

BOISE CASCADE Co  
Form 10-Q  
July 29, 2015

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 June 30, 2015

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.

Edgar Filing: BOISE CASCADE Co - Form 10-Q

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 39,189,969 shares of the registrant's \$0.01 par value common stock outstanding on July 24, 2015.

---

## 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>9</u>
	<u>5. Debt</u>	<u>10</u>
	<u>6. Retirement and Benefit Plans</u>	<u>11</u>
	<u>7. Stock-Based Compensation</u>	<u>13</u>
	<u>8. Stockholders' Equity</u>	<u>14</u>
	<u>9. Outsourcing Services Agreement</u>	<u>15</u>
	<u>10. Transactions With Related Party</u>	<u>15</u>
	<u>11. Segment Information</u>	<u>16</u>
	<u>12. Commitments, Legal Proceedings and Contingencies, and Guarantees</u>	<u>18</u>
	<u>13. 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>30</u>
	<u>Understanding Our Financial Information</u>	<u>30</u>
	<u>Executive Overview</u>	<u>30</u>
	<u>Factors That Affect Our Operating Results</u>	<u>31</u>
	<u>Our Operating Results</u>	<u>33</u>
	<u>Industry Mergers and Acquisitions</u>	<u>37</u>
	<u>Liquidity and Capital Resources</u>	<u>37</u>
	<u>Contractual Obligations</u>	<u>40</u>
	<u>Off-Balance-Sheet Activities</u>	<u>40</u>
	<u>Guarantees</u>	<u>40</u>
	<u>Seasonal and Inflationary Influences</u>	<u>41</u>
	<u>Employees</u>	<u>41</u>
	<u>Environmental</u>	<u>41</u>
	<u>Critical Accounting Estimates</u>	<u>41</u>
	<u>New and Recently Adopted Accounting Standards</u>	<u>41</u>
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>41</u>
<u>Item 4.</u>	<u>Controls and Procedures</u>	<u>42</u>

PART II—OTHER INFORMATION

<u>Item 1.</u>	<u>Legal Proceedings</u>	<u>43</u>
<u>Item 1A.</u>	<u>Risk Factors</u>	<u>43</u>
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>43</u>
<u>Item 3.</u>	<u>Defaults Upon Senior Securities</u>	<u>43</u>
<u>Item 4.</u>	<u>Mine Safety Disclosures</u>	<u>43</u>
<u>Item 5.</u>	<u>Other Information</u>	<u>43</u>
<u>Item 6.</u>	<u>Exhibits</u>	<u>44</u>

Table of Contents

## PART I—FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

Boise Cascade Company  
Consolidated Statements of Operations  
(unaudited)

	Three Months Ended		Six Months Ended	
	June 30		June 30	
	2015	2014	2015	2014
	(thousands, except per-share data)			
Sales	\$955,397	\$961,187	\$1,765,300	\$1,728,367
Costs and expenses				
Materials, labor, and other operating expenses (excluding depreciation)	824,583	823,532	1,529,622	1,496,140
Depreciation and amortization	13,281	12,482	26,868	24,802
Selling and distribution expenses	68,254	67,181	130,134	126,111
General and administrative expenses	12,018	11,925	24,026	22,590
Other (income) expense, net	(98	) 163	(397	) (1,737
	918,038	915,283	1,710,253	1,667,906
Income from operations	37,359	45,904	55,047	60,461
Foreign currency exchange gain (loss)	41	266	(66	) 177
Interest expense	(5,591	) (5,519	) (11,072	) (11,031
Interest income	58	53	148	123
	(5,492	) (5,200	) (10,990	) (10,731
Income before income taxes	31,867	40,704	44,057	49,730
Income tax provision	(11,637	) (14,286	) (16,210	) (17,747
Net income	\$20,230	\$26,418	\$27,847	\$31,983
Weighted average common shares outstanding:				
Basic	39,494	39,420	39,496	39,399
Diluted	39,600	39,463	39,604	39,458
Net income per common share:				
Basic	\$0.51	\$0.67	\$0.71	\$0.81
Diluted	\$0.51	\$0.67	\$0.70	\$0.81

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

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

	Three Months Ended		Six Months Ended		
	June 30		June 30		
	2015	2014	2015	2014	
	(thousands)				
Net income	\$20,230	\$26,418	\$27,847	\$31,983	
Other comprehensive income (loss), net of tax					
Defined benefit pension plans					
Actuarial gain, net of tax of \$7,422, \$-, \$7,422, and \$-, respectively	11,923	—	11,923	—	
Amortization of actuarial (gain) loss, net of tax of \$504, (\$2), \$1,117, and (\$4), respectively	808	(4	) 1,793	(8	)
Effect of settlements, net of tax of \$-, \$-, \$192, and \$-, respectively	—	—	309	—	
Other comprehensive income (loss), net of tax	12,731	(4	) 14,025	(8	)
Comprehensive income	\$32,961	\$26,414	\$41,872	\$31,975	

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

Table of ContentsBoise Cascade Company  
Consolidated Balance Sheets  
(unaudited)

	June 30, 2015 (thousands)	December 31, 2014
<b>ASSETS</b>		
Current		
Cash and cash equivalents	\$ 194,927	\$ 163,549
Receivables		
Trade, less allowances of \$1,694 and \$2,062	236,515	172,314
Related parties	487	821
Other	5,329	7,311
Inventories	415,114	394,461
Deferred income taxes	19,292	20,311
Prepaid expenses and other	10,189	14,857
Total current assets	881,853	773,624
Property and equipment, net	374,013	368,128
Timber deposits	12,568	13,819
Deferred financing costs	7,199	7,149
Goodwill	21,823	21,823
Intangible assets, net	10,137	10,183
Deferred income taxes	—	16,684
Other assets	10,851	9,075
Total assets	\$ 1,318,444	\$ 1,220,485

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

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

	June 30, 2015	December 31, 2014
	(thousands, except per-share data)	
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current		
Accounts payable		
Trade	\$238,312	\$150,693
Related parties	3,445	1,743
Accrued liabilities		
Compensation and benefits	48,038	66,170
Interest payable	3,375	3,298
Other	39,573	33,286
Total current liabilities	332,743	255,190
Debt		
Long-term debt	351,312	301,415
Other		
Compensation and benefits	84,783	156,218
Other long-term liabilities	19,005	15,274
	103,788	171,492
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, 43,400 and 43,282 shares issued, respectively	434	433
Treasury stock, 4,039 and 3,864 shares at cost, respectively	(106,109	) (100,000 )
Additional paid-in capital	505,188	502,739
Accumulated other comprehensive loss	(87,473	) (101,498 )
Retained earnings	218,561	190,714
Total stockholders' equity	530,601	492,388
Total liabilities and stockholders' equity	\$1,318,444	\$1,220,485

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

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

	Six Months Ended	
	June 30	
	2015	2014
	(thousands)	
Cash provided by (used for) operations		
Net income	\$27,847	\$31,983
Items in net income not using (providing) cash		
Depreciation and amortization, including deferred financing costs and other	27,638	25,616
Stock-based compensation	2,898	2,310
Pension expense	2,881	357
Deferred income taxes	7,187	2,721
Other	(622	) (1,729
Decrease (increase) in working capital		
Receivables	(61,885	) (65,953
Inventories	(20,653	) (27,206
Prepaid expenses and other	(3,375	) (3,424
Accounts payable and accrued liabilities	78,457	58,393
Pension contributions	(53,203	) (780
Income taxes payable	14,499	10,993
Other	(1,954	) (3,956
Net cash provided by operations	19,715	29,325
Cash provided by (used for) investment		
Expenditures for property and equipment	(31,433	) (21,971
Proceeds from sales of assets	263	4,669
Net cash used for investment	(31,170	) (17,302
Cash provided by (used for) financing		
Borrowings of long-term debt, including revolving credit facility	50,000	57,600
Payments on revolving credit facility	—	(57,600
Treasury stock purchased	(6,109	) —
Financing costs	(655	) (11
Other	(403	) (342
Net cash provided by (used for) financing	42,833	(353
Net increase in cash and cash equivalents	31,378	11,670
Balance at beginning of the period	163,549	118,249
Balance at end of the period	\$194,927	\$129,919

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

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. 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.

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 and pension plan activity, related assets and liabilities, and foreign currency exchange gains and losses. For more information, see Note 11, 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 2014 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 2014 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, medical, and workers' compensation 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 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 June 30, 2015, and December 31, 2014, we had \$3.3 million and \$6.1 million, respectively, of vendor

Table of Contents

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 June 30, 2015, and December 31, 2014, we had \$26.5 million and \$24.7 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 \$4.5 million and \$4.6 million for the three months ended June 30, 2015 and 2014, respectively, and \$9.0 million and \$8.5 million for the six months ended June 30, 2015 and 2014, respectively. Sublease rental income was not material in any of the periods presented.

## Inventories

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

	June 30, 2015 (thousands)	December 31, 2014
Finished goods and work in process	\$336,384	\$308,359
Logs	47,662	57,065
Other raw materials and supplies	31,068	29,037
	\$415,114	\$394,461

## Property and Equipment

Property and equipment consisted of the following asset classes:

	June 30, 2015 (thousands)	December 31, 2014
Land	\$36,819	\$36,819
Buildings	103,780	96,804
Improvements	42,949	42,699
Office equipment and vehicles	98,460	93,620
Machinery and equipment	420,963	410,633
Construction in progress	18,505	11,118
	721,476	691,693
Less accumulated depreciation	(347,463)	(323,565)
	\$374,013	\$368,128



## Table of Contents

### 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 June 30, 2015, and December 31, 2014, we held \$156.0 million and \$137.6 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 June 30, 2015, the book value of our fixed-rate debt was \$300.0 million, and the fair value was estimated to be \$315.7 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 of our fixed-rate debt using quoted market prices (Level 2 inputs). The interest rate on our term loan is based on market conditions such as the London Interbank Offered Rate (LIBOR) or a base rate. Because the interest rate on the term loan is based on current market conditions, we believe that the estimated fair value of the outstanding balance on our term loan approximates book value.

### 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 June 30, 2015, and December 31, 2014, the receivables from a single customer accounted for approximately 13% and 11%, respectively, of total receivables. No other customer accounted for 10% or more of total receivables.

### New and Recently Adopted Accounting Standards

In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-07, Fair Value Measurement (Topic 820): Disclosures of Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent). This ASU removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. This ASU also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient. Although the new standard is not effective until annual and interim reporting periods beginning after December 15, 2015, early adoption is permitted. The adoption of this standard will affect our disclosure presentation only, and will have no impact on our results of operations, balance sheet, or cash flows.

In April 2015, the FASB issued ASU 2015-03, Simplifying the Presentation of Debt Issuance Costs. This ASU requires an entity to present debt issuance costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. The new standard is effective for annual and interim reporting periods beginning after December 15, 2015. The adoption of this standard will affect our balance sheet presentation only, and will have no impact on our results of operations or cash flows.

In February 2015, the FASB issued ASU 2015-02, Amendments to the Consolidation Analysis. This ASU makes targeted amendments to the current consolidation guidance and affects both the variable interest entity and voting interest entity consolidation models. The guidance is effective for annual and interim reporting periods beginning after December 15, 2015. We do not expect the adoption of this guidance 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.

Table of Contents

The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. At its July 9, 2015, meeting, the FASB decided to delay the effective date of the revenue recognition standard by one year. The new standard is now effective for annual and interim reporting periods beginning after December 15, 2017. However, reporting entities may choose to adopt the standard as of the original effective date. 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

For the three and six months ended June 30, 2015, we recorded \$11.6 million and \$16.2 million, respectively, of income tax expense and had an effective rate of 36.5% and 36.8%, respectively. For the three and six months ended June 30, 2014, we recorded \$14.3 million and \$17.7 million, respectively, of income tax expense and had an effective rate of 35.1% and 35.7%, respectively. During the three and six months ended June 30, 2015, 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 production activities deduction. During the three and six months ended June 30, 2014, the primary reasons for the difference between the federal statutory income tax rate of 35% and the effective tax rate were the effect of state taxes, offset partially by the domestic production activities deduction and other tax credits.

During the six months ended June 30, 2015, refunds received, net of cash paid for taxes, were \$5.5 million, and during the six months ended June 30, 2014, cash paid for taxes, net of refunds received, was \$4.0 million.

## 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 certain vested restricted stock units (RSUs) 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 June 30		Six Months Ended June 30	
	2015	2014	2015	2014
	(thousands, except per-share data)			
Net income	\$20,230	\$26,418	\$27,847	\$31,983
Weighted average common shares outstanding during the period (for basic calculation)	39,494	39,420	39,496	39,399
Dilutive effect of other potential common shares	106	43	108	59
	39,600	39,463	39,604	39,458

Weighted average common shares and potential common shares  
(for diluted calculation)

Net income per common share - Basic	\$0.51	\$0.67	\$0.71	\$0.81
Net income per common share - Diluted	\$0.51	\$0.67	\$0.70	\$0.81

The computation of the dilutive effect of other potential common shares excludes stock awards representing no shares and 0.3 million shares of common stock, respectively, in the three months ended June 30, 2015 and 2014, and 0.1 million

9

---



Table of Contents

shares and 0.2 million shares of common stock, respectively, in the six months ended June 30, 2015 and 2014. Under the treasury stock method, the inclusion of these stock awards would have been antidilutive.

## 5. Debt

Long-term debt consisted of the following:

	June 30, 2015 (thousands)	December 31, 2014
Asset-based revolving credit facility	\$—	\$—
Term loan	50,000	—
6.375% senior notes	299,990	299,990
Unamortized premium on 6.375% senior notes	1,322	1,425
Long-term debt	\$351,312	\$301,415

## Asset-Based Credit Facility

On May 15, 2015, Boise Cascade and its principal operating subsidiaries, Boise Cascade Wood Products, L.L.C., and Boise Cascade Building Materials Distribution, L.L.C., as borrowers, and Boise Cascade Wood Products Holdings Corp., Chester Wood Products LLC, and Moncure Plywood LLC, as guarantors, entered into an Amended and Restated Credit Agreement (Amended Agreement) with Wells Fargo Capital Finance, LLC, as administrative agent, and the banks named therein as lenders. The Amended Agreement includes a \$350 million senior secured asset-based revolving credit facility (Revolving Credit Facility) and a new \$50.0 million term loan (Term Loan) maturing on May 1, 2022. The Amended Agreement amends and restates the credit agreement originally dated July 13, 2011 (Prior Agreement) as amended, restated, supplemented, or otherwise modified before the date of the Amended Agreement. The principal changes resulting from the Amended Agreement were to add the Term Loan, discussed further below, and to extend the maturity date of the Revolving Credit Facility to April 30, 2020. Borrowings under the Amended Agreement are constrained by a borrowing base formula dependent upon levels of eligible receivables and inventory reduced by outstanding borrowings and letters of credit (Availability).

The Amended Agreement 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.

The Amended Agreement 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 Amended Agreement 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 revolving lending commitments (or \$35 million). Availability exceeded the minimum threshold amounts required for testing of the FCCR at all times since entering into the Prior Agreement and Amended Agreement, and Availability at June 30, 2015, was \$314.7 million.

The Amended Agreement generally permits dividends only if certain conditions are met, including complying with either (i) pro forma Excess Availability (as defined in the Amended Agreement) equal to or exceeding 25% of the aggregate Revolver Commitments (as defined in the Amended Agreement) 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.

## Revolving Credit Facility

Interest rates under the Revolving Credit Facility are based, at our 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.

## Table of Contents

At both June 30, 2015, and December 31, 2014, we had no borrowings outstanding under the Revolving Credit Facility and \$8.0 million 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.

### Term Loan

The Term Loan was provided by institutions within the Farm Credit system. Borrowings under the Term Loan may be repaid from time to time at the discretion of the borrowers without premium or penalty. However, any principal amount of Term Loan repaid, may not be subsequently re-borrowed.

Interest rates under the Term Loan are based, at our election, on either LIBOR or a base rate, as defined in the agreement, plus a spread over the index elected that ranges from 1.75% to 2.25% for LIBOR rate loans and from 0.75% to 1.25% for base rate loans, both dependent on the amount of Average Excess Availability (as defined in the Amended Agreement). During the period for which the Term Loan was outstanding, the average interest rate on the Term Loan was approximately 1.94%.

We expect to receive patronage credits under the Term Loan. Patronage credits are distributions of profits from banks in the Farm Credit system, which are cooperatives that are required to distribute profits to their members. Patronage distributions, which are generally made in cash, are received in the year after they are earned. Patronage credits are recorded as a reduction to interest expense in the year earned. After giving effect to expected patronage distributions, the effective net interest rate on the Term Loan was approximately 1.2%.

Proceeds from the Term Loan were used to fund a \$40.0 million discretionary pension contribution and for general corporate purposes. For additional information on the discretionary pension contribution, see Note 6, Retirement and Benefit Plans.

### 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 6.375% senior notes due November 1, 2020 (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 both the six months ended June 30, 2015 and 2014, cash payments for interest were \$10.1 million.

6. Retirement and Benefit Plans

Our plans consist of noncontributory defined benefit pension plans, contributory defined contribution savings plans, a deferred compensation plan, and a multiemployer health and welfare plan. On March 9, 2015 and May 15, 2015, we made discretionary contributions to our qualified defined benefit pension plan (Pension Plan) of \$10.0 million and \$40.0 million, respectively. Due to the significant voluntary contributions made (not anticipated in our year end measurement), we elected to remeasure our Pension Plan on May 15, 2015. This resulted in a \$69.3 million improvement in the funded status of our Pension

Table of Contents

Plan, including a \$50.0 million increase in the fair value of plan assets due to the discretionary contributions and an actuarial gain of \$19.3 million before tax. The actuarial gain was the result of an increase in discount rate from 3.75% at December 31, 2014 to 3.90% at May 15, 2015, as well as better than expected returns on plan assets through May 15, 2015. As a result of the improvement in funded status, we have rebalanced our plan assets to decrease our proportion of equity securities and increase our fixed-income securities consistent with a de-risking glide path established by our Retirement Funds Investment Committee. Therefore, the weighted average expected return on plan assets we will use for the remainder of 2015 in our calculation of net periodic benefit cost is 5.85%, down from 6.15% used for 2015 prior to the May 15, 2015 remeasurement.

The following table presents the pension benefit costs:

	Three Months Ended		Six Months Ended	
	June 30		June 30	
	2015	2014	2015	2014
	(thousands)			
Service cost	\$239	\$414	\$714	\$815
Interest cost	4,744	4,929	9,451	10,080
Expected return on plan assets	(5,495)	(5,258)	(10,695)	(10,526)
Amortization of actuarial (gain) loss	1,311	(6)	2,910	(12)
Plan settlement loss	—	—	501	—
Net periodic benefit cost	\$799	\$79	\$2,881	\$357

For the remainder of 2015, we estimate net periodic pension expense will be insignificant and we expect to amortize \$2.0 million of net actuarial loss from accumulated other comprehensive loss.

In March 2015, we contributed company-owned real property to the qualified defined benefit pension plan from one location in our Building Materials Distribution segment. The pension plan obtained an independent appraisal of the property, and based on the appraisal, the plan recorded the contribution at fair value of approximately \$3 million.

We are leasing back the contributed property for an initial term of ten years with two five-year extension options and continue to use the property in our distribution operations. Rent payments are made quarterly, with first-year annual rent of \$0.2 million and 2% annual escalation rates thereafter. The lease provides us a right of first refusal on any subsequent sale by the pension plan, as well as repurchase options at the end of the initial term and extension periods. The plan engaged an independent fiduciary who negotiated the lease terms and also manages the property on behalf of the plan.

We determined that the contribution of the property does not meet the accounting definition of a plan asset within the scope of Accounting Standards Codification 715, Compensation — Retirement Benefits. Accordingly, the contributed property is not considered a contribution for accounting purposes and, as a result, is not included in plan assets and has no impact on the net pension liability recorded on our Consolidated Balance Sheets. We continue to depreciate the carrying value of the property in our financial statements, and no gain or loss was recognized at the contribution date for accounting purposes. Lease payments are recorded as pension contributions.

In the first six months of 2015, we contributed \$53.2 million in cash to the pension plans, which includes \$50 million of discretionary contributions. For the remainder of 2015, we expect to make approximately \$1.0 million in additional cash contributions to the pension plans.



Table of Contents

## 7. Stock-Based Compensation

In February 2015 and 2014, we granted two types of stock-based awards under the 2013 Incentive Compensation Plan (2013 Incentive Plan): performance stock units (PSUs) and restricted stock units (RSUs).

## PSU and RSU Awards

During the six months ended June 30, 2015, we granted 116,325 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 2015 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 six months ended June 30, 2014, we granted 100,692 PSUs to our officers and other employees, subject to performance and service conditions. During the 2014 performance period, participants earned 129% of the target based on Boise Cascade's 2014 EBITDA, determined by our Compensation Committee in accordance with the related grant agreement.

During the six months ended June 30, 2015 and 2014, we granted an aggregate of 139,535 and 122,581 RSUs, respectively, to our officers, other employees, and nonemployee directors with only service conditions.

The PSUs, if earned, vest in three equal tranches 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 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 March 1 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 six months ended June 30, 2015, the total fair value of PSUs and RSUs vested was \$3.2 million.

The following summarizes the activity of our PSUs and RSUs awarded under the 2013 Incentive Plan for the six months ended June 30, 2015:

	PSUs		RSUs	
	Number of shares	Weighted Average Grant-Date Fair Value	Number of shares	Weighted Average Grant-Date Fair Value
Outstanding, December 31, 2014	116,559	\$29.66	64,864	\$30.45
Granted	116,325	36.17	139,535	36.18
Performance condition adjustment	27,438	30.32	—	—
Vested	(69,066 )	30.25	(19,855 )	30.41
Forfeited	(8,839 )	32.64	(7,074 )	33.81
Outstanding, June 30, 2015	182,417	\$33.55	177,470	\$34.83





Table of Contents

## 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. We recognize stock awards with only service conditions on a straight-line basis over the requisite service period. 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		Six Months Ended	
	June 30		June 30	
	2015	2014	2015	2014
	(thousands)			
PSUs	\$720	\$683	\$1,214	\$1,050
RSUs	841	602	1,403	884
Stock options	132	183	281	376
Total	\$1,693	\$1,468	\$2,898	\$2,310

The related tax benefit for the six months ended June 30, 2015 and 2014, was \$1.1 million and \$0.9 million, respectively. As of June 30, 2015, total unrecognized compensation expense related to nonvested share-based compensation arrangements was \$8.5 million, net of estimated forfeitures. This expense is expected to be recognized over a weighted-average period of 1.7 years.

## 8. Stockholders' Equity

## Stock Repurchase

On February 25, 2015, our Board of Directors (Board) authorized a two million share repurchase program (Program) pursuant to which we may, from time to time, purchase shares of our common stock through various means including, without limitation, open market transactions, privately negotiated transactions, or accelerated share repurchase transactions. We are not obligated to purchase any shares and there is no set date that the Program will expire. The Board may increase or decrease the number of shares under the Program or terminate the Program in its discretion at any time. During second quarter 2015, we repurchased 175,085 shares under the Program at a cost of \$6.1 million, or \$34.89 per share. The shares were purchased with cash on hand and are recorded as "Treasury stock" on our Consolidated Balance Sheet.

Between July 1, 2015 and the date of this report, we repurchased an additional 176,261 shares of our common stock at a cost of \$5.9 million, or \$33.57 per share.

Table of Contents

## Accumulated Other Comprehensive Loss

The following table details the changes in accumulated other comprehensive loss for the three and six months ended June 30, 2015 and 2014:

	Three Months Ended		Six Months Ended	
	June 30		June 30	
	2015	2014	2015	2014
	(thousands)			
Beginning Balance, net of taxes	\$ (100,204	) \$ (55,253	) \$ (101,498	) \$ (55,249
Net actuarial gain, before taxes	19,345	—	19,345	—
Amortization of actuarial (gain) loss, amounts reclassified from accumulated other comprehensive loss, before taxes (a)	1,312	(6	) 2,910	(12
Effect of settlements, amounts reclassified from accumulated other comprehensive loss, before taxes (a)	—	—	501	—
Income taxes	(7,926	) 2	(8,731	) 4
Ending Balance, net of taxes	\$ (87,473	) \$ (55,257	) \$ (87,473	) \$ (55,257

(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 6, Retirement and Benefit Plans.

## 9. Outsourcing Services Agreement

Under an Outsourcing Services Agreement, a wholly-owned subsidiary of Packaging Corporation of America (PCA) provides a number of corporate staff services to us. These services include, but are not limited to, information technology, accounting, and human resource transactional services. On November 17, 2014, we entered into the Fifth Amendment to Outsourcing Services Agreement (the "Amendment") with PCA, which amends the Outsourcing Services Agreement, dated February 22, 2008 (the "Agreement"), to, among other things, provide expiration dates for the termination of substantially all administrative services provided by PCA to us pursuant to the Agreement. For those services scheduled to be terminated, the expiration dates are planned to occur between March 2015 and December 2015. Services for which the Amendment does not provide expiration dates will generally continue under the same terms and conditions of the Agreement. These administrative services will transition from PCA to us upon expiration. During and after transition, our information technology systems will remain in place with many of the administrative services performed by newly hired employees, many of whom we expect to transition from PCA to Boise Cascade employment. Total expenses incurred under the Outsourcing Services Agreement were \$3.4 million and \$3.9 million, respectively, for the three months ended June 30, 2015 and 2014, and \$7.0 million and \$7.8 million, respectively, for the six months ended June 30, 2015 and 2014.

## 10. 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 \$5.0 million and \$7.1 million, respectively, during the three months ended June 30, 2015 and 2014, and \$11.3 million and \$14.3 million, respectively, during the six months ended June 30, 2015 and 2014. 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.

Table of Contents

## Costs and Expenses

Related-party wood fiber purchases from LTP were \$23.2 million and \$18.9 million, respectively, during the three months ended June 30, 2015 and 2014, and \$45.1 million and \$35.0 million, respectively, during the six months ended June 30, 2015 and 2014. 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.

## 11. 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 2014 Form 10-K, except as discussed below.

An analysis of our operations by segment is as follows:

	Sales	Inter-	Total	Income (Loss) Before Income Taxes (b)	Depreciation and Amortization	EBITDA (a) (b)
	Trade (millions)	segment				
Three Months Ended June 30, 2015						
Wood Products	\$193.5	\$146.4	\$339.9	\$23.7	\$10.3	\$34.1
Building Materials Distribution	761.9	0.2	762.1	19.6	2.9	22.5
Corporate and Other	—	—	—	(5.9 )	0.1	(5.8 )
Intersegment eliminations	—	(146.6 )	(146.6 )	—	—	—
	\$955.4	\$—	\$955.4	37.4	\$13.3	\$50.7
Interest expense				(5.6 )		
Interest income				0.1		
				\$31.9		
Three Months Ended June 30, 2014						
Wood Products	\$202.9	\$148.1	\$351.0	\$31.2	\$10.0	\$41.3
Building Materials Distribution	758.3	0.1	758.4	19.4	2.4	21.8
Corporate and Other	—	—	—	(4.4 )	—	(4.4 )
Intersegment eliminations	—	(148.2 )	(148.2 )	—	—	—
	\$961.2	\$—	\$961.2	46.2	\$12.5	\$58.7
Interest expense				(5.5 )		
Interest income				0.1		
				\$40.7		



Table of Contents

	Sales			Income (Loss) Before Income Taxes (b)	Depreciation and Amortization	EBITDA (a) (b)
	Trade (millions)	Inter- segment	Total			
Six Months Ended June 30, 2015						
Wood Products	\$380.5	\$268.7	\$649.2	\$44.6	\$21.1	\$65.7
Building Materials Distribution	1,384.8	0.2	1,385.0	22.9	5.6	28.5
Corporate and Other	—	—	—	(12.5)	0.1	(12.4)
Intersegment eliminations	—	(268.9)	(268.9)	—	—	—
	\$1,765.3	\$—	\$1,765.3	55.0	\$26.9	\$81.8
Interest expense				(11.1)		
Interest income				0.1		
				\$44.1		
Six Months Ended June 30, 2014						
Wood Products	\$384.5	\$259.7	\$644.3	\$44.3	\$20.0	\$64.3
Building Materials Distribution	1,343.8	0.1	1,343.9	25.3	4.7	30.0
Corporate and Other	—	—	—	(8.9)	0.1	(8.8)
Intersegment eliminations	—	(259.8)	(259.8)	—	—	—
	\$1,728.4	\$—	\$1,728.4	60.6	\$24.8	\$85.4
Interest expense				(11.0)		
Interest income				0.1		
				\$49.7		

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

interest expense, interest income, and associated significant cash requirements; and the exclusion of depreciation and amortization, which represent unavoidable operating costs. Management compensates for the limitations of EBITDA by relying on our GAAP results. Our measure of EBITDA is not necessarily comparable to other similarly titled captions of other companies due to potential inconsistencies in the methods of calculation.

Table of Contents

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

	Three Months Ended		Six Months Ended	
	June 30 2015	2014	June 30 2015	2014
	(millions)			
Net income	\$20.2	\$26.4	\$27.8	\$32.0
Interest expense	5.6	5.5	11.1	11.0
Interest income	(0.1	) (0.1	) (0.1	) (0.1
Income tax provision	11.6	14.3	16.2	17.7
Depreciation and amortization	13.3	12.5	26.9	24.8
EBITDA	\$50.7	\$58.7	\$81.8	\$85.4

Prior to first quarter 2015, pension expense (which is primarily comprised of interest cost, expected return on plan assets, and amortization of actuarial losses) was recorded in each of our segments based on the associated individual employee roles and responsibilities. However, pension benefits are frozen for most employees and only a small number of hourly employees continue to accrue benefits. Therefore, management believes that recording pension expense in the Corporate and Other segment provides a clearer view of segment operating performance. In (b) first quarter 2015, we made a change in our segment measurement method by recording all pension expense to the Corporate and Other segment. This change in measurement only impacts our segment disclosures, and thus it has no impact on our overall consolidated financial statements. Historical segment income (loss) and EBITDA have not been recast in the table above. For the three and six months ended June 30, 2014, less than \$0.1 million and \$0.2 million, respectively, of pension expense was recorded in each of the Wood Products and Building Materials Distribution segments.

## 12. 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 5, 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 2014 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 June 30, 2015, there have been no material changes to the commitments disclosed in the 2014 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 2014 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 June 30, 2015, there have been no material changes to the guarantees disclosed in the 2014 Form 10-K.

### 13. Consolidating Guarantor and Nonguarantor Financial Information

The following consolidating financial information presents the Statements of Comprehensive Income (Loss), Balance Sheets, and Statements of 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

Table of Contents

disclosures concerning the guarantors have not been presented because management believes that such information is not material to investors.

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.

Table of Contents

Boise Cascade Company and Subsidiaries  
Consolidating Statements of Comprehensive Income  
For the Three Months Ended June 30, 2015  
(unaudited)

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
<b>Sales</b>					
Trade	\$—	\$951,728	\$3,669	\$—	\$955,397
Intercompany	—	—	5,853	(5,853 )	—
	—	951,728	9,522	(5,853 )	955,397
<b>Costs and expenses</b>					
Materials, labor, and other operating expenses (excluding depreciation)	405	822,032	8,050	(5,904 )	824,583
Depreciation and amortization	64	12,926	291	—	13,281
Selling and distribution expenses	314	67,493	447	—	68,254
General and administrative expenses	5,143	6,824	—	51	12,018
Other (income) expense, net	(22 )	(4 )	(72 )	—	(98 )
	5,904	909,271	8,716	(5,853 )	918,038
Income (loss) from operations	(5,904 )	42,457	806	—	37,359
Foreign currency exchange gain (loss)	(83 )	44	80	—	41
Interest expense	(5,578 )	(13 )	—	—	(5,591 )
Interest income	21	37	—	—	58
	(5,640 )	68	80	—	(5,492 )
Income (loss) before income taxes and equity in net income of affiliates	(11,544 )	42,525	886	—	31,867
Income tax (provision) benefit	(11,663 )	26	—	—	(11,637 )
Income (loss) before equity in net income of affiliates	(23,207 )	42,551	886	—	20,230
Equity in net income of affiliates	43,437	—	—	(43,437 )	—
Net income	20,230	42,551	886	(43,437 )	20,230
<b>Other comprehensive income, net of tax</b>					
Defined benefit pension plans					
Actuarial gain	11,923	—	—	—	11,923
Amortization of actuarial loss	808	—	—	—	808
Other comprehensive income, net of tax	12,731	—	—	—	12,731
Comprehensive income	\$32,961	\$42,551	\$886	\$(43,437 )	\$32,961

Table of Contents

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

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
<b>Sales</b>					
Trade	\$—	\$957,289	\$3,898	\$—	\$961,187
Intercompany	—	—	5,785	(5,785 )	—
	—	957,289	9,683	(5,785 )	961,187
<b>Costs and expenses</b>					
Materials, labor, and other operating expenses (excluding depreciation)	—	821,453	8,481	(6,402 )	823,532
Depreciation and amortization	43	12,137	302	—	12,482
Selling and distribution expenses	—	66,587	594	—	67,181
General and administrative expenses	4,657	6,651	—	617	11,925
Other (income) expense, net	(9 )	295	(123 )	—	163
	4,691	907,123	9,254	(5,785 )	915,283
Income (loss) from operations	(4,691 )	50,166	429	—	45,904
Foreign currency exchange gain	170	29	67	—	266
Interest expense	(5,519 )	—	—	—	(5,519 )
Interest income	3	50	—	—	53
	(5,346 )	79	67	—	(5,200 )
Income (loss) before income taxes and equity in net income of affiliates	(10,037 )	50,245	496	—	40,704
Income tax (provision) benefit	(14,311 )	25	—	—	(14,286 )
Income (loss) before equity in net income of affiliates	(24,348 )	50,270	496	—	26,418
Equity in net income of affiliates	50,766	—	—	(50,766 )	—
Net income	26,418	50,270	496	(50,766 )	26,418
<b>Other comprehensive loss, net of tax</b>					
Defined benefit pension plans					
Amortization of actuarial gain	(4 )	—	—	—	(4 )
Other comprehensive loss, net of tax	(4 )	—	—	—	(4 )
Comprehensive income	\$26,414	\$50,270	\$496	\$(50,766 )	\$26,414

Table of Contents

Boise Cascade Company and Subsidiaries  
 Consolidating Statements of Comprehensive Income  
 For the Six Months Ended June 30, 2015  
 (unaudited)

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
<b>Sales</b>					
Trade	\$—	\$1,759,455	\$5,845	\$—	\$1,765,300
Intercompany	—	—	9,892	(9,892)	) —
	—	1,759,455	15,737	(9,892)	) 1,765,300
<b>Costs and expenses</b>					
Materials, labor, and other operating expenses, (excluding depreciation)	1,255	1,524,885	13,699	(10,217)	) 1,529,622
Depreciation and amortization	122	26,165	581	—	26,868
Selling and distribution expenses	869	128,256	1,009	—	130,134
General and administrative expenses	10,436	13,265	—	325	24,026
Other (income) expense, net	(247)	) 153	(303)	) —	(397)
	12,435	1,692,724	14,986	(9,892)	) 1,710,253
Income (loss) from operations	(12,435)	) 66,731	751	—	55,047
Foreign currency exchange gain (loss)	(255)	) 177	12	—	(66)
Interest expense	(11,059)	) (13)	) —	—	(11,072)
Interest income	39	109	—	—	148
	(11,275)	) 273	12	—	(10,990)
Income (loss) before income taxes and equity in net income of affiliates	(23,710)	) 67,004	763	—	44,057
Income tax (provision) benefit	(16,267)	) 57	—	—	(16,210)
Income (loss) before equity in net income of affiliates	(39,977)	) 67,061	763	—	27,847
Equity in net income of affiliates	67,824	—	—	(67,824)	) —
Net income	27,847	67,061	763	(67,824)	) 27,847
<b>Other comprehensive income, net of tax</b>					
Defined benefit pension plans					
Actuarial gain	11,923	—	—	—	11,923
Amortization of actuarial loss	1,793	—	—	—	1,793
Effect of settlements	309	—	—	—	309
Other comprehensive income, net of tax	14,025	—	—	—	14,025
Comprehensive income	\$41,872	\$67,061	\$763	\$(67,824)	) \$41,872



Table of Contents

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

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
<b>Sales</b>					
Trade	\$—	\$1,721,359	\$7,008	\$—	\$1,728,367
Intercompany	—	—	8,350	(8,350)	) —
	—	1,721,359	15,358	(8,350)	) 1,728,367
<b>Costs and expenses</b>					
Materials, labor, and other operating expenses, (excluding depreciation)	—	1,491,203	13,879	(8,942)	) 1,496,140
Depreciation and amortization	77	24,116	609	—	24,802
Selling and distribution expenses	—	124,862	1,249	—	126,111
General and administrative expenses	8,932	13,066	—	592	22,590
Other (income) expense, net	—	(1,335)	(402)	—	(1,737)
	9,009	1,651,912	15,335	(8,350)	) 1,667,906
Income (loss) from operations	(9,009)	) 69,447	23	—	60,461
Foreign currency exchange gain	108	38	31	—	177
Interest expense	(11,031)	) —	—	—	(11,031)
Interest income	8	115	—	—	123
	(10,915)	) 153	31	—	(10,731)
Income (loss) before income taxes and equity in net income of affiliates	(19,924)	) 69,600	54	—	49,730
Income tax (provision) benefit	(17,790)	) 43	—	—	(17,747)
Income (loss) before equity in net income of affiliates	(37,714)	) 69,643	54	—	31,983
Equity in net income of affiliates	69,697	—	—	(69,697)	) —
Net income	31,983	69,643	54	(69,697)	) 31,983
<b>Other comprehensive loss, net of tax</b>					
Defined benefit pension plans					
Amortization of actuarial gain	(8)	) —	—	—	(8)
Other comprehensive loss, net of tax	(8)	) —	—	—	(8)
Comprehensive income	\$31,975	\$69,643	\$54	\$(69,697)	) \$31,975

Table of ContentsBoise Cascade Company and Subsidiaries  
Consolidating Balance Sheets at June 30, 2015  
(unaudited)

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
<b>ASSETS</b>					
<b>Current</b>					
Cash and cash equivalents	\$ 194,903	\$ 21	\$ 3	\$—	\$ 194,927
Receivables					
Trade, less allowances	1	235,877	637	—	236,515
Related parties	—	487	—	—	487
Other	314	4,464	551	—	5,329
Inventories	—	408,252	6,862	—	415,114
Deferred income taxes	19,286	—	6	—	19,292
Prepaid expenses and other	6,124	4,039	26	—	10,189
Total current assets	220,628	653,140	8,085	—	881,853
Property and equipment, net	1,926	365,596	6,491	—	374,013
Timber deposits	—	12,568	—	—	12,568
Deferred financing costs	7,199	—	—	—	7,199
Goodwill	—	21,823	—	—	21,823
Intangible assets, net	—	10,137	—	—	10,137
Other assets	591	10,244	16	—	10,851
Investments in affiliates	775,698	—	—	(775,698 )	—
Total assets	\$ 1,006,042	\$ 1,073,508	\$ 14,592	\$(775,698 )	\$ 1,318,444



Table of ContentsBoise Cascade Company and Subsidiaries  
Consolidating Balance Sheets at June 30, 2015 (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	\$5,693	\$231,620	\$999	\$—	\$238,312
Related parties	—	3,445	—	—	3,445
Accrued liabilities	—	—	—	—	—
Compensation and benefits	16,066	31,666	306	—	48,038
Interest payable	3,375	—	—	—	3,375
Other	2,449	35,956	1,168	—	39,573
Total current liabilities	27,583	302,687	2,473	—	332,743
<b>Debt</b>					
Long-term debt	351,312	—	—	—	351,312
<b>Other</b>					
Compensation and benefits	84,783	—	—	—	84,783
Other long-term liabilities	11,763	7,242	—	—	19,005
	96,546	7,242	—	—	103,788
<b>Commitments and contingent liabilities</b>					
<b>Stockholders' equity</b>					
Preferred stock	—	—	—	—	—
Common stock	434	—	—	—	434
Treasury stock	(106,109)	) —	—	—	(106,109)
Additional paid-in capital	505,188	—	—	—	505,188
Accumulated other comprehensive loss	(87,473)	) —	—	—	(87,473)
Retained earnings	218,561	—	—	—	218,561
Subsidiary equity	—	763,579	12,119	(775,698)	) —
Total stockholders' equity	530,601	763,579	12,119	(775,698)	) 530,601
Total liabilities and stockholders' equity	\$1,006,042	\$1,073,508	\$14,592	\$(775,698)	) \$1,318,444

Table of Contents

## Boise Cascade Company and Subsidiaries

Consolidating Balance Sheets at December 31, 2014

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
<b>ASSETS</b>					
<b>Current</b>					
Cash and cash equivalents	\$163,512	\$23	\$14	\$—	\$163,549
<b>Receivables</b>					
Trade, less allowances	237	171,613	464	—	172,314
Related parties	—	821	—	—	821
Other	171	6,908	232	—	7,311
Inventories	—	389,259	5,202	—	394,461
Deferred income taxes	20,305	—	6	—	20,311
Prepaid expenses and other	10,756	4,064	37	—	14,857
Total current assets	194,981	572,688	5,955	—	773,624
<b>Property and equipment, net</b>					
Timber deposits	—	13,819	—	—	13,819
Deferred financing costs	7,149	—	—	—	7,149
Goodwill	—	21,823	—	—	21,823
Intangible assets, net	—	10,183	—	—	10,183
Deferred income taxes	16,684	—	—	—	16,684
Other assets	20	9,055	—	—	9,075
Investments in affiliates	771,026	—	—	(771,026 )	—
Total assets	\$991,461	\$987,042	\$13,008	\$(771,026 )	\$1,220,485

Table of ContentsBoise Cascade Company and Subsidiaries  
Consolidating Balance Sheets at December 31, 2014  
(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	\$7,238	\$143,141	\$314	\$—	\$150,693
Related parties	—	1,743	—	—	1,743
<b>Accrued liabilities</b>					
Compensation and benefits	18,793	46,867	510	—	66,170
Interest payable	3,298	—	—	—	3,298
Other	1,559	30,163	1,564	—	33,286
<b>Total current liabilities</b>	<b>30,888</b>	<b>221,914</b>	<b>2,388</b>	<b>—</b>	<b>255,190</b>
<b>Debt</b>					
Long-term debt	301,415	—	—	—	301,415
<b>Other</b>					
Compensation and benefits	156,218	—	—	—	156,218
Other long-term liabilities	10,552	4,722	—	—	15,274
	166,770	4,722	—	—	171,492
<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	502,739	—	—	—	502,739
Accumulated other comprehensive loss	(101,498 )	—	—	—	(101,498 )
Retained earnings	190,714	—	—	—	190,714
Subsidiary equity	—	760,406	10,620	(771,026 )	—
<b>Total stockholders' equity</b>	<b>492,388</b>	<b>760,406</b>	<b>10,620</b>	<b>(771,026 )</b>	<b>492,388</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$991,461</b>	<b>\$987,042</b>	<b>\$13,008</b>	<b>\$(771,026 )</b>	<b>\$1,220,485</b>

Table of ContentsBoise Cascade Company and Subsidiaries  
Consolidating Statements of Cash Flows  
For the Six Months Ended June 30, 2015  
(unaudited)

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
Cash provided by (used for) operations					
Net income	\$27,847	\$67,061	\$763	\$(67,824 )	\$27,847
Items in net income (loss) not using (providing) cash					
Equity in net income of affiliates	(67,824 )	—	—	67,824	—
Depreciation and amortization, including deferred financing costs and other	892	26,165	581	—	27,638
Stock-based compensation	2,898	—	—	—	2,898
Pension expense	2,881	—	—	—	2,881
Deferred income taxes	7,187	—	—	—	7,187
Other	(474 )	(148 )	—	—	(622 )
Decrease (increase) in working capital					
Receivables	93	(61,486 )	(492 )	—	(61,885 )
Inventories	—	(18,993 )	(1,660 )	—	(20,653 )
Prepaid expenses and other	(3,411 )	25	11	—	(3,375 )
Accounts payable and accrued liabilities	(2,927 )	81,298	86	—	78,457
Pension contributions	(53,203 )	—	—	—	(53,203 )
Income taxes payable	14,500	—	(1 )	—	14,499
Other	(2,095 )	157	(16 )	—	(1,954 )
Net cash provided by (used for) operations	(73,636 )	94,079	(728 )	—	19,715
Cash provided by (used for) investment					
Expenditures for property and equipment	(958 )	(30,466 )	(9 )	—	(31,433 )
Proceeds from sales of assets	—	273	(10 )	—	263
Net cash used for investment	(958 )	(30,193 )	(19 )	—	(31,170 )
Cash provided by (used for) financing					
Borrowings of long-term debt, including revolving credit facility	50,000	—	—	—	50,000
Treasury stock purchased	(6,109 )	—	—	—	(6,109 )
Financing costs	(655 )	—	—	—	(655 )
Other	(403 )	—	—	—	(403 )
Due to (from) affiliates	63,152	(63,888 )	736	—	—
Net cash provided by (used for) financing	105,985	(63,888 )	736	—	42,833
Net increase (decrease) in cash and cash equivalents	31,391	(2 )	(11 )	—	31,378
Balance at beginning of the period	163,512	23	14	—	163,549
Balance at end of the period	\$194,903	\$21	\$3	\$—	\$194,927

Table of ContentsBoise Cascade Company and Subsidiaries  
Consolidating Statements of Cash Flows  
For the Six Months Ended June 30, 2014  
(unaudited)

	Boise Cascade Company (Parent) (thousands)	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated
Cash provided by (used for) operations					
Net income	\$31,983	\$69,643	\$54	\$(69,697 )	\$31,983
Items in net income not using (providing) cash					
Equity in net income of affiliates	(69,697 )	—	—	69,697	—
Depreciation and amortization, including deferred financing costs and other	892	24,116	608	—	25,616
Stock-based compensation	2,310	—	—	—	2,310
Pension expense	357	—	—	—	357
Deferred income taxes	2,721	—	—	—	2,721
Other	—	(1,729 )	—	—	(1,729 )
Decrease (increase) in working capital					
Receivables	(144 )	(65,162 )	(647 )	—	(65,953 )
Inventories	(101 )	(26,573 )	(532 )	—	(27,206 )
Prepaid expenses and other	(468 )	(2,887 )	(69 )	—	(3,424 )
Accounts payable and accrued liabilities	(1,730 )	60,124	(1 )	—	58,393
Pension contributions	(780 )	—	—	—	(780 )
Income taxes payable	11,003	—	(10 )	—	10,993
Other	(2,907 )	(1,049 )	—	—	(3,956 )
Net cash provided by (used for) operations	(26,561 )	56,483	(597 )	—	29,325
Cash provided by (used for) investment					
Expenditures for property and equipment	(327 )	(21,535 )	(109 )	—	(21,971 )
Proceeds from sales of assets	—	4,677	(8 )	—	4,669
Net cash used for investment	(327 )	(16,858 )	(117 )	—	(17,302 )
Cash provided by (used for) financing					
Borrowings on revolving credit facility	57,600	—	—	—	57,600
Payments on revolving credit facility	(57,600 )	—	—	—	(57,600 )
Financing costs	(11 )	—	—	—	(11 )
Other	(342 )	—	—	—	(342 )
Due to (from) affiliates	38,926	(39,627 )	701	—	—
Net cash provided by (used for) financing	38,573	(39,627 )	701	—	(353 )
Net increase (decrease) in cash and cash equivalents	11,685	(2 )	(13 )	—	11,670
Balance at beginning of the period	118,198	25	26	—	118,249
Balance at end of the period	\$129,883	\$23	\$13	\$—	\$129,919

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 2014 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 2014 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 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 and pension plan activity, related assets and liabilities, and foreign currency exchange gains and losses. For more information, see Note 11, Segment Information, of the Condensed Notes to Unaudited Quarterly Consolidated Financial Statements in "Item 1. Financial Statements" of this Form 10-Q.

Executive Overview

We recorded income from operations of \$37.4 million during the three months ended June 30, 2015, compared with income from operations of \$45.9 million during the three months ended June 30, 2014. In our Wood Products segment, income decreased \$7.5 million to \$23.7 million for the three months ended June 30, 2015, from \$31.2 million for the three months ended June 30, 2014. The decrease was due primarily to lower lumber sales prices, as well as higher per-unit labor and other manufacturing costs due to lower plywood sales volumes, offset partially by higher EWP sales prices. In our Building Materials Distribution segment, income increased \$0.2 million to \$19.6 million for the three months ended June 30, 2015, from \$19.4 million for the three months ended June 30, 2014, driven primarily by a higher gross margin of \$1.6 million, offset partially by increased selling and distribution expenses of \$0.9 million. These changes are discussed further in "Our Operating Results" below.

At June 30, 2015, we had \$194.9 million of cash and cash equivalents and \$314.7 million of unused committed bank line availability under our Revolving Credit Facility. Cash increased \$31.4 million during the six months ended June 30, 2015, as cash provided by the issuance of a \$50.0 million term loan and cash provided by operations (net of \$53.2 million in pension contributions) was offset partially by capital spending and \$6.1 million of common stock repurchases, as discussed further in "Liquidity and Capital Resources" below.

Demand for our products correlates with the level of residential construction activity in the U.S., which has historically been cyclical. As of July 2015, the Blue Chip Economic Indicators consensus forecast for 2015 single- and multi-family housing starts in the U.S. was 1.11 million units, compared with actual housing starts of 1.00 million in 2014 and 0.92 million in 2013, as reported by the U.S. Census Bureau. These amounts are below average historical trends of approximately 1.3 million units per year over the 20 years prior to 2015. Single-family housing starts are a primary driver of our sales, and although housing starts are projected to be higher in 2015 than in 2014, 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.

## Table of Contents

We believe continued employment and wage growth, prospective home buyers' 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 modest demand growth for the products we manufacture and distribute during the balance of 2015 and we remain optimistic that the overall improvement in demand for our products will continue as housing recovers to historic trend levels. 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. Composite structural panel and lumber prices have been historically volatile and future commodity product pricing could be volatile in response to industry capacity restarts and operating rates, net import and export activity, inventory levels in various distribution channels, and seasonal demand patterns.

### 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, industry cycles that affect supply and demand, and net import and export activity;

- 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;

- material disruptions and/or major equipment failure at our manufacturing facilities;

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

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

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

- our reliance on a wholly-owned subsidiary of Packaging Corporation of America (PCA) for many of our administrative services and our ability to successfully transition these services from PCA to newly hired employees (many of whom we expect to transition from PCA to Boise Cascade employment);

- 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 further;

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

- 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;

- the financial condition and creditworthiness of our customers;



• the cost and availability of third-party transportation services used to deliver the goods we manufacture and distribute, as well as our raw materials;

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

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

• our 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;

Table of Contents

- cost of compliance with government regulations, in particular environmental regulations;
- declines in demand for our products due to competing technologies or materials;
- exposure to product liability, product warranty, casualty, construction defect, and other claims;
- restrictive covenants contained in our debt agreements;
- impairment of our long-lived assets, goodwill, and/or intangible assets;
- fluctuations in the market for our equity; and
- the other factors described in "Item 1A. Risk Factors" in our 2014 Form 10-K.

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 six months ended June 30, 2015 and 2014:

	Three Months Ended		Six Months Ended		
	June 30		June 30		
	2015	2014	2015	2014	
	(millions)				
Sales	\$955.4	\$961.2	\$1,765.3	\$1,728.4	
Costs and expenses					
Materials, labor, and other operating expenses (excluding depreciation)	824.6	823.5	1,529.6	1,496.1	
Depreciation and amortization	13.3	12.5	26.9	24.8	
Selling and distribution expenses	68.3	67.2	130.1	126.1	
General and administrative expenses	12.0	11.9	24.0	22.6	
Other (income) expense, net	(0.1 )	0.2	(0.4 )	(1.7 )	
	918.0	915.3	1,710.3	1,667.9	
Income from operations	\$37.4	\$45.9	\$55.0	\$60.5	
	(percentage of sales)				
Sales	100.0	% 100.0	% 100.0	% 100.0	%
Costs and expenses					
Materials, labor, and other operating expenses (excluding depreciation)	86.3	% 85.7	% 86.6	% 86.6	%
Depreciation and amortization	1.4	1.3	1.5	1.4	
Selling and distribution expenses	7.1	7.0	7.4	7.3	
General and administrative expenses	1.3	1.2	1.4	1.3	
Other (income) expense, net	—	—	—	(0.1 )	)
	96.1	% 95.2	% 96.9	% 96.5	%
Income from operations	3.9	% 4.8	% 3.1	% 3.5	%

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 six months ended June 30, 2015 and 2014.

	Three Months Ended		Six Months Ended		
	June 30		June 30		
	2015	2014	2015	2014	
	(thousands)				
U.S. Housing Starts (a)					
Single-family	205.3	182.6	345.2	316.4	
Multi-family	113.3	92.1	188.0	164.3	
	318.6	274.7	533.2	480.7	
	(millions)				
Segment Sales					
Wood Products	\$339.9	\$351.0	\$649.2	\$644.3	
Building Materials Distribution	762.1	758.4	1,385.0	1,343.9	
Intersegment eliminations	(146.6 )	(148.2 )	(268.9 )	(259.8 )	
	\$955.4	\$961.2	\$1,765.3	\$1,728.4	
	(millions)				
Wood Products					
Sales Volumes					
Laminated veneer lumber (LVL) (cubic feet)	3.5	3.4	6.3	6.1	
I-joists (equivalent lineal feet)	57	57	97	97	
Plywood (sq. ft.) (3/8" basis)	410	430	823	845	
Lumber (board feet)	56	57	104	103	
	(dollars per unit)				
Wood Products					
Average Net Selling Prices					
Laminated veneer lumber (LVL) (cubic foot)	\$16.46	\$16.28	\$16.47	\$16.16	
I-joists (1,000 equivalent lineal feet)	1,098	1,068	1,098	1,046	
Plywood (1,000 sq. ft.) (3/8" basis)	302	301	307	298	
Lumber (1,000 board feet)	484	574	496	572	
	(percentage of Building Materials Distribution sales)				
Building Materials Distribution					
Product Line Sales					
Commodity	45.4	% 48.7	% 46.8	% 50.3	%
General line	37.0	% 33.7	% 35.9	% 32.9	%
Engineered wood	17.7	% 17.6	% 17.3	% 16.8	%
Gross margin percentage (b)	11.5	% 11.3	% 11.0	% 11.0	%

(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 June 30, 2015, total sales decreased \$5.8 million, or 1%, to \$955.4 million from \$961.2 million during the three months ended June 30, 2014. For the six months ended June 30, 2015, total sales increased \$36.9 million, or 2%, to \$1,765.3 million from \$1,728.4 million for the same period in the prior year. The change in sales was driven primarily by the changes in sales volumes and prices, as described below, for the products we manufacture and distribute with single-family residential construction activity being the key demand driver of our sales. In second quarter 2015, total U.S. housing starts increased 16%, with single-family starts up 12% from the same period in 2014. On a year-to-date basis through June 2015, total housing starts increased 11%, with single-family starts up 9% from the same period in 2014. Average composite lumber and average composite panel prices for the three months ended June 30, 2015, were 12% and 2% lower, respectively, than in the same period in the prior year, as reflected by Random Lengths composite lumber and panel pricing. For the six months ended June 30, 2015, average composite lumber prices were down 10% with average composite panel prices only up 1%, compared with the same period in the prior year.

Wood Products. Sales, including sales to our Building Materials Distribution segment, decreased \$11.1 million, or 3%, to \$339.9 million for the three months ended June 30, 2015, from \$351.0 million for the three months ended June 30, 2014. The decrease in sales was driven primarily by decreases in plywood sales volumes and lumber sales prices of 5% and 16%, respectively, resulting in decreased sales of \$6.0 million and \$5.1 million, respectively. Plywood sales volumes decreased primarily as a result of downtime to install a new dryer at our South Carolina plywood facility, as well as operating issues at our North Carolina plywood facility. These decreases were offset partially by a sales price increase of 3% in I-joists, which contributed an increase of \$1.7 million in sales. Sales volumes of I-joists, LVL, and lumber, as well as plywood and LVL sales prices, were relatively flat compared with the three months ended June 30, 2014.

For the six months ended June 30, 2015, sales, including sales to our Building Materials Distribution segment, increased \$4.9 million, or 1%, to \$649.2 million from \$644.3 million for the same period in the prior year. Plywood sales prices increased 3%, contributing \$7.7 million to the increase in sales. Volume increases of 4% in LVL and 1% in I-joists resulted in sales increases of \$4.0 million and \$0.8 million, respectively. In addition, sales price increases of 5% in I-joists and 2% in LVL contributed \$5.0 million and \$2.0 million, respectively, to the increase in sales. However, decreases in lumber sales prices and plywood sales volumes of 13% and 3%, respectively, resulted in decreased sales of \$7.9 million and \$6.6 million, respectively.

Building Materials Distribution. Sales increased \$3.7 million to \$762.1 million for the three months ended June 30, 2015, from \$758.4 million for the three months ended June 30, 2014. Compared with the same quarter in the prior year, the overall increase in sales was driven by sales volume increases of 3%, offset by a decrease in sales prices of 3%. By product line, commodity sales decreased 7%, or \$25.1 million, general line product sales increased 10%, or \$26.3 million; and sales of EWP (substantially all of which are sourced through our Wood Products segment) increased 2%, or \$2.5 million.

During the six months ended June 30, 2015, sales increased \$41.1 million, or 3%, to \$1,385.0 million from \$1,343.9 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 5%, offset partially by a decrease in sales prices of 2%. By product line, commodity sales decreased 4%, or \$29.8 million, general line product sales increased 13%, or \$55.9 million; and sales of EWP increased 7%, or \$15.0 million.

## Costs and Expenses

Materials, labor, and other operating expenses (excluding depreciation) increased \$1.1 million to \$824.6 million for the three months ended June 30, 2015, compared with \$823.5 million during the same period in the prior year. In our Wood Products segment, materials, labor, and other operating expenses decreased. The decrease primarily reflects lower manufacturing costs, particularly wood fiber costs. These decreases were driven by lower sales volumes of plywood in our Wood Products segment, compared with second quarter 2014, as well as lower per-unit costs of oriented strand board (OSB), which is used as the vertical web to assemble I-joists, of 14%. However, materials, labor, and other operating expenses as a percentage of sales (MLO rate) in our Wood Products segment increased by 170 basis points. The increase in the MLO rate was primarily the result of lower plywood sales volumes which resulted in higher per-unit labor and other manufacturing costs, offset partially by lower wood fiber 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 second quarter 2014. However, the Building Materials Distribution segment MLO rate improved 20 basis points as a decrease in commodity product margins compared with second quarter 2014 was more than offset by improved sales of general line products and EWP, which typically carry higher product margins than commodity products.

Table of Contents

For the six months ended June 30, 2015, materials, labor, and other operating expenses (excluding depreciation), increased \$33.5 million, or 2%, to \$1,529.6 million, compared with \$1,496.1 million in the same period in the prior year. In our Wood Products segment, the increase in materials, labor, and other operating expenses was primarily driven by higher sales volumes of EWP, compared with the first half of 2014, offset partially by lower per-unit costs of OSB of 13%. The MLO rate in our Wood Products segment decreased by 10 basis points. The decrease in the MLO rate was primarily the result of lower wood fiber costs, offset partially by higher labor 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 the first half of 2014. However, the Building Materials Distribution segment MLO rate was flat compared with the first half of 2014 as a decrease in commodity product margins was offset by improved sales of general line products and EWP, which typically carry higher product margins than commodity products.

Depreciation and amortization expenses increased \$0.8 million, or 6%, to \$13.3 million for the three months ended June 30, 2015, compared with \$12.5 million during the same period in the prior year. For the six months ended June 30, 2015, these expenses increased \$2.1 million, or 8%, to \$26.9 million, compared with \$24.8 million in the same period in the prior year. The increases in both periods were due primarily to purchases of property and equipment.

Selling and distribution expenses increased \$1.1 million, or 2%, to \$68.3 million for the three months ended June 30, 2015, compared with \$67.2 million for the same period in the prior year. The increase was due primarily to higher employee-related expenses of \$1.0 million. During the six months ended June 30, 2015, selling and distribution expenses increased \$4.0 million, or 3%, to \$130.1 million, compared with \$126.1 million during the same period in 2014. The increase was due primarily to higher payroll and pension costs of \$2.6 million and \$0.8 million, respectively, with the remaining increase due to higher selling related expenses in our Building Materials Distribution segment.

General and administrative expenses increased \$0.1 million, or 1%, to \$12.0 million for the three months ended June 30, 2015, compared with \$11.9 million for the same period in the prior year. The increase was due primarily to higher payroll costs of \$0.6 million, offset mostly by lower incentive compensation. For the six months ended June 30, 2015, these expenses increased \$1.4 million, or 6%, to \$24.0 million, compared with \$22.6 million during the same period in 2014. The increase was due primarily to higher employee-related expenses of \$1.5 million, including pension costs of \$0.8 million.

Other (income) expense, net, for the three months ended June 30, 2015 and 2014, and for the six months ended June 30, 2015, was insignificant. For the six months ended June 30, 2014, other (income) expense, net, was \$1.7 million of income, which included \$1.6 million of gain from the sale of two surplus properties in our Building Materials Distribution segment.

#### Income From Operations

Income from operations decreased \$8.5 million to \$37.4 million for the three months ended June 30, 2015, compared with \$45.9 million for the three months ended June 30, 2014. Income from operations decreased \$5.4 million to \$55.0 million for the six months ended June 30, 2015, compared with \$60.5 million for the six months ended June 30, 2014.

Wood Products. Segment income decreased \$7.5 million to \$23.7 million for the three months ended June 30, 2015, compared with \$31.2 million for the three months ended June 30, 2014. The decrease was due primarily to lower lumber sales prices, as well as higher per-unit labor and other manufacturing costs due to lower plywood sales volumes, offset partially by higher EWP sales prices.



For the six months ended June 30, 2015, segment income increased \$0.3 million to \$44.6 million from \$44.3 million for the six months ended June 30, 2014. The improvement was due primarily to higher plywood and EWP sales prices, offset partially by lower lumber sales prices and higher labor and other manufacturing costs.

Building Materials Distribution. Segment income increased \$0.2 million to \$19.6 million for the three months ended June 30, 2015, from \$19.4 million for the three months ended June 30, 2014. The increase in segment income was driven primarily by a higher gross margin of \$1.6 million, offset partially by increased selling and distribution expenses and depreciation and amortization of \$0.9 million and \$0.5 million, respectively.

For the six months ended June 30, 2015, segment income decreased \$2.3 million to \$22.9 million from \$25.3 million for the six months ended June 30, 2014. The decrease in segment income was driven primarily by increased selling and distribution expenses of \$3.3 million, higher depreciation and amortization of \$0.9 million, and lower other income due to a \$1.6 million gain from the sale of two surplus properties during the six months ended June 30, 2014. These decreases in segment income were offset partially by a higher gross margin of \$3.9 million.

Table of Contents

Corporate and Other. Segment loss increased \$1.4 million to \$5.9 million for the three months ended June 30, 2015, from \$4.4 million for the three months ended June 30, 2014. For the six months ended June 30, 2015, segment loss increased \$3.7 million to \$12.5 million from \$8.9 million for the six months ended June 30, 2014. The increases primarily relate to a change in classification of pension expense between segments. Prior to first quarter 2015, pension expense (which is primarily comprised of interest cost, expected return on plan assets, and amortization of actuarial losses) was recorded in each of our segments based on the associated individual employee roles and responsibilities. However, pension benefits are frozen for most employees and only a small number of hourly employees continue to accrue benefits. Therefore, management believes that recording pension expense in the Corporate and Other segment provides a clearer view of segment operating performance. In first quarter 2015, we made a change in our segment measurement method by recording all pension expense to the Corporate and Other segment. This change in measurement only impacts our segment disclosures, and thus it has no impact on our overall consolidated financial statements. Historical segment income (loss) has not been recast. For the three and six months ended June 30, 2014, less than \$0.1 million and \$0.2 million, respectively, of pension expense was recorded in each of the Wood Products and Building Materials Distribution segments. Pension expense recorded in Corporate and Other was \$0.8 million and \$2.9 million, respectively, for the three and six months ended June 30, 2015, compared with less than \$0.1 million for each of the three and six months ended June 30, 2014.

**Income Tax (Provision) Benefit**

For the three and six months ended June 30, 2015, we recorded \$11.6 million and \$16.2 million, respectively, of income tax expense and had an effective rate of 36.5% and 36.8%, respectively. For the three and six months ended June 30, 2014, we recorded \$14.3 million and \$17.7 million, respectively, of income tax expense and had an effective rate of 35.1% and 35.7%, respectively. During the three and six months ended June 30, 2015, 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 production activities deduction. During the three and six months ended June 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 production activities deduction and other tax credits.

**Industry Mergers and Acquisitions**

On April 13, 2015, Builders FirstSource, Inc. (BFS) announced that it has entered into a definitive purchase agreement to acquire ProBuild Holdings LLC, one of our largest customers, in an all-cash transaction. BFS is also a customer of ours. The merger is expected to be completed in the third quarter of 2015.

On June 3, 2015, Stock Building Supply Holdings, Inc. (Stock) announced an agreement to merge with Building Materials Holding Corporation (BMC). Stock and BMC are both significant customers to Boise Cascade. The merger is expected to be completed in the fourth quarter of 2015.

We believe we have good relationships with these customers. However, until these transactions close, we cannot assess the impact, if any, the customer combinations may have on our future results of operations.

**Liquidity and Capital Resources**

We ended second quarter 2015 with \$194.9 million of cash and cash equivalents and \$351.3 million of long-term debt. At June 30, 2015, we had \$509.6 million of available liquidity (cash and cash equivalents and unused borrowing capacity under our Revolving Credit Facility). We generated \$31.4 million of cash during the six months ended June 30, 2015, as cash provided by operations (net of \$53.2 million in pension contributions) and the issuance of a \$50.0 million term loan was offset partially by capital spending and the repurchase of 175,085 shares of our common

stock for \$6.1 million, as further discussed below.

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

37

---

Table of Contents

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, service our debt obligations, repurchase our common stock, 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.

	Six Months Ended	
	June 30	
	2015	2014
	(thousands)	
Net cash provided by operations	\$19,715	\$29,325
Net cash used for investment	(31,170	) (17,302
Net cash provided by (used for) financing	42,833	(353

## Operating Activities

For the six months ended June 30, 2015, our operating activities generated \$19.7 million of cash, compared with \$29.3 million of cash generated in the same period in 2014. The \$9.6 million decrease in cash generated by operations was due primarily to a \$52.4 million increase in pension contributions and a \$2.3 million decrease in Building Materials Distribution segment income. These decreases were offset partially by a \$7.5 million increase in working capital during the six months ended June 30, 2015, compared with a \$38.2 million increase for the same period in the prior year, as well as an increase in income tax refunds, net of taxes paid, of \$9.5 million and a \$0.3 million improvement in income from the Wood Products segment. 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 23% and 39%, comparing sales for the months of June 2015 and 2014 with sales for the months of December 2014 and 2013, respectively. The increase in inventories in both periods represents normal seasonal inventory build. The increase in accounts payable and accrued liabilities provided \$78.5 million of cash during the six months ended June 30, 2015, compared with \$58.4 million in the same period a year ago. Extended terms offered by major vendors to our Building Materials Distribution segment led to the greater increase in accounts payable during the six months ended June 30, 2015 compared with the same period in the prior year.

## Investment Activities

During the six months ended June 30, 2015 and 2014, we used \$31.4 million and \$22.0 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 2015 to total approximately \$85 million to \$95 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 six months ended June 30, 2014, we received asset sales proceeds of \$4.6 million, primarily from the sale of two surplus properties in our Building Materials Distribution segment.

## Financing Activities

During the six months ended June 30, 2015, our financing activities generated \$42.8 million of cash, primarily from the issuance of a new \$50.0 million term loan (Term Loan) offset partially by the repurchase of 175,085 shares of our

common stock for \$6.1 million, as discussed further below. During the six months ended June 30, 2015, we had no borrowings outstanding under our Revolving Credit Facility. During the six months ended June 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 June 30, 2014.

## Table of Contents

### Stock Repurchase Program

On February 25, 2015, our Board of Directors (Board) authorized a common stock repurchase program (Program) which allows us to purchase up to two million shares of our common stock, on an opportunistic basis, through open market transactions, privately negotiated transactions, or accelerated share repurchase transactions. We are not obligated to purchase any shares and there is no set date that the Program will expire. The Board may increase or decrease the number of shares under the Program or terminate the Program in its discretion at any time.

### Asset-Based Credit Facility

On May 15, 2015, Boise Cascade and its principal operating subsidiaries, Boise Cascade Wood Products, L.L.C., and Boise Cascade Building Materials Distribution, L.L.C., as borrowers, and Boise Cascade Wood Products Holdings Corp., Chester Wood Products LLC, and Moncure Plywood LLC, as guarantors, entered into an Amended and Restated Credit Agreement (Amended Agreement) with Wells Fargo Capital Finance, LLC, as administrative agent, and the banks named therein as lenders. The Amended Agreement includes a \$350 million senior secured asset-based revolving credit facility (Revolving Credit Facility) and a new \$50.0 million term loan (Term Loan) maturing on May 1, 2022. The Amended Agreement amends and restates the credit agreement originally dated July 13, 2011 (Prior Agreement) as amended, restated, supplemented, or otherwise modified before the date of the Amended Agreement. The principal changes resulting from the Amended Agreement were to add the Term Loan, discussed further below, and to extend the maturity date of the Revolving Credit Facility to April 30, 2020. Borrowings under the Amended Agreement are constrained by a borrowing base formula dependent upon levels of eligible receivables and inventory reduced by outstanding borrowings and letters of credit (Availability).

The Amended Agreement 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.

The Amended Agreement 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 Amended Agreement 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 Prior Agreement and Amended Agreement, and Availability at June 30, 2015, was \$314.7 million.

The Amended Agreement generally permits dividends only if certain conditions are met, including complying with either (i) pro forma Excess Availability (as defined in the Amended Agreement) equal to or exceeding 25% of the aggregate Revolver Commitments (as defined in the Amended Agreement) 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.

### Revolving Credit Facility

Interest rates under the Revolving Credit Facility are based, at our 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.

#### Term Loan

The Term Loan was provided by institutions within the Farm Credit system. Borrowings under the Term Loan may be repaid from time to time at the discretion of the borrowers without premium or penalty. However, any principal amount of Term Loan repaid, may not be subsequently re-borrowed.

Interest rates under the Term Loan are based, at our election, on either LIBOR or a base rate, as defined in the agreement, plus a spread over the index elected that ranges from 1.75% to 2.25% for LIBOR rate loans and from 0.75% to 1.25% for base rate loans, both dependent on the amount of Average Excess Availability (as defined in the Amended

## Table of Contents

Agreement). During the period for which the Term Loan was outstanding, the average interest rate on the Term Loan was approximately 1.94%.

We expect to receive patronage credits under the Term Loan. Patronage credits are distributions of profits from banks in the Farm Credit system, which are cooperatives that are required to distribute profits to their members. Patronage distributions, which are generally made in cash, are received in the year after they are earned. Patronage credits are recorded as a reduction to interest expense in the year earned. After giving effect to expected patronage distributions, the effective net interest rate on the Term Loan was approximately 1.2%.

## 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 6.375% senior notes due November 1, 2020 (Senior Notes). 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. 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.

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 2014 Form 10-K and in Note 5, 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 2014 Form 10-K. There have been no material changes in contractual obligations outside the ordinary course of business since December 31, 2014, except as follows:

On May 15, 2015, we entered into an Amended Agreement to our Asset-Based Credit Facility that added a new \$50 million term loan component due May 1, 2020, and extended the maturity date on the Revolving Credit Facility to April 30, 2020. For more information, see Note 5, Debt, of the Condensed Notes to Unaudited Quarterly Consolidated Financial Statements in "Item 1. Financial Statements" of this form 10-Q.

On March 9, 2015 and May 15, 2015, we made discretionary contributions to our qualified defined benefit pension plan (Pension Plan) of \$10.0 million and \$40.0 million, respectively. Due to the significant voluntary contributions made (not anticipated in our year end measurement), we elected to remeasure our Pension Plan on May 15, 2015. This resulted in a \$69.3 million improvement in the funded status of our Pension Plan, thus reducing estimated future contributions to our Pension Plan. For more information, see Note 6, Retirement and Benefit Plans, of the Condensed Notes to Unaudited Quarterly Consolidated Financial Statements in "Item 1. Financial Statements" of this form 10-Q.

## Off-Balance-Sheet Activities



At June 30, 2015, and December 31, 2014, we had no material off-balance-sheet arrangements with unconsolidated entities.

#### Guarantees

Note 5, 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 2014 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 June 30, 2015, there have been no material changes to the guarantees disclosed in our 2014 Form 10-K.

## Table of Contents

### 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 July 19, 2015, we had approximately 5,860 employees. Approximately 27% of these employees work pursuant to collective bargaining agreements. As of July 19, 2015, we had nine collective bargaining agreements. Four agreements, covering approximately 685 employees at our Elgin plywood plant and sawmill, La Grande particleboard plant, Kettle Falls plywood plant, and Woodinville BMD facility, are set to expire on May 31, 2016. If these agreements are not renewed or extended upon their termination, we could experience a material labor disruption or significantly increased labor costs, which could prevent us from meeting customer demand or reduce our sales and profitability.

### 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 2014 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 2014 Form 10-K. At June 30, 2015, there have been no material changes to our critical accounting estimates from those disclosed in our 2014 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 2014 Form 10-K. As of June 30, 2015, there have been no material changes in our exposure to market risk from those disclosed in our 2014 Form 10-K.

Table of Contents

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 (PCA) 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.

On November 17, 2014, we amended the Outsourcing Services Agreement with PCA to provide for the termination of substantially all administrative services provided by PCA to us. For those services scheduled to be terminated, the expiration dates are planned to occur between March 2015 and December 2015. Services for which the amendment does not provide expiration dates will generally continue under the same terms and conditions as set forth in the base agreement. As these services transition to us and our employees, we will analyze and evaluate the impact these changes may have on our internal controls over financial reporting and where necessary, will implement changes in controls and procedures relating to our business.

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 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

On November 17, 2014, we amended the Outsourcing Services Agreement with PCA to provide for the termination of substantially all administrative services provided by PCA to us, which expiration dates are planned to occur between

March 2015 and December 2015. Services for which the amendment does not provide expiration dates will generally continue under the same terms and conditions as set forth in the base agreement. These administrative services, including information technology, accounting, and human resource transactional services, will transition from PCA to us upon expiration. During and after transition, our information technology systems will remain in place with many of the administrative services performed by newly hired employees, many of whom we expect to transition from PCA to Boise Cascade employment. As a result, management, with the participation of the CEO and CFO, has determined that the anticipated change of performing these services internally and without the services of PCA is reasonably likely to materially affect the structure of our internal controls over financial reporting. There was no other change in our internal control over financial reporting that occurred during the three months ended June 30, 2015 that has materially affected, or is 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 other documents we file with the Securities and Exchange Commission. During the six months ended June 30, 2015, there have been no material changes to the risk factors presented in "Item 1A. Risk Factors" in our 2014 Form 10-K. We do not assume an obligation to update any forward-looking statement.

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

## Purchases of Equity Securities by the Issuer and Affiliated Purchasers

On February 25, 2015, our Board of Directors (Board) authorized a two million share repurchase program (Program) pursuant to which we may, from time to time, purchase shares of our common stock through various means including, without limitation, open market transactions, privately negotiated transactions, or accelerated share repurchase transactions. We are not obligated to purchase any shares and there is no set date that the Program will expire. The Board may increase or decrease the number of shares under the Program or terminate the Program in its discretion at any time. During second quarter 2015, we repurchased 175,085 shares of common stock for approximately \$6.1 million under the Program. Set forth below is information regarding the Company's share repurchases during the second quarter ended June 30, 2015.

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	The Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
April 1, 2015 - April 30, 2015	—	\$—	—	2,000,000
May 1, 2015 - May 31, 2015	117,446	34.87	117,446	1,882,554
June 1, 2015 - June 30, 2015	57,639	34.95	57,639	1,824,915
Total	175,085	\$34.89	175,085	1,824,915

Between July 1, 2015 and the date of this report, we repurchased an additional 176,261 shares of our common stock at a cost of \$5.9 million, or \$33.57 per share.

## ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

43

---

Table of Contents

ITEM 6. EXHIBITS

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

44

---



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: July 29, 2015

Table of Contents

BOISE CASCADE COMPANY

INDEX TO EXHIBITS

Filed With the Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2015

Number	Description
10.1	Amended and Restated Credit Agreement, dated May 15, 2015, by and among the Lenders identified on the signature pages thereof, Wells Fargo Capital Finance, LLC, as the administrative agent, Boise Cascade Company, and the other Borrowers identified on the signature pages thereof
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