

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2012-12-06** | Period of Report: **2012-12-06**
SEC Accession No. [0001188112-12-003538](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

BlueLinx Holdings Inc.

CIK: [1301787](#) | IRS No.: **000000000** | State of Incorpor.: **DE** | Fiscal Year End: **0101**
Type: **8-K** | Act: **34** | File No.: [001-32383](#) | Film No.: **121245206**
SIC: **5031** Lumber, plywood, millwork & wood panels

Mailing Address

*4300 WILDWOOD PARKWAY
ATLANTA GA 30339*

Business Address

*4300 WILDWOOD PARKWAY
ATLANTA GA 30339
770-953-7000*

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): December 6, 2012

BLUELINX HOLDINGS INC.

(Exact name of registrant specified in its charter)

Delaware	001-32383	77-0627356
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
<hr/>		
4300 Wildwood Parkway, Atlanta, Georgia		30339
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: (770) 953-7000

Not applicable

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure

A copy of the presentation slides to be used by BlueLinx Holdings Inc. in connection with a presentation to Barclays Industrial Distribution Forum on December 6, 2012 is furnished with this Current Report as Exhibit 99.1. The information included in this Item 7.01, as well as Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Barclays Industrial Distribution Forum Presentation Slides dated December 6, 2012

SIGNATURES

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

BLUELINX HOLDINGS INC.

By: /s/ Sara E. Epstein

Sara E. Epstein
Secretary

Dated: December 6, 2012

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Barclays Industrial Distribution Forum Presentation Slides dated December 6, 2012



BlueLinX
America's Building Products Distributor

**Barclays Industrial
Distribution Forum 2012**

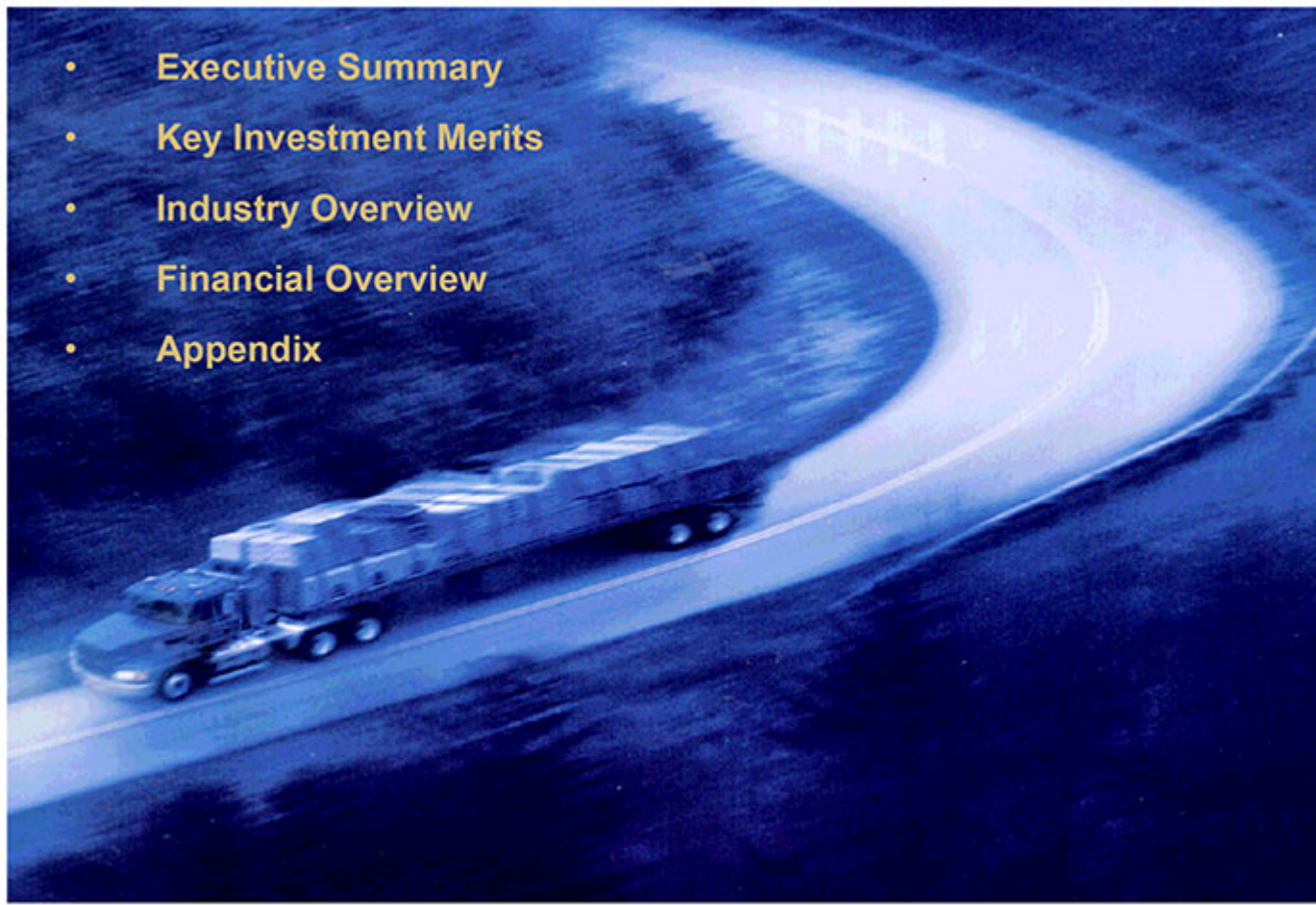
BlueLinx Holdings Inc.

Forward-Looking Statement Safe Harbor - This presentation includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All of these forward-looking statements are based on estimates and assumptions made by our management that, although believed by us to be reasonable, are inherently uncertain. Forward-looking statements involve risks and uncertainties, including, but not limited to, economic, competitive, governmental and technological factors outside of our control, that may cause our business, strategy or actual results to differ materially from the forward-looking statements. These risks and uncertainties may include, among other things: changes in the supply and/or demand for products which we distribute, especially as a result of conditions in the residential housing market; general economic and business conditions in the United States; the activities of competitors; changes in significant operating expenses; changes in the availability of capital; the ability to identify acquisition opportunities and effectively and cost-efficiently integrate acquisitions; adverse weather patterns or conditions; acts of war or terrorist activities; variations in the performance of the financial markets; and other factors described in the "Risk Factors" section in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, and in our other periodic reports filed with the SEC. In addition, the statements in this presentation are made as of December 6, 2012. We undertake no obligation to update any of the forward-looking statements made herein, whether as a result of new information, future events, changes in expectation or otherwise. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to December 6, 2012.

Use of Non-GAAP and Adjusted Financial Information - To supplement GAAP financial information, we use adjusted measures of operating results which are non-GAAP measures. This non-GAAP adjusted financial information is provided as additional information for investors. These adjusted results exclude certain costs, expenses, gains and losses, and we believe their exclusion can enhance an overall understanding of our past financial performance and also our prospects for the future. These adjustments to our GAAP results are made with the intent of providing both management and investors a more complete understanding of our operating performance by excluding non-recurring, infrequent or other non-cash charges that are not believed to be material to the ongoing performance of our business. The presentation of this additional information is not meant to be considered in isolation or as a substitute for GAAP measures of net earnings, diluted earnings per share or net cash provided by (used in) operating activities prepared in accordance with generally accepted accounting principles in the United States.

Contents

- Executive Summary
- Key Investment Merits
- Industry Overview
- Financial Overview
- Appendix





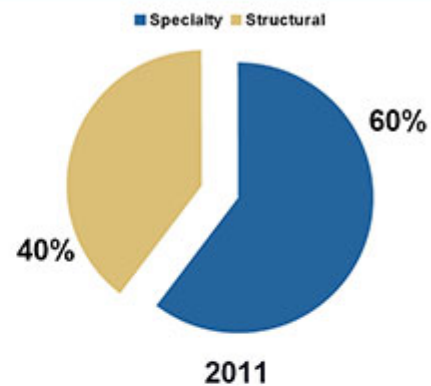
Executive Summary



Company Overview

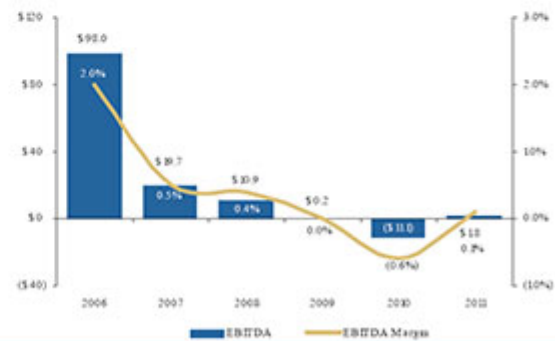
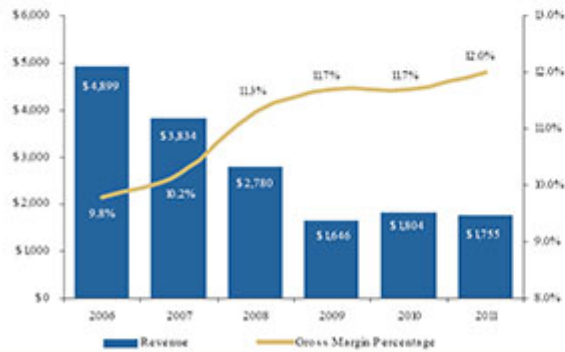
- Leading provider of building products distribution services with over 50 U.S. locations
- Most comprehensive nationwide footprint in the highly fragmented building products distribution industry
- Deliver over 10,000 specialty and structural products from over 750 suppliers to more than 11,500 customers
- Milling and fabrication services
- Advanced IT platform provides superior market intelligence to customers and suppliers
- Centralized management model complemented by regional sales focus

2011 Sales by Product Category



Historical Revenue, Gross Margin Percentage, and EBITDA

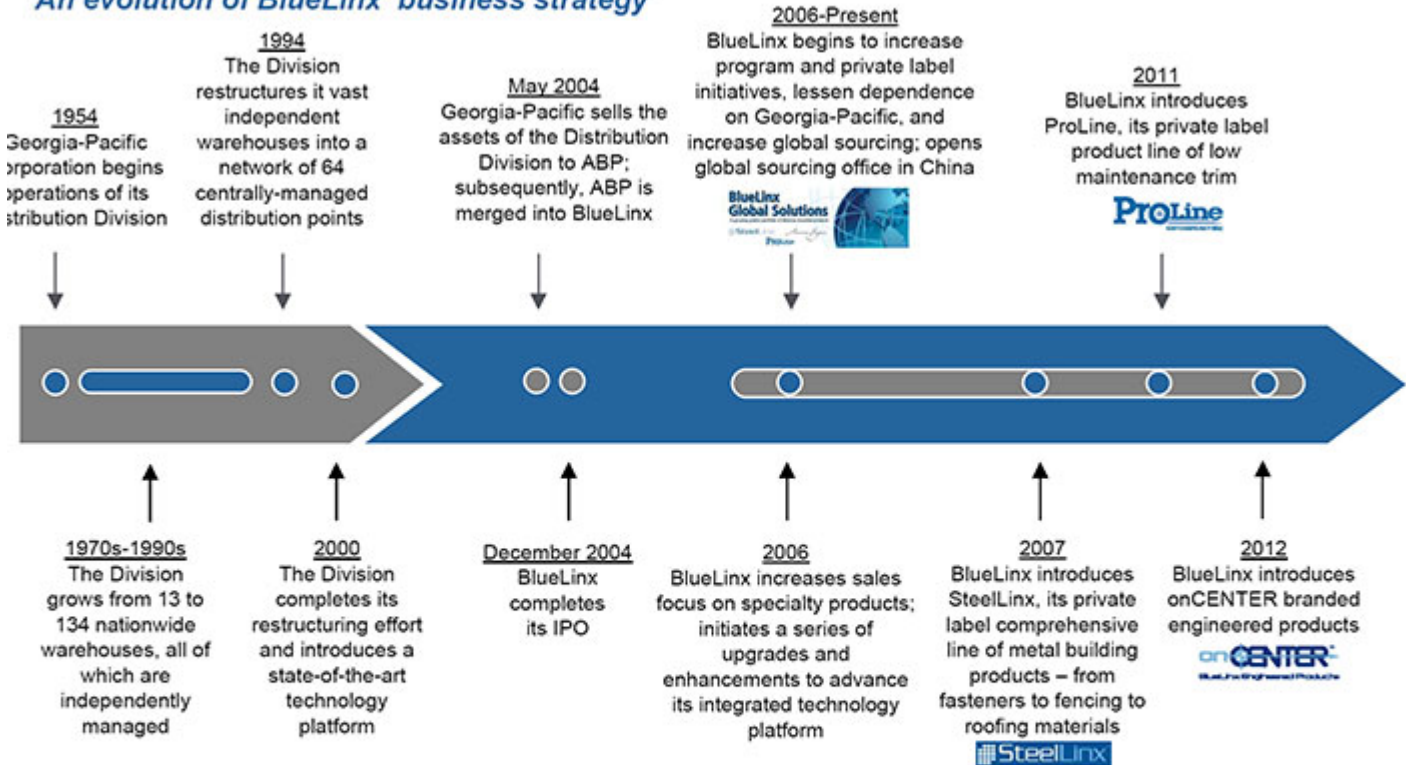
(\$ in Millions)







Company History & Timeline

An evolution of BlueLinx' business strategy



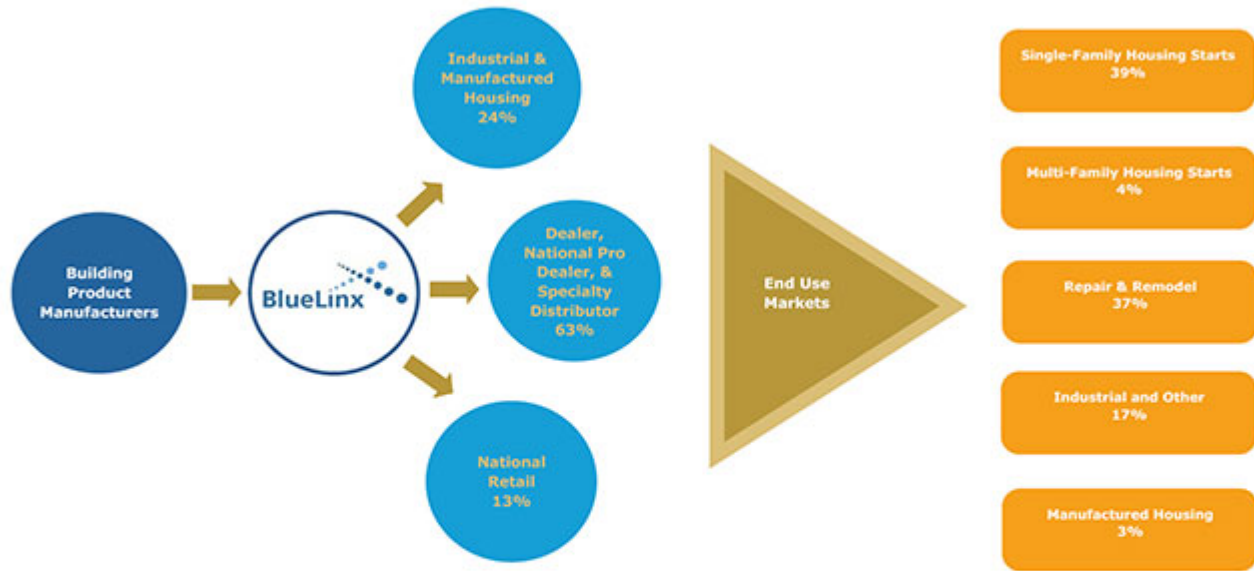
BlueLinx' strategy has evolved from a plywood distribution outlet for Georgia-Pacific to a leading provider of supply chain solutions to the building products industry

Business Strategy

<p>Continue Emphasizing Higher Margin, Specialty Products</p>	<ul style="list-style-type: none"> • Specialty products have grown from 44% of sales to 60% of sales over the last five years • Gross profit margin grows from 10% in 2006 to 12% in 2011 	<p>Cultivate Private Label Products</p>	<ul style="list-style-type: none"> • Private label products yield higher margins and strengthen customer relationships • Current brands include SteelLinx, Sealrite, ProLine, and OnCenter
<p>Improve Profitability in Structural Products</p>	<ul style="list-style-type: none"> • Growing attractive contribution margins in structural products • Optimizing profitability by disciplined pricing and minimizing exposure to commodity price fluctuations 	<p>Leverage National Footprint and Superior Information Systems</p>	<ul style="list-style-type: none"> • Unmatched, industry-leading technology platform enables superior service to customers and suppliers
<p>Increase Program Sales</p>	<ul style="list-style-type: none"> • Customers commit to purchase a specific product or brand exclusively from BlueLinx • Increases stability of supplier and customer relationships 	<p>Manage Centrally, Sell Locally</p>	<ul style="list-style-type: none"> • National level decision making drives efficient, informed, and coordinated corporate changes • Locally-focused sales teams provide superior customer service
	<p>Enhance Global Procurement Capabilities</p>	<ul style="list-style-type: none"> • Leverage global sourcing expertise to expand product offering • Increase supplier relationships in low-cost countries to increase margins 	

The Right Products...To The Right Place...

Product resources, knowledgeable staff & nationwide foot print make us a valuable partner to vendors and customers - ensuring products make it to the right place at the right time



Percentages shown represent estimated revenue by customer type and end use market

Value to Manufacturers	Value to Customers
<ul style="list-style-type: none"> Reliable channel to market Consistent production runs Limited inventory investment Limited credit risk and receivable investment Potential demand creation for early life cycle products Nationwide sales representation Broad market intelligence 	<ul style="list-style-type: none"> Reliable source of comprehensive product offering Unique break bulk quantities Near 100% fill rates Limited vendors, inventory investment & related carrying costs Just-in-time deliveries Distinct safety stock Wide variety of distribution services Extensive sales knowledge and product training



Key Investment Merits



Key Investment Merits

Leading, National Distribution Platform

Comprehensive Product Offering With Substantially Improved Mix

State-of-the-Art Technology & Logistics

Unique Centralized Model

Diversified Established Customer Base

Proven, Entrepreneurial Management Team

Upside Opportunity from Rebound in Housing

Leading, National Distribution Platform

- Leading distributor of building products in North America with 50+ facilities across the United States
 - Only “pure” distributor among five largest distributors
- Comprehensive nationwide presence critical to blue-chip suppliers, national dealers, and home improvement retailers that require dependable distribution of standardized products coast-to-coast
- Expansive footprint offers geographic revenue diversity and broad, unparalleled market intelligence
- Maintain the industry’s largest privately-owned fleet with over 600 tractors and 900 trailers



Comprehensive Product Offering...

- One of the industry's broadest product offerings with over 10,000 branded and private-label products encompassing 70,000 SKUs
- Provides significant cross-selling opportunities to drive BlueLinx' revenue growth across multiple product lines
- Simplified single source solution for customers of all sizes
- Growing portfolio of private-label and eco-friendly products

Specialty Products

Representative Products



- Decking
- Hardscapes
- Insulation
- Specialty Metal Products
- Moulding
- Roofing
- Engineered Lumber
- Siding

Structural Products

Representative Products



- Lumber
- Plywood
- Rebar
- Remesh
- OSB



Comprehensive Product Offering...

Milling and Fabrication Services



BlueLinx offers a wide array of custom cutting and fabrication services for the building products industry.

BlueLinx Fabrication Capabilities

- Ripping
- Cross Cutting
- Cut to Size
- Beveling
- Re-sawing
- Precision End Trimming
- Dados
- Tenon
- Notching
- Grooving
- Thickness Planing
- Edge Banding
- Shaping
- CNC Routing
- CNC Boring
- Bar Coding
- Custom Packing and Crating

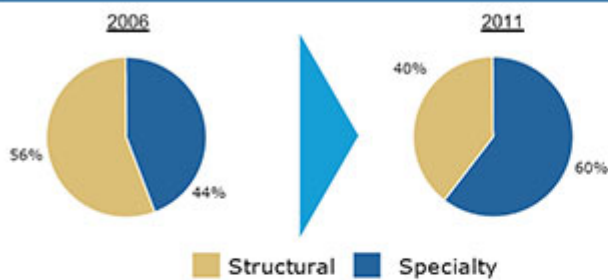
Specializing in:

- Hardwood and softwood lumber
- Panel products such as plywood, OSB, particleboard, MDF, melamine
- Metal

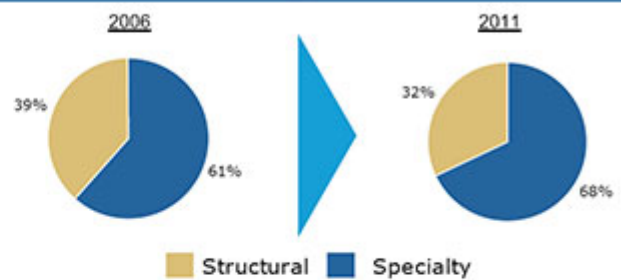


...With Substantially Improved Mix

Gross Revenue



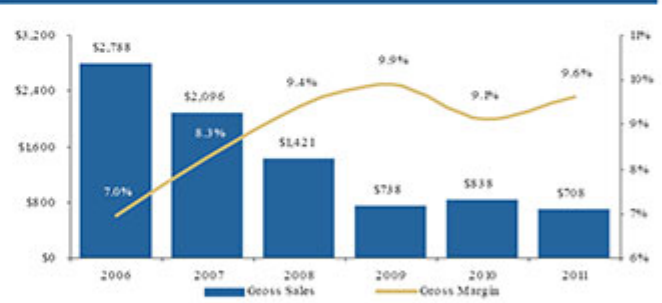
Gross Margin Dollars



Specialty Products



Structural Products



Excludes cash discounts, competitive discounts, accruals, and Canadian conversion.

- Higher-margin, value added products
- Opportunity to expand private-label and program sales

- Commodity goods critical to structural support, walls, and flooring
- Focus on profitability improvements through downturn



State-of-the-Art Technology & Logistics

- Superior, proprietary systems provide real-time information to manage inventory levels, optimize logistics, and analyze profitability by product, customer, and location
 - Provides unmatched market intelligence
 - Improves operational efficiency
 - Enhances customer service
 - Ensures more informed pricing, routing, and inventory management decisions

Year	Summary of Key Recent Investments
2006	Began incorporating supply chain software from JDA Software Group Inc. to better forecast and meet product demand nationwide
2008	Replaced business analytics tool critical to financial reporting, inventory management, and logistic data analysis
2008	Began developing DOMA [®] Whole House Software application linking current FASTBeam [™] application with 3D modeling program for structural design, material requirements, and pricing for engineered lumber floors and roofs; being developed for use with other value added products
2009	Installed on-board computers on all Company-owned tractors to enable real-time order and truck tracking, paperless driver logs, and accident reporting
2010	Implemented a new telephony interface which provides call force with customer and purchasing data
2011	Replaced legacy routing tool with a sophisticated system integrated into on-board computers and systems from Appian Logistics Software Inc.
2011	Launched My BlueLinx Online offering customers access to order and shipping data; additional phases of the e-commerce platform include an e-catalog and e-store



Unique, Centralized Model

- Unique and powerful model leveraging BlueLinX' superior information systems and infrastructure to facilitate centralized management while maintaining teams focused on local market and customer needs
 - Efficient, informed, decision making coordinated across the platform
 - Corporate strategy
 - Procurement with economies of scale
 - Pricing
 - Customer service
 - Customer program coordination
 - Inventory management
 - Logistics & delivery
 - Marketing
 - Finance & Accounting
 - Training
 - Administrative
 - Unified culture and shared best practices
 - Flexibility for regionally-focused sales force to make customized decisions at the local level
 - Address local market needs
 - Cultivate local customer relationships
 - Customer-by-customer pricing decision
 - Centralized purchasing team has built a base of over 750 global vendors
 - Global suppliers from North America, South America, Europe, and Asia
 - Highly scalable system allows BlueLinX to grow with minimal incremental infrastructure investments



Diversified, Established Customer Base

- National distributor of building products to over 11,500 customers with approximately 25,000 locations
- Offers customers superior, reliable service, break bulk quantities, near 100% fill rates, reduced inventory costs, and a wide variety of distribution services
- Customers include blue-chip names with the national reach and financial stability to gain significant market share through expected housing market rebound
- Services customers through three primary distribution channels:
 - *Warehouse Sales*: Delivered from BlueLinX warehouses to customers
 - *Direct Sales*: Shipped from the manufacturer to the customer without BlueLinX taking physical inventory possession
 - *Reload Sales*: Shipped from third-party warehouses where BlueLinX stores its owned products

Key Customer Segments

	Home Improvement Centers	National Dealers	Regional Dealers	Industrial	Manufactured Housing
Overview	<ul style="list-style-type: none"> • Retailers of building products with national scale 	<ul style="list-style-type: none"> • Sellers of building products to contractors, builders, renovators, and other end users of building products servicing the residential and commercial end markets 	<ul style="list-style-type: none"> • Sellers of building products to contractors, builders, renovators, and other end users of building products servicing regional and local construction markets 	<ul style="list-style-type: none"> • Makers of furniture, wood crates, mass transit, and other industrial wood products 	<ul style="list-style-type: none"> • Makers of manufactured housing and mobile homes
Selected Customers	 	    	  	  	  

Proven, Entrepreneurial Management Team

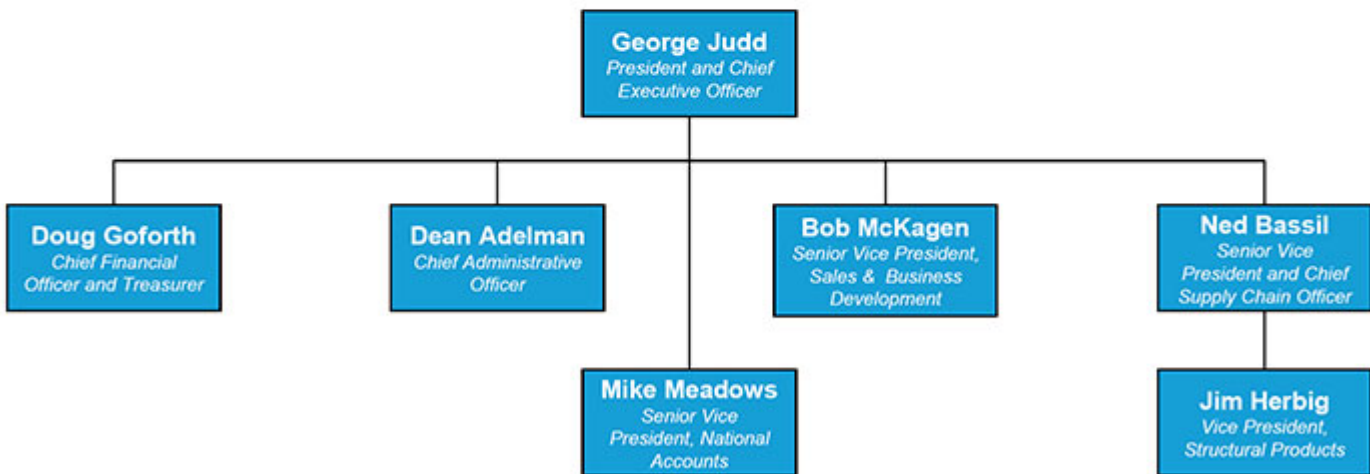
Summary

- Management possesses deep industry knowledge and distribution expertise
- Executive management has been with the Company for an average of almost 20 years
- Management has implemented a number of initiatives to position the Company for profitable growth

Employees

- Highly stable employee base
- BlueLinx maintains excellent relations with its workforce and representing unions

Executive Management Team



Executive Management

Name & Title	Industry Experience	Years at BlueLinx ¹
George Judd, CEO and President <ul style="list-style-type: none"> CEO and board member since 2008 Previously President & COO starting in May 2004 Previous positions include National Sales Mgr and VP of Sales and Eastern Operations 	28	28
Doug Goforth, Senior VP, CFO and Treasurer <ul style="list-style-type: none"> Senior VP, CFO and Treasurer since 2008 Previously served as Vice President and Corporate Controller for Armor Holdings Served as the Corporate Controller for BlueLinx from May 2004 to October 2006 	10	10
Dean Adelman, Chief Administrative Officer <ul style="list-style-type: none"> Chief Administrative Officer since 2008 Served as Vice President of Human Resources from October 2005 to May 2008 Previously VP of Human Resources at Corrections Corporation of America & Arby's Inc. 	14	7
Ned Bassil, Senior Vice President and Chief Supply Chain Officer <ul style="list-style-type: none"> Senior VP and Chief Supply Chain Officer since 2011 Previously CEO at Azadea Group Holdings Served as VP Global Operations at Black & Decker and SVP Operations at Philips Electronics 	1	1
Bob McKagen, Senior Vice President, Sales and Business Development <ul style="list-style-type: none"> Vice President, Sales and Business Development since January 2012 Vice President of Supply Chain from April 2009 to December 2011 Vice President, Southeast from 2001 to March 2009 	27	27
Mike Meadows, Senior Vice President, National Accounts <ul style="list-style-type: none"> Vice President, National Accounts and Marketing since 2007 Vice President, Mid South from 2001 to 2006 Previously served as Regional Manager at Georgia-Pacific 	33	33

¹ Includes years in the distribution division of Georgia-Pacific Corporation

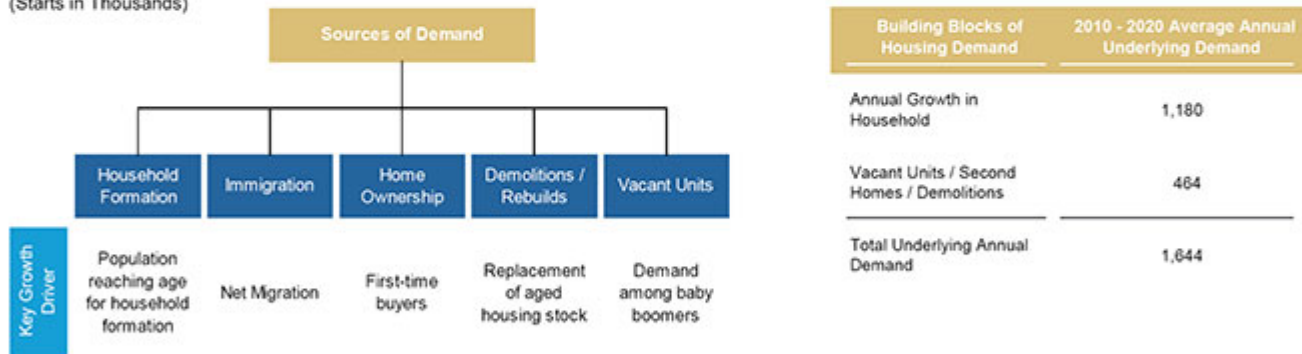


Upside Opportunity from Rebound in Housing

- Favorable demographic trends and the resulting household formation data strongly support a return to normalized levels of residential new construction
- Longer term these trends support a return to a “normalized” or mid-cycle level of housing starts in the range of 1.5+ million homes, driven by demographic trends, as well as the replacement of existing homes and demand for second homes
- Management has optimized BlueLinx’ cost structure by eliminating \$95 million of annual fixed costs
 - Leaner infrastructure will yield significant operating leverage and cash flow

Long-Term Housing Demand Outlook

(Starts in Thousands)



“Assuming net inflows of immigrants are roughly half the level in the Census Bureau’s 2008 projections, household growth should still average 1.18 million a year in 2010-20. Growth and aging of the current population alone should support the addition of about 1.0 million new households per year.”

The Joint Center for Housing Studies of Harvard University, The State of the Nation’s Housing 2012.

Source: U.S. Census Bureau, The Joint Center for Housing Studies of Harvard University



Well Positioned to Take Advantage of Developing Housing Recovery

Summary

- Strong relationships with specialty product manufacturers, brand name products, and sales expertise necessary to continue specialty products growth strategy, while also focusing on offering premium brand structural products
- National footprint with sophisticated logistics network enabling just in time delivery
- Demonstrated price discipline resulting in gross margin percentages above historical levels
- Cost structure aligned with operating environment and anticipate limited increases in cost structure relative to revenue growth allowing for increased profitability





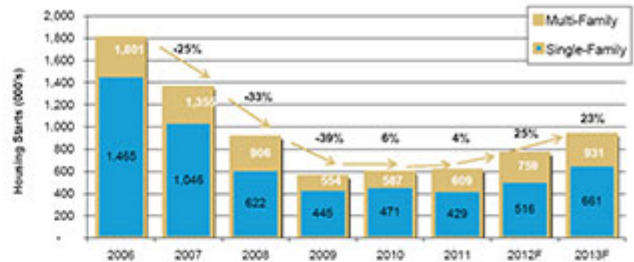
Industry Overview



Residential New Construction Market

- Consensus estimates show housing starts of 759,000 for 2012, rising to 931,000 for 2013 as housing fundamentals strengthen

Source: Average of the following third party forecasts: Moody's Analytics, Mesrow Financial, Mortgage Bankers, National Association of Home Builders, Wells Fargo, Royal Bank of Canada, Research Information Systems, Inc., Forest Economic Advisors, APA-The Engineered Wood Association.



Historical Seasonally-Adjusted Total Housing Starts

(Starts in Thousands)

Current	Average Starts				
Starts	50 year	40 year	30 year	20 year	10 Year
872	1,483	1,498	1,418	1,385	1,362

Median Starts				
50 year	40 year	30 year	20 year	10 Year
1,509	1,535	1,493	1,478	1,550



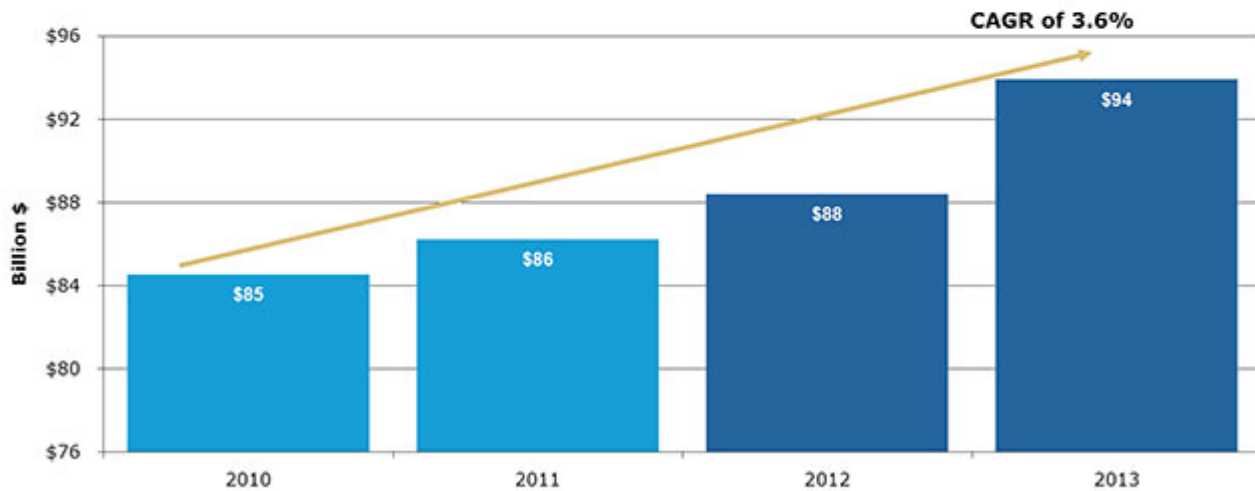
Source: U.S. Census Bureau

Residential Improvements Market – Growing

- Growth in the residential improvements market will be driven by rising existing home sales, the high percentage of distressed sales, and homeowners choosing to fix up rather than move up
- Limiting expenditures will be slow income and employment growth
- The U.S. Residential Improvements market is forecast to grow 3.6% over the next three years

Expenditures for Residential Improvements

(\$ in Billions)



Source: Research Information Systems Inc.



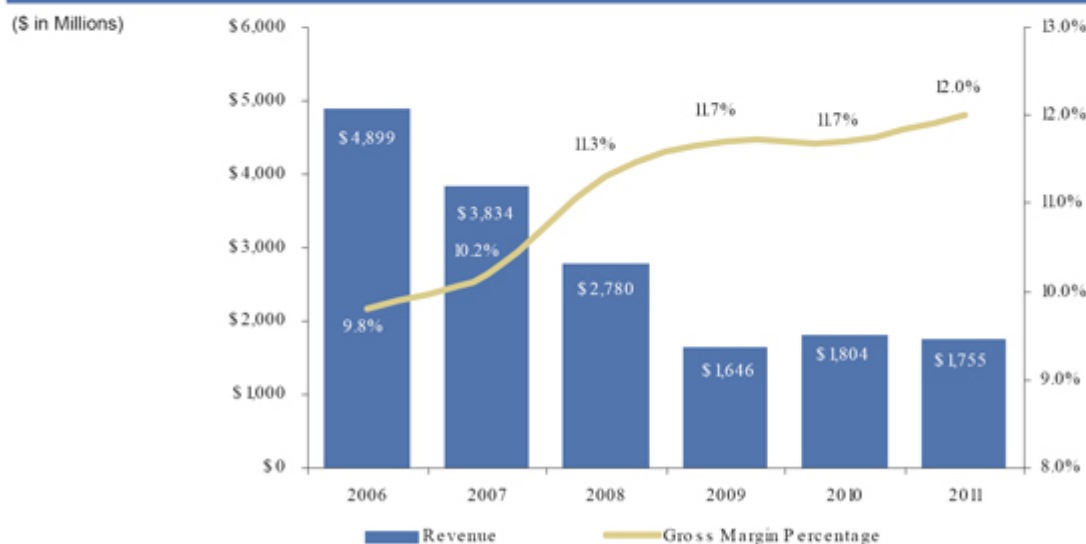
Financial Overview



Improving Financial Performance

- Despite market downturn, management increased revenue from \$1.65 billion in 2009 to \$1.76 billion in 2011
- Increasing gross margin percentage with product mix shift to specialty category distinctly differentiates BlueLinX in the supply chain by positioning it to create significant value for both the manufacture of these products and our customers
- Strategic cost-cutting measures since 2006 include elimination of \$95 million of annual fixed expenses

Revenue & Gross Margin Percentage

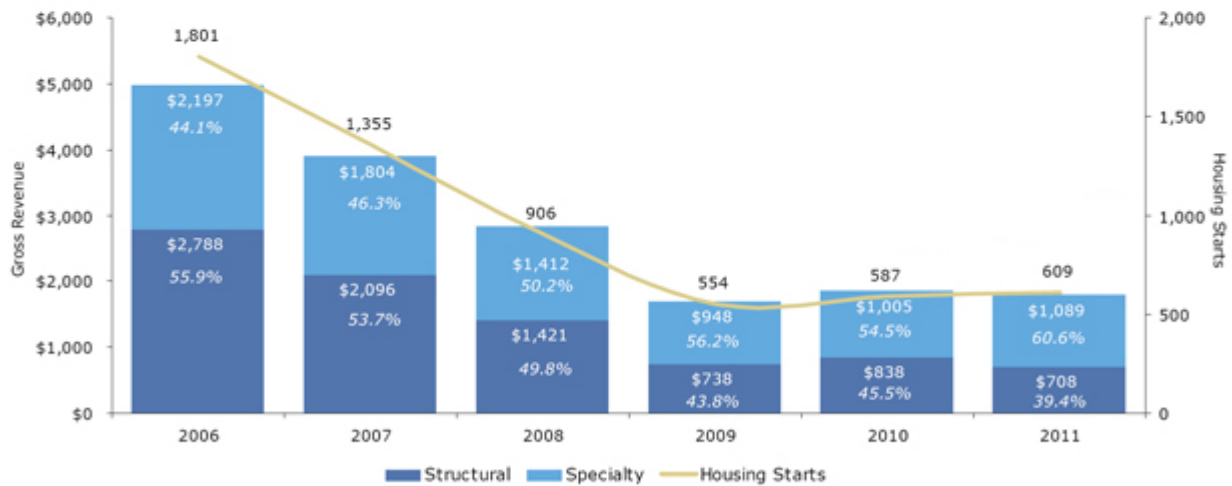


Enhanced Revenue Mix

- Revenue growth is highly correlated to the expected rebound in residential new construction housing starts
- Management has focused on expanding sales of more profitable specialty products
- Specialty products are expected to account for 60% of total sales, even as structural product volume rebounds with housing starts

Gross Revenue by Product Type

(\$ in Millions)

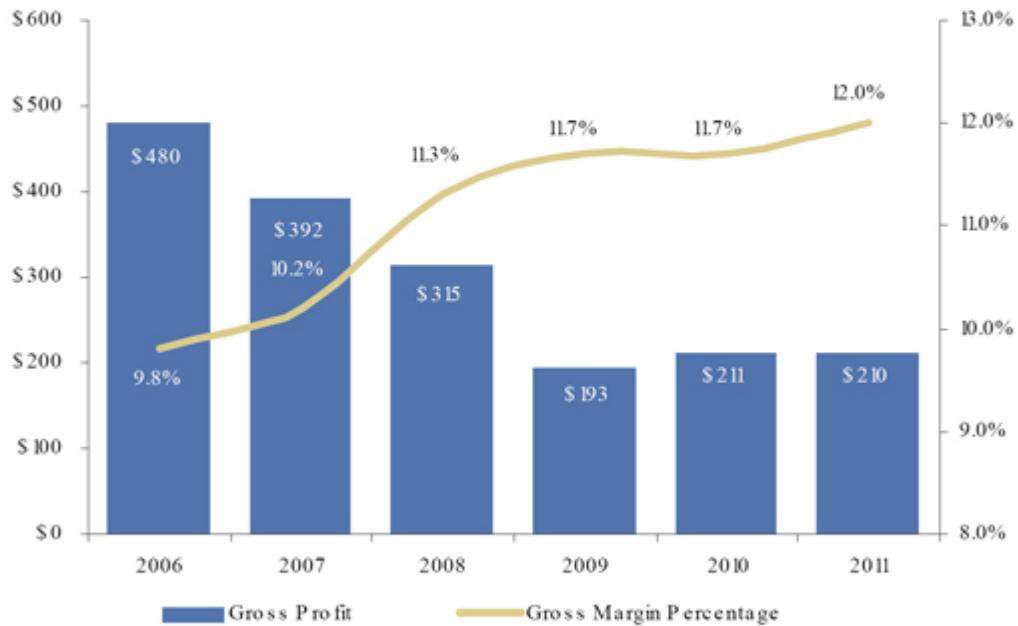


Improved Gross Margin Profile

- Focus on global sourcing and increasing product mix have driven increased profit margins

Historical Gross Margins

(\$ in Millions)

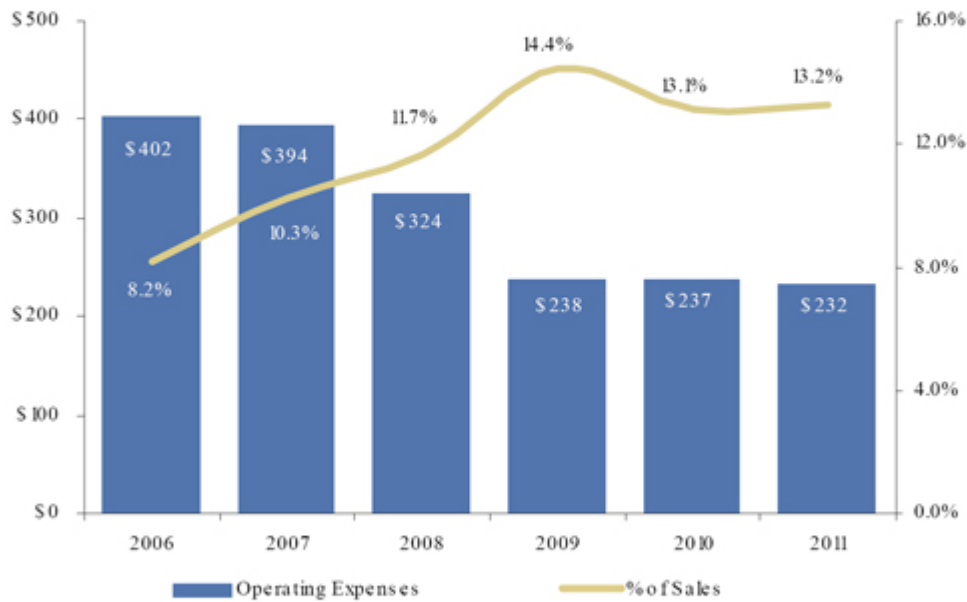


Controlled Operating Expenses

- Strategic cost-cutting measures since 2006 include elimination of \$95 million of annual fixed expenses

Historical Operating Expenses ⁽¹⁾

(\$ in Millions)



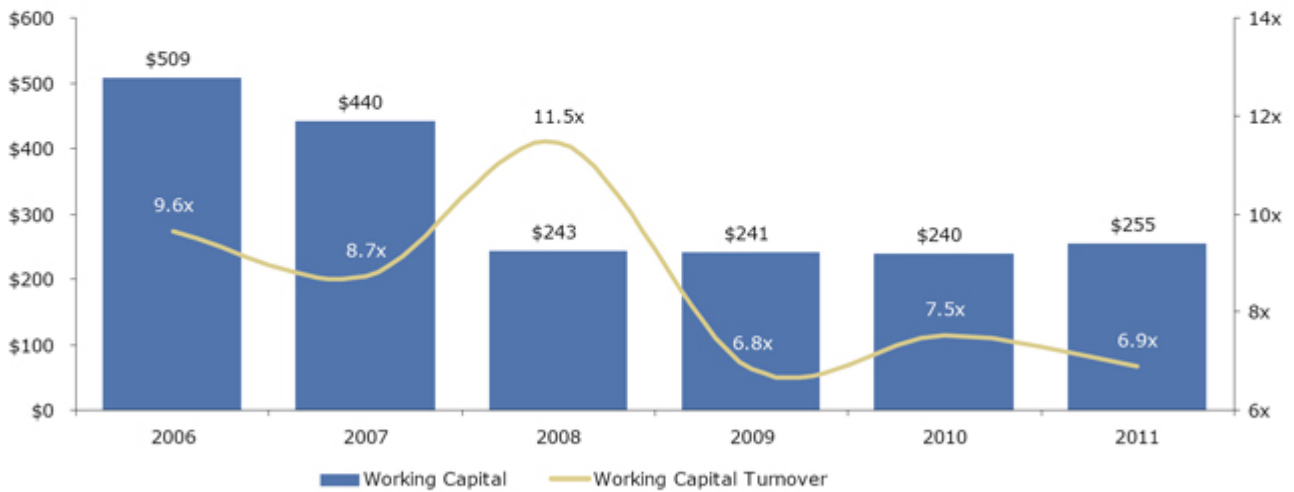
(1) Operating expense excludes the following: real estate gains and GP contract gain in 2009; real estate gains, OSB settlement and tender offer expenses in 2010; real estate gains in 2011

Effective Working Capital Management

- Advanced information and logistics technology allow management to effectively forecast supply and demand to limit inventory requirements and optimize working capital investments

Working Capital and Turnover

(\$ in Millions)

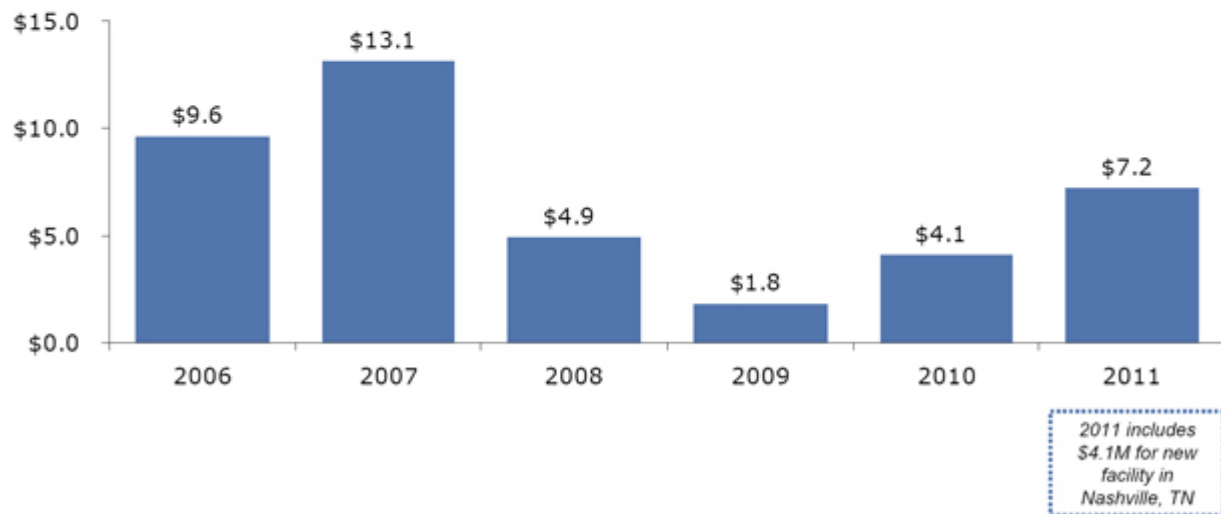


Limited Future Capital Expenditures

- Over \$35 million invested over the past six years to drive productivity improvements and to maintain and upgrade facilities, equipment, and information systems
- Lower volume and corresponding reduced mileage over the past four years required limited capital investment in the Company's fleet

Capital Expenditures

(\$ in Millions)



Quarterly Highlights

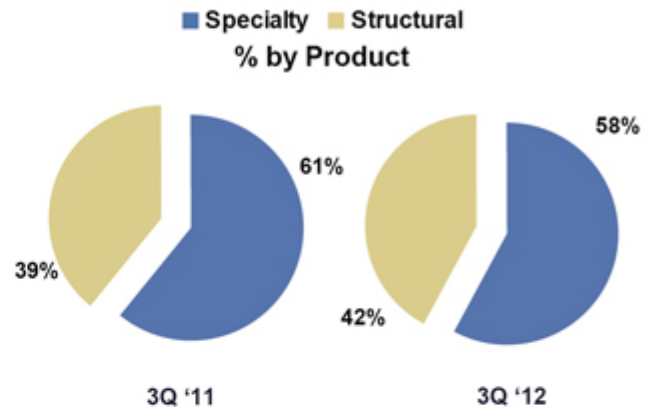
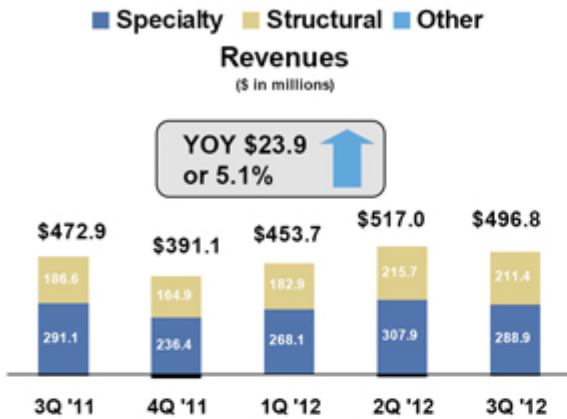
Financial Summary

(\$ in Millions)

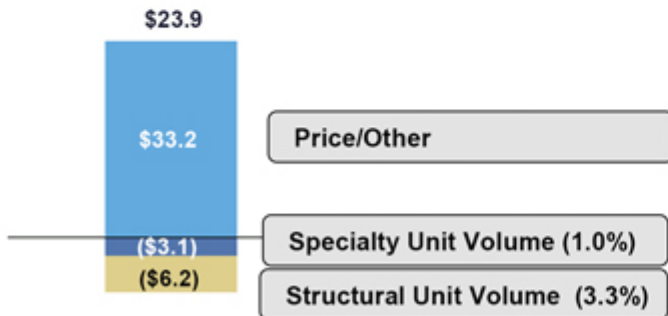
3rd Quarter Highlights

- **Revenue** Up 5.1% to \$496.8 million
- **Housing Starts** Total starts increased 27.7% from the same period last year;
Single family starts increased 29.0% from the same period last year
- **Prices** Average 3Q '12 benchmark wood-based structural prices were up approximately 36% compared to 3Q '11
- **Unit Volume** Down 1.9% relative to the same period last year
- **Gross Margin** Total 12.2% vs. 12.3% in 3Q '11
- **Net Profit /(Loss)** \$3.1 million vs. (\$6.2) million in 3Q '11
- **EPS** \$0.05 per diluted share
- **Cash Flow** Generated \$23.4 million of operating cash flow vs. \$17.4 million for the year ago quarter
- **Excess Availability** \$112.1 million excess availability on revolving credit facilities

Quarterly Review



Variance Analysis

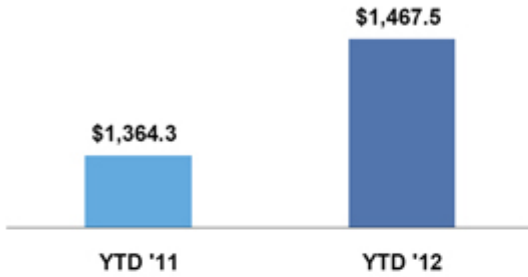


Vs. Year Ago

- Revenue up 5.1%
- Specialty sales down 0.8%, unit volume down 1.0%
- Structural sales up 13.3%, unit volume down 3.3%
- Specialty product sales = 58% of total sales

2012 Q3 YTD Results

Revenues (\$ in millions)

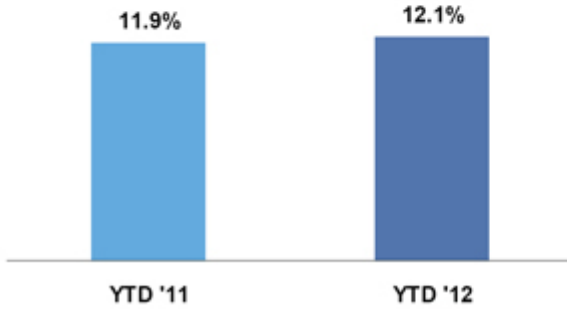


Operating Expenses (\$ in millions)

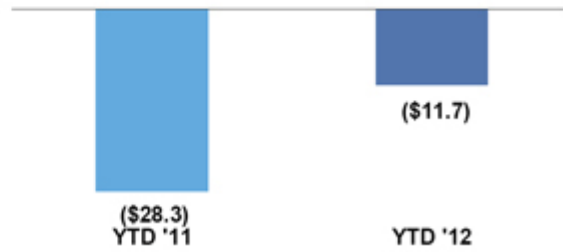


Significant Special Items	YTD '11	YTD '12	Variance
Gain on insurance settlement	\$1.2	\$0.5	\$0.7
Gain on real estate	\$6.9	\$9.7	(\$2.8)
Other	\$0.7	-	\$0.7
Total	\$8.8	\$10.2	(\$1.4)

Gross Margin %



Net Income (\$ in million)



Cash Flows

	Unaudited (in million's)					TTM 2012	TTM 2011
	Q311	Q411	Q112	Q212	Q312		
Cash flows from operating activities:							
Net loss	\$ (6.2)	\$ (10.4)	\$ (11.0)	\$ (3.7)	\$ 3.1	\$ (21.9)	\$ (48.6)
Adjustments to reconcile net loss to net cash provided by (used in) operations:							
Depreciation and amortization	2.6	2.4	2.4	2.2	2.1	9.0	11.2
Amortization of debt issuance costs	0.9	0.9	0.9	0.9	0.9	3.7	3.6
Loss (gain) from sale of properties	0.3	(3.7)	(0.6)	-	(9.2)	(13.3)	(8.9)
Gain from property insurance settlement	(1.2)	-	-	(0.5)	-	(0.5)	(1.2)
Changes associated with the ineffective interest rate swap	-	0.1	-	-	-	0.1	(3.1)
Vacant property charges, net	-	(9.3)	-	(9.1)	-	(9.4)	0.1
Gain on modification of lease agreement	(2.0)	-	-	-	-	-	(2.0)
Payments on modification of lease agreement	-	-	(3.0)	-	(0.9)	(3.9)	-
Deferred income tax (benefit) provision	(0.1)	0.3	-	-	-	0.2	(0.3)
Share-based compensation	0.4	0.4	0.7	0.7	0.7	2.5	2.7
Decrease (increase) in restricted cash related to the ineffective interest rate swap, insurance, and other	-	0.5	(0.3)	1.0	(0.8)	0.4	1.0
Changes in assets and liabilities:							
Receivables	21.0	45.9	(39.1)	(4.2)	10.4	(7.0)	(18.1)
Inventories	8.9	18.2	(65.0)	14.9	15.4	(16.5)	(8.2)
Accounts payable	(5.9)	(20.7)	46.7	(36.7)	2.7	(7.9)	8.8
Changes in other working capital	2.7	(1.7)	0.6	(5.0)	7.2	1.1	(4.5)
Other	(4.1)	1.2	1.2	8.7	(8.3)	2.9	0.4
Net cash provided by (used in) operating activities	<u>17.4</u>	<u>33.3</u>	<u>(88.5)</u>	<u>(21.6)</u>	<u>23.4</u>	<u>(51.4)</u>	<u>(65.8)</u>
Cash flows from investing activities:							
Property and equipment investments	(0.4)	(0.6)	(1.3)	(0.9)	(0.4)	(3.1)	(7.2)
Proceeds from disposition of assets	-	9.4	1.4	0.5	16.6	27.9	9.0
Net cash (used in) provided by investing activities	<u>(0.4)</u>	<u>8.8</u>	<u>0.2</u>	<u>(0.4)</u>	<u>16.3</u>	<u>24.8</u>	<u>1.8</u>
Cash flows from financing activities:							
Repurchase of shares to satisfy employee tax withholdings	-	-	(0.4)	-	-	(0.4)	-
Repayments on revolving credit facilities	(177.1)	(129.8)	(80.1)	(121.3)	(144.3)	(471.4)	(485.2)
Borrowings from revolving credit facilities	106.6	105.8	163.3	150.4	122.7	542.2	501.6
Payment of principal on mortgage	(38.7)	(3.7)	(7.1)	(0.6)	(0.6)	(12.1)	(38.7)
Payments on capital lease obligations	(1.0)	(0.2)	(0.2)	(0.2)	(0.2)	(0.8)	(1.3)
Increase (decrease) in bank overdrafts	1.5	(8.0)	12.6	(4.3)	1.2	1.6	(0.4)
Decrease (increase) in restricted cash related to the mortgage	35.5	(7.3)	2.7	(2.7)	(15.5)	(22.7)	24.9
Debt financing costs	(2.6)	(0.3)	(1.4)	-	(0.3)	(1.8)	(2.6)
Proceeds from stock offering less expenses paid	58.6	(0.3)	-	-	-	(0.1)	58.6
Net cash (used in) provided by financing activities	<u>(17.2)</u>	<u>(43.1)</u>	<u>89.3</u>	<u>21.3</u>	<u>(17.0)</u>	<u>30.5</u>	<u>56.9</u>
(Decrease) increase in cash	(0.2)	(1.0)	1.0	(0.7)	2.7	2.0	(7.0)
Cash balance, beginning of period	6.1	5.9	4.9	5.8	5.2	5.8	12.8
Cash balance, end of period	<u>\$ 5.9</u>	<u>\$ 4.9</u>	<u>\$ 5.9</u>	<u>\$ 5.2</u>	<u>\$ 7.9</u>	<u>\$ 7.9</u>	<u>\$ 5.9</u>

BXC generated \$23.4 million in operating cash flow for the quarter

Debt

Debt \$ in millions

	January 1, 2011	April 2, 2011	July 2, 2011	October 1, 2011	December 31, 2011	March 31, 2012	June 30, 2012	September 29, 2012
Revolving Credit Facilities	\$ 97.2	\$ 140.4	\$ 188.9	\$ 118.5	\$ 94.5	\$ 177.7	\$ 206.7	\$ 185.2
Mortgage	285.7	285.7	285.7	246.9	243.2	236.1	235.5	234.9
TOTAL DEBT	\$ 382.9	\$ 426.1	\$ 474.6	\$ 365.4	\$ 337.7	\$ 413.8	\$ 442.2	\$ 420.1
Less: Cash and Cash Equivalents	(14.3)	(6.2)	(6.1)	(5.9)	(4.9)	(5.9)	(5.2)	(7.9)
Mortgage LCR Trap	(30.6)	(36.8)	(38.3)	(2.8)	(10.0)	(7.3)	(10.0)	(25.6)
Net Debt	\$ 338.0	\$ 383.1	\$ 430.2	\$ 356.7	\$ 322.8	\$ 400.6	\$ 427.0	\$ 386.6
Excess Availability	\$ 103.4	\$ 118.7	\$ 94.0	\$ 150.8	\$ 118.3	\$ 121.9	\$ 105.4	\$ 112.1
Minimum Required	\$ 40.0	\$ 40.0	\$ 41.9	\$ 39.3	\$ 31.1	\$ 43.7	\$ 45.6	\$ 43.2

U.S. Revolver

- \$110.3 million excess availability as of September 29, 2012
- LIBOR plus 3.75% as of September 29, 2012
- \$400 million facility with additional \$100 million uncommitted accordion facility
 - Matures January 7, 2014
 - No financial performance covenants provided Excess Availability is more than the greater of (A) \$30 million or (B) the amount equal to 15% of the lesser of the borrowing base or \$60 million. The borrowing base as of September 29, 2012 was \$288.2 million.

Canadian Revolver

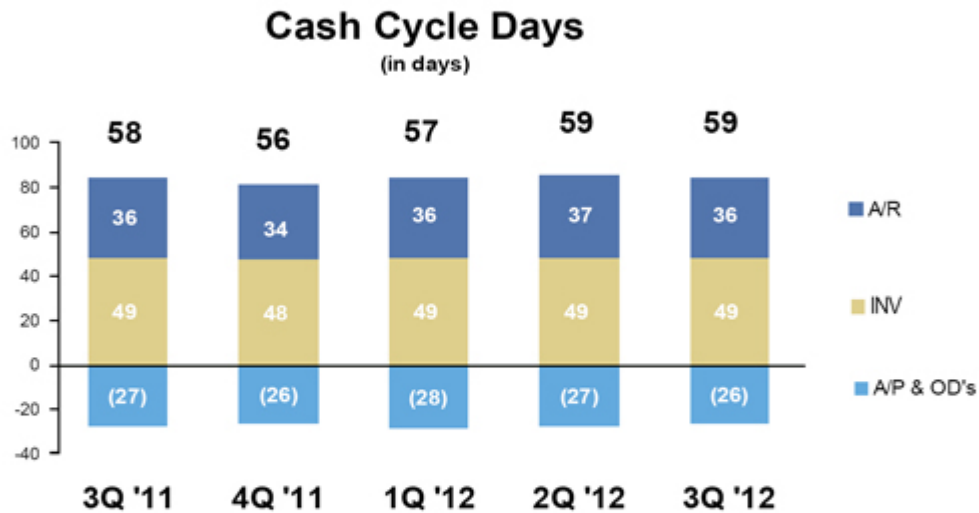
- \$1.8 million excess availability as of September 29, 2012
- LIBOR or Bankers' Acceptance plus 2.50%; Canadian Prime Loan or U.S. Base Rate plus 1.00%
- \$10 million facility with additional \$5 million uncommitted accordion facility
 - Matures August 2014

Mortgage (10 Year Term @ 6.35%)

- Matures July 2016
- Remaining real estate under the mortgage appraised at approximately \$340 million in June 2006
- LCR Trap is triggered if operating TTM EBITDAR coverage ratio is less than 2.5x for two consecutive quarters
- Subsequent to the quarter ended July 2, 2011, we negotiated an amendment to our mortgage agreement which in part allowed for the release of the \$38.3 million LCR Trap. The cash was used for an immediate prepayment on the mortgage loan without incurring a prepayment premium.
- During fiscal 2011, we prepaid \$3.0 million in principal relating to the casualty loss at our Newtown facility. Additionally, we sold certain properties in December which reduced the mortgage loan by an additional \$6.5 million. The proceeds from these sales were applied to principal reduction in fiscal 2012.
- During 3Q 2012 we sold our facility in Newark, CA; the cash received from the sale is reflected in the cash trap at September 29, 2012; On October 1, 2012 \$12.8mm of cash from the sale and \$11.8mm of cash accumulated in the cash trap was used to pay down the mortgage principal.
- Principal
 - 2012 \$25.2 million; 2013 \$12.5 million; 2014 \$2.7 million; 2015 \$2.8 million; 2016 \$191.7 million

Cash Cycle

Cash Cycle Days



TTM Cash Cycle days at 59, flat sequentially and up 1 day compared to the prior year quarter

Cash cycle days equal accounts receivable days + inventory days – accounts payable days using a trailing twelve month average beginning and ending balance. The days calculations use calendar days.

Appendix



Profit & Loss Statement by Quarter

Profit & Loss Statement \$ in millions ⁽¹⁾, except per share amounts

	2010				2011				2012			2010	2011	2012 TTM
	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	2010	2011	2012 TTM			
Sales	\$ 367.9	\$ 390.6	\$ 500.8	\$ 472.9	\$ 391.1	\$ 463.7	\$ 517.0	\$ 496.8	\$ 1,804.4	\$ 1,755.4	\$ 1,858.6			
Cost of Goods Sold	323.6	344.3	443.2	414.6	343.2	399.5	453.8	436.3	1,593.7	1,545.3	1,632.8			
Gross Profit	44.3	46.3	57.6	58.3	47.9	54.2	63.2	60.5	210.7	210.1	225.8			
Gross Margin %	12.1%	11.8%	11.5%	12.3%	12.3%	12.0%	12.2%	12.2%	11.7%	12.0%	12.1%			
Operating Expenses														
SG&A	53.4	48.5	56.8	54.5	48.1	56.1	57.1	48.1	221.2	207.8	209.4			
DSA	3.1	2.9	2.6	2.6	2.4	2.2	2.2	2.1	13.4	10.6	8.9			
Total Operating Expenses	56.5	51.4	59.4	57.1	50.5	58.3	59.3	50.2	234.6	218.4	218.3			
Operating Income	(12.2)	(5.1)	(1.8)	1.2	(2.6)	(4.1)	3.9	10.3	(23.9)	(8.3)	7.5			
Interest Expense	9.1	9.1	7.7	7.0	6.8	6.8	7.3	7.3	33.7	30.6	28.2			
Changes associated with the ineffective interest rate swap	(1.3)	(1.8)	-	-	-	-	-	-	(4.6)	(1.8)	-			
Write-off of debt issue costs	-	-	-	-	-	-	-	-	0.2	-	-			
Other Expense/(Income)	0.1	-	0.1	0.3	0.1	(0.1)	0.1	-	0.6	0.5	0.1			
Income before Tax	(20.1)	(12.4)	(9.6)	(6.1)	(9.5)	(10.8)	(3.5)	3.0	(53.8)	(37.6)	(20.8)			
Tax Expense/(Benefit)	0.1	(0.1)	0.2	0.1	0.8	0.2	0.2	(0.1)	(0.6)	1.0	1.1			
Net Income/(Loss)	\$ (20.2)	\$ (12.3)	\$ (9.8)	\$ (6.2)	\$ (10.3)	\$ (11.0)	\$ (3.7)	\$ 3.1	\$ (53.2)	\$ (38.6)	\$ (21.9)			
Diluted EPS ⁽²⁾	\$ (0.66)	\$ (0.40)	\$ (0.31)	\$ (0.12)	\$ (0.17)	\$ (0.18)	\$ (0.06)	\$ 0.05	\$ (1.73)	\$ (0.89)	\$ (0.36)			

⁽¹⁾ Immaterial rounding adjustments and differences may exist between appendix slides, presentation slides, press releases and previously issued presentations.

⁽²⁾ Approximately 28.6 million additional shares were issued in the third quarter of 2011 as part of a rights offering.

Revenues by Quarter

Sales \$ in millions

	2010	2011				2012			2010	2011	2012 TTM
	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3			
Specialty	\$ 216.8	\$ 230.7	\$ 309.9	\$ 291.1	\$ 236.4	\$ 268.1	\$ 307.9	\$ 288.9	\$ 985.4	\$ 1,068.2	\$ 1,101.3
Structural	154.2	160.8	192.6	186.6	164.9	182.9	215.7	211.4	834.8	704.9	774.9
Other ⁽¹⁾	(3.1)	(0.9)	(1.7)	(4.8)	(10.2)	2.7	(6.6)	(3.5)	(15.8)	(17.7)	(17.6)
Total	\$ 367.9	\$ 390.6	\$ 500.8	\$ 472.9	\$ 391.1	\$ 453.7	\$ 517.0	\$ 496.8	\$ 1,804.4	\$ 1,755.4	\$ 1,858.6

Structural Unit Sales

Structural	2010	2011	2012	2010	2011	2012 TTM
Plywood (MSF 3/8")	181,694	186,735	215,291	205,483	175,613	180,732
OSB (MSF 3/8")	92,962	90,976	101,222	93,619	86,563	88,643
Lumber (MBF)	149,128	136,642	177,062	174,041	158,364	173,352

⁽¹⁾ Includes cash discounts, service revenue, Canadian conversion, and accruals.

Revenue Channel Mix Analysis

	3Q11	4Q11	1Q12	2Q12	3Q12	3Q12 Variance from Year Ago Qtr
Structural Products						
Warehouse	68.4%	70.5%	71.9%	71.8%	73.2%	4.8%
Direct	19.8%	19.2%	18.6%	17.1%	17.6%	(2.2%)
Reload	11.8%	10.3%	9.5%	11.1%	9.2%	(2.6%)
Total	100.0%	100.0%	100.0%	100.0%	100.0%	0.0%
Specialty Products						
Warehouse	65.2%	69.6%	67.8%	68.8%	70.7%	5.5%
Direct	21.4%	20.2%	23.5%	21.9%	20.8%	(0.6%)
Reload	13.4%	10.2%	8.7%	9.3%	8.5%	(4.9%)
Total	100.0%	100.0%	100.0%	100.0%	100.0%	0.0%
Total Products						
Warehouse	66.5%	70.0%	69.4%	70.0%	71.8%	5.3%
Direct	20.8%	19.8%	21.5%	19.9%	19.5%	(1.3%)
Reload	12.7%	10.2%	9.1%	10.1%	8.7%	(4.0%)
Total	100.0%	100.0%	100.0%	100.0%	100.0%	0.0%

Unit Volume by Quarter

Unit Volume Change											
	2010	2011				2012			2010	2011	2012 TTM
	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3			
Specialty	5.9%	(0.2%)	10.7%	11.4%	6.6%	12.4%	(2.3%)	(1.0%)	5.7%	7.4%	3.1%
Structural	(16.5%)	(25.2%)	(18.8%)	(14.0%)	2.8%	9.4%	0.4%	(3.3%)	(2.5%)	(15.1%)	2.2%
Total	(4.3%)	(11.8%)	(3.5%)	0.1%	5.0%	11.2%	(1.3%)	(1.9%)	2.2%	(2.6%)	2.8%

Gross Margin by Quarter

Gross Margin \$ in millions											
	2010	2011				2012			2010	2011	2012 TTM
	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3			
Specialty ⁽¹⁾	\$ 28.0	\$ 28.1	\$ 38.9	\$ 38.9	\$ 31.5	\$ 33.7	\$ 41.1	\$ 38.1	\$ 129.2	\$ 137.3	\$ 144.4
Structural ⁽¹⁾	14.1	16.8	15.6	17.8	14.6	18.0	20.4	21.0	73.5	64.8	74.0
Other ⁽²⁾	2.3	1.5	3.1	1.6	1.9	2.5	1.7	1.4	8.0	8.1	7.5
Total	\$ 44.3	\$ 46.3	\$ 57.6	\$ 58.3	\$ 48.0	\$ 54.2	\$ 63.2	\$ 60.5	\$ 210.7	\$ 210.2	\$ 225.9
Gross Margin %'s											
Specialty ⁽¹⁾	12.9%	12.2%	12.6%	13.3%	13.3%	12.6%	13.3%	13.2%	13.1%	12.9%	13.1%
Structural ⁽¹⁾	9.1%	10.4%	8.1%	9.6%	8.9%	9.9%	9.5%	9.9%	8.8%	9.2%	9.6%
Other ⁽²⁾	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Total	12.1%	11.8%	11.5%	12.3%	12.3%	12.0%	12.2%	12.2%	11.7%	12.0%	12.2%

⁽¹⁾ Includes product rebates and competitive discounts.

⁽²⁾ Includes cash discounts, Canadian conversion, and accruals.

Gross Margin % Analysis

	3Q11	4Q11	1Q12	2Q12	3Q12	3Q12 Variance from Year Ago Qtr
Structural Products ⁽¹⁾						
Warehouse	12.1%	11.0%	12.3%	11.7%	12.2%	0.1%
Direct	3.6%	3.6%	3.4%	3.6%	3.5%	(0.1%)
Reload	4.9%	4.5%	4.4%	3.8%	4.5%	(0.4%)
Total	9.6%	8.9%	9.9%	9.5%	9.9%	0.3%
Specialty Products ⁽¹⁾						
Warehouse	16.6%	15.4%	15.0%	15.9%	15.6%	(1.0%)
Direct	7.3%	9.1%	7.3%	8.3%	7.6%	0.3%
Reload	7.4%	7.1%	7.7%	6.6%	6.8%	(0.6%)
Total	13.3%	13.3%	12.6%	13.3%	13.2%	(0.1%)
Total ⁽¹⁾⁽²⁾	12.3%	12.3%	12.0%	12.2%	12.2%	(0.1%)

⁽¹⁾ Includes product rebates and competitive discounts.

⁽²⁾ Includes cash discounts, Canadian conversion, and accruals.

Operating Expense by Quarter

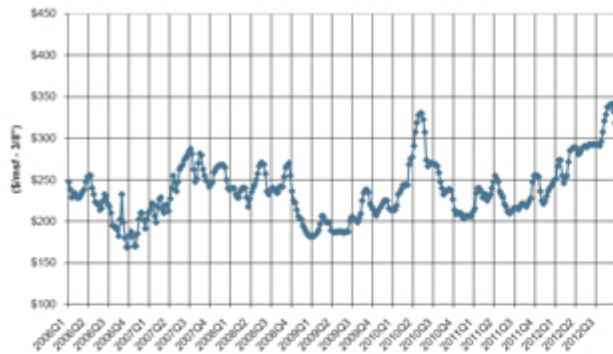
Operating Expense ⁽¹⁾ \$ in millions

	2010	2011				2012			2010	2011	2012 TTM
	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3			
Payroll & related	\$36.6	\$37.8	\$37.9	\$38.1	\$35.5	\$38.5	\$38.3	\$37.2	\$151.8	\$149.3	\$149.5
General maintenance	5.0	5.1	5.6	5.3	5.4	5.2	5.5	5.6	20.6	21.4	21.7
Depreciation and amortization	3.1	2.9	2.6	2.6	2.4	2.3	2.2	2.1	13.3	10.5	9.0
Fuel	3.1	3.4	4.5	4.2	3.7	4.1	4.1	3.6	12.8	15.8	15.5
Gain on sale of assets	0.1	(7.3)	(0.3)	(1.2)	(4.4)	(0.7)	(0.5)	(9.2)	0.1	(13.2)	(14.8)
Other	8.6	9.5	9.1	8.1	7.9	8.9	9.7	11.0	35.9	34.6	37.6
Total	\$56.5	\$51.4	\$59.4	\$57.1	\$50.5	\$58.3	\$59.3	\$50.3	\$234.5	\$218.4	\$218.5

⁽¹⁾ Immaterial rounding adjustments and differences may exist between appendix slides, presentation slides, press releases and previously issued presentations.

Structural Products Price Trend

Plywood Price Trend 2006-2012 YTD
Southern Sheathing 15/32" 4 Ply, West Zone



Oriented Strand Board Price Trend 2006 - 2012 YTD
Oriented Strand Board 7/16" North Central Zone



Lumber Price Trend 2006 - 2012 YTD
Western SPF 2x4 #2 & Btr



Source: Data from Random Lengths Publications, Inc., updated as of September 28, 2012

Reconciliation of GAAP to Non-GAAP

BlueLinX Holdings Inc.
Unaudited Reconciliation of GAAP Debt to Non-GAAP Net Debt
in millions

	October 1, 2011	December 31, 2011	September 29, 2012
	(unaudited)	(unaudited)	(unaudited)
Revolving Credit Facilities	\$ 118.5	\$ 94.5	\$ 185.2
Mortgage	246.9	243.2	234.9
TOTAL DEBT	\$ 365.4	\$ 337.7	\$ 420.1
Less: Cash and Cash Equivalents	(5.9)	(4.9)	(7.9)
Mortgage LCR Trap	(2.8)	(10.0)	(25.6)
Net Debt	\$ 356.7	\$ 322.8	\$ 386.6
Excess Availability	\$ 150.8	\$ 118.3	\$ 112.1
Minimum Required	\$ 39.3	\$ 31.1	\$ 43.2

Reconciliation of GAAP to Non-GAAP

BlueLinX Holdings Inc.
 Unaudited Reconciliation of GAAP Net cash used in operating activities to Non-GAAP EBITDA ⁽¹⁾
 in millions

	Nine Months Ended	
	September 29, 2012	October 1, 2011
GAAP net cash used in operating activities	\$ (86.7)	\$ (83.8)
Adjustments:		
Amortization of debt issue costs	(2.8)	(2.0)
Payments on modification of lease agreement	5.9	-
Gain on modification of lease agreement	-	2.0
Gain from property insurance settlement	0.5	1.2
Deferred income tax benefit (provision)	-	0.2
Gain from sale of certain properties	9.7	6.9
Share-based compensation	(2.1)	(1.6)
Changes in assets and liabilities	70.4	55.1
Interest expense	21.4	23.8
Benefit from income taxes	0.3	0.1
EBITDA	<u>\$ 16.6</u>	<u>\$ 1.9</u>
EBITDA	\$ 16.6	\$ 1.9
Gain on modification of lease agreement	-	2.0
Gain from property insurance settlement	0.5	1.2
Gain from sale of certain properties	9.7	6.9
Severance related costs	-	(1.3)
Adjusted EBITDA	<u>\$ 6.4</u>	<u>\$ (6.9)</u>
Improvement in Adjusted EBITDA	\$ 13.3	

⁽¹⁾ Immaterial rounding adjustments and differences may exist between appendix slides, presentation slides, press releases and previously issued presentations.



Additional information for BlueLinx can be found at our website or by contacting:

Maryon Davis

Director – Finance & Investor Relations

Maryon.Davis@bluelinxco.com

(770) 221-2666

www.bluelinxco.com

