BOISE CASCADE Co
Form 424B3
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Prospectus

$50,000,000

Boise Cascade Company

Exchange Offer for
$6^3/_8$% Senior Notes due 2020

Offer (the "Exchange Offer") for outstanding $6^3/_8$% senior notes due 2020, in the aggregate principal amount of $50,000,000 issued on August 15, 2013 (the "Outstanding Notes") in exchange for up to $50,000,000 in aggregate principal amount of $6^3/_8$% senior notes due 2020 which have been registered under the Securities Act of 1933, as amended (the "Exchange Notes").

Material Terms of the Exchange Offer:

Expires at 11:59 p.m., New York City time, on November 26, 2013, unless extended.

You may withdraw tendered Outstanding Notes any time before the expiration of the Exchange Offer.

Not subject to any condition other than that the Exchange Offer does not violate applicable law or any interpretation of the staff of the United States Securities and Exchange Commission (the "SEC").

We can amend or terminate the Exchange Offer.

We will not receive any proceeds from the Exchange Offer.

The exchange of Outstanding Notes for the Exchange Notes should not be a taxable exchange for United States federal income tax purposes. See "Certain United States Federal Income Tax Considerations."

Terms of the Exchange Notes:

The terms of the Exchange Notes are substantially identical to those of the Outstanding Notes, except the transfer restrictions, registration rights and additional interest provisions relating to the Outstanding Notes do not apply to the Exchange Notes. The Outstanding Notes were issued as additional notes under the indenture governing the initial $6^3/_8$% senior notes due 2020 issued in October 22, 2012 (the "initial notes" and, collectively with the Outstanding Notes and the Exchange Notes, the "notes"). The initial notes have been exchanged for notes registered under the Securities Act of 1933, as amended. Once the Exchange Offer is completed, the Exchange Notes will trade fungibly with the initial notes.

The Exchange Notes and the related guarantees will be our general unsecured senior obligations, will rank (i) equal in right of payment with our and the guarantors' existing and future senior indebtedness, and (ii) senior in right of payment to our and the guarantors' existing and future subordinated indebtedness, and will be (A) effectively subordinated to our and our guarantors' secured indebtedness, including indebtedness under our senior secured revolving credit facility (the "Revolving Credit Facility"), to the extent of the value of the collateral securing such indebtedness and (B) structurally subordinated to the indebtedness of any subsidiaries that do not guarantee the Exchange Notes.

The Exchange Notes will mature on November 1, 2020. The Exchange Notes will bear interest semi-annually in cash in arrears on May 1 and November 1 of each year. No interest will be paid on either the Exchange Notes or the Outstanding Notes at the time of the exchange. The Exchange Notes will accrue interest from and including the last interest payment date on which interest has been paid on the Outstanding Notes, and, if no interest has been paid, the Exchange Notes will accrue interest from May 1, 2013.

The Exchange Notes will be redeemable, in whole or in part, on the redemption dates and at the redemption prices specified under "Description of the Exchange Notes Optional Redemption." At any time prior to November 1, 2015, we may redeem up to 35% of the Exchange Notes with the proceeds of one or more equity offerings at the redemption price set forth in this prospectus. At any time prior to May 1, 2014, we may redeem all of the Exchange Notes upon the occurrence of a change of control at a redemption price equal to 109% of their principal amount plus accrued and unpaid interest, if any, to the redemption date. If we sell certain of our assets or if we experience specific kinds of changes in control, we must offer to repurchase the Exchange Notes. See "Description of the Exchange Notes Change of Control." In each case, we must also pay accrued and unpaid interest, if any, to the redemption date.

For a discussion of the specific risks that you should consider before tendering your Outstanding Notes in the Exchange Offer, see "Risk Factors" beginning on page 26 of this prospectus.

There is no established trading market for the Outstanding Notes.

Each broker-dealer that receives Exchange Notes for its own account pursuant to the Exchange Offer must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes. A broker-dealer who acquired Outstanding Notes as a result of market-making or other trading activities may use this Exchange Offer prospectus, as supplemented or amended from time to time, in connection with any resales of the Exchange Notes.

Neither the SEC nor any state securities commission has approved or disapproved of the Exchange Notes or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is October 28, 2013

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Each broker-dealer that receives Exchange Notes for its own account in exchange for Outstanding Notes that were acquired as a result of market-making or other trading activities must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes. By so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act of 1933, as amended (the "Securities Act"). A broker-dealer who acquired Outstanding Notes as a result of market-making or other trading activities may use this prospectus, as supplemented or amended from time to time, in connection with any resales of the Exchange Notes. We have agreed that, for a period ending on the earlier of (i) 90 days from the date on which the registration statement, of which this prospectus forms a part, is declared effective and (ii) the date on which broker-dealers are no longer required to deliver a prospectus in connection with such market-making activities or other trading activities, we will make this prospectus available for use in connection with any such resale. See "Plan of Distribution."

You should rely only on the information contained in this prospectus. We have not authorized any person to provide you with information different from that contained in this prospectus. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy securities other than those specifically offered hereby or an offer to sell any securities offered hereby in any jurisdiction where, or to any person whom, it is unlawful to make such an offer or solicitation. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of our $6^3/_8$% Senior Notes due 2020.

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CORPORATE BACKGROUND

Boise Cascade Company, a Delaware corporation ("Boise Cascade"), was formed under the name Boise Cascade, L.L.C., a Delaware limited liability company. On February 4, 2013, Boise Cascade converted from a limited liability company into a Delaware corporation. On February 5, 2013, our registration statement on Form S-1 (File No. 333-184964) was declared effective for our initial public offering, and on February 6, 2013, our common stock began trading on the New York Stock Exchange ("NYSE") under the symbol "BCC." On March 28, 2013, the co-issuer of the initial notes, Boise Cascade Finance Corporation, a Delaware corporation and a former direct subsidiary of Boise Cascade ("Boise Finance"), was merged with and into Boise Cascade, with Boise Cascade as the surviving company (the "Boise Finance Merger").

In this prospectus, unless the context requires otherwise, references to "we," "us" or "our" refer to Boise Cascade and its predecessor, Boise Cascade, L.L.C., together with its subsidiaries, which, prior to the consummation of the Boise Finance Merger, include Boise Finance. References to "the issuers," "an issuer," the "co-issuers" or "a co-issuer" refer to Boise Cascade and/or Boise Finance, as applicable, prior to consummation of the Boise Finance Merger and to Boise Cascade only, after consummation of the Boise Finance Merger.

NON-GAAP FINANCIAL MEASURES

We refer to the terms "EBITDA," "Adjusted EBITDA" and "adjusted net income (loss)" in various places in this prospectus. EBITDA and Adjusted EBITDA, as presented in this prospectus, are supplemental measures of our performance and liquidity that are not required by or presented in accordance with generally accepted accounting principles in the United States ("GAAP"). We define "EBITDA" as income (loss) before interest (interest expense and interest income), income taxes, and depreciation and amortization. We define "Adjusted EBITDA" as EBITDA before the change in fair value of contingent value rights issued in connection with the sale of our Paper and Packaging & Newsprint assets, as well as certain other unusual items, including gain on the repurchase of long-term debt and a litigation gain. We define adjusted net income (loss) as net income (loss) before certain unusual items.

EBITDA is the primary measure used by our management to evaluate segment operating performance and to decide how to allocate resources to segments. We believe EBITDA, Adjusted EBITDA, and adjusted net income (loss) are useful to investors because they provide a means to evaluate the operating performance of our segments and our Company on an ongoing basis using criteria that are used by our management and because they are 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, Adjusted EBITDA and adjusted net income (loss) are meaningful measures because they present a transparent view of our recurring operating performance and allow management to readily view operating trends, perform analytical comparisons, and identify strategies to improve operating performance. EBITDA, Adjusted EBITDA and adjusted net income (loss), however, are not measures of our liquidity or financial performance under GAAP and should not be considered as an alternative to net income (loss), income (loss) from operations, or any other performance measure derived in accordance with GAAP or as an alternative to cash flow from operating activities as a measure of our liquidity. The use of EBITDA, Adjusted EBITDA and adjusted net income (loss) 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, change in fair value of interest rate swaps, and associated significant cash requirements; and the exclusion of depreciation and amortization, which represent unavoidable operating costs. Management compensates for these limitations by relying on our GAAP results. Our measures of EBITDA, Adjusted

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EBITDA and adjusted net income (loss) are not necessarily comparable to other similarly titled captions of other companies due to potential inconsistencies in the methods of calculation.

See "Prospectus Summary Summary Historical Consolidated Financial Data" for a quantitative reconciliation of EBITDA to the most directly comparable GAAP financial performance measure, net income (loss), a reconciliation of Adjusted EBITDA to EBITDA and a reconciliation of adjusted net income (loss) to net income (loss). In addition, for a definition of segment income (loss) and a reconciliation of segment income (loss) to EBITDA for the twelve months ended June 30, 2013, see "Business Wood Products" and "Business Building Materials Distribution," as applicable.

INDUSTRY AND MARKET DATA

We obtained the industry, market and competitive position data used throughout this prospectus from our own internal estimates and research as well as from industry publications and research, surveys and studies conducted by third parties. Third party industry publications include APA The Engineered Wood Association's Third Quarter Engineered Wood Statistics (published in October 2013), Resource Information Systems Inc.'s ("RISI") 2012 Capacity Report (published in October 2013) (RISI's Capacity Report"), RISI's demand forecast for I-joists and laminated veneer lumber (October 2013), and the Home Improvement Research Institute's ("HIRI") Home Improvement Products Market Forecast (published in September 2013), as well as data published by the Blue Chip Economic Indicators as of October 2013, Random Lengths as of June 2013, IHS Global Insight as of October 2013 and the U.S. Census Bureau as of August 2013. Industry publications, studies and surveys generally state that they have been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. The information derived from the sources cited in this prospectus represents the most recently available data and, therefore, we believe such data remains reliable. While we believe our internal company research is reliable and the market definitions are appropriate, neither such research nor these definitions have been verified by any independent source.

TRADEMARKS AND TRADE NAMES

This prospectus includes trademarks, such as "Boise Cascade," which are protected under applicable intellectual property laws and are our or our subsidiaries' property. This prospectus also contains trademarks, service marks, trade names and copyrights, of other companies, which are the property of their respective owners. Solely for convenience, trademarks and trade names referred to in this prospectus, including BOISE CASCADE® and the TREE-IN-A-CIRCLE® logo, may appear without the ® or symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the right of the applicable licensor to these trademarks and trade names.

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PROSPECTUS SUMMARY

This summary highlights selected information appearing elsewhere in this prospectus. This summary is not complete and does not contain all of the information that you should consider before deciding whether to participate in the Exchange Offer. You should carefully read the entire prospectus, including the sections entitled "Risk Factors" beginning on page 26, "Management Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and the related notes thereto included elsewhere in this prospectus. For a definition of segment income (loss) and a reconciliation of segment income (loss) to EBITDA for the twelve months ended June 30, 2013 ("LTM" or the "LTM period"), see "Business Wood Products" and " Building Material Distribution," as applicable.

Our Company

We are a large, vertically-integrated wood products manufacturer and building materials distributor with widespread operations throughout the United States and Canada. We believe we are one of the largest stocking wholesale distributors of building products in the United States. We are the second largest manufacturer of plywood in North America, according to RISI's Capacity Report ("RISI's Capacity Report"). We also believe we are the second largest manufacturer of laminated veener lumber ("LVL") and I-joists (together "engineered wood products" or "EWP") in North America. Our broad line of products is used primarily in new residential construction, residential repair and remodeling projects, light commercial construction and industrial applications. We have a broad base of more than 4,500 customers, which includes a diverse mix of retail lumberyards, home improvement centers, leading wholesalers and industrial converters. We believe our large, vertically-integrated operations provide us with significant advantages over less integrated competitors and position us to optimally serve our customers. For the LTM period, we generated sales of $3,056.3 million, net income of $116.0 million, adjusted net income of $47.4 million and EBITDA of $117.6 million.

We currently supply our customers through 51 strategically located facilities (consisting of 20 manufacturing facilities and 31 distribution facilities). In addition to the vertical integration between our manufacturing and distribution operations, our EWP manufacturing facilities are closely integrated with our nearby plywood operations, which allows us to optimize both production processes. Throughout the housing downturn, we have continued to make strategic capital investments to increase our manufacturing capacity and expand our building materials distribution network. We believe that our scale, closely integrated businesses and significant capital investments throughout the downturn provide us with substantial operating leverage to benefit from a recovery in the U.S. housing market.

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

(1) Financial data for the LTM period presented in this prospectus is derived by adding financial data for the year ended December 31, 2012 to financial data for the six months ended June 30, 2013 and subtracting financial data for the six months ended June 30, 2012.

(2) Segment percentages are calculated before intersegment eliminations.

(3) Segment percentages exclude Corporate and Other segment expenses.

Wood Products ($98.5 million, or 73%, of LTM EBITDA). Our Wood Products segment is the second largest manufacturer of plywood in North America, according to RISI's Capacity Report. We also believe we are the second largest manufacturer of EWP in North America. We currently operate a highly integrated national network of 19 manufacturing facilities. Our wood products are used primarily in new residential construction, residential repair and remodeling projects and light commercial construction. We manufacture LVL, I-joists and laminated beams, which are high-grade, value-added structural products used in applications where additional strength and consistent quality are required. We also produce plywood, studs, particleboard and ponderosa pine lumber, a premium lumber grade sold primarily to manufacturers of specialty wood windows, moldings and doors. Our EWP manufacturing facilities are closely integrated with our nearby plywood operations to optimize our veneer utilization by enabling us to dedicate higher quality veneers to higher margin applications and lower quality veneers to plywood products, giving us an advantage over our less integrated competitors. For the LTM period, EWP, plywood and lumber accounted for 35%, 45% and 9%, respectively, of our Wood Products sales. Most of our wood products are sold to leading wholesalers (including our Building Materials Distribution segment), home improvement centers, retail lumberyards and industrial converters. For the LTM period, approximately 39% of our Wood Products sales, including approximately 73% of our EWP sales, were to our Building Materials Distribution segment. For the LTM period, our Wood Products segment generated sales, income before interest and taxes and EBITDA of $1,039.9 million, $73.3 million and $98.5 million, respectively.

Building Materials Distribution ($36.3 million, or 27%, of LTM EBITDA). We believe we are one of the largest national stocking wholesale distributors of building materials in the United States. Our nationwide network of 31 strategically-located distribution facilities sells a broad line of building materials, including EWP, oriented strand board ("OSB"), plywood, lumber and general line items such as framing accessories, composite decking, roofing, siding and insulation. We also operate a truss manufacturing plant located in Maine. Our products are used in the construction of new residential housing, including single-family, multi-family and manufactured homes, repair and remodeling projects

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and the construction of light industrial and commercial buildings. Except for EWP, we purchase most of these building materials from more than 1,000 third-party suppliers ranging from large manufacturers, such as James Hardie Building Products, Trex Company, Louisiana-Pacific and Georgia-Pacific, to smaller regional producers.

We market our products primarily to retail lumberyards and home improvement centers that then sell the products to end customers, who are typically professional builders, independent contractors and homeowners engaged in residential construction projects. We also market our products to industrial converters, which use our products to assemble windows, doors, agricultural bins and other value-added products used in industrial and repair and remodel applications. Unlike many of our competitors who focus primarily on a narrow range of products, we are a one-stop resource for our customers' building materials needs, which allows for more cost-efficient ordering, delivery and receiving. For the LTM period, our Building Materials Distribution segment generated sales, income before interest and taxes and EBITDA of $2,420.9 million, $27.4 million and $36.3 million, respectively.

Our Industry

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

From 2005 to 2011, total housing starts in the United States declined by more than 70%. According to the U.S. Census Bureau, total housing starts in the United States were 0.59 million in 2010, 0.61 million in 2011 and 0.78 million in 2012. While 2012 housing starts increased from 2011 levels, they remained significantly less than the 50-year average rate of 1.5 million. Prior to 2008, the housing market had not experienced a year with total housing starts below 1.0 million since the U.S. Census Bureau began its annual recordkeeping in 1959.

As of October 2013, the Blue Chip Economic Indicators median consensus forecast of single- and multi-family housing starts in the U.S. was approximately 0.93 million units for 2013 and approximately 1.15 million units for 2014, which represent annual increases of 19% and 24%, respectively. We believe that over the long-term, there is considerable growth potential in the U.S. housing sector. As of October 2013, IHS Global Insight estimates that total U.S. single- and multi-family housing starts will average 1.47 million units per year from 2013 through 2022, levels that are in-line with the 50-year historical average.

Our products are not only used in new residential construction, but also in residential repair and remodeling projects. Residential repair and remodeling spending increased significantly over the past 15 years. According to HIRI, total U.S. home improvement product sales increased 81.5% from $165 billion in 1996 to a peak of $300 billion in 2006. U.S. Repair and remodeling spending declined between 2006 and 2010 but posted modest growth thereafter, with total spending in 2012 equaling $278 billion. The overall age of the U.S. housing stock, increased focus on making homes more energy efficient, rising home prices and availability of consumer capital at low interest rates are expected to drive long-term growth in repair and remodeling expenditures. HIRI estimates that total U.S. sales of home maintenance, repair and improvement products will grow at a compounded annual rate of 5.8% from 2012 through 2017.

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Our Competitive Strengths

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

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

We believe we are one of the leading manufacturers in the North American wood products industry. According to RISI's Capacity Report, we are the second largest producer of plywood in North America and we are the largest producer of plywood in the Western United States. We also believe we are the second largest manufacturer of EWP in North America. From 2005 to 2012, we increased our sales of LVL and I-joists per North American housing start by 69% and 37%, respectively. We have positioned ourselves to take advantage of improving demand in our core markets by expanding our EWP and plywood capacity through capital investments in low-cost, internal veneer manufacturing.

We believe we are one of the largest national stocking wholesale distributors of building materials in the United States and we believe we offer one of the broadest product lines in the industry. Measured on a sales-per-housing start basis, our Building Materials Distribution business has grown significantly from 2005 to 2012, with penetration increasing from $1,476 to $2,806, or approximately 90%, per U.S. housing start. Our national platform of 31 strategically-located distribution facilities supplies products to all major markets in the United States and provides us with significant scale and capacity relative to most of our competitors; however, certain of our competitors are larger than we are and may have greater scale and capacity than we do.

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

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

Low-Cost Manufacturing and Distribution Footprint

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

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

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

Our operations are well-positioned to serve our customers and take advantage of the recovery that we believe is underway in the U.S. housing market. From 2005 to 2012, we invested approximately $300 million (excluding acquisitions) to upgrade and maintain our Wood Products facilities and opportunistically expand our Building Materials Distribution facilities. Since 2005, we have increased our covered warehouse space by over 65% and have more than doubled our outdoor storage acreage. We expect to make further capital investments in cost and operational improvements, primarily related to internal veneer production, which will further enhance our competitive position and allow us to capture growth opportunities. For the year ended December 31, 2012, we operated our EWP facilities at approximately 52% of LVL press capacity, providing us with substantial unused capacity. Additionally, we believe that our Building Materials Distribution facilities can support a considerable ramp-up in housing starts with no significant requirement for new capacity and will allow us to double our sales without increasing our existing footprint.

Experienced Management Team

Our senior management team has an average of approximately 30 years of experience in forest products manufacturing and building materials distribution with a track record of financial and operational excellence in both favorable and challenging market conditions.

Our Business Strategy

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

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

We will continue to expand our market position in EWP by focusing on our large-scale manufacturing position, comprehensive customer service, design support capabilities and efficient distribution network. We have positioned ourselves to take advantage of expected increases in the demand for EWP per housing start by expanding our capacity through capital investments in low-cost, internal veneer manufacturing. We have also developed strategic relationships with third-party veneer suppliers to support additional EWP production as needed. Additionally, we have grown and intend to continue to grow our Wood Products business through strategic acquisitions, including the recently completed acquisition of the Southeast operations of Wood Resources LLC, as described in " Recent Developments Acquisition of Chester Wood Products and Moncure Plywood."

Grow Market Share in our Building Materials Distribution Segment

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

Further Differentiate our Products and Services to Capture Market Share

We seek to continue to differentiate ourselves from our competitors by providing a broad line of high-quality products and superior customer service. Our highly efficient logistics system allows us to deliver superior customer service and assist our customers in optimizing their working capital. Our

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national distribution platform, coupled with the manufacturing capabilities of our Wood Products segment, differentiates us from most of our competitors and is critical to servicing retail lumberyards, home improvement centers and industrial converters. Additionally, this system allows us to procure product more efficiently and to develop and maintain stronger relationships with our vendors. Because of these relationships and our national presence, many of our vendors have offered us favorable pricing and provide us with enhanced product introductions and ongoing marketing support.

Continue to Improve our Competitiveness through Operational Excellence

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

Recent Developments

Financial Results for the Three and Nine Months Ended September 30, 2013

On October 21, 2013, we announced our unaudited financial results as of and for the three and nine months ended September 30, 2013, as set forth below.

These financial results should not be viewed as a substitute for full financial statements prepared in accordance with generally accepted accounting principles ("GAAP"). In addition, these financial results as of and for the three and nine months ended September 30, 2013 are not necessarily indicative of the results to be achieved in any future period. Our consolidated financial statements and related notes as of and for the three and nine months ended September 30, 2013 are not expected to be filed with the Securities and Exchange Commission ("SEC") until after this offering is completed.

As reflected below, we reported improvements in total sales and EBITDA but a decrease in net income for the three months ended September 30, 2013 as compared to the comparable prior period. For the nine months ended September 30, 2013, we reported improvements in total sales, EBITDA and net income, but a decrease in adjusted net income as compared to the comparable prior period. Adjusted net income is defined as net income less the $68.7 million income tax benefit recorded in the first quarter of 2013 associated with recording net deferred tax assets upon our conversion from a limited liability company to a corporation. Note 1 to the table below reconciles net income to adjusted net income for the nine months ended September 30, 2013 and September 30, 2012.

- We reported total sales of $878.0 million for the three months ended September 30, 2013 and $2,475.2 million for the nine months ended September 30, 2013 as compared with $764.6 million for the three months ended September 30, 2012 and $2,084.5 million for the nine months ended September 30, 2012. The increase in total sales for the three month comparative periods was due primarily to increases in sales volumes and prices in our Building Materials Distribution segment and increased EWP volumes and prices in our Wood Products segment. The increase in total sales for the nine month comparative periods was due primarily to increases in sales volumes and prices in our Building Materials Distribution segment and increased EWP and plywood volumes and prices in our Wood Products segment. Housing starts, which are a primary driver of our sales, increased for the three and nine months ended September 30, 2013 compared to the same periods in 2012.

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We reported net income of $15.9 million for the three months ended September 30, 2013 and net income of $107.1 million and adjusted net income of $38.4 million for the nine months ended September 30, 2013 as compared with net income of $23.5 million for the three months ended September 30, 2012 and $40.2 million of net income and adjusted net income for the nine months ended September 30, 2012. The decrease in net income for the three months ended September 30, 2013, and in adjusted net income for the nine months ended September 30, 2013, as compared with the prior comparable periods was driven by the recording of entity-level federal and state income taxes upon our conversion from a limited liability company to a corporation in 2013.

We reported total company EBITDA of $39.5 million for the three months ended September 30, 2013 and $103.2 million for the nine months ended September 30, 2013 as compared with $36.8 million for the three months ended September 30, 2012 and $79.6 million for the nine months ended September 30, 2012.

In our Wood Products segment, we reported EBITDA of $24.6 million for the three months ended September 30, 2013 and $81.2 million for the nine months ended September 30, 2013 as compared with $28.6 million for the three months ended September 30, 2012 and $67.0 million for the nine months ended September 30, 2012. The decrease in EBITDA for the three month comparative periods was due primarily to higher wood fiber costs and lower plywood prices, offset partially by higher EWP and lumber sales prices. The increase in EBITDA for the comparative nine month periods was driven primarily by higher plywood, EWP, and lumber prices, as well as higher EWP and plywood sales volumes, offset partially by higher wood fiber costs.

In our Building Materials Distribution segment, we reported EBITDA of $20.1 million for the three months ended September 30, 2013 and $35.8 million for the nine months ended September 30, 2013 as compared to $12.6 million for the three months ended September 30, 2012 and $24.8 million for the nine months ended September 30, 2012. The EBITDA improvement for both comparative periods was driven primarily by higher gross margin dollars and positive expense leverage from higher sales.

At September 30, 2013, we had $25.0 million of borrowings outstanding on our $350.0 million revolving credit facility and our unused borrowing capacity on the facility, net of $10.2 million of letters of credit, was $274.7 million.

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	Three Months Ended September 30		Nine Months Ended September 30	
	2012	2013	2012	2013
	(in millions)			
Segment sales				
Wood Products	$ 259.8	$ 283.2	$ 712.7	$ 832.8
Building Materials Distribution	605.2	721.5	1,637.2	1,984.1
Intersegment eliminations	(100.4)	(126.7)	(265.4)	(341.8)
Total sales	$ 764.6	$ 878.0	$ 2,084.5	$ 2,475.2
Net income	$ 23.5	$ 15.9	$ 40.2	$ 107.1
Adjusted net income(1)	$ 23.5	$ 15.9	$ 40.2	$ 38.4
Segment EBITDA(2)				
Wood Products	$ 28.6	$ 24.6	$ 67.0	$ 81.2
Building Materials Distribution	12.6	20.1	24.8	35.8
Corporate and Other	(4.4)	(5.2)	(12.3)	(13.8)
Total EBITDA(3)	$ 36.8	$ 39.5	$ 79.6	$ 103.2
Total cash and cash equivalents	$ 224.4	$ 157.0	$ 224.4	$ 157.0
Total debt	$ 219.6	$ 326.7	$ 219.6	$ 326.7

(1)

First quarter 2013 includes $68.7 million of income tax benefit associated with recording net deferred tax assets upon our conversion from a limited liability company to a corporation. The following table reconciles net income to adjusted net income for the nine months ended September 30, 2013 and 2012. We believe adjusted net income is useful to investors because it presents a more transparent view of our recurring operating performance without the impact of this one-time deferred tax benefit.

	Nine Months Ended September 30	
	2012	2013
	(in millions)	
Net income (GAAP basis)	$ 40.2	$ 107.1
Impact of deferred tax benefit		(68.7)
Adjusted net income (non-GAAP basis)	$ 40.2	$ 38.4

(2)

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 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

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

Adjusted EBITDA is not shown for the periods presented in this " Financial Results for the Three and Nine Months Ended September 30, 2013" because there were no unusual items applicable to such periods.

(3)

The following is a reconciliation of net income to EBITDA:

	Three Months Ended September 30		Nine Months Ended September 30	
	2012	2013	2012	2013
	(in millions)			
Net income	$ 23.5	$ 15.9	$ 40.2	$ 107.1
Interest, net	4.8	5.1	14.2	14.6
Income tax provision (benefit)	0.1	9.6	0.2	(44.7)
Depreciation and amortization	8.5	9.0	24.9	26.2
EBITDA	$ 36.8	$ 39.5	$ 79.6	$ 103.2

Acquisition of Chester Wood Products and Moncure Plywood

On September 30, 2013, we completed the acquisition of the Southeast operations of Wood Resources LLC for an aggregate purchase price of $102.0 million paid in cash (subject to a working capital adjustment). These operations consist of two plywood manufacturing facilities located in North Carolina and South Carolina. We acquired these operations through the acquisition of 100% of the equity interests of Chester Wood Products LLC and Moncure Plywood LLC. The acquired companies generated approximately $141 million of sales and approximately $24 million of EBITDA for the LTM period on a stand-alone, combined basis. Chester Wood Products, based in Chester, South Carolina, produces softwood plywood panels and veneer for a variety of end-use markets. The approximate annual plywood production capacity at the Chester facility is 320 million square feet. Moncure Plywood, based in Moncure, North Carolina, is a flexible specialty plywood mill that produces both hardwood and softwood panels. The approximate annual plywood production capacity at the Moncure facility is 150 million square feet. We believe the acquisition of these plywood facilities will significantly expand our access to plywood and veneer in the Southeastern U.S. to support increases in our EWP production as needed. These plywood manufacturing facilities benefit from close geographic proximity to good timber resources, which we believe will allow us to cost efficiently produce and sell plywood and veneer in this region. We financed the acquisition with $77.0 million of cash on hand and a $25.0 million draw under the Revolving Credit Facility. There can be no assurance that the acquisition will produce the anticipated benefits. See "Risk Factors Risks Relating to Our Business Our growth strategy includes pursuing strategic acquisitions. We may be unable to integrate efficiently acquired operations or complete successfully potential acquisitions." See "Unaudited Pro Forma Condensed Combined Financial Information" for pro forma financial statements giving effect to the acquisition of Chester Wood Products LLC and Moncure Plywood LLC.

On October 1, 2013, Chester Wood Products LLC and Moncure Plywood LLC, entered into a supplemental indenture to the indenture governing the notes and became guarantors of the notes.

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Share Repurchase and Secondary Offering

On July 30, 2013, we repurchased 3,864,062 shares of Boise Cascade common stock from Boise Cascade Holdings, L.L.C., our principal stockholder ("BC Holdings"), for $100.0 million. The share repurchase closed concurrently with the closing of an underwritten public secondary offering in which BC Holdings sold 10,000,000 shares of Boise Cascade common stock. The per share price we paid in the share repurchase equaled the net per share price paid by the underwriters in the secondary offering. Boise Cascade did not receive any proceeds from the sale of common stock. We funded the share repurchase from cash on hand. See "Certain Relationships and Related Party Transactions Share Repurchase and Secondary Offering."

Amendment to Revolving Credit Facility

On August 15, 2013, we entered into an amendment to the credit agreement governing our Revolving Credit Facility to, among other things, increase the aggregate commitments under the Revolving Credit Facility to $350.0 million from $300.0 million, extend the maturity date of the Revolving Credit Facility to July 31, 2018, reduce the spread for calculating interest rates payable on outstanding borrowings, and gain additional flexibility under certain covenants contained within the Revolving Credit Facility. See "Description of Revolving Credit Facility."

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Corporate Structure

The following chart reflects certain relevant aspects of our corporate structure and principal indebtedness as of June 30, 2013, after giving effect to the issuance of the Outstanding Notes, the share repurchase, the secondary offering and the acquisition of Chester Wood Products LLC and Moncure Plywood LLC as described under " Recent Developments Share Repurchase and Secondary Offering" and " Acquisition of Chester Wood Products and Moncure Plywood":

(1) BC Holdings is controlled by Forest Products Holdings, L.L.C. ("FPH"), which is controlled by an investment fund managed by Madison Dearborn Partners, LLC ("Madison Dearborn").

(2) At June 30, 2013, we did not have any outstanding borrowings under the Revolving Credit Facility other than outstanding letters of credit of approximately $9.3 million, which reduced our borrowing capacity under the Revolving Credit Facility by an equivalent amount. As discussed in " Recent Developments Amendment to Revolving Credit Facility," we amended our Revolving Credit Facility to, among other things, increase the lending commitments thereunder from $300.0 million to $350.0 million. On September 30, 2013, we borrowed $25.0 million under the Revolving Credit Facility to partially fund our acquisition of Chester Wood Products and Moncure Plywood as described in " Recent Developments Acquisition of Chester Wood Products and Moncure Plywood."

(3) The notes are guaranteed by each of Boise Cascade's existing and future direct or indirect domestic subsidiaries that is a guarantor or co-borrower under the Revolving Credit Facility. For both the six months ended June 30, 2013 and the year ended December 31, 2012, after giving pro forma effect to (i) the repurchase of 3,864,062 shares of Boise Cascade common stock from BC Holdings, (ii) the issuance of the Outstanding Notes and (iii) the acquisition of Chester Wood Products LLC and Moncure Plywood LLC (as if such transactions had occurred on January 1, 2012), the issuer and the guarantors would have represented 99.6% of our consolidated net revenue after elimination of intercompany sales. As of June 30, 2013, after giving pro forma effect

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to the transactions described in the prior sentence (as if such transactions had occurred on June 30, 2013), the issuer and the guarantors would have represented 98.6% of our consolidated total assets and 99.7% of our consolidated total liabilities, after elimination of intercompany balances. The consolidated financial statements of Boise Cascade included elsewhere in this prospectus include a footnote setting forth consolidating financial information for Boise Cascade, the guarantors and the non-guarantor subsidiaries for each of these periods. See Note 18, "Consolidating Guarantor and Nonguarantor Financial Information," to our audited consolidated financial statements, Note 14, "Consolidating Guarantor and Nonguarantor Financial Information," to our unaudited consolidated financial statements and "Unaudited Pro Forma Condensed Combined Financial Information," each of which is included elsewhere in this prospectus.

(4) This chart does not reflect certain foreign indirect subsidiaries of Boise Cascade Wood Products, L.L.C. that conduct operations or own assets in Canada, Chile and the United Kingdom. None of these subsidiaries guarantees the notes.

Corporate Information

We were formed under the name Boise Cascade, L.L.C., a Delaware limited liability company, in October 2004 in connection with our acquisition of OfficeMax's forest products and paper assets. On February 4, 2013, we converted from a limited liability company into a Delaware corporation and became Boise Cascade Company. We completed our initial public offering on February 11, 2013 and our common stock is traded on the NYSE under the symbol "BCC."

Our principal executive offices are located at 1111 West Jefferson Street, Suite 300, Boise, Idaho 83702. Our telephone number at that location is (208) 384-6161. Our website address is *www.bc.com*. The reference to our website is a textual reference only. We do not incorporate the information on our website into this prospectus and you should not consider any information on, or that can be accessed through, our website as part of this prospectus.

Madison Dearborn

BC Holdings is controlled by FPH, an entity controlled by an investment fund managed by Madison Dearborn. Madison Dearborn, based in Chicago, is an experienced private equity investment firm that has raised over $18 billion of capital. Since its formation in 1992, Madison Dearborn's investment funds have invested in approximately 125 companies across a broad spectrum of industries, including basic industries; business and government services; consumer; financial services; healthcare; and telecom, media and technology services. Madison Dearborn's objective is to invest in companies with strong competitive characteristics that it believes have the potential for significant long-term equity appreciation. To achieve this objective, Madison Dearborn seeks to partner with outstanding management teams that have a solid understanding of their businesses as well as track records of building stockholder value. As of October 21, 2013, BC Holdings beneficially owned 40.2% of our common stock.

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Summary of the Exchange Offer

The summary below describes the principal terms of the Exchange Offer. Certain of the terms and conditions described below are subject to important limitations and exceptions. The "Description of the Exchange Offer" section of this prospectus contains a more detailed description of the terms and conditions of the Exchange Offer.

Initial Offering of Outstanding Notes	On August 15, 2013, we sold, through a private placement exempt from the registration requirements of the Securities Act, $50,000,000 of our $6^{3}/_{8}$% senior notes due 2020 (the "Outstanding Notes"), all of which are eligible to be exchanged for Exchange Notes. The Outstanding Notes were issued as additional notes under the indenture governing our $6^{3}/_{8}$% senior notes due 2020. We originally issued $250,000,000 principal aggregate amount of the notes in October 22, 2012 (the "initial notes"). The initial notes have been exchanged for notes registered under the Securities Act. When this Exchange Offer is completed and the Outstanding Notes are exchanged for the Exchange Notes, they will trade fungibly with the initial notes and will be treated as a single class with the initial notes.
Registration Rights Agreement	Simultaneously with the initial offering of the Outstanding Notes, we entered into a registration rights agreement with the initial purchasers of the Outstanding Notes (the "Registration Rights Agreement"). Under the Registration Rights Agreement, we are required to file a registration statement with the SEC for substantially identical debt securities (and related guarantees), which will be issued in exchange for the Outstanding Notes. You may exchange your Outstanding Notes for Exchange Notes in this Exchange Offer. You should read the discussion under the headings " Summary of Terms of the Exchange Notes," "Exchange Offer" and "Description of the Exchange Notes" for further information regarding the Exchange Notes.
Exchange Notes Offered	$50,000,000 aggregate principal amount of $6^{3}/_{8}$% senior notes due 2020.
Exchange Offer	We are offering to exchange the Outstanding Notes for a like principal amount at maturity of the Exchange Notes. Outstanding Notes may be exchanged only in denominations of $2,000 and integral multiples of $1,000 in excess thereof. The Exchange Offer is being made pursuant to the Registration Rights Agreement which grants the initial purchasers and any subsequent holders of the Outstanding Notes certain exchange and registration rights. This Exchange Offer is intended to satisfy those exchange and registration rights with respect to the Outstanding Notes. After the Exchange Offer is complete, you will no longer be entitled to any exchange or registration rights with respect to your Outstanding Notes.

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Expiration Date; Withdrawal of Tender	The Exchange Offer will expire at 11:59 p.m., New York City time, on November 26, 2013, or a later time if we choose to extend the Exchange Offer in our sole and absolute discretion. You may withdraw your tender of Outstanding Notes at any time prior to the expiration date. All Outstanding Notes that are validly tendered and not validly withdrawn will be exchanged. Any Outstanding Notes not accepted by us for exchange for any reason will be returned to you at our expense as promptly as possible after the expiration or termination of the Exchange Offer.
Broker-Dealer	Each broker-dealer acquiring Exchange Notes issued for its own account in exchange for Outstanding Notes, which it acquired through market-making activities or other trading activities, must acknowledge that it will deliver a proper prospectus when any Exchange Notes issued in the Exchange Offer are transferred. A broker-dealer may use this prospectus for an offer to resell, a resale or other retransfer of the Exchange Notes issued in the Exchange Offer.
Prospectus Recipients	We mailed this prospectus and the related Exchange Offer documents to registered holders of the Outstanding Notes as of October 28, 2013.
Conditions to the Exchange Offer	Our obligation to accept for exchange, or to issue the Exchange Notes in exchange for, any Outstanding Notes is subject to certain customary conditions, including our determination that the Exchange Offer does not violate any law, statute, rule, regulation or interpretation by the staff of the SEC or any regulatory authority or other foreign, federal, state or local government agency or court of competent jurisdiction, some of which may be waived by us. We currently expect that each of the conditions will be satisfied and that no waivers will be necessary. See "Exchange Offer Conditions to the Exchange Offer."
Procedures for Tendering Outstanding Notes Held in the Form of Book-Entry Interests	The Outstanding Notes were issued as global securities and were deposited upon issuance with U.S. Bank National Association, as custodian for The Depository Trust Company ("DTC"). Beneficial interests in the Outstanding Notes, which are held by direct or indirect participants in DTC, are shown on, and transfers of the Outstanding Notes can only be made through, records maintained in book-entry form by DTC.

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You may tender your Outstanding Notes by instructing your broker or bank where you keep the Outstanding Notes to tender them for you. In some cases you may be asked to submit the letter of transmittal that may accompany this prospectus. By tendering your Outstanding Notes you will be deemed to have acknowledged and agreed to be bound by the terms set forth under "Exchange Offer." Your Outstanding Notes must be tendered in denominations of $2,000 and integral multiples of $1,000 in excess thereof.

In order for your tender of Outstanding Notes for Exchange Notes in the Exchange Offer to be considered valid, you must transmit to the exchange agent on or before 11:59 p.m., New York City time on the expiration date either:

an original or facsimile of a properly completed and duly executed copy of the letter of transmittal, which accompanies this prospectus, together with your Outstanding Notes and any other documentation required by the letter of transmittal, at the address provided on the cover page of the letter of transmittal; or

if the Outstanding Notes you own are held of record by DTC, in book-entry form and you are making delivery by book-entry transfer, a computer-generated message transmitted by means of the Automated Tender Offer Program System of DTC ("ATOP"), in which you acknowledge and agree to be bound by the terms of the letter of transmittal and which, when received by the exchange agent, forms a part of a confirmation of book-entry transfer. As part of the book-entry transfer, DTC will facilitate the exchange of your Outstanding Notes and update your account to reflect the issuance of the Exchange Notes to you. ATOP allows you to electronically transmit your acceptance of the Exchange Offer to DTC instead of physically completing and delivering a letter of transmittal to the exchange agent.

In addition, you must deliver, to the exchange agent on or before 11:59 p.m., New York City time on the expiration date, a timely confirmation of book-entry transfer of your Outstanding Notes into the account of the exchange agent at DTC if you are effecting delivery via book-entry transfer.

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Special Procedures for Beneficial Holders	If you are the beneficial owner of book-entry interests and your name does not appear on a security position listing of DTC as the holder of the book-entry interests or if you are a beneficial owner of Outstanding Notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender the book-entry interest or Outstanding Notes in the Exchange Offer, you should contact the person in whose name your book-entry interests or Outstanding Notes are registered promptly and instruct that person to tender on your behalf.
United States Federal Income Tax Considerations	The Exchange Offer should not result in any income, gain or loss to the holders of Outstanding Notes for United States federal income tax purposes. See "Certain United States Federal Income Tax Considerations."
Use of Proceeds	We will not receive any proceeds from the issuance of the Exchange Notes in the Exchange Offer.
Exchange Agent	U.S. Bank National Association is serving as the exchange agent for the Exchange Offer.
Shelf Registration Statement	In limited circumstances, holders of Outstanding Notes may require us to register their Outstanding Notes under a shelf registration statement.

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Consequences of Not Exchanging Outstanding Notes

If you do not exchange your Outstanding Notes in the Exchange Offer, your Outstanding Notes will continue to be subject to the restrictions on transfer currently applicable to the Outstanding Notes and will not trade fungibly with the initial notes or be treated as a single class with the initial notes. In general, you may offer or sell your Outstanding Notes only:

- if they are registered under the Securities Act and applicable state securities laws;
- if they are offered or sold under an exemption from registration under the Securities Act and applicable state securities laws; or
- if they are offered or sold in a transaction not subject to the Securities Act and applicable state securities laws.

We do not currently intend to register the Outstanding Notes under the Securities Act. Under some circumstances, however, holders of the Outstanding Notes, including holders who are not permitted to participate in the Exchange Offer or who may not freely resell Exchange Notes received in the Exchange Offer, may require us to file, and to cause to become effective, a shelf registration statement covering resales of Outstanding Notes by these holders. For more information regarding the consequences of not tendering your Outstanding Notes and our obligation to file a shelf registration statement, see "Exchange Offer Consequences of Failure to Exchange" and " Shelf Registration."

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Summary of Terms of the Exchange Notes

Issuer	Boise Cascade Company.
Securities	\$50,000,000 aggregate principal amount of $6^3/_8$% senior notes due 2020. The Outstanding Notes were issued as additional notes under the indenture governing the initial notes. The initial notes have been exchanged for notes registered under the Securities Act. When this Exchange Offer is completed and the Outstanding Notes are exchanged for the Exchange Notes, they will trade fungibly with the initial notes and will be treated as a single class with the initial notes.
Maturity	The Exchange Notes will mature on November 1, 2020.
Interest Rate	The Exchange Notes will bear interest at $6^3/_8$% per annum, payable semi-annually in cash in arrears on May 1 and November 1, commencing November 1, 2013.
Interest Payment Dates	No interest will be paid on either the Exchange Notes or the Outstanding Notes at the time of the exchange. The Exchange Notes will accrue interest from and including the last interest payment date on which interest has been paid on the Outstanding Notes, and, if no interest has been paid, the Exchange Notes will accrue interest since May 1, 2013. Accordingly, the holders of Outstanding Notes that are accepted for exchange will not receive accrued but unpaid interest on such Outstanding Notes at the time of tender. Rather, that interest will be payable on the Exchange Notes delivered in exchange for the Outstanding Notes on the first interest payment date after the expiration date of the Exchange Offer.
Ranking	The Exchange Notes and the related guarantees will be our general unsecured senior obligations and will: rank senior in right of payment to our existing and future indebtedness and other obligations that expressly provide for their subordination to the notes and the guarantees; rank equally in right of payment with all of our existing and future senior indebtedness; and be effectively subordinated to our secured indebtedness to the extent of the value of the collateral securing such indebtedness.

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Guarantees

The Exchange Notes will be fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by each of our existing and future direct or indirect domestic subsidiaries that is a guarantor or co-borrower under the Revolving Credit Facility. As of the date of this prospectus, all of our domestic Restricted Subsidiaries (as defined in the indenture governing the notes), guarantee the Outstanding Notes.

For both the six months ended June 30, 2013 and the year ended December 31, 2012 after giving pro forma effect to (i) the repurchase of 3,864,062 shares of Boise Cascade common stock from BC Holdings, (ii) the issuance of the Outstanding Notes and (iii) the acquisition of Chester Wood Products LLC and Moncure Plywood LLC (as if such transactions had occurred on January 1, 2012), the issuer and the guarantors would have represented 99.6% of consolidated net revenue after elimination of intercompany sales. As of June 30, 2013, after giving pro forma effect to the transactions described in the prior sentence (as if such transactions had occurred on June 30, 2013), the issuer and the guarantors would have represented 98.6% of consolidated total assets and 99.7% of our consolidated total liabilities, after elimination of intercompany balances. For additional information regarding the consolidating financial information for Boise Cascade, the guarantors and the nonguarantors for each of the periods presented, see Note 18, "Consolidating Guarantor and Nonguarantor Financial Information," to our audited consolidated financial statements and Note 14, "Consolidating Guarantor and Nonguarantor Financial Information," to our unaudited consolidated financial statements and "Unaudited Pro Forma Condensed Combined Financial Information," each of which is included elsewhere in this prospectus.

BC Holdings was a guarantor of the initial notes. In accordance with the indenture governing the notes, BC Holdings' guarantee of the initial notes was automatically released on February 6, 2013 in connection with the registration of Boise Cascade common stock under the Exchange Act and the listing of such stock on the New York Stock Exchange. As a result, BC Holdings is no longer a guarantor of the notes and will not guarantee the Exchange Notes.

On October 1, 2013, Chester Wood Products LLC and Moncure Plywood LLC, entered into a supplemental indenture to the indenture governing the notes and became guarantors of the notes.

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Optional Redemption	On or after November 1, 2015, we may redeem some or all of the Exchange Notes at any time at the redemption prices described in the section "Description of the Exchange Notes Optional Redemption," plus accrued and unpaid interest to the redemption date. We may also redeem some or all of the Exchange Notes before November 1, 2015 at a redemption price of 100% of the principal amount plus accrued and unpaid interest to the redemption date, plus an applicable premium. In addition, we may redeem up to 35% of the aggregate principal amount of the Exchange Notes before November 1, 2015 with the proceeds of certain equity offerings at a redemption price of 106.375% of the principal amount plus accrued and unpaid interest to the redemption date. At any time prior to May 1, 2014 we may redeem all of the Exchange Notes upon the occurrence of a change of control at a redemption price equal to 109% of the principal amount of the Exchange Notes redeemed, plus accrued and unpaid interest, if any, to the redemption date. See "Description of the Exchange Notes Optional Redemption."
Mandatory Offer to Repurchase; Change of Control and Asset Sales	If a change of control occurs, we must give holders of the Exchange Notes an opportunity to sell the Exchange Notes at a purchase price of 101% of the principal amount of such Exchange Notes, plus accrued and unpaid interest, to the date of repurchase. The term "change of control" is defined under "Description of the Exchange Notes Certain Definitions." If we or any of our restricted subsidiaries sell assets under certain circumstances, we will be required to make an offer to purchase the Exchange Notes at their face amount, plus accrued and unpaid interest, if any, to the date of repurchase. See "Description of the Exchange Notes Certain Covenants Limitation on Sales of Assets and Subsidiary Stock."
Certain Indenture Provisions	The indenture under which the Outstanding Notes were issued will govern the Exchange Notes. The indenture contains covenants that limit, among other things, our ability and the ability of some of our subsidiaries to:

- incur additional debt;
- declare or pay dividends, redeem stock or make other distributions to stockholders;
- make investments;
- create liens or use assets as security in other transactions;

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	merge or consolidate, or sell, transfer, lease or dispose of substantially all of our assets;
	enter into transactions with affiliates; and
	sell or transfer certain assets. If the notes are rated investment grade by the credit rating agencies, we and our restricted subsidiaries will no longer be subject to certain of these covenants and will become subject to certain other limitations. These covenants are subject to a number of important qualifications and limitations. See "Description of the Exchange Notes Certain Covenants Covenant Termination" and " Investment Grade Covenants."
Use of Proceeds	We will not receive any proceeds from the issuance of the Exchange Notes in the Exchange Offer.
Absence of an Established Market for the Exchange Notes	Once the Exchange Offer is completed, the Exchange Notes will trade fungibly with the initial notes, all of which have been exchanged for notes registered under the Securities Act. We cannot, however, assure you that a liquid market for the Exchange Notes will be developed or maintained or regarding your ability to sell the Exchange Notes or the price at which you would be able to sell the Exchange Notes.

Risk Factors

You should consider carefully all of the information included in this prospectus and, in particular, the information under the heading "Risk Factors" beginning on page 26 prior to deciding to tender your Outstanding Notes in the Exchange Offer.

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Summary Historical Consolidated Financial Data

The following tables set forth our summary consolidated historical financial data. You should read the information set forth below in conjunction with "Capitalization," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Unaudited Pro Forma Condensed Combined Financial Information" and our consolidated historical financial statements and notes thereto included elsewhere in this prospectus. The statements of operations data for each of the years ended December 31, 2010, 2011 and 2012 set forth below are derived from our audited consolidated financial statements included elsewhere in this prospectus. The statements of operations data for each of the six month periods ended June 30, 2012 and 2013 and the balance sheet data as of June 30, 2013 set forth below are derived from our unaudited quarterly consolidated financial statements included elsewhere in this prospectus and contain all adjustments, consisting of normal recurring adjustments, that management considers necessary for a fair presentation of our financial position and results of operations for the periods presented. See "Index to Consolidated Financial Statements." Operating results for the six-month periods are not necessarily indicative of results for a full financial year, or any other periods.

	Year Ended December 31			Six Months Ended June 30	
	2010	2011	2012	2012	2013
	(in thousands, except ratio)				
Statements of Operations Data					
Sales	$ 2,240,591	$ 2,248,088	$ 2,779,062	$ 1,319,886	$ 1,597,173
Costs and expenses(1)	2,253,753	2,275,134	2,715,931	1,293,492	1,550,316
Income (loss) from operations	(13,162)	(27,046)	63,131	26,394	46,857
Foreign exchange gain (loss)	352	(497)	37	(103)	(371)
Gain on repurchase of long-term debt(2)	28				
Interest expense	(21,005)	(18,987)	(21,757)	(9,631)	(9,672)
Interest income	790	407	392	194	124
	(19,835)	(19,077)	(21,328)	(9,540)	(9,919)
Income (loss) before income taxes	(32,997)	(46,123)	41,803	16,854	36,938
Income tax (provision) benefit(3)	(300)	(240)	(307)	(139)	54,310
Net income (loss)	$ (33,297)	$ (46,363)	$ 41,496	$ 16,715	$ 91,248
Other Financial Data					
Depreciation and amortization	$ 34,899	$ 37,022	$ 33,407	$ 16,457	$ 17,243
Capital expenditures(4)	35,751	39,319	29,741	13,307	14,042
EBITDA(5)	22,117	9,479	96,575	42,748	63,729
Adjusted EBITDA(5)	17,476	9,479	96,575	42,748	63,729
Adjusted net income (loss)(6)	(37,938)	(46,363)	41,496	16,715	22,582
Ratio of earnings to fixed charges(7)			2.51x	2.31x	3.92x

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	June 30, 2013	
	Actual	Pro Forma(8)
	(in thousands)	
Balance Sheet Data		
Cash and cash equivalents	$ 232,667	$ 106,392
Total current assets	845,385	733,006
Property and equipment, net	261,309	346,270
Total assets	1,194,615	1,178,444
Total long-term debt	250,000	326,750
Total stockholders' equity	461,962	361,962

(1) In 2010, costs and expenses include $4.6 million of income associated with receiving proceeds from a litigation settlement related to vendor product pricing. In 2011, costs and expenses include $3.8 million of expense related to the closure of a laminated beam plant and noncash asset write-downs.

(2) Represents gain on the repurchase of $8.6 million of our senior subordinated notes in 2010.

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

(4) 2011 includes $5.8 million of cash paid for the acquisition of a laminated beam and decking manufacturing plant in Homedale, Idaho. The year ended December 31, 2012 and the six months ended June 30, 2012 include $2.4 million for the acquisition of a sawmill in Arden, Washington.

(5) 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 GAAP and should not be considered as an alternative to net income (loss), income (loss) from operations, or any other performance measure derived in accordance with GAAP or as an alternative to cash flow from operating activities as a measure of our liquidity. The use of EBITDA instead of net income (loss) or segment income (loss) has limitations as an analytical tool, including the inability to determine profitability; the exclusion of interest expense, interest income and associated significant cash requirements; and the exclusion of depreciation and amortization, which represent unavoidable operating costs. Management compensates for the limitations of EBITDA by relying on our GAAP results. Our measure of EBITDA is not necessarily comparable to other similarly titled captions of other companies due to potential inconsistencies in the methods of calculation.

Adjusted EBITDA is defined as EBITDA before certain other unusual items, including gain on the repurchase of long-term debt and a litigation gain.

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

	Year Ended December 31			Six Months Ended June 30	
	2010	2011	2012	2012	2013
			(in millions)		
Net income (loss)	$ (33.3)	$ (46.4)	$ 41.5	$ 16.7	$ 91.2
Interest expense	21.0	19.0	21.8	9.6	9.7
Interest income	(0.8)	(0.4)	(0.4)	(0.2)	(0.1)
Income tax provision (benefit)(a)	0.3	0.2	0.3	0.1	(54.3)
Depreciation and amortization	34.9	37.0	33.4	16.5	17.2
EBITDA	$ 22.1	$ 9.5	$ 96.6	$ 42.7	$ 63.7
Gain on repurchase of long-term debt(b)	(0.0)				
Litigation gain(c)	(4.6)				
Adjusted EBITDA	$ 17.5	$ 9.5	$ 96.6	$ 42.7	$ 63.7

(a) See Note (3) above.

(b) See Note (2) above.

(c) See Note (1) above.

(6) Adjusted net income (loss) is defined as net income (loss) before certain unusual items. We believe adjusted net income (loss) is useful to investors because it provides a more meaningful means to evaluate our operating performance. Adjusted net income (loss), however, is not a measure of our financial performance under GAAP and should not be considered as an alternative to net income (loss), income (loss) from operations, or any other performance measure derived in accordance with GAAP. Our measure of adjusted net income (loss) is not necessarily comparable to other similarly titled captions of other companies due to potential inconsistencies in the methods of calculation.

The following is a reconciliation of net income (loss) to adjusted net income (loss):

	Year Ended December 31			Six Months Ended June 30	
	2010	2011	2012	2012	2013
			(in millions)		
Net income (loss)	$ (33.3)	$ (46.4)	$ 41.5	$ 16.7	$ 91.2
Impact of deferred tax benefit(a)					(68.7)
Gain on repurchase of long-term debt(b)	(0.0)				
Litigation gain(c)	(4.6)				
Adjusted net income (loss)	$ (37.9)	$ (46.4)	$ 41.5	$ 16.7	$ 22.6

(a) See Note (3) above.

(b)

See Note (2) above.

(c)

See Note (1) above.

(7)

For purposes of calculating the ratio of earnings to fixed charges, earnings consist of earnings before provision for income taxes plus fixed charges. Fixed charges consist of interest expensed and capitalized, the amortization of capitalized expenses related to indebtedness and estimated interest within rental expense. Earnings were insufficient to cover fixed charges for the years ended December 31, 2010 and 2011 by $33.0 million and $46.1 million, respectively.

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(8) The pro forma balance sheet data as of June 30, 2013 gives effect to the repurchase for cash of shares of Boise Cascade common stock from BC Holdings on July 30, 2013 for approximately $100.0 million as described in " Recent Developments Share Repurchase and Secondary Offering," the issuance of the Outstanding Notes (including the debt issue premium but excluding the receipt of accrued interest on such notes from May 1, 2013), and the acquisition of Chester Wood Products LLC and Moncure Plywood LLC as described in " Recent Developments Acquisition of Chester Wood Products and Moncure Plywood," as if such transactions were completed on June 30, 2013. See "Unaudited Pro Forma Condensed Combined Financial Information" for pro forma financial statements giving effect to the acquisition of Chester Wood Products LLC and Moncure Plywood LLC.

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RISK FACTORS

Investing in the notes and participating in the Exchange Offer are subject to a number of important risks and uncertainties, some of which are described below. Any of the following risks could materially and adversely affect our business, cash flows, financial condition or results of operations. In such a case, you may lose all or part of your investment in the notes.

You should carefully consider the following factors in addition to the other information included in this prospectus before deciding to invest in the notes or to participate in the Exchange Offer.

Risks Relating to the Exchange Offer

Because there is no public market for the Exchange Notes, you may not be able to resell your notes.

The Exchange Notes will be registered under the Securities Act and will constitute a single issue of securities with the initial notes, which have been exchanged for notes registered under the Securities Act. Notwithstanding the foregoing, there can be no assurance as to:

- the maintenance or liquidity of any trading market that may develop;
- the ability of holders to sell their Exchange Notes; or
- the price at which the holders would be able to sell their Exchange Notes.

If a trading market were to develop or be maintained, the Exchange Notes may trade at higher or lower prices than their principal amount or purchase price, depending on many factors, including prevailing interest rates, the market for similar securities and our financial performance.

We offered the Outstanding Notes in reliance upon an exemption from registration under the Securities Act and applicable state securities laws. Therefore, the Outstanding Notes may be transferred or resold only in a transaction registered under or exempt from the Securities Act and applicable state securities laws. We are conducting the Exchange Offer pursuant to an effective registration statement, whereby we are offering to exchange the Outstanding Notes for substantially identical notes that you will be able to trade without registration under the Securities Act provided you are not one of our affiliates. We cannot assure you that the Exchange Offer will be conducted in a timely fashion. Moreover, we cannot assure you that an active or liquid trading market for the Exchange Notes will develop or be maintained. For more information, see "Exchange Offer."

You must comply with the Exchange Offer procedures in order to receive new, freely tradable Exchange Notes.

Delivery of Exchange Notes in exchange for Outstanding Notes tendered and accepted for exchange pursuant to the Exchange Offer will be made only in compliance with the procedures set forth in "Exchange Offer Procedures for Tendering Outstanding Notes." We are not required to notify you of defects or irregularities in tenders of Outstanding Notes for exchange. Exchange Notes that are not tendered or that are tendered but we do not accept for exchange will, following consummation of the Exchange Offer, continue to be subject to the existing transfer restrictions under the Securities Act and, upon consummation of the Exchange Offer, certain registration and other rights under the Registration Rights Agreement will terminate. See "Exchange Offer Procedures for Tendering Outstanding Notes" and "Exchange Offer Consequences of Failure to Exchange."

Holders of Outstanding Notes who fail to exchange their Outstanding Notes in the Exchange Offer will continue to be subject to restrictions on transfer.

If you do not exchange your Outstanding Notes for Exchange Notes in the Exchange Offer, you will continue to be subject to the restrictions on transfer applicable to the Outstanding Notes. The restrictions on transfer of your Outstanding Notes arise because we issued the Outstanding Notes under

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exemptions from, or in transactions not subject to, the registration requirements of the Securities Act and applicable state securities laws. In general, you may only offer or sell the Outstanding Notes if they are registered under the Securities Act and applicable state securities laws, or offered and sold under an exemption from these requirements. We do not plan to register the Outstanding Notes that are not exchanged pursuant to the Exchange Offer under the Securities Act. In addition, the initial notes were exchanged for notes registered under the Securities Act and when this Exchange Offer is completed and the Outstanding Notes are exchanged for the Exchange Notes, they will trade fungibly with the initial notes and will be treated as a single class with the initial notes. If you do not exchange the Outstanding Notes for Exchange Notes in the Exchange Offer, your Outstanding Notes will continue to trade separately from the Exchange Notes and the initial notes. For further information regarding the consequences of tendering your Outstanding Notes in the Exchange Offer, see the discussion herein under the caption "Exchange Offer Consequences of Failure to Exchange."

Some holders who exchange their Outstanding Notes may be deemed to be underwriters, and these holders will be required to comply with the registration and prospectus delivery requirements in connection with any resale transaction.

If you exchange your Outstanding Notes in the Exchange Offer for the purpose of participating in a distribution of the Exchange Notes, you may be deemed to have received restricted securities and, if so, will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction.

Risks Relating to the Notes

Our substantial level of debt could adversely affect our financial condition and prevent us from fulfilling our obligations under the notes.

As of June 30, 2013, after giving pro forma effect to the amendment to the Revolving Credit Facility (as described in "Prospectus Summary Recent Developments Amendment to Revolving Credit Facility"), the issuance of the Outstanding Notes, and the acquisition of Chester Wood Products LLC and Moncure Plywood LLC (as described in "Prospectus Supplement Recent Developments Acquisition of Chester Wood Products and Moncure Plywood"), we would have had approximately $325.0 million of total debt outstanding and up to $296.7 million of additional secured borrowing capacity under the Revolving Credit Facility, net of approximately $10.2 million of outstanding letters of credit and the limitations of the borrowing base set forth therein. We may also incur additional indebtedness in the future. Our high level of debt could have important consequences to the holders of the notes, including the following:

- making it more difficult for us to satisfy our obligations with respect to the notes and their other debt;
- requiring a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions and other general corporate purposes;
- limiting our ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements;
- increasing our vulnerability to general adverse economic and industry conditions;
- exposing us to the risk of increased interest rates as certain of our borrowings are at variable rates of interest;
- limiting our flexibility in planning for and reacting to changes in the industry in which we compete;

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- placing us at a disadvantage compared to other, less leveraged competitors; and
- increasing our cost of borrowing.

Our ability to service our indebtedness will depend on our future performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors. Some of these factors are beyond our control. If we cannot service our indebtedness and meet our other obligations and commitments, we might be required to refinance our debt or to dispose of assets to obtain funds for such purpose. We cannot assure you that refinancing or asset dispositions could be effected on a timely basis or on satisfactory terms, if at all, or would be permitted by the terms of our debt instruments.

Despite our high level of indebtedness, we will still be able to incur significant additional amounts of debt, which could further exacerbate the risks associated with our substantial indebtedness.

We may be able to incur substantial additional debt in the future. After giving effect to the issuance of the Outstanding Notes, the amendment to the Revolving Credit Facility (as described in "Prospectus Summary Recent Developments Amendment to Revolving Credit Facility"), and the acquisition of Chester Wood Products LLC and Moncure Plywood LLC (as described in "Prospectus Supplement Recent Developments Acquisition of Chester Wood Products and Moncure Plywood"), we would have had up to $314.8 million available for borrowing under the Revolving Credit Facility net of $10.2 million of outstanding letters of credit on a pro forma basis and subject to the borrowing base formula based on levels of eligible receivables and inventory. Although the indenture governing the notes and the Revolving Credit Facility contain restrictions on the incurrence of additional debt, these restrictions are subject to a number of significant qualifications and exceptions, and under certain circumstances, the amount of debt that could be incurred in compliance with these restrictions could be substantial. In addition, the indenture governing the notes and the Revolving Credit Facility will not prevent us from incurring other obligations that do not constitute indebtedness under those agreements. If new debt is added to our existing debt levels, the risks associated with our substantial indebtedness described above, including our possible inability to service our debt, will increase.

The Revolving Credit Facility and the indenture governing the notes impose significant operating and financial restrictions on our company and our subsidiaries, which may prevent us from capitalizing on business opportunities.

The Revolving Credit Facility and the indenture governing the notes impose significant operating and financial restrictions on us. These restrictions limit our ability, among other things, to:

- incur additional indebtedness or enter into sale and leaseback financings;
- pay certain dividends or make certain distributions on our capital stock or repurchase or redeem our capital stock;
- make certain capital expenditures;
- make certain loans, investments or other restricted payments;
- place restrictions on the ability of our subsidiaries to pay dividends or make other payments to us;
- engage in transactions with stockholders or affiliates;
- sell certain assets or engage in mergers, acquisitions and other business combinations;
- amend or otherwise alter the terms of our indebtedness;

guarantee indebtedness or incur other contingent obligations; and

create liens.

The Revolving Credit Facility also provides that if an event of default occurs or excess availability thereunder drops beneath a threshold amount equal to 10% of the aggregate commitments thereunder or $35 million (and until such time as excess availability for two consecutive fiscal months exceeds that threshold amount and no event of default has occurred and is continuing), we will be required to maintain a monthly minimum fixed charge coverage ratio of 1.0:1.0, determined on a trailing twelve-month basis. Our ability to comply with this covenant is dependent on our future performance, which will be subject to many factors, some of which are beyond our control.

As a result of these covenants and restrictions, we will be limited as to how we conduct our business and we may be unable to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities. The terms of any future indebtedness we may incur could include more restrictive covenants. We cannot assure you that we will be able to maintain compliance with these covenants in the future and, if we fail to do so, that we will be able to obtain waivers from the lenders or noteholders and/or amend any of these covenants.

If there were an event of default under any of our debt instruments that was not cured or waived, the holders of the defaulted debt could terminate their commitments thereunder and cause all amounts outstanding with respect to such indebtedness to be due and payable immediately, which in turn could result in cross defaults under our other debt instruments, including the notes. We cannot assure you that our assets or cash flow would be sufficient to fully repay borrowings under our outstanding debt instruments if accelerated upon an event of default. Further, if we defaulted on secured indebtedness and we were unable to repay, refinance or restructure that indebtedness, the holders of that debt could proceed against the collateral securing that indebtedness. If we are not able to refinance debt that has been accelerated, we may be forced into bankruptcy or liquidation, and we may not be able to repay our obligations under the notes in such an event.

Boise Cascade is a holding company, and therefore its ability to repay its indebtedness, including the notes, is dependent on the cash flow generated by its subsidiaries and their ability to make distributions to Boise Cascade.

Boise Cascade is a holding company with no significant operations or material assets other than the capital stock of its subsidiaries. As a result, its ability to repay its indebtedness, including the notes, is dependent on the generation of cash flow by its subsidiaries and their ability to make such cash available to Boise Cascade, by dividend, debt repayment or otherwise. The requirement of the subsidiaries to make these payments may be rendered unenforceable for the reasons described herein and will be subject to, among other things, applicable state laws.

We may be unable to service our indebtedness, including the notes.

Our ability to make scheduled payments on and to refinance our indebtedness, including the notes, depends on and is subject to our financial and operating performance, which in turn is affected by general and regional economic, financial, competitive, business and other factors beyond our control, including the availability of financing in banking and capital markets. We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us in an amount sufficient to enable us to service our debt, including the notes, to refinance our debt or to fund our other liquidity needs. If we are unable to meet our debt service obligations or to fund our other liquidity needs, we will need to restructure or refinance all or a portion of our debt, including the notes, which could cause us to default on our debt obligations and impair our liquidity. Any refinancing of our indebtedness could be at higher interest rates and may require us to comply with more onerous covenants that could further restrict our business operations. In addition, any failure to make scheduled payments of interest and principal on our outstanding indebtedness would likely result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness on commercially reasonable terms or at all. Our inability to generate sufficient cash flow to satisfy our debt service obligations, or to refinance or restructure our obligations on commercially reasonable terms or at all, would have an adverse effect, which could be material, on our business, financial condition and results of operations, as well as on our ability to satisfy our obligations in respect of the notes.

The notes are structurally subordinated to all liabilities of our subsidiaries that are not guarantors of the notes and will be effectively subordinated to our secured indebtedness.

The notes are our general unsecured senior obligations and rank equally in right of payment to any of our future senior indebtedness. They are effectively subordinated to any of our existing or future secured indebtedness (including the Revolving Credit Facility), to the extent of the value of the collateral securing such indebtedness, and are structurally subordinated to all of the existing and future indebtedness of our foreign subsidiaries. As a result, you will not have any claim as a creditor against any of these subsidiaries or any future subsidiaries that are not guarantors of the notes. The indenture governing the notes, subject to some limitations, permits these entities to incur additional indebtedness and does not contain any limitation on the amount of other liabilities, such as trade payables, that may be incurred by these entities. Debt and other liabilities, including trade payables, whether secured or unsecured, of those subsidiaries will be effectively senior to your claims against those subsidiaries.

Because each guarantor's liability under its guarantee may be reduced to zero, avoided or released under certain circumstances, you may not receive any payments from some or all of the guarantors.

You have the benefit of the guarantees of the guarantors. However, the guarantees by the guarantors are limited to the maximum amount that the guarantors are permitted to guarantee under applicable law. As a result, a guarantor's liability under its guarantee could be reduced to zero, depending upon the amount of other obligations of such guarantor. Further, under the circumstances discussed more fully below, a court under federal or state fraudulent conveyance and transfer statutes could avoid the obligations under a guarantee or further subordinate it to all other obligations of the guarantor. In addition, you will lose the benefit of a particular guarantee if it is released under certain circumstances described under "Description of the Exchange Notes Guarantees."

Boise Cascade may be unable to purchase the notes upon a change of control, and the change of control provision in the indenture may not afford you certain protections against certain corporate events.

Upon the occurrence of specified kinds of change of control events, Boise Cascade will be required to offer to repurchase all outstanding notes at a price equal to 101% of the principal amount of the notes, together with accrued and unpaid interest to the date of repurchase. However, it is possible that we will not have sufficient funds at the time of the change of control to make the required repurchase of the notes. If Boise Cascade is required to repurchase the notes, we would probably require third party financing. We cannot be sure that we would be able to obtain third party financing on acceptable terms, or at all.

One of the circumstances under which a change of control may occur is upon the sale or disposition of all or substantially all of our assets. However, the phrase "all or substantially all" will likely be interpreted under applicable state law and will be dependent upon particular facts and circumstances. As a result, there may be a degree of uncertainty in ascertaining whether a sale or disposition of "all or substantially all" of our capital stock or assets has occurred, in which case, the ability of a holder of the notes to obtain the benefit of an offer to repurchase all of a portion of the notes held by such holder may be impaired. See "Description of the Exchange Notes Change of Control."

The change of control provision contained in the indenture governing the notes may not necessarily afford you protection in the event of certain important corporate events, including a

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reorganization, restructuring, merger or other similar transaction involving Boise Cascade that may adversely affect you, because such corporate events may not involve a shift in voting power or beneficial ownership or, even if they do, may not constitute a "change of control" as defined in the indenture. Except as described under "Description of the Exchange Notes Change of Control," the indenture does not contain provisions that require Boise Cascade to offer to repurchase or redeem the notes in the event of a reorganization, restructuring, merger, recapitalization or similar transaction.

The events that constitute a change of control are also events of default under the Revolving Credit Facility. These events permit the lenders under the Revolving Credit Facility to accelerate the indebtedness outstanding thereunder. If Boise Cascade is required to repurchase the notes pursuant to a change of control offer and repay certain amounts outstanding under the Revolving Credit Facility if such indebtedness is accelerated, we are likely to require third- party financing. We cannot be sure that we would be able to obtain third- party financing on acceptable terms, or at all. If the indebtedness under the Revolving Credit Facility is not paid, the lenders thereunder may seek to enforce security interests in the collateral securing such indebtedness, thereby limiting our ability to raise cash to purchase the notes, and reducing the practical benefit of the offer to purchase provisions to the holders of the notes.

Federal and state fraudulent transfer laws permit a court to void the notes and the guarantees. If that occurs, you may not receive any payments on the notes.

The issuance of the notes and the guarantees may be subject to review under federal and state fraudulent transfer and conveyance statutes. While the relevant laws may vary from state to state, under these laws the payment of consideration will be a fraudulent conveyance if (1) Boise Cascade paid the consideration with the intent of hindering, delaying or defrauding creditors or (2) Boise Cascade or any guarantor, as applicable, received less than reasonably equivalent value or fair consideration in return for issuing either the notes or a guarantee and, in the case of (2) only, any of the following is also true:

- Boise Cascade or any guarantor was insolvent or rendered insolvent by reason of the incurrence of the indebtedness;
- payment of the consideration left Boise Cascade or any guarantor with an unreasonably small amount of capital to carry on the business; or
- Boise Cascade or any guarantor intended to, or believed that it would, incur debts beyond its ability to pay as they mature.

If a court were to find that the issuance of the notes or a guarantee was a fraudulent conveyance, the court could void the payment obligations under the notes or guarantee or subordinate the notes or guarantee to current and future debt that Boise Cascade or the guarantors may owe, or require the holders of the notes to repay any amounts received with respect to the notes or guarantee.

In the event of a finding that a fraudulent conveyance occurred, you may not receive any repayment on the notes. Further, the avoidance of payments on the notes could result in an event of default with respect to our other debt, which could result in acceleration of such other debt.

Generally, an entity would be considered insolvent if, at the time it incurred debt:

- the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all its assets;
- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts and liabilities, including contingent liabilities, as they become absolute and mature; or
- it could not pay its debts as they become due.

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We cannot be certain as to the standards a court would use to determine whether or not Boise Cascade or the guarantors were solvent at the relevant time, or, regardless of the standard that a court were to use, that the issuance of the notes and the guarantees would not be subordinated to Boise Cascade's or any guarantor's other debt.

If the guarantees were legally challenged, any guarantee could also be subject to the claim that, since the guarantee was incurred for Boise Cascade's benefit, and only indirectly for the benefit of the guarantor, the obligations of the applicable guarantor were incurred for less than fair consideration. A court could thus void the obligations under the guarantees, subordinate them to the applicable guarantor's other debt or take other action detrimental to the holders of the notes.

If the notes are rated investment grade by both Standard & Poor's and Moody's, Boise Cascade and its restricted subsidiaries will not be subject to certain covenants contained in the indenture governing the notes, and you will lose the protection of these covenants unless and until the notes subsequently fall back below investment grade.

Boise Cascade and its restricted subsidiaries will not be subject to certain covenants in the indenture governing the notes once the notes are rated investment grade by both Standard & Poor's Rating Services and Moody's Investors Service, Inc. These covenants restrict, among other things, Boise Cascade's and its restricted subsidiaries' ability to:

- incur additional indebtedness or issue preferred stock;
- make distributions or other restricted payments;
- sell capital stock or other assets;
- engage in transactions with affiliates; and
- designate Boise Cascade's subsidiaries as unrestricted.

Because these restrictions will not apply once the notes are rated investment grade, Boise Cascade will be able to incur additional debt and consummate transactions that may impair its ability to satisfy its obligations with respect to the notes. In addition, Boise Cascade will not have to make certain offers to repurchase the notes.

Madison Dearborn's interests may conflict with yours.

BC Holdings, an entity controlled by an investment fund managed by Madison Dearborn, beneficially owns approximately 40.2% of our outstanding common stock. As a result, Madison Dearborn is in a position to control all matters affecting us, including decisions regarding extraordinary business transactions, fundamental corporate transactions, appointment of members of our management, election of directors and our corporate and management policies. The interests of Madison Dearborn could conflict with your interests. For example, if we encounter financial difficulties or are unable to pay our debts as they mature, the interests of Madison Dearborn might conflict with your interests as a holder of the notes. Madison Dearborn may also have an interest in pursuing acquisitions, divestitures, financings or other transactions that, in their judgment, could enhance their equity investments, even though such transactions might involve risks to you as a holder of the notes. See "Certain Relationships and Related Party Transactions."

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Risks Relating to Our Business

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

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

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

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

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

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

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

The building products distribution industry that our Building Materials Distribution segment competes in is highly fragmented and competitive, and the barriers to entry for local competitors are relatively low. Competitive factors in our industry include pricing and availability of product, service and delivery capabilities, ability to assist customers with problem solving, customer relationships, geographic coverage and breadth of product offerings. Also, financial stability is important to suppliers and customers in choosing distributors and allows for more favorable terms on which to obtain products from suppliers and sell products to customers. If our financial condition deteriorates in the future, our support from suppliers may be negatively affected.

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

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

Wood fiber is our principal raw material, which accounted for approximately 43% of the aggregate amount of materials, labor and other operating expenses (excluding depreciation), for our Wood Products segment in 2012. Wood fiber is a commodity and prices have been cyclical historically in response to changes in domestic and foreign demand and supply. Foreign demand for timber exports, particularly from China, increased timber costs in the western U.S. in 2010 and 2011 and negatively affected wood products manufacturers in the region. In 2012, China's demand for timber exports from the western U.S. declined from 2011 levels, but in the future we expect that the level of foreign demand for timber exports from the western U.S. will continue to fluctuate based on the economic activity in China and other Pacific Rim countries, currency exchange rates and the availability of timber supplies from other countries such as Canada, Russia and New Zealand. Sustained periods of high timber costs may impair the cost competitiveness of our manufacturing facilities.

We currently enjoy the benefit of supply agreements put in place in 2005 following the sale of our timberlands (or successor arrangements), under which we purchase timber at market based prices. For 2012, approximately 33% of our timber was supplied pursuant to agreements assumed by (or replacement master supply agreements with) Hancock Natural Resource Group, Inc. ("Hancock"), The Molpus Woodlands Group LLC ("Molpus") and Rayonier Louisiana Timberlands, LLC, a timberland real estate investment trust ("Rayonier"). The supply agreements with these parties terminate on December 31, 2014, subject to additional one-year extensions unless notice is provided to the other party at least six months prior to expiration of the applicable agreement. If a counterparty to these agreements elects not to continue these agreements or we are unable to renegotiate these agreements on terms that are acceptable to us, we would need to locate a replacement supplier for our timber requirements, which could include private purchases with other suppliers, open-market purchases and purchases from governmental sources. If we are unable to locate a replacement supplier in a particular region to satisfy our timber needs at satisfactory prices, it could have an adverse effect on our results of operations.

In 2012, we purchased approximately 21% of our timber from federal, state and local governments. In certain regions in which we operate, a substantial portion of our timber is purchased from governmental authorities. As a result, existing and future governmental regulation can affect our access to, and the cost of, such timber. Future domestic or foreign legislation and litigation concerning the use of timberlands, timber harvest methodologies, forest road construction and maintenance, the protection of endangered species, forest-based carbon sequestration, the promotion of forest health and the response to and prevention of catastrophic wildfires can affect timber and fiber supply from both government and private lands. Availability of harvested timber and fiber may be further limited by fire, insect infestation, disease, ice storms, windstorms, hurricanes, flooding and other natural and man-made causes, thereby reducing supply and increasing prices.

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

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

Our earnings may be negatively affected by the amount of income or expense we record for our pension plans. GAAP requires that we calculate income or expense for the plans using actuarial valuations. These valuations reflect assumptions relating to financial market and other economic conditions. Changes in key economic indicators can change the assumptions. The most significant year-end assumptions used to estimate pension expense are the discount rate and the expected long-term rate of return on plan assets. In addition, we are required to make an annual measurement of plan assets and liabilities, which may result in a significant change to equity through a reduction or increase to "Accumulated other comprehensive loss." A decline in the market value of the pension assets will increase our funding requirements. Our pension plan liabilities are sensitive to changes in interest rates. As interest rates decrease, the liabilities increase, potentially increasing benefit costs and funding requirements. Changes in demographics, including increased numbers of retirements or changes in life expectancy assumptions, may also increase the funding requirements of the obligations related to the pension plans. At December 31, 2012, the net underfunded status of our defined benefit pension plans was $192.5 million. If the status of our defined benefit plans continues to be underfunded, we anticipate significant future funding obligations, reducing the cash available for our business. For more discussion regarding how our financial statements can be affected by pension plan estimates, see "Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Estimates Pensions."

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

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

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

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

- equipment failure, particularly a press at one of our major EWP production facilities;
- fires, floods, earthquakes, hurricanes or other catastrophes;
- unscheduled maintenance outages;
- utility and transportation infrastructure disruptions;
- labor difficulties;
- other operational problems; or
- ecoterrorism or threats of ecoterrorism.

Any downtime or facility damage could prevent us from meeting customer demand for our products and/or require us to make unplanned capital expenditures. If our machines or facilities were

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to incur significant downtime, our ability to satisfy customer requirements would be impaired, resulting in lower sales and net income.

Because approximately 39% of our Wood Products sales in the LTM period, including approximately 73% of our EWP sales, were to our Building Materials Distribution business, a material disruption at our Wood Products facilities would also negatively impact our Building Materials Distribution business. We are therefore exposed to a larger extent to the risk of disruption to our Wood Products manufacturing facilities due to our vertical integration and the resulting impact on our Building Materials Distribution business.

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

Adverse conditions may increase the credit risk from our customers.

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

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

For the year ended December 31, 2012, our top ten customers represented approximately 29% of our sales, with one customer accounting for approximately 11% of sales. At December 31, 2012 and June 30, 2013, receivables from such customer accounted for approximately 14% and 16%, respectively, of total receivables. Although we believe that our relationships with our customers are strong, the loss of one or more of these customers could have a material adverse effect on our operating results, cash flow and liquidity.

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

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

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

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

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

From time to time, legislative bodies and environmental regulatory agencies may promulgate new regulatory programs imposing significant incremental operating costs or capital costs on us. In December 2012, the U.S. Environmental Protection Agency (the "EPA") finalized a revised series of four regulations commonly referred to collectively as Boiler MACT, which are intended to regulate the emission of hazardous air pollutants from industrial boilers. Facilities in our Wood Products segment will be subject to one or more of these regulations and must be in compliance with the applicable rules by early 2016. We are currently undertaking a complete review of the revised rules to assess how they will affect our operations. Even with the revised rules finalized, considerable uncertainty still exists, as there will likely be legal challenges to the final rules from industry and/or environmental organizations. Notwithstanding that uncertainty, we are proceeding with efforts to analyze the applicability and requirements of the regulations, including the capital and operating costs required to comply. At this time, we cannot accurately forecast the capital or operating cost changes that may result from compliance with the regulations.

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

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

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

As of October 13, 2013, we had approximately 5,210 employees. Approximately 27% of these employees work pursuant to collective bargaining agreements. As of October 13, 2013, we had nine collective bargaining agreements. Two agreements, covering 375 employees at our facility in Florien, Louisiana, and 283 employees at our facility in Oakdale, Louisiana, expired on July 15, 2013 but have been indefinitely extended by the parties, subject to either party submitting a ten-day written notice to terminate. We expect these two agreements to be negotiated together. If these agreements are not renewed or extended upon their expiration, we could experience a material labor disruption or significantly increased labor costs, which could prevent us from meeting customer demand or reduce our sales and profitability.

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

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

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

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

Our growth strategy includes pursuing strategic acquisitions. We may be unable to integrate efficiently acquired operations or complete successfully potential acquisitions.

We may not be able to integrate the operations of acquired businesses, including Chester Wood Products LLC and Moncure Plywood LLC, in an efficient and cost-effective manner or without significant disruption to our existing operations or realize expected synergies. Acquisitions involve significant risks and uncertainties, including uncertainties as to the future financial performance of the acquired business, difficulties integrating acquired personnel into our business, the potential loss of key employees, customers or suppliers, difficulties in integrating different computer and accounting systems, exposure to unknown or unforeseen liabilities of acquired companies, and the diversion of management attention and resources from existing operations. In the future, we may be unable to complete successfully potential acquisitions due to multiple factors, such as issues related to regulatory review of the proposed transactions. We may also be required to incur additional debt in order to consummate acquisitions, which debt may be substantial and may limit our flexibility in using our cash flow from operations. Our failure to integrate future acquired businesses effectively or to manage other consequences of our acquisitions could adversely affect our financial condition, operating results and cash flows.

We rely on Boise Inc. for many of our administrative services.

In conjunction with the sale of our Paper and Packaging & Newsprint assets in 2008, we entered into an Outsourcing Services Agreement, under which Boise Inc. provides a number of corporate staff services to us. These services include information technology, accounting and human resource transactional services. Most of the Boise Inc. staff that provides these services are providing the same services they provided when they were our employees. On October 25, 2013, Packaging Corporation of America ("PCA") acquired all of the outstanding common shares of Boise Inc. The Outsourcing Services Agreement remains in place after PCA's acquisition of Boise Inc. and is currently set to expire on February 22, 2015. We cannot be assured that the staff providing such services will remain with PCA after the acquisition, or that there will not be a disruption in the continuity or level of service provided.

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If PCA is unwilling or unable to provide services at the same quality levels as those services have been provided in the past, or we are unable to develop and implement effective alternatives, if necessary, our business and compliance activities and results of operations could be substantially and negatively affected.

The requirements of being a public company have increased certain of our costs and require significant management focus.

We completed our initial public offering in February 2013 and Boise Cascade common stock is listed on the NYSE. As a public company, our legal, accounting and other expenses associated with compliance-related and other activities have increased. For example, in connection with our initial public offering, we created new board committees and appointed an additional independent director to comply with the corporate governance requirements of the NYSE. Costs to obtain director and officer liability insurance contribute to our increased costs. As a result of the associated liability, it may be more difficult for us to attract and retain qualified persons to serve on our board of directors or as executive officers. Advocacy efforts by stockholders and third parties may also prompt even more changes in governance and reporting requirements, which could further increase our compliance costs.

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DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

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

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

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

- the commodity nature of our products and their price movements, which are driven largely by capacity utilization rates and industry cycles that affect supply and demand;
- general economic conditions, including but not limited to housing starts, repair and remodel activity and light commercial construction, inventory levels of new and existing homes for sale, foreclosure rates, interest rates, unemployment rates, relative currency values and mortgage availability and pricing, as well as other consumer financing mechanisms, that ultimately affect demand for our products;
- the highly competitive nature of our industry;
- availability and affordability of raw materials, including wood fiber, glues and resins and energy;
- the impact of actuarial assumptions and regulatory activity on pension costs and pension funding requirements;
- the difficulty in offsetting fixed costs related to our recent capital investments if the housing market does not recover;
- material disruptions at our manufacturing facilities;
- the financial condition and creditworthiness of our customers;
- concentration of our sales among a relatively small group of customers;
- our substantial indebtedness, including the possibility that we may not generate sufficient cash flows from operations or that future borrowings may not be available in amounts sufficient to fulfill our debt obligations and fund other liquidity needs;
- cost of compliance with government regulations, in particular environmental regulations;

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

impairment of our long-lived assets;

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

our ability to successfully complete potential acquisitions or integrate efficiently acquired operations;

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- our reliance on Boise Inc. for many of our administrative services;
- major equipment failure;
- severe weather phenomena such as drought, hurricanes, tornadoes and fire;
- increased costs as a public company;
- fluctuations in the market for our equity; and
- those discussed herein under the caption "Risk Factors."

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

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RATIO OF EARNINGS TO FIXED CHARGES

You should read the information set forth below in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated historical financial statements and notes thereto included elsewhere in this prospectus. For purposes of this presentation, "earnings" consist of earnings before provision for income taxes plus fixed charges. "Fixed charges" consist of interest expensed and capitalized, the amortization of capitalized expenses related to indebtedness and estimated interest within rental expense.

	Year Ended December 31,					Six Months Ended June 30,	
	2008	**2009**	**2010**	**2011**	**2012**	**2012**	**2013**
Ratio of earnings to fixed charges(1)	N/A	N/A	N/A	N/A	2.51x	2.31x	3.92x

(1) For the years ended December 31, 2008, 2009, 2010 and 2011, our earnings were insufficient to cover fixed charges by $62.5 million, $97.8 million, $33.0 million and $46.1 million, respectively.

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EXCHANGE OFFER

Purpose of the Exchange Offer

The Exchange Offer is designed to provide holders of Outstanding Notes with an opportunity to acquire Exchange Notes which, unlike the Outstanding Notes, will be freely transferable at all times, subject to any restrictions on transfer imposed by state "blue sky" laws and provided that the holder is not our affiliate within the meaning of the Securities Act and represents that the Exchange Notes are being acquired in the ordinary course of the holder's business and the holder is not engaged in, and does not intend to engage in, a distribution of the Exchange Notes.

The Outstanding Notes were originally issued and sold on August 15, 2013, to the initial purchasers, pursuant to the purchase agreement dated August 12, 2013. The Outstanding Notes were issued as additional notes under the indenture governing our $6^{3}/_{8}$% senior notes due 2020. We originally issued $250,000,000 principal aggregate amount of the notes on October 22, 2012. The initial notes have been exchanged for notes registered under the Securities Act of 1933, as amended. Once the Exchange Offer is completed, the Exchange Notes will trade fungibly with the initial notes.

The Outstanding Notes were issued and sold in a transaction not registered under the Securities Act in reliance upon the exemption provided by Section 4(2) of the Securities Act. The concurrent resale of the Outstanding Notes by the initial purchasers to investors was done in reliance upon the exemptions provided by Rule 144A and Regulation S promulgated under the Securities Act. The Outstanding Notes may not be reoffered, resold or transferred other than (i) to Boise Cascade or its subsidiaries, (ii) to a qualified institutional buyer in compliance with Rule 144A promulgated under the Securities Act, (iii) outside the United States to a non-U.S. person within the meaning of Regulation S under the Securities Act, (iv) pursuant to an exemption from registration provided by Rule 144 promulgated under the Securities Act (if applicable) or (v) pursuant to an effective registration statement under the Securities Act.

In connection with the original issuance and sale of the Outstanding Notes, we entered into the Registration Rights Agreement, pursuant to which we agreed to file with the SEC a registration statement covering the exchange by us of the Exchange Notes for the Outstanding Notes, pursuant to the Exchange Offer. The Registration Rights Agreement provides that we will file with the SEC an exchange offer registration statement on an appropriate form under the Securities Act and offer to holders of Outstanding Notes who are able to make certain representations the opportunity to exchange their Outstanding Notes for Exchange Notes. Under some circumstances, holders of the Outstanding Notes, including holders who are not permitted to participate in the Exchange Offer, may require us to file, and to cause to become effective, a shelf registration statement covering resales of Outstanding Notes by these holders. See " Shelf Registration."

Under existing interpretations by the staff of the SEC as set forth in no-action letters issued to third parties in other transactions, the Exchange Notes would, in general, be freely transferable after the Exchange Offer without further registration under the Securities Act; *provided*, *however*, that in the case of broker-dealers participating in the Exchange Offer, a prospectus meeting the requirements of the Securities Act must be delivered by such broker-dealers in connection with resales of the Exchange Notes. We have agreed to furnish a prospectus meeting the requirements of the Securities Act to any such broker-dealer for use in connection with any resale of any Exchange Notes acquired in the Exchange Offer. A broker-dealer that delivers such a prospectus to purchasers in connection with such resales will be subject to certain of the civil liability provisions under the Securities Act and will be bound by the provisions of the Registration Rights Agreement (including certain indemnification rights and obligations).

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We do not intend to seek our own interpretation regarding the Exchange Offer, and we cannot assure you that the staff of the SEC would make a similar determination with respect to the Exchange Notes as it has in other interpretations to third parties.

Each holder of Outstanding Notes that exchanges such Outstanding Notes for Exchange Notes in the Exchange Offer will be deemed to have made certain representations, including representations that (i) any Exchange Notes to be received by it will be acquired in the ordinary course of its business, (ii) it has no arrangement or understanding with any person to participate in the distribution (within the meaning of the Securities Act) of Exchange Notes and (iii) it is not our affiliate as defined in Rule 405 under the Securities Act, or if it is an affiliate, it will comply with the registration and prospectus delivery requirements of the Securities Act to the extent applicable.

If the holder is not a broker-dealer, it will be required to represent that it is not engaged in, and does not intend to engage in, the distribution of Outstanding Notes or Exchange Notes. If the holder is a broker-dealer that will receive Exchange Notes for its own account in exchange for Outstanding Notes that were acquired as a result of market-making activities or other trading activities, it will be required to acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes.

Terms of the Exchange Offer; Period for Tendering Outstanding Notes

Upon the terms and subject to the conditions set forth in this prospectus and in the letter of transmittal accompanying this prospectus, we will accept any and all Outstanding Notes validly tendered and not withdrawn prior to 11:59 p.m., New York City time, on the expiration date of the Exchange Offer. We will issue $1,000 principal amount of Exchange Notes in exchange for each $1,000 principal amount of Outstanding Notes accepted in the Exchange Offer. Holders may tender some or all of their Outstanding Notes pursuant to the Exchange Offer. However, Outstanding Notes may be tendered only in denominations of $2,000 and integral multiples of $1,000 in excess thereof.

The form and terms of the Exchange Notes are the same as the form and terms of the Outstanding Notes except that:

(1) the Exchange Notes will bear a different CUSIP Number from the Outstanding Notes; provided that such CUSIP will be the same CUSIP applicable to the initial notes where permitted by the Depositary Trust Company, the trustee of the indenture governing the notes and applicable law;

(2) the Exchange Notes have been registered under the Securities Act and will not bear legends restricting their transfer; and

(3) the holders of the Exchange Notes will not be entitled to certain rights under the Registration Rights Agreement, including the provisions providing for an increase in the interest rate on the Outstanding Notes in certain circumstances relating to the timing of the Exchange Offer, which rights will terminate when the Exchange Offer to which this prospectus relates are terminated.

The Exchange Notes will evidence the same debt as the Outstanding Notes, will be entitled to the benefits of the indenture governing the notes and will constitute, with the Outstanding Notes and the initial notes, a single series of notes under such indenture.

As of October 25, 2013, approximately $50.0 million aggregate principal amount of Outstanding Notes are outstanding. This prospectus and the letter of transmittal accompanying this prospectus are being sent to all registered holders of the Outstanding Notes. There will be no fixed record date for determining registered holders of Outstanding Notes entitled to participate in the Exchange Offer.

Holders of Outstanding Notes do not have any appraisal or dissenters' rights under the General Corporate Law of the State of Delaware or the indenture governing the notes in connection with the Exchange Offer. We intend to conduct the Exchange Offer in accordance with the applicable requirements of the Exchange Act.

We will be deemed to have accepted validly tendered Outstanding Notes when, as and if we have given oral notice (promptly confirmed in writing) or written notice of our acceptance to the exchange agent. The exchange agent will act as agent for the tendering holders for the purpose of receiving the Exchange Notes from us.

If any tendered Outstanding Notes are not accepted for exchange because of an invalid tender, the occurrence of certain specified events set forth in this prospectus or otherwise, the certificates for any unaccepted Outstanding Notes will be promptly returned, without expense, to the tendering holder thereof promptly following the expiration date of the Exchange Offer.

Holders who tender Outstanding Notes in the Exchange Offer will not be required to pay brokerage commissions or fees or transfer taxes with respect to the exchange of Outstanding Notes pursuant to the Exchange Offer. We will pay all charges and expenses, other than transfer taxes in certain circumstances, in connection with the Exchange Offer. See " Fees and Expenses" and " Transfer Taxes" below.

The Exchange Offer will remain open for at least 20 full business days. The term "expiration date" will mean 11:59 p.m., New York City time, on November 26, 2013, unless we, in our sole discretion, extend the Exchange Offer, in which case the term "expiration date" will mean the latest date and time to which the Exchange Offer is extended.

To extend the Exchange Offer, prior to 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date, we will:

(1) notify the exchange agent of any extension by oral notice (promptly confirmed in writing) or written notice, and

(2) issue a notice by press release or other public announcement.

Any announcement of delay in acceptance, extension, termination or amendment of the Exchange Offer will be followed as promptly as practicable by oral or written notice thereof to the registered holders.

We reserve the right, in our sole discretion: