes or applicable laws and other factors that our board of directors may deem relevant.

Because we are a limited liability company, we have historically made tax distributions to our member to enable its indirect equityholders to pay taxes associated with our income. We intend to make a \$225.0 million cash distribution to BC Holdings prior to the consummation of this offering. Following the consummation of this offering, BC Holdings presently intends to use the cash proceeds received from us to repurchase equity securities from, and/or make a distribution to, its equityholders.

See "Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Debt Structure Revolving Credit Facility" and " Debt Refinancing" for a description of the restrictions in our revolving credit facility and the indenture governing our senior notes, respectively, on our ability to issue dividends.

Table of Contents**CAPITALIZATION**

The following table presents our cash and cash equivalents and our consolidated capitalization as of September 30, 2012 on:

an actual basis, as adjusted to retroactively reflect the common stock and preferred stock authorized and outstanding following our conversion to a corporation noted below;

a pro forma basis to give effect to (i) our redemption of \$75.0 million of our senior subordinated notes on October 15, 2012; (ii) our issuance of \$250.0 million of senior notes on October 22, 2012 and our redemption of our remaining \$144.6 million of senior subordinated notes with a portion of the related proceeds; and (iii) our payment of a \$225.0 million cash distribution to BC Holdings prior to the consummation of this offering and a \$25.0 million repayment on our revolving credit facility, which we anticipate will be required to comply with the related covenant in the indenture governing our senior notes in connection with making the distribution; and

a pro forma, as adjusted basis to give further effect to our conversion from a limited liability company to a corporation (in addition to the retroactive adjustments made to reflect the common stock and preferred stock authorized and outstanding after our conversion to a corporation) and our receipt of the estimated cash proceeds from the issuance and sale of \_\_\_\_\_ shares of common stock in this offering at an assumed initial public offering price of \$ \_\_\_\_\_ per share, the midpoint of the range set forth on the cover of this prospectus, after deducting underwriting discounts and estimated offering expenses, and the application of the net proceeds as described under "Use of Proceeds."

This table should be read in conjunction with "Use of Proceeds," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Unaudited Pro Forma Condensed Consolidated Financial Data," as well as the consolidated historical financial statements and notes thereto included elsewhere in this prospectus. Amounts in the table below have been calculated based on unrounded numbers. Accordingly, certain amounts may not add to the totals due to the effect of rounding.

	As of September 30, 2012		
	Actual	Pro Forma	Pro Forma, As Adjusted
	(in thousands, except share numbers)		
<b>Cash and cash equivalents(1)</b>	\$ 224,418	\$ 45,656	\$
<b>Long-term debt (including current portion):</b>			
Senior secured revolving credit facility(2)	\$	\$ 25,000	\$
7 <sup>1</sup> / <sub>8</sub> % senior subordinated notes(1)	219,560		
6 <sup>3</sup> / <sub>8</sub> % senior notes(3)		250,000	
Total debt	219,560	275,000	
<b>Redeemable equity(4)</b>	8,515	8,515	
<b>Stockholder's equity:</b>			
Preferred stock, \$0.01 par value per share; 50,000,000 shares authorized, no shares issued and outstanding			
Common stock, \$0.01 par value per share; 300,000,000 shares authorized, _____ shares issued and outstanding, actual and pro forma, _____ shares issued and outstanding, pro forma, as adjusted			
Additional paid-in capital	483,422	483,422	
Accumulated other comprehensive loss	(114,913)	(114,913)	
Accumulated deficit	(42,299)	(269,896)	
Total stockholder's equity	326,210	98,613	
<b>Total capitalization</b>	\$ 554,285	\$ 382,128	\$



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- (1) On October 15, 2012, we redeemed \$75.0 million of our senior subordinated notes, including accrued and unpaid interest of \$2.7 million. We used the net proceeds from the offering of \$250.0 million of our senior notes on October 22, 2012 to fund the redemption of the remaining \$144.6 million of our senior subordinated notes, including \$1.0 million of interest through the redemption date of November 21, 2012.
- (2) At September 30, 2012, we did not have any outstanding borrowings under our revolving credit facility, other than outstanding letters of credit of approximately \$10.0 million, which reduced our borrowing capacity under our revolving credit facility by an equivalent amount. In connection with the October 15, 2012 redemption of \$75.0 million of our senior subordinated notes, we borrowed an aggregate of \$50.0 million under our revolving credit facility. In addition, we anticipate that we will make a \$25.0 million repayment on our revolving credit facility prior to declaring the \$225.0 million distribution to BC Holdings, which we anticipate will be required to comply with the related covenant in the indenture governing our senior notes in connection with making the distribution.
- (3) On October 22, 2012, we issued \$250.0 million of our senior notes and received net proceeds after payment of expenses of \$244.5 million.
- (4) Represents equity units of FPH held by certain members of our senior management team, which units are redeemable at the option of the holder in the event of death or disability or the sale of a division resulting in the termination of his or her employment. We have historically classified these units outside of our permanent equity because these units are subject to mandatory redemption (and may be subject to repayment by us) upon an event that is outside our control (i.e., death or disability). Following the offering, we will reclassify these equity units as permanent equity because we will have no obligation to satisfy this redemption obligation on FPH's behalf.

A \$1.00 increase (decrease) in the assumed initial public offering price of \$            per share, the midpoint of the price range set forth on the cover of this prospectus, would increase (decrease) the as further adjusted amount for each of cash and cash equivalents, additional paid-in capital, total stockholders' equity and total capitalization by approximately \$            million, assuming that the number of shares offered by us, as set forth on the cover of this prospectus, remains the same and after deducting the estimated underwriting discounts and commissions and estimated offering expenses payable by us.

The number of shares of common stock to be outstanding after this offering is based on            shares outstanding as of September 30, 2012, after giving effect to the conversion of Boise Cascade, L.L.C. into a Delaware corporation.



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**DILUTION**

Our pro forma net tangible book value as of September 30, 2012 was approximately \$ \_\_\_\_\_ million, or approximately \$ \_\_\_\_\_ per share. Pro forma net tangible book value per share represents the amount of our total tangible assets less the amount of our total liabilities, divided by the number of shares of common stock outstanding, prior to the sale of \_\_\_\_\_ shares of common stock offered in this offering, but assuming the completion of the conversion of Boise Cascade, L.L.C. into Boise Cascade Company. Dilution in pro forma net tangible book value per share represents the difference between the amount per share paid by investors in this offering and the net tangible book value per share of our common stock outstanding immediately after this offering.

After giving effect to the completion of the conversion discussed in the immediately prior paragraph, the sale of \_\_\_\_\_ shares of common stock in this offering, based upon an assumed initial public offering price of \$ \_\_\_\_\_ per share, the midpoint of the range set forth on the cover of this prospectus, after deducting underwriting discounts and commissions and estimated expenses payable by us in connection with this offering, our pro forma as adjusted net tangible book value as of September 30, 2012 would have been approximately \$ \_\_\_\_\_ million, or \$ \_\_\_\_\_ per share of common stock. This represents an immediate decrease in pro forma net tangible book value of \$ \_\_\_\_\_ per share to existing stockholders and immediate dilution of \$ \_\_\_\_\_ per share to new investors purchasing shares of common stock in this offering at the initial public offering price.

The following table illustrates this per share dilution:

Assumed initial public offering price per share	\$
Pro forma net tangible book value per share as of September 30, 2012 (after giving effect to the conversion of Boise Cascade, L.L.C. into a Delaware corporation)	\$
Increase in pro forma net tangible book value per share attributable to new investors	

Pro forma, as adjusted net tangible book value per share as of September 30, 2012 (after giving effect to the conversion of Boise Cascade, L.L.C. into a Delaware corporation and this offering)

Dilution per share to new investors	\$
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The following table summarizes, as of September 30, 2012, on a pro forma as adjusted basis giving effect to the conversion of Boise Cascade, L.L.C. into a Delaware corporation and the sale of \_\_\_\_\_ shares of common stock in this offering, the number of shares of our common stock purchased from us, the aggregate cash consideration paid to us and the average price per share paid to us by existing stockholders and to be paid by new investors purchasing shares of our common stock from us in this offering. The table assumes an initial public offering price of \$ \_\_\_\_\_ per share, the midpoint of the range set forth on the cover of this prospectus, before deducting estimated

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underwriting discounts and commissions and offering expenses payable by us in connection with this offering.

	Shares Purchased		Total Consideration		Average Price Per Shares
	Number	Percent	Amount	Percent	
Existing stockholder(1)		%	\$		\$
New investors					
<b>Total</b>		<b>100%</b>		<b>100%</b>	

(1)

The "Total Consideration" amount does not include \$280.4 million invested by BC Holdings' equityholders in BC Holdings, which BC Holdings subsequently invested in us in 2006. BC Holdings also invested \$83.2 million in 2009 and \$86.1 million in 2010 which has also been excluded above.

A \$1.00 increase (decrease) in the assumed initial public offering price of \$ \_\_\_\_\_ per share, the midpoint of the price range set forth on the cover of this prospectus, would increase (decrease) the total consideration paid by investors participating in this offering by \$ \_\_\_\_\_ million, or increase (decrease) the percent of total consideration paid by investors participating in this offering by \_\_\_\_\_ %, assuming that the number of shares offered by us, as set forth on the cover of this prospectus, remains the same and after deducting the estimated underwriting discounts and commissions and estimated offering expenses payable by us.

Except as otherwise indicated, the discussion and tables above assume no exercise of the underwriters' option to purchase additional shares. If the underwriters' option to purchase additional shares is exercised in full, our existing stockholders would own approximately \_\_\_\_\_ % and our new investors would own approximately \_\_\_\_\_ % of the total number of shares of our common stock outstanding after this offering.

To the extent that any options or other equity incentive grants are issued in the future (including pursuant to the 2013 Equity Incentive Plan) with an exercise price or purchase price below the initial public offering price, new investors will experience further dilution.

Table of Contents**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA**

The following tables set forth our selected consolidated historical and pro forma financial data. You should read the information set forth below in conjunction with "Use of Proceeds," "Capitalization," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Unaudited Pro Forma Condensed Consolidated Financial Data" and our consolidated historical financial statements and notes thereto included elsewhere in this prospectus. The statement of operations data for each of the years ended December 31, 2009, 2010 and 2011 and the balance sheet data as of December 31, 2010 and 2011 set forth below are derived from our audited consolidated financial statements included elsewhere in this prospectus. The statements of operations data for each of the nine-month periods ended September 30, 2011 and 2012 and the balance sheet data as of September 30, 2012 set forth below are derived from our unaudited quarterly consolidated financial statements included elsewhere in this prospectus and contain all adjustments, consisting of normal recurring adjustments, that management considers necessary for a fair presentation of our financial position and results of operations for the periods presented. Operating results for the nine-month periods are not necessarily indicative of results for a full financial year, or any other periods. See "Index to Consolidated Financial Statements." The statement of operations data for each of the years ended December 31, 2007 and 2008 and the balance sheet data as of December 31, 2007, 2008 and 2009 are derived from our audited consolidated financial statements not included in this prospectus.

	Year Ended December 31					Nine Months Ended September 30	
	2007(1)	2008(1)	2009	2010	2011	2011	2012
<b>(in thousands, except share per data)</b>							
<b>Statement of Operations</b>							
<b>Data:</b>							
Sales	\$ 5,413,456	\$ 2,977,498	\$ 1,973,250	\$ 2,240,591	\$ 2,248,088	\$ 1,700,646	\$ 2,084,482
Costs and expenses(2)	5,193,236	3,002,002	2,056,699	2,253,753	2,275,134	1,718,616	2,029,956
Income (loss) from operations	220,220	(24,504)	(83,449)	(13,162)	(27,046)	(17,970)	54,526
Foreign exchange gain (loss)	4,451	(1,831)	1,025	352	(497)	(596)	125
Change in fair value of contingent value rights(3)		(507)	194				
Change in fair value of interest rate swaps(4)	3,733	(6,284)					
Gain on repurchase of long-term debt(5)			6,026	28			
Interest expense	(96,802)	(34,313)	(22,520)	(21,005)	(18,987)	(14,174)	(14,471)
Interest income	4,083	4,931	886	790	407	314	281
	(84,535)	(38,004)	(14,389)	(19,835)	(19,077)	(14,456)	(14,065)
Income (loss) before income taxes	135,685	(62,508)	(97,838)	(32,997)	(46,123)	(32,426)	40,461
Income tax provision	(7,988)	(470)	(660)	(300)	(240)	(146)	(243)
Net income (loss)	\$ 127,697	\$ (62,978)	\$ (98,498)	\$ (33,297)	\$ (46,363)	\$ (32,572)	\$ 40,218
Net income (loss) per common share:							
Basic and diluted(6)	\$	\$	\$	\$	\$	\$	\$
Weighted average shares outstanding:							
Basic and diluted(6)							
Pro forma net income (loss) per share(7)					\$		\$
Pro forma weighted average shares outstanding(7)							



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	Year Ended December 31					Nine Months Ended September 30	
	2007(1)	2008(1)	2009	2010	2011	2011	2012
	(in thousands)						
<b>Other Financial Data:</b>							
Depreciation and amortization	\$ 123,909	\$ 36,258	\$ 40,874	\$ 34,899	\$ 37,022	\$ 27,500	\$ 24,918
Capital expenditures(8)	187,972	51,867	21,404	35,751	39,319	31,081	20,037
EBITDA(9)	348,580	9,416	(35,330)	22,117	9,479	8,934	79,569
Adjusted EBITDA(9)	93,496	(13,789)	(41,550)	17,476	9,479	8,934	79,569

	December 31					September 30,	
	2007(1)	2008	2009	2010	2011	2012	
	(in thousands)						
<b>Balance Sheet Data:</b>							
Cash and cash equivalents	\$ 57,622	\$ 275,802	\$ 287,101	\$ 264,601	\$ 182,455	\$ 224,418	
Total current assets	2,380,778	643,533	623,242	637,385	595,230	729,143	
Property and equipment, net	313,117	291,999	270,229	273,569	266,456	263,671	
Total assets	2,774,191	979,453	937,917	952,233	902,831	1,031,470	
Total debt	1,171,063	315,000	303,146	219,560	219,560	219,560	
Total stockholder's equity	965,423	329,372	359,285	409,093	282,619	326,210	

- (1) On February 22, 2008, we sold our Paper and Packaging & Newsprint assets and most of our Corporate and Other assets to Boise Inc. Fiscal years 2007 and 2008 include the operating results of our sold Paper and Packaging & Newsprint assets through February 21, 2008.
- (2) In 2007, costs and expenses include \$4.4 million of income for changes in our retiree healthcare programs. In 2008, costs and expenses include \$11.3 million of expenses related to closing our veneer operations in St. Helens, Oregon and our plywood manufacturing facility in White City, Oregon, a \$5.7 million net gain on the sale of our indirect wholly owned subsidiary in Brazil and a \$2.9 million gain on the sale of our Paper and Packaging & Newsprint assets. In 2009, costs and expenses include \$8.9 million of expenses related to a facility closure, of which \$3.7 million was included in EBITDA and \$5.2 million was accelerated depreciation recorded in depreciation and amortization. In 2010, costs and expenses include \$4.6 million of income associated with receiving proceeds from a litigation settlement related to vendor product pricing. In 2011, costs and expenses include \$3.8 million of expense related to the closure of a laminated beam plant and noncash asset write-downs, of which \$2.9 million was included in the first nine months of 2011.
- (3) Represents the change in fair value of contingent value rights issued in connection with the sale of our Paper and Packaging & Newsprint assets in 2008.
- (4) 2007 includes approximately \$8.4 million of income related to the change in fair value of interest rate swaps in connection with the repayment of some of our variable-rate debt, partially offset by \$4.6 million of expense related to changes in the fair value of our interest rate swaps that we accounted for as economic hedges. 2008 includes \$6.3 million of expense related to changes in the fair value of our interest rate swaps that we accounted for as economic hedges.
- (5) Represents gain on the repurchase of \$11.9 million and \$8.6 million of our senior subordinated notes in 2009 and 2010, respectively.

(6) We have adjusted our historical financial statements to retroactively reflect the common stock authorized and outstanding following our conversion from a limited liability company to a corporation, resulting in a retroactive adjustment to weighted average shares outstanding.

(7) Both pro forma net income (loss) per share and pro forma weighted shares outstanding give effect to the issuance of shares in this offering. Pro forma weighted average common shares outstanding has been computed to give effect to the planned cash distribution to BC Holdings of \$225.0 million prior to the consummation of this offering and the actual distribution to BC Holdings of \$2.8 million during the nine months ended September 30, 2012. The shares deemed to be outstanding gives effect to the sale by us of shares of common stock in this offering at an assumed initial public offering price of \$            per share, the midpoint of the initial public offering price range indicated on the cover of the prospectus, which proceeds would be necessary to pay the distributions to the extent that the distribution exceeds net income of \$26.4 million during the LTM period. The pro forma results of our being treated as a

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corporation had no impact on net income (loss) for the pro forma nine months ended September 30, 2012 and the pro forma year ended December 31,

2011, primarily as a result of placing a full valuation allowance on the tax benefits associated with the 2011 net operating losses. The pretax income for the nine months ended September 30, 2012 would not have resulted in an adjustment to our income tax provision due to the utilization of the net operating losses carried forward from 2011. In addition, due to its non-recurring nature, the pro forma presentation does not reflect the recognition of a net deferred tax liability of approximately \$4.0 million, net of deferred tax assets and related valuation allowances, related to our tax status conversion from a limited liability company to a corporation prior to the consummation of this offering. Following this offering, we will be subject to typical corporate U.S. federal and state income tax rates which we expect to result in a statutory tax rate of approximately 38% under current tax law. The prior net operating losses we incurred while treated as a partnership were passed through to our equityholder with the exception of an immaterial amount associated with some state tax jurisdictions. As a result, we will not have net operating losses from periods in which we were taxed as a partnership to offset cash taxes on taxable income earned in future periods in which we will be treated as a corporation. See "Management's Discussion and Analysis of Financial Condition and Results of Operations Taxation."

(8)

For 2009, includes \$0.9 million of cash paid for the purchase of a truss assembly operation and EWP sales office in Saco and Biddeford, Maine, respectively and \$3.7 million of cash paid for the purchase of a sawmill in Pilot Rock, Oregon. For 2011, includes \$5.8 million of cash paid for the acquisition of a laminated beam and decking manufacturing plant in Homedale, Idaho. For the first nine months of 2012, includes \$2.4 million of cash paid for the February 2012 acquisition of a sawmill in Arden, Washington.

(9)

EBITDA is defined as income (loss) before interest (interest expense and interest income), income taxes and depreciation, amortization and depletion. EBITDA is the primary measure used by our chief operating decision maker to evaluate segment operating performance and to decide how to allocate resources to segments. We believe EBITDA is useful to investors because it provides a means to evaluate the operating performance of our segments and our company on an ongoing basis using criteria that are used by our internal decision makers and because it is frequently used by investors and other interested parties when comparing companies in our industry that have different financing and capital structures and/or tax rates. We believe EBITDA is a meaningful measure because it presents a transparent view of our recurring operating performance and allows management to readily view operating trends, perform analytical comparisons and identify strategies to improve operating performance. EBITDA, however, is not a measure of our liquidity or financial performance under GAAP and should not be considered as an alternative to net income (loss), income (loss) from operations, or any other performance measure derived in accordance with GAAP or as an alternative to cash flow from operating activities as a measure of our liquidity. The use of EBITDA instead of net income (loss) or segment income (loss) has limitations as an analytical tool, including the inability to determine profitability; the exclusion of interest expense, interest income and associated significant cash requirements; and the exclusion of depreciation and amortization, which represent unavoidable operating costs. Management compensates for the limitations of EBITDA by relying on our GAAP results. Our measure of EBITDA is not necessarily comparable to other similarly titled captions of other companies due to potential inconsistencies in the methods of calculation.

Adjusted EBITDA is defined as EBITDA before the change in fair value of contingent value rights issued in connection with the sale of our Paper and Packaging & Newsprint assets, as well as certain other unusual items, including gain on the repurchase of long-term debt and a litigation gain. For years 2007 and 2008, Adjusted EBITDA also excludes the operating results related to the Paper and Packaging & Newsprint assets sold in February 2008.

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The following is a reconciliation of net income (loss) to EBITDA and Adjusted EBITDA:

	Year Ended December 31					Nine Months Ended September 30	
	2007(b)	2008(b)	2009	2010	2011	2011	2012
	(in millions)						
Net income (loss)	\$ 127.7	\$ (63.0)	\$ (98.5)	\$ (33.3)	\$ (46.4)	\$ (32.6)	\$ 40.2
Change in fair value of interest rate swaps(a)	(3.7)	6.3					
Interest expense	96.8	34.3	22.5	21.0	19.0	14.2	14.5
Interest income	(4.1)	(4.9)	(0.9)	(0.8)	(0.4)	(0.3)	(0.3)
Income tax provision	8.0	0.5	0.7	0.3	0.2	0.1	0.2
Depreciation and amortization	123.9	36.3	40.9	34.9	37.0	27.5	24.9
<b>EBITDA</b>	<b>\$ 348.6</b>	<b>\$ 9.4</b>	<b>\$ (35.3)</b>	<b>\$ 22.1</b>	<b>\$ 9.5</b>	<b>\$ 8.9</b>	<b>\$ 79.6</b>
Paper segment(b)	(177.3)	(21.1)					
Packaging & Newsprint segment(b)	(77.8)	(5.7)					
Change in fair value of contingent value rights(c)		0.5	(0.2)				
Gain on repurchase of long-term debt(d)			(6.0)	(0.0)			
Litigation gain(e)				(4.6)			
Facility closures and sales, net(e)		3.1					
<b>Adjusted EBITDA</b>	<b>\$ 93.5</b>	<b>\$ (13.8)</b>	<b>\$ (41.6)</b>	<b>\$ 17.5</b>	<b>\$ 9.5</b>	<b>\$ 8.9</b>	<b>\$ 79.6</b>

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- (a) See Note (4) above.
- (b) See Note (1) above.
- (c) See Note (3) above.
- (d) See Note (5) above.
- (e) See Note (2) above.



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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*You should read this discussion and analysis in conjunction with our historical consolidated financial statements and the notes thereto included elsewhere in this prospectus. This discussion and analysis covers periods prior to this offering and related transactions (including the conversion of Boise Cascade, L.L.C. into a Delaware corporation). As a result, the discussion and analysis of historical periods does not reflect the impact that this offering, such conversion and other related transactions will have on us. Our historical results may not be indicative of our future performance. This discussion and analysis contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, those discussed in "Risk Factors." Our actual results may differ materially from those contained in any forward-looking statements.*

**Overview**

***Company Background***

We are a large, vertically-integrated wood products manufacturer and building materials distributor with 49 facilities (consisting of 18 manufacturing facilities and 31 distribution facilities) located throughout the United States and Canada. We have three reportable segments: (i) Wood Products, which manufactures and sells EWP, plywood, particleboard, studs and ponderosa pine lumber; (ii) Building Materials Distribution, which is a wholesale distributor of building materials; and (iii) Corporate and Other, which includes corporate support staff services, related assets and liabilities and foreign exchange gains and losses. Our broad line of products is used primarily in new residential construction, residential repair and remodeling projects, light commercial construction and industrial applications. We have a broad base of more than 4,500 customers, which includes a diverse mix of leading wholesalers, home improvement centers, retail lumberyards and industrial converters. Our Wood Products and Building Materials Distribution segments are vertically-integrated from wood procurement through distribution. Approximately 37% of the sales of our Wood Products segment were to our Building Materials Distribution segment in the LTM period. No single customer represented more than 11% of sales and our top ten customers represented less than 31% of sales in the LTM period.

***Factors That Affect Our Operating Results***

Our results of operations and financial performance are influenced by a variety of factors, including: (i) the commodity nature of the products we manufacture and distribute; (ii) general economic and industry conditions affecting demand; and (iii) availability and affordability of raw materials, including wood fiber, glues, resins and energy. These factors have historically produced cyclicalities in our results of operations, and we expect this cyclicalities to continue in future periods.

***Commodity Nature of Our Products***

Many of the building products we manufacture or distribute, including OSB, plywood, lumber and particleboard, are commodities that are widely available from other manufacturers or distributors with prices and volumes determined frequently based on participants' perceptions of short-term supply and demand factors. At times, the price for any one or more of the products we produce may fall below our cash production costs, requiring us to either incur short-term losses on product sales or cease production at one or more of our manufacturing facilities. As a result, our profitability with respect to these commodity products depends, in significant part, on managing our cost structure, particularly raw materials and labor, which represent the largest components of our operating costs, as well as the purchase cost for commodities we distribute. Commodity wood product prices could be volatile in response to operating rates and inventory levels in various distribution channels.

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The following table provides changes in the average composite panel (a composite calculation based on index prices for OSB and plywood) and average composite lumber prices as reflected by Random Lengths for the periods noted below:

	Year Ended December 31,		Nine Months Ended September 30,
	2010 versus 2009	2011 versus 2010	2012 versus 2011
Increase (decrease) in panel prices	25%	(10)%	28%
Increase (decrease) in lumber prices	27%	(4)%	14%

Periods of increasing prices provide the opportunity for higher sales and increased margins, while declining price environments may result in declines in sales and profitability. The increase in panel prices during the nine months ended September 30, 2012 compared to the same period in 2011, particularly in plywood, was the primary driver of our improved total sales and income from operations for the nine months ended September 30, 2012 of \$383.9 million and \$72.5 million, respectively. For further discussion of the impact of commodity prices on historical periods, see " Our Operating Results."

In our Wood Products segment, our plan is to continue to respond to difficult market conditions by actively managing our production facilities to balance supply with demand. In addition, we plan to further expand our market position in EWP. We believe that EWP will continue to gain market share from dimensional lumber products and that margins for EWP over time will be higher and more stable than those for most dimensional lumber products. We are focused on leveraging our manufacturing position, comprehensive customer service offering, design support capabilities and efficient distribution network to continue to gain market share among home builders, building products retailers and other distributors.

*General Economic and Industry Conditions Affecting Demand*

The level of housing starts is especially important to our results of operations. From 2005 to 2011, total housing starts in the United States declined by more than 70% and remained substantially below average historical levels during the first nine months of 2012. The significant drop in new residential construction created challenging conditions for building products manufacturers and distributors, with substantial reductions in manufacturing and distribution capacity occurring since late 2008 as companies adjusted to lower industry demand.

In contrast, housing starts increased substantially in 2012 and, as a result, demand for the products we manufacture and distribute has also increased. U.S. single- and multi-family housing starts were 0.87 million in September 2012 on a seasonally adjusted annual rate basis, an increase of 35% from September 2011. Many economists expect housing starts to continue to increase. As of December 2012, the Blue Chip Economic Indicators median consensus forecast of single and multi-family housing starts in the U.S. was approximately 0.78 million units for 2012 and approximately 0.96 million units for 2013, which represent annual increases of 28% and 23%, respectively. We believe that over the long-term, there is considerable growth potential in the U.S. housing sector. As of December 2012, IHS Global Insight estimates that total U.S. single- and multi-family housing starts will average 1.47 million units per year from 2012 through 2021, levels that are in line with the 50-year historical average.

Unemployment rates in the U.S. improved to 7.8% as of September 30, 2012, from 9.0% as of September 30, 2011. We believe continued employment growth, prospective homebuyers' access to financing, and improved consumer confidence will be necessary to increase household formation rates. Improved household formation rates in turn will help reduce excess housing inventory and stimulate new construction.

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Demand for new residential construction is also influenced by several other economic conditions, including mortgage availability and rates, household formation rates, domestic population growth, immigration rates, residential vacancy and foreclosure rates, demand for second homes, existing home prices and consumer confidence.

We believe that our product line diversification provides us some protection from declines in new residential construction. Our products are used not only in new residential construction, but also in residential repair and remodeling projects. Our sales to home improvement centers have increased significantly over the last three years. We believe the overall age of the U.S. housing stock, resales of existing homes, increased focus on making homes more energy efficient, rising home prices and availability of consumer loans at low interest rates will continue to support long-term growth in repair and remodeling expenditures and increased demand through home improvement centers and our other customers that service professional contractors.

*Availability and Affordability of Raw Materials*

Our principal raw material is wood fiber, which accounted for approximately 38% of the aggregate amount of materials, labor and other operating expenses, including from related parties (excluding depreciation), for our Wood Products segment in 2011. Timber comprises over 80% of our wood fiber costs and we satisfy our timber requirements through a combination of purchases under supply agreements, open market purchases and purchases pursuant to contracts awarded under public timber auctions. In February 2005, one of our affiliates sold its timberland operations to Forest Capital Partners, LLC ("Forest Capital"), an unaffiliated third party. In connection with this sale, we entered into a series of fiber supply agreements with Forest Capital. These fiber supply agreements required Forest Capital to sell a specified amount of timber to us at prices generally related to market prices. In 2011, approximately 43% of our timber was supplied pursuant to these agreements. In July 2011, Forest Capital sold approximately 50,000 acres of the timberlands in Louisiana to Rayonier Louisiana Timberlands, LLC, a timberland real estate investment trust ("Rayonier"). In July 2012, Forest Capital sold the remaining legacy timberlands in Louisiana, Washington, Oregon, Minnesota and Idaho to a group of purchasers, whose investments in the timberlands are managed by Hancock Natural Resource Group, Inc. ("Hancock"). In July 2012, Hancock resold approximately 110,000 acres of the Louisiana timberlands to a group of purchasers whose investments in the timberlands are managed by The Molpus Woodlands Group LLC ("Molpus"). The purchasers of the timberlands (other than Molpus and Rayonier) assumed Forest Capital's obligations under the 2005 wood supply agreements. The Molpus entities and Rayonier each entered into a new master harvest rights agreement on substantially the same terms. As a result of Forest Capital's sale of the timberlands to various purchasers, our sources of timber are more diversified. See "Business Wood Products Raw Materials and Input Costs" for a description of these agreements.

We also bid in auctions conducted by federal, state and local authorities for the purchase of timber, generally at fixed prices, under contracts with a term of generally one to three years. In 2011, approximately 22% of our timber was supplied under government contracts. The remainder of our log supply in 2011 was supplied through private purchases directly from timber owners or through dealers.

The following table provides changes in our average per-unit log costs for the periods noted below:

	Year Ended December 31,		Nine Months Ended September 30,	
	2010 versus 2009	2011 versus 2010	2012 versus 2011	
Increase in per-unit log costs	1%	6%	4%	

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The cost of timber is strongly correlated with prevailing product prices for building materials and manufacturers' expectations for future product prices, with an increase in product prices driving increases in timber costs. Because wood fiber is a commodity, prices have been cyclical historically in response to changes in domestic and foreign demand and supply. Demand for dimension lumber has a strong influence on pricing, as the dimension lumber industry is the largest consumer of timber. We anticipate that wood fiber costs will fluctuate in the future as building material product prices fluctuate. Generally, increases in the cost of timber lag product price increases, as improved manufacturer profitability often leads to increased demand for timber.

Foreign demand for timber exports, particularly from China, increased timber costs in the Western U.S. in 2010 and 2011 and negatively affected wood products manufacturers in the region. In the future, we expect the level of foreign demand for timber exports from the Western U.S. to fluctuate based on economic activity in China and other Pacific Rim countries, currency exchange rates and the availability of timber supplies from other countries such as Canada, Russia and New Zealand. Sustained periods of high timber costs may impair the cost competitiveness of our manufacturing facilities. Availability of residual wood fiber for our particleboard operation has been negatively affected by significant mill closures and curtailments that have occurred among solid-wood product producers.

Our aggregate cost of obtaining timber is also impacted by fuel costs and the distance between our fiber source and our facilities, as we are often required to transport the timber we purchase from the source to our facilities.

We also use various resins and glues in our manufacturing processes, which accounted for approximately 6% of the aggregate amount of materials, labor and other operating expenses, including from related parties (excluding depreciation), for our Wood Products segment in 2011. The costs of resins and glues are influenced by changes in the prices of raw material input costs, primarily fossil fuel products. We purchase many of our raw materials through long-term contracts that contain price adjustment mechanisms that take into account changes in market prices. Therefore, although our long-term contracts provide us with supplies of raw materials and energy that are more stable than open-market purchases, in many cases they will not alleviate fluctuations in market prices.

We also purchase OSB, which is used as the vertical web used to assemble I-joists, from third parties. OSB accounted for approximately 4% of the aggregate amount of materials, labor and other operating expenses, including from related parties (excluding depreciation), for our Wood Products segment in 2011.

The following table provides average weekly OSB composite prices as reflected by Random Lengths for the years ended December 31, 2009, December 31, 2010 and December 31, 2011, and the nine months ended September 30, 2012:

	December 31, 2009	Year Ended December 31, 2010	December 31, 2011	Nine Months Ended September 30, 2012
OSB composite prices	\$ 186	\$ 253	\$ 209	\$ 280

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**Our Operating Results**

The following tables set forth our operating results in dollars and as a percentage of sales for the years ended December 31, 2009, 2010 and 2011 and the nine months ended September 30, 2011 and 2012:

	Year Ended December 31			Nine Months Ended September 30	
	2009	2010	2011	2011	2012
(in millions)					
<b>Sales</b>					
Trade	\$ 1,935.4	\$ 2,215.3	\$ 2,229.3	\$ 1,687.0	\$ 2,069.8
Related parties(a)	37.9	25.3	18.8	13.6	14.7
	1,973.3	2,240.6	2,248.1	1,700.6	2,084.5
<b>Costs and expenses</b>					
Materials, labor and other operating expenses (excluding depreciation)	1,757.1	1,947.4	1,952.6	1,475.8	1,751.2
Materials, labor and other operating expenses from related parties (excluding depreciation)(a)	29.9	33.6	40.1	31.1	44.7
Depreciation and amortization	40.9	34.9	37.0	27.5	24.9
Selling and distribution expenses	190.4	202.5	205.0	153.3	176.9
General and administrative expenses	27.4	38.5	37.2	28.5	31.9
General and administrative expenses from related party(a)	10.2	1.6			
Other (income) expense, net	0.8	(4.6)	3.2	2.3	0.4
	2,056.7	2,253.8	2,275.1	1,718.6	2,030.0
Income (loss) from operations	\$ (83.5)	\$ (13.2)	\$ (27.0)	\$ (18.0)	\$ 54.5
(percentage of sales)					
<b>Sales</b>					
Trade	98.1%	98.9%	99.2%	99.2%	99.3%
Related parties	1.9	1.1	0.8	0.8	0.7
	100.0%	100.0%	100.0%	100.0%	100.0%
<b>Costs and expenses</b>					
Materials, labor and other operating expenses, including related parties (excluding depreciation)(a)	90.6%	88.4%	88.6%	88.6%	86.2%
Depreciation and amortization	2.1	1.6	1.6	1.6	1.2
Selling and distribution expenses	9.7	9.0	9.1	9.0	8.5
General and administrative expenses, including related party(a)	1.9	1.8	1.7	1.7	1.5
Other (income) expense, net		(0.2)	0.1	0.1	
	104.2%	100.6%	101.2%	101.1%	97.4%
Income (loss) from operations	(4.2)%	(0.6)%	(1.2)%	(1.1)%	2.6%

(a) For more information on our related-party transactions, see Note 4, "Transactions with Related Parties," to our audited consolidated financial statements included elsewhere in this prospectus.

Table of Contents**Sales Volumes and Prices**

Set forth below are historical U.S. housing starts data, sales mix information for our Building Materials Distribution segment and segment sales volumes and average net selling prices for the principal products sold by our Wood Products segment for the years ended December 31, 2009, 2010 and 2011 and the nine months ended September 30, 2011 and 2012.

	Year Ended December 31			Nine Months Ended September 30	
	2009	2010	2011	2011	2012
(in thousands)					
<b>U.S. Housing Starts(a)</b>					
Single-family	445.1	471.2	430.6	330.6	408.4
Multi-family	108.9	115.7	178.2	129.3	174.1
Total	554.0	586.9	608.8	459.9	582.5
(in millions)					
<b>Segment Sales</b>					
Wood Products	\$ 550.8	\$ 687.4	\$ 712.5	\$ 532.2	\$ 712.7
Building Materials Distribution	1,609.8	1,778.0	1,779.4	1,349.9	1,637.2
Intersegment eliminations	(187.3)	(224.8)	(243.7)	(181.5)	(265.4)
Total	\$ 1,973.3	\$ 2,240.6	\$ 2,248.1	\$ 1,700.6	\$ 2,084.5
(in millions)					
<b>Wood Products</b>					
<i>Sales Volumes</i>					
Laminated veneer lumber (LVL) (cubic feet)	5.6	6.6	7.1	5.3	7.0
I-joists (equivalent lineal feet)	87	106	110	84	110
Plywood (sq. ft.) (3/8" basis)	992	1,088	1,106	822	1,018
Lumber (board feet)	146	149	153	116	140
(dollars per unit)					
<i>Average Net Selling Prices</i>					
Laminated veneer lumber (LVL) (cubic foot)	\$ 14.92	\$ 15.53	\$ 15.51	\$ 15.85	\$ 14.90
I-joists (1,000 equivalent lineal feet)	895	937	957	969	925
Plywood (1,000 sq. ft.) (3/8" basis)	213	248	232	230	292
Lumber (1,000 board feet)	349	424	421	422	431
(percentage of Building Materials Distributions sales)					
<i>Product Line Sales</i>					
Commodity	46.3%	49.5%	47.0%	47.1%	49.1%
General line	42.7%	39.2%	40.6%	40.9%	37.1%
Engineered wood products	11.0%	11.3%	12.4%	12.0%	13.8%

(a) Actual U.S. housing starts as reported by the U.S. Census Bureau.

**Nine Months Ended September 30, 2012 Compared With Nine Months Ended September 30, 2011****Sales**

For the nine months ended September 30, 2012, total sales increased \$383.9 million, or 23%, to \$2,084.5 million from \$1,700.6 million for the same period in the prior year. The increase in total sales was due primarily to higher plywood sales volumes and prices, which increased 24% and 27%,

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respectively, as well as higher EWP sales volumes, which increased 31%, in our Wood Products segment, in each case as compared to the same period in the prior year. In addition, the increase in sales was driven by increases in sales volumes and prices of 13% and 8%, respectively, in our Building Materials Distribution segment, as compared to the same period in 2011. Average composite lumber and average composite panel prices for the nine months ended September 30, 2012 were 14% and 28% higher, respectively, than in the same period in the prior year, as reflected by Random Lengths composite lumber and panel pricing. Single-family housing starts, which are a primary driver of our sales and typically result in higher building product utilization per start than multi-family units, experienced an increase of 24% for the first nine months of the year, compared with the same period in 2011.

*Wood Products.* For the nine months ended September 30, 2012, sales, including sales to our Building Materials Distribution segment, increased \$180.5 million, or 34%, to \$712.7 million from \$532.2 million in the same period in the prior year. The increase in sales was due primarily to higher plywood prices and volumes of \$62.5 million and \$45.0 million, respectively, as well as increased EWP volumes of \$51.9 million, with the remaining increases due to increased lumber volumes; offset slightly by declines in EWP prices. The increase in sales volumes also drove an increase in shipping and handling revenue of \$13.7 million. Plywood sales volumes increased 24% primarily as a result of increased operating rates and market share gains. LVL and I-joist sales volumes both increased 31% due to higher levels of residential construction activity, additional sales to existing customers and sales from new EWP customers. Lumber sales volumes increased 21% while higher residual fiber sales volumes also contributed to the increase in sales. Plywood prices increased 27%, while LVL and I-joist sales prices declined 6% and 5%, respectively.

*Building Materials Distribution.* For the nine months ended September 30, 2012, sales increased \$287.3 million, or 21%, to \$1,637.2 million from \$1,349.9 million in the same period in the prior year. The increase in sales was driven primarily by improvements in sales volumes and prices of 13% and 8%, respectively. By product line, sales of EWP (substantially all of which is sourced through our Wood Products segment) increased 40%, or \$64.0 million, commodity sales increased 27%, or \$168.1 million, and general line products sales increased 10%, or \$55.3 million.

***Costs and Expenses***

For the nine months ended September 30, 2012, materials, labor and other operating expenses, including from a related party (excluding depreciation), increased \$288.9 million, or 19%, to \$1,795.9 million, compared with \$1,507.0 million in the same period in the prior year. The increase primarily reflects higher purchased materials costs as a result of higher sales volumes in our Building Materials Distribution segment. In addition, higher manufacturing costs, including wood costs, labor, glues and resins and energy, were driven by higher sales volumes of plywood and EWP in our Wood Products segment, as well as higher per-unit log costs, which increased 4% as compared to the same period in 2011. However, manufacturing costs in our Wood Products segment as a percentage of sales ("MLO rate") decreased by 660 basis points due to higher sales. The decrease in MLO rate was primarily the result of improved leveraging of labor costs, other raw materials and fixed manufacturing costs, and wood fiber costs of 360, 230 and 70 basis points, respectively.

For the nine months ended September 30, 2012, depreciation and amortization expenses decreased \$2.6 million, or 9%, to \$24.9 million, compared with \$27.5 million in the same period in the prior year. The decrease was due primarily to certain property and equipment becoming fully depreciated during 2011.

For the nine months ended September 30, 2012, selling and distribution expenses increased \$23.6 million, or 15%, to \$176.9 million, compared with \$153.3 million during the same period in 2011. The increase was due primarily to increased compensation and benefit costs of \$15.1 million, including

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performance-based incentive costs, due to our improved operating results, as well as higher transportation costs of \$3.3 million in our Building Materials Distribution segment due to increased sales volumes.

For the nine months ended September 30, 2012, general and administrative expenses increased \$3.4 million, or 12%, to \$31.9 million, compared with \$28.5 million for the same period in 2011. The increase was due primarily to higher performance-based incentive costs as a result of improved operating results.

*Outsourcing Services Agreement.* Included in costs and expenses for each of the nine-month periods ended September 30, 2012 and 2011 are \$11.0 million of expenses related to the Outsourcing Services Agreement we have with Boise Inc. For more information related to the Outsourcing Services Agreement, see Note 3, "Outsourcing Services Agreement," to our audited consolidated financial statements, included elsewhere in this prospectus.

For the nine months ended September 30, 2012, other (income) expense, net, was insignificant. Other (income) expense, net, for the nine months ended September 30, 2011, was \$2.3 million of expense, including \$1.3 million related to the closure of a manufacturing plant in our Wood Products segment and \$1.2 million in noncash asset write-downs.

***Income (Loss) From Operations***

Income from operations increased \$72.5 million to \$54.5 million for the nine months ended September 30, 2012, compared with a \$18.0 million loss for the nine months ended September 30, 2011. Our improved financial results were driven primarily by higher sales volumes and prices for many of the products we manufacture and distribute, as discussed above. In addition, during the nine months ended September 30, 2011, we recorded \$2.9 million of charges related to the closure of a manufacturing plant in our Wood Products segment and noncash asset write-downs. These charges are discussed in more detail below.

*Wood Products.* For the nine months ended September 30, 2012, segment income improved \$58.8 million to \$48.8 million of income from a \$10.0 million loss for the nine months ended September 30, 2011. The increase in segment income was driven primarily by higher plywood sales prices as well as lower per-unit manufacturing costs resulting from higher sales volumes of EWP and plywood and productivity improvements. These improvements were offset partially by higher log costs, an increase in selling and distribution costs, and declines in EWP prices. In addition, during the nine months ended September 30, 2011, we recorded charges of \$2.2 million related to the closure of a manufacturing plant in our Wood Products segment and noncash asset write-downs.

*Building Materials Distribution.* For the nine months ended September 30, 2012, segment income increased \$15.4 million to \$18.2 million from \$2.8 million for the nine months ended September 30, 2011. The improvement in segment income was driven primarily by a 13% improvement in sales volumes and a 10-basis-point improvement in gross margins. While total selling and distribution expenses increased 13%, these costs decreased as a percentage of segment sales by 70 basis points, as selling and distribution expenses did not increase at the same rate as sales. In addition, during the nine months ended September 30, 2011, we recorded a noncash asset write-down of \$0.8 million.

***Other***

*Foreign Exchange Gain (Loss).* For the nine months ended September 30, 2012, foreign exchange gain was \$0.1 million compared with a loss of \$0.6 million for the same period in the prior year. The gain was driven primarily by the strengthening of the Canadian dollar compared with the U.S. dollar.



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*Interest Expense.* Interest expense increased \$0.3 million to \$14.5 million, or 2%, for the nine months ended September 30, 2012, compared with \$14.2 million for the nine months ended September 30, 2011. The increase in interest expense was attributable to higher deferred financing amortization costs related to our revolving credit facility entered into in July 2011.

**2011 Compared With 2010**

*Sales*

For the year ended December 31, 2011, total sales increased \$7.5 million, or 0.3%, to \$2,248.1 million from \$2,240.6 million during the year ended December 31, 2010, driven primarily by increases in sales volumes for LVL, I-joist, and plywood of 8%, 5%, and 2%, respectively, as compared to 2010, as well as higher byproduct sales, offset partially by a decrease in plywood prices of 6%, as compared to 2010. U.S. housing starts increased 4% in 2011, compared with the prior year. However, single-family housing starts, which are a primary driver of our sales and typically result in higher building product utilization per start than multi-family units, declined 9% for the year, compared with 2010. Commodity product prices in 2011 were much less volatile than commodity product prices in 2010. Average composite lumber and panel prices in 2011 were 4% and 10% lower, respectively, than in 2010 as reflected by Random Lengths composite lumber and panel pricing.

*Wood Products.* For the year ended December 31, 2011, sales, including sales to our Building Materials Distribution segment, increased \$25.1 million, or 4%, to \$712.5 million from \$687.4 million in 2010. The increase in sales was due primarily to higher EWP and plywood sales volumes of \$12.7 million and \$4.6 million, respectively, as well as higher byproduct sales of \$11.3 million, offset partially by lower plywood prices of \$16.9 million. The increase in sales volumes also drove an increase in shipping and handling revenue of \$6.8 million. In 2011, LVL and I-joist sales volumes increased 8% and 5%, respectively, due to the capture of further sales opportunities with customers in the U.S. and Canada and further EWP market penetration. Compared with 2010, I-joist prices increased 2%, while LVL prices were flat. Plywood volumes increased 2% in 2011, while plywood prices decreased 6% compared to the prior year.

*Building Materials Distribution.* For the year ended December 31, 2011, sales increased \$1.4 million, or 0.1%, to \$1,779.4 million from \$1,778.0 million for the year ended December 31, 2010. Compared with 2010, the overall volume of product sold and product sales prices were flat. By product line, sales of EWP increased 10%, or \$19.7 million, and general line products sales increased 3%, or \$25.5 million, respectively, offset by a 5%, or \$43.8 million, decline in commodity sales due to lower pricing.

*Costs and Expenses*

Materials, labor and other operating expenses, including from related parties (excluding depreciation), increased \$11.7 million, or 1%, to \$1,992.7 million for the year ended December 31, 2011, compared with \$1,981.0 million during the prior year. The increase primarily reflects higher manufacturing costs, including wood costs, labor, glues and resins and energy, as a result of higher sales volumes of EWP and plywood in our Wood Products segment. In addition, the MLO rate increased by 20 basis points. Within wood costs, delivered log costs were 6% higher in 2011 as compared with 2010, driven by higher log costs in the Pacific Northwest, offset partially by lower costs for OSB in our I-joist production. In our Wood Products segment, MLO rate increased by 50 basis points. The increase in the Wood Products segment MLO rate was primarily the result of higher wood fiber costs and labor costs of 230 and 40 basis points, respectively, offset partially by a 220 basis point decrease in other raw materials and fixed manufacturing costs.

Depreciation and amortization expenses increased \$2.1 million, or 6%, to \$37.0 million for the year ended December 31, 2011, compared with \$34.9 million during the prior year. The increase was

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due primarily to purchases of property and equipment and accelerated depreciation of \$0.4 million on a closed manufacturing plant in our Wood Products segment.

Selling and distribution expenses increased \$2.5 million, or 1%, to \$205.0 million for the year ended December 31, 2011, compared with \$202.5 million for the prior year. The increase was due primarily to higher employee-related expenses of \$1.4 million, including costs in our Wood Products segment, to support our growing EWP sales in Canada. In addition, in our Building Materials Distribution segment, higher transportation costs of \$1.4 million were offset partially by lower other variable expenses.

General and administrative expenses, including from related party, decreased \$2.8 million, or 7%, to \$37.2 million for the year ended December 31, 2011, compared with \$40.0 million for the prior year. The decrease was due primarily to lower incentive compensation costs.

*Outsourcing Services Agreement.* Included in the 2011 and 2010 costs and expenses set forth above are \$14.7 million and \$14.4 million, respectively, of expenses related to the Outsourcing Services Agreement we have with Boise Inc., under which Boise Inc. provides a number of corporate staff services to us at cost. For more information related to the Outsourcing Services Agreement, see Note 3, "Outsourcing Services Agreement," to our audited consolidated financial statements included elsewhere in this prospectus.

Other (income) expense, net, for the year ended December 31, 2011, was \$3.2 million of expense, including \$1.3 million related to the closure of a laminated beam manufacturing plant in Emmett, Idaho and \$2.0 million in noncash asset write-downs. In 2010, other (income) expense included \$4.6 million of income associated with receiving proceeds from a litigation settlement related to vendor product pricing.

***Income (Loss) From Operations***

Loss from operations increased \$13.8 million to a \$27.0 million loss for the year ended December 31, 2011, compared with a \$13.2 million loss for the year ended December 31, 2010, due primarily to a 20-basis-point decline in gross margins, as further described below and \$3.8 million of charges related to the closure of a laminated beam manufacturing plant in Emmett, Idaho and noncash asset write-downs. Also, 2010 benefited from \$4.6 million of income from a litigation settlement related to vendor product pricing. These changes are discussed in more detail below.

*Wood Products.* Segment loss increased \$7.0 million, or 86%, to \$15.1 million for the year ended December 31, 2011, from \$8.1 million for the year ended December 31, 2010. The increase in segment loss was driven primarily by a 6% decrease in plywood prices, offset partially by higher prices and sales volumes in our EWP business, as well as higher byproduct sales. In addition, depreciation and amortization expense and selling and distribution costs increased in 2011 compared with the prior year. During 2011, we also recorded charges of \$2.6 million related to the closure of a laminated beam manufacturing plant in Emmett, Idaho and noncash asset write-downs. During 2010, the segment benefited from \$0.5 million of income from a litigation settlement related to vendor product pricing. Excluding the \$2.6 million of closure costs and noncash asset write-downs from the 2011 results and the \$0.5 million litigation settlement from the 2010 results, segment loss increased \$3.9 million.

*Building Materials Distribution.* Segment income decreased \$9.6 million, or 83%, to \$2.0 million for the year ended December 31, 2011, from \$11.6 million for the year ended December 31, 2010. The decrease in income was driven by a 20-basis-point decline in gross margins resulting from competitive pressures and more stable commodity pricing, allowing for less margin opportunity, a \$0.9 million increase in depreciation and amortization expense and higher transportation costs. In addition, during 2011, we recorded \$1.2 million of noncash asset write-downs. During 2010, the segment benefited from \$4.1 million of income from a litigation settlement related to vendor

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product pricing. Excluding the \$1.2 million of noncash asset write-downs from the 2011 results and the \$4.1 million litigation settlement from the 2010 results, segment income declined \$4.3 million.

**Other**

*Foreign Exchange Gain (Loss).* For the year ended December 31, 2011, foreign exchange loss was \$0.5 million, compared with a gain of \$0.4 million for the prior year. The 2011 loss was driven primarily by the strengthening of the U.S. dollar, compared with the Canadian dollar.

*Interest Expense.* Interest expense decreased \$2.0 million, or 10%, to \$19.0 million for the year ended December 31, 2011, compared with \$21.0 million for the prior year. We paid down outstanding borrowings on our credit facility in April 2010 and repurchased \$8.6 million of our senior subordinated notes in December 2010, which subsequently lowered our interest expense. In addition, interest expense was higher in 2010 due to the write-off of a portion of deferred financing costs associated with the April 2010 paydown and commitment reduction of our prior revolving credit facility.

**2010 Compared With 2009**

**Sales**

Total sales increased \$267.3 million, or 14%, to \$2,240.6 million in 2010 from \$1,973.3 million in 2009. The increase in sales was due primarily to higher plywood sales prices and volumes of 16% and 10%, respectively, as well as increased LVL and I-joist sales volumes of 16% and 21%, respectively, in our Wood Products segment. In addition, the increase in sales was driven by an 11% increase in product sales prices in our Building Materials Distribution segment. The Random Lengths' composite lumber and panel prices were approximately 27% and 25% higher, respectively, on average, during 2010 compared with 2009. Government interventions, like the tax credit for first-time home buyers, supported the new residential construction market in the first half of 2010, but once the tax credit expired, demand weakened. Lumber and panel prices rose sharply from the start of the year through April 2010 and began to retreat in early May. The Random Lengths composite lumber and panel prices dropped from \$367 and \$474, respectively, at their peak in April 2010 to \$247 and \$328, respectively, by late June. We believe the dramatic drop was the result of stagnating demand and increased industry production in response to a run-up in prices in the first four months of the year, which resulted from constrained dealer inventory levels, curtailments and disrupted imports. Prices were less volatile in the last half of the year.

*Wood Products.* Sales increased \$136.6 million, or 25%, to \$687.4 million in 2010 from \$550.8 million in 2009. The increase in sales was due primarily to higher plywood prices and sales volumes of \$37.3 million and \$20.4 million, respectively, as well as higher EWP sales volumes and prices of \$30.5 million and \$8.4 million, respectively. In addition, increased lumber prices and higher byproduct sales contributed \$11.2 million and \$6.9 million, respectively. The increase in sales volumes drove an increase in shipping and handling revenue of \$10.3 million. The increase in sales volumes was due primarily to the capture of further sales opportunities with existing customers of plywood and EWP and the modest 6% increase in housing starts. Compared with 2009, plywood sales prices and volumes increased 16% and 10%, respectively, and lumber sales prices and volumes increased 21% and 2%, respectively. In 2010, LVL and I-joist sales volumes increased 16% and 21%, respectively, due to the capture of further sales opportunities with existing customers, the modest increase in housing starts and further EWP market penetration, as more builders transitioned to the use of EWP. Compared with 2009, LVL and I-joist prices increased 4% and 5%, respectively, due to two price increases implemented in 2010.

*Building Materials Distribution.* Sales increased \$168.2 million, or 10%, to \$1,778.0 million in 2010 from \$1,609.8 million in 2009. The increase was driven primarily by an 11% increase in product

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sales prices. Compared with 2009, the volume of product sold was flat. By product line, commodity sales increased 18%, or \$134.8 million, sales of EWP increased 13%, or \$23.8 million, and general line products sales increased 1%, or \$9.6 million.

***Costs and Expenses***

Materials, labor and other operating expenses, including from related parties (excluding depreciation), increased \$194.0 million, or 11%, to \$1,981.0 million in 2010, compared with \$1,787.0 million in 2009. The increase was driven primarily by higher purchased materials costs of \$164.5 million in our Building Materials Distribution segment. Gross margins decreased 50 basis points in our Building Materials Distribution segment, due primarily to volatility in the commodity product markets during the year. Conversely, in 2009, commodity product prices trended higher, which positively affected gross margins. In our Wood Products segment, wood costs increased \$27.6 million. Compared with 2009, chemical and energy costs increased \$8.2 million. The increase in materials, labor and other operating expenses, including from related parties (excluding depreciation), was also attributable to an increase in sales volumes in all of our major product lines in our Wood Products segment. While total materials, labor and other operating expenses, including from related parties, increased in 2010, the MLO rate in our Wood Products segment decreased by 960 basis points. The decrease in the Wood Products segment MLO rate was primarily the result of improved leveraging of labor costs, wood fiber costs, and other raw materials and fixed manufacturing costs of 390, 350 and 220 basis points, respectively.

Depreciation and amortization expenses decreased \$6.0 million, or 15%, to \$34.9 million in 2010, compared with \$40.9 million in 2009. In 2009, we recognized \$5.2 million of incremental expense as a result of accelerating depreciation on the assets at our La Grande, Oregon, lumber manufacturing facility following our decision to close the operations.

Selling and distribution expenses increased \$12.0 million, or 6%, to \$202.5 million in 2010, compared with \$190.4 million in 2009. The increase was due to increased occupancy-related expenses of \$1.6 million at the building materials distribution facilities we added or expanded in 2010, increased transportation costs of \$3.4 million and increased compensation and benefit costs of \$3.4 million. While total selling and distribution expenses increased in 2010, costs decreased as a percent of sales, because these costs did not increase at the same pace as sales.

General and administrative expenses, including from related party, increased \$2.4 million, or 7%, to \$40.0 million in 2010, compared with \$37.6 million in 2009. The increase was principally the result of higher compensation and benefit costs.

*Outsourcing Services Agreement.* Included in the 2010 and 2009 costs and expenses set forth above, are \$14.4 million and \$14.9 million of expenses related to the Outsourcing Services Agreement we have with Boise Inc. For more information related to the Outsourcing Services Agreement, see Note 3, "Outsourcing Services Agreement," to our audited consolidated financial statements, included elsewhere in this prospectus.

In 2010, other (income) expense included \$4.6 million of income associated with receiving proceeds from a litigation settlement related to vendor product pricing. In 2009, other (income) expense included \$3.2 million of expense related to facility closures and a net \$0.7 million noncash curtailment gain related to amending our defined benefit pension plan for salaried employees and nonqualified salaried pension plans so that no future benefits would accrue in the plans after December 31, 2009.

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***Income (Loss) From Operations***

Our loss from operations decreased \$70.3 million, or 84%, from \$83.5 million in 2009 to \$13.2 million in 2010. The improved financial results were driven primarily by higher product prices. Also contributing to the improved results in 2010 were favorable per-unit conversion costs in our Wood Products segment.

*Wood Products.* Segment loss decreased \$69.2 million, or 90%, from \$77.3 million in 2009 to \$8.1 million in 2010. The improved financial results in 2010 were driven primarily by favorable product prices, primarily plywood prices, which increased 16%. Compared with 2009, favorable per-unit conversion costs also contributed to improved financial results. In 2010, we recorded \$0.5 million of income from a litigation settlement related to vendor product pricing. The Wood Products segment loss for 2009 included \$8.9 million of expenses related to closing our lumber manufacturing facility in La Grande, Oregon. Excluding the \$0.5 million litigation settlement from the 2010 results and the \$8.9 million of expenses related to closing our lumber manufacturing facility in La Grande in 2009, segment loss decreased \$59.8 million.

*Building Materials Distribution.* Segment income increased \$3.6 million, or 46%, from \$8.0 million in 2009 to \$11.6 million in 2010. Excluding the \$4.1 million of income recorded from a litigation settlement related to vendor product pricing, segment income decreased \$0.5 million. The decrease in income was driven by increased occupancy-related expenses at the building materials distribution facilities we added or expanded in 2010 and higher compensation and benefit costs, offset by higher gross margin dollars from increased sales.

***Other***

*Gain on repurchase of long-term debt.* During 2010 and 2009, we repurchased \$8.6 million and \$11.9 million of senior subordinated notes, respectively. In 2009, we recorded a \$6.0 million gain related to the repurchase.

*Interest expense.* In 2010, interest expense was \$21.0 million, compared with \$22.5 million in 2009. The decrease was driven primarily by a lower amount of borrowings outstanding during 2010. For more information, see "Liquidity and Capital Resources Financing Activities."

**Taxation**

In connection with this offering, we will convert from a limited liability company to a corporation. We may choose to file an entity classification election with the Internal Revenue Service to elect to be treated as a corporation for federal and state income tax purposes in advance of our corporate conversion, in which case we would likely elect to be treated as a corporation for tax purposes effective as of January 1, 2013 and would be subject to entity-level federal and state income taxation from such date. Because we are currently treated as a partnership for tax purposes, we are not subject to entity-level federal or state income taxation. Our income tax provision generally consists of income taxes payable to state jurisdictions that do not allow for the income tax liability to be passed through to our equityholder as well as income taxes payable by our separate subsidiaries that are taxed as corporations. As such, we currently have an effective tax rate of less than 1%. Once we are treated as a corporation for tax purposes, we will be subject to typical corporate U.S. federal and state income tax rates which we expect to result in a statutory tax rate of approximately 38% under current tax law. The prior net operating losses we incurred while treated as a partnership were passed through to our equityholder with the exception of an immaterial amount associated with some state tax jurisdictions. As a result, we will not have net operating losses from periods in which we were taxed as a partnership to offset cash taxes on taxable income earned in future periods in which we will be treated as a corporation. To the extent we incur net operating losses in future periods in which we are treated as a

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corporation for tax purposes, such net operating losses could generally be used to offset cash taxes on future taxable income, subject to applicable tax laws.

**Liquidity and Capital Resources**

At September 30, 2012, we had \$224.4 million of cash and \$219.6 million of long-term debt, including current portion. At September 30, 2012, we had \$483.8 million of available liquidity (consisting of \$224.4 million of cash and cash equivalents and \$259.4 million of unused borrowing capacity under our senior secured asset-based revolving credit facility). At such date, if we would have borrowed the funds available under our revolving credit facility, we would not have been in breach of any covenant under the agreement governing our revolving credit facility or the indenture governing our senior subordinated notes. We generated \$42.0 million of cash during the nine months ended September 30, 2012, as cash provided by operations was offset partially by capital spending acquisitions and distributions to members, as discussed below.

On September 7, 2012, we entered into a first amendment to our revolving credit facility, which increased the aggregate lending commitments under our revolving credit facility from \$250.0 million to \$300.0 million. On October 12, 2012, we borrowed \$50.0 million under our revolving credit facility to partially fund the redemption of \$75.0 million of our senior subordinated notes. In addition, on October 22, 2012, we issued \$250.0 million aggregate amount of our senior notes to fund the redemption of our remaining senior subordinated notes and for general corporate purposes, as discussed further below. As a result of these measures, our long-term debt as of November 15, 2012 was \$300.0 million.

We ended 2011 with \$182.5 million of cash and \$219.6 million of long-term debt. At December 31, 2011, we had \$324.3 million of available liquidity (unrestricted cash and cash equivalents and unused borrowing capacity under our revolving credit facility). We used \$82.1 million of cash during the year ended December 31, 2011, principally to fund working capital increases, capital spending, pension contributions and acquisitions, as discussed below. On July 13, 2011, we replaced our \$170.0 million credit facility with our revolving credit facility, a new \$250.0 million credit facility that, when compared with the previous facility, has both lower interest rates and an extended maturity. See " Financing Activities" below for more information on our revolving credit facility.

At September 30, 2012 and December 31, 2011, our cash was invested in high-quality, short-term investments, which we record in "Cash and cash equivalents."

We expect to make a \$225.0 million cash distribution to BC Holdings prior to this offering. We anticipate that we will repay \$25.0 million of borrowings under our revolving credit facility prior to making the distribution in order to comply with the 3.5:1.0 pro forma leverage ratio contained in the indenture governing our senior notes. We anticipate that our cash reserves will be substantially replenished by the proceeds of this offering.

We believe that our cash flows from operations, combined with our current cash levels, the proceeds from this offering and available borrowing capacity, will be adequate to fund debt service requirements and provide cash, as required, to support our ongoing operations, capital expenditures, lease obligations, working capital and pension contributions for at least the next 12 months.

In recent years, our reported pension benefit obligations have grown significantly, primarily due to the low interest rate environment in the U.S. and its impact on the discount rate assumptions used to measure the present value of our pension benefit obligations. Assuming the low interest rate environment persists, we expect to have significant pension funding obligations. At December 31, 2011, we used a discount rate assumption of 4.20% to measure the present value of our pension benefit obligations, which resulted in a reported pension benefit obligation of approximately \$470.0 million. The fair value of our pension plan assets at December 31, 2011 was approximately \$282.0 million, and

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thus we reported an underfunded status of our defined benefit pension plans of approximately \$188.0 million. If our discount rate assumption had declined by an additional 50 basis points to 3.70%, we estimate that our reported pension benefit obligation and underfunded status of our plans would have increased by approximately \$36.0 million at December 31, 2011.

We intend to fund our future pension obligations with cash on hand, cash generated from operations and additional external financing. In addition, we may also consider further contributions of Company owned real property to satisfy a portion of our minimum pension funding requirements. See " Contractual Obligations" for an estimate of future minimum pension funding obligations. Also see " Critical Accounting Estimates" and the footnotes to our consolidated financial statements included elsewhere in this prospectus for a further discussion of the assumptions used to measure the present value of our pension benefit obligations.

**Sources and Uses of Cash**

We generate cash from sales of our products and from short-term and long-term borrowings. Our primary uses of cash are for expenses related to the manufacture and distribution of building products, including inventory purchased for resale, fiber, labor, energy and glues and resins. In addition to paying for ongoing operating costs, we use cash to invest in our business, repay debt and meet our contractual obligations and commercial commitments. Below is a discussion of our sources and uses of cash for operating activities, investing activities and financing activities.

	Year Ended December 31			Nine Months Ended September 30	
	2009	2010	2011	2011	2012
	(in thousands)				
Cash provided by (used for) operations	\$ (35,223)	\$ 10,287	\$ (42,981)	\$ (31,116)	\$ 64,872
Cash used for investment	(20,300)	(35,453)	(36,617)	(27,817)	(19,869)
Cash provided by (used for) financing	66,822	2,666	(2,548)	(2,547)	(3,040)

***Operating Activities****Nine Months Ended September 30, 2012 Compared With Nine Months Ended September 30, 2011*

For the nine months ended September 30, 2012, our operating activities generated \$64.9 million of cash, compared with \$31.1 million of cash used for operations in the same period in 2011. The \$64.9 million of cash provided by operations was due primarily to \$75.8 million of income (before noncash income and expenses), offset partially by a \$7.5 million increase in working capital and pension contributions of \$8.2 million. The \$31.1 million of cash used for operations during the nine months ended September 30, 2011, was driven primarily by increases in working capital of \$27.7 million and pension contributions of \$10.3 million, offset partially by \$7.0 million of income (before noncash income and expenses).

The increases in working capital in both periods were attributable primarily to higher receivables and inventories, offset partially by an increase in accounts payable and accrued liabilities. The increases in receivables in both periods primarily reflect increased sales of approximately 33% and 33%, comparing sales for the months of September 2012 and 2011 with sales for the months of December 2011 and 2010, respectively. The increase in inventories during the nine months ended September 30, 2012, represents normal seasonal inventory build, product line expansions and an improvement in demand for our products from higher residential construction activity and market share gains. The increase in accounts payable and accrued liabilities provided \$82.3 million of cash during the nine months ended September 30, 2012, compared with \$27.6 million in the same period a year ago. During the nine months ended September 30, 2012, increases in inventory levels and accrued incentive compensation led to the increase in accounts payable and accrued liabilities.

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*2011 Compared With 2010*

In 2011, our operating activities used \$43.0 million of cash, compared with \$10.3 million of cash provided by operating activities in 2010. Compared with 2010, the \$53.3 million increase in cash used for operations in 2011 relates primarily to the following:

*A \$9.6 million decrease in income in our Building Materials Distribution segment and a \$7.0 million increase in losses in our Wood Products segment.* The decline in results for 2011 was the result of a 20-basis-point decline in gross margins and higher transportation costs in our Building Materials Distribution segment. During 2010, we recorded \$4.6 million of income for cash received from a litigation settlement related to vendor product pricing, of which \$4.1 million was recorded in the Building Materials Distribution segment and \$0.5 million in the Wood Products segment. Also, in our Wood Products segment, the increased loss was driven by a decrease in plywood selling prices and an increase in selling and distribution costs, offset partially by higher prices and sales volumes in our EWP business, as well as higher byproduct sales.

*A \$34.8 million increase in working capital during 2011, compared with a \$2.6 million increase in working capital during 2010.* Working capital is subject to cyclical operating needs, the timing of the collection of receivables, the payment of payables and expenses and to a lesser extent, seasonal fluctuations in our operations. The increases in working capital in both periods were attributable primarily to higher receivables and inventories, offset partially by an increase in accounts payable and accrued liabilities. The increases in receivables in both periods primarily reflect increased sales of approximately 11% and 14%, comparing sales for the months of December 2011 and 2010 with sales for the months of December 2010 and 2009, respectively. The increase in inventories in 2011 primarily represents an increase in log and plywood inventory in our Wood Products segment. Accounts payable and accrued liabilities increased in 2011, as higher accounts payable, driven by higher inventories, were mostly offset by lower compensation and benefit-related accrued liabilities. We accrued less incentive compensation during the year ended December 31, 2011, compared with 2010 and the majority of the employee incentive compensation that was accrued in 2010 was paid out in first quarter 2011.

*An increase in cash contributions to our pension plans.* During 2011, we used \$13.6 million of cash to make pension contributions, compared with \$3.9 million during 2010.

*2010 Compared With 2009*

In 2010, our operating activities provided \$10.3 million of cash, compared with \$35.2 million of cash used by operating activities in 2009. Compared with 2009, the \$45.5 million increase in cash provided by operations in 2010 relates primarily to the following:

*A \$69.2 million decrease in losses in our Wood Products segment and a \$3.6 million increase in income in our Building Materials Distribution segment.* The improved results for 2010 were the result of higher product prices, favorable per-unit conversion costs in our Wood Products segment and \$4.6 million of income recorded from a litigation settlement.

*Fewer cash contributions to our pension plans.* During 2010, we used \$3.9 million of cash to make pension contributions, compared with \$28.4 million during 2009.

*The increase in cash provided by the items discussed above was offset partially by \$2.6 million of cash used by an increase in working capital during 2010, compared with \$40.7 million of cash generated by the reduction of working capital during 2009.* The slight increase in working capital during 2010 was primarily attributable to an increase in inventory and higher receivables, offset partially by higher accounts payable and accrued liabilities. Inventory and



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accounts payable increased in our Building Materials Distribution segment due to new and expanded locations, product line expansions and increased purchases made in December 2010 to benefit from pricing discounts and extended payment terms offered by vendors. The higher receivables primarily reflect increased sales of approximately 14%, comparing sales for the month of December 2010 with sales for the month of December 2009.

**Investment Activities**

*Nine Months Ended September 30, 2012 as Compared to Nine Months Ended September 30, 2011*

During the nine months ended September 30, 2012 and 2011, we used approximately \$17.7 million and \$25.3 million, respectively, of cash for purchases of property and equipment, including business improvement and quality/efficiency projects, replacement and expansion projects and ongoing environmental compliance. We expect capital expenditures in 2012 to total approximately \$30 million, excluding acquisitions. This level of capital expenditures could increase or decrease as a result of a number of factors, including our financial results, future economic conditions and timing of equipment purchases. During the nine months ended September 30, 2012, we also used \$2.4 million for the acquisition of a sawmill in Arden, Washington, which we believe will improve fiber integration and enhance the product mix capabilities in our Inland Region lumber operations. During the nine months ended September 30, 2011, we spent \$5.8 million for the acquisition of a laminated beam and decking manufacturing plant in Homedale, Idaho, offset partially by proceeds of \$3.1 million from the sale of assets.

*2011*

During the year ended December 31, 2011, we used approximately \$33.5 million of cash for purchases of property and equipment, which included expansions of certain facilities (particularly Dallas, Texas) in our Building Materials Distribution segment. In addition, we spent \$5.8 million for the acquisition of a laminated beam and decking manufacturing plant in Homedale, Idaho and received proceeds of \$3.1 million from the sale of assets, including the sale of certain land and timber holdings.

Details of 2011 capital investment by segment are included in the table below:

	Year Ended December 31, 2011			Total
	Acquisition/ Expansion	Quality/ Efficiency(a)	Replacement, Environmental, and Other(b)	
	(in millions)			
Wood Products	\$ 5.9	\$ 6.2	\$ 17.2	\$ 29.3
Building Materials Distribution	3.9	0.1	6.0	10.0
Corporate and Other				
Total	\$ 9.8	\$ 6.3	\$ 23.2	\$ 39.3

(a) Quality and efficiency projects include quality improvements, modernization, energy and cost-saving projects.

(b) During 2011, we spent approximately \$2.4 million on environmental compliance. We expect to spend a similar amount in 2012 for this purpose.

*2010*

During 2010, we used approximately \$35.8 million of cash for purchases of property and equipment, which included expenditures for a new veneer dryer (dryer eight) at our facility in Medford,

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Oregon, as well as costs related to other replacement projects and ongoing environmental compliance. We expect the Medford veneer dryer to reduce our costs through higher productivity and reduced seasonal purchases of dry veneer. During 2010, we received \$1.3 million of net proceeds from the sale of property and equipment.

Details of 2010 capital investment by segment are included in the table below:

	Year Ended December 31, 2010			Total
	Acquisition/ Expansion	Quality/ Efficiency(a)	Replacement, Environmental, and Other (b)	
	(in millions)			
Wood Products	\$ 0.4	\$ 12.3	\$ 10.2	\$ 22.9
Building Materials Distribution	0.9		12.0	12.9
Corporate and Other				
<b>Total</b>	<b>\$ 1.3</b>	<b>\$ 12.3</b>	<b>\$ 22.2</b>	<b>\$ 35.8</b>

(a) Quality and efficiency projects include quality improvements, modernization, energy and cost-saving projects.

(b) During 2010, we spent approximately \$1.7 million on environmental compliance.

### 2009

During 2009, we used approximately \$16.8 million of cash for purchases of property and equipment, which included expenditures for a new dryer (dryer seven) at our facility in Medford, Oregon, as well as costs related to other replacement projects and ongoing environmental compliance. In addition, we spent \$4.6 million for the acquisition of businesses and facilities. We purchased a sawmill in Pilot Rock, Oregon and a truss assembly operation and EWP sales office in Saco and Biddeford, Maine, respectively.

### **Financing Activities**

During the nine months ended September 30, 2012 and 2011, we used \$0.3 million and \$2.5 million, respectively, of cash for financing costs related to our revolving credit facility, as discussed below. In addition, during the nine months ended September 30, 2012, we made \$2.8 million of distributions to BC Holdings.

During 2011, we used \$2.5 million of cash for financing costs related to our revolving credit facility as discussed below.

During 2010, we received \$86.1 million from BC Holdings from its sale of 18.3 million Boise Inc. shares. We repurchased \$8.6 million of senior subordinated notes for \$8.5 million, plus accrued interest. On April 1, 2010, we borrowed \$45.0 million under our revolving credit facility, bringing the total amount outstanding to \$120.0 million. On April 30, 2010, we repaid the \$120.0 million and we permanently reduced the lending commitments by a like amount, bringing the total commitments under our revolving credit facility to \$170.0 million. This debt reduction, in combination with capital spending, fulfilled our obligations under the indenture governing our senior subordinated notes with respect to net available cash received in connection with the sale of Boise Inc. shares.

During 2009, we received \$83.2 million from BC Holdings from its sale of 18.8 million Boise Inc. shares. We repurchased \$11.9 million of senior subordinated notes for \$5.6 million, plus accrued interest. In addition, we repaid and subsequently reborrowed, \$60.0 million of outstanding

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borrowings under our revolving credit facility. In connection with the \$60.0 million payment on our revolving credit facility, we amended our revolving credit facility to permanently reduce the lending commitments by \$60.0 million, bringing the total commitments from \$350.0 million to \$290.0 million. This debt reduction, in combination with capital spending, fulfilled our obligations under the indenture governing our senior subordinated notes with respect to net available cash received in connection with the June 2008 sale of the note receivable from Boise Inc. and the July 2008 sale of our Brazilian subsidiary. During 2009, we also made \$10.7 million of distributions to BC Holdings to enable it to make tax distributions to its equityholders, most of which related to the taxable gain on the sale of our Paper and Packaging & Newsprint assets in 2008.

**Debt Structure**

Long-term debt consisted of the following:

	December 31, 2010	December 31, 2011	September 30, 2012
	(in thousands)		
Asset-based revolving credit facility	\$	\$	\$
7 <sup>1</sup> / <sub>8</sub> % senior subordinated notes	219,560	219,560	219,560
Long-term debt	219,560	219,560	219,560
Current portion of long-term debt			(25,000)
Long-term debt, less current portion	\$ 219,560	\$ 219,560	\$ 194,560

As discussed below under "Debt Refinancing," we refinanced our 7<sup>1</sup>/<sub>8</sub>% senior subordinated notes subsequent to September 30, 2012.

**Revolving Credit Facility**

On July 13, 2011, we and our principal operating subsidiaries, Boise Cascade Wood Products, L.L.C., and Boise Cascade Building Materials Distribution, L.L.C., as borrowers, and Boise Cascade Wood Products Holdings Corp., as guarantor, entered into a \$250 million senior secured asset-based revolving credit facility with Wells Fargo Capital Finance, L.L.C., as agent and the banks named therein as lenders. Borrowings under our revolving credit facility are constrained by a borrowing base formula dependent upon levels of eligible receivables and inventory and are reduced by outstanding borrowings and letters of credit. On September 7, 2012, we entered into a first amendment to the related credit agreement, which increased the aggregate lending commitments under our revolving credit facility to \$300 million. Other key terms of the credit agreement were unchanged by this first amendment. See "Description of Certain Indebtedness."

Our revolving credit facility generally permits dividends only if certain conditions are met, including having minimum availability requirements (as described in "Description of Certain Indebtedness") and having a fixed charge coverage ratio of 1:1 on a pro forma basis. Prior to the consummation of this offering, we intend to make a \$225.0 million cash distribution to BC Holdings. On December 20, 2012, we entered into a Limited Consent and Amendment to Loan Documents with the lenders under our revolving credit facility. The consent and amendment provided consent to this offering and certain transactions undertaken in connection with this offering, including the proposed cash distribution to BC Holdings and our conversion to a corporation prior to this offering. As a condition to such consent and amendment and pursuant to a related General Continuing Guaranty, BC Holdings agreed to become a guarantor under the revolving credit facility until such time as we have received net proceeds of at least \$115 million from the sale of our common stock, including proceeds from this offering, or we have received at least \$115 million in the form of an equity investment. Prior to this offering, the lenders have consented to the distribution by BC Holdings of up to \$110 million to its equityholders. Following consummation of this offering, BC Holdings will be released from its

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guaranty under the revolving credit facility and therefore will not be subject to contractual restrictions on making dividends.

At September 30, 2012, and December 31, 2011, we had no borrowings outstanding under our revolving credit facility and approximately \$10.0 million and \$11.3 million, respectively, of letters of credit outstanding. We did not borrow under our revolving credit facility during the nine months ended September 30, 2012. On October 12, 2012, we borrowed \$50.0 million under our revolving credit facility to partially fund the redemption of \$75.0 million of our senior subordinated notes, as discussed further below. These letters of credit and borrowings reduce our borrowing capacity under our revolving credit facility by an equivalent amount. The actual amount of credit that is available from time to time under our revolving credit facility fluctuates and is limited to a borrowing base amount that is determined according to, among other things, a percentage of the value of eligible receivables plus a percentage of the value of eligible inventory, as reduced by certain reserve amounts.

***Senior Subordinated Notes***

In October 2004, we issued \$400.0 million of 7<sup>1</sup>/<sub>8</sub>% senior subordinated notes due in 2014. On October 22, 2012, the trustee under the senior subordinated notes indenture, at our request, irrevocably called for redemption on November 21, 2012 all of our outstanding senior subordinated notes. We deposited with the trustee a portion of the proceeds from our issuance of \$250.0 million of senior notes on October 22, 2012, in an amount sufficient to pay and discharge the entire indebtedness on the senior subordinated notes, including interest. As of October 22, 2012, our obligations and those of the guarantors under our senior subordinated notes were discharged and satisfied, and the senior subordinated notes indenture generally ceased to be of further effect.

***Debt Refinancing***

On October 22, 2012, we, and our wholly owned subsidiary, Boise Cascade Finance Corporation ("Boise Finance" and together with us, the "Co-issuers"), issued \$250.0 million of 6<sup>3</sup>/<sub>8</sub>% senior notes due in 2020 through a private placement that is exempt from the registration requirements of the Securities Act. Interest on our senior notes is payable semiannually in arrears on May 1 and November 1, commencing on May 1, 2013. As a result of this refinancing, we extended the maturity of our debt and lowered our interest rate. Our senior notes are guaranteed by each of Boise Cascade's existing and future direct or indirect domestic subsidiaries that is a guarantor or co-borrower under our revolving credit facility, other than Boise Finance. In connection with the consummation of this offering, BC Holdings will cease to guarantee the Co-issuers' obligations under our senior notes and the related indenture. See "Description of Certain Indebtedness."

Following the sale of our senior notes, as noted above, we used \$145.6 million of the net proceeds of the sale to repay the senior subordinated notes at par plus interest through the redemption date. The remaining proceeds are available for general corporate purposes.

The indenture governing our senior notes restricts the issuance of dividends other than a \$100 million basket and except to the extent we have a consolidated leverage ratio no greater than 3.5:1.0. In addition, subject to compliance with a 2.0:1.0 consolidated charge coverage ratio, we will be entitled to make dividends in an amount generally equal to 50% of our net income from the date of the indenture governing our senior notes plus any contribution to equity or proceeds from sales of equity; provided that such amount will be reduced to the extent of certain other restricted payments, including pursuant to the 3.5:1.0 leverage ratio.

Table of Contents**Cash Paid for Interest**

For the years ended December 31, 2009, 2010 and 2011 and the nine month periods ended September 30, 2011 and 2012, cash payments for interest, net of interest capitalized, were \$20.0 million, \$18.6 million, \$16.7 million, \$8.6 million and \$8.7 million, respectively.

**Contractual Obligations**

In the table below, we set forth our enforceable and legally binding obligations as of December 31, 2011, on a pro forma basis to give effect to \$50.0 million of borrowings under our revolving credit facility in connection with the repayment of our senior subordinated notes, the issuance on October 22, 2012 of \$250.0 million of senior notes and our anticipated repayment of \$25.0 million of borrowings under our revolving credit facility. Some of the amounts included in the table are based on management's estimates and assumptions about these obligations, including their duration, the possibility of renewal, anticipated actions by third parties and other factors. Because these estimates and assumptions are necessarily subjective, our actual payments may vary from those reflected in the table. Purchase orders made in the ordinary course of business are excluded from the table below. Any amounts for which we are liable under purchase orders are reflected on the consolidated balance sheets as accounts payable and accrued liabilities.

	Payments Due by Period					Total
	2012	2013-2014	2015-2016	Thereafter	(in millions)	
Long-term debt(a)	\$	\$	\$ 25.0	\$ 250.0	\$	275.0
Interest(b)	18.3	36.3	34.9	63.8		153.3
Operating leases(c)	12.1	22.7	18.7	41.4		94.9
Purchase obligations:						
Raw materials and finished goods inventory(d)	74.6	151.4	3.4	0.2		229.6
Utilities(e)	8.0					8.0
Other	1.6	0.9				2.5
Other long-term liabilities reflected on our Balance Sheet:						
Compensation and benefits, including pension funding obligations(f)	21.4	56.7	60.6	65.5		204.2
Other(g)(h)	2.1	2.6	1.7	5.6		12.0
<b>Total</b>	<b>\$ 138.1</b>	<b>\$ 270.6</b>	<b>\$ 144.3</b>	<b>\$ 426.5</b>	<b>\$</b>	<b>979.5</b>

(a) Includes (i) the \$250.0 million of our senior notes issued on October 22, 2012 and (ii) \$25.0 million outstanding under our revolving credit facility, which has a maturity of July 13, 2016.

(b) Interest expense for 2012 and all subsequent periods gives effect to the refinancing of our senior subordinated notes and the issuance of our senior notes from the date these transactions occurred.

(c) We enter into operating leases in the normal course of business. We lease a portion of our distribution centers as well as other property and equipment under operating leases. Some lease agreements provide us with the option to renew the lease or purchase the leased property. Our operating lease obligations would change if we exercised these renewal options and/or if we entered into additional operating lease agreements. For more information, see Note 6, "Leases," to our audited consolidated financial statements included elsewhere in this prospectus.

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- (d) Amounts represent contracts to purchase approximately \$230 million of wood fiber, approximately \$34 million of which is purchased pursuant to fixed price contracts and approximately \$196 million of which is purchased pursuant to variable contracts based on first quarter of 2012 pricing. Under most of these log and fiber supply agreements, we have the right to cancel or reduce our commitments in the event of a mill curtailment or shutdown. Future purchase prices under most of these agreements will be set quarterly or semiannually based on regional market prices. Our log and fiber obligations are subject to change based on, among other things, the effect of governmental laws and regulations, our manufacturing operations not operating in the normal course of business, log and fiber availability and the status of environmental appeals. Except for deposits required pursuant to wood supply contracts, these obligations are not recorded in our consolidated financial statements until contract payment terms take effect.
- (e) We enter into utility contracts for the purchase of electricity and natural gas. We also purchase these services under utility tariffs. These payment obligations were valued either at market prices as of December 31, 2011 or at a fixed price, in each case, in accordance with the terms of the related utility contract or tariff. Because we consume the energy in the manufacture of our products, these obligations represent the face value of the contracts, not resale value.
- (f) Amounts consist primarily of our pension obligations and, to a lesser extent, the current portion of employee-related compensation liabilities of \$3.9 million. Actuarially determined liabilities related to pension benefits are recorded based on estimates and assumptions. Key factors used in developing estimates of these liabilities include assumptions related to discount rates, expected rate of compensation increases, retirement and mortality rates and other factors. Changes in estimates and assumptions related to the measurement of funded status could have a material impact on the amount reported. In the table above, we allocated our pension obligations by year based on the future required minimum pension contributions, as determined by our actuaries. Based on the current regulatory environment, we have revised our estimates of payments for compensation and benefits for 2013-2014 to be approximately \$40.0 million compared to the \$56.7 million presented in the table above.
- (g) Includes current liabilities of \$2.1 million.
- (h) We have excluded \$2.7 million and \$1.1 million of deferred lease costs and deferred gains, respectively, from the other long-term liabilities in the above table. These amounts have been excluded because deferred lease costs relate to operating leases which are already reflected in the operating lease category above and deferred gains do not represent a contractual obligation that will be settled in cash.

In addition to the contractual obligations quantified in the table above, we have other obligations for goods and services and raw materials entered into in the normal course of business.

**Off-Balance-Sheet Activities**

At September 30, 2012 and December 31, 2011 and 2010, we had no material off-balance-sheet arrangements with unconsolidated entities.

**Guarantees**

Note 9, "Debt," Note 15, "Commitments, Legal Proceedings and Contingencies and Guarantees" and Note 16, "Consolidating Guarantor and Nonguarantor Financial Information," to our audited consolidated financial statements included elsewhere in this prospectus describe the nature of our guarantees, including the approximate terms of the guarantees, how the guarantees arose, the events or circumstances that would require us to perform under the guarantees and the maximum

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potential undiscounted amounts of future payments we could be required to make. There have been no material changes to the guarantees disclosed in our audited financial statements as of December 31, 2011, other than the repayment of our senior subordinated notes previously guaranteed by our domestic subsidiaries and the issuance of our senior notes, which are similarly guaranteed by BC Holdings and by our domestic subsidiaries; provided that BC Holdings will cease to guarantee our senior notes upon the consummation of this offering.

**Seasonal and Inflationary Influences**

We are exposed to fluctuations in quarterly sales volumes and expenses due to seasonal factors. These seasonal factors are common in the building products industry. Seasonal changes in levels of building activity affect our building products businesses, which are dependent on housing starts, repair and remodel activities and light commercial construction activities. We typically report lower sales in the first and fourth quarters due to the impact of poor weather on the construction market and we generally have higher sales in the second and third quarters, reflecting an increase in construction due to more favorable weather conditions. We typically have higher working capital in the second and third quarters due to the summer building season. Seasonally cold weather increases costs, especially energy consumption, at most of our manufacturing facilities.

Our major costs of production are wood fiber, labor, glue and resins and energy. Wood fiber costs, glue and resin costs and diesel fuel prices have been volatile in recent years.

**Disclosures of Financial Market Risks**

In the normal course of business, we are exposed to financial risks such as changes in interest rates, foreign currency exchange rates and commodity price risk. During 2009, 2010 and 2011 and the nine months ended September 30, 2012, we did not use derivative instruments.

***Interest Rate Risk***

When we have loan amounts outstanding on our revolving credit facility, we are exposed to interest rate risk arising from fluctuations in interest rates. During 2009, 2010 and 2011 and the nine months ended September 30, 2012, we did not use any interest rate swap contracts to manage this risk.

***Foreign Currency Risk***

We have sales in countries outside the United States. As a result, we are exposed to movements in foreign currency exchange rates, primarily in Canada, but we do not believe our exposure to currency fluctuations is significant. During 2009, 2010 and 2011 and the nine months ended September 30, 2012, we did not use any foreign currency hedges to manage this risk.

***Commodity Price Risk***

Many of the products we manufacture or purchase and resell and some of our key production inputs are commodities whose price is determined by the market's supply and demand for such products. Price fluctuations in our selling prices and key costs have a significant effect on our financial performance. The markets for most of these commodities are cyclical and are affected by factors such as global economic conditions, including the strength of the U.S. housing market, changes in or disruptions to industry production capacity, changes in inventory levels and other factors beyond our control. During 2009, 2010 and 2011 and the nine months ended September 30, 2012, we did not manage commodity price risk with derivative instruments.

Table of Contents**Financial Instruments**

The table below provides information as of December 31, 2011, about our financial instruments that are sensitive to changes in interest rates. The table presents principal cash flows and related weighted average interest rates by expected maturity dates. For obligations with variable interest rate sensitivity, the table sets forth payout amounts based on December 31, 2011 rates and does not attempt to project future rates. Other instruments subject to market risk, such as obligations for pension plans and other postretirement benefits, are not reflected in the table.

					December 31, 2011	
	2012-2014	2015	2016	Thereafter	Total	Fair Value(b)
<b>Long-term debt</b>						
Fixed-rate debt payments(a):						(in millions)
Senior subordinated notes	\$ 219.6	\$	\$	\$	\$ 219.6	\$ 218.1
Average interest rates	7.1%				7.1%	
Variable-rate debt payments(a)	\$	\$	\$	\$	\$	\$
Average interest rates						

- (a) These obligations are further explained in "Financing Activities" under "Liquidity and Capital Resources" in this Management's Discussion and Analysis of Financial Condition and Results of Operations. The table assumes our long-term debt is held to maturity.
- (b) We estimated the fair value based on quoted market prices as of December 31, 2011, for our debt.

**Critical Accounting Estimates**

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities and reported amounts of revenues and expenses. Actual results could differ from these estimates. We believe that the accounting estimates discussed below represent the accounting estimates requiring the exercise of judgment where a different set of judgments could result in the greatest changes to reported results. We reviewed the development, selection and disclosure of our critical accounting estimates with the audit committee of our board of directors. Our current critical accounting estimates are as follows:

***Pensions***

We calculate pension expense and liabilities using actuarial assumptions, including discount rates, expected return on plan assets, expected rate of compensation increases, retirement and mortality rates, expected contributions and other factors. We based the assumptions used to calculate pension expense on the following factors:

*Discount Rate Assumption.* The discount rate reflects the current rate at which the pension obligations could be settled based on the measurement dates of the plans December 31. In all years presented, the discount rates were determined by matching the expected plan benefit payments against a spot rate yield curve constructed to replicate the yields of Aa-rated corporate bonds.

*Asset Return Assumption.* We base our expected long-term rate of return on plan assets on a weighted average of our expected returns for the major asset classes (equities, fixed-income securities, hedge funds and real estate) in which we invest. The weights we assign each asset class are based on our investment strategy. Expected returns for the asset classes are based on long-term historical returns, inflation expectations, forecasted gross domestic product, earnings growth and other economic factors.



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We developed our return assumption based on a review of the fund manager's estimates of future market expectations by broad asset class, actuarial projections and expected long-term rates of return from external investment managers. In 2010, the investment return on our pension asset portfolio was approximately 16%, as the U.S. equity and fixed income portions of the portfolio experienced strong performance as a result of equity and debt market conditions. The investment return was above our expected return on plan assets of 7.25% for 2010. In 2011, weak U.S. equity and negative international equity market performance drove poor overall investment portfolio performance of approximately 1%, below our expected return on plan assets of 7.0% for 2011. The weighted average expected return on plan assets used in our calculation of 2012 net periodic benefit cost is 6.75%.

*Rate of Compensation Increases.* Generally, this assumption reflects our long-term actual experience, the near-term outlook and assumed inflation. However, in connection with amending the salaried and nonqualified plans on March 18, 2009 to freeze pension benefits effective December 31, 2009 (see Note 11, "Retirement and Benefit Plans," to our audited consolidated financial statements included elsewhere in this prospectus), we changed the assumption for the rate of compensation increase to zero. In addition to the salaried benefits being frozen, there are currently no scheduled increases in pension benefit rates applicable to past service in the active plan covering our hourly employees.

*Retirement and Mortality Rates.* These rates are developed to reflect actual and projected plan experience.

*Expected Contributions.* Plan obligations and expenses are based on existing retirement plan provisions. No assumption is made for future changes to benefit provisions beyond those to which we are presently committed. For example, we may commit to changes in future labor contracts. In 2011, we made \$13.6 million in contributions to our pension plans. We expected to contribute approximately \$20.0 million to our pension plans in 2012.

We recognize the funded status of our pension plans on our Consolidated Balance Sheet and recognize the actuarial and experience gains and losses and the prior service costs and credits as a component of other comprehensive loss, net of tax, in our Consolidated Statement of Stockholder's Equity. Actual results that differ from assumptions are accumulated and amortized over future periods and, therefore, generally affect recognized expense in future periods. While we believe that the assumptions used to measure our pension obligations are reasonable, differences in actual experience or changes in assumptions may materially affect our pension obligations and future expense.

We believe that the accounting estimate related to pensions is a critical accounting estimate for all of our segments because it is highly susceptible to change from period to period. The future effects of pension plans on our financial position and results of operations will depend on economic conditions, employee demographics, mortality rates, retirement rates, investment performance, the pension regulatory environment, benefit plan design and funding decisions, among other factors. The

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following table presents selected assumptions used and expected to be used in the measurement of pension expense in the following periods:

	Year Ended December 31		Year Ending	
	2010	2011	December 31, 2012	
	(in millions, except percentages)			
Pension expense	\$ 7.40	\$ 11.40	\$	12.90
Discount rate	5.90%	5.35%		4.20%
Expected rate of return on plan assets	7.25%	7.00%		6.75%
Rate of compensation increases(a)				

(a)

The compensation increase is zero due to the fact that the salaried and nonqualified benefits were frozen December 31, 2009. In addition to the salaried benefits being frozen, there are currently no scheduled increases in pension benefit rates applicable to past service in the active plan covering our hourly employees.

A change of 0.25% in either direction to the discount rate or the expected rate of return on plan assets would have had the following effect on 2012 and 2011 pension expense. These sensitivities are specific to 2012 and 2011. The sensitivities may not be additive, so the impact of changing multiple factors simultaneously cannot be calculated by combining the individual sensitivities shown.

	Base Expense	Increase (Decrease) in Pension Expense	
		0.25% Increase	0.25% Decrease
	(in millions)		
<b>2012 Expense</b>			
Discount rate	\$ 12.9	\$ (1.4)	\$ 1.4
Expected rate of return on plan assets	12.9	(0.7)	0.7
<b>2011 Expense</b>			
Discount rate	\$ 11.4	\$ (0.8)	\$ 1.2
Expected rate of return on plan assets	11.4	(0.6)	0.6

### ***Long-Lived Asset Impairment***

We review long-lived assets for impairment when events or changes in circumstances indicate that the carrying amount of assets may not be recoverable. An impairment of a long-lived asset exists when the carrying value is not recoverable through future undiscounted cash flows from operations and when the carrying value of an asset or asset group exceeds its fair value.

Long-lived asset impairment is a critical accounting estimate, as it is susceptible to change from period to period. We estimate the fair value of an asset or asset group based on quoted market prices (the amount for which the asset(s) could be bought or sold in a current transaction with a third party) when available. When quoted market prices are not available, we use a discounted cash flow model to estimate fair value. To measure future cash flows, we are required to make assumptions about future production volumes, future product pricing and future expenses to be incurred. Estimates of future cash flows may change based on overall economic conditions, the availability of wood fiber, environmental requirements, capital spending and other strategic management decisions.

Should the markets for our products deteriorate further or should we decide to invest capital differently and should other cash flow assumptions change, it is possible that we will be required to record noncash impairment charges in the future that could have a material impact on our results of operations. Due to the numerous variables associated with our judgments and assumptions relating to

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the valuation of assets and the effects of changes on these valuations, both the precision and reliability of our estimates are subject to uncertainty. As additional information becomes known, we may change our estimates.

***Allowance for Doubtful Accounts***

We make ongoing estimates relating to the collectibility of our accounts receivable and maintain a reserve for estimated losses resulting from the inability of our customers to meet their financial obligations to us. At September 30, 2012 and December 31, 2011, we had \$2.9 million and \$2.1 million recorded as allowances for doubtful accounts. Estimating our allowance for doubtful accounts is a critical accounting estimate, as it involves complex judgments about our customers' ability to pay. In determining the amount of the reserve, we consider our historical level of credit losses, customer concentrations, current economic trends and changes in customer creditworthiness. Our sales are principally to customers in the building products industry located in the United States and Canada. A significant portion of our sales are concentrated with a relatively small number of customers. In 2011, our top ten customers represented approximately 27% of sales. In order to manage credit risk, we consider customer concentrations and current economic trends and monitor the creditworthiness of significant customers based on ongoing credit evaluations. At September 30, 2012 and December 31, 2011, the receivables from a single customer accounted for approximately 15% and 14%, respectively, of total receivables. No other customer accounted for 10% or more of total receivables as of September 30, 2012 or December 31, 2011.

The low level of new residential construction in the U.S. and disruptions in the capital markets have affected the ability of our customers and our customers' customers to fund their operations, which makes it difficult for us to estimate future credit losses. Although we have not experienced material credit losses in recent years, our actual future losses from uncollectible accounts may differ materially from our current estimates. As additional information becomes known, we may change our estimates. In the event we determine that a change in the reserve is appropriate, we will record a charge to "Selling and distribution expenses" in our Consolidated Statements of Income (Loss) in the period we make such a determination.

***Goodwill and Intangible Asset Impairment***

Goodwill represents the excess of the cost of an acquired business over the fair value of the identifiable tangible and intangible assets acquired and liabilities assumed in a business combination. At December 31, 2011, we had \$12.2 million of goodwill recorded on our Consolidated Balance Sheet, of which \$5.6 million was recorded in our Building Materials Distribution segment and \$6.6 million was recorded in our Wood Products segment. At December 31, 2011, the net carrying amount of intangible assets with indefinite lives, which represent our trade names and trademarks, was \$8.9 million.

We maintain two reporting units for purposes of our goodwill impairment testing, Building Materials Distribution and Wood Products, which are the same as our operating segments discussed in Note 14, "Segment Information," to our audited consolidated financial statements included elsewhere in this prospectus. We test goodwill in each of our reporting units and indefinite-lived intangible assets for impairment annually in the fourth quarter or sooner if events or changes in circumstances indicate that the carrying value of the asset may exceed fair value. In conducting our goodwill impairment analysis, we utilize the discounted cash flow approach that estimates the projected future cash flows to be generated by our reporting units, discounted to present value using a discount rate reflecting weighted average cost of capital for a potential market participant. For our intangible asset impairment testing, we use a discounted cash flow approach, based on a relief from royalty method. This method assumes that through ownership of trademarks and trade names, we avoid royalty expense associated with licensing, resulting in cost savings. An estimated royalty rate, determined as a percentage of sales, is used to estimate the value of the intangible assets. Differences in assumptions used in projecting

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future cash flows and cost of funds could have a significant impact on the determination of the fair value of our reporting units and intangible assets. The following assumptions are key to our estimates of fair value:

*Business projections.* Projections are based on five-year forecasts that are developed internally by management for use in managing the business and reviewed by the board of directors. These projections include significant assumptions such as estimates of future revenues, profits, working capital requirements, operating plans and capital expenditures. Our forecasts are driven by consensus estimates of key economic indicators that affect our operating results, most notably new residential and light commercial construction and repair and remodel activity. These economic indicators are then used to estimate future production volumes, selling prices and key input costs for our manufactured products. Our forecasts also take into consideration recent sales data for existing products, planned timing of capital projects and anticipated conversion and distribution expenses. Our pricing assumptions are estimated based upon an assessment of industry supply and demand dynamics for our major products.

*Growth rates.* A growth rate is used to calculate the terminal value in the discounted cash flow model. The growth rate is the expected rate at which earnings or revenue is projected to grow beyond the five-year forecast period.

*Discount rates.* Future cash flows are discounted at a rate that is consistent with a weighted average cost of capital for a potential market participant. The weighted average cost of capital is an estimate of the overall after-tax rate of return required by equity and debt holders of a business enterprise. The discount rates selected are based on existing conditions within our industry and reflect adjustments for potential risk premiums in those markets as well as weighting of the market cost of equity versus debt.

Based on the results of the first step of the goodwill impairment test, we determined that the fair value of each of our reporting units substantially exceeded their carrying amounts and, therefore, no goodwill impairment existed. As a result, the second step of the goodwill impairment test was not required to be completed. In addition, based on the impairment tests of our intangible assets with indefinite lives, we determined that the fair value of our intangible assets exceeds their carrying value.

*New and Recently Adopted Accounting Standards*

For information related to new and recently adopted accounting standards, see "New and Recently Adopted Accounting Standards" in Note 2, "Summary of Significant Accounting Policies," to our unaudited quarterly consolidated financial statements included elsewhere in this prospectus.

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**BUSINESS**

**Our Company**

We are a large, vertically-integrated wood products manufacturer and building materials distributor with widespread operations throughout the United States and Canada. We are the second largest manufacturer of LVL, I-joists and plywood in North America, according to RISI's Capacity Report. We believe we are also one of the largest stocking wholesale distributors of building products in the United States. Our broad line of products is used primarily in new residential construction, residential repair and remodeling projects, light commercial construction and industrial applications. We have a broad base of more than 4,500 customers, which includes a diverse mix of leading wholesalers, home improvement centers, retail lumberyards and industrial converters. We believe our large, vertically-integrated operations provide us with significant advantages over less integrated competitors and position us to optimally serve our customers. For the LTM period, we generated sales of \$2,631.9 million, net income of \$26.4 million, income before interest and taxes of \$45.7 million and EBITDA of \$80.1 million.

We supply our customers through 49 strategically located facilities (consisting of 18 manufacturing facilities and 31 distribution facilities). The following map indicates our headquarters, EWP and other manufacturing facilities and building materials distribution facilities:

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In addition to the vertical integration between our manufacturing and distribution operations, our EWP manufacturing facilities are closely integrated with our nearby plywood operations, which allows us to optimize both production processes. Throughout the housing downturn, we have continued to make strategic capital investments to increase our manufacturing capacity and expand our building materials distribution network. We believe that our scale, closely integrated businesses and significant capital investments throughout the downturn provide us with substantial operating leverage to benefit from a recovery in the U.S. housing market.

We operate our company through two primary segments: our Wood Products segment and our Building Materials Distribution segment. The charts below summarize the breakdown of our business for the LTM period.

**LTM SALES BY SEGMENT(1)(2)**

**LTM EBITDA BY SEGMENT(1)(3)**

- 
- (1) Financial data for the LTM period presented in this prospectus is derived by adding financial data for the year ended December 31, 2011 to financial data for the nine months ended September 30, 2012 and subtracting financial data for the nine months ended September 30, 2011.
- (2) Segment percentages are calculated before intersegment eliminations.
- (3) Segment percentages exclude Corporate and Other segment expenses.

**Wood Products (\$69.2 million, or 73%, of LTM EBITDA).** Our Wood Products segment is the second largest manufacturer of EWP and plywood in North America, according to RISI's Capacity Report, with a highly integrated national network of 17 manufacturing facilities. Our wood products are used primarily in new residential construction, residential repair and remodeling projects and light commercial construction. We are focused on profitably gaining EWP market share and maintaining a strong market presence in plywood and pine lumber by providing superior customer service and distribution support. We manufacture LVL, I-joists and laminated beams. We also produce plywood, studs, particleboard and ponderosa pine lumber. We enjoy the benefit of long-term wood supply agreements put in place in 2005 following the sale of our timberlands, under which we purchase timber at market-based prices. Approximately 40% of our log consumption is typically supplied through these agreements, giving us access to timberlands near our manufacturing operations.

Our EWP manufacturing facilities are closely integrated with our nearby plywood operations to optimize veneer utilization, by enabling us to dedicate higher quality veneers to higher margin applications and lower quality veneers to plywood products, giving us an advantage over our less integrated competitors. For the LTM period, EWP, plywood and lumber accounted for 35%, 44% and 9%, respectively, of our Wood Products sales. Most of our wood products are sold to leading wholesalers (including our Building Materials Distribution segment), home improvement centers, retail lumberyards and industrial converters. For the LTM period, approximately 37% of our Wood Products sales, including approximately 71% of our EWP sales, were to our Building Materials Distribution

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segment. For the LTM period, our Wood Products segment generated sales, income before interest and taxes and EBITDA of \$893.0 million, \$43.7 million and \$69.2 million, respectively.

***Building Materials Distribution (\$26.2 million, or 27%, of LTM EBITDA).*** We believe we are one of the largest national stocking wholesale distributors of building materials in the United States. Our nationwide network of 31 strategically-located distribution facilities sells a broad line of building materials, including EWP, OSB, plywood, lumber and general line items such as framing accessories, composite decking, roofing, siding and insulation. We also operate a truss manufacturing plant located in Maine. Our products are used in the construction of new residential housing, including single-family, multi-family and manufactured homes, repair and remodeling projects and the construction of light industrial and commercial buildings. Except for EWP, we purchase most of these building materials from more than 1,000 third-party suppliers ranging from large manufacturers, such as James Hardie Building Products, Trex Company, Louisiana-Pacific and Georgia-Pacific, to smaller regional producers.

We market our products primarily to retail lumberyards and home improvement centers that then sell the products to end customers, who are typically professional builders, independent contractors and homeowners engaged in residential construction projects. We also market our products to industrial converters, which use our products to assemble windows, doors, agricultural bins and other value-added products used in industrial and repair and remodel applications. Unlike many of our competitors who are specialized, local or regional distributors that focus primarily on a narrow range of products, we are a one-stop resource for our customers' building materials needs, which allows for more cost-efficient ordering, delivery and receiving. Furthermore, we believe that our national presence and long-standing relationships with many of our key suppliers allow us to obtain favorable price and term arrangements and offer excellent customer service on top brands in the building materials industry. We have expertise in special-order sourcing and merchandising support, which is a key service for our home improvement center customers that choose not to stock certain items in inventory. Our highly efficient logistics system allows us to deliver superior customer service and assist our customers in optimizing their working capital, which we believe has led to increased market share during the housing downturn. For the LTM period, our Building Materials Distribution segment generated sales, income before interest and taxes and EBITDA of \$2,066.6 million, \$17.4 million and \$26.2 million, respectively.

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The following diagram illustrates our value chain:

**BOISE CASCADE VALUE CHAIN**

**Our Industry**

The building products manufacturing and distribution industry in North America is highly competitive, with a number of producers manufacturing and selling a broad range of products. Demand for our products is principally influenced by new residential construction, light commercial construction and repair and remodeling activity in the United States. Drivers of new residential construction, light commercial construction and repair and remodeling activity include new household formation, the age of the housing stock, availability of credit and other macroeconomic factors, such as GDP growth, population growth, migration, interest rates, employment and consumer sentiment. Purchasing decisions made by the customers who buy our wood products are generally based on price, quality and, particularly with respect to EWP, customer service and product support.

From 2005 to 2011, total housing starts in the United States declined by more than 70%. According to the U.S. Census Bureau, total housing starts in the United States were 0.59 million in 2010 and 0.61 million in 2011, modest increases over the 2009 level of 0.55 million (the lowest year on record) but significantly less than the 50-year average rate of 1.5 million. Prior to 2008, the housing market had not experienced a year with total housing starts below 1.0 million since the U.S. Census Bureau began its annual recordkeeping in 1959.

In November 2012, U.S., single- and multi-family housing starts were 0.86 million on a seasonally adjusted annual rate basis, an increase of 22% from November 2011. As of December 2012, the Blue Chip Economic Indicators median consensus forecast of single- and multi-family housing starts in the U.S. was approximately 0.78 million units for 2012 and approximately 0.96 million units for 2013, which represent annual increases of 28% and 23%, respectively. We believe that over the long-term,



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there is considerable growth potential in the U.S. housing sector. As of December 2012, IHS Global Insight estimates that total U.S. single- and multi-family housing starts will average 1.47 million units per year from 2012 through 2021, levels that are in line with the 50-year historical average.

The following table sets forth historical and projected annual U.S. single- and multi-family housing starts for the periods indicated:

- 
- (a) 2012-2021 average annual U.S. single- and multi-family housing starts estimate per IHS Global Insight as of December 2012.
  - (b) 2002-2011 average annual U.S. single- and multi-family housing starts per U.S. Census Bureau.
  - (c) Projected 2012 and 2013 U.S. single- and multi-family housing starts represent median consensus forecast per Blue Chip Economic Indicators as of December 2012.

During the housing downturn, demand for EWP declined less than demand from many products dependent on new residential construction. According to APA The Engineered Wood Association, LVL production volumes in North America increased 27% from 32.7 million cubic feet in 2009 to 41.6 million cubic feet in 2011 and I-joist production volumes in North America increased 20% from 380.1 million linear feet in 2009 to 456.9 million linear feet in 2011. Longer term demand trends are expected to improve further. RISI forecasts that I-joist demand in North America will increase 15% and LVL billet demand in North America will increase 21% in 2012, followed by further demand increases in 2013 through 2015. RISI expects the I-joist and LVL billet demand to reach 1,013 million linear feet and 98.5 million cubic feet, respectively, by 2017.

Our products are not only used in new residential construction, but also in residential repair and remodeling projects, light commercial construction and industrial applications. We believe this diversification by product end use provides us some protection from declines in the new residential construction market. Residential repair and remodeling spending increased significantly over the past 15 years. According to the HIRI, the U.S. repair and remodeling market increased 81.5% from \$165 billion in 1996 to a peak of \$300 billion in 2006 and declined approximately 10.2% to \$269 billion in 2011. In addition, the overall age of the U.S. housing stock, increased focus on making homes more energy efficient, rising home prices and availability of consumer capital at low interest rates are expected to drive long-term growth in repair and remodeling expenditures. HIRI estimates that total U.S. sales of home maintenance, repair and improvement products will grow at a compounded annual rate of 5.1% from 2011 through 2016.

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**Our Competitive Strengths**

We believe the following key competitive strengths have contributed to our success and will enable us to execute our growth strategy:

***Leadership Positions in Wood Products Manufacturing and Building Materials Distribution on a National Scale***

We believe we are one of the leading manufacturers in the North American wood products industry. According to RISI's Capacity Report, we are the second largest producer of EWP and plywood in North America and we are the largest producer of plywood in the Western United States. We also operate the two largest EWP facilities in North America as reported in RISI's Capacity Report. From 2005 to 2011, we increased our sales of LVL and I-joists per North American housing start by 65% and 30%, respectively. We have positioned ourselves to take advantage of improving demand in our core markets by expanding our EWP and plywood capacity through capital investments in low-cost, internal veneer manufacturing. Our Wood Products segment operates a highly-integrated national network of 17 manufacturing facilities that are well-maintained and cost-efficient as a result of continued capital improvements.

We believe we are one of the largest national stocking wholesale distributors of building materials in the United States and we believe we offer one of the broadest product lines in the industry. From 2005 to 2011, we nearly doubled our sales per U.S. housing start in our Building Materials Distribution segment. Our national platform of 31 strategically-located distribution facilities supplies products to all major markets in the United States and provides us with significant scale and capacity relative to most of our competitors; however, certain of our competitors are larger than we are and may have greater scale and capacity than we do. We also have one truss manufacturing plant that is located in Maine. Our broad geographic presence reduces our exposure to market factors in any single region. We have developed and maintain long-standing relationships with our customer segments, including retail lumberyards, home improvement centers and industrial converters. We believe that our strong and diverse customer relationships and support from leading industry manufacturers will enable us to capture additional market share as demand for building products improves.

***Strongly Situated to Serve our Customers with Vertically-Integrated Manufacturing and Distribution Operations***

We believe that we are the only large-scale manufacturer of plywood and EWP in North America that is vertically-integrated from log procurement through distribution. The integration of our manufacturing and distribution operations allows us to make procurement, manufacturing, veneer merchandising and marketing decisions that reduce our manufacturing and supply chain costs and allow us to more effectively control quality and working capital. Furthermore, our vertically-integrated operations combined with our national distribution network significantly enhance our ability to assure product supply for our end customers. We believe our vertical integration was an important factor in our ability to increase market share during the recent housing downturn.

***Low-Cost Manufacturing and Distribution Footprint***

We believe that we have a highly competitive asset base across both of our operating segments, in part because we continued to strategically invest throughout the housing downturn. Our large-scale EWP production facilities are integrated with our nearby plywood operations to optimize our veneer utilization, which we believe helps position us as a competitive manufacturer in the growing EWP business. In the past three years, we completed a number of initiatives in our Wood Products segment that strengthened our asset base and enhanced our operating performance. In our plywood and veneer operations, we reduced costs by reducing headcount and closing three facilities in Western Oregon. At the same time, we installed two new large-scale, state-of-the-art dryers at our Medford, Oregon,

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plywood facility. In our EWP operations, we executed significant operational improvements to take advantage of additional low-cost, internal veneer production at our plywood facilities.

We believe that our plywood facilities in Kettle Falls, Washington and Elgin, Oregon, are among the lowest cost Douglas fir plywood facilities in North America. Additionally, in the active timberland markets in which we operate, our manufacturing facilities are clustered to enable us to efficiently utilize fiber resources and to shift production depending on demand. We believe we are the only manufacturer in the inland Pacific Northwest with the integrated primary and secondary facilities necessary to process all softwood species.

***Significant Capital Invested to Position us for Growth as the Housing Market Recovers***

Our operations are well-positioned to serve our customers and take advantage of the recovery that we believe is underway in the U.S. housing market. From 2005 to 2011 we invested \$270 million (excluding acquisitions) to upgrade and maintain our Wood Products facilities and opportunistically expand our Building Materials Distribution facilities. Since 2005, we have increased our covered warehouse space by over 65% and have more than doubled our outdoor storage acreage. We expect to make further capital investments in cost and operational improvements, primarily related to internal veneer production, which will further enhance our competitive position and allow us to capture growth opportunities. For the LTM period, we operated our EWP facilities at approximately 50% of LVL press capacity providing us with substantial unused capacity. Additionally, we believe that our Building Materials Distribution facilities can support a considerable ramp-up in housing starts with no significant requirement for new capacity and will allow us to double our sales without increasing our existing footprint.

***Experienced Management Team and Principal Equityholder***

Madison Dearborn, BC Holdings' ultimate principal equityholder, has a long and successful track record of investing in manufacturing and distribution businesses. Our senior management team has an average of 30 years of experience in forest products manufacturing and building material distribution with a track record of financial and operational excellence in both favorable and challenging market conditions. We will establish the 2013 Equity Incentive Plan so that we can align management's compensation with our financial performance. See "Executive Compensation 2013 Equity Incentive Plan."

**Our Business Strategy**

We intend to capitalize on our strong market position in wood products manufacturing and building materials distribution to increase revenues and profits and maximize cash flow as the U.S. housing market recovers. We seek to achieve this objective by executing on the following strategies:

***Grow our Wood Products Segment Operations with a Focus on Expanding our Market Position in EWP***

We will continue to expand our market position in EWP by focusing on our large-scale manufacturing position, comprehensive customer service, design support capabilities and efficient distribution network. We have positioned ourselves to take advantage of expected increases in the demand for EWP per housing start by expanding our capacity through capital investments in low-cost, internal veneer manufacturing. We have also developed strategic relationships with third-party veneer suppliers to support additional EWP production as needed. Additionally, we intend to grow our Wood Products business through strategic acquisitions that are a compelling fit with our existing operations.

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***Grow Market Share in our Building Materials Distribution Segment***

We intend to grow our Building Materials Distribution business in existing markets by adding products and services to better serve our customers. For example, we have added cedar board inventory and door shops in additional locations. We also plan to opportunistically expand our Building Materials Distribution business into nearby geographies that we currently serve using off-site storage arrangements or longer truck routes. Sales in our Building Materials Distribution segment are strongly correlated with new residential construction in the United States. Measured on a sales-per-housing-start basis, our Building Materials Distribution business has grown significantly from 2005 to 2011, with penetration increasing from \$1,476 to \$2,923, or approximately 98%, per U.S. housing start. We will continue to grow our Building Materials Distribution business by opportunistically acquiring facilities, adding new products, opening new locations, relocating and expanding capacity at existing facilities and capturing local market share through our superior supply chain capabilities and customer service.

***Further Differentiate our Products and Services to Capture Market Share***

We seek to continue to differentiate ourselves from our competitors by providing a broad line of high-quality products and superior customer service. Throughout the housing downturn, we believe we have grown market share by strengthening relationships with our customers by stocking sufficient inventory and retaining our primary sales team. Our Building Materials Distribution segment's highly efficient logistics system allows us to deliver superior customer service and assist our customers in optimizing their working capital. Our national distribution and manufacturing integration system differentiates us from most of our competitors and is critical to servicing leading wholesalers, home improvement centers, retail lumberyards and industrial converters. Additionally, this system allows us to procure product more efficiently and to develop and maintain stronger relationships with our vendors. Because of these relationships and our national presence, many of our vendors have offered us favorable pricing and provide us with enhanced product introductions and ongoing marketing support.

***Continue to Improve our Competitiveness through Operational Excellence***

We use a disciplined cost management approach to maximize our competitiveness without sacrificing our ability to react to future growth opportunities. Additionally, we have made capital investments and process improvements in certain facilities, which have enabled us to close or divest five manufacturing facilities during the housing downturn without any adverse impact on our production capacity. These capital investments and process improvements have decreased our production costs and allowed us to produce lower-cost, higher-quality veneers. Beginning in 2009, we adopted a data-driven process improvement program to further strengthen our manufacturing operations. Because of the significant gains we continue to see from this program, we believe there are opportunities to apply similar techniques and methods to different functional areas (including sales and marketing) to realize efficiencies in those areas.

**Wood Products**

*Products*

We manufacture LVL, I-joists and laminated beams, which are high-grade, value-added structural products used in applications where extra strength and consistent quality is required, such as headers and beams. LVL is also used in the manufacture of engineered I-joists, which are assembled by combining a vertical web of OSB with top and bottom LVL or solid wood flanges. We also produce plywood, studs, particleboard and ponderosa pine lumber, a premium lumber grade sold primarily to manufacturers of specialty wood windows, moldings and doors.

For the LTM period, EWP (LVL and I-joists), plywood and lumber accounted for 35%, 44% and 9%, respectively, of our Wood Products sales. Most of our wood products are sold to leading wholesalers (including our Building Materials Distribution segment), home improvement centers, retail lumberyards and industrial converters. In the LTM period, approximately 37% of our Wood Products sales, including approximately 71% of our EWP sales, were to our Building Materials Distribution segment.

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The following table sets forth the annual capacity and production of our principal wood products for the periods indicated:

	Year Ended December 31				
	2007	2008	2009	2010	2011
	(in millions)				
<b>Capacity(a)</b>					
Laminated veneer lumber (LVL) (cubic feet)(b)	27.5	27.5	27.5	27.5	27.5
Plywood (sq. ft.) ( <sup>3</sup> / <sub>8</sub> " basis)(c)	1,600	1,600	1,430	1,475	1,500
Lumber (board feet)(d)	250	230	180	180	200
<b>Production</b>					
Laminated veneer lumber (LVL) (cubic feet)(b)	17.2	11.2	7.9	10.0	10.7
I-joists (equivalent lineal feet)(b)	194	109	81	105	112
Plywood (sq. ft.) ( <sup>3</sup> / <sub>8</sub> " basis)(c)	1,467	1,351	1,066	1,183	1,240
Lumber (board feet)(d)	237	189	141	149	152

(a) Annual capacity is production assuming normal operating shift configurations. Accordingly, production can exceed capacity under some operating conditions.

(b) A portion of LVL production is used to manufacture I-joists at two EWP plants. Capacity is based on LVL production only.

(c) Approximately 20%, 13%, 10%, 11% and 12% respectively, of the plywood we produced in 2007, 2008, 2009, 2010 and 2011 was utilized internally to produce EWP.

In response to the housing downturn, in March 2009, we closed our plywood manufacturing facility in White City, Oregon and curtailed our Oakdale, Louisiana plywood operation. The Oakdale, Louisiana mill resumed plywood operations in June 2010.

(d) In June 2009, we closed our lumber facility in La Grande, Oregon. This facility was reopened on a limited operating basis in April 2011. Also in June 2009, we purchased a lumber manufacturing facility in Pilot Rock, Oregon. In February 2012, we purchased a lumber facility in Arden, Washington.

The following table sets forth segment sales; segment income (loss); depreciation and amortization; and earnings before interest, taxes, depreciation and amortization (EBITDA) for the periods indicated:

	Year Ended December 31					Nine Month Ended September 30		Twelve Months Ended September 30,	
	2007	2008(a)	2009(b)	2010(c)	2011(d)	2011(e)	2012	September 30, 2012	
	(in millions)								
Segment sales(f)	\$ 1,010.2	\$ 795.9	\$ 550.8	\$ 687.4	\$ 712.5	\$ 532.2	\$ 712.7	\$ 893.0	
Segment income (loss)(g)	23.6	(55.1)	(77.3)	(8.1)	(15.1)	(10.0)	48.8	43.7	
Segment depreciation and amortization	30.0	27.7	33.0	27.1	28.4	21.1	18.2	25.5	
Segment EBITDA(h)	\$ 53.7	\$ (27.4)	\$ (44.3)	\$ 19.0	\$ 13.3	\$ 11.1	\$ 67.0	\$ 69.2	

(a)

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In 2008, segment loss included \$11.3 million of expenses related to closing our veneer operations in St. Helens, Oregon and our plywood manufacturing facility in White City, Oregon, partially offset by a \$5.7 million net gain related to the sale of our wholly owned subsidiary in Brazil that manufactured veneer.

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- (b) In 2009, segment loss included \$8.9 million of expense related to the June 2009 closure of our lumber manufacturing facility in La Grande, Oregon, of which \$3.7 million reduced EBITDA and \$5.2 million was accelerated depreciation recorded in "Depreciation and amortization."
- (c) In 2010, segment income and EBITDA included \$0.5 million of income for cash received from a litigation settlement related to vendor product pricing.
- (d) In 2011, segment loss included \$2.6 million of expense related to the permanent closure of a laminated beam plant in Emmett, Idaho and noncash asset write-downs, of which \$2.2 million reduced EBITDA and \$0.4 million was accelerated depreciation recorded in "Depreciation and amortization."
- (e) In the nine months ended September 30, 2011, segment loss included \$2.2 million of expense related to the permanent closure of a laminated beam plant in Emmett, Idaho and noncash asset write-downs, of which \$1.8 million was included in EBITDA and \$0.4 million was accelerated depreciation recorded in "Depreciation and amortization."
- (f) Segment sales are calculated before intersegment eliminations.
- (g) Segment income (loss) excludes Corporate and Other segment expenses.
- (h) Segment EBITDA is calculated as segment income (loss) before depreciation and amortization, excluding Corporate and Other segment expenses. EBITDA is the primary measure used by our chief operating decision maker to evaluate segment operating performance and to decide how to allocate resources to segments. We believe EBITDA is useful to investors because it provides a means to evaluate the operating performance of our segments and our company on an ongoing basis using criteria that are used by our internal decision makers and because it is frequently used by investors and other interested parties when comparing companies in our industry that have different financing and capital structures and/or tax rates. We believe EBITDA is a meaningful measure because it presents a transparent view of our recurring operating performance and allows management to readily view operating trends, perform analytical comparisons, and identify strategies to improve operating performance. EBITDA, however, is not a measure of our liquidity or financial performance under generally accepted accounting principles (GAAP) and should not be considered as an alternative to net income (loss), income (loss) from operations, or any other performance measure derived in accordance with GAAP or as an alternative to cash flow from operating activities as a measure of our liquidity. The use of EBITDA instead of net income (loss) or segment income (loss) has limitations as an analytical tool, including the inability to determine profitability; the exclusion of interest expense, interest income, and associated significant cash requirements; and the exclusion of depreciation and amortization, which represent unavoidable operating costs. Management compensates for the limitations of EBITDA by relying on our GAAP results. Our measure of EBITDA is not necessarily comparable to other similarly titled captions of other companies due to potential inconsistencies in the methods of calculation.

*Facilities*

Our Wood Products segment currently operates four EWP facilities and seven plywood and veneer plants, five of which manufacture inputs used in our EWP facilities. Our EWP facilities have a high degree of raw material and manufacturing integration with our plywood and veneer facilities. We also operate five sawmills, including the Arden, Washington facility purchased in February 2012 and one particleboard plant. During 2011, we closed our laminated beam manufacturing plant in Emmett, Idaho and purchased a laminated beam and decking manufacturing plant in Homedale, Idaho, that provides us a broader product mix and a larger, more efficient operation.

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*Raw Materials and Input Costs*

*Wood fiber.* The primary raw material in our Wood Products segment is wood fiber. For the year ended December 31, 2011, wood fiber accounted for 38% of materials, labor and other operating expenses, including from related parties (excluding depreciation), in our Wood Products segment and 11% of our consolidated materials, labor and other operating expenses, including from related parties (excluding depreciation). Our plywood and veneer facilities use Douglas fir, white woods and pine logs as raw materials. We use ponderosa pine, spruce and white fir logs to manufacture various grades of lumber. Our EWP facilities in Louisiana and Oregon use veneers and parallel-laminated veneer panels produced by our facilities and purchased from third parties, together with OSB purchased from third parties, to manufacture LVL and I-joists. Our manufacturing facilities are located in close proximity to active wood markets. We have long-term market-based contracts for a significant portion of our fiber needs.

Timber comprises over 80% of our wood fiber costs and we satisfy our timber requirements through a combination of purchases under supply agreements, open market purchases and purchases pursuant to contracts awarded under public timber auctions. In February 2005, one of our affiliates sold its timberland operations to Forest Capital, an unaffiliated third party. In connection with this sale, we entered into a series of fiber supply agreements with Forest Capital. These fiber supply agreements required Forest Capital to sell a specified amount of timber to us at prices generally related to market prices. In 2011, approximately 43% of our timber was supplied pursuant to these agreements. In July 2011, Forest Capital sold approximately 50,000 acres of the timberlands in Louisiana to Rayonier. In July 2012, Forest Capital sold the remaining legacy timberlands in Louisiana, Washington, Oregon, Minnesota, and Idaho to a group of purchasers, whose investments in the timberlands are managed by Hancock. In July 2012, Hancock resold approximately 110,000 acres of the Louisiana timberlands to a group of purchasers, whose investments in the timberlands are managed by Molpus. The purchasers of the timberlands (other than Molpus and Rayonier) assumed Forest Capital's obligations under the 2005 wood supply agreements. The Molpus entities and Rayonier each entered into a new master harvest rights agreement on substantially the same terms. As a result of Forest Capital's sale of the timberlands to various purchasers, our sources of timber are more diversified.

All of the supply agreements require us to purchase (and the suppliers to sell) a minimum specified volume of timber per year at prices that are reset quarterly based on agreed upon market data. Prior to the beginning of each contract year, we provide each supplier with a harvest plan. To the extent the volumes specified in the harvest plan exceed the specified minimum volume, the parties have agreed to negotiate in good faith with respect to the purchase of the additional timber. If agreement is not reached, then the parties have agreed to a public auction process designed to provide us with equal opportunity to purchase such additional quantities. The agreements generally also provide us with rights to reduce the specified minimum volumes in the event we close a mill or permanently cease operation of any portion of a mill. All of the supply agreements terminate on December 31, 2014, subject to additional one-year extensions unless notice is provided to the other party at least six months prior to expiration of the applicable agreement. The agreements generally restrict the ability of the owner of the timberlands to transfer any interest in the timberlands during the terms of the applicable supply agreement without our consent.

We also bid in auctions conducted by federal, state and local authorities for the purchase of timber, generally at fixed prices, under contracts with a term of generally one to three years. In 2011, approximately 22% of our timber was supplied under government contracts. The remainder of our log supply in 2011 was supplied through private purchases directly from timber owners or through dealers.

Under most of our timber and fiber supply agreements, we have the right to cancel or reduce our commitments in the event of a mill curtailment or shutdown. Future purchase prices under most of these agreements will be set quarterly or semiannually based on regional market prices. Our timber and fiber obligations are subject to change based on, among other things, the effect of governmental laws



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and regulations, our manufacturing operations not operating in the normal course of business, timber and fiber availability and the status of environmental appeals. For a discussion of contractual commitments relating to fiber supply agreements, see "Management's Discussion and Analysis of Financial Condition and Results of Operations Contractual Obligations."

The cost of timber is strongly correlated with product prices for building materials, with the increase in product prices driving increases in timber costs. Because wood fiber is a commodity, prices have been cyclical historically in response to changes in domestic and foreign demand and supply. Demand for dimension lumber has a strong influence on pricing, as the dimension lumber industry is the largest consumer of timber.

Foreign demand for timber exports, particularly from China, increased timber costs in the western U.S. in 2010 and 2011 and negatively affected wood products manufacturers in the region. In the future, we expect the level of foreign demand for timber exports from the Western U.S. to fluctuate based on economic activity in China and other Pacific Rim countries, currency exchange rates and the availability of timber supplies from other countries such as Canada, Russia and New Zealand. Sustained periods of high timber costs may impair the cost competitiveness of our manufacturing facilities. Availability of residual wood fiber for our particleboard operation has been negatively affected by significant mill closures and curtailments that have occurred among solid-wood product producers.

Our aggregate cost of obtaining timber is also impacted by fuel costs and the distance of the fiber source from our facilities, as we are often required to transport the timber we purchase from the source to our facilities.

*Other raw materials and energy costs.* We use a significant quantity of various resins and glues in our manufacturing processes. Resin and glue product costs are influenced by changes in the prices of raw material input costs, primarily fossil fuel products. We purchase resins and glues, other raw materials and energy used to manufacture our products in both the open market and through supply contracts. The contracts are generally with regional suppliers who agree to supply all of our needs for a certain raw material or energy at one of our facilities. These contracts have terms of various lengths and typically contain price adjustment mechanisms that take into account changes in market prices. Therefore, although our long-term contracts provide us with supplies of raw materials and energy that are more stable than open-market purchases, in many cases, they may not alleviate fluctuations in market prices.

*Sales, Marketing and Distribution*

Our EWP sales force is managed centrally through a main office that oversees regional sales teams. Sales of plywood, lumber and particleboard are managed centrally by product. Our sales force spends a significant amount of time working with end customers who purchase our EWP. Our sales force provides a variety of technical support services, including integrated design, engineering, product specification software, distributor inventory management software and job-pack preparation systems. The majority of our wood products are sold to distributors, including our Building Materials Distribution segment and other distributors.

The following table lists sales volumes for our principal wood products for the periods indicated:

	Year Ended December 31				
	2007	2008	2009	2010	2011
	(in millions)				
Laminated veneer lumber (LVL) (cubic feet)	10.6	7.6	5.6	6.6	7.1
I-joists (equivalent lineal feet)	188	117	87	106	110
Plywood (sq. ft.) ( <sup>3</sup> / <sub>8</sub> " basis)	1,223	1,228	992	1,088	1,106
Lumber (board feet)	231	191	146	149	153

Table of Contents**Building Materials Distribution***Products*

We sell a broad line of building materials, including EWP, OSB, plywood, lumber and general line items such as framing accessories, composite decking, roofing, siding and insulation. Our products are used in the construction of new residential housing, including single-family, multi-family and manufactured homes, the repair and remodeling of existing housing and the construction of light industrial and commercial buildings.

The following table sets forth segment sales; segment income (loss); depreciation and amortization; and EBITDA for the periods indicated:

	Year Ended December 31					Nine Months Ended September 30	Twelve Months Ended September 30, 2012	
	2007	2008	2009	2010(a)	2011(a)	2011(b)	2012	
	(in millions)							
Segment sales(c)	\$ 2,564.0	\$ 2,109.4	\$ 1,609.8	\$ 1,778.0	\$ 1,779.4	\$ 1,349.9	\$ 1,637.2	\$ 2,066.6
Segment income (loss)(d)	51.8	19.5	8.0	11.6	2.0	2.8	18.2	17.4
Segment depreciation and amortization	7.4	7.7	7.6	7.5	8.4	6.2	6.6	8.8
Segment EBITDA(e)	\$ 59.2	\$ 27.2	\$ 15.5	\$ 19.1	\$ 10.4	\$ 9.0	\$ 24.8	\$ 26.2

(a) In 2011, segment income and EBITDA included \$1.2 million of noncash asset write-downs. In 2010, segment income and EBITDA included \$4.1 million of income for cash received from a litigation settlement related to vendor product pricing.

(b) In the nine months ended September 30, 2011, segment income and EBITDA included \$0.8 million of noncash asset write-downs.

(c) Segment sales are calculated before intersegment eliminations.

(d) Segment income (loss) excludes Corporate and Other segment expenses.

(e) Segment EBITDA is calculated as segment income (loss) before depreciation and amortization. Segment EBITDA excludes Corporate and Other segment expenses. EBITDA is the primary measure used by our chief operating decision maker to evaluate segment operating performance and to decide how to allocate resources to segments. We believe EBITDA is useful to investors because it provides a means to evaluate the operating performance of our segments and our company on an ongoing basis using criteria that are used by our internal decision makers and because it is frequently used by investors and other interested parties when comparing companies in our industry that have different financing and capital structures and/or tax rates. We believe EBITDA is a meaningful measure because it presents a transparent view of our recurring operating performance and allows management to readily view operating trends, perform analytical comparisons, and identify strategies to improve operating performance. EBITDA, however, is not a measure of our liquidity or financial performance under generally accepted accounting principles (GAAP) and should not be considered as an alternative to net income (loss), income (loss) from operations, or any other performance measure derived in accordance with GAAP or as an alternative to cash flow from operating activities as a measure of our liquidity. The use of EBITDA instead of net income (loss) or segment income (loss) has limitations as an analytical tool, including the inability to determine profitability; the exclusion of interest expense, interest income, and associated significant cash requirements; and the exclusion of depreciation and amortization, which



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represent unavoidable operating costs. Management compensates for the limitations of EBITDA by relying on our GAAP results. Our measure of EBITDA is not necessarily comparable to other similarly titled captions of other companies due to potential inconsistencies in the methods of calculation.

*Facilities*

Our Building Materials Distribution segment operates a nationwide network of 31 strategically-located building materials distribution facilities throughout the United States. We also operate a single truss manufacturing plant. Our broad geographic presence reduces our exposure to market factors in any single region. During 2011, we completed facility expansions of our operations in Delanco, New Jersey and Detroit, Michigan. In early 2012, we also completed facility expansions in Dallas, Texas and Greenland, New Hampshire.

*Sales, Marketing and Distribution*

We purchase our building materials from our own manufacturing operations as well as a vendor base of more than 1,000 third-party suppliers ranging from large manufacturers, such as James Hardie Building Products, Trex Company, Louisiana-Pacific and Georgia-Pacific, to small regional producers. We market our building materials primarily to retail lumberyards and home improvement centers that then sell the products to end customers, who are typically professional builders, independent contractors and homeowners engaged in residential construction projects. We also market our products to industrial converters. We believe that our national presence and long-standing relationships with many of our key suppliers allow us to obtain favorable price and term arrangements and offer excellent customer service on top brands in the building materials industry. We also have expertise in special-order sourcing and merchandising support, which is a key service for our home improvement center customers that choose not to stock certain items in inventory.

Each of our distribution centers implements its own distribution and logistics model using centralized information systems. We use internal and external trucking resources to deliver materials on a regularly scheduled basis. Our highly efficient logistics system allows us to deliver superior customer service and assist our customers in optimizing their working capital, which we believe has led to increased market share during the housing downturn.

We have a large decentralized sales force to support our suppliers and customers. Our sales force and product managers have local product knowledge and decision-making authority, which we believe enables them to optimize stocking, pricing and product assortment decisions. Our sales force has access to centralized IT systems, an extensive vendor base and corporate-level working capital support, which we believe complements our localized sales model. Our sales force is compensated, in part, based on branch-level performance.

We regularly evaluate opportunities to introduce new products. Broadening our product offering helps us serve as a one-stop resource for building materials, which we believe improves our customers' purchasing and operating efficiencies. The introduction of new products is primarily driven by customer demand or product extensions originating from our vendors. We believe our long-standing customer relationships allow us to respond to customer feedback and introduce new products more rapidly. Broadening our product offering also helps us drive additional products through our distribution system, thereby increasing our scale and efficiency.

**Corporate and Other**

Our Corporate and Other segment includes corporate support staff services, related assets and liabilities and foreign exchange gains and losses. These support services include, but are not limited to, finance, accounting, legal, information technology and human resource functions. Since the sale of our Paper and Packaging & Newsprint assets in 2008, we have purchased many of these services from Boise

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Inc. under an Outsourcing Services Agreement, under which Boise Inc. provides a number of corporate staff services to us at cost. See Note 3, "Outsourcing Services Agreement" to our audited consolidated financial statements included elsewhere in this prospectus for more information. Prior to the sale of our Paper and Packaging & Newsprint assets, this segment also included certain rail and truck transportation businesses and related assets.

**Customers**

We maintain relationships with a broad customer base across multiple market segments and various end markets. For the year ended December 31, 2011 and for the LTM period, our top ten customers represented approximately 27% and 31%, respectively, of our sales, with one customer, Home Depot, accounting for approximately 10% and 11%, respectively, of sales during such periods. At December 31, 2011 and September 30, 2012, the receivables from Home Depot accounted for approximately 14% and 15%, respectively, of total receivables. Sales to Home Depot were recorded in our Building Materials Distribution and Wood Products segments. No other single third-party customer accounted for 10% or more of total sales for the year ended December 31, 2011 or the LTM period.

*Wood Products.* Our Building Materials Distribution segment is our Wood Products segment's largest customer, representing approximately 37% of our Wood Products segment's overall sales, including approximately 71% of its EWP sales, for the LTM period. Our third-party customers in this segment include wholesalers, home improvement centers and industrial converters in both domestic and export markets.

*Building Materials Distribution.* A majority of our sales in this segment were to retail lumberyards and home improvement centers that then sell products to end customers, who are typically professional builders, independent contractors and homeowners engaged in residential construction projects. We also market our products to industrial converters. We believe our broad product line provides our customers with an efficient, one-stop resource for their building materials needs.

**Competition**

The competitive environment in the U.S. continues to be challenging as new residential and light commercial construction activity and repair and remodel spending remain substantially below average historical levels. Industry capacity in a number of product markets, including those in which we compete, far exceeds the current level of demand. Our products and services compete with similar products manufactured and distributed by others. Many factors influence our competitive position in the markets in which we operate. Those factors include price, service, quality, product selection and convenience of location.

Some of our competitors are larger than we are and have greater financial resources. These resources may afford those competitors greater purchasing power, increased financial flexibility and more capital resources for expansion and improvement.

*Wood Products.* The wood products manufacturing markets in which we operate are large and highly competitive. We compete against several major North American EWP producers, such as Weyerhaeuser Company and Louisiana Pacific Corporation, as well as several other smaller, regional firms. Our EWP products also face competition from numerous dimension lumber producers because EWP may be substituted by dimension lumber in many building applications. In plywood, we compete with Georgia-Pacific, the largest manufacturer in North America, other large producers such as Roseburg Forest Products, and several smaller producers. We have leading market positions in the manufacture of EWP, plywood and ponderosa pine lumber. We hold much smaller market positions in our other manufactured products. In the wood products manufacturing markets, we compete primarily on the basis of price, quality and, particularly with respect to EWP, levels of customer service. Most of our competitors are located in the United States and Canada, although we also compete with

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manufacturers in other countries. Our competition includes not only manufacturers and distributors of similar building products but also manufacturers and distributors of products made from alternative materials, such as steel and plastic. Some of our competitors enjoy strong reputations for product quality and customer service and these competitors may have strong relationships with certain distributors, making it more difficult for our products to gain additional market share. Some of our competitors in this segment are also vertically-integrated and/or have access to internal sources of wood fiber, which may allow them to subsidize their base manufacturing business in periods of rising fiber prices.

*Building Materials Distribution.* The building materials distribution markets in which we operate are highly fragmented and we compete in each of our geographic and product markets with national, regional and local distributors. Our national wholesale distribution competitors include BlueLinx Holdings Inc. and Weyerhaeuser Company. Cedar Creek Inc. is one of our regional competitors in the Southeastern United States. We also compete with wholesale brokers such as Forest City Trading Group, and certain buying cooperatives such as Lumbermens Merchandise Cooperative. We compete on the basis of delivered cost, product selection and availability, quality of service and compatibility with customers' needs. We also distribute products for some manufacturers that also engage in direct sales. In recent years, there has been consolidation among retail lumberyards and home improvement centers. As the customer base consolidates, this dynamic could impact our ability to maintain margins. Proximity to customers is an important factor in minimizing shipping costs and facilitating quick order turnaround and on-time delivery. We believe our ability to obtain quality materials, from both internal and external sources, the scale and efficiency of our national footprint and our focus on customer service are our primary competitive advantages in this segment. Also, financial stability is important to suppliers and customers in choosing distributors and allows for more favorable terms on which we are able to obtain our products from our suppliers and sell our products to our customers.

**Environmental**

We are subject to a wide range of general and industry-specific environmental laws and regulations. In particular, we are affected by laws and regulations covering air emissions, wastewater discharges, solid and hazardous waste management and site remediation. Compliance with these laws and regulations is a significant factor in the operation of our businesses. We believe that we have created a corporate culture of strong compliance by taking a conservative approach to environmental issues in order to assure that we are operating well within the bounds of regulatory requirements. However, we cannot assure that we will be in full compliance with environmental requirements at all times and we cannot assure that we will not incur fines and penalties in the future. In 2011, we paid an insignificant amount of environmental fines and penalties across all of our segments.

We incur capital and operating expenditures to comply with federal, state and local environmental laws and regulations. Failure to comply with these laws and regulations could result in civil or criminal fines or penalties or in enforcement actions. Our failure to comply could also result in governmental or judicial orders that stop or interrupt our operations or require us to take corrective measures, install additional pollution control equipment, or take other remedial actions. During 2011, we spent approximately \$2.4 million on capital expenditures to comply with environmental requirements. We expect to spend a similar amount in 2012 for this purpose.

As an owner and operator of real estate, we may be liable under environmental laws for the cleanup of past and present spills and releases of hazardous or toxic substances on or from our properties and operations. We can be found liable under these laws whether or not we knew of, or were responsible for, the presence of such substances. In some cases, this liability may exceed the value of the property itself.

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In connection with the completion of the Forest Products Acquisition in 2004, OfficeMax generally indemnifies us for hazardous substance releases and other environmental violations that occurred prior to the Forest Products Acquisition. However, OfficeMax may not have sufficient funds to fully satisfy its indemnification obligations when required and in some cases, we may not be contractually entitled to indemnification by OfficeMax. See "Certain Relationships and Related Party Transactions Office Max and the Forest Products Acquisition."

In connection with the sale of our Paper and Packaging & Newsprint assets in 2008, Boise Inc. and its affiliates assumed any and all environmental liabilities arising from our ownership or operation of the assets and businesses sold to them and we believe we are entitled to indemnification by them from third-party claims in the event they fail to fully discharge any such liabilities on the basis of common law rules of indemnification. However, Boise Inc. may not have sufficient funds to discharge its obligations when required or to indemnify us from third-party claims arising out of any such failure.

*Climate Change Matters*

Various legislative and regulatory proposals to restrict emissions of greenhouse gasses ("GHG"), such as CO<sub>2</sub>, are under consideration in Congress, state legislative bodies and the U.S. Environmental Protection Agency ("EPA"). In particular, the EPA has promulgated its Tailoring Rule which directs states having authority to implement the Clean Air Act (which includes all states in which we have significant manufacturing operations) to treat GHG as regulated pollutants under their state implementation plans. The EPA's final rule and its November 2010 implementation guidance do not set specific standards to be utilized in air discharge permits and permits to construct significant new facilities. Generation of this detail has been left to the states. The key states in which our facilities are located (Louisiana, Oregon and Washington) are currently working through the process of incorporating GHG regulations into their state implementation plans. Most of our manufacturing facilities operate boilers or other process equipment that emits GHG. Such regulatory initiatives may require us to modify operating procedures or production levels, incur capital expenditures, change fuel sources, or take other actions that may adversely affect our financial results. However, given the high degree of uncertainty about the ultimate parameters of any such regulatory initiative, it is premature to make any prediction concerning such impacts.

A significant portion of our GHG emissions are from biomass-fired boilers and in July 2011, the EPA issued a final rule that defers, for three years, the applicability of federal New Source Review ("NSR") regulations to biogenic CO<sub>2</sub> emissions. During the three-year deferral period, the EPA will evaluate whether or not to permanently exempt biogenic CO<sub>2</sub> from NSR regulations. States are not required by this regulation to defer biogenic CO<sub>2</sub> emissions from their NSR programs, but so far, states in which we operate have not indicated they will not follow the EPA's deferral. This action leaves considerable uncertainty as to the future regulatory treatment of biomass-generated GHG and the treatment of such GHG in the states in which we operate.

In addition, various government entities have adopted or are considering energy sourcing regulations which subsidize, or mandate consumption of specified percentages of, electrical power generated from nontraditional generating sources, including biomass fuels. These programs may increase our purchased electrical energy costs, create significant new competition for our fiber sources and provide opportunities for alternative uses of our residual fiber, such as sawdust, chips and shavings.

From time to time, legislative bodies and environmental regulatory agencies may promulgate new regulatory programs imposing significant incremental operating costs or capital costs on us. The EPA has recently promulgated a series of four regulations commonly referred to collectively as Boiler MACT, which are intended to regulate the emission of hazardous air pollutants from industrial boilers. At the time it announced the final promulgation of the regulations, the EPA also announced that it planned to reconsider portions of the regulations and has recently taken steps to initiate such reconsideration. In December 2011, the EPA published their re-proposed rules and we are currently

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evaluating the potential impact of the re-proposed rules on our business. If the Boiler MACT rules are finalized as re-proposed, we believe the new rules would be less costly for us to implement than the current rules. The EPA intends to finalize the new Boiler MACT rules in the second half of 2012. Once final, considerable uncertainty will still exist, as there will likely be legal challenges to the final rules from industry and/or environmental organizations. Notwithstanding that uncertainty, we are proceeding with efforts to analyze the applicability and requirements of the regulations, as recently re-proposed and the likely capital and operating costs required to comply. At this time, we cannot accurately forecast the capital or operating cost changes that may result from compliance with the regulations.

**Capital Investment**

Information concerning our capital expenditures is presented in "Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Investment Activities" located elsewhere in this prospectus.

**Seasonal and Inflationary Influences**

We are exposed to fluctuations in quarterly sales volumes and expenses due to seasonal factors. These seasonal factors are common in the building products industry. For further information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations Seasonal and Inflationary Influences."

**Properties**

Our properties are well-maintained and are suitable for the operations for which they are used. The following is a list of our facilities by segment as of November 1, 2012. We lease office space for our corporate headquarters in Boise, Idaho.

*Wood Products*

We own all of our Wood Products manufacturing facilities. The following table summarizes our Wood Products facilities as of November 1, 2012:

Facility Type	Number of Facilities	Locations
LVL/I-joist/Laminated beam plants	4	Louisiana, Oregon, Idaho and Canada
Plywood and veneer plants	7	Louisiana(2), Oregon(4) and Washington
Sawmills	5	Oregon(3) and Washington(2)
Particleboard plant	1	Oregon

*Building Materials Distribution*

We lease and own properties in our Building Materials Distribution business. All of our leases are non-cancellable and accounted for as operating leases. These leases are not subject to early termination except for standard non-performance clauses. In the next twelve months, the lease for our Vancouver, Washington facility is scheduled to terminate. We expect to renegotiate this lease on acceptable terms or to find similar property in the same geographic area. Additionally, we intend to exercise our option to renew two land leases eligible for renewal in the same period.



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The following table summarizes our 32 Building Materials Distribution facilities as of November 1, 2012:

Location	Owned or Leased	Approximate Warehouse Square Footage
Phoenix, Arizona	Owned	33,000
Lathrop, California	Leased	164,000
Riverside, California	Leased	162,000
Denver, Colorado	Owned/Leased	203,000
Grand Junction, Colorado	Owned/Leased	97,000
Milton, Florida	Leased	87,000
Orlando, Florida	Owned	144,000
Pompano Beach, Florida	Leased	68,000
Atlanta, Georgia	Leased	155,000
Boise, Idaho	Owned/Leased	108,000
Idaho Falls, Idaho	Owned/Leased	69,000
Chicago, Illinois	Leased	76,000
Biddeford/Saco, Maine(a)	Leased	44,000
Baltimore, Maryland	Leased	205,000
Westfield, Massachusetts	Leased	134,000
Detroit, Michigan	Leased	108,000
Minneapolis, Minnesota	Leased	120,000
Billings, Montana	Owned	81,000
Greenland, New Hampshire	Owned/Leased	135,000
Delanco, New Jersey	Owned/Leased	345,000
Albuquerque, New Mexico	Leased	78,000
Greensboro, North Carolina	Owned/Leased	88,000
Marion, Ohio	Leased	80,000
Tulsa, Oklahoma	Owned	129,000
Memphis, Tennessee	Owned	78,000
Dallas, Texas	Owned/Leased	233,000
Houston, Texas	Leased	150,000
Salt Lake City, Utah	Leased	126,000
Spokane, Washington	Owned/Leased	58,000
Vancouver, Washington	Leased	86,000
Woodinville, Washington	Owned/Leased	110,000
Yakima, Washington	Owned/Leased	44,000

(a) Truss manufacturing plant.

### **Employees**

As of September 30, 2012, we had approximately 4,470 employees. Approximately 30% of these employees work pursuant to collective bargaining agreements. As of September 30, 2012, we had ten collective bargaining agreements. On August 22, 2012, we reached agreement on a four year contract covering four Wood Products manufacturing facilities and one Building Materials Distribution location in the Pacific Northwest. The new agreement covering 623 current employees expires on May 31, 2016. We do not have any other union negotiations scheduled for 2012. One agreement, covering 359 employees at our facility in Florien, Louisiana and 262 employees at our facility in Oakdale, Louisiana, is set to expire on July 15, 2013. If we are not able to extend or renew such agreement upon its expiration, we could experience a material labor disruption or significantly increased labor costs, which could prevent us from meeting customer demand or reduce our sales and profitability.

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**Trademarks**

We maintain many trademarks for our manufactured wood products, particularly EWP. Our key registered trademarks include BOISE CASCADE® and the TREE-IN-A-CIRCLE® logo, which we believe to be of significant importance to our business.

**Legal Matters**

We are a party to routine legal proceedings that arise in the ordinary course of our business. We are not currently a party to any legal proceedings or environmental claims that we believe would, individually or in the aggregate, have a material adverse effect on our financial position, results of operations, or cash flows.

Table of Contents**MANAGEMENT****Executive Officers, Key Management and Directors**

Since our formation in October 2004, our business has been managed under the direction of the board of managers of BC Holdings. Prior to the consummation of this offering, the following persons will be appointed to serve in the same capacity with us. Below is a list of names, ages and a brief account of the business experience of our executive officers and key members of management and of the persons to be appointed to serve as our directors prior to the consummation of this offering, each as of December 15, 2012.

<b>Name</b>	<b>Age</b>	<b>Position</b>
<b>Executive Officers:</b>		
Thomas E. Carlile	61	Chief Executive Officer and Director
Wayne M. Rancourt	49	Senior Vice President, Chief Financial Officer and Treasurer
Stanley R. Bell	66	President, Building Materials Distribution
Thomas A. Lovlien	57	President, Wood Products Manufacturing
John T. Sahlberg	59	Senior Vice President, Human Resources and General Counsel
Kelly E. Hibbs	46	Vice President and Controller
<b>Key Management:</b>		
Thomas K. Corrick	57	Senior Vice President, Wood Products Manufacturing
Nick Stokes	55	Senior Vice President, Building Materials Distribution
Dennis R. Huston	60	Vice President of Sales and Marketing, Engineered Wood Products
Daniel G. Hutchinson	60	Vice President of Operations, Wood Products Manufacturing
<b>Directors:</b>		
Duane C. McDougall	60	Director and Chairman of the Board
John W. Madigan	75	Director
Christopher J. McGowan	41	Director
Samuel M. Menco	56	Director
Matthew W. Norton	34	Director
Thomas S. Souleles	44	Director

***Thomas E. Carlile, Chief Executive Officer and Director***

Mr. Carlile became our chief executive officer and a director in August 2009. Mr. Carlile previously served as our executive vice president and chief financial officer from February 2008 to August 2009, following the divestiture of our paper and packaging businesses. From October 2004 to January 2008, he served as senior vice president and chief financial officer. Mr. Carlile received a bachelor's degree in accounting from Boise State University and completed the Stanford Executive Program. Mr. Carlile is a member of the board of directors of FPH. Mr. Carlile's position as our chief executive officer allows him to advise the board of directors on management's perspective over a full range of issues affecting the Company.

***Wayne M. Rancourt, Senior Vice President, Chief Financial Officer and Treasurer***

Mr. Rancourt became our senior vice president and chief financial officer in August 2009. Mr. Rancourt previously served as our vice president, treasurer and investor relations from February 2008 to August 2009, following the divestiture of our paper and packaging businesses. From October 2004 to January 2008, he served as vice president and treasurer. Mr. Rancourt received a B.S. degree in accounting from Central Washington University.

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***Stanley R. Bell, President, Building Materials Distribution***

Mr. Bell became our president, Building Materials Distribution, in February 2008, following the divestiture of our paper and packaging businesses. From October 2004 to January 2008, he served as senior vice president, Building Materials Distribution. Mr. Bell received a B.A. in economics from the University of Utah and an M.B.A. from the University of Utah.

***Thomas A. Lovlien, President, Wood Products Manufacturing***

Mr. Lovlien became our president, Wood Products Manufacturing, in February 2008, following the divestiture of our paper and packaging businesses. From October 2004 to January 2008, he served as senior vice president, Wood Products. Mr. Lovlien received a bachelor's degree in accounting and a master's degree in wood technology from Oregon State University.

***John T. Sahlberg, Senior Vice President, Human Resources and General Counsel***

Mr. Sahlberg became our senior vice president, Human Resources and General Counsel, effective August 2012. Prior to his election as senior vice president, Human Resources and General Counsel, Mr. Sahlberg served as vice president, Human Resources and General Counsel since January 2011. Prior to that, he served as vice president, Human Resources from February 2008 to January 2011. Prior to that, he served as director of Human Resources from February 2006 to February 2008. From October 2004 through January 2006, he was the director of labor relations. Mr. Sahlberg received a bachelor's degree in economics from Harvard College and a J.D. from Georgetown University. He is a member of the Idaho State Bar.

***Kelly E. Hibbs, Vice President and Controller***

Mr. Hibbs became our vice president and controller in February 2011. Mr. Hibbs previously served as our director of strategic planning and internal audit from February 2008 to February 2011. From October 2004 to February 2008, he served as manager of financial forecasts and projects. Mr. Hibbs received a B.A. in accounting from Boise State University. He is a certified public accountant.

***Thomas K. Corrick, Senior Vice President, Wood Products Manufacturing***

Mr. Corrick became our senior vice president, Wood Products Manufacturing, effective July 2012. Prior to his election as senior vice president, Wood Products Manufacturing, Mr. Corrick served as senior vice president, Engineered Wood Products since February 2011. Prior to that, Mr. Corrick served as vice president, Engineered Wood Products, from January 2005 to February 2011. From October 2004 to January 2005, he served as the general manager of Engineered Wood Products. Mr. Corrick received both his bachelor's and master's degrees in business administration from Texas Christian University.

***Nick Stokes, Senior Vice President, Building Materials Distribution***

Mr. Stokes became our senior vice president, Building Materials Distribution, in February 2011. Mr. Stokes previously served as vice president, Building Materials Distribution, from October 2004 to February 2011. Mr. Stokes received a B.S. in management and a B.S. in marketing from the University of Utah.

***Dennis R. Huston, Vice President of Sales and Marketing, Engineered Wood Products***

Mr. Huston became our vice president of sales and marketing, Engineered Wood Products, in August 2012. Mr. Huston previously served as sales manager of our Engineered Wood Products from 1994 until August 2012. Mr. Huston received a bachelor's degree in political science from the University of Dubuque.

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***Daniel G. Hutchinson, Vice President of Operations, Wood Products Manufacturing***

Mr. Hutchinson became our vice president of operations for Wood Products Manufacturing in August 2012. He previously served as general manager of operations for our Engineered Wood Products business from 2008 to August 2012. From 2007 to 2008, he served as our Engineered Wood Products national accounts manager. Mr. Hutchinson received an M.B.A. from Washington State University and bachelor's degrees in accounting and finance from the University of Idaho.

***Duane C. McDougall, Chairman of the Board and Director***

Mr. McDougall has served as our board chairman since December 2008 and has been a director of the company since 2005. Mr. McDougall also served as our chief executive officer from December 2008 to August 2009. Prior to joining our company, Mr. McDougall was president and chief executive officer of Willamette Industries, an international paper and forest products company, until its sale in 2002. During his 23-year career with Willamette, Mr. McDougall held numerous operating and finance positions before becoming president and chief executive officer of Willamette. Mr. McDougall received a B.S. in accounting from Oregon State University. Mr. McDougall is also a member of the boards of directors of Cascade Corporation, FPH, The Greenbrier Companies and StanCorp Financial Group, Inc. Mr. McDougall was a member of the boards of directors of InFocus Corporation and West Coast Bancorp; he no longer serves on these boards. Mr. McDougall's experience as the CEO of a major forest products company provides our board of directors with valuable insight on operational and industry issues.

***John W. Madigan, Director***

Mr. Madigan has served as one of our directors since January 2005. In December 2003, Mr. Madigan retired from Tribune Company, where he had served as chairman and chief executive officer since 1996. Tribune Company operates businesses in publishing, interactive media and broadcasting. Mr. Madigan currently serves as an advisor to Madison Dearborn. Mr. Madigan's experience in directing the operations of a major corporation provides our board of directors with perspective on operating issues. Mr. Madigan holds bachelor's and master's degrees in business administration from the University of Michigan. Mr. Madigan is a member of the board of directors of Gilead Sciences, Inc. Mr. Madigan was a member of the boards of directors of Morgan Stanley and AT&T Wireless; he no longer serves on these boards.

***Christopher J. McGowan, Director***

Mr. McGowan has served as one of our directors since October 2004. In September 2011, he became a general partner of CJM Ventures, L.L.C. and OPTO Holdings, L.P. and in July 2012 became a controlling member of Content Support Company, LLC. In the spring of 2012, Mr. McGowan served as a faculty advisor to The University of Chicago Booth School of Business and currently serves as Entrepreneur in Residence and Senior Advisor there. From 1999 until 2011, he was employed by Madison Dearborn and served as a managing director concentrating on investments in the basic industries sector. Prior to joining Madison Dearborn, Mr. McGowan was with AEA Investors, Inc. and Morgan Stanley & Co. Incorporated. Mr. McGowan received a B.A. from Columbia University and an M.B.A. from the Harvard Graduate School of Business Administration. Mr. McGowan currently serves on the boards of directors of OPTO International, Inc., FPH and Smurfit Kappa Group Ltd. (formerly known as Jefferson Smurfit Group). Mr. McGowan also serves on the board of directors of the University of Chicago Laboratory Schools. He is also a member of Hyde Park Angels and serves on their Portfolio Advisory Board as well as Chairman of the Limited Partner Advisory Committee for Hyde Park Venture Partners. Mr. McGowan was a member of the boards of directors of BWAY Holding Company in 2010-2011, the Illinois Venture Capital Association in 2009-2011 and First Wind Partners in 2009; he no longer serves on these boards. Mr. McGowan provides strong finance skills to our board of directors.

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***Samuel M. Mencoff, Director***

Samuel M. Mencoff has served as one of our directors since October 2004. Mr. Mencoff has been employed by Madison Dearborn since 1992 and currently serves as co-CEO. Prior to co-founding Madison Dearborn, Mr. Mencoff was employed by First Chicago Venture Capital for 11 years. Mr. Mencoff has approximately 30 years of experience in private equity investing with a particular focus on investments in the basic industries sector. Mr. Mencoff received an A.B. from Brown University and an M.B.A. from the Harvard Graduate School of Business Administration. Mr. Mencoff is a former member of the board of directors of Great Lakes Dredge & Dock Corporation and he has served on the boards of directors of numerous other public and private companies. He is currently a member of the boards of directors of FPH, Packaging Corporation of America and Smurfit Kappa Group, Ltd. (formerly known as Jefferson Smurfit Group). Mr. Mencoff is also a member of the board of directors of World Business Chicago, a not-for-profit economic development organization based in Chicago, Illinois. Mr. Mencoff provides strong finance skills to our board of directors and valuable experience gained from previous board service.

***Matthew W. Norton, Director***

Mr. Norton has served as one of our directors since December 2008. Mr. Norton has been employed by Madison Dearborn since 2008 and currently serves as a director. From August 2006 to May 2008, Mr. Norton attended The Wharton School of the University of Pennsylvania. From 2004 to August 2006, he was employed by Madison Dearborn as an associate. From 2001 to 2004, he was employed by Merrill Lynch. Mr. Norton received a B.S. and an M.B.A. from The Wharton School of the University of Pennsylvania. Mr. Norton was also a member of the board of directors of Boise Inc. until January 2010 and he is a current member of the boards of directors of FPH, CoVant Technologies II, LLC and Fieldglass, Inc. Mr. Norton provides strong finance skills to our board of directors.

***Thomas S. Souleles, Director***

Mr. Souleles has served as one of our directors since October 2004. Mr. Souleles has been employed by Madison Dearborn since 1995 and currently serves as a managing director concentrating on investments in the basic industries sector. Prior to joining Madison Dearborn, Mr. Souleles was with Wasserstein Perella & Co., Inc. Mr. Souleles received an A.B. from Princeton University, a J.D. from Harvard Law School and an M.B.A. from the Harvard Graduate School of Business Administration. Mr. Souleles is also a member of the boards of directors of FPH, Packaging Corporation of America, Schrader International, Inc. and Children's Hospital of Chicago Medical Center and of the board of trustees of the National Multiple Sclerosis Society, Greater Illinois Chapter. Mr. Souleles was a member of the boards of directors of Boise Inc., Magellan GP, LLC, Magellan Midstream Holdings GP, LLC, Great Lakes Dredge & Dock Corporation, US Power Generating Company and BWAY Holding Company; he no longer serves on these boards. Mr. Souleles provides strong finance skills to our board of directors.

We intend to add at least one additional director to our board of directors following this offering.

**Controlled Company**

For purposes of the NYSE rules, we expect to be a "controlled company." Controlled companies under those rules are companies of which more than 50% of the voting power for the election of directors is held by an individual, a group or another company. We expect that BC Holdings, which is controlled by FPH, and ultimately, by a fund managed by Madison Dearborn, will continue to control more than 50% of the combined voting power of our common stock upon completion of this offering and will continue to have the right to designate a majority of the members

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of our board of directors for nomination for election and the voting power to elect such directors following this offering. Accordingly, we expect to be eligible to, and we intend to, take advantage of certain exemptions from corporate governance requirements provided in the NYSE rules. Specifically, as a controlled company, we would not be required to have (i) a majority of independent directors, (ii) a Nominating/Corporate Governance Committee composed entirely of independent directors, (iii) a Compensation Committee composed entirely of independent directors or (iv) an annual performance evaluation of the Nominating/Corporate Governance and Compensation Committees. Therefore, following this offering if we are able to rely on the "controlled company" exemption, we will not have a majority of independent directors, our Nominating and Corporate Governance and Compensation Committees will not consist entirely of independent directors and such committees will not be subject to annual performance evaluations; accordingly, you will not have the same protections afforded to stockholders of companies that are subject to all of the applicable NYSE rules.

The controlled company exemption does not modify the independence requirements for the audit committee, and we intend to comply with the requirements of the Sarbanes-Oxley Act and the NYSE rules, which require that our audit committee be composed of at least three members, one of whom will be independent upon the listing of our common stock on the NYSE, a majority of whom will be independent within 90 days of the date of this prospectus, and each of whom will be independent within one year of the date of this prospectus.

**Board Composition**

Our board of directors will initially consist of seven directors. The authorized number of directors may be changed by resolution of our board of directors. Vacancies on our board of directors can be filled by resolution of our board of directors. Upon the completion of this offering, our board of directors will be divided into three classes, each serving staggered, three-year terms:

Our Class I directors will be \_\_\_\_\_ and \_\_\_\_\_, and their terms will expire at the first annual meeting of stockholders following the date of this prospectus;

Our Class II directors will be \_\_\_\_\_ and \_\_\_\_\_, and their terms will expire at the second annual meeting of stockholders following the date of this prospectus; and

Our Class III directors will be \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_, and their terms will expire at the third annual meeting of stockholders following the date of this prospectus.

As a result, only one class of directors will be elected at each annual meeting of stockholders, with the other classes continuing for the remainder of their respective terms.

In connection with this offering, we will enter into a Director Nomination Agreement with BC Holdings that provides BC Holdings the right to designate nominees for election to our board of directors for so long as BC Holdings beneficially owns 10% or more of the total number of shares of our common stock then outstanding. MDCP IV may cause BC Holdings to assign its designation rights under the Director Nomination Agreement to MDCP IV or to an MDCP IV affiliate so long as MDCP IV and its affiliates are the beneficial owners of 50% or more of BC Holding's voting equity interests.

The number of nominees that BC Holdings is entitled to designate under this agreement will bear the same proportion to the total number of members of our board of directors as the number of shares of common stock beneficially owned by BC Holdings bears to the total number of shares of common stock outstanding, rounded up to the nearest whole number. In addition, BC Holdings shall be entitled to designate the replacement for any of its board designees whose board service terminates prior to the end of the director's term regardless of BC Holdings' beneficial ownership at such time. BC Holdings shall also have the right to have its designees participate on committees of our board of directors proportionate to its stock ownership, subject to compliance with applicable law and stock

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exchange rules. This agreement will terminate at such time as BC Holdings owns less than 10% of our outstanding common stock.

**Committees of the Board of Directors**

We expect that, immediately following this offering, the standing committees of our board of directors will consist of an Audit Committee, a Compensation Committee and a Corporate Governance and Nominating Committee. Each of the committees will report to the board of directors as they deem appropriate and as the board may request. The expected composition, duties and responsibilities of these committees are set forth below.

*Audit Committee*

The Audit Committee will be responsible for, among other matters: (1) appointing, retaining and evaluating our independent registered public accounting firm and approving all services to be performed by them; (2) overseeing our independent registered public accounting firm's qualifications, independence and performance; (3) overseeing the financial reporting process and discussing with management and our independent registered public accounting firm the interim and annual financial statements that we file with the SEC; (4) reviewing and monitoring our accounting principles, accounting policies, financial and accounting controls and compliance with legal and regulatory requirements; (5) establishing procedures for the confidential anonymous submission of concerns regarding questionable accounting, internal controls or auditing matters; and (6) reviewing and approving related person transactions.

Immediately following this offering, our Audit Committee will consist of Messrs. Madigan, McGowan and Souleles. We believe that Messrs. Madigan and McGowan qualify as independent directors according to the rules and regulations of the SEC with respect to audit committee membership. We expect to add an additional independent directors to our audit committee within one year of the effective date of the registration statement in order to comply with applicable rules and regulations of our stock exchange. We also believe that Mr. McGowan qualifies as our "audit committee financial expert," as such term is defined in Item 401(h) of Regulation S-K. Our board of directors will adopt a written charter for the Audit Committee in connection with this offering, which will be available on our corporate website at [www.bc.com](http://www.bc.com) upon the completion of this offering. The information on our website is not part of this prospectus.

*Compensation Committee*

The Compensation Committee will be responsible for, among other matters: (1) reviewing key employee compensation goals, policies, plans and programs; (2) reviewing and approving the compensation of our directors, chief executive officer and other executive officers; (3) reviewing and approving employment agreements and other similar arrangements between us and our executive officers; and (4) administering our stock plans and other incentive compensation plans.

Immediately following this offering, our Compensation Committee will consist of Messrs. \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_. Our board of directors will adopt a written charter for the Compensation Committee in connection with this offering, which will be available on our corporate website at [www.bc.com](http://www.bc.com) upon the completion of this offering. The information on our website is not part of this prospectus.

*Corporate Governance and Nominating Committee*

Our Corporate Governance and Nominating Committee will be responsible for, among other matters: (1) identifying individuals qualified to become members of our board of directors, consistent with criteria approved by our board of directors; (2) overseeing the organization of our board of directors to discharge the board's duties and responsibilities properly and efficiently; (3) identifying best



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practices and recommending corporate governance principles; and (4) developing and recommending to our board of directors a set of corporate governance guidelines and principles applicable to us.

Immediately following this offering, our Corporate Governance and Nominating Committee will consist of Messrs. \_\_\_\_\_ and \_\_\_\_\_. Our board of directors will adopt a written charter for the Corporate Governance and Nominating Committee in connection with this offering, which will be available on our corporate website at [www.bc.com](http://www.bc.com) upon the completion of this offering. The information on our website is not part of this prospectus.

*Compensation Committee Interlocks and Insider Participation*

During 2011, no officer or employee served as a member of BC Holdings' Compensation Committee, except for Mr. McDougall, who is employed by the company to act as the chairman of its board of directors. See "Executive Compensation Director Compensation" for a description of Mr. McDougall's employment agreement. None of our executive officers serve as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on BC Holdings' board of managers or Compensation Committee. Although Mr. Carlile serves as an executive officer and director of FPH, FPH does not compensate its executive officers for serving in such capacity.

*Other Committees*

Our board of directors may establish other committees as it deems necessary or appropriate from time to time.

**Risk Oversight**

Our board of directors will oversee the risk management activities designed and implemented by our management. The board of directors will execute its oversight responsibility for risk management both directly and through its committees. The full board of directors will also consider specific risk topics, including risks associated with our strategic plan, business operations and capital structure. In addition, the board of directors will receive detailed regular reports from members of our senior management and other personnel that include assessments and potential mitigation of the risks and exposures involved with their respective areas of responsibility.

Our board of directors will delegate to the audit committee oversight of our risk management process. Our other board committees will also consider and address risk as they perform their respective committee responsibilities. All committees will report to the full board of directors as appropriate, including when a matter rises to the level of a material or enterprise level risk.

**Family Relationships**

There are no family relationships among any of our executive officers or any of the persons to be nominated as our directors prior to the consummation of this offering.

**Code of Ethics**

We have adopted a Code of Ethics that applies to all of our employees, including our chief executive officer, chief financial officer and principal accounting officer. Our Code of Ethics is available on our website at [www.bc.com](http://www.bc.com) by clicking on *About Boise Cascade* and then *Code of Ethics*. If we amend or grant a waiver of one or more of the provisions of our Code of Ethics, we intend to satisfy the requirements under Item 5.05 of Item 8-K regarding the disclosure of amendments to or waivers from provisions of our Code of Ethics that apply to our principal executive officer, financial and accounting officers by posting the required information on our website at the above address. Our website is not part of this prospectus.

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**EXECUTIVE COMPENSATION**

**Compensation Discussion and Analysis**

**Named Executive Officers**

Our Named Executive Officers for 2011 and the positions they held with the company as of December 31, 2011 are:

Thomas E. Carlile Chief Executive Officer  
Wayne M. Rancourt Senior Vice President, Chief Financial Officer and Treasurer  
Stanley R. Bell President, Building Materials Distribution  
Thomas A. Lovlien President, Wood Products Manufacturing  
John T. Sahlberg Vice President of Human Resources, General Counsel and Secretary

Throughout this section, the term "Named Executive Officer" is intended to refer to the individuals identified above. The term "Officer" is intended to refer to those persons holding the title of Vice President, Senior Vice President, President, or Chief Executive Officer, all of whom are identified in the section titled "Management."

**Summary of Key Events and Drivers**

During 2011, the compensation committee engaged Frederic W. Cook & Co. ("Frederic Cook") to undertake a general review of the base and incentive compensation of our Officers. No changes were made in 2011 to Named Executive Officer compensation as a result of the Frederick Cook review and due to the continuing depressed conditions in our product markets. The major compensation events affecting our Named Executive Officers during 2011 were as follows:

1. In February 2011, the compensation committee confirmed the long-term incentive plan ("LTIP") awards for 2010 calculated under the terms of the plan and directed payment of the initial installment of the 2010 awards. In addition, in February 2011, Award Notices for the 2011 iteration of the plan were approved by the committee. In February 2012, the compensation committee confirmed the LTIP awards for 2011 calculated under the terms of the plan, directed payment of the initial installment of the 2011 awards and approved the 2012 Award Notices under the plan.
2. In February 2011, the compensation committee approved award payments to our Named Executive Officers and other participants for amounts earned under our annual, short-term Incentive and Performance Plan ("STIP") for the 2010 plan year. The committee also approved issuance by the company of Award Notices under the plan, which established the criteria for 2011 awards for our Named Executive Officers and other participants in the plan. In February 2012, the committee approved award payments to our Named Executive Officers and other participants for amounts earned under the STIP for the 2011 plan year and approved issuance of Award Notices under the plan, which establish the criteria for 2012 awards to our Named Executive Officers and other participants in the plan.
3. On September 30, 2011, the compensation committee authorized the entry into a three-year retention agreement for Mr. Carlile.

**Executive Compensation Program Objective**

Our compensation committee's overall objective for our Named Executive Officers' compensation is to establish a package that will:

Provide aggregate compensation that reflects the market compensation for executives with similar responsibilities with due adjustment to reflect the experience, performance and other distinguishing characteristics of specific individuals;

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Align compensation with the company's performance on both a short-term and long-term basis;

Link each Named Executive Officer's compensation to his performance and the areas for which he is responsible;

Attract, motivate, reward and retain the broad-based management talent critical to achieving the company's business goals;  
and

Align the interests of our Named Executive Officers with those of our equity owners through their ownership of equity interests of the company.

**What the Compensation Program Is Designed to Reward**

The compensation program as a whole is designed to provide a base level of compensation that will attract and retain the broad-based management talent the compensation committee believes is essential to achieving the company's strategic objectives and to reward, with short-term and long-term compensation, performance by its Named Executive Officers that maintains and creates value for our equity investors. Although we anticipate that the specific details of our executive compensation and benefits may be altered from time to time to reflect economic conditions, changes in the market for executive talent, the company's business strategies and regulatory changes, the overall objective of our compensation and benefits package will remain substantially the same over time.

**Use of Market Data to Determine Amount and Allocation of Compensation**

The compensation committee believes that an important criterion for the determination of the aggregate value of the company's compensation program and the allocation of such value among the various elements of its compensation plans is market data on the amounts, allocations and structures utilized by similarly situated companies for positions of comparable responsibility.

Management and the compensation committee have historically utilized compensation and benefits surveys to ascertain market levels of aggregate compensation and the allocation of that compensation among specific compensation elements for its Named Executive Officers. Aggregate compensation and each of the major elements (base salary, STIP compensation and LTIP compensation) for the company's Named Executive Officers had been targeted at the 50th percentile of the surveyed companies. However, the specific aggregate compensation (and the allocation thereof among the elements of such total compensation) paid to any of our Named Executive Officers may be below or above the 50th percentile target levels, depending on subjective judgments made by the compensation committee based on factors such as the specific Officer's tenure with the company and in his position, responsibilities that vary from the benchmark position and historical performance in the job. In 2011, the aggregate compensation paid to each of Messrs. Bell and Lovlien was above the 50th percentile target levels in light of their respective years of experience in the positions in which they serve. The aggregate compensation paid to Messrs. Carlile, Sahlberg and Rancourt were at or beneath such 50th percentile target levels in light of their respective experience levels in the positions in which they serve, each of which was less than that of Messrs. Bell and Lovlien.

In 2011, the committee retained the services of Frederic Cook, a compensation consultant, to prepare a comprehensive analysis of the company's compensation packages for its Named Executive Officers and to compare the specific elements of compensation and the aggregate value with a group of peer companies selected by the consultant. The peer companies consisted of Ainsworth Lumber Co.; Associated Materials Incorporated; Beacon Roofing Supply, Inc.; BlueLinx, Inc.; Builders FirstSource, Inc.; Canfor Corporation; Eagle Materials, Inc.; International Forest Products Corporation; Louisiana-Pacific Corporation; Norbord Ltd.; Nortek, Inc.; Ply Gem Holdings, Inc.; Simpson Manufacturing Company, Inc.; Universal Forest Products, Inc.; and West Fraser Timber Co. Ltd. Based on revenues,

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EBITDA, market capitalization, enterprise value and one-year and three-year annualized shareholder return data of the Company and the selected peer companies, Frederic Cook concluded that the Company's enterprise value and estimated market capitalization were generally in the median range. The compensation committee used the results of this study, along with the continuing depressed conditions in our product markets, to guide it in determining not to make any changes in Named Executive Officer compensation in 2011.

**Executive Compensation Program Elements**

The five elements of the company's executive compensation program are:

Base salary;

STIP;

Discretionary bonus awards;

LTIP; and

Other compensation and benefit plans.

**Role of Management in Setting Executive and Director Compensation**

As described above, the Compensation Committee determined not to make any changes in executive compensation for 2011. Management did not participate in that decision. The Company's Chief Executive Officer makes recommendations to the Compensation Committee with respect to performance targets for the Company's STIP and LTIP. All decisions with respect to such targets are approved by the Compensation Committee. Management does not participate in setting director compensation.

**Base Salary**

The company provides a base salary to Officers to attract and retain talented and experienced individuals to provide management and leadership services to the company.

The committee customarily reviews base salaries for Named Executive Officers annually and at the time of promotions or other changes in responsibilities. Because of the continuing extreme adverse conditions in the company's product markets, the compensation committee has not approved a general wage increase for the Named Executive Officers in the years covered in this filing, but has approved the following changes to reflect promotions: a promotional increase was granted to Mr. Rancourt when he became Senior Vice President, Chief Financial Officer and Treasurer in 2009 and one was granted to Mr. Carlile when he became Chief Executive Officer in 2009. The compensation committee arrived at the base salaries granted Mr. Carlile and Mr. Rancourt on the basis of a comparative analysis of the base salaries accorded their predecessors, along with their relative levels of experience and the current structure of the company, rather than a comprehensive review of new market data.

**STIP**

The STIP is designed to recognize and reward the contributions that Named Executive Officers and other participants have made to the company's annual performance. The plan does this by linking a portion of the annual cash compensation of each participant to performance measures that are expected to positively affect the company's annual financial performance. We offer this plan to encourage and reward conduct that will lead to better performance of our businesses as measured by the criteria used for determining award amounts. Each individual's participation in the plan, along with the criteria for calculation of the payout to such participant, is established annually by action of our compensation committee and communicated to the participants in a STIP Award Notification (Award

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Notice). A determination of the amount payable under the plan on account of the year is made by the compensation committee and the resulting payments (Awards) are made to participants.

### *2011 STIP Compensation*

For 2011, each of our Named Executive Officers participated in the STIP. The plan provided for Awards to be calculated as a percentage of base salary, based on the extent to which the financial goals and performance objectives were met during the year and on the exercise of the compensation committee's discretion. The 2011 annual incentive Award targets for our Named Executive Officers were as follows:

Officer	Target as a Percentage of Base Salary
Thomas E. Carlile	100%
Wayne M. Rancourt	55%
Stanley R. Bell	55%
Thomas A. Lovlien	55%
John T. Sahlberg	45%

The actual Awards may be less than or greater than the target incentive amounts depending on the achievement of predetermined financial goals and performance objectives and the exercise of the compensation committee's discretion. Awards for each Officer ranges from a threshold of 25% of the target Award through a maximum of 225% of the target Award, depending on financial goals achieved for 2011. The dollar amount of the threshold, target and maximum Award payable to each of our Named Executive Officers is set out in the table found under "Grants of Plan-Based Awards" in this "Executive Compensation" section.

The annual financial goals required for each of our Named Executive Officers under our 2011 STIP were as follows:

Officer	Financial Criteria	Requirement For Threshold Payment \$ or %	Requirement For Target Payment \$ or %	Requirement For Maximum Payment \$ or %
(in millions, except PRONWC)				
Thomas E. Carlile	100% Corporate EBITDA	\$ 5	\$ 40	\$ 125
Wayne M. Rancourt	100% Corporate EBITDA	5	40	125
Stanley R. Bell	25% Corporate EBITDA	5	40	125
	37.5% BMD Division EBITDA	10	25	70
	37.5% BMD Division PRONWC	1.0%	8.8%	23.5%
Thomas A. Lovlien	25% Corporate EBITDA	5	40	125
	75% Wood Products Division EBITDA	10	35	80
	100% Corporate EBITDA	5	40	125
John T. Sahlberg	100% Corporate EBITDA	5	40	125

EBITDA means earnings before interest (interest expense and interest income), income taxes and depreciation and amortization at the corporate or division level as indicated in the table above and adjusted in each case for special items. PRONWC means pretax return on net working capital. It is calculated by dividing Building Materials Distribution segment net operating income by the segment's average net working capital reported as of each month-end during a 13-month period running from December 2010 through December 2011, adjusted in each case for special items. The compensation

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committee believes that EBITDA adjusted for special items represents a financial measure that closely approximates the value delivered by management to the company's equity owners and is a key measure of performance frequently used by the company's debt holders. The compensation committee included PRONWC as a portion of Mr. Bell's performance criteria because it reflects his division's control of its working capital, which is a critical financial measure in our distribution business. In 2011, the Corporate EBITDA, Building Materials Distribution EBITDA and Wood Products EBITDA were \$12.9 million, \$11.6 million and \$15.5 million, respectively, resulting in aggregate payments to each of our Named Executive Officers equal to 42% of target under the STIP for 2011.

At its meeting in February 2012, our compensation committee confirmed the payment to each of our Named Executive Officers of an Award that was calculated in accordance with the plan's metrics. The amounts approved by the committee for payment to each of the Named Executive Officers pursuant to the 2011 plan are reported in the column titled Non-Equity Incentive Plan Compensation in the Summary Compensation Table.

*2012 STIP Compensation*

At the compensation committee's meeting in February 2012, the committee approved the details of the company's 2012 STIP. No changes were made to the plan document or the methods for calculating the financial criteria to be used in determining each Named Executive Officer's Award under the plan. The annual financial goals required for each of our Named Executive Officers under our 2012 STIP are as follows:

Officer	Financial Criteria	Requirement For Threshold Payment \$ or %	Requirement For Target Payment \$ or %	Requirement For Maximum Payment \$ or %
(in millions, except PRONWC)				
Thomas E. Carlile	100% Corporate EBITDA	\$ 5	\$ 50	\$ 135
Wayne M. Rancourt	100% Corporate EBITDA	5	50	135
Stanley R. Bell	25% Corporate EBITDA	5	50	135
	37.5% BMD Division EBITDA	10	30	70
	37.5% BMD Division PRONWC	1.0%	11.3%	24.0%
Thomas A. Lovlien	25% Corporate EBITDA	5	50	135
	75% Wood Products Division EBITDA	10	40	90
John T. Sahlberg	100% Corporate EBITDA	5	50	135

As in past years, the committee reserves broad discretion to adjust the formula payout of the STIP based on its perception of the performance of the company relevant to market conditions prevailing during the plan period, along with other factors it deems relevant, including the company's performance compared with competitors and its ability to bear the cost of the payout. The compensation committee did not exercise any discretion with respect to confirming payments under the STIP for 2011 and approved payments in accordance with the related formula payout for such year.

**2011 Bonus Payments**

From time to time, the company may elect to grant a discretionary bonus to one or more of the Officers or other employees to recognize and reward exemplary performance providing value to the company that is not recognized by the structure of the company's STIP. These bonus payments are not governed by any formal plan and no Officer has any contractual entitlement or expectation of any such

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payment. The amount and timing of the grant of any such bonus to Named Executive Officers are determined by the compensation committee at its sole discretion. No ad hoc bonuses were paid to any of our Named Executive Officers as compensation for 2011.

**Long-Term Incentive Compensation (Management Equity Plan and LTIP)**

We have two long-term incentive plans that are included in the compensation information for our Named Executive Officers: the Management Equity Plan ("MEP") and the 2010 and 2011 LTIPs. The MEP ended on December 31, 2010, as discussed below and so no Named Executive Officer received any compensation from the plan in 2011.

*MEP*

Our principal equity owner is a private equity fund managed by Madison Dearborn. Madison Dearborn believes that the senior management of its portfolio companies should hold a personally significant interest in the equity of the portfolio company and maintain that ownership throughout the period of Madison Dearborn's ownership of the portfolio company. The purpose of this requirement is to maintain a close alignment between the interests of Madison Dearborn, as the principal equity owner of the portfolio company and the interests of the company's senior management. The terms of these arrangements are structured uniquely to fit the conditions of each portfolio company, but the overriding philosophy is to encourage investment by key managers in the enterprise so their interests are aligned with those of Madison Dearborn.

Madison Dearborn implemented its management investment philosophy in our case through the creation of the MEP. The compensation committee believes the MEP aligns the interests of the Named Executive Officers and other management investors (the Management Investors) with those of BC Holdings' equity investors. Under the terms of the MEP, each Named Executive Officer has made a personally significant investment in the company. With limited exceptions described below, he or she may be required to maintain that investment or interest for the same term as Madison Dearborn maintains its investment in the company. All references to "Series A equity units", "Series B equity units" or Series C equity units" in this "Executive Compensation" section refer to equity units of BC Holdings, our direct parent company.

Shortly after the completion of our acquisition of the forest products and paper assets of OfficeMax, FPH offered an opportunity to purchase its Series B equity units to each of 171 of the Management Investors. The Series B equity units were priced at \$1.00 per unit, which was the same price paid by Madison Dearborn for its investment in FPH made to fund the acquisition. If a Management Investor elected to purchase Series B equity units (which all of our Named Executive Officers and substantially all of the other offerees elected to do), he or she was also awarded a grant of the FPH Series C equity units. The Series B equity units are the voting common equity units of FPH. The Series C equity units are nonvoting equity units of FPH, which share in the appreciation in the value of FPH only after the holders of the Series B equity units have recovered a specified participation threshold. The participation threshold for Series C equity units issued in 2004 was \$1.00 per outstanding Series B unit.

In 2006 and 2009, an additional award of Series C equity units was made to a limited group of individuals, including two of our directors. The participation threshold of our 2006 and 2009 Series C equity units to the outstanding Series B equity units are \$2.00 and \$1.30, respectively.

As a result of employment terminations due principally to business unit divestitures and retirements, our Series B and Series C management equity units are held by 52 of our key managers (as of January 1, 2012). The number of shares of our common stock in which our Named Executive Officers may be deemed to have a pecuniary interest (based on the number of FPH Series B and

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Series C equity units currently held by such Named Executive Officers) are disclosed in "Security Ownership by Certain Beneficial Owners and Management" of this prospectus.

The 2004 and 2006 purchases and awards (and the subsequent ownership of the FPH Series B and Series C equity units so purchased or awarded) are governed by a series of Management Equity Agreements between FPH, Madison Dearborn and each of the Management Investors, which collectively constitute our MEP.

The MEP contains many of the features typical of an investor rights agreement for a closely held company. The material terms of the MEP are:

The Management Investor is not permitted to sell or otherwise transfer his or her equity units governed by the agreement except in connection with estate planning activities (in which case, the equity units remain subject to the plan) and in connection with implementation of the liquidity features described below.

The Management Investor is required to sell his or her units in connection with a sale of FPH approved by Madison Dearborn and may require that Madison Dearborn cause a purchaser of all or any portion of the FPH equity units held by Madison Dearborn to include in its purchase of Madison Dearborn's equity units the equity units of each of the Management Investors (or the applicable proportion thereof in the case of a purchase of less than all of the FPH equity units) at the same price and on the same terms as are provided to Madison Dearborn (with due allowance for the relevant participation thresholds applicable to Series C equity units).

FPH may, but is not required to, purchase from the Management Investor his or her equity units upon termination of the Management Investor's employment with the company (or service on the board of directors) at a fair market value for all vested equity units and original costs for unvested Series B equity units. No repurchase price is payable as to unvested Series C equity units. The company's current policy is that it does not repurchase the units of a Management Investor who leaves the company except where such repurchase is required of it by the terms of the MEP. A Management Investor may require the company to exercise its option to repurchase his or her equity units upon termination of employment with the company (or service on its board of directors) only if such termination arises from either (i) the death or permanent disability of the Management Investor or (ii) the sale of a division of the company applicable to the Management Investor.

Series B equity units vested over a three to five-year period, which ended on December 31, 2009. With regard to Series C equity units held by Named Executive Officers, 81.45% of those units were subject to a time-vesting requirement, which was fully satisfied on December 31, 2010. The remaining Series C equity units were subject to a performance-vesting formula, satisfaction of which was to be calculated as of December 31, 2010. None of the Series C performance units met their performance-vesting requirements and accordingly, they were all forfeited at year-end 2010. The number of Series B and Series C equity units held by each of our Named Executive Officers is disclosed in "Security Ownership of Certain Beneficial Owners and Management." All such units are now fully vested. In contrast to many public company equity compensation plans, vesting does not, under our plan, necessarily create a liquidity opportunity for the Management Investor. Its only effect is on the valuation formulas that may be used when and if a liquidity event occurs.

### *LTIP*

In October 2009, our compensation committee adopted our LTIP. The terms of the LTIP contemplate the annual grant to participants by the company of an opportunity to earn a cash Award



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conditioned upon achievement of specified financial goals established by the compensation committee. The plan provides that the identity of participants and the terms under which each year's Award are to be calculated and paid shall be set by the compensation committee and communicated to participants in an Award Notice with the resulting payments to be calculated by the compensation committee once the company's performance against the relevant financial criteria is determined.

In February 2011, the compensation committee approved Award Notices under the LTIP for a group of the company's senior managers, including each of its Named Executive Officers. The Award Notices enabled each such Officer an opportunity to earn a cash Award determined on the basis of a target percentage of the Officer's base salary (as specified in the Award Notice) and the company's 2011 achievement against corporate EBITDA goals, set forth in the Award Notice. Awards for each Officer ranges from a threshold of 50% of the target Award through a maximum of 200% of the target Award, depending on corporate EBITDA achieved for 2011. Although the amount of the Award was determined on the basis of the company's 2011 financial performance, the resulting Award will be paid in three equal installments, which will be payable no later than March 15, 2012, 2013 and 2014. To earn each installment of the Award, a participant must remain an employee of the company through December 31 of the year preceding the due date of the payment, provided that participants who are retirement eligible and who in fact retire prior to such vesting dates will nonetheless be treated as fully vested in all three installments. If in any plan year the company and its service providers are subject to the provisions of Internal Revenue Code Section 457A, participants who meet the plan's definition of "retirement eligible" will receive an accelerated distribution (the Section 457A Accelerated Payment) equal to 40% of the deferred installments of the Award for such plan year. The purpose of this accelerated payment of a portion of the deferred installments is to enable such participants to pay taxes on the imputed income for the deferred installments, which Internal Revenue Code Section 457A imposes on the deferred installments. Plan participants are retirement-eligible if they are: 1) age 62 or older and have ten years of service or 2) are age 65 or older.

In considering the LTIP and the 2011 Award Notices, the compensation committee recognized that management's ownership of Series B and Series C equity units under the Management Equity Plan will continue to provide an incentive that aligns management's interests with those of the company's equity owners. However, it also recognized that with the expiration of the vesting provisions of that structure, an additional long-term incentive component was required to maintain competitive compensation levels, provide a retention incentive and provide adequate alignment of management's and equityholders' interests.

The target Awards for 2011, expressed as a percentage of base salary, for each of our Named Executive Officers, are disclosed in the table below:

<b>Officer</b>	<b>Target Award as a Percentage of Base Salary</b>
Thomas E. Carlile	100%
Wayne R. Rancourt	50%
Stanley R. Bell	50%
Thomas A. Lovlien	50%
John T. Sahlberg	40%

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The annual financial goals required for each of our Named Executive Officers under our 2011 LTIP were as follows:

Officer	Financial Criteria	Requirement For Threshold Payment	Requirement For Target Payment	Requirement For Maximum Payment
		\$	\$	\$
(in millions)				
Thomas E. Carlile	100% Corporate EBITDA	\$ 10	\$ 50	\$ 130
Wayne M. Rancourt	100% Corporate EBITDA	10	50	130
Stanley R. Bell	100% Corporate EBITDA	10	50	130
Thomas A. Lovlien	100% Corporate EBITDA	10	50	130
John T. Sahlberg	100% Corporate EBITDA	10	50	130

EBITDA means earnings before interest (interest expense and interest income), income taxes and depreciation and amortization as indicated in the table above and adjusted in each case for special items. The compensation committee believes that EBITDA adjusted for special items represents a financial measure that closely approximates the value delivered by management to the company's equity owners and is a key measure of performance frequently used by the company's debt holders. Corporate EBITDA was \$12.9 million in 2011, resulting in aggregate payments to each of our Named Executive Officers equal to 54% of target under the LTIP for such year.

In February 2012, Awards, calculated in accordance with the metrics of the LTIP and the 2011 Award Notices and the company's 2011 financial performance, were confirmed by the compensation committee and payments of initial installments of such 2011 Awards were authorized. In addition, payments of Section 457A Accelerated Payments to two Named Executive Officers who were retirement-eligible were authorized. The amount of such payment authorized for each Named Executive Officer is disclosed in the column titled "Non-Equity Incentive Plan Compensation" in the "Summary Compensation Table" and the explanatory footnote to such column.

*2012 LTIP*

At the compensation committee's meeting in February 2012, the committee approved the details of the company's 2012 LTIP Award Notices. No changes were made to the plan document or the methods for calculating the financial criteria to be used in determining each Named Executive Officer's Award under the plan. The annual financial goals required for each of our Named Executive Officers under our 2012 LTIP are as follows:

Officer	Financial Criteria	Requirement For Threshold Payment	Requirement For Target Payment	Requirement For Maximum Payment
		\$	\$	\$
(in millions)				
Thomas E. Carlile	100% Corporate EBITDA	\$ 10	\$ 60	\$ 150
Wayne M. Rancourt	100% Corporate EBITDA	10	60	150
Stanley R. Bell	100% Corporate EBITDA	10	60	150
Thomas A. Lovlien	100% Corporate EBITDA	10	60	150
John T. Sahlberg	100% Corporate EBITDA			



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As in past years, the compensation committee reserves broad discretion to adjust the formula payout of the LTIP based on its perception of the performance of the company relevant to market conditions prevailing during the plan period, along with other factors it deems relevant, including the company's performance compared with competitors and its ability to bear the cost of the payout.

**Other Compensation and Benefit Plans**

The company's Named Executive Officers receive additional compensation in the form of payments, allocations, or accruals under various other compensation and benefit plans. These plans and benefits, which are described below, are provided to ensure that we are providing an aggregate compensation and benefits package that is competitive in the marketplace, thereby ensuring that we can attract and retain the management talent needed to achieve the company's strategic objectives.

*Defined Benefit Pension Benefits*

We maintain a frozen defined benefit pension plan, referred to as the Salaried Pension Plan ("SPP"), as well as frozen supplemental pension plans for certain salaried employees, including each of the Named Executive Officers.

Our SPP entitles each vested employee to receive an annual pension benefit at normal retirement age equal to 1.25% of the average of the highest five consecutive years of compensation out of the last ten years of employment through December 31, 2009, multiplied by the participant's years of service through December 31, 2003, plus 1% of the average of such benchmark compensation level multiplied by the participant's years of service from December 31, 2003, through December 31, 2009. Under the SPP, "compensation" is defined as the employee's taxable base salary plus any taxable amounts earned under our annual variable incentive compensation programs. Benefits are computed on a straight-line annuity basis and are not offset by Social Security or other retirement-type benefits. An employee is 100% vested in his or her pension benefit after five years of unbroken service. Our compensation committee froze the company's salaried pension plans effective December 31, 2009. Accordingly, no further benefits have been earned under this plan since that date.

If prior to the freezing of the SPP, an employee earned income in excess of the limits provided under the Internal Revenue Code for qualified plans, or if income was deferred under the company's deferred compensation plan and not taxed (and therefore not counted for purposes of the benefit amount calculation under the qualified SPP), the excess benefits will be paid from the company's general assets under our unfunded, nonqualified Supplemental Pension Plan (SUPP). Because the benefit definition in the SUPP is derivative of that contained in the SPP described above, the benefit freeze adopted for the qualified plan at year-end 2009 effected a similar freeze in further benefit accruals as of such date under the SUPP.

Under our unfunded, nonqualified Supplemental Early Retirement Plan ("SERP"), an Officer is eligible for benefits under the plan if he or she: (i) was an Officer of OfficeMax immediately prior to Madison Dearborn's acquisition of the forest products and paper assets from OfficeMax (the Forest Products Acquisition); (ii) is 55 years old or older (or 58 years old or older for Officers elected on or after June 1, 2004 and before October 29, 2004); (iii) has ten or more years of service; (iv) has served as an Officer for at least five full years; and (v) retires before the age of 65. Eligible Officers retiring prior to age 65 receive an early retirement benefit from the SERP which, in combination with their benefit under the SPP and the SUPP, equals the benefit calculated under the SPP and the SUPP without reduction due to the Officer's early retirement. Because the benefit definition in the SERP is derivative of that contained in the SPP described above, the benefit freeze adopted for the qualified plan at year-end 2009 effected a similar freeze in further benefit accruals as of such date under the SERP. Benefits payable under the SERP are offset in part by benefits payable under a similar plan maintained by OfficeMax. Messrs. Carlile and Lovlien are currently eligible for early retirement under

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the SERP. Mr. Rancourt will become eligible for benefits under the SERP when he reaches age 58. Mr. Bell's age permits him to retire with unreduced benefits under our SPP and the SUPP and accordingly, he does not participate in the SERP.

Changes in the aggregate defined benefit pension present values for each of our Named Executive Officers are disclosed in footnote 4 to the "Summary Compensation Table," and the present value of accumulated benefits at December 31, 2011, under each such plan is disclosed with respect to each Named Executive Officer in the table found under the heading "Pension Benefits" in the "Compensation Discussion and Analysis" section.

*401(k) Plan*

The Company maintains a 401(k) defined contribution savings plan for all of its U.S. salaried employees, including its Named Executive Officers. Under the plan, eligible employees electing to participate may contribute up to 50% of their pretax income, subject to Internal Revenue Service (IRS) rules limiting an individual's total contributions and the application of IRS tests designed to ensure that the plan does not discriminate in favor of highly compensated employees.

Since March 1, 2010, the Company has provided a contribution to each salaried employee's 401(k) account for each pay period in an amount equal to 4% of the employee's eligible wages (base salary and short-term incentive compensation) for such period. In years in which the Company's EBITDA exceeds targets specified by the board of directors, the Company may make additional discretionary contributions in an amount equal to 2%, 3% or 4% of the employee's wages, depending on the affected employee's number of service years. Further, the plan allows for an additional discretionary contribution of 1% for achieving a second, higher EBITDA target, also determined by the board of directors. No discretionary contributions were made for the years 2010 and 2011. However, the Company expects to make discretionary contributions for 2012 based on achieving both EBITDA target levels set by the board of directors. Amounts in excess of IRS annual limitations on company contributions to qualified defined contribution retirement plans are paid to participants as taxable cash compensation. All of our Named Executive Officers participate in the plan.

Amounts deferred under this plan by Named Executive Officers are included in the salary disclosure in the "Summary Compensation Table," and amounts contributed to the account of a Named Executive Officer under the plan are included in the "All Other Compensation" disclosure in the "Summary Compensation Table."

*Nonqualified Deferred Compensation*

Our Deferred Compensation Plan is an unfunded nonqualified defined contribution plan that was closed to further participation on December 31, 2009, as discussed below. Under the plan, participating employees irrevocably elected each year to defer receipt of a portion of their base salary and incentive compensation. A participant's account is credited with imputed interest at a rate equal to 130% of Moody's Composite Average of Yields on Corporate Bonds. Participants may receive payment of their deferred compensation plan balance in a lump sum or in monthly installments over a specified period of years following the termination of their employment with the company. Each of our Named Executive Officers is a participant in our Deferred Compensation Plan.

During 2009, management determined that the Deferred Compensation Plan was affected by the company's status as a disqualified entity under Internal Revenue Code Section 457A. As a result, the committee voted to modify the Deferred Compensation Plan to provide that for so long as the company remains a disqualified entity under Section 457A, no further compensation deferrals will be made under the plan. The company has determined that it remains a disqualified entity for 2011 and has no expectation that such status will change in 2012. As a result, no further compensation was credited by the company to participant accounts during 2011, except for earnings on account balances as they existed on January 1, 2011.

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Amounts deferred under this plan by, or contributed to the account under the plan in years prior to the suspension of deferrals and contributions because of Internal Revenue Code Section 457A, any of our Named Executive Officers are disclosed in the "Summary Compensation Table."

*Agreements With and Potential Payments to, Named Executive Officers*

The company does not have employment agreements with any of its Named Executive Officers other than the limited agreements described below.

*Severance Agreements With Messrs. Carlile, Rancourt, Bell, Lovlien and Sahlberg*

Boise Cascade entered into severance agreements with each of its Named Executive Officers in February 2008, including Messrs. Carlile, Rancourt, Bell, Lovlien and Sahlberg to maintain operating continuity in the event of a change of control. The severance agreements are effective for three years, provided that on the second anniversary and each anniversary thereafter, the term of each severance agreement is automatically extended for an additional year unless the company gives 60 days' prior notice stating otherwise. Notice was not given prior to the anniversary date in February 2012. Accordingly, the term of such agreements has now been extended to February 22, 2014. Mr. Sahlberg entered into a new severance agreement in August 2012 in connection with his appointment as our senior vice president, Human Resources and General Counsel in the same month.

The severance agreements provide that in the event of a "qualifying termination" (meaning any termination with the exception of (i) a termination by the company for cause or disability, (ii) a termination by the employee other than for good reason (as described in the severance agreement), or (iii) termination as a result of the employee's death), an employee will be entitled to receive (a) his or her full base salary through the date of termination, a short-term incentive plan payment for the year of termination based on the plan's actual payout for the year and prorated to reflect the portion of the year expired and all other compensation to which he or she is then entitled; (b) a lump-sum severance payment equal to one or two times the sum of such employee's annual base salary plus target annual incentive bonus for the year in which the termination occurs; and (c) a lump-sum amount equal to the value of such employee's unused and accrued time off, less any advanced time off, in accordance with the applicable time off policy as in effect on the termination date. Additionally, the severance agreements provide, in the event of a qualifying termination, for full maintenance of healthcare and insurance benefits for a period of 12 or 18 months following the termination date (subject to payment of required contributions), payment of the premium under the company's Supplemental Life Plan for 12 or 24 months following the termination date and if applicable, receipt of the monthly benefit that such employee would have been entitled to receive under the SERP as if such employee had satisfied the age and service requirements under the SERP as of his or her termination date. The higher levels of severance benefits are generally reserved for those officers at the level of senior vice president and higher (Messrs. Carlile, Rancourt, Bell, Lovlien and Sahlberg).

The severance agreements provide that in the event of a termination that is not a qualifying termination, such employee will be entitled to receive his or her full base salary through the date of termination, plus all other compensation to which he is then entitled. In the event of a failure to perform duties as a result of incapacity due to physical or mental illness or injury, such employee will be entitled to continue to receive his full base salary until such time as his employment is terminated due to disability. No severance payments or continuation of healthcare benefits beyond the date of termination are provided for under such circumstances.

In consideration of the severance payments as described above, each severance agreement contains, with respect to each employee party thereto, confidentiality and nonsolicitation provisions, as well as a provision for general release of all claims against the company and its affiliates, as a condition of payment of benefits under the severance agreement.

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*Retention Agreements With Messrs. Bell, Lovlien and Carlile*

In August 2009, Boise Cascade entered into Retention Award Agreements with Messrs. Bell and Lovlien to help maintain experienced management during the economic downturn. Each of these agreements provides that the officer may, by maintaining his employment with Boise Cascade, through a specified vesting date, earn a cash award equal to his base salary at the time of vesting of the award. The vesting date specified in the agreements is October 31, 2011 for Mr. Bell and December 31, 2012 for Mr. Lovlien. Each agreement provides that if the individual's employment terminates prior to the vesting date due to death or permanent disability, a prorated award will vest on and be payable within 90 days after such termination and that if employment is terminated due to a sale, merger, reorganization or restructuring of all or part of Boise Cascade or a reduction in force or the sale or closure of the division which such officer heads, or for reasons other than a disciplinary reason, the full amount of the award will vest upon such termination and be payable within 90 days thereafter. Mr. Bell's agreement expired on October 31, 2011 and he was paid under the terms of that agreement, as shown in the "Bonus" column in the "Summary Compensation Table" of this section.

In September 2011, Boise Cascade entered into a three-year Retention Award Agreement with Mr. Carlile to create an additional economic incentive for Mr. Carlile to remain our Chief Executive Officer and to help provide for an orderly leadership transition at a later date. The terms of Mr. Carlile's agreement were the same as the October 2009 retention agreements detailed above, with the exceptions that Mr. Carlile's agreement runs through September 30, 2014 and the agreement provides he receive an additional payment equal to his average STIP payouts over the three years prior to the vesting date of the agreement.

*Salaried Employee Life Insurance Plan and Supplemental Life Plan*

The company maintains two plans under which company-paid life insurance is made available to its Officers. Under its Salaried Employee Life Insurance Plan, the company provides, at its expense during each salaried employee's period of employment, life insurance in an amount equal to the employee's base salary. Messrs. Rancourt and Sahlberg participate in this plan.

Messrs. Carlile, Bell and Lovlien participate in our Officers' Supplemental Life Plan, under which a company-paid life insurance benefit during employment is provided in an amount equal to two times the Officer's base salary. The plan also provides a postretirement life insurance benefit for such Officers equal to one times their final base salary (less any amount payable under the company's paid group term life insurance program).

Amounts paid by the company for the coverage provided to each of our Named Executive Officers is reported in the column titled "All Other Compensation" in the "Summary Compensation Table."

**2013 Equity Incentive Plan**

In connection with this offering, we expect to adopt the 2013 Equity Incentive Plan. The 2013 Equity Incentive Plan is expected to provide for grants of stock options, stock appreciation rights, restricted stock, other stock-based awards and other cash-based compensation. Directors, officers and other employees of us and our subsidiaries, as well as others performing consulting or advisory services for us, will be eligible for grants under the 2013 Equity Incentive Plan. The purpose of the 2013 Equity Incentive Plan will be to provide incentives that will attract, retain and motivate high-performing officers, directors, employees and consultants by providing them a proprietary interest in our long-term success or compensation based on their performance in fulfilling their responsibilities to our company. This summary may not include all of the provisions of the 2013 Equity Incentive Plan. For further information about the 2013 Equity Incentive Plan, we refer you to the complete copy of the 2013 Equity Incentive Plan, which we will file as an exhibit to the registration statement.

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*Administration.* The 2013 Equity Incentive Plan will be administered by a committee designated by our board of directors. Among the committee's powers will be to (i) determine the form, amount and other terms and conditions of awards; (ii) clarify, construe or resolve any ambiguity in any provision of the 2013 Equity Incentive Plan or any award agreement; (iii) amend the terms of outstanding awards; and (iv) adopt such rules, forms, instruments and guidelines for administering the 2013 Equity Incentive Plan as it deems necessary or proper. The committee will have full authority to administer and interpret the 2013 Equity Incentive Plan, to grant discretionary awards under the 2013 Equity Incentive Plan, to determine the persons to whom awards will be granted, to determine the types of awards to be granted, to determine the terms and conditions of each award, to determine the number of shares of common stock to be covered by each award, to make all other determinations in connection with the 2013 Equity Incentive Plan and the awards thereunder as the committee deems necessary or desirable and to delegate authority under the 2013 Equity Incentive Plan to our executive officers.

*Available Shares.* The aggregate number of shares of common stock which may be issued or used for reference purposes under the 2013 Equity Incentive Plan or with respect to which awards may be granted may not exceed \_\_\_\_\_ shares. The number of shares available for issuance under the 2013 Equity Incentive Plan may be subject to adjustment in the event of a reorganization, stock split, merger or similar change in the corporate structure or the number of outstanding shares of our common stock. In the event of any of these occurrences, we may make any adjustments we consider appropriate to, among other things, the number and kind of shares, options or other property available for issuance under the plan or covered by grants previously made under the plan. The shares available for issuance under the plan may be, in whole or in part, either authorized and unissued shares of our common stock or shares of common stock held in or acquired for our treasury. In general, if awards under the 2013 Equity Incentive Plan are for any reason cancelled, or expire or terminate unexercised, the shares covered by such awards may again be available for the grant of awards under the 2013 Equity Incentive Plan.

*Eligibility for Participation.* Members of our board of directors, as well as employees of, and consultants to, us or any of our subsidiaries and affiliates will be eligible to receive awards under the 2013 Equity Incentive Plan.

*Award Agreement.* Awards granted under the 2013 Equity Incentive Plan will be evidenced by award agreements, which need not be identical, that provide additional terms, conditions, restrictions or limitations covering the grant of the award, including, without limitation, additional terms providing for the acceleration of exercisability or vesting of awards in the event of a change of control or conditions regarding the participant's employment, as determined by the committee.

*Stock Options.* The committee may grant nonqualified stock options to any individuals eligible to participate in the 2013 Equity Incentive Plan and incentive stock options to purchase shares of our common stock only to eligible employees. The committee will determine the number of shares of our common stock subject to each option, the term of each option, which may not exceed ten years, or five years in the case of an incentive stock option granted to a 10% or greater stockholder, the exercise price, the vesting schedule, if any, and the other material terms of each option. No incentive stock option or nonqualified stock option may have an exercise price less than the fair market value of a share of our common stock at the time of grant or, in the case of an incentive stock option granted to a 10% or greater stockholder, 110% of such share's fair market value. Options will be exercisable at such time or times and subject to such terms and conditions as determined by the committee at grant and the exercisability of such options may be accelerated by the committee.

*Stock Appreciation Rights.* The committee may grant stock appreciation rights, or "SARs," either with a stock option, which may be exercised only at such times and to the extent the related option is exercisable, or "Tandem SAR," or independent of a stock option, or "Non-Tandem SAR." A



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SAR is a right to receive a payment in shares of our common stock or cash, as determined by the committee, equal in value to the excess of the fair market value of one share of our common stock on the date of exercise over the exercise price per share established in connection with the grant of the SAR. The term of each SAR may not exceed ten years. The exercise price per share covered by an SAR will be the exercise price per share of the related option in the case of a Tandem SAR and will be the fair market value of our common stock on the date of grant in the case of a Non-Tandem SAR. The committee may also grant limited SARs, either as Tandem SARs or Non-Tandem SARs, which may become exercisable only upon the occurrence of a change in control, as defined in the 2013 Incentive Plan, or such other event as the committee may designate at the time of grant or thereafter.

*Restricted Stock.* The committee may award shares of restricted stock. Except as otherwise provided by the committee upon the award of restricted stock, the recipient generally will have the rights of a stockholder with respect to the shares, including the right to receive dividends, the right to vote the shares of restricted stock and, conditioned upon full vesting of shares of restricted stock, the right to tender such shares, subject to the conditions and restrictions generally applicable to restricted stock or specifically set forth in the recipient's restricted stock agreement. The committee may determine at the time of award that the payment of dividends, if any, will be deferred until the expiration of the applicable restriction period. Recipients of restricted stock will be required to enter into a restricted stock agreement with us that states the restrictions to which the shares are subject, which may include satisfaction of pre-established performance goals, and the criteria or date or dates on which such restrictions will lapse. If the grant of restricted stock or the lapse of the relevant restrictions is based on the attainment of performance goals, the committee will establish for each recipient the applicable performance goals, formulae or standards and the applicable vesting percentages with reference to the attainment of such goals or satisfaction of such formulae or standards while the outcome of the performance goals are substantially uncertain. Such performance goals may incorporate provisions for disregarding, or adjusting for, changes in accounting methods, corporate transactions, including, without limitation, dispositions and acquisitions, and other similar events or circumstances. Section 162(m) of the Internal Revenue Code requires that performance awards be based upon objective performance measures. The performance goals for performance-based restricted stock will be based on one or more of the objective criteria discussed in general below.

*Other Stock-Based Awards.* The committee may, subject to limitations under applicable law, make a grant of such other stock-based awards, including, without limitation, performance units, dividend equivalent units, stock equivalent units, restricted stock and deferred stock units under the 2013 Equity Incentive Plan that are payable in cash or denominated or payable in or valued by shares of our common stock or factors that influence the value of such shares. The committee may determine the terms and conditions of any such other awards, which may include the achievement of certain minimum performance goals for purposes of compliance with Section 162(m) of the Code and a minimum vesting period. The performance goals for performance-based other stock-based awards will be based on one or more of the objective criteria discussed in general below.

*Other Cash-Based Awards.* The committee may grant awards payable in cash. Cash-based awards shall be in such form, and dependent on such conditions, as the committee shall determine, including, without limitation, being subject to the satisfaction of vesting conditions or awarded purely as a bonus and not subject to restrictions or conditions. If a cash-based award is subject to vesting conditions, the committee may accelerate the vesting of such award in its discretion.

*Performance Awards.* The committee may grant a performance award to a participant payable upon the attainment of specific performance goals. The committee may grant performance awards that are intended to qualify as performance-based compensation under Section 162(m) of the Code as well as performance awards that are not intended to qualify as performance-based compensation under Section 162(m) of the Code. If the performance award is payable in cash, it may be paid upon the

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attainment of the relevant performance goals either in cash or in shares of restricted stock, based on the then current fair market value of such shares, as determined by the committee. Based on service, performance or other factors or criteria, the committee may, at or after grant, accelerate the vesting of all or any part of any performance award.

*Performance Goals.* The committee may grant awards of restricted stock, performance awards, and other stock-based awards that are intended to qualify as performance-based compensation for purposes of Section 162(m) of the Code. These awards may be granted, vest and be paid based on attainment of specified performance goals established by the committee. These performance goals may be based on the attainment of a certain target level of, or a specified increase or decrease in, one or more of the following measures selected by the committee: (1) earnings per share; (2) operating income; (3) gross income; (4) net income, before or after taxes; (5) cash flow; (6) gross profit; (7) gross profit return on investment; (8) gross margin return on investment; (9) gross margin; (10) operating margin; (11) working capital; (12) earnings before interest and taxes; (13) earnings before interest, tax, depreciation and amortization; (14) return on equity; (15) return on assets; (16) return on capital; (17) return on invested capital; (18) net revenues; (19) gross revenues; (20) revenue growth, as to either gross or net revenues; (21) annual recurring net or gross revenues; (22) recurring net or gross revenues; (23) license revenues; (24) sales or market share; (25) total shareholder return; (26) economic value added; (27) specified objectives with regard to limiting the level of increase in all or a portion of our bank debt or other long-term or short-term public or private debt or other similar financial obligations, which may be calculated net of cash balances and other offsets and adjustments as may be established by the committee; (28) the fair market value of the a share of common stock; (29) the growth in the value of an investment in the common stock assuming the reinvestment of dividends; (30) reduction in operating expenses or (31) other objective criteria determined by the committee in accordance with the 2013 Equity Incentive Plan.

To the extent permitted by law, the committee may also exclude the impact of an event or occurrence which the committee determines should be appropriately excluded, such as (1) restructurings, discontinued operations, extraordinary items and other unusual or non-recurring charges; (2) an event either not directly related to our operations or not within the reasonable control of management; or (3) a change in accounting standards required by generally accepted accounting principles. Performance goals may also be based on an individual participant's performance goals, as determined by the committee. In addition, all performance goals may be based upon the attainment of specified levels of our performance, or the performance of a subsidiary, division or other operational unit, under one or more of the measures described above relative to the performance of other corporations. The committee may designate additional business criteria on which the performance goals may be based or adjust, modify or amend those criteria.

*Change in Control.* In connection with a change in control, as will be defined in the 2013 Equity Incentive Plan, the committee may accelerate vesting of outstanding awards under the 2013 Equity Incentive Plan. In addition, such awards may be, in the discretion of the committee, (1) assumed and continued or substituted in accordance with applicable law; (2) purchased by us for an amount equal to the excess of the price of a share of our common stock paid in a change in control over the exercise price of the awards; or (3) cancelled if the price of a share of our common stock paid in a change in control is less than the exercise price of the award. The committee may also provide for accelerated vesting or lapse of restrictions of an award at any time.

*Stockholder Rights.* Except as otherwise provided in the applicable award agreement, and with respect to an award of restricted stock, a participant will have no rights as a stockholder with respect to shares of our common stock covered by any award until the participant becomes the record holder of such shares.

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*Amendment and Termination.* Notwithstanding any other provision of the 2013 Equity Incentive Plan, our board of directors may at any time amend any or all of the provisions of the 2013 Equity Incentive Plan, or suspend or terminate it entirely, retroactively or otherwise; provided, however, that, unless otherwise required by law or specifically provided in the 2013 Equity Incentive Plan, the rights of a participant with respect to awards granted prior to such amendment, suspension or termination may not be adversely affected without the consent of such participant.

*Transferability.* Awards granted under the 2013 Equity Incentive Plan generally will be nontransferable, other than by will or the laws of descent and distribution, except that the committee may provide for the transferability of nonqualified stock options at the time of grant or thereafter to certain family members.

*Recoupment of Awards.* The 2013 Equity Incentive Plan will provide that awards granted under the 2013 Equity Incentive Plan are subject to any recoupment policy we may have regarding the clawback of "incentive-based compensation" under the Exchange Act or under any applicable rules and regulations promulgated by the SEC.

*Effective Date.* We expect that the 2013 Equity Incentive Plan will be adopted in connection with the completion of this offering.

### Summary Compensation Table

The following table presents compensation information for Messrs. Carlile, Rancourt, Bell, Lovlien and Sahlberg for 2011, 2010 and 2009, to the extent each of them served as one of our Named Executive Officers during each of such years:

Name and Principal Position	Year	Salary \$(1)	Bonus (\$)	Non-Equity Incentive Plan Compensation \$(3)	Change in Pension Value and Nonqualified Deferred Compensation Earnings \$(4)	All Other Compensation \$(5)	Total (\$)
<b>Thomas E. Carlile</b> Chief Executive Officer	2011	\$ 700,000	\$	\$ 577,500	\$ 325,949	\$ 88,676	\$ 1,692,125
	2010	700,000		1,060,500	134,104	49,218	1,943,822
	2009	550,000			210,543	28,901	789,444
<b>Wayne M. Rancourt</b> Senior Vice President, Chief Financial Officer and Treasurer	2011	350,000		151,725	201,587	24,734	728,046
	2010	350,000		287,700	97,789	13,464	748,953
	2009	303,125			136,135	8,415	447,675
<b>Stanley R. Bell</b> President, Building Materials Distribution	2011	420,000	420,000(2)	194,828	173,524	37,199	1,245,551
	2010	420,000		326,954	53,570	29,462	829,986
	2009	420,000		163,505	136,941	45,041	765,487
<b>Thomas A. Lovlien</b> President, Wood Products Manufacturing	2011	420,000		182,070	260,721	46,156	908,947
	2010	420,000		428,400	185,453	30,928	1,064,781
	2009	420,000			239,331	28,847	688,178
<b>John T. Sahlberg</b> Vice President, Human Resource and General Counsel	2011	300,000		105,300	142,520	41,229	589,049

(1) Includes amounts deferred under our savings plan and, in 2009, our Deferred Compensation Plan. See "401(k) Plan" and "Nonqualified Deferred Compensation" under "Other Compensation and Benefit Plans" in the "Compensation Discussion and Analysis" for a description of these plans.

(2) Represents the payout of Mr. Bell's Retention Agreement.

(3) Represents total of (i) payments of Awards under our STIP for each year reported on and (ii) payments of Awards under our 2010 and 2011 LTIPs. The specific financial goals and performance objectives at corporate and business unit



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levels of the STIP and the LTIP are described under "STIP" and "Long-Term Incentive Compensation (Management Equity Plan and LTIP)" in the "Compensation Discussion and Analysis." The amounts reported in this column include amounts deferred under our savings plan and, in 2009, Deferred Compensation Plan. See "401(k) Plan" and "Nonqualified Deferred Compensation" under "Other Compensation and Benefit Plans" in the "Compensation Discussion and Analysis" for a description of these plans.

The Awards paid or to be paid to each of the Named Executive Officers for 2011 under the two plans covered by this column were as follows:

Name	STIP	LTIP(a)
Thomas E. Carlile	\$ 294,000	\$ 283,500
Wayne M. Rancourt	80,850	70,875
Stanley R. Bell	81,428	113,400
Thomas A. Lovlien	97,020	85,050
John T. Sahlberg	56,700	48,600

(a) Under the terms of the 2011 LTIP, participants were paid only one-third of the 2011 Award in 2012, with the balance of the Award to be paid in equal installments by March 15 of 2013 and 2014, if they meet a vesting requirement that requires them to remain employed through the end of 2012 and 2013. Amounts awarded for 2010 and 2011 to Mr. Bell were not subject to the delayed vesting requirement because he met the requirements for retirement-eligible status under the plan. Consequently, Mr. Bell's total LTIP award for 2011 is reflected in the column. See the description of the plan under "Long-Term Incentive Compensation (Management Equity Plan and LTIP)" of the "Compensation Discussion and Analysis."

(4) Amounts disclosed in this column include the following:

Name	Year	Change in Pension Value(a)	Nonqualified Deferred Compensation Earnings(b)
Thomas E. Carlile	2011	\$ 318,365	\$ 7,584
	2010	126,683	7,421
	2009	199,065	11,478
Wayne M. Rancourt	2011	197,498	4,089
	2010	93,788	4,001
	2009	129,962	6,173
Stanley R. Bell	2011	156,995	16,529
	2010	37,396	16,174
	2009	112,840	24,101
Thomas A. Lovlien	2011	251,962	8,759
	2010	176,882	8,571
	2009	226,186	13,145
John T. Sahlberg	2011	136,744	5,776

(a) Pension benefits for officers are frozen and no additional benefits are being earned. The changes reported in this column reflect the changes in actuarial assumptions that increase the present value of their benefits under all pension plans established by the company using interest rate and mortality rate assumptions consistent with those used in the company's financial statements, including amounts which were distributed to such Officers during 2009 pursuant to amendments made to the SUPP and the SERP, which provided for distribution in December 2009 of amounts earned by participants in the SUPP and the SERP during 2009 to the extent such amounts were taxable pursuant to Internal Revenue Code Section 457A.

(b) The amounts reported in this column reflect the above-market portion of the interest earned on deferred compensation during the years in which they were Named Executive Officers. A portion of such above-market interest earned in 2009 was distributed to such Officers pursuant to amendments made to the Deferred Compensation Plan, which provided for distribution in December 2009 of amounts earned by



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participants in the plan during 2009 to the extent such amounts were taxable pursuant to Internal Revenue Code Section 457A:

Name	<b>Above-Market Earnings Refunded in 2009</b>	
Thomas E. Carlile	\$	1,028
Wayne M. Rancourt		572
Stanley R. Bell		1,327
Thomas A. Lovlien		1,076

For more information concerning the pension plans and deferred compensation plans in which our Named Executive Officers participate, see "Defined Benefit Pension Benefits" and "Nonqualified Deferred Compensation" under "Other Compensation and Benefits Plans" in "Compensation Discussion and Analysis."

- (5) Amounts disclosed in this column include the following:

Name	Year	Company Contributions to Savings Plans(a)	Company-Paid Portion of Executive Officer Life Insurance(b)	Reportable Perquisites(c)	Tax Reimbursements, Gross-Ups and Other(d)
Thomas E. Carlile	2011	\$ 62,774	\$ 21,240	\$	\$ 4,662
Wayne M. Rancourt	2011	23,260	836		638
Stanley R. Bell	2011	25,500	10,564		1,135
Thomas A. Lovlien	2011	31,238	13,962		956
John T. Sahlberg	2011	18,997	1,529	20,652	51

- (a) See "401(k) Plan" under "Other Compensation and Benefit Plans" in "Compensation Discussion and Analysis" for a description of this plan. Amounts included in the contributions reported in this column that exceeded IRS annual limitations on company contributions to qualified defined contribution retirement plans were paid to the Named Executive Officer as taxable cash compensation.
- (b) See "Salaried Employee Life Insurance Plan and Supplemental Life Plan" under "Other Compensation and Benefit Plans" in "Compensation Discussion and Analysis" for a description of the company-paid life insurance plans under which these costs were incurred.
- (c) The company's costs for various perquisites provided to our Named Executive Officers are not reflected if they were less than \$10,000 in total. Mr. Sahlberg was given an Excellence Award, as well as a club membership.
- (d) The company provides a tax gross-up on the actual amount of the \$5,000 annual allowance for tax advice and planning.

### **Grants of Plan-Based Awards**

#### *Equity Awards*

None of our Named Executive Officers received a grant of equity interests during 2011.





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<b>Estimated Future Payouts Under Non-Equity Incentive Awards</b>					
<b>Board</b>					
<b>Name</b>	<b>Approval Date</b>	<b>Grant Date</b>	<b>Threshold</b>	<b>Target</b>	<b>Maximum</b>
<b>Thomas E. Carlile</b>					
STIP(1)	2/23/2011	3/31/2011	\$ 175,000	\$ 700,000	\$ 1,575,000
2011 LTIP(2)	2/23/2011	3/31/2011	350,000	700,000	1,400,000
<b>Wayne M. Rancourt</b>					
STIP(1)	2/23/2011	3/31/2011	48,125	192,500	433,125
2011 LTIP(2)	2/23/2011	3/31/2011	87,500	175,000	350,000
<b>Stanley R. Bell</b>					
STIP(1)	2/23/2011	3/31/2011	57,750	231,000	519,750
2011 LTIP(2)	2/23/2011	3/31/2011	105,000	210,000	420,000
<b>Thomas A. Lovlien</b>					
STIP(1)	2/23/2011	3/31/2011	57,750	231,000	519,750
2011 LTIP(2)	2/23/2011	3/31/2011	105,000	210,000	420,000
<b>John T. Sahlberg</b>					
STIP(1)	2/23/2011	3/31/2011	33,750	135,000	303,750
2011 LTIP(2)	2/23/2011	3/31/2011	60,000	120,000	240,000

- (1) Reflects the potential threshold, target and maximum incentive Awards for the Named Executive Officers possible for 2011 under our STIP. For further information on the terms of these incentive Awards, refer to "STIP" and "Long-Term Incentive Compensation (Management Equity Plan and LTIP)" in "Compensation Discussion and Analysis." The Named Executive Officers' actual incentive Awards earned in 2011 are disclosed in footnote 3 to the "Non-equity Incentive Plan Compensation" column of the "Summary Compensation Table." All Awards earned under this plan were paid in February 2012.
- (2) Reflects the potential threshold, target and maximum incentive Awards for the Named Executive Officers possible for 2011 under our 2011 LTIP. For further information on the terms of these incentive Awards, refer to "Long-Term Incentive Compensation (Management Equity Plan and LTIP)" in "Compensation Discussion and Analysis." The Named Executive Officers' actual incentive Awards earned in 2011 under this Plan are disclosed in footnote 3 to the "Non-Equity Incentive Plan Compensation" column of the "Summary Compensation Table." One-third of each Award earned under this plan for 2011 was paid in February 2012. The right to each of the two remaining one-third installments of such Awards will vest at year-end 2012 and year-end 2013 if the participant receiving the Award remains employed by the company through such date. Such deferred installments will be payable on or before March 15, 2013 and March 15, 2014, respectively. In addition, Mr. Bell was retirement-eligible under the terms of the plan and, accordingly, was fully vested in his Award at year-end 2011. The plan provided for an accelerated payment to him of 40% of the deferred installments of the Award, which was paid to him concurrently with the first installment of his Award. One-half of this additional current payment will be offset against each of the deferred installments when they become due. See the description of this plan in "LTIP" in "Long-Term Incentive Compensation (Management Equity Plan and LTIP)" in "Compensation Discussion and Analysis."

Table of Contents**Outstanding Equity Awards at Fiscal Year-End**

All outstanding equity awards held by our Named Executive Officers were fully vested as of year-end and no further grants of equity awards were made during 2011. For further information concerning the operation of our Management Equity Plan, see "MEP" in "Long-Term Incentive Compensation (Management Equity Plan and LTIP)" in "Compensation Discussion and Analysis."

**Options Exercised and Stock Vested**

No MEP shares vested in 2011.

**Pension Benefits**

Pension benefits for officers are frozen and no additional benefits are being earned. The following table reflects the present value of accumulated benefits payable to Messrs. Carlile, Rancourt, Bell, Lovlien and Sahlberg, including the number of years of service credited to each of them under our defined benefit pension plans. No amounts were distributed to any of them during 2011 under the SPP, the SUPP and the SERP. Mr. Sahlberg and Mr. Bell do not participate in the SERP. For more information concerning our pension plans, see "Defined Benefit Pension Benefits" under "Other Compensation and Benefit Plans" in "Compensation Discussion and Analysis."

Name	Plan Name	Number of Years Credited Service (#)(1)	Present Value of Accumulated Benefit \$(2)
Thomas E. Carlile	Salaried Pension Plan	37	\$ 1,527,098
	SUPP	37	1,280,093
	SERP	37	530,860
Wayne M. Rancourt	Salaried Pension Plan	25	442,467
	SUPP	25	145,509
	SERP	25	263,289
Stanley R. Bell	Salaried Pension Plan	39	1,975,505
	SUPP	39	1,388,393
Thomas A. Lovlien	Salaried Pension Plan	31	853,301
	SUPP	31	639,463
	SERP	31	726,300
John T. Sahlberg	Salaried Pension Plan	27	825,541
	SUPP	27	158,044

(1) Number of years credited service for Messrs. Carlile, Rancourt, Bell, Lovlien and Sahlberg include amounts attributable to employment with OfficeMax prior to the Forest Products acquisition.

(2) These values were calculated on the same basis and using the same assumptions used in the company's financial statements except that the assumed retirement age for Messrs. Carlile, Rancourt and Lovlien were the later of their current age or the earliest age at which they could qualify for retirement under the SERP. See Note 11, "Retirement and Benefit Plans," to our audited consolidated financial statements included elsewhere in this prospectus.

Table of Contents**Nonqualified Deferred Compensation**

Due to the application of Internal Revenue Code Section 457A to the company during 2011, no deferrals were made under the plan and no company contributions were made to the plan during the year. Earnings on preexisting plan balances continued to accrue during 2011 in accordance with the terms of the plan. No withdrawals or distributions were made from the plan by any of our Named Executive Officers during 2011. Aggregate earnings and year-end plan balances for each of our Named Executive Officers are disclosed in the table below:

Name	Aggregate Earnings in Last FY \$(1)	Aggregate Balance at FYE (\$)
Thomas E. Carlile	\$ 23,656	\$ 374,915
Wayne M. Rancourt	12,753	202,111
Stanley R. Bell	51,554	817,055
Thomas A. Lovlien	27,321	432,997
John T. Sahlberg	18,051	264,803

(1) The above-market portion of these amounts is included in the 2011 "Change in Pension Value and Nonqualified Deferred Compensation Earnings" column of the "Summary Compensation Table."

For more information concerning our nonqualified deferred compensation plan, see "Nonqualified Deferred Compensation" under "Other Compensation and Benefit Plans" in "Compensation Discussion and Analysis."

**Potential Payments Upon Termination or Change in Control**

The following tables reflect an estimate of the compensation the company would have been required to pay to each of its Named Executive Officers under the compensation plans, contracts, agreements and arrangements between each such individual and the company for:

Voluntary termination with good reason;

A change in control without adoption of a replacement plan;

Involuntary termination without cause;

For cause termination or voluntary termination without good reason;

Termination as a result of sale of a division;

Death; or

Disability

The amounts shown assume that such termination or change in control was effective as of December 31, 2011. The actual amounts the company would have been required to pay on other dates may only be determined at the time of separation from the company or the change in

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control and will accordingly vary from those disclosed here, which are based on a hypothetical December 31, 2011, termination. Our paid vacation is earned on a current basis ratably throughout each payroll year. Earned and unused amounts at year-end are forfeited to the extent they exceed a maximum permitted carry-over of 80 hours. The amounts disclosed here do not include amounts earned by the Named Executive Officer through that time as base salary, any bonuses approved by the compensation committee prior to that date and payments earned prior to that date as 2011 Awards earned pursuant

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to our STIP or current installments of 2011 Awards under our 2011 LTIP because neither their amount nor the timing of their payment is affected by the fact or the nature of the termination of employment. In addition, the disclosure does not include amounts payable pursuant to the 401(k), deferred compensation, or pension plans, which are disclosed elsewhere in this "Executive Compensation" section. Disclosure of amounts earned during 2011 as base salary, bonuses and Awards under the 2011 STIP may be found in the "Summary Compensation Table." Pension benefits and deferred compensation arrangements are described under the headings "Pension Benefits" and "Nonqualified Deferred Compensation" of this "Executive Compensation" section, respectively. The amounts disclosed do include future installments of Awards earned under the 2011 LTIP, to the extent vesting of such future installments is accelerated by the circumstances of the termination.

The availability of severance payments and continued healthcare and insurance benefits beyond termination of employment is contractually conditioned for each of our Named Executive Officers on their provision to the company of a release of claims arising from their employment and the termination thereof and their performance of contractual confidentiality, nonsolicitation and nondisparagement obligations contained in their employment or severance agreements with the company as well as payment of applicable contributions for healthcare and insurance benefits. The payments described in the tables and textual materials that follow are provided for, with respect to Messrs. Lovlien and Carlile, by the terms of their Severance Agreements and their Retention Award Agreements with the company; with respect to Messrs. Bell, Rancourt and Sahlberg, by their Severance Agreements with the company; and for all such Named Executive Officers, by the terms of the Management Equity Plan and the LTIP. For a description of these contractual arrangements, see "Long-Term Incentive Compensation (Management Equity Plan and LTIP) and "Agreements With and Potential Payments to, Named Executive Officers" in "Compensation Discussion and Analysis."

Table of Contents**Thomas E. Carlile**

<b>Benefit</b>	<b>Voluntary Termination With Good Reason</b>	<b>Change in Control</b>	<b>Involuntary Termination Without Cause</b>	<b>For-Cause Termination or Voluntary Termination Without Good Reason</b>	<b>Death or Disability</b>
Base Salary (2 × base salary of \$700,000)	\$ 1,400,000	\$	\$ 1,400,000	\$	\$
STIP	1,400,000 (2 × Target)	700,000 (1 × Target)	1,400,000 (2 × Target)		
LTIP					409,500
Retention Agreement Payment (1 × base salary of \$700,000 plus average of past 3 STIP payments)			1,042,860		88,410
Insurance premiums term life (for 24 months)	42,294		42,294		
Insurance healthcare, disability and accident (for 18 months)	11,914		11,914		
Financial counseling (for 18 months)	10,000		10,000		
Unused paid time off (80 hours)	26,923		26,923	26,923	26,923
Repurchase of management equity units					1,249,612
<b>Total</b>	<b>\$ 2,891,131</b>	<b>\$ 700,000</b>	<b>\$ 3,933,991</b>	<b>\$ 26,923</b>	<b>\$ 1,774,445</b>

Table of Contents**Wayne M. Rancourt**

<b>Benefit</b>	<b>Voluntary Termination With Good Reason</b>	<b>Change in Control</b>	<b>Involuntary Termination Without Cause</b>	<b>For-Cause Termination or Voluntary Termination Without Good Reason</b>	<b>Death or Disability</b>
Base Salary (2 × base salary of \$350,000)	\$ 700,000	\$	\$ 700,000	\$	\$
STIP	385,000 (2 × Target)	192,500 (1 × Target)	385,000 (2 × Target)		
LTIP					102,375
Insurance healthcare, disability and accident (for 18 months)	17,404		17,404		
Financial counseling (for 18 months)	15,000		15,000		
Unused paid time off (80 hours)	13,462		13,462	13,462	13,462
Repurchase of management equity units					203,648
Total	\$ 1,130,866	\$ 192,500	\$ 1,130,866	\$ 13,462	\$ 319,485

Table of Contents**Stanley R. Bell**

<b>Benefit</b>	<b>Voluntary Termination With Good Reason</b>	<b>Change in Control</b>	<b>Involuntary Termination Without Cause</b>	<b>For-Cause Termination or Voluntary Termination Without Good Reason</b>	<b>Involuntary Termination in Connection With Sale of a Division</b>	<b>Retirement</b>	<b>Death or Disability</b>
Base Salary (2 × base salary of \$420,000)	\$ 840,000	\$	\$ 840,000	\$	\$ 840,000	\$	\$
STIP	462,000 (2 × Target)	231,000 (1 × Target)	462,000 (2 × Target)		462,000 (2 × Target)		
LTIP						73,710	73,710
Insurance premiums term life (for 24 months)	20,948		20,948		20,948		
Insurance healthcare, disability and accident (for 18 months)	11,914		11,914		11,914		
Financial counseling (for 18 months)	15,000		15,000		15,000		
Unused paid time off (56 hours)	11,308		11,308	11,308	11,308	11,308	11,308
Repurchase of management equity units					1,041,116		1,041,116
<b>Total</b>	<b>\$ 1,361,170</b>	<b>\$ 231,000</b>	<b>\$ 1,361,170</b>	<b>\$ 11,308</b>	<b>\$ 2,402,286</b>	<b>\$ 85,018</b>	<b>\$ 1,126,134</b>



Table of Contents**Thomas A. Lovlien**

<b>Benefit</b>	<b>Voluntary Termination With Good Reason</b>	<b>Change in Control</b>	<b>Involuntary Termination Without Cause</b>	<b>For-Cause Termination or Voluntary Termination Without Good Reason</b>	<b>Involuntary Termination in Connection With Sale of a Division</b>	<b>Disability</b>
Base Salary (2 × base salary of \$420,000)	\$ 840,000	\$	\$ 840,000	\$	\$ 840,000	\$
STIP	462,000 (2 × Target)	231,000 (1 × Target)	462,000 (2 × Target)		462,000 (2 × Target)	
LTIP						122,850
Retention Agreement Payment (1 × base salary of \$420,000)			420,000		420,000	295,932
Insurance premiums term life (for 24 months)	27,737		27,737		27,737	
Insurance healthcare, disability and accident (for 18 months)	10,888		10,888		10,888	
Financial counseling (for 18 months)	15,000		15,000		15,000	
Unused paid time off (80 hours)	16,154		16,154	16,154	16,154	16,154
Repurchase of management equity units					511,473	511,473
<b>Total</b>	\$ 1,371,779	\$ 231,000	\$ 1,791,779	\$ 16,154	\$ 2,303,252	\$ 946,409

Table of Contents**John T. Sahlberg**

<b>Benefit</b>	<b>Voluntary Termination With Good Reason</b>	<b>Change in Control</b>	<b>Involuntary Termination Without Cause</b>	<b>For-Cause Termination or Voluntary Termination Without Good Reason</b>	<b>Death or Disability</b>
Base Salary (1 × base salary of \$300,000)	\$ 300,000	\$	\$ 300,000	\$	\$
STIP (1 × Target)	135,000	135,000	135,000		
LTIP					70,200
Insurance healthcare, disability and accident (for 12 months)	11,603		11,603		
Financial counseling (for 12 months)	10,000		10,000		
Unused paid time off (80 hours)	11,538		11,538	11,538	11,538
Repurchase of management equity units					122,155
Total	\$ 468,141	135,000	\$ 468,141	\$ 11,538	\$ 203,893

**Director Compensation***Overview*

Since shortly after the company's inception, the company has included one or more directors on its board who are not employees of the company; its major investor, Madison Dearborn; or its significant minority investor, OfficeMax, in an effort to ensure that the deliberations of its board reflect a broader range of perspective and experience than are available solely from the chief executive officer of the company and OfficeMax and Madison Dearborn employees. During 2011, we had one such director Mr. Madigan. The compensation levels are believed by the compensation committee to be comparable to those paid by other companies of similar size for independent directors with comparable responsibilities.

Boise Cascade entered into an Employment Agreement with Mr. McDougall on November 20, 2008, pursuant to which he served as our chairman and chief executive officer. Mr. McDougall's Employment Agreement was amended in February 2009 and further amended upon his resignation from the position of chief executive officer in August 2009. Pursuant to the terms of the Employment Agreement, as amended (the Agreement), Mr. McDougall receives an annual base salary of \$180,000 per year as compensation for serving as a director and chairman of our board of directors. Under the terms of the Agreement, Mr. McDougall participates in dental and vision insurance plans that are the same as those available to other salaried employees and he received a company contribution to his 401(k) account on the same terms as other employees. He does not participate in any of the company's incentive compensation plans. The Employment Agreement also provides that the Employment Agreement may be terminated by either party on 30 days' notice.

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Mr. Madigan does not have an employment contract. He receives compensation for acting as a member of our board of directors in the amount of an annual fee of \$50,000 per year and additional fees for each meeting of the board and each committee meeting attended of \$1,500 per meeting.

The compensation earned during 2011 by Messrs. McDougall and Madigan is set forth in the following table:

Name	Fees Earned or Paid in Cash(1)	Stock Awards(2)	Change in Pension Value and Nonqualified Deferred Compensation Earnings(3)	All Other Compensation(4)	Total
Duane C. McDougall	\$ 180,000			\$ 13,158	\$ 193,158
John W. Madigan	74,000		5,956		79,956

- (1) In addition to serving as a director, Mr. McDougall serves as the chairman of our board of directors.
- (2) No stock awards were made to any of our directors during 2011. Our directors are participants in our Directors Equity Plan, which is substantially similar to our Management Equity Plan (see "MEP" under "Long-Term Incentive Compensation (Management Equity Plan and 2011 LTIP)" in "Compensation Discussion and Analysis" for a description of our Management Equity Plan). Mr. Madigan and Mr. McDougall each received an award of our Series C equity units under the Directors Equity Plan in 2006. In addition, Mr. McDougall received a grant of our Series C equity units pursuant to our Management Equity Plan in 2009, when he served as our chief executive officer. The Series C equity units issued in 2006 have a threshold value of \$2.00 per unit and the Series C equity units issued in 2009 have a threshold equity value of \$1.30 per unit. A portion of Mr. McDougall's 2009 grant of Series C equity units was forfeited at the time of his August 2009 resignation from his position of chief executive officer and the balance of his 2009 Series C equity units became fully vested at such time. A portion of Mr. McDougall's 2006 Series C equity units was subject to a performance-vesting requirement, which was not satisfied on the December 31, 2010, determination date provided for in the Directors Equity Plan and were accordingly forfeited on such date.
- (3) We do not provide any of our directors with pension benefits. The amount reported in this column reflects the above-market portion of the interest Mr. Madigan earned during 2011 under our Directors Deferred Compensation Plan.
- (4) Company 401(k) contribution, company-provided life insurance and financial counseling allowance.

### **Directors Deferred Compensation Plan**

We maintain a nonqualified Directors Deferred Compensation Plan, which allows each director who receives compensation for board service to defer all or a portion of such compensation in a calendar year. Amounts deferred are credited with imputed interest at a rate equal to 130% of Moody's Composite Average of Yields on Corporate Bonds. Participants may receive payment in cash in a lump sum or in annual installments following their service on the board. No director deferred any 2011 fees under this plan.

### **Director and Officer Indemnification and Limitation of Liability**

Our amended and restated certificate of incorporation and amended and restated bylaws will provide that we will indemnify our directors and officers to the fullest extent permitted by the DGCL.

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In addition, our certificate of incorporation will provide that our directors will not be liable for monetary damages for breach of fiduciary duty, except for liability (i) for any breach of the director's duty of loyalty to us or our stockholders or (ii) for acts or omissions not in good faith or acts or omissions that involve intentional misconduct or a knowing violation of law.

In addition, prior to the completion of this offering, we will enter into indemnification agreements with each of our executive officers and directors. The indemnification agreements will provide the executive officers and directors with contractual rights to indemnification, expense advancement and reimbursement, to the fullest extent permitted under the DGCL.

There is no pending litigation or proceeding naming any of our directors or officers to which indemnification is being sought and we are not aware of any pending or threatened litigation that may result in claims for indemnification by any director or officer.

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**SECURITY OWNERSHIP BY CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth information regarding the beneficial ownership of our common stock as of December 15, 2012 and after giving effect to the conversion of Boise Cascade, L.L.C. into a Delaware corporation and the anticipated beneficial ownership percentages immediately following this offering, by:

each person or group who is known by us to own beneficially more than 5% of our outstanding shares of our common stock;

each of our named executive officers;

each of our directors as of the completion of this offering; and

all of our executive officers and directors as a group.

Each stockholder's percentage ownership before the offering is based on \_\_\_\_\_ shares of our common stock outstanding as of December 15, 2012, as adjusted to give effect to the conversion discussed above. Each stockholder's percentage ownership after the offering is based on \_\_\_\_\_ shares of our common stock outstanding immediately after the completion of this offering. We have granted the underwriters an option to purchase up to \_\_\_\_\_ additional shares of our common stock and the table below assumes no exercise of that option.

Beneficial ownership for the purposes of the following table is determined in accordance with the rules and regulations of the SEC. These rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting thereof, or to dispose or direct the disposition thereof or has the right to acquire such powers within 60 days. Common stock subject to options that are currently exercisable or exercisable within 60 days of December 15, 2012 are deemed to be outstanding and beneficially owned by the person holding the options. These shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. Percentage of beneficial ownership is based on \_\_\_\_\_ shares of common stock to be outstanding after the completion of this offering, assuming no exercise of the option to purchase additional shares. Except as disclosed in the footnotes to this table and subject to applicable community property laws, we believe that each stockholder identified in the table possesses sole voting and investment power over all shares of common stock shown as beneficially owned by the stockholder. We have not included in the following table the number of shares of common stock that certain of our executive officers and directors may be deemed to indirectly own as a result of being investors of FPH because none of such officers or directors exercise indirect voting or investment power with respect to the Boise Cascade common stock held by BC Holdings.

**Percentage of Shares  
Beneficially Owned**