

UNIVERSAL FOREST PRODUCTS INC
Form 10-Q
July 29, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 June 27, 2015

OR

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

Commission File Number 0-22684

UNIVERSAL FOREST PRODUCTS, INC.

(Exact name of registrant as specified in its charter)

Michigan

38-1465835

(State or other jurisdiction of incorporation or
organization)

(I.R.S. Employer Identification Number)

2801 East Beltline NE, Grand Rapids,
Michigan

49525

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (616) 364-6161

NONE

(Former name or former address, if changed since last report.)

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

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller reporting company

Indicate by checkmark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class

Outstanding as of June 27, 2015

Common stock, no par value

20,132,819

UNIVERSAL FOREST PRODUCTS, INC.

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UNIVERSAL FOREST PRODUCTS, INC.

CONSOLIDATED CONDENSED BALANCE SHEETS

(Unaudited)

(in thousands, except share data)

	June 27, 2015	December 27, 2014	June 28, 2014
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents	\$24,756	\$—	\$—
Restricted cash	710	405	720
Accounts receivable, net	302,538	195,912	286,422
Inventories:			
Raw materials	182,286	183,770	158,646
Finished goods	147,949	156,278	119,143
Total inventories	330,235	340,048	277,789
Refundable income taxes	—	11,934	—
Deferred income taxes	6,252	6,284	6,862
Other current assets	14,953	18,423	19,607
TOTAL CURRENT ASSETS	679,444	573,006	591,400
DEFERRED INCOME TAXES	1,171	1,079	1,354
OTHER ASSETS	8,815	9,565	12,315
GOODWILL	173,158	183,062	160,146
INDEFINITE-LIVED INTANGIBLE ASSETS	2,340	2,340	2,340
OTHER INTANGIBLE ASSETS, NET	17,007	6,479	6,871
PROPERTY, PLANT AND EQUIPMENT:			
Property, plant and equipment	628,269	604,398	599,852
Less accumulated depreciation and amortization	(370,538)	(356,129)	(352,399)
PROPERTY, PLANT AND EQUIPMENT, NET	257,731	248,269	247,453
TOTAL ASSETS	\$1,139,666	\$1,023,800	\$1,021,879
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Cash overdraft	\$21,933	\$621	\$13,659
Accounts payable	114,354	89,105	107,653
Accrued liabilities:			
Compensation and benefits	60,941	62,143	42,755
Income taxes	8,894	—	9,010
Other	27,234	23,591	31,321
Current portion of long-term debt	893	—	—
TOTAL CURRENT LIABILITIES	234,249	175,460	204,398
LONG-TERM DEBT	122,303	98,645	95,094
DEFERRED INCOME TAXES	31,178	30,933	26,827
OTHER LIABILITIES	19,124	19,202	15,825
TOTAL LIABILITIES	406,854	324,240	342,144
SHAREHOLDERS' EQUITY:			
Controlling interest shareholders' equity:			
Preferred stock, no par value; shares authorized 1,000,000; issued and outstanding, none	\$—	\$—	\$—
Common stock, no par value; shares authorized 40,000,000; issued and outstanding, 20,132,819, 19,984,451, and 20,071,026.	20,133	19,984	20,071
Additional paid-in capital	168,862	162,483	160,189

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Retained earnings	530,346	502,334	486,616
Accumulated other comprehensive income	227	1,348	3,317
Employee stock notes receivable	(277	) (455	) (530
Total controlling interest shareholders' equity	719,291	685,694	669,663
Noncontrolling interest	13,521	13,866	10,072
TOTAL SHAREHOLDERS' EQUITY	732,812	699,560	679,735
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$1,139,666	\$1,023,800	\$1,021,879

See notes to consolidated condensed financial statements.

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UNIVERSAL FOREST PRODUCTS, INC.

CONSOLIDATED CONDENSED STATEMENTS OF EARNINGS
AND COMPREHENSIVE INCOME
(Unaudited)

(in thousands, except per share data)

	Three Months Ended		Six Months Ended	
	June 27, 2015	June 28, 2014	June 27, 2015	June 28, 2014
NET SALES	\$838,171	\$772,752	\$1,471,195	\$1,326,751
COST OF GOODS SOLD	725,728	675,764	1,279,170	1,163,750
GROSS PROFIT	112,443	96,988	192,025	163,001
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	68,431	58,989	130,136	112,899
ANTI-DUMPING DUTY ASSESSMENT	—	1,600	—	1,600
NET GAIN ON DISPOSITION OF ASSETS AND IMPAIRMENT OF ASSETS	(176	) (324	) (162	) (848
EARNINGS FROM OPERATIONS	44,188	36,723	62,051	49,350
INTEREST EXPENSE	1,382	1,103	2,555	2,169
INTEREST INCOME	(32	) (339	) (167	) (629
EQUITY IN EARNINGS OF INVESTEE	(112	) (78	) (195	) (129
EARNINGS BEFORE INCOME TAXES	1,238	686	2,193	1,411
INCOME TAXES	42,950	36,037	59,858	47,939
NET EARNINGS	16,066	13,588	22,170	17,824
LESS NET EARNINGS ATTRIBUTABLE TO NONCONTROLLING INTEREST	26,884	22,449	37,688	30,115
NET EARNINGS ATTRIBUTABLE TO CONTROLLING INTEREST	(908	) (660	) (1,550	) (1,111
EARNINGS PER SHARE - BASIC	\$25,976	\$21,789	\$36,138	\$29,004
EARNINGS PER SHARE - DILUTED	\$1.29	\$1.08	\$1.79	\$1.44
NET EARNINGS	\$1.28	\$1.08	\$1.79	\$1.44
FOREIGN CURRENCY TRANSLATION ADJUSTMENT	26,884	22,449	37,688	30,115
COMPREHENSIVE INCOME	(526	) 511	(1,529	) (183
LESS COMPREHENSIVE INCOME ATTRIBUTABLE TO NONCONTROLLING INTEREST	26,358	22,960	36,159	29,932
COMPREHENSIVE INCOME ATTRIBUTABLE TO CONTROLLING INTEREST	(636	) (719	) (1,133	) (1,077
	\$25,722	\$22,241	\$35,026	\$28,855

See notes to consolidated condensed financial statements.

UNIVERSAL FOREST PRODUCTS, INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Unaudited)

(in thousands, except share and per share data)

	Controlling Interest Shareholders' Equity							Total
	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Earnings	Employees Stock Notes Receivable	Noncontrolling Interest		
Balance at December 28, 2013	\$ 19,948	\$ 156,129	\$ 461,812	\$ 3,466	\$(732)	\$ 9,111	\$ 649,734	
Net earnings			29,004			1,111	30,115	
Foreign currency translation adjustment				(149)		(34)	(183)	
Noncontrolling interest associated with business acquisitions						985	985	
Distributions to noncontrolling interest						(1,101)	(1,101)	
Cash Dividends - \$0.210 per share			(4,214)				(4,214)	
Issuance of 4,671 shares under employee stock plans	5	196	14				215	
Issuance of 78,136 shares under stock grant programs	78	1,113					1,191	
Issuance of 39,949 shares under deferred compensation plans	40	(40)					—	
Expense associated with share-based compensation arrangements		932					932	
Accrued expense under deferred compensation plans		1,859					1,859	
Payments received on employee stock notes receivable					202		202	
Balance at June 28, 2014	\$ 20,071	\$ 160,189	\$ 486,616	\$ 3,317	\$(530)	\$ 10,072	\$ 679,735	
Balance at December 27, 2014	\$ 19,984	\$ 162,483	\$ 502,334	\$ 1,348	\$(455)	\$ 13,866	\$ 699,560	
Net earnings			36,138			1,550	37,688	
Foreign currency translation adjustment				(1,121)		(408)	(1,529)	
Noncontrolling interest associated with business acquisitions						1,019	1,019	
Distributions to noncontrolling interest						(1,250)	(1,250)	
Purchases of noncontrolling interest						(1,256)	(1,256)	

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Cash Dividends - \$0.400 per share			(8,050)			(8,050)
Issuance of 21,224 shares under employee stock plans	21	703				724
Issuance of 75,149 shares under stock grant programs	75	1,780				1,855
Issuance of 53,508 shares under deferred compensation plans	54	(54)				—
Repurchase of 1,513 shares	(1)		(76)		77	—
Tax benefits from non-qualified stock options exercised		121				121
Expense associated with share-based compensation arrangements		874				874
Accrued expense under deferred compensation plans		2,955				2,955
Payments received on employee stock notes receivable					101	101
Balance at June 27, 2015	\$20,133	\$168,862	\$530,346	\$227	\$(277)	\$13,521
						\$732,812

See notes to consolidated condensed financial statements.

UNIVERSAL FOREST PRODUCTS, INC.

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

(Unaudited)

(in thousands)

	Six Months Ended	
	June 27, 2015	June 28, 2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings	\$37,688	\$30,115
Adjustments to reconcile net earnings attributable to controlling interest:		
Depreciation	18,406	15,644
Amortization of intangibles	1,888	1,194
Expense associated with share-based compensation arrangements	874	932
Excess tax benefits from share-based compensation arrangements	(33))
Expense associated with stock grant plans	53	58
Deferred income taxes (credit)	3	46
Equity in earnings of investee	(195)	(129)
Net gain on disposition and impairment of assets	(162)	(931)
Changes in:		
Accounts receivable	(104,929)	(105,695)
Inventories	9,806	10,776
Accounts payable and cash overdraft	45,798	47,343
Accrued liabilities and other	27,625	23,451
NET CASH FROM OPERATING ACTIVITIES	36,822	22,804
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(27,756)	(20,100)
Proceeds from sale of property, plant and equipment	1,085	1,754
Acquisitions, net of cash received	(2,584)	(7,135)
Purchase of remaining noncontrolling interest in subsidiary	(1,256))
Advances of notes receivable	(3,083)	(3,287)
Collections on notes receivable	7,059	888
Cash restricted as to use	(305))
Other, net	(58)	(135)
NET CASH FROM INVESTING ACTIVITIES	(26,898)	(28,015)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings under revolving credit facilities	259,734	190,301
Repayments under revolving credit facilities	(235,993)	(179,907)
Debt issuance costs	(9)	(9)
Proceeds from issuance of common stock	724	201
Distributions to noncontrolling interest	(1,250)	(1,101)
Dividends paid to shareholders	(8,050)	(4,214)
Repurchase of common stock	(77))
Excess tax benefits from share-based compensation arrangements	33)
NET CASH FROM FINANCING ACTIVITIES	15,112	5,271
Effect of exchange rate changes on cash	(280)	(60)
NET CHANGE IN CASH AND CASH EQUIVALENTS	24,756	—
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	\$—	\$—
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$24,756	\$—
SUPPLEMENTAL INFORMATION:		
Interest paid	\$2,430	\$2,155

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Income taxes paid	1,375	6,532
NON-CASH INVESTING ACTIVITIES		
Other receivables exchanged for notes receivable	—	2,768
Notes receivable exchanged for property	389	—
NON-CASH FINANCING ACTIVITIES:		
Common stock issued under deferred compensation plans	2,728	2,122

See notes to consolidated condensed financial statements.

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UNIVERSAL FOREST PRODUCTS, INC.

NOTES TO UNAUDITED
CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

A. BASIS OF PRESENTATION

The accompanying unaudited interim consolidated condensed financial statements (the "Financial Statements") include our accounts and those of our wholly-owned and majority-owned subsidiaries and partnerships, and have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, the Financial Statements do not include all of the information and footnotes normally included in the annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States. All intercompany transactions and balances have been eliminated.

In our opinion, the Financial Statements contain all material adjustments necessary to present fairly our consolidated financial position, results of operations and cash flows for the interim periods presented. All such adjustments are of a normal recurring nature. These Financial Statements should be read in conjunction with the annual consolidated financial statements, and footnotes thereto, included in our Annual Report to Shareholders on Form 10-K for the fiscal year ended December 27, 2014.

Seasonality has a significant impact on our working capital from March to August which historically results in negative or modest cash flows from operations in our first and second quarters. Conversely, we experience a substantial decrease in working capital from September to February which typically results in significant cash flow from operations in our third and fourth quarters. For comparative purposes, we have included the June 28, 2014 balances in the accompanying unaudited consolidated condensed balance sheets.

B. FAIR VALUE

We apply the provisions of ASC 820, Fair Value Measurements and Disclosures, to assets and liabilities measured at fair value. Assets measured at fair value are as follows:

(in thousands)	June 27, 2015 Quoted Prices in Active Markets (Level 1)	June 28, 2014 Quoted Prices in Active Markets (Level 1)
Money market funds	\$6,162	\$ 162
Mutual funds:		
Domestic stock funds	250	629
International stock funds	71	215
Target funds	240	778
Bond funds	173	155
Total mutual funds	734	1,777
	6,896	1,939

We maintain money market and/or mutual funds in our non-qualified deferred compensation plan and our wholly owned licensed captive insurance. These funds are valued at prices quoted in an active exchange market and are included in "Other Assets" and "Cash and Cash Equivalents", respectively. We have elected not to apply the fair value option under ASC 825, Financial Instruments, to any of our financial instruments except for those expressly required by U.S. GAAP.

We did not maintain any Level 2 or 3 assets or liabilities at June 27, 2015 or June 28, 2014.

C. REVENUE RECOGNITION

Revenue is recognized at the time the product is shipped to the customer. Generally, title passes at the time of shipment. In certain circumstances, the customer takes title when the shipment arrives at the destination. However, our shipping process is typically completed the same day.

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UNIVERSAL FOREST PRODUCTS, INC.

Earnings on construction contracts are reflected in operations using percentage-of-completion accounting, under either cost to cost or units of delivery methods, depending on the nature of the business at individual operations. Under percentage-of-completion using the cost to cost method, revenues and related earnings on construction contracts are measured by the relationships of actual costs incurred related to the total estimated costs. Under percentage-of-completion using the units of delivery method, revenues and related earnings on construction contracts are measured by the relationships of actual units produced related to the total number of units. Revisions in earnings estimates on the construction contracts are recorded in the accounting period in which the basis for such revisions becomes known. Projected losses on individual contracts are charged to operations in their entirety when such losses become apparent. Construction contract revenue was approximately \$59 million and \$55 million through the first six months of 2015 and 2014, respectively.

Our construction contracts are generally entered into with a fixed price and completion of the projects can range from 6 to 18 months in duration. Therefore, our operating results are impacted by, among many other things, labor rates and commodity costs. During the year, we update our estimated costs to complete our projects using current labor and commodity costs and recognize losses to the extent that they exist.

The following table presents the balances of percentage-of-completion accounts which are included in “Other current assets” and “Accrued liabilities: Other”, respectively (in thousands):

	June 27, 2015	December 27, 2014	June 28, 2014
Cost and Earnings in Excess of Billings	\$4,842	\$5,244	\$6,380
Billings in Excess of Cost and Earnings	3,347	4,682	2,543

D. EARNINGS PER SHARE

The computation of earnings per share (“EPS”) is as follows (in thousands):

	Three Months Ended		Six Months Ended	
	June 27, 2015	June 28, 2014	June 27, 2015	June 28, 2014
Numerator:				
Net earnings attributable to controlling interest	\$25,976	\$21,789	\$36,138	\$29,004
Adjustment for earnings allocated to non-vested restricted common stock	(347)	(209)	(462)	(266)
Net earnings for calculating EPS	\$25,629	\$21,580	\$35,676	\$28,738
Denominator:				
Weighted average shares outstanding	20,198	20,137	20,147	20,097
Adjustment for non-vested restricted common stock	(270)	(193)	(258)	(184)
Shares for calculating basic EPS	19,928	19,944	19,889	19,913
Effect of dilutive stock options	33	20	33	21
Shares for calculating diluted EPS	19,961	19,964	19,922	19,934
Net earnings per share:				
Basic	\$1.29	\$1.08	\$1.79	\$1.44
Diluted	\$1.28	\$1.08	\$1.79	\$1.44

No options were excluded from the computation of diluted EPS for the quarters ended June 27, 2015 or June 28, 2014.

E. COMMITMENTS, CONTINGENCIES, AND GUARANTEES

We are self-insured for environmental impairment liability, including certain liabilities which are insured through a wholly owned subsidiary, Ardellis Insurance Ltd., a licensed captive insurance company.

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UNIVERSAL FOREST PRODUCTS, INC.

We own and operate a number of facilities throughout the United States that chemically treat lumber products. In connection with the ownership and operation of these and other real properties, and the disposal or treatment of hazardous or toxic substances, we may, under various federal, state, and local environmental laws, ordinances, and regulations, be potentially liable for removal and remediation costs, as well as other potential costs, damages, and expenses. Environmental reserves, calculated with no discount rate, have been established to cover remediation activities at wood preservation facilities in Stockertown, PA; Elizabeth City, NC; Auburndale, FL; and Medley, FL. In addition, a reserve was established for our facility in Thornton, CA to remove certain lead containing materials which existed on the property at the time of purchase. During 2009, a subsidiary entered into a consent order with the State of Florida to conduct additional testing at our Auburndale, FL facility. We admitted no liability and the costs are not expected to be material.

On a consolidated basis, we have reserved approximately \$3.4 million on June 27, 2015 and \$3.2 million on June 28, 2014, representing the estimated costs to complete future remediation efforts. These amounts are included in Other Liabilities within the condensed balance sheet and have not been reduced by an insurance receivable.

In addition, on June 27, 2015, we were parties either as plaintiff or defendant to a number of lawsuits and claims arising through the normal course of our business. In the opinion of management, our consolidated financial statements will not be materially affected by the outcome of these contingencies and claims.

On June 27, 2015, we had outstanding purchase commitments on commenced capital projects of approximately \$5.8 million.

We provide a variety of warranties for products we manufacture. Historically, warranty claims have not been material. We distribute products manufactured by other companies, some of which are no longer in business. While we do not warrant these products, we have received claims as a distributor of these products when the manufacturer no longer exists or has the ability to pay. Historically, these costs have not had a material affect on our consolidated financial statements.

As part of our operations, we supply building materials and labor to residential and multi-family construction projects or we jointly bid on contracts with framing companies for such projects. In some instances we are required to post payment and performance bonds to insure the owner that our products and installation services are completed in accordance with our contractual obligations. We have agreed to indemnify the surety for claims made against the bonds. As of June 27, 2015 we had approximately \$0.5 million in outstanding payment and performance bonds, which expire during the next two years. In addition, approximately \$13.0 million in payment and performance bonds are outstanding for completed projects which are still under warranty.

On June 27, 2015, we had outstanding letters of credit totaling \$25.4 million, primarily related to certain insurance contracts and industrial development revenue bonds described further below.

In lieu of cash deposits, we provide irrevocable letters of credit in favor of our insurers to guarantee our performance under certain insurance contracts. We currently have irrevocable letters of credit outstanding totaling approximately \$15.6 million for these types of insurance arrangements. We have reserves recorded on our balance sheet, in accrued liabilities, that reflect our expected future liabilities under these insurance arrangements.

We are required to provide irrevocable letters of credit in favor of the bond trustees for all of the industrial development revenue bonds that we have issued. These letters of credit guarantee principal and interest payments to the bondholders. We currently have irrevocable letters of credit outstanding totaling approximately \$9.8 million related to our outstanding industrial development revenue bonds. These letters of credit have varying terms but may be renewed at the option of the issuing banks.

Certain wholly owned domestic subsidiaries have guaranteed the indebtedness of Universal Forest Products, Inc. in certain debt agreements, including the Series 2012 Senior Notes and our revolving credit facility. The maximum exposure of these guarantees is limited to the indebtedness outstanding under these debt arrangements and this exposure will expire concurrent with the expiration of the debt agreements.

Many of our wood treating operations utilize "Subpart W" drip pads, defined as hazardous waste management units by the Environmental Protection Agency. The rules regulating drip pads require that the pad be "closed" at the point that it is no longer intended to be used for wood treating operations or to manage hazardous waste. Closure involves identification and disposal of contaminants which are required to be removed from the facility. The cost of closure is dependent upon a number of factors including, but not limited to, identification and removal of contaminants, cleanup standards that vary from state to state, and the time period over which the cleanup would be completed. Based on our present knowledge of

UNIVERSAL FOREST PRODUCTS, INC.

existing circumstances, it is considered probable that these costs will approximate \$0.6 million. As a result, this amount is recorded in other long-term liabilities on June 27, 2015.

We did not enter into any new guarantee arrangements during the second quarter of 2015 which would require us to recognize a liability on our balance sheet.

F. BUSINESS COMBINATIONS

We completed the following acquisitions in fiscal 2015 and 2014 which were accounted for using the purchase method (in thousands):

Company Name	Acquisition Date	Purchase Price	Intangible Assets	Net Tangible Assets	Operating Segment	Business Description
Rapid Wood Mfg., LLC ("Rapid Wood")	February 2, 2015	\$1,638 (asset purchase)	\$789	\$849	Western Division	A supplier of lumber products to the region's manufactured housing and recreational vehicle industries based in Caldwell, Idaho. Rapid Wood had annual sales of \$2.3 million.
Integra Packaging Proprietary, Ltd ("Integra Packaging")	January 16, 2015	\$1,102 (51.94% stock purchase)	\$1,406 (The Company portion of Intangible Assets \$730 or 51.94%)	\$715 (The Company portion of Net Tangible Assets \$372 or 51.94%)	Other	An Australian-based manufacturer and distributor of industrial wood specialty packaging products. Integra Packaging had annual sales of \$12.4 million.
Bigs Packaging and Lumber, LLC ("Bigs Packaging")	November 13, 2014	\$20,000 (asset purchase) + \$3,976 (earnout accrual)	\$15,031	\$8,945	Western Division	A Texas-based manufacturer of industrial wood and packaging solutions. Bigs Packaging had annual sales of \$50.0 million.
Packnet Ltd ("Packnet")	November 24, 2014	\$7,506 (80% asset purchase)	\$7,885 (The Company portion of Intangible Assets \$6,308 or 80%)	\$1,498 (The Company portion of Net Tangible Assets \$1,198 or 80%)	Western Division	A supplier of industrial packaging and services based in Eagan, MN. Packnet had annual sales of \$9.0 Million.
High Level Components, LLC ("High Level")	March 31, 2014	\$2,944 (asset purchase)	\$—	\$3,232	North Division	A building component manufacturer based in Locust, NC. High Level had annual sales of \$6.8 million.
Upshur Forest Products, LLC ("Upshur")	March 28, 2014 (majority purchase interest) June 25, 2015 (minority)	\$3,548 (asset purchase)	\$1,577	\$1,971	Western Division	A sawmill located in Gilmer, TX. Upshur had annual sales of \$8.9 million.

interest)

Container Systems, Inc. ("CSI")	March 14, 2014	\$2,417 (asset purchase)	\$—	\$2,417	South Division	A manufacturer of crates and containers for industrial applications and the moving-and-storage industry, located in Franklinton, NC. CSI had annual sales of \$3.0 million.
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The intangible assets for each acquisition, excluding Bigs Packaging, were finalized and allocated to their respective identifiable intangible asset and goodwill accounts during 2015. During the second quarter of 2015, we purchased the remaining non-controlling interest of Upshur

UNIVERSAL FOREST PRODUCTS, INC.

G. SEGMENT REPORTING

ASC 280, Segment Reporting (“ASC 280”), defines operating segments as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

Due to recent changes in management structure, we have revised our operating segments. Our operating segments currently consist of the North, South, Western, Alternative Materials, and International divisions. Prior year amounts have been reclassified to these segments. Our Alternative Materials and International divisions have been included in the “All Other” column of the table below. The “Corporate” column includes unallocated administrative costs and certain incentive compensation expense.

	Three Months Ended June 27, 2015					
	North	South	Western	All Other	Corporate	Total
Net sales to outside customers	\$281,333	185,497	\$309,511	\$61,830	\$—	\$838,171
Intersegment net sales	14,510	7,604	15,476	4,566	—	42,156
Segment operating profit	16,394	7,997	18,272	2,997	(1,472)	44,188
	Three Months Ended June 28, 2014					
	North	South	Western	All Other	Corporate	Total
Net sales to outside customers	\$253,481	172,464	\$295,263	\$51,544	\$—	\$772,752
Intersegment net sales	10,208	6,096	13,403	5,298	—	35,005
Segment operating profit	10,701	6,730	17,643	2,217	(568)	36,723
	Six Months Ended June 27, 2015					
	North	South	Western	All Other	Corporate	Total
Net sales to outside customers	\$460,832	349,692	\$567,090	\$93,581	\$—	\$1,471,195
Intersegment net sales	24,319	14,803	25,102	8,463	—	72,687
Segment operating profit (loss)	19,105	13,999	28,790	1,850	(1,693)	62,051
	Six Months Ended June 28, 2014					
	North	South	Western	All Other	Corporate	Total
Net sales to outside customers	\$410,116	315,824	\$520,663	\$80,148	\$—	\$1,326,751
Intersegment net sales	19,750	10,911	24,445	9,142	—	64,248
Segment operating profit	11,925	13,003	26,488	1,128	(3,194)	49,350

H. INCOME TAXES

Effective tax rates differ from statutory federal income tax rates, primarily due to provisions for state and local income taxes and permanent tax differences. Our effective tax rate was 37.4% in the second quarter of 2015 compared to 37.7% for same period of 2014. Our effective tax rate was 37.0% in the first six months of 2015 compared to 37.2% for the same period of 2014. The decrease is primarily due to a lower state effective income tax rate in 2015.

UNIVERSAL FOREST PRODUCTS, INC.

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

Universal Forest Products, Inc. is a holding company that provides capital, management and administrative resources to subsidiaries that supply wood, wood composite and other products to three robust markets: retail, construction and industrial. Founded in 1955, the Company is headquartered in Grand Rapids, Mich., with affiliates throughout North America and Australia. For more about Universal Forest Products, go to www.ufpi.com.

This report contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act, as amended, that are based on management's beliefs, assumptions, current expectations, estimates and projections about the markets we serve, the economy and the Company itself. Words like "anticipates," "believes," "confident," "estimates," "expects," "forecasts," "likely," "plans," "projects," "should," variations of such words, and similar expressions identify such forward-looking statements. These statements do not guarantee future performance and involve certain risks, uncertainties and assumptions that are difficult to predict with regard to timing, extent, likelihood and degree of occurrence. The Company does not undertake to update forward-looking statements to reflect facts, circumstances, events, or assumptions that occur after the date the forward-looking statements are made. Actual results could differ materially from those included in such forward-looking statements. Investors are cautioned that all forward-looking statements involve risks and uncertainty. Among the factors that could cause actual results to differ materially from forward-looking statements are the following: fluctuations in the price of lumber; adverse or unusual weather conditions; adverse economic conditions in the markets we serve; government regulations, particularly involving environmental and safety regulations; and our ability to make successful business acquisitions. Certain of these risk factors as well as other risk factors and additional information are included in the Company's reports on Form 10-K and 10-Q on file with the Securities and Exchange Commission. We are pleased to present this overview of 2015.

OVERVIEW

Our results for the second quarter of 2015 were impacted by the following:

Our sales increased by 8.5% compared to the second quarter of 2014, which was comprised of a 10% increase in unit sales offset by a 1.5% decrease in selling prices due to the commodity lumber market (See Historical Lumber Prices). Our unit sales increase was driven by a combination of acquisition-related and organic growth in sales to the Industrial market and an increase in sales to the Retail market as a result of market share gains and improving demand.

Our operating profits increased by over 20%, and our operating profit as a percentage of net sales increased to 5.3% from 4.8%, comparing 2015 and 2014. These improvements were primarily due to our growth in sales to the Industrial market, continued improvements in profitability on sales to the Construction market, and our growth in sales to the Retail market.

HISTORICAL LUMBER PRICES

We experience significant fluctuations in the cost of commodity lumber products from primary producers ("Lumber Market"). The following table presents the Random Lengths framing lumber composite price:

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	Random Lengths Composite Average \$/MBF	
	2015	2014
January	\$375	\$395
February	358	394
March	336	387
April	334	367
May	315	377
June	328	375
Second quarter average	\$326	\$373
Year-to-date average	341	383
Second quarter percentage change	(12.6)%
Year-to-date percentage change	(11.0)%

In addition, a Southern Yellow Pine ("SYP") composite price, which we prepare and use, is presented below. Our purchases of this species comprises approximately 45% of total lumber purchases through the first six months of 2015.

	Random Lengths SYP Average \$/MBF	
	2015	2014
January	\$408	\$375
February	399	398
March	393	406
April	400	392
May	368	402
June	354	406
Second quarter average	\$374	\$400
Year-to-date average	387	397
Second quarter percentage change	(6.5)%
Year-to-date percentage change	(2.5)%

IMPACT OF THE LUMBER MARKET ON OUR OPERATING RESULTS

We generally price our products to pass lumber costs through to our customers so that our profitability is based on the value-added manufacturing, distribution, engineering, and other services we provide. As a result, our sales levels (and working capital requirements) are impacted by the lumber costs of our products. Lumber costs are a significant percentage of our cost of goods sold, comprising approximately 50%.

Our gross margins are impacted by (1) the relative level of the Lumber Market (i.e. whether prices are higher or lower from comparative periods), and (2) the trend in the market price of lumber (i.e. whether the price of lumber is increasing or decreasing within a period or from period to period). Moreover, as explained below, our products are priced differently. Some of our products have fixed selling prices, while the selling prices of other products are indexed to the reported Lumber Market with a fixed dollar adder to cover conversion costs and profits. Consequently, the level and trend of the Lumber Market impact our products differently.

Below is a general description of the primary ways in which our products are priced.

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Products with fixed selling prices. These products include value-added products such as deck components and fencing sold to retail building materials customers, as well as trusses, wall panels and other components sold to the residential construction market, and most industrial packaging products. Prices for these products are generally fixed at the time of the sales quotation for a specified period of time or are based upon a specific quantity. In order to maintain margins and reduce any exposure to adverse trends in the price of component lumber products, we attempt to lock in costs with our suppliers for these sales commitments. Also, the time period and quantity limitations generally allow us to re-price our products for changes in lumber costs from our suppliers.

Products with selling prices indexed to the reported Lumber Market with a fixed dollar "adder" to cover conversion costs and profits. These products primarily include treated lumber, remanufactured lumber, and trusses sold to the manufactured housing industry. For these products, we estimate the customers' needs and we carry anticipated levels of inventory. Because lumber costs are incurred in advance of final sale prices, subsequent increases or decreases in the market price of lumber impact our gross margins. For these products, our margins are exposed to changes in the trend of lumber prices. As a result of the decline in the housing market and our sales to residential and commercial builders, a greater percentage of our sales fall into this general pricing category. Consequently, we believe our profitability may be impacted to a much greater extent to changes in the trend of lumber prices.

Changes in the trend of lumber prices have their greatest impact on the following products:

Products with significant inventory levels with low turnover rates, whose selling prices are indexed to the Lumber Market. In other words, the longer the period of time these products remain in inventory, the greater the exposure to changes in the price of lumber. This would include treated lumber, which comprises approximately 15% of our total sales. This exposure is less significant with remanufactured lumber, trusses sold to the manufactured housing market, and other similar products, due to the higher rate of inventory turnover. We attempt to mitigate the risk associated with treated lumber through vendor consignment inventory programs. (Please refer to the "Risk Factors" section of our annual report on form 10-K, filed with the United States Securities and Exchange Commission.)

Products with fixed selling prices sold under long-term supply arrangements, particularly those involving multi-family construction projects. We attempt to mitigate this risk through our purchasing practices by locking in costs.

In addition to the impact of the Lumber Market trends on gross margins, changes in the level of the market cause fluctuations in gross margins when comparing operating results from period to period. This is explained in the following example, which assumes the price of lumber has increased from period one to period two, with no changes in the trend within each period.

	Period 1	Period 2		
Lumber cost	\$300	\$400		
Conversion cost	50	50		
= Product cost	350	450		
Adder	50	50		
= Sell price	\$400	\$500		
Gross margin	12.5	% 10.0		%

As is apparent from the preceding example, the level of lumber prices does not impact our overall profits, but does impact our margins. Gross margins are negatively impacted during periods of high lumber prices; conversely, we experience margin improvement when lumber prices are relatively low.

BUSINESS COMBINATIONS

We completed two business acquisitions during the first six months of 2015 and five during all of 2014. Each of the acquisitions was accounted for using the purchase method. The annual revenue attributable to the two acquisitions completed in 2015 is approximately \$14.7 million. These business combinations were not significant to our operating results individually or in aggregate and thus pro forma results for 2015 and 2014 are not presented.

See Notes to the Unaudited Condensed Consolidated Financial Statements, Note F, "Business Combinations" for additional information.

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RESULTS OF OPERATIONS

The following table presents, for the periods indicated, the components of our Unaudited Condensed Consolidated Statements of Earnings as a percentage of net sales.

	Three Months Ended		Six months Ended		
	June 27, 2015	June 28, 2014	June 27, 2015	June 28, 2014	
Net sales	100.0	% 100.0	% 100.0	% 100.0	%
Cost of goods sold	86.6	87.5	87.0	87.7	
Gross profit	13.4	12.6	13.0	12.3	
Selling, general, and administrative expenses	8.2	7.7	8.8	8.5	
Anti-dumping duty assessments	—	0.2	—	0.1	
Net gain on disposition and impairment of assets	—	—	—	(0.1))
Earnings from operations	5.3	4.8	4.2	3.7	
Other expense (income), net	0.2	0.1	0.2	0.1	
Earnings before income taxes	5.1	4.7	4.0	3.6	
Income taxes	2.0	1.8	1.5	1.4	
Net earnings	3.2	2.9	2.6	2.3	
Less net earnings attributable to noncontrolling interest	(0.1)	) (0.1)	) (0.1)	) (0.1))
Net earnings attributable to controlling interest	3.1	% 2.8	% 2.5	% 2.2	%

Note: Actual percentages are calculated and may not sum to total due to rounding.

GROSS SALES

We design, manufacture and market wood and wood-alternative products for national home centers and other retailers; engineered wood components, structural lumber, and other products for manufactured housing, residential and commercial construction; and specialty wood packaging, components and packing materials for various industries. Our long-term sales objectives include:

Diversifying our end market sales mix by increasing sales of specialty wood packaging to industrial users, increasing our penetration of the commercial market, increasing our sales of engineered wood components for custom home, multi-family, military and light commercial construction, and increasing our market share with independent retailers.

Expanding geographically in our core businesses, domestically and internationally.

Increasing sales of “value-added” products, which primarily consist of fencing, decking, lattice, and other specialty products sold to the retail market, specialty wood packaging, engineered wood components, and “wood alternative” products. Engineered wood components include roof trusses, wall panels, and floor systems. Wood alternative products consist primarily of composite wood and plastics. Although we consider the treatment of dimensional lumber with certain chemical preservatives a value-added process, treated lumber, which comprises approximately 20% of our total sales, is not presently included in the value-added sales totals.

Developing new products and expanding our product offering for existing customers. New product sales were \$73.2 million in the second quarter of 2015 compared to \$60.0 million during the second quarter of 2014. New product sales year-to-date for 2015 and 2014 were \$120.3 million and \$95.4 million, respectively.

Maximizing unit sales growth while achieving return on investment goals.

The following table presents, for the periods indicated, our gross sales and percentage change in gross sales by market classification.

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(in thousands)	Three Months Ended			Six Months Ended		
	June 27, 2015	June 28, 2014	% Change	June 27, 2015	June 28, 2014	% Change
Market Classification						
Retail	\$376,219	\$347,371	8.3	\$606,104	\$548,355	10.5
Industrial	240,067	205,334	16.9	451,228	376,985	19.7
Construction	234,555	231,507	1.3	435,278	421,069	3.4
Total Gross Sales	850,841	784,212	8.5	1,492,610	1,346,409	10.9
Sales Allowances	(12,670)	(11,460)	10.6	(21,415)	(19,658)	8.9
Total Net Sales	\$838,171	\$772,752	8.5	\$1,471,195	\$1,326,751	10.9

During 2015, certain customers were reclassified to a different market. Prior year information has been restated to reflect these changes.

Gross sales in the second quarter of 2015 increased 8.5% compared to the same period of 2014, due to a 10% increase in unit sales offset by a 1.5% decline in selling prices. Businesses we acquired since the second quarter of 2014 contributed \$26.8 million, or 3%, to our gross sales.

Gross sales in the first six months of 2015 increased 10.9% compared to the same period of 2014, due to an 11% increase in unit sales as overall selling prices remained flat. Businesses we acquired since the second quarter of 2014 contributed \$50.5 million, or 4%, to our gross sales.

Changes in our gross sales by market are discussed below.

Retail:

Gross sales to the retail market increased over 8% in the second quarter of 2015 compared to the same period of 2014, due to an increase in unit sales as selling prices remained stable. Within this market, sales to our big box customers increased nearly 12% while our sales to other retailers increased approximately 3%. Our retail customers have benefited from improving consumer demand as evidenced by their reported increases in same store sales. In addition, we gained market share with certain big box customers and increased our sales of new products with these customers.

Gross sales to the retail building materials market increased by almost 11% in the first six months of 2015 compared to the same period of 2014, due to an increase in unit sales as selling prices remained flat. Within this market, sales to our big box customers increased almost 13% while our sales to other retailers increased approximately 8% due to the same factors discussed above.

Industrial:

Gross sales to the industrial market increased approximately 17% in the second quarter of 2015 compared to the same period of 2014, resulting from a 17% increase in unit sales as selling prices remained flat. Businesses we acquired since the second quarter of 2014 contributed 11% to our sales growth. The remaining 6% organic growth was due to a combination of adding new customers and gaining market share with existing customers.

Gross sales to the industrial market increased 20% in the first six months of 2015 compared to the same period of 2014, due to a 19% increase in unit sales and 1% increase in selling prices. Businesses we acquired since the second quarter of 2014 contributed 12% to our unit growth. The remaining 7% organic growth was primarily due to the same factors discussed above.

Construction:

Gross sales to the construction market increased over 1% in the second quarter of 2015 compared to 2014. The increase was due to a 5% increase in unit sales, offset by a 4% decrease in our selling prices. By comparison, production of HUD-code homes in April and May 2015 were up 4.4% compared to 2014, modular home production remained flat, and national housing starts increased approximately 5.4% in the period from March 2015 through May 2015 (our sales trail housing starts by about a month) compared to the same period of 2014. Our increase in unit sales was primarily driven by a 2% increase in unit sales to the manufactured housing market, a 15% increase in unit sales to the commercial construction market resulting from market share gains, and a 3% increase in unit sales to the residential construction market.

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Gross sales to the construction market increased over 3% in the first six months of 2015 compared to the same period of 2014, due to a 5% increase in unit sales, offset by a 2% decrease in selling prices. Our increase in unit sales was primarily due to the same reasons discussed above.

Value-Added and Commodity-Based Sales:

The following table presents, for the periods indicated, our percentage of value-added and commodity-based sales to total sales. Value-added products generally carry higher gross margins than our commodity-based products.

	Three Months Ended		Six Months Ended		
	June 27, 2015	June 28, 2014	June 27, 2015	June 28, 2014	
Value-Added	59.4	% 59.3	% 58.7	% 58.6	%
Commodity-Based	40.6	% 40.7	% 41.3	% 41.4	%

COST OF GOODS SOLD AND GROSS PROFIT

Our gross profit percentage increased to 13.4% from 12.6% comparing the second quarter of 2015 to the same period of 2014. Additionally, our gross profit dollars increased by \$15.5 million, or 15.9%, which compares favorably with our 10% increase in unit sales. The improvement in our profitability in the second quarter of 2015 is attributable to the following factors:

Over \$3.0 million of our gross profit increase reflects our efforts to be more selective in the business that we take on sales to the residential construction market and our growth in sales to the commercial and construction market added over \$1.0 million to our gross profits.

Nearly \$3.4 million of our gross profit increase is attributable to our growth in sales to the retail market, due to market share gains and improving demand. Furthermore, operating leverage on our sales growth along with effective inventory positioning helped us withstand the adverse impact of a falling lumber market.

Almost \$10 million of our gross profit improvement was due to growth and a more favorable product mix on sales to the industrial market.

Our gross profit percentage increased to 13.0% from 12.3% comparing the first six months of 2015 to the same period of 2014. Our gross profit dollars increased by 17.8%, which compares favorably to our 11% increase in unit sales. This improvement is primarily due to the same factors discussed above.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative ("SG&A") expenses increased by approximately \$9.4 million, or 16%, in the second quarter of 2015 compared to the same period of 2014, while we reported a 10% increase in unit sales. The increase in SG&A was primarily due to a \$3.4 million, or 12%, increase in compensation and benefit costs primarily due to having more personnel, a \$3.1 million increase in incentive compensation resulting from an improvement in our profitability, and several other smaller increases driven in some cases by our sales growth. Businesses we acquired since the second quarter of 2014 added approximately \$2 million to our SG&A costs, which is included in the amounts discussed above.

Selling, general and administrative ("SG&A") expenses increased by approximately \$17.2 million, or 15.3%, in the first six months of 2015 compared to the same period of 2014, while we reported an 11% increase in unit sales. SG&A expenses were impacted in the first six months of 2015 by the same factors discussed above.

INTEREST, NET

Net interest costs were higher in the second quarter of 2015 compared to the same period of 2014, due to additional interest expense resulting from higher debt levels in 2015.

INCOME TAXES

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Effective tax rates differ from statutory federal income tax rates, primarily due to provisions for state and local income taxes and permanent tax differences. Our effective tax rate was 37.4% in the second quarter of 2015 compared to 37.7% for same period of 2014. Our effective tax rate was 37.0% in the first six months of 2015 compared to 37.2% for the same period of 2014. The decrease is primarily due to a lower state effective income tax rate in 2015.

SEGMENT REPORTING

The following table presents, for the periods indicated, our net sales and earnings from operations by reportable segment.