

BOISE CASCADE Co  
Form 10-Q  
November 05, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2014

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

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

Commission File Number: 001-35805  
Boise Cascade Company  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or  
organization)

20-1496201  
(I.R.S. Employer Identification No.)

1111 West Jefferson Street  
Suite 300  
Boise, Idaho 83702-5389  
(Address of principal executive offices) (Zip Code)

(208) 384-6161  
(Registrant's telephone number, including area code)

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

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

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

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Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

There were 39,411,711 shares of the registrant's \$0.01 par value common stock outstanding on October 31, 2014.

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## Table of Contents

PART I—FINANCIAL INFORMATION

<u>Item 1.</u>	<u>Financial Statements</u>	<u>1</u>
	<u>Condensed Notes to Unaudited Quarterly Consolidated Financial Statements</u>	<u>6</u>
	<u>1. Nature of Operations and Consolidation</u>	<u>6</u>
	<u>2. Summary of Significant Accounting Policies</u>	<u>6</u>
	<u>3. Income Taxes</u>	<u>9</u>
	<u>4. Net Income Per Common Share</u>	<u>10</u>
	<u>5. Acquisitions</u>	<u>10</u>
	<u>6. Debt</u>	<u>11</u>
	<u>7. Retirement and Benefit Plans</u>	<u>12</u>
	<u>8. Stock-Based Compensation</u>	<u>13</u>
	<u>9. Accumulated Other Comprehensive Loss</u>	<u>14</u>
	<u>10. Outsourcing Services Agreement</u>	<u>15</u>
	<u>11. Transactions With Related Party</u>	<u>15</u>
	<u>12. Segment Information</u>	<u>15</u>
	<u>13. Commitments, Legal Proceedings and Contingencies, and Guarantees</u>	<u>18</u>
	<u>14. Consolidating Guarantor and Nonguarantor Financial Information</u>	<u>18</u>
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>29</u>
	<u>Understanding Our Financial Information</u>	<u>29</u>
	<u>Executive Overview</u>	<u>29</u>
	<u>Factors That Affect Our Operating Results</u>	<u>30</u>
	<u>Our Operating Results</u>	<u>32</u>
	<u>Liquidity and Capital Resources</u>	<u>36</u>
	<u>Contractual Obligations</u>	<u>38</u>
	<u>Off-Balance-Sheet Activities</u>	<u>38</u>
	<u>Guarantees</u>	<u>38</u>
	<u>Seasonal and Inflationary Influences</u>	<u>38</u>
	<u>Employees</u>	<u>38</u>
	<u>Environmental</u>	<u>39</u>
	<u>Critical Accounting Estimates</u>	<u>39</u>
	<u>New and Recently Adopted Accounting Standards</u>	<u>39</u>
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>39</u>
<u>Item 4.</u>	<u>Controls and Procedures</u>	<u>39</u>

PART II—OTHER INFORMATION

<u>Item 1.</u>	<u>Legal Proceedings</u>	<u>41</u>
<u>Item 1A.</u>	<u>Risk Factors</u>	<u>41</u>
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>41</u>
<u>Item 3.</u>	<u>Defaults Upon Senior Securities</u>	<u>42</u>
<u>Item 4.</u>	<u>Mine Safety Disclosures</u>	<u>42</u>
<u>Item 5.</u>	<u>Other Information</u>	<u>42</u>
<u>Item 6.</u>	<u>Exhibits</u>	<u>42</u>

Table of Contents

## PART I—FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

Boise Cascade Company  
Consolidated Statements of Operations  
(unaudited)

	Three Months Ended September 30		Nine Months Ended September 30	
	2014	2013	2014	2013
	(thousands, except per-share data)			
Sales	\$983,319	\$877,979	\$2,711,686	\$2,475,152
Costs and expenses				
Materials, labor, and other operating expenses (excluding depreciation)	827,890	759,777	2,324,030	2,155,620
Depreciation and amortization	13,203	8,962	38,005	26,205
Selling and distribution expenses	72,714	66,244	198,825	183,350
General and administrative expenses	13,173	12,867	35,763	33,164
Other (income) expense, net	148	(350)	(1,589)	(523)
	927,128	847,500	2,595,034	2,397,816
Income from operations	56,191	30,479	116,652	77,336
Foreign currency exchange gain (loss)	(316)	) 69	(139)	) (302)
Interest expense	(5,514)	) (5,174)	) (16,545)	) (14,846)
Interest income	57	88	180	212
	(5,773)	) (5,017)	) (16,504)	) (14,936)
Income before income taxes	50,418	25,462	100,148	62,400
Income tax (provision) benefit	(18,133)	) (9,602)	) (35,880)	) 44,708
Net income	\$32,285	\$15,860	\$64,268	\$107,108
Weighted average common shares outstanding:				
Basic	39,423	40,625	39,407	40,486
Diluted	39,481	40,640	39,459	40,492
Net income per common share:				
Basic	\$0.82	\$0.39	\$1.63	\$2.65
Diluted	\$0.82	\$0.39	\$1.63	\$2.65

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

Table of ContentsBoise Cascade Company  
Consolidated Statements of Comprehensive Income  
(unaudited)

	Three Months Ended September 30		Nine Months Ended September 30	
	2014	2013	2014	2013
	(thousands)			
Net income	\$32,285	\$15,860	\$64,268	\$107,108
Other comprehensive income (loss), net of tax				
Defined benefit pension plans				
Amortization of actuarial (gain) loss, net of tax of (\$2), \$890, (\$6), and \$2,621, respectively	(3	) 1,443	(11	) 4,249
Amortization of prior service costs, net of tax of \$-, \$9, \$-, and \$26, respectively	—	14	—	42
Other comprehensive income (loss), net of tax	(3	) 1,457	(11	) 4,291
Comprehensive income	\$32,282	\$17,317	\$64,257	\$111,399

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

Table of ContentsBoise Cascade Company  
Consolidated Balance Sheets  
(unaudited)

	September 30, 2014	December 31, 2013
	(thousands)	
<b>ASSETS</b>		
Current		
Cash and cash equivalents	\$ 169,974	\$ 118,249
Receivables		
Trade, less allowances of \$2,422 and \$2,509	212,801	152,240
Related parties	1,111	583
Other	7,164	7,268
Inventories	398,871	383,359
Deferred income taxes	20,302	18,151
Prepaid expenses and other	8,855	7,855
Total current assets	819,078	687,705
Property and equipment, net	362,500	360,985
Timber deposits	11,304	6,266
Deferred financing costs	7,453	8,334
Goodwill	21,823	21,823
Intangible assets, net	10,207	10,277
Deferred income taxes	—	760
Other assets	8,734	8,036
Total assets	\$ 1,241,099	\$ 1,104,186

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

Table of ContentsBoise Cascade Company  
Consolidated Balance Sheets (continued)  
(unaudited)

	September 30, 2014	December 31, 2013
	(thousands, except per-share data)	
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current		
Accounts payable		
Trade	\$ 185,420	\$ 139,636
Related parties	2,975	2,484
Accrued liabilities		
Compensation and benefits	69,695	60,527
Income taxes payable	13,055	166
Interest payable	8,076	3,294
Other	40,011	32,910
Total current liabilities	319,232	239,017
Debt		
Long-term debt	301,466	301,613
Other		
Compensation and benefits	81,198	96,536
Other long-term liabilities	18,178	14,539
	99,376	111,075
Commitments and contingent liabilities		
Stockholders' equity		
Preferred stock, \$0.01 par value per share; 50,000 shares authorized, no shares issued and outstanding	—	—
Common stock, \$0.01 par value per share; 300,000 shares authorized, 43,274 and 43,229 shares issued, respectively	433	432
Treasury stock, 3,864 shares at cost	(100,000	) (100,000
Additional paid-in capital	500,879	496,593
Accumulated other comprehensive loss	(55,260	) (55,249
Retained earnings	174,973	110,705
Total stockholders' equity	521,025	452,481
Total liabilities and stockholders' equity	\$ 1,241,099	\$ 1,104,186

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

Table of ContentsBoise Cascade Company  
Consolidated Statements of Cash Flows  
(unaudited)

	Nine Months Ended September 30	
	2014	2013
	(thousands)	
Cash provided by (used for) operations		
Net income	\$64,268	\$107,108
Items in net income not using (providing) cash		
Depreciation and amortization, including deferred financing costs and other	39,223	27,573
Stock-based compensation	4,186	1,862
Pension expense	597	8,104
Deferred income taxes	1,913	(65,095)
Other	(1,609)	) (628)
Decrease (increase) in working capital, net of acquisitions		
Receivables	(61,002)	) (63,987)
Inventories	(15,512)	) (36,440)
Prepaid expenses and other	(1,695)	) (1,624)
Accounts payable and accrued liabilities	62,003	50,011
Pension contributions	(11,675)	) (10,352)
Income taxes payable	14,883	2,218
Other	(7,482)	) (862)
Net cash provided by operations	88,098	17,888
Cash provided by (used for) investment		
Expenditures for property and equipment	(40,860)	) (29,935)
Acquisitions of businesses and facilities	—	) (102,002)
Proceeds from sales of assets	4,726	1,536
Other	41	9
Net cash used for investment	(36,093)	) (130,392)
Cash provided by (used for) financing		
Net proceeds from issuance of common stock	—	262,488
Treasury stock purchased	—	(100,000)
Issuances of long-term debt, including revolving credit facility	57,600	130,000
Payments of long-term debt, including revolving credit facility	(57,600)	) (80,000)
Financing costs	(11)	) (1,854)
Other	(269)	) 193
Net cash provided by (used for) financing	(280)	) 210,827
Net increase in cash and cash equivalents	51,725	98,323
Balance at beginning of the period	118,249	45,893
Balance at end of the period	\$169,974	\$144,216

See accompanying condensed notes to unaudited quarterly consolidated financial statements.





## Table of Contents

### Condensed Notes to Unaudited Quarterly Consolidated Financial Statements

#### 1. Nature of Operations and Consolidation

##### Nature of Operations

We are a building products company headquartered in Boise, Idaho. As used in this Form 10-Q, the terms "Boise Cascade," "we," and "our" refer to Boise Cascade, L.L.C., and its consolidated subsidiaries prior to our conversion to a Delaware corporation and to Boise Cascade Company and its consolidated subsidiaries on or after such conversion. On February 4, 2013, we converted to a Delaware corporation from a Delaware limited liability company by filing a certificate of conversion in Delaware. We are one of the largest producers of plywood and engineered wood products (EWP) in North America and a leading U.S. wholesale distributor of building products.

On February 11, 2013, we issued 13,529,412 shares of common stock in our initial public offering. Following the initial public offering, the common stock held by Boise Cascade Holdings, L.L.C. (BC Holdings) represented 68.7% of our outstanding common stock. In the July 2013 and November 2013 secondary offerings, we registered a combined 18,050,000 shares of common stock sold by BC Holdings. Concurrent with the close of the July 2013 secondary offering, we also repurchased 3,864,062 shares of common stock from BC Holdings (the Repurchase). Following the secondary offerings and the Repurchase, the common stock held by BC Holdings represented 19.8% of our outstanding common stock. On March 3, 2014, BC Holdings distributed its remaining ownership in Boise Cascade common stock to its members.

We operate our business using three reportable segments: (1) Wood Products, which manufactures plywood, EWP, studs, particleboard, and ponderosa pine lumber; (2) Building Materials Distribution, which is a wholesale distributor of building materials; and (3) Corporate and Other, which includes corporate support staff services, related assets and liabilities, and foreign currency exchange gains and losses. For more information, see Note 12, Segment Information.

##### Consolidation

The accompanying quarterly consolidated financial statements have not been audited by an independent registered public accounting firm but, in the opinion of management, include all adjustments necessary to present fairly the financial position, results of operations, and cash flows for the interim periods presented. Except as disclosed within these condensed notes to unaudited quarterly consolidated financial statements, the adjustments made were of a normal, recurring nature. Certain information and footnote disclosures normally included in our annual consolidated financial statements have been condensed or omitted. The quarterly consolidated financial statements include the accounts of Boise Cascade and its subsidiaries after elimination of intercompany balances and transactions. Quarterly results are not necessarily indicative of results that may be expected for the full year. These condensed notes to unaudited quarterly consolidated financial statements should be read in conjunction with our 2013 Form 10-K and the other reports we file with the Securities and Exchange Commission (SEC).

#### 2. Summary of Significant Accounting Policies

##### Accounting Policies

The complete summary of significant accounting policies is included in Note 2, Summary of Significant Accounting Policies, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" in our 2013 Form 10-K.

##### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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. Such estimates include the valuation of accounts receivable, inventories, goodwill, intangible assets, and other long-lived assets; legal contingencies; guarantee obligations; indemnifications; assumptions used in retirement benefits; stock-based compensation; income taxes; and vendor and customer rebates, among others. These estimates and assumptions are based on management's best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. We adjust such estimates and assumptions

Table of Contents

when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ significantly from these estimates. Changes in these estimates resulting from continuing changes in the economic environment will be reflected in the consolidated financial statements in future periods.

## Vendor and Customer Rebates and Allowances

We receive rebates and allowances from our vendors under a number of different programs, including vendor marketing programs. At September 30, 2014, and December 31, 2013, we had \$4.8 million and \$4.7 million, respectively, of vendor rebates and allowances recorded in "Receivables, Other" on our Consolidated Balance Sheets. Rebates and allowances received from our vendors are recognized as a reduction of "Materials, labor, and other operating expenses (excluding depreciation)" when the product is sold, unless the rebates and allowances are linked to a specific incremental cost to sell a vendor's product. Amounts received from vendors that are linked to specific selling and distribution expenses are recognized as a reduction of "Selling and distribution expenses" in the period the expense is incurred.

We also provide rebates to our customers and our customers' customers based on the volume of their purchases. We provide the rebates to increase the sell-through of our products. The rebates are recorded as a decrease in "Sales." At September 30, 2014, and December 31, 2013, we had \$28.0 million and \$24.2 million, respectively, of rebates payable to our customers recorded in "Accrued liabilities, Other" on our Consolidated Balance Sheets.

## Leases

We lease a portion of our distribution centers as well as other property and equipment under operating leases. For purposes of determining straight-line rent expense, the lease term is calculated from the date we first take possession of the facility, including any periods of free rent and any renewal option periods we are reasonably assured of exercising. Rental expense for operating leases was \$4.3 million and \$3.8 million for the three months ended September 30, 2014 and 2013, respectively, and \$12.9 million and \$11.1 million for the nine months ended September 30, 2014 and 2013, respectively. Sublease rental income was not material in any of the periods presented.

## Inventories

Inventories include the following (work in process is not material):

	September 30, 2014 (thousands)	December 31, 2013
Finished goods and work in process	\$313,335	\$292,218
Logs	56,877	65,423
Other raw materials and supplies	28,659	25,718
	\$398,871	\$383,359

Table of Contents

## Property and Equipment

Property and equipment consisted of the following asset classes:

	September 30, 2014 (thousands)	December 31, 2013
Land	\$36,819	\$37,345
Buildings	95,039	91,594
Improvements	42,253	41,372
Office equipment and vehicles	86,711	80,340
Machinery and equipment	393,080	380,456
Construction in progress	20,041	10,063
	673,943	641,170
Less accumulated depreciation	(311,443)	) (280,185)
	\$362,500	\$360,985

## Fair Value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy under U.S. generally accepted accounting principles (GAAP) gives the highest priority to quoted market prices (Level 1) and the lowest priority to unobservable inputs (Level 3). In general, and where applicable, we use quoted prices in active markets for identical assets or liabilities to determine fair value (Level 1). If quoted prices in active markets for identical assets or liabilities are not available to determine fair value, we use quoted prices for similar assets and liabilities or inputs that are observable either directly or indirectly (Level 2). If quoted prices for identical or similar assets are not available or are unobservable, we may use internally developed valuation models, whose inputs include bid prices, and third-party valuations utilizing underlying asset assumptions (Level 3).

## Financial Instruments

Our financial instruments are cash and cash equivalents, accounts receivable, accounts payable, and long-term debt. Our cash is recorded at cost, which approximates fair value, and our cash equivalents are money market funds measured at fair value. As of September 30, 2014, and December 31, 2013, we held \$130.4 million and \$85.8 million, respectively, in money market funds that are measured at fair value on a recurring basis using Level 1 inputs. The recorded values of accounts receivable and accounts payable approximate fair values based on their short-term nature. At September 30, 2014, the book value of our fixed-rate debt was \$300.0 million, and the fair value was estimated to be \$312.0 million. The difference between the book value and the fair value is derived from the difference between the period-end market interest rate and the stated rate of our fixed-rate, long-term debt. We estimated the fair value based on quoted market prices for similar traded debt (Level 2 measurement).

## Concentration of Credit Risk

We are exposed to credit risk related to customer accounts receivable. 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 both September 30, 2014, and December 31, 2013, the receivables from a single customer accounted for approximately 13% of total receivables. No other customer accounted for 10% or more of total receivables.



## Table of Contents

### New and Recently Adopted Accounting Standards

In June 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-12, Compensation - Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period. This ASU requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. This guidance is effective for annual and interim reporting periods beginning after December 15, 2015. Early adoption is permitted. The provisions of this guidance are not expected to have a material effect on our financial statements.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. This ASU requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for annual and interim reporting periods beginning after December 15, 2016. Early adoption is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. We are evaluating the effect that this guidance will have on our consolidated financial statements and related disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our financial statements.

There were no other accounting standards recently issued that had or are expected to have a material impact on our consolidated financial statements and associated disclosures.

### 3. Income Taxes

#### Income Tax Provision

For the three and nine months ended September 30, 2014, we recorded \$18.1 million and \$35.9 million, respectively, of income tax expense and had an effective rate of 36.0% and 35.8%, respectively. As a result of our conversion to a corporation in February 2013, we recorded net deferred tax assets of \$68.7 million, the effect of which was recorded as an income tax benefit in our Consolidated Statement of Operations for the nine months ended September 30, 2013. Excluding the discrete establishment of net deferred tax assets, we recorded \$9.6 million and \$24.0 million, respectively, of income tax expense and had an effective tax rate of 37.7% and 38.4%, respectively, for the three and nine months ended September 30, 2013. During the three and nine months ended September 30, 2014, the primary reason for the difference between the federal statutory income tax rate of 35% and the effective tax rate was the effect of state taxes, offset partially by the domestic manufacturers' deduction and other tax credits. During the three and nine months ended September 30, 2013, the primary reason for the difference between the federal statutory income tax rate of 35% and the effective tax rate, excluding the deferred discrete item, was the effect of state taxes.

During the nine months ended September 30, 2014 and 2013, cash paid for taxes, net of refunds received, was \$19.1 million and \$17.8 million, respectively.

#### Income Tax Uncertainties

We recognize tax liabilities and adjust these liabilities when our judgment changes as a result of the evaluation of new information not previously available or as new uncertainties occur. As of September 30, 2014, we had an insignificant amount of unrecognized tax benefits recorded on our Consolidated Balance Sheets, and we do not expect a significant change over the next 12 months. We had no unrecognized tax benefits recorded as of December 31, 2013. During the three and nine months ended September 30, 2014 and 2013, we did not record any interest or penalties related to uncertain tax positions.





Table of Contents

## 4. Net Income Per Common Share

Basic net income per common share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Weighted average common shares outstanding for the basic net income per common share calculation includes vested restricted stock units (RSUs) granted to nonemployee directors as there are no conditions under which those shares will not be issued. Diluted net income per common share is computed by dividing net income by the combination of other potentially dilutive weighted average common shares and the weighted average number of common shares outstanding during the period. Other potentially dilutive weighted average common shares include the dilutive effect of stock options, RSUs, and performance stock units (PSUs) for each period using the treasury stock method. Under the treasury stock method, the exercise price of a share, the amount of compensation expense, if any, for future service that has not yet been recognized, and the amount of tax benefits that would be recorded in additional paid-in capital, if any, when the share is exercised are assumed to be used to repurchase shares in the current period.

The following table sets forth the computation of basic and diluted net income per common share:

	Three Months Ended September 30		Nine Months Ended September 30	
	2014	2013	2014	2013
	(thousands, except per-share data)			
Net income	\$32,285	\$15,860	\$64,268	\$107,108
Weighted average common shares outstanding during the period (for basic calculation)	39,423	40,625	39,407	40,486
Dilutive effect of other potential common shares	58	15	52	6
Weighted average common shares and potential common shares (for diluted calculation)	39,481	40,640	39,459	40,492
Net income per common share - Basic	\$0.82	\$0.39	\$1.63	\$2.65
Net income per common share - Diluted	\$0.82	\$0.39	\$1.63	\$2.65

The computation of the dilutive effect of other potential common shares excludes stock awards representing 0.1 million shares and 0.2 million shares of common stock, respectively, in the three months ended September 30, 2014 and 2013, and 0.3 million shares and 0.2 million shares of common stock, respectively, in the nine months ended September 30, 2014 and 2013. Under the treasury stock method, the inclusion of these stock awards would have been antidilutive.

## 5. Acquisitions

On September 30, 2013, our wholly owned subsidiary, Boise Cascade Wood Products, L.L.C., completed the acquisition of 100% of the outstanding limited liability company interests of both Chester Wood Products LLC and Moncure Plywood LLC (Wood Resources LLC Southeast Operations) for an aggregate purchase price of \$103.0 million, including a post-closing adjustment of \$1.0 million based upon a working capital target (the Acquisition).

The following pro forma financial information presents the combined results of operations as if the Wood Resources LLC Southeast Operations had been combined with us on January 1, 2013. The pro forma financial information also gives effect to the issuance of \$50 million in aggregate principal amount of our 6.375% senior notes due November 1, 2020 (Senior Notes) on August 15, 2013, and the \$25.0 million borrowed under our revolving credit facility to partially finance the Acquisition, as if such transactions had occurred on January 1, 2013. The pro forma results are intended for information purposes only and do not purport to represent what the combined companies'

results of operations would actually have been had the related transactions in fact occurred on January 1, 2013. They also do not reflect any cost savings, operating synergies, or revenue enhancements that we may achieve or the costs necessary to achieve those cost savings, operating synergies, revenue enhancements, or integration efforts.

Table of Contents

	Pro Forma	
	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2013
	(unaudited, thousands, except per-share data)	
Sales	\$911,481	\$2,581,828
Net income (a)	\$17,639	\$114,254
Net income per common share - Basic and Diluted (b)	\$0.45	\$3.05

The nine months ended September 30, 2013, includes a \$68.7 million income tax benefit associated with the (a) recording of net deferred tax assets upon our conversion to a corporation in connection with our initial public offering.

For the three and nine months ended September 30, 2013, the pro forma weighted average common shares (b) outstanding has been computed to give effect to the repurchase of 3,864,062 shares of Boise Cascade common stock from BC Holdings on July 30, 2013, as if such transaction had occurred on January 1, 2013.

## 6. Debt

Long-term debt consisted of the following:

	September 30, 2014 (thousands)	December 31, 2013
Asset-based revolving credit facility	\$—	\$—
6.375% senior notes	299,990	299,990
Unamortized premium on 6.375% senior notes	1,476	1,623
Long-term debt	\$301,466	\$301,613

## Asset-Based Revolving Credit Facility

Boise Cascade and its principal operating subsidiaries, Boise Cascade Wood Products, L.L.C., and Boise Cascade Building Materials Distribution, L.L.C., are borrowers, and Boise Cascade Wood Products Holdings Corp. is guarantor under a \$350 million senior secured asset-based revolving credit facility (Revolving Credit Facility). Borrowings under the Revolving Credit Facility are constrained by a borrowing base formula dependent upon levels of eligible receivables and inventory reduced by outstanding borrowings and letters of credit (Availability). On February 6, 2014, we entered into a sixth amendment to our Revolving Credit Facility that primarily provides more administrative flexibility and reduces the notice period we must provide to receive London Interbank Offered Rate (LIBOR) based advances under the facility.

The Revolving Credit Facility is secured by a first-priority security interest in substantially all of our assets, except for property and equipment. The proceeds of borrowings under the agreement are available for working capital and other general corporate purposes.

Interest rates under the Revolving Credit Facility are based, at the company's election, on either LIBOR or a base rate, as defined in the credit agreement, plus a spread over the index elected that ranges from 1.50% to 2.00% for loans based on LIBOR and from 0.50% to 1.00% for loans based on the base rate. The spread is determined on the basis of a pricing grid that results in a higher spread as average quarterly Availability declines. Letters of credit are subject to a fronting fee payable to the issuing bank and a fee payable to the lenders equal to the LIBOR margin rate. In addition,

we are required to pay an unused commitment fee at a rate ranging from 0.25% to 0.375% per annum (based on facility utilization) of the average unused portion of the lending commitments.

The Revolving Credit Facility contains customary nonfinancial covenants, including a negative pledge covenant and restrictions on new indebtedness, investments, distributions to equityholders, asset sales, and affiliate transactions, the scope of which are dependent on the Availability existing from time to time. The Revolving Credit Facility also contains a requirement that we meet a 1:1 fixed-charge coverage ratio (FCCR), applicable only if Availability falls below 10% of the aggregate lending commitments (or \$35 million). Availability exceeded the minimum threshold amounts required for testing of the FCCR at all times since entering into the Revolving Credit Facility, and Availability at September 30, 2014, was \$328.2 million.

Table of Contents

The Revolving Credit Facility generally permits dividends only if certain conditions are met, including complying with either (i) pro forma Excess Availability (as defined in the Revolving Credit Facility) equal to or exceeding 25% of the aggregate Revolver Commitments (as defined in the Revolving Credit Facility) or (ii) (x) pro forma Excess Availability equal to or exceeding 15% of the aggregate Revolver Commitment and (y) a fixed-charge coverage ratio of 1:1 on a pro forma basis.

At both September 30, 2014, and December 31, 2013, we had no borrowings outstanding under the Revolving Credit Facility and \$8.0 million and \$8.4 million, respectively, of letters of credit outstanding. These letters of credit and borrowings, if any, reduced our borrowing capacity under the Revolving Credit Facility by an equivalent amount. The maximum borrowings outstanding under the Revolving Credit Facility were \$15.6 million during the nine months ended September 30, 2014. During the nine months ended September 30, 2014, the average interest rate on borrowings was approximately 1.65%.

## Senior Notes

On October 22, 2012, Boise Cascade and its wholly owned subsidiary, Boise Cascade Finance Corporation (Boise Finance and together with Boise Cascade, the Co-issuers), issued \$250 million of Senior Notes through a private placement that was exempt from the registration requirements of the Securities Act of 1933, as amended (Securities Act). Interest on our Senior Notes is payable semiannually in arrears on May 1 and November 1. On March 28, 2013, Boise Finance was merged with and into Boise Cascade, with Boise Cascade as the surviving entity and sole issuer of the Senior Notes. The Senior Notes are guaranteed by each of our existing and future direct or indirect domestic subsidiaries that is a guarantor or co-borrower under our Revolving Credit Facility.

On August 15, 2013, we issued an additional \$50 million in aggregate principal amount of Senior Notes in a private placement that was exempt from registration under the Securities Act. The additional \$50 million of Senior Notes were priced at 103.5% of their principal amount plus accrued interest from May 1, 2013, and were issued as additional Senior Notes under the related indenture dated as of October 22, 2012.

On May 8, 2013 and November 26, 2013, we completed offers to exchange any and all of our \$250 million and \$50 million, respectively, outstanding Senior Notes for a like principal amount of new 6.375% Senior Notes due 2020 having substantially identical terms to those of the Senior Notes. \$250 million and \$49,990,000 in aggregate principal amount (or 100% and 99.98%, respectively) of the outstanding Senior Notes were tendered and accepted for exchange upon closing of the related exchange offers and have been registered under the Securities Act.

## Cash Paid for Interest

For the nine months ended September 30, 2014 and 2013, cash payments for interest were \$10.4 million and \$8.5 million, respectively.

## 7. Retirement and Benefit Plans

The following table presents the pension benefit costs:

	Three Months Ended		Nine Months Ended	
	September 30		September 30	
	2014	2013	2014	2013
	(thousands)			
Service cost	\$433	\$672	\$1,248	\$2,014

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Interest cost	5,050	4,667	15,130	13,959
Expected return on plan assets	(5,238 )	(5,025 )	(15,764 )	(14,807 )
Amortization of actuarial (gain) loss	(5 )	2,333	(17 )	6,870
Amortization of prior service costs	—	23	—	68
Net periodic benefit cost	\$240	\$2,670	\$597	\$8,104

In the first nine months of 2014, we contributed \$11.7 million in cash to the pension plans. For the remainder of 2014, we expect to make approximately \$0.4 million in additional cash contributions to the pension plans.

Table of Contents

## 8. Stock-Based Compensation

In February 2013, we granted three types of stock-based awards under the 2013 Incentive Compensation Plan (2013 Incentive Plan): performance stock units (PSUs), restricted stock units (RSUs), and stock options. In February 2014, we granted two types of stock-based awards under the 2013 Incentive Plan: PSUs and RSUs.

## PSU and RSU Awards

During the nine months ended September 30, 2014, we granted 100,692 PSUs to our officers and other employees, subject to performance and service conditions. The number of shares actually awarded will range from 0% to 200% of the target amount, depending upon Boise Cascade's 2014 EBITDA, defined as income before interest (interest expense and interest income), income taxes, and depreciation and amortization, determined in accordance with the related grant agreement. Because the EBITDA component contains a performance condition, we record compensation expense, net of estimated forfeitures, over the requisite service period based on the most probable number of shares expected to vest.

During the nine months ended September 30, 2013, we granted 90,124 PSUs to our officers and other employees, subject to performance and service conditions. During the 2013 performance period, participants earned 112% of the target based on Boise Cascade's 2013 EBITDA, determined by our Compensation Committee in accordance with the related grant agreement.

During the nine months ended September 30, 2014, we granted an aggregate of 125,661 RSUs to our officers, other employees, and nonemployee directors with only service conditions. During the nine months ended September 30, 2013, we granted an aggregate of 14,161 RSUs to our nonemployee directors with only service conditions.

The PSUs, if earned, vest in three equal tranches on December 31 of each year after the grant date, subject to final determination of meeting the performance condition by the Compensation Committee of our board of directors. The RSUs granted to officers and other employees vest in three equal tranches on December 31 of each year after the grant date. However, 100% of PSUs and RSUs granted to retirement-eligible employees (age 62 or older with 15 years of service, or age 65 or older) vest on the later of December 31 after grant date or the date upon which they become retirement eligible. The RSUs granted to nonemployee directors vest over a one-year period, provided that such vested shares will not be delivered to the directors until six months following termination from the board of directors.

We based the fair value of PSU and RSU awards on the closing market price of our common stock on the grant date, and we record compensation expense over the awards' vesting period. Any shares not vested are forfeited. During the nine months ended September 30, 2014, the total fair value of PSUs vested was \$1.6 million.

The following summarizes the activity of our PSUs and RSUs awarded under the 2013 Incentive Plan for the nine months ended September 30, 2014:

	PSUs		RSUs	
	Number of shares	Weighted Average Grant-Date Fair Value	Number of shares	Weighted Average Grant-Date Fair Value
Outstanding, December 31, 2013	90,124	\$26.65	14,161	\$26.65
Performance true-up	10,767	26.65	—	—
Vested	(55,619)	) 26.65	(14,161)	) 26.65
Granted	100,692	30.32	125,661	30.26
Forfeited	(7,968)	) 28.93	(10,225)	) 30.32

Outstanding, September 30, 2014	137,996	\$29.20	115,436	\$30.25
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Stock Options

In February 2013, we granted 161,257 nonqualified stock options to our officers and other employees, subject to service conditions. The stock options generally vest and become exercisable on a pro rata basis over a three-year period from the date of grant. Our stock options generally have a contractual term of ten years, meaning the option must be exercised by the holder before the tenth anniversary of the grant date, subject to earlier expiration for vested options not exercised following



Table of Contents

termination of employment. The following is a summary of our stock option activity for the nine months ended September 30, 2014:

	Number of Options	Weighted Average Exercise Price Per Option	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value  (thousands)
Outstanding, December 31, 2013	161,257	\$27.19		
Exercised	(3,019	) 27.19		
Cancelled/Forfeited	(11,627	) 27.19		
Outstanding, September 30, 2014	146,611	\$27.19	8.4	\$433
Vested and expected to vest, September 30, 2014	135,996	\$27.19	8.4	\$401
Exercisable, September 30, 2014	50,107	\$27.19	8.4	\$148

## Compensation Expense

Stock-based compensation expense is recognized only for those awards that are expected to vest, with forfeitures estimated at the date of grant based on our historical experience and future expectations. We recognize the effect of adjusting the estimated forfeiture rates in the period in which we change such estimated rates. Most of our share-based compensation expense was recorded in "General and administrative expenses" in our Consolidated Statements of Operations. Total stock-based compensation recognized from PSUs, RSUs, and stock options net of estimated forfeitures, was as follows:

	Three Months Ended September 30		Nine Months Ended September 30	
	2014	2013	2014	2013
	(thousands)			
PSUs	\$1,152	\$511	\$2,202	\$1,205
RSUs	550	81	1,434	192
Stock options	174	197	550	465
Total	\$1,876	\$789	\$4,186	\$1,862

The related tax benefit for the nine months ended September 30, 2014 and 2013, was \$1.6 million and \$0.7 million, respectively. As of September 30, 2014, total unrecognized compensation expense related to nonvested share-based compensation arrangements was \$5.2 million, net of estimated forfeitures. This expense is expected to be recognized over a weighted-average period of 1.5 years.

## 9. Accumulated Other Comprehensive Loss

The following table details the changes in accumulated other comprehensive loss for the three and nine months ended September 30, 2014 and 2013:

	Three Months Ended September 30		Nine Months Ended September 30	
	2014	2013	2014	2013
	(thousands)			
Beginning Balance	\$(55,257	) \$(118,395	) \$(55,249	) \$(121,229
Defined benefit pension plans, amounts reclassified from accumulated other comprehensive loss, net of	(3	) 1,457	(11	) 4,291

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tax of (\$2), \$899, (\$6), and \$2,647, respectively (a)

Ending Balance    \$(55,260      ) \$(116,938      ) \$(55,260      ) \$(116,938      )

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(a) Represents amounts reclassified from accumulated other comprehensive loss. These amounts are included in the computation of net periodic pension cost. For additional information, see Note 7, Retirement and Benefit Plans.

Table of Contents

10. Outsourcing Services Agreement

Under an Outsourcing Services Agreement, Packaging Corporation of America (PCA) provides a number of corporate staff services to us. These services include information technology, accounting, and human resource transactional services. The Outsourcing Services Agreement is currently scheduled to expire on February 22, 2016. The agreement automatically renews for successive one-year terms unless either party provides notice of termination to the other party at least 12 months in advance of the expiration date. The Outsourcing Services Agreement gives us (but not PCA) the right to terminate all or any portion of the services provided to us on 30 days' notice. Total expenses incurred under the Outsourcing Services Agreement were \$3.8 million and \$4.0 million, respectively, for the three months ended September 30, 2014 and 2013, and \$11.6 million and \$11.9 million, respectively, for the nine months ended September 30, 2014 and 2013.

11. Transactions With Related Party

Louisiana Timber Procurement Company, L.L.C. (LTP) is an unconsolidated variable-interest entity that is 50% owned by us and 50% owned by PCA. LTP procures sawtimber, pulpwood, residual chips, and other residual wood fiber to meet the wood and fiber requirements of us and PCA in Louisiana. We are not the primary beneficiary of LTP, as we do not have power to direct the activities that most significantly affect the economic performance of LTP. Accordingly, we do not consolidate LTP's results in our financial statements.

Sales

Related-party sales to LTP from our Wood Products segment in our Consolidated Statements of Operations were \$7.0 million and \$5.0 million, respectively, during the three months ended September 30, 2014 and 2013, and \$21.3 million and \$16.5 million, respectively, during the nine months ended September 30, 2014 and 2013. These pulpwood and chip sales were made at prices designed to approximate market. These sales are recorded in "Sales" in our Consolidated Statements of Operations.

Costs and Expenses

Related-party wood fiber purchases from LTP were \$21.9 million and \$18.1 million, respectively, during the three months ended September 30, 2014 and 2013, and \$56.9 million and \$50.7 million, respectively, during the nine months ended September 30, 2014 and 2013. We purchased wood fiber at prices designed to approximate market. These costs are recorded in "Materials, labor, and other operating expenses (excluding depreciation)" in our Consolidated Statements of Operations.

12. Segment Information

We operate our business using three reportable segments: Wood Products, Building Materials Distribution, and Corporate and Other. There are no differences in our basis of measurement of segment profit or loss from those disclosed in Note 15, Segment Information, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" in our 2013 Form 10-K.

Table of Contents

An analysis of our operations by segment is as follows:

	Sales			Income (Loss) Before Income Taxes	Depreciation and Amortization	EBITDA (a)
	Trade	Inter-	Total			
	(millions)					
Three Months Ended September 30, 2014						
Wood Products	\$210.0	\$145.8	\$355.7	\$40.6	\$10.7	\$51.3
Building Materials Distribution	773.4	—	773.4	21.1	2.4	23.5
Corporate and Other	—	—	—	(5.8 )	—	(5.8 )
Intersegment eliminations	—	(145.8 )	(145.8 )	—	—	—
	\$983.3	\$—	\$983.3	55.9	\$13.2	\$69.1
Interest expense				(5.5 )		
Interest income				0.1		
				\$50.4		
	Sales			Income (Loss) Before Income Taxes	Depreciation and Amortization	EBITDA (a)
	Trade	Inter-	Total			
	(millions)					
Three Months Ended September 30, 2013						
Wood Products	\$156.5	\$126.7	\$283.2	\$17.9	\$6.7	\$24.6
Building Materials Distribution	721.5	—	721.5	17.9	2.2	20.1
Corporate and Other	—	—	—	(5.2 )	—	(5.2 )
Intersegment eliminations	—	(126.7 )	(126.7 )	—	—	—
	\$878.0	\$—	\$878.0	30.5	\$9.0	\$39.5
Interest expense				(5.2 )		
Interest income				0.1		
				\$25.5		
	Sales			Income (Loss) Before Income Taxes	Depreciation and Amortization	EBITDA (a)
	Trade	Inter-	Total			
	(millions)					
Nine Months Ended September 30, 2014						
Wood Products	\$594.5	\$405.5	\$1,000.0	\$84.9	\$30.7	\$115.6
Building Materials Distribution	2,117.2	0.1	2,117.3	46.3	7.1	53.5
Corporate and Other	—	—	—	(14.7 )	0.1	(14.6 )
Intersegment eliminations	—	(405.6 )	(405.6 )	—	—	—
	\$2,711.7	\$—	\$2,711.7	116.5	\$38.0	\$154.5
Interest expense				(16.5 )		
Interest income				0.2		
				\$100.1		



Table of Contents

	Sales			Income (Loss) Before Income Taxes	Depreciation and Amortization	EBITDA (a)
	Trade (millions)	Inter- segment	Total			
Nine Months Ended September 30, 2013						
Wood Products	\$491.1	\$341.8	\$832.8	\$61.8	\$19.5	\$81.2
Building Materials Distribution	1,984.1	—	1,984.1	29.1	6.6	35.8
Corporate and Other	—	—	—	(13.9 )	0.1	(13.8 )
Intersegment eliminations	—	(341.8 )	(341.8 )	—	—	—
	\$2,475.2	\$—	\$2,475.2	77.0	\$26.2	\$103.2
Interest expense				(14.8 )		
Interest income				0.2		
				\$62.4		

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.

(a) 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.

The following is a reconciliation of net income to EBITDA for the consolidated company:

	Three Months Ended September 30		Nine Months Ended September 30	
	2014	2013	2014	2013
	(millions)			
Net income <sup>(1)</sup>	\$32.3	\$15.9	\$64.3	\$107.1
Interest expense	5.5	5.2	16.5	14.8
Interest income	(0.1 )	(0.1 )	(0.2 )	(0.2 )
Income tax provision (benefit) <sup>(1)</sup>	18.1	9.6	35.9	(44.7 )
Depreciation and amortization	13.2	9.0	38.0	26.2
EBITDA	\$69.1	\$39.5	\$154.5	\$103.2

(1) The nine months ended September 30, 2013, includes a \$68.7 million income tax benefit associated with the recording of net deferred tax assets upon our conversion to a corporation.

17

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Table of Contents

13. Commitments, Legal Proceedings and Contingencies, and Guarantees

Commitments

We have commitments for leases and long-term debt that are discussed further under "Leases" in Note 2, Summary of Significant Accounting Policies, and Note 6, Debt. We are a party to a number of long-term log and wood fiber supply agreements that are discussed in Note 16, Commitments, Legal Proceedings and Contingencies, and Guarantees, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" in our 2013 Form 10-K. In addition, we have purchase obligations for goods and services, capital expenditures, and raw materials entered into in the normal course of business. At September 30, 2014, there have been no material changes to the commitments disclosed in the 2013 Form 10-K.

Legal Proceedings and Contingencies

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.

Guarantees

We provide guarantees, indemnifications, and assurances to others. Note 16, Commitments, Legal Proceedings and Contingencies, and Guarantees, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" in our 2013 Form 10-K describes 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 potential undiscounted amounts of future payments we could be required to make. As of September 30, 2014, there have been no material changes to the guarantees disclosed in the 2013 Form 10-K.

14. Consolidating Guarantor and Nonguarantor Financial Information

The following consolidating financial information presents the Statements of Comprehensive Income (Loss), Balance Sheets, and Cash Flows related to Boise Cascade. The Senior Notes are guaranteed fully and unconditionally and jointly and severally by each of our existing and future subsidiaries (other than our foreign subsidiaries). Each of our existing subsidiaries that is a guarantor of the Senior Notes is 100% owned by Boise Cascade. Other than the consolidated financial statements and footnotes for Boise Cascade and the consolidating financial information, financial statements and other disclosures concerning the guarantors have not been presented because management believes that such information is not material to investors. The reclassifications to net income from accumulated other comprehensive loss are recorded primarily in our guarantor subsidiaries.

Furthermore, the cancellation provisions in the related indenture regarding guarantor subsidiaries are customary, and they do not include an arrangement that permits a guarantor subsidiary to opt out of the obligation prior to or during the term of the debt. Each guarantor subsidiary is automatically released from its obligations as a guarantor upon the sale of the subsidiary or substantially all of its assets to a third party, the designation of the subsidiary as an unrestricted subsidiary for purposes of the covenants included in the indenture, the release of the indebtedness under the indenture, or if the issuer exercises its legal defeasance option or the discharge of its obligations in accordance with the indenture governing the Senior Notes.

On October 1, 2013, we entered into a supplemental indenture (Supplemental Indenture) with certain of our subsidiaries and U.S. Bank National Association, the trustee for our Senior Notes, to add Chester Wood Products LLC and Moncure Plywood LLC as guarantors of the Senior Notes. Entry into the Supplemental Indenture was



consummated in connection with the Acquisition on September 30, 2013, as described in Note 5, Acquisitions. As such, Chester Wood Products LLC and Moncure Plywood LLC are included as guarantor subsidiaries in the consolidating guarantor and nonguarantor financial statements effective October 1, 2013.

Table of Contents

Boise Cascade Company and Subsidiaries  
 Consolidating Statements of Comprehensive Income  
 For the Three Months Ended September 30, 2014  
 (unaudited)

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated	
<b>Sales</b>						
Trade	\$—	\$979,797	\$3,522	\$—	\$983,319	
Intercompany	—	—	5,082	(5,082	) —	
	—	979,797	8,604	(5,082	) 983,319	
<b>Costs and expenses</b>						
Materials, labor, and other operating expenses (excluding depreciation)	—	825,634	7,551	(5,295	) 827,890	
Depreciation and amortization	44	12,868	291	—	13,203	
Selling and distribution expenses	—	72,092	622	—	72,714	
General and administrative expenses	5,444	7,516	—	213	13,173	
Other (income) expense, net	(13	) 246	(85	) —	148	
	5,475	918,356	8,379	(5,082	) 927,128	
Income (loss) from operations	(5,475	) 61,441	225	—	56,191	
Foreign currency exchange loss	(192	) (81	) (43	) —	(316	)
Interest expense	(5,514	) —	—	—	(5,514	)
Interest income	7	50	—	—	57	
	(5,699	) (31	) (43	) —	(5,773	)
Income (loss) before income taxes and equity in net income of affiliates	(11,174	) 61,410	182	—	50,418	
Income tax (provision) benefit	(18,164	) 31	—	—	(18,133	)
Income (loss) before equity in net income of affiliates	(29,338	) 61,441	182	—	32,285	
Equity in net income of affiliates	61,623	—	—	(61,623	) —	
Net income	32,285	61,441	182	(61,623	) 32,285	
<b>Other comprehensive loss, net of tax</b>						
Defined benefit pension plans						
Amortization of actuarial gain	(3	) —	—	—	(3	)
Other comprehensive loss, net of tax	(3	) —	—	—	(3	)
Comprehensive income	\$32,282	\$61,441	\$182	\$(61,623	) \$32,282	

Table of Contents

Boise Cascade Company and Subsidiaries  
 Consolidating Statements of Comprehensive Income (Loss)  
 For the Three Months Ended September 30, 2013  
 (unaudited)

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
<b>Sales</b>					
Trade	\$—	\$873,834	\$4,145	\$—	\$877,979
Intercompany	—	—	3,462	(3,462 )	—
	—	873,834	7,607	(3,462 )	877,979
<b>Costs and expenses</b>					
Materials, labor, and other operating expenses (excluding depreciation)	—	755,757	7,713	(3,693 )	759,777
Depreciation and amortization	30	8,632	300	—	8,962
Selling and distribution expenses	—	65,635	609	—	66,244
General and administrative expenses	5,422	7,214	—	231	12,867
Other (income) expense, net	(158 )	3	(195 )	—	(350 )
	5,294	837,241	8,427	(3,462 )	847,500
Income (loss) from operations	(5,294 )	36,593	(820 )	—	30,479
Foreign currency exchange gain (loss)	(3 )	39	33	—	69
Interest expense	(5,174 )	—	—	—	(5,174 )
Interest income	18	70	—	—	88
	(5,159 )	109	33	—	(5,017 )
Income (loss) before income taxes and equity in net income of affiliates	(10,453 )	36,702	(787 )	—	25,462
Income tax (provision) benefit	(9,708 )	128	(22 )	—	(9,602 )
Income (loss) before equity in net income of affiliates	(20,161 )	36,830	(809 )	—	15,860
Equity in net income of affiliates	36,021	—	—	(36,021 )	—
Net income (loss)	15,860	36,830	(809 )	(36,021 )	15,860
<b>Other comprehensive income (loss), net of tax</b>					
Defined benefit pension plans					
Amortization of actuarial loss	1,443	—	—	—	1,443
Amortization of prior service costs	14	—	—	—	14
Other comprehensive income, net of tax	1,457	—	—	—	1,457
Comprehensive income (loss)	\$17,317	\$36,830	\$(809 )	\$(36,021 )	\$17,317



Table of Contents

Boise Cascade Company and Subsidiaries  
 Consolidating Statements of Comprehensive Income  
 For the Nine Months Ended September 30, 2014  
 (unaudited)

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
<b>Sales</b>					
Trade	\$—	\$2,701,156	\$10,530	\$—	\$2,711,686
Intercompany	—	—	13,432	(13,432 )	—
	—	2,701,156	23,962	(13,432 )	2,711,686
<b>Costs and expenses</b>					
Materials, labor, and other operating expenses, (excluding depreciation)	—	2,316,837	21,430	(14,237 )	2,324,030
Depreciation and amortization	121	36,984	900	—	38,005
Selling and distribution expenses	—	196,954	1,871	—	198,825
General and administrative expenses	14,376	20,582	—	805	35,763
Other (income) expense, net	(13 )	(1,089 )	(487 )	—	(1,589 )
	14,484	2,570,268	23,714	(13,432 )	2,595,034
Income (loss) from operations	(14,484 )	130,888	248	—	116,652
Foreign currency exchange loss	(84 )	(43 )	(12 )	—	(139 )
Interest expense	(16,545 )	—	—	—	(16,545 )
Interest income	15	165	—	—	180
	(16,614 )	122	(12 )	—	(16,504 )
Income (loss) before income taxes and equity in net income of affiliates	(31,098 )	131,010	236	—	100,148
Income tax (provision) benefit	(35,954 )	74	—	—	(35,880 )
Income (loss) before equity in net income of affiliates	(67,052 )	131,084	236	—	64,268
Equity in net income of affiliates	131,320	—	—	(131,320 )	—
Net income	64,268	131,084	236	(131,320 )	64,268
<b>Other comprehensive loss, net of tax</b>					
Defined benefit pension plans					
Amortization of actuarial gain	(11 )	—	—	—	(11 )
Other comprehensive loss, net of tax	(11 )	—	—	—	(11 )
Comprehensive income	\$64,257	\$131,084	\$236	\$(131,320 )	\$64,257

Table of Contents

Boise Cascade Company and Subsidiaries  
 Consolidating Statements of Comprehensive Income (Loss)  
 For the Nine Months Ended September 30, 2013  
 (unaudited)

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
<b>Sales</b>					
Trade	\$—	\$2,464,732	\$10,420	\$—	\$2,475,152
Intercompany	—	—	9,020	(9,020)	) —
	—	2,464,732	19,440	(9,020)	) 2,475,152
<b>Costs and expenses</b>					
Materials, labor, and other operating expenses, (excluding depreciation)	—	2,143,883	21,375	(9,638)	) 2,155,620
Depreciation and amortization	109	25,185	911	—	26,205
Selling and distribution expenses	—	181,468	1,882	—	183,350
General and administrative expenses	13,570	18,976	—	618	33,164
Other (income) expense, net	(151)	) 490	(862)	) —	(523)
	13,528	2,370,002	23,306	(9,020)	) 2,397,816
Income (loss) from operations	(13,528)	) 94,730	(3,866)	) —	77,336
Foreign currency exchange gain (loss)	(233)	) (74)	) 5	—	(302)
Interest expense	(14,846)	) —	—	—	(14,846)
Interest income	73	139	—	—	212
	(15,006)	) 65	5	—	(14,936)
Income (loss) before income taxes and equity in net income of affiliates	(28,534)	) 94,795	(3,861)	) —	62,400
Income tax (provision) benefit	44,602	128	(22)	) —	44,708
Income (loss) before equity in net income of affiliates	16,068	94,923	(3,883)	) —	107,108
Equity in net income of affiliates	91,040	—	—	(91,040)	) —
Net income (loss)	107,108	94,923	(3,883)	) (91,040)	) 107,108
<b>Other comprehensive income, net of tax</b>					
Defined benefit pension plans					
Amortization of actuarial loss	4,249	—	—	—	4,249
Amortization of prior service costs	42	—	—	—	42
Other comprehensive income, net of tax	4,291	—	—	—	4,291
Comprehensive income (loss)	\$111,399	\$94,923	\$(3,883)	) \$(91,040)	) \$111,399

Table of ContentsBoise Cascade Company and Subsidiaries  
Consolidating Balance Sheets at September 30, 2014  
(unaudited)

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
<b>ASSETS</b>					
<b>Current</b>					
Cash and cash equivalents	\$169,918	\$28	\$28	\$—	\$169,974
Receivables					
Trade, less allowances	179	211,544	1,078	—	212,801
Related parties	—	1,111	—	—	1,111
Other	36	6,879	249	—	7,164
Inventories	—	394,251	4,620	—	398,871
Deferred income taxes	20,294	—	8	—	20,302
Prepaid expenses and other	3,339	5,433	83	—	8,855
	193,766	619,246	6,066	—	819,078
Property and equipment, net	1,586	353,596	7,318	—	362,500
Timber deposits	—	11,304	—	—	11,304
Deferred financing costs	7,453	—	—	—	7,453
Goodwill	—	21,823	—	—	21,823
Intangible assets, net	—	10,207	—	—	10,207
Other assets	36	8,698	—	—	8,734
Investments in affiliates	764,529	—	—	(764,529 )	—
Total assets	\$967,370	\$1,024,874	\$13,384	\$(764,529 )	\$1,241,099

Table of ContentsBoise Cascade Company and Subsidiaries  
Consolidating Balance Sheets at September 30, 2014 (continued)  
(unaudited)

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
<b>Current</b>					
Accounts payable					
Trade	\$6,209	\$178,443	\$768	\$—	\$185,420
Related parties	—	2,975	—	—	2,975
Accrued liabilities	—	—	—	—	—
Compensation and benefits	22,208	47,064	423	—	69,695
Income taxes payable	13,059	1	(5	) —	13,055
Interest payable	8,076	—	—	—	8,076
Other	405	38,342	1,264	—	40,011
	49,957	266,825	2,450	—	319,232
<b>Debt</b>					
Long-term debt	301,466	—	—	—	301,466
<b>Other</b>					
Compensation and benefits	81,198	—	—	—	81,198
Other long-term liabilities	13,724	4,454	—	—	18,178
	94,922	4,454	—	—	99,376
<b>Commitments and contingent liabilities</b>					
<b>Stockholders' equity</b>					
Preferred stock	—	—	—	—	—
Common stock	433	—	—	—	433
Treasury stock	(100,000	) —	—	—	(100,000
Additional paid-in capital	500,879	—	—	—	500,879
Accumulated other comprehensive loss	(55,260	) —	—	—	(55,260
Retained earnings	174,973	—	—	—	174,973
Subsidiary equity	—	753,595	10,934	(764,529	) —
Total stockholders' equity	521,025	753,595	10,934	(764,529	) 521,025
Total liabilities and stockholders' equity	\$967,370	\$1,024,874	\$13,384	\$(764,529	) \$1,241,099



Table of Contents

## Boise Cascade Company and Subsidiaries

Consolidating Balance Sheets at December 31, 2013

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
<b>ASSETS</b>					
<b>Current</b>					
Cash and cash equivalents	\$118,198	\$25	\$26	\$—	\$118,249
Receivables					
Trade, less allowances	13	151,225	1,002	—	152,240
Related parties	17	566	—	—	583
Other	(30 )	7,115	183	—	7,268
Inventories	(101 )	379,012	4,448	—	383,359
Deferred income taxes	18,143	—	8	—	18,151
Prepaid expenses and other	2,819	4,983	53	—	7,855
	139,059	542,926	5,720	—	687,705
Property and equipment, net	1,113	351,838	8,034	—	360,985
Timber deposits	—	6,266	—	—	6,266
Deferred financing costs	8,334	—	—	—	8,334
Goodwill	—	21,823	—	—	21,823
Intangible assets, net	—	10,277	—	—	10,277
Deferred income taxes	760	—	—	—	760
Other assets	36	8,000	—	—	8,036
Investments in affiliates	739,420	—	—	(739,420 )	—
Total assets	\$888,722	\$941,130	\$13,754	\$(739,420 )	\$1,104,186

Table of ContentsBoise Cascade Company and Subsidiaries  
Consolidating Balance Sheets at December 31, 2013  
(continued)

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
<b>Current</b>					
<b>Accounts payable</b>					
Trade	\$5,396	\$133,724	\$516	\$—	\$139,636
Related parties	402	2,082	—	—	2,484
<b>Accrued liabilities</b>					
Compensation and benefits	17,262	42,784	481	—	60,527
Income taxes payable	163	1	2	—	166
Interest payable	3,294	—	—	—	3,294
Other	1,258	30,340	1,312	—	32,910
	27,775	208,931	2,311	—	239,017
<b>Debt</b>					
Long-term debt	301,613	—	—	—	301,613
<b>Other</b>					
Compensation and benefits	96,536	—	—	—	96,536
Other long-term liabilities	10,317	4,222	—	—	14,539
	106,853	4,222	—	—	111,075
<b>Commitments and contingent liabilities</b>					
<b>Stockholders' equity</b>					
Preferred stock	—	—	—	—	—
Common stock	432	—	—	—	432
Treasury stock	(100,000 )	—	—	—	(100,000 )
Additional paid-in capital	496,593	—	—	—	496,593
Accumulated other comprehensive loss	(55,249 )	—	—	—	(55,249 )
Retained earnings	110,705	—	—	—	110,705
Subsidiary equity	—	727,977	11,443	(739,420 )	—
Total stockholders' equity	452,481	727,977	11,443	(739,420 )	452,481
Total liabilities and stockholders' equity	\$888,722	\$941,130	\$13,754	\$(739,420 )	\$1,104,186

Table of Contents

Boise Cascade Company and Subsidiaries  
 Consolidating Statements of Cash Flows  
 For the Nine Months Ended September 30, 2014  
 (unaudited)

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
Cash provided by (used for) operations					
Net income	\$64,268	\$131,084	\$236	\$(131,320)	\$64,268
Items in net income not using (providing) cash					
Equity in net income of affiliates	(131,320)	—	—	131,320	—
Depreciation and amortization, including deferred financing costs and other	1,339	36,984	900	—	39,223
Stock-based compensation	4,186	—	—	—	4,186
Pension expense	597	—	—	—	597
Deferred income taxes	1,913	—	—	—	1,913
Other	(40)	(1,569)	—	—	(1,609)
Decrease (increase) in working capital					
Receivables	(232)	(60,628)	(142)	—	(61,002)
Inventories	(101)	(15,239)	(172)	—	(15,512)
Prepaid expenses and other	(353)	(1,312)	(30)	—	(1,695)
Accounts payable and accrued liabilities	5,848	56,008	147	—	62,003
Pension contributions	(11,675)	—	—	—	(11,675)
Income taxes payable	14,889	—	(6)	—	14,883
Other	(3,016)	(4,466)	—	—	(7,482)
Net cash provided by (used for) operations	(53,697)	140,862	933	—	88,098
Cash provided by (used for) investment					
Expenditures for property and equipment	(514)	(40,174)	(172)	—	(40,860)
Proceeds from sales of assets	—	4,726	—	—	4,726
Other	—	55	(14)	—	41
Net cash used for investment	(514)	(35,393)	(186)	—	(36,093)
Cash provided by (used for) financing					
Issuances of long-term debt, including revolving credit facility	57,600	—	—	—	57,600
Payments of long-term debt, including revolving credit facility	(57,600)	—	—	—	(57,600)
Financing costs	(11)	—	—	—	(11)
Other	(269)	—	—	—	(269)
Due to (from) affiliates	106,211	(105,466)	(745)	—	—
Net cash provided by (used for) financing	105,931	(105,466)	(745)	—	(280)
Net increase in cash and cash equivalents	51,720	3	2	—	51,725
Balance at beginning of the period	118,198	25	26	—	118,249
Balance at end of the period	\$169,918	\$28	\$28	\$—	\$169,974

Table of Contents

Boise Cascade Company and Subsidiaries  
 Consolidating Statements of Cash Flows  
 For the Nine Months Ended September 30, 2013  
 (unaudited)

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
Cash provided by (used for) operations					
Net income (loss)	\$ 107,108	\$ 94,923	\$ (3,883 )	\$ (91,040 )	\$ 107,108
Items in net income (loss) not using (providing) cash					
Equity in net income of affiliates	(91,040 )	—	—	91,040	—
Depreciation and amortization, including deferred financing costs and other	1,477	25,185	911	—	27,573
Stock-based compensation	1,862	—	—	—	1,862
Pension expense	8,104	—	—	—	8,104
Deferred income taxes	(65,095 )	—	—	—	(65,095 )
Other	(161 )	(490 )	23	—	(628 )
Decrease (increase) in working capital, net of acquisitions					
Receivables	(853 )	(62,955 )	(179 )	—	(63,987 )
Inventories	—	(36,395 )	(45 )	—	(36,440 )
Prepaid expenses and other	14	(1,568 )	(70 )	—	(1,624 )
Accounts payable and accrued liabilities	2,660	47,466	(115 )	—	50,011
Pension contributions	(10,352 )	—	—	—	(10,352 )
Income taxes payable	2,221	(12 )	9	—	2,218
Other	(1,239 )	378	(1 )	—	(862 )
Net cash provided by (used for) operations	(45,294 )	66,532	(3,350 )	—	17,888
Cash provided by (used for) investment					
Expenditures for property and equipment	(223 )	(29,374 )	(338 )	—	(29,935 )
Acquisitions of businesses and facilities	—	(102,002 )	—	—	(102,002 )
Proceeds from sales of assets	831	288	417	—	1,536
Other	—	4	5	—	9
Net cash provided by (used for) investment	608	(131,084 )	84	—	(130,392 )
Cash provided by (used for) financing					
Net proceeds from issuance of common stock	262,488	—	—	—	262,488
Treasury stock purchased	(100,000 )	—	—	—	(100,000 )
Issuances of long-term debt, including revolving credit facility	130,000	—	—	—	130,000
Payments of long-term debt, including revolving credit facility	(80,000 )	—	—	—	(80,000 )
Financing costs	(1,854 )	—	—	—	(1,854 )
Other	—	—	193	—	193
Due to (from) affiliates	(67,445 )	64,545	2,900	—	—
Net cash provided by financing	143,189	64,545	3,093	—	210,827
	98,503	(7 )	(173 )	—	98,323

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Net increase (decrease) in cash and cash  
equivalents

Balance at beginning of the period	45,680	35	178	—	45,893
Balance at end of the period	\$144,183	\$28	\$5	\$—	\$ 144,216

28

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Table of Contents

ITEM MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF  
2. OPERATIONS

Understanding Our Financial Information

This Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our consolidated financial statements and related notes in "Item 1. Financial Statements" of this Form 10-Q, as well as our 2013 Form 10-K. The following discussion includes statements regarding our expectations with respect to our future performance, liquidity, and capital resources. Such statements, along with any other nonhistorical statements in the discussion, are forward-looking. These forward-looking statements include, without limitation, any statement that may predict, indicate, or imply future results, performance, or achievements and may contain the words "may," "will," "expect," "believe," "should," "plan," "anticipate," and other similar expressions. All of these forward-looking statements are based on estimates and assumptions made by our management that, although believed by us to be reasonable, are inherently uncertain. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described in "Item 1A. Risk Factors" in our 2013 Form 10-K, as well as those factors listed in other documents we file with the Securities and Exchange Commission (SEC). We do not assume an obligation to update any forward-looking statement. Our future actual results may differ materially from those contained in or implied by any of the forward-looking statements in this Form 10-Q.

Background

Boise Cascade Company is a building products company headquartered in Boise, Idaho. As used in this Form 10-Q, the terms "Boise Cascade," "we," and "our" refer to Boise Cascade Company (formerly known as Boise Cascade, L.L.C.) and its consolidated subsidiaries. Boise Cascade completed an initial public offering of its common stock on February 11, 2013, discussed in Note 1, Nature of Operations and Consolidation, of the Condensed Notes to Unaudited Quarterly Consolidated Financial Statements in "Item 1. Financial Statements" of this Form 10-Q.

Boise Cascade is a large, vertically-integrated wood products manufacturer and building materials distributor. We have three reportable segments: (i) Wood Products, which manufactures plywood, engineered wood products (EWP), studs, particleboard, 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 currency exchange gains and losses. For more information, see Note 12, Segment Information, of the Condensed Notes to Unaudited Quarterly Consolidated Financial Statements in "Item 1. Financial Statements" of this Form 10-Q.

On September 30, 2013, we completed the acquisition of Wood Resources LLC Southeast Operations for an aggregate purchase price of \$103.0 million, including a post-closing adjustment of \$1.0 million based upon a working capital target. These operations consist of two plywood manufacturing facilities located in North Carolina and South Carolina. These facilities enable us to better serve our customers in the eastern and southeastern United States.

Executive Overview

We recorded income from operations of \$56.2 million during the three months ended September 30, 2014, compared with income from operations of \$30.5 million during the three months ended September 30, 2013. In our Wood Products segment, income increased \$22.7 million to \$40.6 million for the three months ended September 30, 2014, from \$17.9 million for the three months ended September 30, 2013. The improvement was due primarily to higher plywood, EWP, and lumber sales prices and higher plywood and EWP sales volumes. These improvements in segment income were offset partially by an increase in depreciation and amortization expenses from the acquisition of

two plywood manufacturing facilities on September 30, 2013. In our Building Materials Distribution segment, income increased \$3.2 million to \$21.1 million for the three months ended September 30, 2014, from \$17.9 million for the three months ended September 30, 2013. The increase in segment income was driven primarily by a higher gross margin of \$9.3 million, including an improvement in gross margin percentage of 40 basis points. This improvement in segment income was offset partially by increased selling and distribution expenses of \$5.5 million. These changes are discussed further in "Our Operating Results" below.

At September 30, 2014, we had \$170.0 million of cash and cash equivalents and \$328.2 million of unused committed bank line availability under our Revolving Credit Facility. Cash increased \$51.7 million during the nine months ended September 30, 2014, as cash provided by operations was offset partially by capital spending, as discussed further in "Liquidity and Capital Resources" below.

## Table of Contents

Demand for our products correlates with the level of residential construction activity in the U.S., which has historically been cyclical. As of October 2014, the Blue Chip Economic Indicators consensus forecast for 2014 single- and multi-family housing starts in the U.S. was 1.01 million units, compared with actual housing starts of 0.92 million in 2013 and 0.78 million in 2012, as reported by the U.S. Census Bureau. These amounts are below historical trends of approximately 1.4 million units per year over the 20 years prior to 2014. Single-family housing starts are a primary driver of our sales, and although housing starts are projected to be higher in 2014 than in 2013, the mix of housing starts in recent years has included a lower proportion of single-family detached units, which typically have higher building product usage per start than multi-family units. We estimate that a detached single-family unit uses approximately three times more building products than a typical multi-family unit, based on higher square footage per unit as well as greater materials usage per square foot.

The unemployment rate in the U.S. improved to 5.9% as of September 30, 2014, from 7.2% as of September 30, 2013. We believe continued employment growth, prospective home buyers' increased access to financing, improved consumer confidence, as well as other factors, will be necessary to increase household formation rates. Improved household formation rates in turn will help stimulate new construction.

We expect to experience seasonally slower demand in the fourth quarter of 2014. On an annual basis, the housing industry in the U.S. improved in 2013 and 2012. This improvement in U.S. housing starts has continued into 2014 and we remain optimistic that the improvement in demand for our products will continue through 2015, but at forecasted levels below the 20-year historical average. Future commodity product pricing could be volatile in response to industry capacity restarts and operating rates, inventory levels in various distribution channels, and seasonal demand patterns. We expect to manage our production levels to our sales demand, which will likely result in operating some of our facilities below their capacity until demand improves further.

### Factors That Affect Our Operating Results

Our results of operations and financial performance are influenced by a variety of factors, including 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-remodeling activity, and light commercial construction, inventory levels of new and existing homes for sale, foreclosure rates, interest rates, unemployment rates, household formation rates, and 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 and glues and resins;
- the impact of actuarial assumptions and regulatory activity on pension costs and pension funding requirements;
- substantial ongoing capital investment costs and the difficulty in offsetting fixed costs related to our recent capital investments if the housing market does not recover;
- material disruptions and/or major equipment failure at our manufacturing facilities;
- the financial condition and creditworthiness of our customers;



• concentration of our sales among a relatively small group of 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, goodwill, and/or intangible assets;

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

30

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Table of Contents

restrictive covenants contained in our debt agreements;

our ability to successfully and efficiently complete and integrate potential acquisitions;

our reliance on Packaging Corporation of America (PCA) for many of our administrative services;

disruptions to information systems used to process and store customer, employee, and vendor information, as well as the technology that manages our operations and other business processes;

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

fluctuations in the market for our equity; and

the other factors described in "Item 1A. Risk Factors" in our 2013 Form 10-K.

31

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Table of Contents

## Our Operating Results

The following tables set forth our operating results in dollars and as a percentage of sales for the three and nine months ended September 30, 2014 and 2013:

	Three Months Ended September 30		Nine Months Ended September 30		
	2014	2013	2014	2013	
	(millions)				
Sales	\$983.3	\$878.0	\$2,711.7	\$2,475.2	
Costs and expenses					
Materials, labor, and other operating expenses (excluding depreciation)	827.9	759.8	2,324.0	2,155.6	
Depreciation and amortization	13.2	9.0	38.0	26.2	
Selling and distribution expenses	72.7	66.2	198.8	183.4	
General and administrative expenses	13.2	12.9	35.8	33.2	
Other (income) expense, net	0.1	(0.4)	(1.6)	(0.5)	
	927.1	847.5	2,595.0	2,397.8	
Income from operations	\$56.2	\$30.5	\$116.7	\$77.3	
	(percentage of sales)				
Sales	100.0	% 100.0	% 100.0	% 100.0	%
Costs and expenses					
Materials, labor, and other operating expenses (excluding depreciation)	84.2	% 86.5	% 85.7	% 87.1	%
Depreciation and amortization	1.3	1.0	1.4	1.1	
Selling and distribution expenses	7.4	7.5	7.3	7.4	
General and administrative expenses	1.3	1.5	1.3	1.3	
Other (income) expense, net	—	—	(0.1)	—	
	94.3	% 96.5	% 95.7	% 96.9	%
Income from operations	5.7	% 3.5	% 4.3	% 3.1	%

Table of Contents

## Sales Volumes and Prices

Set forth below are historical U.S. housing starts data, segment sales volumes and average net selling prices for the principal products sold by our Wood Products segment, and sales mix and gross margin information for our Building Materials Distribution segment for the three and nine months ended September 30, 2014 and 2013.

	Three Months Ended September 30		Nine Months Ended September 30		
	2014	2013	2014	2013	
	(thousands)				
U.S. Housing Starts (a)					
Single-family	176.7	164.9	492.9	475.1	
Multi-family	103.5	78.1	268.0	220.1	
	280.2	243.0	760.9	695.2	
	(millions)				
Segment Sales					
Wood Products	\$355.7	\$283.2	\$1,000.0	\$832.8	
Building Materials Distribution	773.4	721.5	2,117.3	1,984.1	
Intersegment eliminations	(145.8 )	(126.7 )	(405.6 )	(341.8 )	
	\$983.3	\$878.0	\$2,711.7	\$2,475.2	
	(millions)				
Wood Products					
Sales Volumes					
Laminated veneer lumber (LVL) (cubic feet)	3.6	3.0	9.7	8.4	
I-joists (equivalent lineal feet)	56	51	153	135	
Plywood (sq. ft.) (3/8" basis)	396	344	1,241	1,045	
Lumber (board feet)	57	50	160	152	
	(dollars per unit)				
Wood Products					
Average Net Selling Prices					
Laminated veneer lumber (LVL) (cubic foot)	\$16.59	\$15.85	\$16.32	\$15.60	
I-joists (1,000 equivalent lineal feet)	1,095	1,017	1,064	992	
Plywood (1,000 sq. ft.) (3/8" basis)	335	303	309	321	
Lumber (1,000 board feet)	546	515	563	498	
	(percentage of Building Materials Distribution sales)				
Building Materials Distribution					
Product Line Sales					
Commodity	47.7	% 49.5	% 49.3	% 51.4	%
General line	34.8	% 33.9	% 33.6	% 33.3	%
Engineered wood	17.5	% 16.6	% 17.1	% 15.3	%
Gross margin percentage (b)	12.0	% 11.6	% 11.4	% 10.6	%

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

We define gross margin as "Sales" less "Materials, labor, and other operating expenses (excluding depreciation)."  
(b) Substantially all costs included in "Materials, labor, and other operating expenses (excluding depreciation)" for our Building Materials Distribution segment are for inventory purchased for resale. Gross margin percentage is gross margin as a percentage of segment sales.

Table of Contents

## Sales

For the three months ended September 30, 2014, total sales increased \$105.3 million, or 12%, to \$983.3 million from \$878.0 million during the three months ended September 30, 2013. For the nine months ended September 30, 2014, total sales increased \$236.5 million, or 10%, to \$2,711.7 million from \$2,475.2 million for the same period in the prior year. The increase in sales was driven primarily by increases in sales volumes for many of the products we manufacture and distribute due to higher levels of residential construction activity. In third quarter 2014, total U.S. housing starts increased 15%, with single-family starts up 7% from the same period in 2013. On a year-to-date basis through September 2014, total housing starts increased 9%, with single-family starts up 4% from the same period in 2013. Single-family housing starts are a primary driver of our sales and typically result in higher building product usage per start than multi-family units. Average composite lumber and average composite panel prices for the three months ended September 30, 2014, were 11% and 5% higher, respectively, than in the same period in the prior year, as reflected by Random Lengths composite lumber and panel pricing. However, for the nine months ended September 30, 2014, average composite lumber prices were only up 1%, with average composite panel prices down 15%, compared with the same period in the prior year. A decrease in the prices of oriented strand board (OSB) was the primary driver of the decrease within the composite panel price index.

Wood Products. Sales, including sales to our Building Materials Distribution segment, increased \$72.5 million, or 26%, to \$355.7 million for the three months ended September 30, 2014, from \$283.2 million for the three months ended September 30, 2013. Plywood sales volumes increased 15%, contributing \$15.9 million to the increase in sales, with volumes from our acquisition of two plywood manufacturing facilities on September 30, 2013, more than offsetting a decline in sales volumes to home improvement centers. Higher plywood sales prices of 11% also increased sales by \$12.4 million. Volume increases of 20% in laminated veneer lumber (LVL) and 12% in I-joists resulted in sales increases of \$9.6 million and \$6.0 million, respectively. In addition, sales price increases of 8% in I-joists and 5% in LVL contributed \$4.4 million and \$2.7 million, respectively, to the increase in sales. Increases in lumber sales volumes and lumber sales prices of 14% and 6%, respectively, resulted in sales increases of \$3.5 million and \$1.8 million, respectively. The increase in sales volumes also drove an increase in shipping and handling revenue. The remaining increases were primarily due to higher particleboard and byproduct sales.

For the nine months ended September 30, 2014, sales, including sales to our Building Materials Distribution segment, increased \$167.2 million, or 20%, to \$1,000.0 million from \$832.8 million for the same period in the prior year. Higher plywood sales volumes of 19% increased sales by \$63.1 million, with the net volume increases driven by our acquisition of two plywood manufacturing facilities on September 30, 2013, offset partially by a decline in sales volumes to home improvement centers. Volume increases of 15% in LVL and 13% in I-joists resulted in sales increases of \$20.0 million and \$17.5 million, respectively. In addition, sales price increases of 7% in I-joists and 5% in LVL contributed \$11.1 million and \$7.0 million, respectively, to the increase in sales. Increases in lumber sales prices and lumber sales volumes of 13% and 5%, respectively, resulted in sales increases of \$10.3 million and \$4.0 million, respectively. The increase in sales volumes also drove an increase in shipping and handling revenue. The remaining increases were due primarily to higher particleboard and byproduct sales. These increases were offset partially by a decrease of \$14.4 million due to 4% lower plywood sales prices.

Building Materials Distribution. Sales increased \$51.9 million, or 7%, to \$773.4 million for the three months ended September 30, 2014, from \$721.5 million for the three months ended September 30, 2013. Compared with the same quarter in the prior year, the overall increase in sales was driven by sales volume and sales price increases of 4% and 3%, respectively. By product line, sales of EWP (substantially all of which is sourced through our Wood Products segment) increased 13%, or \$15.8 million; general line product sales increased 10%, or \$24.0 million; and commodity sales increased 3%, or \$12.1 million.

During the nine months ended September 30, 2014, sales increased \$133.2 million, or 7%, to \$2,117.3 million from \$1,984.1 million for the same period in the prior year. Compared with the same period in the prior year, the overall increase in sales was driven by sales volume increases of 8%, offset partially by a decrease in sales prices of 1%. By product line, sales of EWP increased 19%, or \$57.7 million; general line product sales increased 8%, or \$51.5 million; and commodity sales increased 2%, or \$24.0 million.

#### Costs and Expenses

Materials, labor, and other operating expenses (excluding depreciation) increased \$68.1 million, or 9%, to \$827.9 million for the three months ended September 30, 2014, compared with \$759.8 million during the same period in the prior year. In our Wood Products segment, the increase in materials, labor, and other operating expenses primarily reflects higher manufacturing costs, including costs for wood, labor, glues and resins, and energy. These increases were driven by higher sales volumes of EWP, plywood, and lumber in our Wood Products segment, compared with third quarter 2013, offset partially by lower per-unit costs of oriented strand board (OSB), which is used as the vertical web to assemble I-joists, of 19%. Materials,

Table of Contents

labor, and other operating expenses as a percentage of sales (MLO rate) in our Wood Products segment decreased by 540 basis points. The decrease in the MLO rate was primarily the result of higher sales prices of plywood, EWP, and lumber which resulted in improved leveraging of wood fiber and other manufacturing costs. In our Building Materials Distribution segment, the increase in materials, labor, and other operating expenses was driven by higher purchased materials costs as a result of higher sales volumes, compared with third quarter 2013. The Building Materials Distribution segment MLO rate decreased 40 basis points, compared with third quarter 2013.

For the nine months ended September 30, 2014, materials, labor, and other operating expenses (excluding depreciation), increased \$168.4 million, or 8%, to \$2,324.0 million, compared with \$2,155.6 million in the same period in the prior year. In our Wood Products segment, the increase in materials, labor, and other operating expenses primarily reflects higher manufacturing costs, including wood costs, labor, glues and resins, and energy. These increases were driven by higher sales volumes of EWP, plywood, and lumber in our Wood Products segment, as well as slightly higher per-unit log costs, compared with the same period in 2013. However, costs of OSB decreased 31% on a per-unit basis. The MLO rate in our Wood Products segment decreased by 150 basis points, primarily as a result of higher sales prices of EWP and lumber, which resulted in improved leveraging of wood fiber and other manufacturing costs. In addition, the increase in materials, labor, and other operating expenses was driven by higher purchased materials costs as a result of higher sales volumes in our Building Materials Distribution segment. However, the Building Materials Distribution segment MLO rate decreased 80 basis points, compared with the prior year, driven primarily by relatively stable commodity product pricing during second quarter 2014, compared with a steady decline in commodity prices throughout second quarter 2013. In our Building Materials Distribution Segment, 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 and lower of cost or market inventory write-downs, as we experienced during second quarter 2013.

Depreciation and amortization expenses increased \$4.2 million, or 47%, to \$13.2 million for the three months ended September 30, 2014, compared with \$9.0 million during the same period in the prior year. For the nine months ended September 30, 2014, these expenses increased \$11.8 million, or 45%, to \$38.0 million, compared with \$26.2 million in the same period in the prior year. The increases in both periods were due primarily to the acquisition of two plywood manufacturing facilities on September 30, 2013, and purchases of property and equipment.

Selling and distribution expenses increased \$6.5 million, or 10%, to \$72.7 million for the three months ended September 30, 2014, compared with \$66.2 million for the same period in the prior year. The increase was due primarily to higher payroll and incentive compensation expenses of \$2.1 million and \$1.7 million, respectively, as well as increased transportation costs in our Building Materials Distribution segment of \$1.7 million. During the nine months ended September 30, 2014, selling and distribution expenses increased \$15.4 million, or 8%, to \$198.8 million, compared with \$183.4 million during the same period in 2013. The increase was due primarily to higher payroll and incentive compensation expenses of \$4.7 million and \$4.2 million, respectively, as well as increased transportation and lease costs in our Building Materials Distribution segment of \$4.2 million and \$0.6 million, respectively. The increased selling and distribution expenses in both comparative periods were principally a result of increased sales volumes and improved operating results.

General and administrative expenses increased \$0.3 million, or 2%, to \$13.2 million for the three months ended September 30, 2014, compared with \$12.9 million for the same period in the prior year. The increase was due primarily to higher employee-related expenses of \$1.1 million, offset partially by a decrease in professional service expenses of \$0.6 million. For the nine months ended September 30, 2014, these expenses increased \$2.6 million, or 8%, to \$35.8 million, compared with \$33.2 million during the same period in 2013. The increase was due primarily to higher employee-related expenses of \$2.3 million.



Other (income) expense, net, for the three months ended September 30, 2014 and 2013, was insignificant. For the nine months ended September 30, 2014, other (income) expense, net, was \$1.6 million of income, which included \$1.6 million of gain from the sale of two surplus properties in our Building Materials Distribution segment. Other (income) expense, net, for the nine months ended September 30, 2013, was insignificant.

#### Income From Operations

Income from operations increased \$25.7 million to \$56.2 million for the three months ended September 30, 2014, compared with \$30.5 million for the three months ended September 30, 2013. Income from operations increased \$39.4 million to \$116.7 million for the nine months ended September 30, 2014, compared with \$77.3 million for the nine months ended September 30, 2013.

## Table of Contents

Wood Products. Segment income increased \$22.7 million to \$40.6 million for the three months ended September 30, 2014, compared with \$17.9 million for the three months ended September 30, 2013. The improvement was due primarily to higher plywood, EWP, and lumber sales prices and higher plywood and EWP sales volumes. These improvements in segment income were offset partially by an increase in depreciation and amortization expenses from the acquisition of two plywood manufacturing facilities on September 30, 2013.

For the nine months ended September 30, 2014, segment income increased \$23.1 million to \$84.9 million from \$61.8 million for the nine months ended September 30, 2013. The increase in segment income for both comparative periods was due primarily to higher plywood sales volumes and higher EWP and lumber sales prices, as well as lower OSB costs. These improvements in segment income were offset partially by lower plywood sales prices, higher log costs, and an increase in depreciation and amortization expenses from the acquisition of two plywood manufacturing facilities on September 30, 2013.

Building Materials Distribution. Segment income increased \$3.2 million to \$21.1 million for the three months ended September 30, 2014, from \$17.9 million for the three months ended September 30, 2013. The increase in segment income was driven primarily by a higher gross margin of \$9.3 million, including an improvement in gross margin percentage of 40 basis points. The margin improvement was offset partially by increased selling and distribution expenses of \$5.5 million.

For the nine months ended September 30, 2014, segment income improved \$17.2 million to \$46.3 million from \$29.1 million for the nine months ended September 30, 2013. The increase in segment income was driven primarily by a higher gross margin of \$31.1 million, including an improvement in gross margin percentage of 80 basis points, as well as a \$1.6 million gain in other income from the sale of two surplus properties. These improvements were offset partially by increased selling and distribution expenses of \$14.0 million.

## Interest Expense

Interest expense increased \$0.3 million, or 7%, to \$5.5 million for the three months ended September 30, 2014, compared with \$5.2 million for the three months ended September 30, 2013. For the nine months ended September 30, 2014, interest expense increased \$1.7 million, or 11%, to \$16.5 million from \$14.8 million for the nine months ended September 30, 2013. The increases in interest expense in both periods were due primarily to the issuance of an additional \$50 million of Senior Notes on August 15, 2013. For more information related to our Senior Notes, see Note 6, Debt, of the Condensed Notes to Unaudited Quarterly Consolidated Financial Statements in "Item 1. Financial Statements" of this Form 10-Q.

## Income Tax (Provision) Benefit

For the three and nine months ended September 30, 2014, we recorded \$18.1 million and \$35.9 million, respectively, of income tax expense and had an effective rate of 36.0% and 35.8%, respectively. For the three and nine months ended September 30, 2013, excluding the discrete establishment of net deferred tax assets discussed below, we recorded \$9.6 million and \$24.0 million of income tax expense and had an effective tax rate of 37.7% and 38.4%, respectively. During the three and nine months ended September 30, 2014, the primary reason for the difference between the federal statutory income tax rate of 35% and the effective tax rate was the effect of state taxes, offset partially by the domestic manufacturers' deduction and other tax credits. During the three and nine months ended September 30, 2013, the primary reason for the difference between the federal statutory income tax rate of 35% and the effective tax rate, excluding the deferred discrete item, was the effect of state taxes.

On February 4, 2013, we converted from a limited liability company to a corporation. In addition, we elected to be treated as a corporation for federal and state income tax purposes effective as of January 1, 2013. Therefore, we

became subject to federal and state income tax expense beginning January 1, 2013. As a result of our conversion to a corporation, we recorded deferred tax assets, net of deferred tax liabilities, of \$68.7 million on our Consolidated Balance Sheet, the effect of which was recorded as an income tax benefit in our Consolidated Statement of Operations during the nine months ended September 30, 2013.

#### Liquidity and Capital Resources

We ended third quarter 2014 with \$170.0 million of cash and cash equivalents and \$301.5 million of long-term debt. At September 30, 2014, we had \$498.2 million of available liquidity (cash and cash equivalents and unused borrowing capacity under our Revolving Credit Facility). We generated \$51.7 million of cash during the nine months ended September 30, 2014, as cash provided by operations was offset partially by capital spending, as further discussed below.

Table of Contents

We believe that our cash flows from operations, combined with our current cash levels 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.

## Sources and Uses of Cash

We generate cash primarily from sales of our products, short-term and long-term borrowings, and equity offerings. Our primary uses of cash are for expenses related to the manufacture and distribution of building products, including inventory purchased for resale, wood 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, investment activities, and financing activities.

	Nine Months Ended September 30	
	2014	2013
	(thousands)	
Net cash provided by operations	\$88,098	\$17,888
Net cash used for investment	(36,093	) (130,392
Net cash provided by (used for) financing	(280	) 210,827

## Operating Activities

For the nine months ended September 30, 2014, our operating activities generated \$88.1 million of cash, compared with \$17.9 million in the same period in 2013. The increase in cash provided by operations was due primarily to a \$35.8 million decrease in cash used for working capital and a \$39.3 million increase in income from operations, offset partially by a \$1.3 million increase in pension contributions and a \$1.3 million increase in cash paid for income taxes. See "Our Operating Results" in this Management's Discussion and Analysis of Financial Condition and Results of Operations for more information related to factors affecting our operating results.

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 35% and 38%, comparing sales for the months of September 2014 and 2013 with sales for the months of December 2013 and 2012, respectively. The increase in inventories in both periods represents normal seasonal inventory build. The increase in accounts payable and accrued liabilities provided \$62.0 million of cash during the nine months ended September 30, 2014, compared with \$50.0 million in the same period a year ago. During the nine months ended September 30, 2014, increases in inventory levels led to the increase in accounts payable. In addition, we have accrued more incentive compensation during the nine months ended September 30, 2014, compared with the same period in 2013.

## Investment Activities

During the nine months ended September 30, 2014 and 2013, we used \$40.9 million and \$29.9 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. Excluding acquisitions, we expect capital expenditures in 2014 to total approximately \$52 million to \$62 million. 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. For the nine months ended September 30, 2014, we received proceeds of \$4.7 million,

primarily from the sale of two surplus properties in our Building Materials Distribution segment.

#### Financing Activities

During the nine months ended September 30, 2014, we borrowed \$57.6 million under our Revolving Credit Facility to fund working capital needs, which was subsequently repaid during the same period with cash on hand, resulting in no borrowings outstanding at September 30, 2014.

## Table of Contents

On February 11, 2013, we issued 13,529,412 shares of common stock in our initial public offering. In connection with this initial public offering, we received proceeds of approximately \$262.5 million, after deducting underwriting discounts and commissions of approximately \$19.2 million and offering expenses of approximately \$2.5 million. On July 30, 2013, we repurchased 3,864,062 shares of our common stock from BC Holdings for \$100.0 million in the Repurchase.

During the nine months ended September 30, 2013, we repaid \$80.0 million of borrowings under our Revolving Credit Facility, \$25.0 million of which was outstanding at December 31, 2012, and \$55.0 million of which was borrowed for working capital needs and repaid during the first quarter of 2013. During third quarter 2013, we issued an additional \$50 million in aggregate principal amount of Senior Notes and borrowed \$25.0 million under our Revolving Credit Facility.

For more information related to our debt structure, see the discussion under "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2013 Form 10-K and in Note 6, Debt, of the Condensed Notes to Unaudited Quarterly Consolidated Financial Statements in "Item 1. Financial Statements" of this Form 10-Q.

### Contractual Obligations

For information about contractual obligations, see Contractual Obligations in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2013 Form 10-K. There have been no other material changes in contractual obligations outside the ordinary course of business since December 31, 2013.

### Off-Balance-Sheet Activities

At September 30, 2014, and December 31, 2013, we had no material off-balance-sheet arrangements with unconsolidated entities.

### Guarantees

Note 7, Debt, and Note 16, Commitments, Legal Proceedings and Contingencies, and Guarantees, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" in our 2013 Form 10-K 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 potential undiscounted amounts of future payments we could be required to make. As of September 30, 2014, there have been no material changes to the guarantees disclosed in our 2013 Form 10-K.

### 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-remodeling 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 first and second quarters in preparation and response to the 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, and glue and resins. Wood fiber costs and glue and resin costs have been volatile in recent years.

#### Employees

As of October 26, 2014, we had approximately 5,520 employees. Approximately 26% of these employees work pursuant to collective bargaining agreements. As of October 26, 2014, we had nine collective bargaining agreements. Fewer than 1% of our total employees are working pursuant to a collective bargaining agreement that will expire within the next 12 months.

## Table of Contents

### Environmental

For additional information about environmental issues, see Environmental in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2013 Form 10-K.

### Critical Accounting Estimates

Critical accounting estimates are those that are most important to the portrayal of our financial condition and results. These estimates require management's most difficult, subjective, or complex judgments, often as a result of the need to estimate matters that are inherently uncertain. We review the development, selection, and disclosure of our critical accounting estimates with the Audit Committee of our board of directors. For information about critical accounting estimates, see Critical Accounting Estimates in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2013 Form 10-K. At September 30, 2014, there have been no material changes to our critical accounting estimates from those disclosed in our 2013 Form 10-K.

### 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, of the Condensed Notes to Unaudited Quarterly Consolidated Financial Statements in "Item 1. Financial Statements" in this Form 10-Q.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

For information relating to quantitative and qualitative disclosures about market risk, see the discussion under "Item 7A. Quantitative and Qualitative Disclosures About Market Risk" and under the headings "Disclosures of Financial Market Risks" and "Financial Instruments" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2013 Form 10-K. As of September 30, 2014, there have been no material changes in our exposure to market risk from those disclosed in our 2013 Form 10-K.

## ITEM 4. CONTROLS AND PROCEDURES

Attached as exhibits to this Form 10-Q are certifications of our chief executive officer (CEO) and chief financial officer (CFO). Rule 13a-14 of the Securities Exchange Act of 1934, as amended (Exchange Act), requires that we include these certifications with this report. This Controls and Procedures section includes information concerning the disclosure controls and procedures referred to in the certifications. You should read this section in conjunction with the certifications.

### Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as Rule 13a-15(e) under the Exchange Act defines such term. We have designed these controls and procedures to reasonably assure that information required to be disclosed in our reports filed under the Exchange Act, such as this Form 10-Q, is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. We have also designed our disclosure controls to provide reasonable assurance that such information is accumulated and communicated to our senior management, including the CEO and CFO, as appropriate, to allow them to make timely decisions regarding our required disclosures.

Under an Outsourcing Services Agreement, Packaging Corporation of America provides a number of corporate staff services to us. These services include information technology, accounting, and human resource transactional services.



Our management, with the participation of our CEO and CFO, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures, including the effectiveness of the services provided to us under the Outsourcing Services Agreement, as of the end of the quarter covered by this Form 10-Q. Based on that evaluation, our CEO and CFO have concluded that, as of such date, our disclosure controls and procedures were effective in meeting the objectives for which they were designed and were operating at a reasonable assurance level.

#### Limitations on the Effectiveness of Controls and Procedures

In designing and evaluating our disclosure and/or internal controls and procedures, we recognized that no matter how well conceived and well operated, a control system can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of its inherent limitations, a control system, no matter how well designed, may not prevent

Table of Contents

or detect misstatements due to error or fraud. Additionally, in designing a control system, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. We have also designed our disclosure and internal controls and procedures based in part upon assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the three months ended September 30, 2014, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

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.

ITEM 1A. RISK FACTORS

This report on Form 10-Q contains forward-looking statements. Statements that are not historical or current facts, including statements about our expectations, anticipated financial results, projected capital expenditures, and future business prospects, are forward-looking statements. You can identify these statements by our use of words such as "may," "will," "expect," "believe," "should," "plan," "anticipate," and other similar expressions. You can find examples of these statements throughout this report, including "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations." We cannot guarantee that our actual results will be consistent with the forward-looking statements we make in this report. You should review carefully the risk factors listed in "Item 1A. Risk Factors" in our 2013 Form 10-K, as well as those factors listed in other documents we file with the Securities and Exchange Commission and the risk factors below. We do not assume an obligation to update any forward-looking statement.

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

Wood fiber is our principal raw material, which accounted for approximately 44% of the aggregate amount of materials, labor, and other operating expenses (excluding depreciation) for our Wood Products segment in 2013. Wood fiber is a commodity, and prices have been historically cyclical in response to changes in domestic and foreign demand and supply. 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.

In 2005, following the sale of our timberlands, supply agreements (or successor arrangements) were put in place under which we purchase timber at market-based prices. For 2013, approximately 28% of our timber was supplied pursuant to agreements assumed by (or replacement master supply agreements with) Hancock, Molpus, and Rayonier. The supply agreements with these parties will terminate on December 31, 2014, based on notice provided to us from Hancock, Molpus, and Rayonier six months prior to expiration of the applicable agreements. If we are unable to negotiate future purchases for our timber requirements in a particular region to satisfy our timber needs at satisfactory prices, which could include private purchases with other suppliers, open-market purchases, and purchases from governmental sources, it could have an adverse effect on our results of operations.

In 2013, we purchased approximately 21% 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 affect 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 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.

Historically, 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, and future periods of low demand for solid-wood products could negatively affect availability. In addition, 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.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

41

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Table of Contents

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Required exhibits are listed in the Index to Exhibits and are incorporated by reference.

42

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Table of Contents

SIGNATURES

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

BOISE CASCADE COMPANY

/s/ Kelly E. Hibbs

Kelly E. Hibbs

Vice President and Controller

(As Duly Authorized Officer and Chief Accounting Officer)

Date: November 5, 2014

Table of Contents

BOISE CASCADE COMPANY

INDEX TO EXHIBITS

Filed With the Quarterly Report on Form 10-Q for the Quarter Ended September 30, 2014

Number	Description
31.1	CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	CEO Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	CFO Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document