

BlueLinx Holdings Inc.  
Form 10-Q  
August 05, 2008

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q**

(Mark One)

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

**For the quarterly period ended June 28, 2008**

**OR**

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

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

**Commission file number: 1-32383  
BlueLinx Holdings Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**77-0627356**  
(I.R.S. Employer Identification No.)

**4300 Wildwood Parkway, Atlanta, Georgia**  
(Address of principal executive offices)

**30339**  
(Zip Code)

**(770) 953-7000**

(Registrant's telephone number, including area code)

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

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

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

(Do not check if a smaller reporting company)

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

As of August 4, 2008 there were 32,378,860 shares of BlueLinx Holdings Inc. common stock, par value \$0.01, outstanding.

**BLUELINX HOLDINGS INC.**  
**Form 10-Q**  
*For the Quarterly Period Ended June 28, 2008*  
**INDEX**

	<b>PAGE</b>
<b><u>PART I. FINANCIAL INFORMATION</u></b>	3
<u>Item 1. Financial Statements – BlueLinx Holdings Inc. (Unaudited)</u>	3
<u>Condensed Consolidated Statements of Operations</u>	3
<u>Condensed Consolidated Balance Sheets</u>	5
<u>Condensed Consolidated Statements of Cash Flows</u>	6
<u>Notes to Condensed Consolidated Financial Statements</u>	7
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	21
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	33
<u>Item 4. Controls and Procedures</u>	33
<b><u>PART II. OTHER INFORMATION</u></b>	33
<u>Item 1. Legal Proceedings</u>	33
<u>Item 1A. Risk Factors</u>	34
<u>Item 4. Submission of Matters to a Vote of Security Holders</u>	34
<u>Item 6. Exhibits</u>	35
<u>Signatures</u>	36
<u>Exhibit Index</u>	37
<u>Exhibit 10.1</u>	
<u>Exhibit 10.2</u>	
<u>Exhibit 31.1</u>	
<u>Exhibit 31.2</u>	
<u>Exhibit 32.1</u>	
<u>Exhibit 32.2</u>	

Table of Contents**PART I. FINANCIAL INFORMATION**  
**ITEM 1. FINANCIAL STATEMENTS****BLUELINX HOLDINGS INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(In thousands, except per share data)**  
**(unaudited)**

	<b>Second Quarter</b>	
	<b>Period from March 30, 2008 to June 28, 2008</b>	<b>Period from April 1, 2007 to June 30, 2007</b>
Net sales	\$ 834,669	\$ 1,081,990
Cost of sales	727,234	962,752
Gross profit	107,435	119,238
Operating expenses:		
Selling, general, and administrative	81,227	93,346
Depreciation and amortization	5,103	5,335
Total operating expenses	86,330	98,681
Operating income	21,105	20,557
Non-operating expenses:		
Interest expense	9,385	11,798
Other expense (income), net	190	(225)
Income before provision for income taxes	11,530	8,984
Provision for income taxes	4,931	3,550
Net income	\$ 6,599	\$ 5,434
Basic weighted average number of common shares outstanding	31,079	30,848
Basic net income per share applicable to common stock	\$ 0.21	\$ 0.18
Diluted weighted average number of common shares outstanding	31,312	30,995
Diluted net income per share applicable to common stock	\$ 0.21	\$ 0.18
Dividends declared per share of common stock	\$	\$ 0.125

See accompanying notes.



**Table of Contents**

**BLUELINX HOLDINGS INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except per share data)  
(unaudited)

	<b>Six Months Ended</b>	
	<b>Period from December 29, 2007 to June 28, 2008</b>	<b>Period from December 31, 2006 to June 30, 2007</b>
Net sales	\$ 1,551,429	\$ 2,039,104
Cost of sales	1,366,191	1,816,111
Gross profit	185,238	222,993
Operating expenses:		
Selling, general, and administrative	161,862	181,814
Depreciation and amortization	10,071	10,734
Total operating expenses	171,933	192,548
Operating income	13,305	30,445
Non-operating expenses:		
Interest expense	18,739	22,404
Other expense (income), net	320	(608)
(Loss) income before (benefit from) provision for income taxes	(5,754)	8,649
(Benefit from) provision for income taxes	(1,762)	3,404
Net (loss) income	\$ (3,992)	\$ 5,245
Basic weighted average number of common shares outstanding	31,003	30,824
Basic net (loss) income per share applicable to common stock	\$ (0.13)	\$ 0.17
Diluted weighted average number of common shares outstanding	31,003	30,945
Diluted net (loss) income per share applicable to common stock	\$ (0.13)	\$ 0.17
Dividends declared per share of common stock	\$	\$ 0.25

See accompanying notes.

**Table of Contents**

**BLUELINX HOLDINGS INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share data)

	<b>June 28, 2008</b> <b>(unaudited)</b>	<b>December 29, 2007</b>
<b>Assets:</b>		
Current assets:		
Cash	\$ 29,791	\$ 15,759
Receivables, net	295,081	263,176
Inventories, net	315,368	335,887
Deferred income taxes	14,605	12,199
Other current assets	38,657	53,231
Total current assets	693,502	680,252
Property, plant, and equipment:		
Land and land improvements	57,362	57,295
Buildings	98,550	98,420
Machinery and equipment	67,922	67,217
Construction in progress	1,360	4,212
Property, plant, and equipment, at cost	225,194	227,144
Accumulated depreciation	(60,954)	(54,702)
Property, plant, and equipment, net	164,240	172,442
Non-current deferred income taxes	2,218	2,628
Other assets	19,842	28,114
Total assets	\$ 879,802	\$ 883,436
<b>Liabilities:</b>		
Current liabilities:		
Accounts payable	\$ 176,600	\$ 164,717
Bank overdrafts	38,055	37,152
Accrued compensation	11,503	10,372
Current maturities of long-term debt	10,048	
Other current liabilities	28,336	19,280
Total current liabilities	264,542	231,521
Non-current liabilities:		
Long-term debt	451,000	478,535
Other long-term liabilities	13,016	18,557
Total liabilities	728,558	728,613
<b>Shareholders Equity:</b>		
	324	312

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Common Stock, \$0.01 par value, 100,000,000 shares authorized;  
32,378,860 and 31,224,959 shares issued and outstanding at June 28,  
2008 and December 29, 2007, respectively

Additional paid-in-capital	142,701		142,081
Accumulated other comprehensive income	5,207		5,426
Retained earnings	3,012		7,004
Total shareholders' equity	151,244		154,823
Total liabilities and shareholders' equity	\$ 879,802	\$	883,436

See accompanying notes.



**Table of Contents**

**BLUELINX HOLDINGS INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)  
(unaudited)

	<b>Six Months Ended</b>	
	<b>Period from December 29, 2007 to June 28, 2008</b>	<b>Period from December 31, 2006 to June 30, 2007</b>
<b>Cash flows from operating activities:</b>		
Net (loss) income	\$ (3,992)	\$ 5,245
Adjustments to reconcile net (loss) income to cash provided by (used in) operations:		
Depreciation and amortization	10,071	10,734
Amortization of debt issue costs	1,215	1,215
Deferred income tax benefit	(2,931)	(1,563)
Share-based compensation expense	1,119	2,227
Excess tax benefits from share-based compensation arrangements	(76)	(60)
Changes in assets and liabilities:		
Receivables	(31,905)	(98,255)
Inventories	20,519	(59,536)
Accounts payable	11,883	64,503
Changes in other working capital	22,283	8,840
Other	2,589	2,278
Net cash provided by (used in) operating activities	30,775	(64,372)
<b>Cash flows from investing activities:</b>		
Property, plant and equipment investments	(1,502)	(10,027)
Proceeds from disposition of assets	827	1,086
Net cash used in investing activities	(675)	(8,941)
<b>Cash flows from financing activities:</b>		
Proceeds from stock options exercised	434	323
Excess tax benefits from share-based compensation arrangements	76	60
Net (decrease) increase in revolving credit facility	(17,487)	94,073
Increase (decrease) in bank overdrafts	903	(15,678)
Common stock dividends paid		(7,784)
Other	6	33
Net cash (used in) provided by financing activities	(16,068)	71,027
Increase (decrease) in cash	14,032	(2,286)
Balance, beginning of period	15,759	27,042

Balance, end of period	\$	29,791	\$	24,756
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See accompanying notes.

**Table of Contents**

**BLUELINX HOLDINGS INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 28, 2008**

**1. Basis of Presentation and Background**

***Basis of Presentation***

BlueLinx Holdings Inc. has prepared the accompanying Unaudited Condensed Consolidated Financial Statements, including its accounts and the accounts of its wholly-owned subsidiaries, in accordance with the instructions to Form 10-Q and therefore they do not include all of the information and notes required by United States generally accepted accounting principles ( GAAP ). These interim financial statements should be read in conjunction with the financial statements and accompanying notes included in our Annual Report on Form 10-K for the year ended December 29, 2007, as filed with the Securities and Exchange Commission ( SEC ). Our fiscal year is a 52- or 53-week period ending on the Saturday closest to the end of the calendar year. Fiscal year 2008 and fiscal year 2007 contain 53 weeks and 52 weeks, respectively. BlueLinx Corporation is the wholly-owned operating subsidiary of BlueLinx Holdings Inc. and is referred to herein as the operating subsidiary when necessary.

We believe the accompanying Unaudited Condensed Consolidated Financial Statements reflect all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of our financial position, results of operations and cash flows for the periods presented. The preparation of the consolidated financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates and such differences could be material. In addition, the operating results for interim periods may not be indicative of the results of operations for a full year. We are exposed to fluctuations in quarterly sales volumes and expenses due to seasonal factors, with the second and third quarters typically accounting for the highest sales volumes. These seasonal factors are common in the building products distribution industry.

We are a leading distributor of building products in North America with approximately 2,500 employees. We offer approximately 10,000 products from over 750 suppliers to service more than 11,500 customers nationwide, including dealers, industrial manufacturers, manufactured housing producers and home improvement retailers. We operate our distribution business from sales centers in Atlanta and Denver, and our network of more than 70 warehouses and third-party operated warehouses.

**2. Summary of Significant Accounting Policies**

***Earnings per Common Share***

Basic and diluted earnings per share are computed by dividing net income by the weighted average number of common shares outstanding for the period.

Except when the effect would be anti-dilutive, the diluted earnings per share calculation includes the dilutive effect of the assumed exercise of stock options and restricted stock using the treasury stock method. We have excluded stock options to purchase 1.1 million shares for the second quarter of fiscal 2008 because they were antidilutive. In addition, we excluded .4 million restricted stock and performance share awards for the second quarter of fiscal 2008 because they were antidilutive. For the second quarter of fiscal 2007 and for the first six months ended June 30, 2007, we excluded stock options to purchase 1.5 million shares because they were antidilutive.

***Common Stock Dividends***

In the past we have paid dividends on our common stock at the quarterly rate of \$0.125 per share. However, on December 5, 2007, our Board of Directors suspended the payment of dividends on our common stock for an indefinite period of time. Resumption of the payment of dividends will depend on, among other things, business conditions in the housing industry, our results of operations, cash requirements, financial condition, contractual restrictions, provisions of applicable law and other factors that our Board of Directors may deem relevant. Accordingly, we may not be able to resume the payment of dividends at the same quarterly rate in the future, if at all.

**Table of Contents*****Income Taxes***

Deferred income taxes are provided using the liability method under the provisions of Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes*. Accordingly, deferred income taxes are recognized for differences between the income tax and financial reporting bases of our assets and liabilities based on enacted tax laws and tax rates applicable to the periods in which the differences are expected to affect taxable income.

In evaluating our ability to recover our deferred income tax assets we consider all available positive and negative evidence, including our past operating results, our ability to carryback losses against prior taxable income, the existence of cumulative losses in the most recent years and our forecast of future taxable income. In estimating future taxable income, we develop assumptions including the amount of future state and federal pretax operating income, the reversal of temporary differences and the implementation of feasible and prudent tax planning strategies. These assumptions require significant judgment about the forecasts of future taxable income.

Uncertain tax positions are recorded based on the provisions of FASB Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes*, which prescribes a comprehensive model for how a company should recognize, measure, present and disclose in its financial statements uncertain tax positions that the company has taken or expects to take on a tax return (including a discussion of whether to file or not to file a return in a particular jurisdiction).

For the second quarter of fiscal 2008 and for the first six months of fiscal 2008, we recognized \$4.9 million of tax expense and \$1.8 million of tax benefit, respectively. Our effective tax rate for these periods was 42.8% and 30.6%, respectively. For the second quarter of fiscal 2007 and for the first six months of fiscal 2007, our effective tax rate was 39.5% and 39.4%, respectively. The change in effective tax rate in both periods compared to 2007 primarily resulted from tax expense on Canadian earnings.

***Stock-Based Compensation***

We have two stock-based compensation plans covering officers, directors and certain employees and consultants; the 2004 Long-Term Equity Incentive Plan (the 2004 Plan ) and the 2006 Long-Term Equity Incentive Plan (the 2006 Plan ). The plans are designed to motivate and retain individuals who are responsible for the attainment of our primary long-term performance goals. The plans provide a means whereby our employees and directors develop a sense of proprietorship and personal involvement in our development and financial success and encourage them to devote their best efforts to our business.

The 2004 Plan provides for the grant of nonqualified stock options, incentive stock options for shares of our common stock and restricted shares of our common stock to participants of the plan selected by our Board of Directors or a committee of the Board who administer the 2004 Plan. We reserved 2,222,222 shares of common stock for issuance under the 2004 Plan. The terms and conditions of awards under the 2004 Plan are determined by the administrator for each grant.

Unless otherwise determined by the administrator or as set forth in an award agreement, upon a Liquidity Event, all unvested awards will become immediately exercisable and the administrator may determine the treatment of all vested awards at the time of the Liquidity Event. A Liquidity Event is defined as (1) an event in which any person who is not an affiliate of us becomes the beneficial owner, directly or indirectly, of fifty percent or more of the combined voting power of our then outstanding securities or (2) the sale, transfer or other disposition of all or substantially all of our business, whether by sale of assets, merger or otherwise, to a person other than Cerberus.

On May 12, 2006 our stockholders approved the 2006 Plan. The 2006 Plan permits the grant of nonqualified stock options, incentive stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, performance units, cash-based awards, and other stock-based awards. We reserved 1,700,000 shares of our common stock for issuance under the 2006 Plan. The terms and conditions of awards under the 2006 Plan are determined by the administrator for each grant. Awards issued under the 2006 Plan are subject to accelerated vesting in the event of a change in control as such event is defined in the 2006 Plan.

At our annual meeting of stockholders on May 21, 2008, our stockholders approved an amendment to the 2006 Plan which increases the maximum number of shares of common stock we may issue under the 2006 Plan by 1,500,000 shares from 1,700,000 shares to 3,200,000 shares. The purpose of this amendment is to assure that we can continue to grant equity awards at levels determined appropriate by the Board.



**Table of Contents**

On May 21, 2008, the Compensation Committee granted a restricted stock award of 250,000 restricted shares of the Company to Howard S. Cohen pursuant to the terms of his employment agreement. The restricted stock award issued to Mr. Cohen will vest in three equal annual installments beginning on March 10, 2009.

Compensation expense arising from stock-based awards granted to employees and non-employee directors is recognized as expense using the straight-line method over the vesting period. As of June 28, 2008, there was \$2.1 million, \$5.0 million, \$1.2 million and \$0.2 million of total unrecognized compensation expense related to stock options, restricted stock, performance shares and restricted stock units, respectively. The unrecognized compensation expense for these awards is expected to be recognized over a period of 2.7 years, 2.5 years, 2.5 years, and 1.3 years, respectively. As of June 30, 2007, there was \$5.0 million, \$3.3 million, \$2.3 million and \$1.7 million of total unrecognized compensation expense related to stock options, restricted stock, performance shares and restricted stock units, respectively. The unrecognized compensation expense for these awards is expected to be recognized over a period of 3.5 years, 2.6 years, 2.5 years, and 2.5 years, respectively.

For the second quarter of fiscal 2008 and for the first six months of fiscal 2008, our total stock-based compensation expense was \$1.2 million. We also recognized related income tax benefits of \$0.5 million for the second quarter of fiscal 2008 and for the first six months of fiscal 2008. For the second quarter of fiscal 2007 and for the first six months of fiscal 2007, our total stock-based compensation expense was \$1.4 million and \$2.2 million, respectively. We also recognized related income tax benefits of \$0.5 million and \$0.9 million for the second quarter of fiscal 2007 and for the first six months of fiscal 2007, respectively.

During the first six months of fiscal 2008 and the first six months of fiscal 2007, total stock options exercised were 115,758 and 86,019, respectively. These options were exercised in the first quarter of both periods.

The following table depicts the weighted average assumptions used in connection with the Black-Scholes-Merton option pricing model to estimate the fair value of stock options granted during the first six months of fiscal 2008:

	<b>Period from December 29, 2007 to June 28, 2008</b>		
	<b>Time-Based Options**</b>	<b>Performance-Based Options**</b>	<b>Performance-Based Options***</b>
Risk free interest rate	2.70%	2.62%	2.11%
Expected dividend yield	0.0%	0.0%	0.0%
Expected life	6 years	4 years	1 year
Expected volatility	48%	48%	48%
Weighted average fair value	\$ 2.27	\$ 0.67	\$ 1.31

\*\* Exercise price exceeded the market price at date of grant.

\*\*\* Exercise price was less than the market price at date of grant (the date the performance criteria were established is considered the grant date for accounting

purposes).

All options granted during the first six months of fiscal 2008 were granted in the first quarter.

The following table depicts the weighted average assumptions used in connection with the Black-Scholes-Merton option pricing model to estimate the fair value of stock options granted during the first six months of fiscal 2007:

	Period from December 31, 2006 to June 30, 2007		
	Time-Based Options*	Performance-Based Options**	Performance-Based Options***
Risk free interest rate	4.78%	4.81%	5.09%
Expected dividend yield	4.46%	4.52%	4.52%
Expected life	7 years	5 years	1 year
Expected volatility	45%	45%	45%
Weighted average fair value	\$ 3.77	\$ 2.83	\$ 6.97

\* Exercise price equaled the market price at date of grant.

\*\* Exercise price exceeded the market price at date of grant.

\*\*\* Exercise price was less than the market price at date of grant (the date the performance criteria were established is considered the grant date for accounting purposes).

**Table of Contents**

All options granted during the first six months of fiscal 2007 occurred in the first quarter.

In determining the expected life, we did not rely on our historical exercise data as it does not provide a reasonable basis upon which to estimate future expected lives due to limited experience of employee exercises. Instead, we followed a simplified method based on the vesting term and contractual term as permitted under SEC Staff Accounting Bulletin No. 107.

The expected volatility is based on the historical volatility of our common stock.

The range of risk-free rates used for the first six months of fiscal 2008 and for the first six months of fiscal 2007 was from 2.11% to 2.70% and 4.78% to 5.10%, respectively. These rates were based on the U.S. Treasury yield with a term that is consistent with the expected life of the stock options.

**Impairment of Long-Lived Assets**

Long-lived assets, including property and equipment and intangible assets with definite useful lives, are reviewed for possible impairment whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. Determining whether an impairment has occurred typically requires various estimates and assumptions, including determining which cash flows are directly related to the potentially impaired asset, the useful life over which cash flows will occur, their amount and the asset's residual value, if any. In turn, measurement of an impairment loss requires a determination of fair value, which is based on the best information available. We use internal cash flow estimates, quoted market prices when available and independent appraisals as appropriate to determine fair value. We derive the required cash flow estimates from our historical experience and our internal business plans and apply an appropriate discount rate. If these projected cash flows are less than the carrying amount, an impairment loss is recognized based on the fair value of the asset less any costs of disposition. Our judgment regarding the existence of impairment indicators is based on market and operational performance.

During the second quarter of fiscal 2008, we recorded a non-cash impairment charge of \$0.7 million (\$0.4 million after tax) to reduce the carrying value of certain long-lived assets to fair value. This impairment charge was included in Selling, general and administrative expense on our Consolidated Statement of Operations for the second quarter and the first six months of fiscal 2008.

**3. Exit Costs**

During the second quarter of fiscal 2008 and the fourth quarter of fiscal 2007, we vacated leased office space and certain distribution facilities. We accounted for these transactions in accordance with SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities*, which requires that a liability be recognized for a cost associated with an exit or disposal activity at fair value in the period in which it is incurred or when the entity ceases using the right conveyed by a contract (i.e., the right to use a leased property). Our exit cost charges include the estimated losses on the vacated facilities based on our contractual obligations net of estimated sublease income based on current comparable market rates for leases. We will reassess this liability periodically based on market conditions. Revisions to our estimates of this liability could materially impact our operating results and financial position in future periods if anticipated events and key assumptions, such as the timing and amounts of sublease rental income, either do not materialize or change. These costs were included in Selling, general and administrative expense in the Consolidated Statement of Operations and in Other current liabilities, and in Other non-current liabilities on the Consolidated Balance Sheet at June 28, 2008 and December 29, 2007.

The following table displays the exit activity and liability balances for the first six months of fiscal 2008 (in thousands):

	<b>Exit Costs</b>
Balance at December 29, 2007	\$ 11,326
Charges	347
Payments	(1,074)
Accretion of liability	409
Balance at June 28, 2008	\$ 11,008



We did not incur any exit charges during the first six months of fiscal 2007.

**Table of Contents****4. Comprehensive Income (Loss)**

The calculation of comprehensive income (loss) is as follows (in thousands):

	<b>Second Quarter</b>	
	<b>Period from March 30, 2008 to June 28, 2008</b>	<b>Period from April 1, 2007 to June 30, 2007</b>
Net income	\$ 6,599	\$ 5,434
Other comprehensive income:		
Foreign currency translation, net of taxes	151	921
Unrealized gain from cash flow hedge, net of taxes	3,009	1,557
Comprehensive income	\$ 9,759	\$ 7,912

	<b>Six Months Ended</b>	
	<b>Period from December 29, 2007 to June 28, 2008</b>	<b>Period from December 31, 2006 to June 30, 2007</b>
Net (loss) income	\$ (3,992)	\$ 5,245
Other comprehensive (loss) income:		
Foreign currency translation, net of taxes	(396)	913
Unrealized gain from cash flow hedge, net of taxes	178	1,284
Comprehensive (loss) income	\$ (4,210)	\$ 7,442

**5. Employee Benefits****Defined Benefit Pension Plans**

Most of our hourly employees participate in noncontributory defined benefit pension plans. These include a plan that is administered solely by us (the hourly pension plan) and union-administered multiemployer plans. Our funding policy for the hourly pension plan is based on actuarial calculations and the applicable requirements of federal law.

We do not expect to make any contributions to the hourly pension plan in fiscal 2008. Benefits under the majority of plans for hourly employees (including multiemployer plans) are primarily related to years of service.

Net periodic pension cost for our pension plans included the following:

	<b>Second Quarter</b>	
	<b>Period from March 30, 2008 to</b>	<b>Period from April 1, 2007 to</b>

	<b>June 28, 2008</b>	<b>June 30, 2007</b>
	<b>(In thousands)</b>	
Service cost	\$ 561	\$ 626
Interest cost on projected benefit obligation	1,109	1,054
Expected return on plan assets	(1,501)	(1,356)
Amortization of unrecognized gain	(91)	
Amortization of unrecognized prior service cost		1
Net periodic pension cost	\$ 78	\$ 325

**Table of Contents**

	<b>Six Months Ended</b>	
	<b>Period from December 29, 2007 to June 28, 2008</b>	<b>Period from December 31, 2006 to June 30, 2007</b>
	<b>(In thousands)</b>	
Service cost	\$ 1,122	\$ 1,252
Interest cost on projected benefit obligation	2,218	2,108
Expected return on plan assets	(3,002)	(2,712)
Amortization of unrecognized gain	(182)	
Amortization of unrecognized prior service cost	1	2
Net periodic pension cost	\$ 157	\$ 650

**6. Revolving Credit Facility**

As of June 28, 2008, we had outstanding borrowings of \$166 million and excess availability of \$271 million under the terms of our revolving credit facility. Based on borrowing base limitations, we classify the lowest projected balance of the credit facility over the next twelve months of \$156 million as long-term debt. The revolving credit facility contains customary negative covenants and restrictions for asset based loans, with which we are in compliance.

On June 12, 2006, we entered into an interest rate swap agreement with Goldman Sachs Capital Markets, to hedge against interest rate risks related to our variable rate revolving credit facility. The interest rate swap has a notional amount of \$150 million and the terms call for us to receive interest monthly at a variable rate equal to the 30-day LIBOR and to pay interest monthly at a fixed rate of 5.4%. This interest rate swap is designated as a cash flow hedge. We expect the hedge to be highly effective in offsetting changes in expected cash flows, as, at inception, the critical terms of the interest rate swap generally match the critical terms of the variable rate revolving credit facility. Fluctuations in the fair value of the ineffective portion, if any, of the cash flow hedge are reflected in earnings. For the first six months of fiscal 2008 and for the first six months of fiscal 2007, we recognized immaterial amounts of expense related to the ineffective portion of the hedge.

At June 28, 2008 and December 29, 2007, the fair value of the interest rate swap was a liability of \$6.9 million and \$7.1 million, respectively. These balances were included in Other current liabilities and Other long-term liabilities on the Condensed Consolidated Balance Sheet. Accumulated other comprehensive income at June 28, 2008 and December 29, 2007 included the net loss on the cash flow hedge (net of tax) of \$4.1 million and \$4.3 million, respectively, which reflects the cumulative amount of comprehensive loss in connection with the change in fair value of the swap.

During the second quarter of fiscal 2008, we negotiated the release of cash collateral held for purposes of securing the interest rate swap and replaced that collateral with letters of credit. As of June 28, 2008, we had outstanding letters of credit totaling \$15.8 million, primarily for purposes of securing collateral requirements under the casualty insurance programs for us, the interest rate swap, and for guaranteeing payment of international purchases based on the fulfillment of certain conditions.

**7. Mortgage**

On June 9, 2006, certain special purpose entities that are wholly-owned subsidiaries of us entered into a \$295 million mortgage loan with the German American Capital Corporation. The mortgage has a term of ten years and is secured by 57 distribution facilities and 1 office building owned by the special purpose entities. The stated interest rate on the mortgage is fixed at 6.35%. German American Capital Corporation assigned half of its interest in the mortgage loan to Wachovia Bank, National Association.

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The mortgage loan requires interest-only payments for the first five years followed by level monthly payments of principal and interest based on an amortization period of thirty years. The balance of the loan outstanding at the end of ten years will then become due and payable. The principal will be paid in the following increments (in thousands):

2011	\$ 1,511
2012	3,172
2013	3,437
2014	3,665
2015	3,908
Thereafter	\$ 279,307

**Table of Contents****8. Fair Value Measurements**

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*, which defines fair value, establishes a framework for measuring fair value under GAAP, and expands disclosures about fair value measurements. SFAS No. 157 applies to other accounting pronouncements that require or permit fair value measurements. The new guidance is effective for financial statements issued for fiscal years beginning after November 15, 2007, and for interim periods within those fiscal years. In February 2008, FSP 157-1 *Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement under Statement 13* was issued. FSP 157-1 removed leasing transactions accounted for under Statement 13 and related guidance from the scope of SFAS No. 157. FSP 157-2 *Partial Deferral of the Effective Date of Statement 157* deferred the effective date of SFAS No. 157 for all nonfinancial assets and nonfinancial liabilities to fiscal years beginning after November 15, 2008.

SFAS No. 157, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). SFAS No. 157 classifies inputs used to measure fair value into the following hierarchy:

- Level 1     Unadjusted quoted prices in active markets for identical assets or liabilities.
  
- Level 2     Unadjusted quoted prices in active markets for similar assets or liabilities, or  
               Unadjusted quoted prices for identical or similar assets or liabilities in markets that are not  
               active, or  
               Inputs other than quoted prices that are observable for the asset or liability.
  
- Level 3     Unobservable inputs for the asset or liability.

We are exposed to market risks from changes in interest rates, which may affect our operating results and financial position. When deemed appropriate, we minimize our risks from interest rate fluctuations through the use of an interest rate swap. This derivative financial instrument is used to manage risk and is not used for trading or speculative purposes. The swap is valued using a valuation model that has inputs other than quoted market prices that are both observable and unobservable.

We endeavor to utilize the best available information in measuring the fair value of the interest rate swap. The interest rate swap is classified in its entirety based on the lowest level of input that is significant to the fair value measurement.

We have determined that our interest rate swap is a level 3 liability in the fair value hierarchy. The fair value of the interest rate swap was \$6.9 million as of June 28, 2008.

The implementation of SFAS No. 157 for financial assets and financial liabilities, effective December 30, 2007, did not have a material impact on our consolidated financial position and results of operations. We are currently assessing the impact of SFAS No. 157 for pension related financial assets and nonfinancial assets and nonfinancial liabilities on our consolidated financial position and results of operations.

**9. Related Party Transactions**

Cerberus Capital Management, L.P., our equity sponsor, retains consultants that specialize in operations management and support and who provide Cerberus with consulting advice concerning portfolio companies in which funds and accounts managed by Cerberus or its affiliates have invested. From time to time, Cerberus makes the services of these consultants available to Cerberus portfolio companies. We believe that the terms of these consulting arrangements are favorable to us, or, alternatively, are materially consistent with those terms that would have been obtained by us in an arrangement with an unaffiliated third party. We have normal service, purchase and sales arrangements with other entities that are owned or controlled by Cerberus. We believe that these transactions are at arms length terms and are not material to our results of operations or financial position.

**Table of Contents****10. Commitments and Contingencies*****Environmental and Legal Matters***

From time to time, we are involved in various proceedings incidental to our businesses and we are subject to a variety of environmental and pollution control laws and regulations in all jurisdictions in which we operate. Although the ultimate outcome of these proceedings cannot be determined with certainty, based on presently available information management believes that adequate reserves have been established for probable losses with respect thereto.

Management further believes that the ultimate outcome of these matters could be material to operating results in any given quarter but will not have a materially adverse effect on our long-term financial condition, our results of operations, or our cash flows.

***Collective Bargaining Agreements***

As of June 28, 2008, approximately 31% of our total work force is covered by collective bargaining agreements. Collective bargaining agreements representing approximately 7% of our work force will expire within one year.

***Preference Claim***

On November 19, 2004, we received a letter from Wickes Lumber, or Wickes, asserting that approximately \$16 million in payments received by the Division during the 90-day period prior to Wickes' January 20, 2004 Chapter 11 filing were preferential payments under section 547 of the United States Bankruptcy Code. On October 14, 2005, Wickes Inc. filed a lawsuit in the United States Bankruptcy Court for the Northern District of Illinois titled *Wickes Inc. v. Georgia Pacific Distribution Division (BlueLinx)*, (Bankruptcy Adversary Proceeding No. 05-2322) asserting its claim. On November 14, 2005, we filed an answer to the complaint denying liability. Although the ultimate outcome of this matter cannot be determined with certainty, we believe Wickes' assertion to be without merit and, in any event, subject to one or more complete defenses, including, but not limited to, that the payments were made and received in the ordinary course of business and were a substantially contemporaneous exchange for new value given to Wickes.

***Supply Agreement with Georgia-Pacific***

On May 7, 2004, we entered into a multi-year supply agreement with Georgia-Pacific. Under the agreement, we have exclusive distribution rights on certain products and certain customer segments. Georgia-Pacific is our largest vendor, with Georgia-Pacific products representing approximately 25% of our purchases during fiscal 2007. On June 6, 2008, Georgia-Pacific notified us of its intent to terminate this supply agreement, effective May 7, 2010. Georgia-Pacific and BlueLinx are currently in discussions regarding a new agreement which would govern the purchase, supply and distribution arrangements between the two parties after May 7, 2010. Georgia-Pacific and BlueLinx are continuing to work together pursuant to the terms of the existing Supply Agreement.

The Supply Agreement details distribution rights by product categories, including exclusivity rights and minimum supply volume commitments from Georgia-Pacific with respect to certain products. This Supply Agreement also details our purchase obligations by product categories, including minimum purchase volume commitments with respect to most of the products supplied to us. In addition, the Supply Agreement also provides for advertising, marketing and promotion arrangements between BlueLinx and Georgia-Pacific for certain products.

**11. Recently Issued Accounting Pronouncements**

In June 2008, the FASB issued FSP No. Emerging Issues Task Force ( EITF ) 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities* ( FSP 03-6-1 ). FSP 03-6-1 clarifies that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and are to be included in the computation of earnings per share under the two-class method described in SFAS No. 128, *Earnings Per Share*. This FSP is effective for us on January 1, 2009 and requires all presented prior-period earnings per share data to be adjusted retrospectively. We are still in the process of evaluating the impact FSP 03-6-1 will have on our Consolidated Financial Statements. For additional information about our share-based payment awards, refer to Note 2 of the Notes to Consolidated Financial Statements in our Form 10-K.

In April 2008, the FASB issued FASB Staff Position ( FSP ) No. 142-3, *Determination of the Useful Life of Intangible Assets* ( FSP 142-3 ). FSP 142-3 amends the factors to be considered in developing renewal or extension assumptions used to determine the useful life of intangible assets under SFAS No. 142, *Goodwill and Other Intangible Assets*. Its

intent is to improve the consistency between the useful life of an intangible asset and the period of expected cash flows used to measure its fair value. This FSP is effective for us on January 1, 2009. We are still in the process of evaluating the impact FSP 142-3, but do not expect it to have a material impact on our Consolidated Financial Statements.

In March 2008, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards ( SFAS ) No. 161, *Disclosures about Derivative Instruments and Hedging Activities – An Amendment of SFAS No. 133* ( SFAS 161 ). SFAS 161 seeks to improve financial reporting for derivative instruments and hedging activities by requiring enhanced disclosures regarding the impact on financial position, financial performance, and cash flows. To achieve this increased transparency, SFAS 161 requires (1) the disclosure of the fair value of derivative instruments and gains and losses in a tabular format; (2) the disclosure of derivative features that are credit risk-related; and (3) cross-referencing within the footnotes. SFAS 161 is effective, on a prospective basis, for fiscal years beginning after November 15, 2008. We are in the process of evaluating the new disclosure requirements under SFAS 161.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements* (SFAS No. 160). SFAS No. 160 establishes requirements for ownership interests in subsidiaries held by parties other than the Company (sometimes called *minority interests* ) be clearly identified, presented, and disclosed in the consolidated statement of financial position within equity, but separate from the parent's equity. All changes in the parent's ownership interests are required to be accounted for consistently as equity transactions and any noncontrolling equity investments in deconsolidated subsidiaries must be measured initially at fair value. SFAS No. 160 is effective, on a prospective basis, for fiscal years beginning after December 15, 2008. However, presentation and disclosure requirements must be retrospectively applied to comparative financial statements. We are currently assessing the impact of SFAS No. 160 on our consolidated financial position, results of operations and cash flows.

In December 2007, the FASB issued SFAS 141 (revised 2007) *Business Combinations* ( SFAS 141R ). SFAS 141R establishes principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree. SFAS 141R also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS No. 141R is effective, on a prospective basis, for fiscal years beginning after December 15, 2008. We are currently evaluating the potential impact, if any, of the adoption of SFAS 141R on our consolidated financial position, results of operations and cash flows.

## **12. Subsequent Event**

On July 15, 2008, our board of directors approved a plan to exit our custom milling operations in California. We are taking this action primarily based on our analysis of the impact of unfavorable market conditions on the business. We expect to complete the closure of the milling operation during the third quarter of fiscal 2008. We expect to incur a pre-tax charge of approximately \$4 million, or an after tax charge of approximately \$0.08 per diluted share related to this action in the third quarter. Approximately \$1.5 million of the total charge will require cash expenditures during the third quarter.

## **13. Unaudited Supplemental Condensed Consolidating Financial Statements**

The unaudited condensed consolidating financial information as of June 28, 2008 and December 29, 2007 and for the periods from March 30, 2008 to June 28, 2008 and April 1, 2007 to June 30, 2007 is provided due to restrictions in our revolving credit facility that limit distributions by BlueLinx Corporation, our wholly-owned operating subsidiary, to us, which, in turn, may limit our ability to pay dividends to holders of our common stock (see our Annual Report on Form 10-K for the year ended December 29, 2007, for a more detailed discussion of these restrictions and the terms of the facility). Also included in the supplemental condensed consolidated financial statements are sixty-one single member limited liability companies, which are wholly owned by us (the *LLC subsidiaries* ). The LLC subsidiaries own certain warehouse properties that are occupied by BlueLinx Corporation, each under the terms of a master lease agreement. Certain of the warehouse properties collateralize a mortgage loan and none of the properties are available to satisfy the debts and other obligations of either BlueLinx Corporation or us.





**Table of Contents**

The condensed consolidating statement of operations for BlueLinx Holdings Inc. for the period from March 30, 2008 to June 28, 2008 follows (in thousands):

	<b>BlueLinx Holdings Inc.</b>	<b>BlueLinx Corporation</b>	<b>LLC Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
Net sales	\$	\$ 834,669	\$ 7,618	\$ (7,618)	\$ 834,669
Cost of sales		727,234			727,234
Gross profit		107,435	7,618	(7,618)	107,435
Operating expenses:					
Selling, general and administrative	332	88,393	120	(7,618)	81,227
Depreciation and amortization		4,033	1,070		5,103
Total operating expenses	332	92,426	1,190	(7,618)	86,330
Operating income (loss)	(332)	15,009	6,428		21,105
Non-operating expenses:					
Interest expense		4,493	4,892		9,385
Other expense (income), net		190			190
Income before provision for (benefit from) income taxes	(332)	10,326	1,536		11,530
Provision for (benefit from) income taxes	(129)	4,461	599		4,931
Equity in income (loss) of subsidiaries	6,802			(6,802)	
Net income (loss)	\$ 6,599	\$ 5,865	\$ 937	\$ (6,802)	\$ 6,599

The condensed consolidating statement of operations for BlueLinx Holdings Inc. for the period from April 1, 2007 to June 30, 2007 follows (in thousands):

	<b>BlueLinx Holdings Inc.</b>	<b>BlueLinx Corporation</b>	<b>LLC Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
Net sales	\$	\$ 1,081,990	\$ 7,518	\$ (7,518)	\$ 1,081,990
Cost of sales		962,752			962,752
Gross profit		119,238	7,518	(7,518)	119,238
Operating expenses:					
Selling, general and administrative	279	100,459	126	(7,518)	93,346
Depreciation and amortization		4,276	1,059		5,335
Total operating expenses	279	104,735	1,185	(7,518)	98,681

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Operating income (loss)	(279)	14,503	6,333	20,557
Non-operating expenses:				
Interest expense		6,905	4,893	11,798
Other expense (income), net		(219)	(6)	(225)
Income before provision for (benefit from) income taxes	(279)	7,817	1,446	8,984
Provision for (benefit from) income taxes	(109)	3,095	564	3,550
Equity in income (loss) of subsidiaries	5,604			(5,604)
Net income (loss)	\$ 5,434	\$ 4,722	\$ 882	\$ (5,604) \$ 5,434

**Table of Contents**

The condensed consolidating statement of operations for BlueLinx Holdings Inc. for the period from December 29, 2007 to June 28, 2008 follows (in thousands):

	<b>BlueLinx Holdings Inc.</b>	<b>BlueLinx Corporation</b>	<b>LLC Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
Net sales	\$	\$ 1,551,429	\$ 15,235	\$ (15,235)	\$ 1,551,429
Cost of sales		1,366,191			1,366,191
Gross profit		185,238	15,235	(15,235)	185,238
Operating expenses:					
Selling, general and administrative	646	176,211	240	(15,235)	161,862
Depreciation and amortization		7,931	2,140		10,071
Total operating expenses	646	184,142	2,380	(15,235)	171,933
Operating income (loss)	(646)	1,096	12,855		13,305
Non-operating expenses:					
Interest expense		8,955	9,784		18,739
Other expense (income), net		333	(13)		320
Income before provision for (benefit from) income taxes	(646)	(8,192)	3,084		(5,754)
Provision for (benefit from) income taxes	(252)	(2,713)	1,203		(1,762)
Equity in income (loss) of subsidiaries	(3,598)			3,598	
Net income (loss)	\$ (3,992)	\$ (5,479)	\$ 1,881	\$ 3,598	\$ (3,992)

The condensed consolidating statement of operations for BlueLinx Holdings Inc. for the period from December 31, 2006 to June 30, 2007 follows (in thousands):

	<b>BlueLinx Holdings Inc.</b>	<b>BlueLinx Corporation</b>	<b>LLC Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
Net sales	\$	\$ 2,039,104	\$ 15,036	\$ (15,036)	\$ 2,039,104
Cost of sales		1,816,111			1,816,111
Gross profit		222,993	15,036	(15,036)	222,993
Operating expenses:					
Selling, general and administrative	716	195,891	243	(15,036)	181,814
Depreciation and amortization		8,618	2,116		10,734
Total operating expenses	716	204,509	2,359	(15,036)	192,548

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Operating income (loss)	(716)	18,484	12,677		30,445
Non-operating expenses:					
Interest expense		12,620	9,784		22,404
Other expense (income), net		(367)	(241)		(608)
Income before provision for (benefit from) income taxes	(716)	6,231	3,134		8,649
Provision for (benefit from) income taxes	(279)	2,461	1,222		3,404
Equity in income (loss) of subsidiaries	5,682			(5,682)	
Net income (loss)	\$ 5,245	\$ 3,770	\$ 1,912	\$ (5,682)	\$ 5,245

**Table of Contents**

The condensed consolidating balance sheet for BlueLinx Holdings Inc. as of June 28, 2008 follows (in thousands):

	<b>BlueLinx Holdings Inc.</b>	<b>BlueLinx Corporation and Subsidiaries</b>	<b>LLC Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
Assets:					
Current assets:					
Cash	\$ 4	\$ 29,724	\$ 63	\$	\$ 29,791
Receivables		295,081			295,081
Inventories		315,368			315,368
Deferred income taxes		14,633		(28)	14,605
Other current assets	100	38,557			38,657
Intercompany receivable	22,044			(22,044)	
<b>Total current assets</b>	<b>22,148</b>	<b>693,363</b>	<b>63</b>	<b>(22,072)</b>	<b>693,502</b>
Property, plant and equipment:					
Land and land improvements		3,067	54,295		57,362
Buildings		7,520	91,030		98,550
Machinery and equipment		67,922			67,922
Construction in progress		1,360			1,360
Property, plant and equipment, at cost		79,869	145,325		225,194
Accumulated depreciation		(43,340)	(17,614)		(60,954)
Property, plant and equipment, net		36,529	127,711		164,240
Investment in subsidiaries	129,242			(129,242)	
Deferred income taxes		3,496		(1,278)	2,218
Other non-current assets		14,864	4,978		19,842
<b>Total assets</b>	<b>\$ 151,390</b>	<b>\$ 748,252</b>	<b>\$ 132,752</b>	<b>\$ (152,592)</b>	<b>\$ 879,802</b>
Liabilities :					
Current liabilities:					
Accounts payable	\$ 118	\$ 176,482	\$	\$	\$ 176,600
Bank overdrafts		38,055			38,055
Accrued compensation		11,503			11,503
Deferred income taxes	28			(28)	
Current maturities of long-term debt		10,048			10,048
Other current liabilities		23,164	5,172		28,336
Intercompany payable		21,792	252	(22,044)	
<b>Total current liabilities</b>	<b>146</b>	<b>281,044</b>	<b>5,424</b>	<b>(22,072)</b>	<b>264,542</b>
Non-current liabilities:					

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Long-term debt		156,000	295,000		451,000
Deferred income taxes			1,278	(1,278)	
Other long-term liabilities		13,016			13,016
Total liabilities	146	450,060	301,702	(23,350)	728,558
Shareholders' Equity/Parents' Investment	151,244	298,192	(168,950)	(129,242)	151,244
Total liabilities and equity	\$ 151,390	\$ 748,252	\$ 132,752	\$ (152,592)	\$ 879,802

**Table of Contents**

The condensed consolidating balance sheet for BlueLinx Holdings Inc. as of December 29, 2007 follows (in thousands):

	<b>BlueLinx Holdings Inc.</b>	<b>BlueLinx Corporation and Subsidiaries</b>	<b>LLC Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
Assets:					
Current assets:					
Cash	\$ 3	\$ 15,699	\$ 57	\$	\$ 15,759
Receivables		263,176			263,176
Inventories		335,887			335,887
Deferred income taxes		12,277		(78)	12,199
Other current assets	271	52,960			53,231
Intercompany receivable	18,103	611		(18,714)	
<b>Total current assets</b>	<b>18,377</b>	<b>680,610</b>	<b>57</b>	<b>(18,792)</b>	<b>680,252</b>
Property, plant and equipment:					
Land and land improvements		3,000	54,295		57,295
Buildings		7,390	91,030		98,420
Machinery and equipment		67,217			67,217
Construction in progress		4,212			4,212
Property, plant and equipment, at cost		81,819	145,325		227,144
Accumulated depreciation		(39,228)	(15,474)		(54,702)
Property, plant and equipment, net		42,591	129,851		172,442
Investment in subsidiaries	137,155			(137,155)	
Non-current deferred income taxes		4,327		(1,699)	2,628
Other non-current assets		22,822	5,292		28,114
<b>Total assets</b>	<b>\$ 155,532</b>	<b>\$ 750,350</b>	<b>\$ 135,200</b>	<b>\$ (157,646)</b>	<b>\$ 883,436</b>
Liabilities:					
Current liabilities:					
Accounts payable	\$ 20	\$ 164,697	\$	\$	\$ 164,717
Bank overdrafts		37,152			37,152
Accrued compensation		10,372			10,372
Deferred income taxes	78			(78)	
Other current liabilities		15,145	4,135		19,280
Intercompany payable	611	17,632	471	(18,714)	
<b>Total current liabilities</b>	<b>709</b>	<b>244,998</b>	<b>4,606</b>	<b>(18,792)</b>	<b>231,521</b>



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Non-current liabilities:					
Long-term debt		183,535	295,000		478,535
Deferred income taxes			1,699	(1,699)	
Other non-current liabilities		18,557			18,557
Total liabilities	709	447,090	301,305	(20,491)	728,613
Shareholders' Equity/Parents					
Investment	154,823	303,260	(166,105)	(137,155)	154,823
Total liabilities and equity	\$ 155,532	\$ 750,350	\$ 135,200	\$ (157,646)	\$ 883,436

**Table of Contents**

The condensed consolidating statement of cash flows for BlueLinx Holdings Inc. for the period from December 29, 2007 to June 28, 2008 follows (in thousands):

	<b>BlueLinx Holdings Inc.</b>	<b>BlueLinx Corporation</b>	<b>LLC Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>Cash flows from operating activities:</b>					
Net (loss) income	\$ (3,992)	\$ (5,479)	\$ 1,881	\$ 3,598	\$ (3,992)
Adjustments to reconcile net income to cash (used in) provided by operations:					
Depreciation and amortization		7,931	2,140		10,071
Amortization of debt issue costs		901	314		1,215
Deferred income tax benefit	(50)	(2,460)	(421)		(2,931)
Share-based compensation expense		1,119			1,119
Excess tax benefits from share-based compensation arrangements		(76)			(76)
Equity in earnings of subsidiaries	3,598			(3,598)	
Changes in assets and liabilities:					
Receivables		(31,905)			(31,905)
Inventories		20,519			20,519
Accounts payable	98	11,785			11,883
Changes in other working capital	171	21,075	1,037		22,283
Intercompany receivable	(3,941)	611		3,330	
Intercompany payable	(611)	4,160	(219)	(3,330)	
Other		2,589			2,589
Net cash (used in) provided by operating activities	(4,727)	30,770	4,732		30,775
<b>Cash flows from investing activities:</b>					
Investment in subsidiaries	4,212			(4,212)	
Property, plant and equipment investments		(1,502)			(1,502)
Proceeds from sale of assets		827			827
Net cash provided by (used in) investing activities	4,212	(675)		(4,212)	(675)
<b>Cash flows from financing activities:</b>					
Net transactions with Parent		514	(4,726)	4,212	
Proceeds from stock options exercised	434				434
Excess tax benefits from share-based compensation arrangements	76				76
Net decrease in revolving credit facility		(17,487)			(17,487)
Increase in bank overdrafts		903			903
Common dividends paid					
Other	6				6
	516	(16,070)	(4,726)	4,212	(16,068)

Net cash (used in) provided by  
financing activities

Increase in cash	1	14,025	6	14,032
Balance, beginning of period	3	15,699	57	15,759
Balance, end of period	\$ 4	\$ 29,724	\$ 63	\$ 29,791

**Table of Contents**

The condensed consolidating statement of cash flows for BlueLinx Holdings Inc. for the period from December 31, 2006 to June 30, 2007 follows (in thousands):

	<b>BlueLinx Holdings Inc.</b>	<b>BlueLinx Corporation</b>	<b>LLC Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>Cash flows from operating activities:</b>					
Net income	\$ 5,245	\$ 3,770	\$ 1,912	\$ (5,682)	\$ 5,245
Adjustments to reconcile net income to cash (used in) provided by operations:					
Depreciation and amortization		8,618	2,116		10,734
Amortization of debt issue costs		903	312		1,215
Deferred income tax benefit	(86)	(1,061)	(416)		(1,563)
Share-based compensation expense		2,227			2,227
Excess tax benefits from share-based compensation arrangements		(60)			(60)
Equity in earnings of subsidiaries	(5,682)			5,682	
Changes in assets and liabilities:					
Receivables		(98,255)			(98,255)
Inventories		(59,536)			(59,536)
Accounts payable		64,503			64,503
Changes in other working capital	508	6,924	1,408		8,840
Intercompany receivable	(207)			207	
Intercompany payable		532	(325)	(207)	
Other		2,308	(30)		2,278
Net cash (used in) provided by operating activities	(222)	(69,127)	4,977		(64,372)
<b>Cash flows from investing activities:</b>					
Investment in subsidiaries	7,624			(7,624)	
Property, plant and equipment investments		(9,578)	(449)		(10,027)
Proceeds from sale of assets		1,086			1,086
Net cash provided by (used in) investing activities	7,624	(8,492)	(449)	(7,624)	(8,941)
<b>Cash flows from financing activities:</b>					
Net transactions with Parent		(3,078)	(4,546)	7,624	
Proceeds from stock options exercised	323				323
Excess tax benefits from share-based compensation arrangements	60				60
Net increase in revolving credit facility		94,073			94,073
Decrease in bank overdrafts		(15,678)			(15,678)
Common dividends paid	(7,784)				(7,784)

Other			33		33
Net cash (used in) provided by financing activities	(7,401)	75,317	(4,513)	7,624	71,027
Increase (decrease) in cash	1	(2,302)	15		(2,286)
Balance, beginning of period	2	27,017	23		27,042
Balance, end of period	\$ 3	\$ 24,715	\$ 38	\$	\$ 24,756

**Table of Contents****ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The information contained in this Management's Discussion and Analysis of Financial Condition and Results of Operations ( MD&A ) has been derived from our historical financial statements and is intended to provide information to assist you in better understanding and evaluating our financial condition and results of operations. We recommend that you read this MD&A section in conjunction with our condensed consolidated financial statements and notes to those statements included in Item 1 of this Quarterly Report on Form 10-Q, as well as our Annual Report on Form 10-K for the year ended December 29, 2007 as filed with the U.S. Securities and Exchange Commission (the SEC ). This MD&A section is not a comprehensive discussion and analysis of our financial condition and results of operations, but rather updates disclosures made in the aforementioned filing. The discussion below contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain the words believe, anticipate, expect, estimate, intend, project, plan, will be, will likely or likely result or words or phrases of similar meaning. 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 those discussed under the heading Factors Affecting Future Results in our Annual Report on Form 10-K for the year ended December 29, 2007 as filed with the SEC and other factors, some of which may not be known to us. We operate in a changing environment in which new risks can emerge from time to time. It is not possible for management to predict all of these risks, nor can it assess the extent to which any factor, or a combination of factors, may cause our business, strategy or actual results to differ materially from those contained in forward-looking statements. Factors you should consider that could cause these differences include, among other things:

- changes in the prices, supply and/or demand for products which we distribute, especially as a result of conditions in the residential housing market;

- inventory levels of new and existing homes for sale;

- general economic and business conditions in the United States;

- the financial condition and credit worthiness of our customers;

- the activities of competitors;

- changes in significant operating expenses;

- fuel costs;

- risk of losses associated with accidents;

- exposure to product liability claims;

- changes in the availability of capital and interest rates;

- immigration patterns and job and household formation;

- our ability to identify acquisition opportunities and effectively and cost-efficiently integrate acquisitions;

adverse weather patterns or conditions;

our ability to agree to a new supply agreement with Georgia-Pacific after May 7, 2010, or otherwise obtain replacement products on favorable economic terms;

**Table of Contents**

acts of war or terrorist activities;

variations in the performance of the financial markets, including the credit markets; and

the other factors described herein under Factors Affecting Future Results in our Annual Report on Form 10-K for the year ended December 29, 2007 as filed with the SEC.

Given these risks and uncertainties, we caution you not to place undue reliance on forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as required by law.

**Overview**

***Background***

We are a leading distributor of building products in the United States. We distribute approximately 10,000 products to more than 11,500 customers through our network of more than 70 warehouses and third-party operated warehouses which serve all major metropolitan markets in the United States. We distribute products in two principal categories: structural products and specialty products. Structural products include plywood, oriented strand board ( OSB ), rebar and remesh, lumber and other wood products primarily used for structural support, walls and flooring in construction projects. Structural products represented approximately 52% of our second quarter of fiscal 2008 gross sales. Specialty products include roofing, insulation, moulding, engineered wood, vinyl products (used primarily in siding) and metal products (excluding rebar and remesh). Specialty products accounted for approximately 48% of our second quarter of fiscal 2008 gross sales.

***Industry Conditions***

As noted above, we operate in a changing environment in which new risks can emerge from time to time. A number of factors cause our results of operations to fluctuate from period to period. Many of these factors are seasonal or cyclical in nature. Conditions in the United States housing market are at historically low levels and continued to deteriorate throughout the second quarter of fiscal 2008. Our operating results have declined during the past two years as they are closely tied to U.S. housing starts. Additionally, the mortgage markets have experienced substantial disruption due to a rising number of defaults in the subprime market. This disruption and the related defaults increased the inventory of homes for sale and also caused lenders to tighten mortgage qualification criteria which further reduced demand for new homes. Forecasters continue to have a bearish outlook for the housing market and we expect the downturn in new housing activity will continue to negatively impact our operating results for the foreseeable future. We continue to prudently manage our inventories, receivables and spending in this environment. However, along with many forecasters, we believe U.S. housing demand will improve in the long term based on population demographics and a variety of other factors.

***Supply Agreement with Georgia-Pacific***

On May 7, 2004, we entered into a multi-year supply agreement with Georgia-Pacific. Under the agreement, we have exclusive distribution rights on certain products and certain customer segments. Georgia-Pacific is our largest vendor, with Georgia-Pacific products representing approximately 25% of our purchases during fiscal 2007. On June 6, 2008, Georgia-Pacific notified us of its intent to terminate this supply agreement, effective May 7, 2010. Georgia-Pacific and BlueLinx are currently in discussions regarding a new agreement which would govern the purchase, supply and distribution arrangements between the two parties after May 7, 2010. Georgia-Pacific and BlueLinx are continuing to work together pursuant to the terms of the existing Supply Agreement.

The Supply Agreement details distribution rights by product categories, including exclusivity rights and minimum supply volume commitments from Georgia-Pacific with respect to certain products. This Supply Agreement also details our purchase obligations by product categories, including minimum purchase volume commitments with respect to most of the products supplied to us. In addition, the Supply Agreement also provides for advertising, marketing and promotion arrangements between BlueLinx and Georgia-Pacific for certain products.

***Subsequent Event***

On July 15, 2008, our board of directors approved a plan to exit our custom milling operations in California. We are taking this action primarily based on our analysis of the impact of unfavorable market conditions on the business. We



expect to complete the closure of the milling operation during the third quarter of fiscal 2008. We expect to incur a pre-tax charge of approximately \$4 million, or an after tax charge of approximately \$0.08 per diluted share related to this action in the third quarter. Approximately \$1.5 million of the total charge will require cash expenditures during the third quarter.

**Table of Contents****Selected Factors Affecting Our Operating Results**

Our operating results are affected by housing starts, mobile home production, industrial production, repair and remodeling spending and non-residential construction. Our operating results are also impacted by changes in product prices. Structural product prices can vary significantly based on short-term and long-term changes in supply and demand. The prices of specialty products can also vary from time to time, although they are generally significantly less variable than structural products.

The following table sets forth changes in net sales by product category, sales variances due to changes in unit volume and dollar and percentage changes in unit volume and price versus comparable prior periods, in each case for the second quarter of fiscal 2008, the second quarter of fiscal 2007, the first six months of fiscal 2008, the first six months of fiscal 2007, fiscal 2007 and fiscal 2006.

	<b>Fiscal</b>	<b>Fiscal</b>	<b>Fiscal</b>	<b>Fiscal</b>	<b>Fiscal</b>	<b>Fiscal</b>
	<b>Q2 2008</b>	<b>Q2 2007</b>	<b>2008</b>	<b>2007</b>	<b>2007</b>	<b>2006</b>
			<b>YTD</b>	<b>YTD</b>		
			<b>(Dollars in millions)</b>			
			<b>(Unaudited)</b>			
<i>Sales by Category</i>						
Structural Products	\$ 443	\$ 598	\$ 815	\$ 1,117	\$ 2,098	\$ 2,788
Specialty Products	403	501	757	957	1,802	2,197
Other(1)	(11)	(17)	(21)	(35)	(66)	(86)
<b>Total Sales</b>	<b>\$ 835</b>	<b>\$ 1,082</b>	<b>\$ 1,551</b>	<b>\$ 2,039</b>	<b>\$ 3,834</b>	<b>\$ 4,899</b>
<i>Sales Variances</i>						
Unit Volume \$ Change	\$ (286)	\$ (229)	\$ (532)	\$ (534)	\$ (896)	\$ (398)
Price/Other(1)	39	(68)	44	(183)	(169)	(325)
<b>Total \$ Change</b>	<b>\$ (247)</b>	<b>\$ (297)</b>	<b>\$ (488)</b>	<b>\$ (717)</b>	<b>\$ (1,065)</b>	<b>\$ (723)</b>
Unit Volume % Change	(26.0)%	(16.3)%	(25.6)%	(19.1)%	(18.0)%	(7.0)%
Price/Other(1)	3.1%	(5.2)%	1.7%	(6.9)%	(3.7)%	(5.9)%
<b>Total % Change</b>	<b>(22.9)%</b>	<b>(21.5)%</b>	<b>(23.9)%</b>	<b>(26.0)%</b>	<b>(21.7)%</b>	<b>(12.9)%</b>

(1) Other includes unallocated allowances and discounts.

The following table sets forth changes in gross margin dollars and percentages by product category, and percentage changes in unit volume growth by product, in each case for the second quarter of fiscal 2008, the second quarter of fiscal 2007, the first six months of fiscal 2008, the first six months of fiscal 2007, fiscal 2007 and fiscal 2006.

	<b>Fiscal</b>	<b>Fiscal</b>	<b>Fiscal</b>	<b>Fiscal</b>	<b>Fiscal</b>	<b>Fiscal</b>
	<b>Q2 2008</b>	<b>Q2 2007</b>	<b>2008</b>	<b>2007</b>	<b>2007</b>	<b>2006</b>
			<b>YTD</b>	<b>YTD</b>		
			<b>(Dollars in millions)</b>			
			<b>(Unaudited)</b>			

*Gross Margin \$ s by Category*

Structural Products	\$ 53	\$ 56	\$ 85	\$ 101	\$ 173	\$ 194
Specialty Products	58	70	108	134	238	308
Other (1)	(4)	(7)	(8)	(12)	(19)	(22)
Total Gross Margin \$ s	\$ 107	\$ 119	\$ 185	\$ 223	\$ 392	\$ 480

*Gross Margin % s by Category*

Structural Products	12.0%	9.3%	10.4%	9.0%	8.2%	7.0%
Specialty Products	14.4%	14.0%	14.3%	14.0%	13.2%	14.0%
Other (1)	NA	NA	NA	NA	NA	NA
Total Gross Margin % s	12.9%	11.0%	11.9%	10.9%	10.2%	9.8%

*Change in Unit Volume by Product*

Structural Products	(30.3)%	(17.1)%	(29.2)%	(19.9)%	(19.2)%	(11.8)%
Specialty Products	(20.8)%	(15.3)%	(21.5)%	(18.0)%	(16.4)%	1.0%
Total Change in Unit Volume % s	(26.0)%	(16.3)%	(25.6)%	(19.1)%	(18.0)%	(7.0)%

(1) Other includes unallocated allowances and discounts.

**Table of Contents**

The following table sets forth changes in net sales and gross margin by channel and percentage changes in gross margin by channel, in each case for the second quarter of fiscal 2008, the second quarter of fiscal 2007, the first six months of fiscal 2008, the first six months of fiscal 2007, fiscal 2007 and fiscal 2006.

	<b>Fiscal Q2 2008</b>	<b>Fiscal Q2 2007</b>	<b>Fiscal 2008 YTD</b>	<b>Fiscal 2007 YTD</b>	<b>Fiscal 2007</b>	<b>Fiscal 2006</b>
<b>(Dollars in millions)</b>						
<b>(Unaudited)</b>						
<i>Sales by Channel</i>						
Warehouse/Reload	\$ 622	\$ 783	\$ 1,133	\$ 1,464	\$ 2,763	\$ 3,326
Direct	224	316	439	610	1,137	1,659
Other(1)	(11)	(17)	(21)	(35)	(66)	(86)
Total	\$ 835	\$ 1,082	\$ 1,551	\$ 2,039	\$ 3,834	\$ 4,899
<i>Gross Margin by Channel</i>						
Warehouse/Reload	\$ 97	\$ 106	\$ 166	\$ 198	\$ 344	\$ 407
Direct	14	20	27	37	67	95
Other(1)	(4)	(7)	(8)	(12)	(19)	(22)
Total	\$ 107	\$ 119	\$ 185	\$ 223	\$ 392	\$ 480

	<b>Fiscal Q2 2008</b>	<b>Fiscal Q2 2007</b>	<b>Fiscal 2008 YTD</b>	<b>Fiscal 2007 YTD</b>	<b>Fiscal 2007</b>	<b>Fiscal 2006</b>
<b>(Dollars in millions)</b>						
<b>(Unaudited)</b>						
<i>Gross Margin % by Channel</i>						
Warehouse/Reload	15.6%	13.5%	14.7%	13.5%	12.5%	12.2%
Direct	6.3%	6.3%	6.2%	6.1%	5.9%	5.7%
Unallocated Allowances and Adjustments	(0.5)%	(0.6)%	(0.5)%	(0.6)%	(0.5)%	(0.4)%
Total	12.9%	11.0%	11.9%	10.9%	10.2%	9.8%

(1) Other includes unallocated allowances and adjustments.

**Fiscal Year**

Our fiscal year is a 52- or 53-week period ending on the Saturday closest to the end of the calendar year. Fiscal year 2008 contains 53 weeks. Fiscal years 2007 and 2006 each contain 52 weeks.

**Results of Operations****Second Quarter of Fiscal 2008 Compared to Second Quarter of Fiscal 2007**

The following table sets forth our results of operations for the second quarter of fiscal 2008 and second quarter of fiscal 2007.



**Table of Contents**

*Net Sales.* For the second quarter of fiscal 2008, net sales decreased by 22.9%, or \$247 million, to \$835 million. Sales during the quarter were negatively impacted by a 31.6% decline in housing starts. We estimate that new home construction represents at least 50% of our end-use markets. Specialty sales, primarily consisting of roofing, specialty panels, insulation, moulding, engineered wood products, vinyl siding, composite decking and metal products (excluding rebar and remesh) decreased by \$98 million or 19.6% compared to the second quarter of fiscal 2007, reflecting a decline in unit volume. Structural sales, including plywood, OSB, lumber and metal rebar, decreased by \$155 million, or 25.9% from a year ago, also primarily as a result of a decrease in unit volume.

*Gross Profit.* Gross profit for the second quarter of fiscal 2008 was \$107 million, or 12.9% of sales, compared to \$119 million, or 11.0% of sales, in the prior year period. The decrease in gross profit dollars compared to the second quarter of fiscal 2007 was driven primarily by reduced unit volume associated with the ongoing slowdown in the housing market. Gross margin percentage increased by 1.9% to 12.9%, reflecting the increase, as a percentage of our total sales, of higher-margin specialty products and increases in product prices. Our ongoing initiatives to increase margin across all product categories also contributed to the increased gross margin.

*Selling, General, and Administrative Expenses.* Selling, general and administrative expenses for the second quarter of fiscal 2008 were \$81.2 million, or 9.7% of net sales, compared to \$93.3 million, or 8.6% of net sales, during the second quarter of fiscal 2007. The dollar decline primarily reflects lower payroll expense related to reduced headcount. Our ongoing focus on managing expenses to the current operating environment also contributed to this decline.

*Depreciation and Amortization.* Depreciation and amortization expense totaled \$5.1 million for the second quarter of fiscal 2008, compared with \$5.3 million for the second quarter of fiscal 2007.

*Operating Income.* Operating income for the second quarter of fiscal 2008 was \$21.1 million, or 2.5% of sales, versus operating income of \$20.6 million, or 1.9% of sales, in the second quarter of fiscal 2007, reflecting a decrease in operating expenses of \$12.4 million.

*Interest Expense, net.* Interest expense totaled \$9.4 million, down \$2.4 million from the prior year reflecting lower debt levels. Interest expense related to our revolving credit facility and mortgage was \$4.1 million and \$4.7 million, respectively, during this period. Interest expense totaled \$11.8 million for the second quarter of fiscal 2007. Interest expense related to our revolving credit facility and mortgage was \$6.5 million and \$4.7 million, respectively, during this period. In addition, interest expense included \$0.6 million of debt issue cost amortization for each of the second quarter of fiscal 2008 and the second quarter of fiscal 2007.

*Provision for Income Taxes.* The effective tax rate was 42.8% and 39.5% for the second quarter of fiscal 2008 and the second quarter of fiscal 2007, respectively. The increase in the effective tax rate for the second quarter of fiscal 2008, compared to the same period last year, resulted from tax expense on Canadian earnings.

*Net Income.* Net income for the second quarter of fiscal 2008 was \$6.6 million compared to net income of \$5.4 million for the second quarter of fiscal 2007.

On a per-share basis, basic and diluted earnings applicable to common stockholders for the second quarter of fiscal 2008 were each \$0.21. Basic and diluted earnings per share for the second quarter of 2007 were each \$0.18.

**Year-to-Date Fiscal 2008 Compared to Year-to-Date Fiscal 2007**

The following table sets forth our results of operations for the first six months of fiscal 2008 and the first six months of fiscal 2007.

Period from December 29, 2007 to June 28, 2008 (Unaudited)	% of Net Sales	Period from December 31, 2006 to June 30, 2007 (Unaudited)	% of Net Sales
(Dollars in thousands)			

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Net sales	\$ 1,551,429	100.0%	\$	2,039,104	100.0%
Gross profit	185,238	11.9%		222,993	10.9%
Selling, general & administrative	161,862	10.4%		181,814	8.9%
Depreciation and amortization	10,071	0.6%		10,734	0.5%
Operating income	13,305	0.9%		30,445	1.5%
Interest expense	18,739	1.2%		22,404	1.1%
Other expense (income), net	320	0.0%		(608)	0.0%
(Loss) income before (benefit from) provision for income taxes	(5,754)	(0.4)%		8,649	0.4%
(Benefit from) provision for income taxes	(1,762)	(0.1)%		3,404	0.2%
Net (loss) income	\$ (3,992)	(0.3)%	\$	5,245	0.3%

**Table of Contents**

*Net Sales.* For the first six months of fiscal 2008, net sales decreased by 23.9%, or \$488 million, to \$1.6 billion. Sales during this period were negatively impacted by a 30.1% decline in housing starts. We estimate that new home construction represents at least 50% of our end-use markets. Specialty sales, primarily consisting of roofing, specialty panels, insulation, moulding, engineered wood products, vinyl siding, composite decking and metal products (excluding rebar and remesh) decreased by \$200 million or 20.9% compared to the first six months of fiscal 2007, reflecting a decline in unit volume. Structural sales, including plywood, OSB, lumber and metal rebar, decreased by \$301 million, or 26.9% from a year ago, also primarily as a result of a decrease in unit volume.

*Gross Profit.* Gross profit for the first six months of fiscal 2008 was \$185 million, or 11.9% of sales, compared to \$223 million, or 10.9% of sales, in the prior year period. The decrease in gross profit dollars compared to the first six months of fiscal 2007 was driven primarily by reduced unit volume associated with the ongoing slowdown in the housing market. Gross margin percentage increased by 1.0% to 11.9%, reflecting the increase, as a percentage of our total sales, of higher-margin specialty products and increases in product prices. Our ongoing initiatives to increase margins across all product categories also contributed to the increased gross margin.

*Selling, General, and Administrative Expenses.* Selling, general and administrative expenses for the first six months of fiscal 2008 were \$162 million, or 10.4% of net sales, compared to \$182 million, or 8.9% of net sales, during the first six months of fiscal 2007. The dollar decline primarily reflects lower payroll expense related to reduced headcount. Our ongoing focus on managing expenses to the current operating environment also contributed to this decline.

*Depreciation and Amortization.* Depreciation and amortization expense totaled \$10.1 million for the first six months of fiscal 2008, compared with \$10.7 million for the first six months of fiscal 2007.

*Operating Income.* Operating income for the first six months of fiscal 2008 was \$13.3 million, or 0.9% of sales, versus operating income of \$30.4 million, or 1.5% of sales, in the first six months of fiscal 2007, reflecting the decline in revenue due to decreased unit volume.

*Interest Expense, net.* Interest expense totaled \$18.7 million, down \$3.7 million from the prior year reflecting lower debt levels. Interest expense related to our revolving credit facility and mortgage was \$8.1 million and \$9.4 million, respectively, during this period. Interest expense totaled \$22.4 million for the first six months of fiscal 2007. Interest expense related to our revolving credit facility and mortgage was \$11.6 million and \$9.6 million, respectively, during this period. In addition, interest expense included \$1.2 million of debt issue cost amortization for the first six months of fiscal 2008 and for the first six months of fiscal 2007, respectively.

*(Benefit from) Provision for Income Taxes.* The effective tax rate was 30.6% and 39.4% for the first six months of fiscal 2008 and the first six months of fiscal 2007, respectively. The decrease in the effective tax rate for the first six months of fiscal 2008, compared to the same period last year, resulted from tax expense on Canadian earnings.

*Net (loss) income.* Net loss for the first six months of fiscal 2008 was \$4.0 million compared to net income of \$5.2 million for the first six months of fiscal 2007.

On a per-share basis, basic and diluted loss applicable to common stockholders for the first six months of fiscal 2008 were each \$0.13. Basic and diluted earnings per share for the first six months of 2007 were each \$0.17.

**Seasonality**

We are exposed to fluctuations in quarterly sales volumes and expenses due to seasonal factors. These seasonal factors are common in the building products distribution industry. The first and fourth quarters are typically our slowest quarters due primarily to the impact of poor weather on the construction market. Our second and third quarters are typically our strongest quarters, reflecting a substantial increase in construction due to more favorable weather conditions. Our working capital and accounts receivable and payable generally peak in the third quarter, while inventory generally peaks in the second quarter in anticipation of the summer building season. Although we generally expect these trends to continue for the foreseeable future, we reduced our inventory in the second quarter of 2008 as part of our effort to manage to the current demand environment in the housing market.



**Table of Contents****Liquidity and Capital Resources**

We depend on cash flow from operations and funds available under our revolving credit facility to finance working capital needs, capital expenditures, dividends and acquisitions. We believe that the amounts available from this and other sources will be sufficient to fund our routine operations and capital requirements for the foreseeable future. Part of our growth strategy is to selectively pursue acquisitions. Accordingly, depending on the nature of the acquisition or currency, we may use cash or stock, or a combination of both, as acquisition currency. Our cash requirements may significantly increase and incremental cash expenditures will be required in connection with the integration of the acquired company's business and to pay fees and expenses in connection with acquisitions. To the extent that significant amounts of cash are expended in connection with acquisitions, our liquidity position may be adversely impacted. In addition, there can be no assurance that we will be successful in identifying acquisition targets and implementing our acquisition strategy. For a discussion of the risks associated with our acquisition strategy, see the risk factor on integrating acquisitions in our Annual Report on Form 10-K.

The following tables indicate our working capital and cash flows for the periods indicated.

	<b>June 28, 2008</b>	<b>December 29, 2007</b>
	<b>(Dollars in thousands)</b>	
	<b>(Unaudited)</b>	
Working capital	\$ 428,960	\$ 448,731
	<b>Period from December 29, 2007 to June 28, 2008</b>	<b>Period from December 31, 2006 to June 30, 2007</b>
	<b>(Dollars in thousands)</b>	
	<b>(Unaudited)</b>	
Cash flows provided by (used in) operating activities	\$ 30,775	\$ (64,372)
Cash flows used in investing activities	(675)	(8,941)
Cash flows (used in) provided by financing activities	\$ (16,068)	\$ 71,027

**Working Capital**

Working capital decreased by \$19.8 million to \$429 million at June 28, 2008 primarily as a result of increases in accounts payable, current maturities of long-term debt, and other current liabilities of \$11.9 million, \$10.0 million and \$9.1 million, respectively, as well as decreases in inventories and other current assets of \$20.5 million and \$14.6 million, respectively. These changes were partially offset by an increase in accounts receivable of \$31.9 million. Additionally, cash increased from \$15.8 million on December 29, 2007 to \$29.8 million at June 28, 2008, primarily due to reductions of working capital. The \$29.8 million of cash on our balance sheet at June 28, 2008 includes customer remittances received in our lock boxes on Friday and Saturday that are not available until Monday, which is part of the following fiscal period.

**Operating Activities**

During the first six months of fiscal 2008 and fiscal 2007, cash flows provided by (used in) operating activities totaled \$30.8 million and \$(64.4) million, respectively. The increase of \$95.1 million in cash flows provided by operating activities was primarily the result of a source of cash related to a reduction in the changes in working capital of \$107 million. This source of cash was offset by a \$9.2 million decrease in net income.

**Investing Activities**

During the first six months of fiscal 2008 and fiscal 2007, cash flows used in investing activities totaled \$0.7 million and \$8.9 million, respectively.

During the first six months of fiscal 2008 and fiscal 2007, our expenditures for property and equipment were \$1.5 million and \$10 million, respectively. The cash used in investing activities in the first six months of fiscal 2007 was primarily for programs designed to improve and fine tune our capabilities in inventory management and forecasting, in financial budgeting and reporting, in order tracking and visibility and in product marketing. These and other programs did not require the same level of investment in 2008 and our capital expenditures declined accordingly.

Proceeds from the sale of property and equipment totaled \$0.8 million and \$1.1 million for the first six months of fiscal 2008 and fiscal 2007, respectively.

**Table of Contents*****Financing Activities***

Net cash (used in) provided by financing activities was \$(16.1) million during the first six months of fiscal 2008 compared to \$71.0 million during the first six months of fiscal 2007. The \$87.1 million decrease in cash provided by financing activities was primarily driven by a decrease in borrowings under our revolving credit facility of \$112 million. This decrease was offset by an increase in bank overdrafts of \$16.6 million. We paid no dividends to our common stockholders in the first six months of 2008. In the first six months of 2007, we paid dividends to our common stockholders in the aggregate amount of \$7.8 million.

***Debt and Credit Sources***

On May 7, 2004, our operating subsidiary entered into a revolving credit facility. As of June 28, 2008, advances outstanding under the revolving credit facility were approximately \$166 million. Excess borrowing availability was approximately \$271 million. As of June 28, 2008, the interest rate on outstanding balances under the revolving credit facility was 4.75%. For the second quarter and first six months of fiscal 2008, interest expense related to the revolving credit facility was \$4.1 million and \$8.1 million, respectively. For the second quarter and first six months of fiscal 2007, interest expense related to the revolving credit facility was \$6.5 million and \$11.6 million, respectively.

On June 9, 2006, certain special purpose entities that are wholly-owned subsidiaries of ours entered into a \$295 million mortgage loan with the German American Capital Corporation. The mortgage has a term of ten years and is secured by 57 distribution facilities and 1 office building owned by the special purpose entities. The stated interest rate on the mortgage is fixed at 6.35%. German American Capital Corporation assigned half of its interest in the mortgage loan to Wachovia Bank, National Association.

On June 12, 2006, we entered into an interest rate swap agreement with Goldman Sachs Capital Markets (GSCM), to hedge against interest rate risks related to our variable rate revolving credit facility. The interest rate swap has a notional amount of \$150 million and the terms call for us to receive interest monthly at a variable rate equal to 30-day LIBOR and to pay interest monthly at a fixed rate of 5.4%. This interest rate swap is designated as a cash flow hedge. We expect the hedge to be highly effective in offsetting changes in expected cash flows, as, at inception, the critical terms of the interest rate swap generally match the critical terms of the variable rate revolving credit facility.

Fluctuations in the fair value of the ineffective portion, if any, of the cash flow hedge are reflected in earnings. For the first six months of fiscal 2008 and for the first six months of fiscal 2007, we recognized an immaterial amount of expense related to the ineffective portion of the hedge.

At June 28, 2008 and December 29, 2007, the fair value of the interest rate swap was a liability of \$6.9 million and \$7.1 million, respectively. These balances were included in Other current liabilities and Other long-term liabilities on the Condensed Consolidated Balance Sheet. Accumulated other comprehensive income at June 28, 2008 and December 29, 2007 included the net loss on the cash flow hedge (net of tax) of \$4.1 million and \$4.3 million, respectively, which reflects the cumulative amount of comprehensive loss in connection with the change in fair value of the swap.

***Contractual Obligations***

There have been no material changes to our contractual obligations from those disclosed in Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 29, 2007 except, as discussed above, Georgia-Pacific's notification to us of its intent to terminate the Supply Agreement, effective May 7, 2010. Georgia-Pacific and BlueLinx are currently in discussions regarding a new agreement which would govern the purchase, supply and distribution arrangements between the two parties after May 7, 2010. Georgia-Pacific and BlueLinx are continuing to work together pursuant to the terms of the existing Supply Agreement.

**Table of Contents****Critical Accounting Policies**

Our significant accounting policies are more fully described in the notes to the consolidated financial statements. Certain of our accounting policies require the application of significant judgment by management in selecting the appropriate assumptions for calculating financial estimates. As with all judgments, they are subject to an inherent degree of uncertainty. These judgments are based on our historical experience, current economic trends in the industry, information provided by customers, vendors and other outside sources and management's estimates, as appropriate.

The following are accounting policies that management believes are important to the portrayal of our financial condition and results of operations and require management's most difficult, subjective or complex judgment.

***Revenue Recognition***

We recognize revenue when the following criteria are met: persuasive evidence of an agreement exists, delivery has occurred or services have been rendered, our price to the buyer is fixed and determinable and collectibility is reasonably assured. Delivery is not considered to have occurred until the customer takes title and assumes the risks and rewards of ownership. The timing of revenue recognition is largely dependent on shipping terms. Revenue is recorded at the time of shipment for terms designated as FOB (free on board) shipping point. For sales transactions designated FOB destination, revenue is recorded when the product is delivered to the customer's delivery site. All sales are recorded at gross in accordance with the guidance outlined by EITF 99-19 and in accordance with standard industry practice. The key indicators used to determine this are as follows:

We are the primary obligor responsible for fulfillment;

We hold title to all reload inventory and are responsible for all product returns;

We control the selling price for all channels;

We select the supplier; and

We bear all credit risk.

All revenues recognized are net of trade allowances, cash discounts and sales returns. Cash discounts and sales returns are estimated using historical experience. Trade allowances are based on the estimated obligations and historical experience. Adjustments to earnings resulting from revisions to estimates on discounts and returns have been insignificant for each of the reported periods.

***Allowance for Doubtful Accounts and Related Reserves***

We evaluate the collectibility of accounts receivable based on numerous factors, including past transaction history with customers and their creditworthiness. We maintain an allowance for doubtful accounts for each aging category on our aged trial balance based on our historical loss experience. This estimate is periodically adjusted when we become aware of specific customers' inability to meet their financial obligations (*e.g.*, bankruptcy filing or other evidence of liquidity problems). As we determine that specific balances will be ultimately uncollectible, we remove them from our aged trial balance. Additionally, we maintain reserves for cash discounts that we expect customers to earn as well as expected returns. At June 28, 2008 and December 29, 2007 these allowances totaled \$14.0 million and \$10.5 million, respectively.

***Stock-Based Compensation***

Compensation expense arising from stock-based awards granted to employees and non-employee directors is recognized as expense using the straight-line method over the vesting period. As of June 28, 2008, there was \$2.1 million, \$5.0 million, \$1.2 million and \$0.2 million of total unrecognized compensation expense related to stock options, restricted stock, performance shares and restricted stock units, respectively. The unrecognized compensation expense for these awards is expected to be recognized over a period of 2.7 years, 2.5 years, 2.5 years, and 1.3 years, respectively. As of June 30, 2007, there was \$5.0 million, \$3.3 million, \$2.3 million and \$1.7 million of total unrecognized compensation expense related to stock options, restricted stock, performance shares and restricted stock units, respectively. The unrecognized compensation expense for these awards is expected to be recognized over a

period of 3.5 years, 2.6 years, 2.5 years, and 2.5 years, respectively.

For the second quarter of fiscal 2008 and for the first six months of fiscal 2008, our total stock-based compensation expense was \$1.2 million. We also recognized related income tax benefits of \$0.5 million for the second quarter of fiscal 2008 and for the first six months of fiscal 2008. For the second quarter of fiscal 2007 and for the first six months of fiscal 2007, our total stock-based compensation expense was \$1.4 million and \$2.2 million, respectively. We also recognized related income tax benefits of \$0.5 million and \$0.9 million for the second quarter of fiscal 2007 and for the first six months of fiscal 2007, respectively.

**Table of Contents*****Inventories***

Inventories are carried at the lower of cost or market. The cost of all inventories is determined by the moving average cost method. We evaluate our inventory value at the end of each quarter to ensure that first quality, actively moving inventory, when viewed by category, is carried at the lower of cost or market. At December 29, 2007, the lower of cost or market reserve was immaterial. The market value of our inventory exceeded its cost at June 28, 2008.

Additionally, we maintain a reserve for the estimated value of impairment associated with damaged, excess and obsolete inventory. At June 28, 2008 and December 29, 2007, our damaged, excess and obsolete inventory reserves totaled \$5.3 million and \$4.4 million, respectively. Adjustments to earnings resulting from revisions to inactive inventory estimates have been insignificant.

***Consideration Received from Vendors and Paid to Customers***

Each year, we enter into agreements with many of our vendors providing for purchase rebates, generally based on achievement of specified volume purchasing levels and various marketing allowances that are common industry practice. We accrue for the receipt of vendor rebates based on purchases, and also reduce inventory value to reflect the net acquisition cost (purchase price less expected purchase rebates). In addition, we enter into agreements with many of our customers to offer customer rebates, generally based on achievement of specified volume sales levels and various marketing allowances that are common industry practice. We accrue for the payment of customer rebates based on sales to the customer, and also reduce sales value to reflect the net sales (sales price less expected customer rebates). At June 28, 2008, the vendor rebate receivable and customer rebate payable totaled \$7.8 million and \$6.3 million, respectively. At December 29, 2007, these balances totaled \$7.5 million and \$11.1 million, respectively. Adjustments to earnings resulting from revisions to rebate estimates have been insignificant for each of the reported periods.

***Impairment of Long-Lived Assets***

Long-lived assets, including property and equipment and intangible assets with definite useful lives, are reviewed for possible impairment whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. Determining whether an impairment has occurred typically requires various estimates and assumptions, including determining which cash flows are directly related to the potentially impaired asset, the useful life over which cash flows will occur, their amount and the asset's residual value, if any. In turn, measurement of an impairment loss requires a determination of fair value, which is based on the best information available. We use internal cash flow estimates, quoted market prices when available and independent appraisals as appropriate to determine fair value. We derive the required cash flow estimates from our historical experience and our internal business plans and apply an appropriate discount rate. If these projected cash flows are less than the carrying amount, an impairment loss is recognized based on the fair value of the asset less any costs of disposition. Our judgment regarding the existence of impairment indicators is based on market and operational performance.

During the second quarter of fiscal 2008, we recorded a non-cash impairment charge of \$0.7 million (\$0.4 million after tax) to reduce the carrying value of certain long-lived assets to fair value. This impairment charge was included in Selling, general and administrative expense on our Consolidated Statement of Operations for the second quarter and the first six months of fiscal 2008.

***Income Taxes***

Deferred income tax assets and income tax benefits are provided for temporary differences between amounts recorded for financial reporting and income tax purposes. If, for some reason, the combination of future years income (or loss) combined with the reversal of temporary differences results in a loss, such losses can be carried back to prior years or carried forward to future years to recover the deferred tax assets. In accordance with SFAS No. 109, Accounting for Income Taxes (SFAS 109), we evaluate our deferred tax assets quarterly to determine if valuation allowances are required. SFAS 109 requires that companies assess whether valuation allowances should be established based on the consideration of all available evidence using a more likely than not standard.

In evaluating our ability to recover our deferred income tax assets we consider all available positive and negative evidence, including our past operating results, our ability to carryback losses against prior taxable income, the existence of cumulative losses in the most recent years and our forecast of future taxable income. In estimating future taxable income, we develop assumptions including the amount of future state and federal pretax operating income, the

reversal of temporary differences and the implementation of feasible and prudent tax planning strategies. These assumptions require significant judgment about the forecasts of future taxable income.

**Table of Contents**

The Company has recorded certain deferred income tax assets as of June 28, 2008. Realization is dependent on generating sufficient taxable income. The Company believes the deferred income tax assets will be realized through taxable income generated during available loss carryback periods and future taxable income, including but not limited to taxable income that would be generated by the implementation of feasible and prudent tax planning strategies. Although realization is not assured, management believes that it is more likely than not that all of the deferred income tax assets will be realized. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income available via loss carryback are reduced or if we are unable to implement existing tax planning strategies. During 2008, we will continue to closely monitor the current economic downturn in the housing and construction sectors on a quarterly basis. Should conditions reach a level during 2008 that necessitates the recording of a valuation allowance against our deferred income tax assets based upon all of the evidence, both positive and negative, it will be recorded in the period that such changes in estimates are made. The recording of a valuation allowance would result in additional income tax expense in such period and could have a significant impact on our future earnings.

Uncertain tax positions are recorded based on the provisions of FASB Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes*, which prescribes a comprehensive model for how a company should recognize, measure, present and disclose in its financial statements uncertain tax positions that the company has taken or expects to take on a tax return (including a discussion of whether to file or not to file a return in a particular jurisdiction).

***Exit Costs***

During the second quarter of 2008 and the fourth quarter of fiscal 2007 we vacated leased office space and certain distribution facilities. We accounted for these transactions in accordance with SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities*, which requires that a liability be recognized for the cost associated with an exit or disposal activity at fair value in the period in which it is incurred or when the entity ceases using the right conveyed by a contract (i.e., the right to use a leased property). Our exit costs include the estimated losses on the vacated facilities based on our contractual obligations net of estimated sublease income based on current comparable market rates for leases. We will reassess this liability periodically based on market conditions. Revisions to our estimates of this liability could materially impact our operating results and financial position in future periods if anticipated events and key assumptions, such as the timing and amounts of sublease rental income, either do not materialize or change. At June 28, 2008 and December 29, 2007, the vacant property reserve totaled \$11.0 million and \$11.3 million, respectively. These balances were included in Other current liabilities, and in Other long-term liabilities on the Consolidated Balance Sheet.

***Recently Issued Accounting Pronouncements***

In June 2008, the FASB issued FSP No. Emerging Issues Task Force ( EITF ) 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities* ( FSP 03-6-1 ). FSP 03-6-1 clarifies that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and are to be included in the computation of earnings per share under the two-class method described in SFAS No. 128, *Earnings Per Share*. This FSP is effective for us on January 1, 2009 and requires all presented prior-period earnings per share data to be adjusted retrospectively. We are still in the process of evaluating the impact FSP 03-6-1 will have on our Consolidated Financial Statements. For additional information about our share-based payment awards, refer to Note 2 of the Notes to Consolidated Financial Statements in our Form 10-K.

In April 2008, the FASB issued FASB Staff Position ( FSP ) No. 142-3, *Determination of the Useful Life of Intangible Assets* ( FSP 142-3 ). FSP 142-3 amends the factors to be considered in developing renewal or extension assumptions used to determine the useful life of intangible assets under SFAS No. 142, *Goodwill and Other Intangible Assets*. Its intent is to improve the consistency between the useful life of an intangible asset and the period of expected cash flows used to measure its fair value. This FSP is effective for us on January 1, 2009. We are still in the process of evaluating the impact FSP 142-3, but do not expect it to have a material impact on our Consolidated Financial Statements.

In March 2008, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards ( SFAS ) No. 161, *Disclosures about Derivative Instruments and Hedging Activities - An Amendment of*



SFAS No. 133 ( SFAS 161 ). SFAS 161 seeks to improve financial reporting for derivative instruments and hedging activities by requiring enhanced disclosures regarding the impact on financial position, financial performance, and cash flows. To achieve this increased transparency, SFAS 161 requires (1) the disclosure of the fair value of derivative instruments and gains and losses in a tabular format; (2) the disclosure of derivative features that are credit risk-related; and (3) cross-referencing within the footnotes. SFAS 161 is effective, on a prospective basis, for fiscal years beginning after November 15, 2008. We are in the process of evaluating the new disclosure requirements under SFAS 161.

**Table of Contents**

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements* (SFAS No. 160). SFAS No. 160 establishes requirements for ownership interests in subsidiaries held by parties other than the Company (sometimes called minority interests) be clearly identified, presented, and disclosed in the consolidated statement of financial position within equity, but separate from the parent's equity. All changes in the parent's ownership interests are required to be accounted for consistently as equity transactions and any noncontrolling equity investments in deconsolidated subsidiaries must be measured initially at fair value. SFAS No. 160 is effective, on a prospective basis, for fiscal years beginning after December 15, 2008. However, presentation and disclosure requirements must be retrospectively applied to comparative financial statements. We are currently assessing the impact of SFAS No. 160 on our consolidated financial position, results of operations and cash flows.

In December 2007, the FASB issued SFAS 141 (revised 2007) *Business Combinations* (SFAS 141R). SFAS 141R establishes principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree. SFAS 141R also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS No. 141R is effective, on a prospective basis, for fiscal years beginning after December 15, 2008. We are currently evaluating the potential impact, if any, of the adoption of SFAS 141R on our consolidated financial position, results of operations and cash flows.

In February, 2007, the FASB issued SFAS No. 159 *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS No. 159). SFAS No. 159 permits entities to choose to measure many financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. We have elected to not adopt the fair value option in measuring certain financial assets and liabilities.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*, which defines fair value, establishes a framework for measuring fair value under GAAP, and expands disclosures about fair value measurements. SFAS No. 157 applies to other accounting pronouncements that require or permit fair value measurements. The new guidance is effective for financial statements issued for fiscal years beginning after November 15, 2007, and for interim periods within those fiscal years. In February 2008, FSP 157-1 *Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement under Statement 13* was issued. FSP 157-1 removed leasing transactions accounted for under Statement 13 and related guidance from the scope of SFAS No. 157. FSP 157-2 *Partial Deferral of the Effective Date of Statement 157* deferred the effective date of SFAS No. 157 for all nonfinancial assets and nonfinancial liabilities to fiscal years beginning after November 15, 2008.

SFAS No. 157, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). SFAS No. 157 classifies inputs used to measure fair value into the following hierarchy:

- Level 1      Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2      Unadjusted quoted prices in active markets for similar assets or liabilities, or  
Unadjusted quoted prices for identical or similar assets or liabilities in markets that are not  
active, or  
Inputs other than quoted prices that are observable for the asset or liability.
- Level 3      Unobservable inputs for the asset or liability.

**Table of Contents**

We are exposed to market risks from changes in interest rates, which may affect our operating results and financial position. When deemed appropriate, we minimize our risks from interest rate fluctuations through the use of an interest rate swap. This derivative financial instrument is used to manage risk and is not used for trading or speculative purposes. The swap is valued using a valuation model that has inputs other than quoted market prices that are both observable and unobservable.

We endeavor to utilize the best available information in measuring the fair value of the interest rate swap. The interest rate swap is classified in its entirety based on the lowest level of input that is significant to the fair value measurement. We have determined that our interest rate swap is a level 3 liability in the fair value hierarchy. The fair value of the interest rate swap was \$6.9 million as of June 28, 2008.

The implementation of SFAS No. 157 for financial assets and financial liabilities, effective December 30, 2007, did not have a material impact on our consolidated financial position and results of operations. We are currently assessing the impact of SFAS No. 157 for pension related financial assets and nonfinancial assets and nonfinancial liabilities on our consolidated financial position and results of operations.

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

There have been no material changes in market risk from the information provided in Part II, Item 7A Quantitative and Qualitative Disclosures About Market Risk in our Annual Report on Form 10-K for the fiscal year ended December 29, 2007, other than those discussed below.

Our revolving credit facility accrues interest based on a floating benchmark rate (the prime rate or LIBOR rate), plus an applicable margin. A change in interest rates under the revolving credit facility would have an impact on our results of operations. A change of 100 basis points in the market rate of interest would impact interest expense by approximately \$0.2 million based on borrowings outstanding at June 28, 2008. Additionally, to the extent changes in interest rates impact the housing market, we would be impacted by such changes.

**ITEM 4. CONTROLS AND PROCEDURES**

Our management performed an evaluation, as of the end of the period covered by this report on Form 10-Q, under the supervision of our chief executive officer and chief financial officer of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in rule 13a-15(e) and 15d-15(e) of the Securities and Exchange Act of 1934, as amended (the Exchange Act)). Based on that evaluation, our chief executive officer and chief financial officer have concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and is accumulated and communicated to our management including our chief executive officer and chief financial officer, to allow timely decisions regarding required disclosure.

There were no changes in our internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

During the quarter ended June 28, 2008, there were no material changes to our previously disclosed legal proceedings. Additionally, we are, and from time to time may be, a party to routine legal proceedings incidental to the operation of our business. The outcome of any pending or threatened proceedings is not expected to have a material adverse effect on our financial condition, operating results or cash flows, based on our current understanding of the relevant facts. Legal expenses incurred related to these contingencies are generally expensed as incurred.

**Table of Contents****ITEM 1A. RISK FACTORS**

There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K for the year ended December 29, 2007 as filed with the SEC, other than those discussed below.

*We depend upon a single supplier, Georgia-Pacific, for a significant percentage of our products and have significant purchase commitments under our Supply Agreement with Georgia-Pacific.*

Georgia-Pacific is our largest supplier, accounting for approximately 25% and approximately 24% of our purchases during fiscal 2007 and fiscal 2006, respectively. On May 7, 2004, we entered into a multi-year Supply Agreement with Georgia-Pacific. The Supply Agreement had a five-year initial term expiring on May 7, 2009. On June 6, 2008, Georgia-Pacific notified us of its intent to terminate this Supply Agreement, effective May 7, 2010. Georgia-Pacific and BlueLinx continue to participate in discussions regarding a new agreement which would govern the purchase, supply and distribution arrangements between the two parties after May 7, 2010. Georgia-Pacific and BlueLinx are continuing to work together pursuant to the terms of the existing Supply Agreement. Upon a material breach of the agreement by us, Georgia-Pacific may terminate the agreement at anytime. If Georgia-Pacific and BlueLinx are unable to agree on a new supply agreement or Georgia-Pacific otherwise discontinues sales of product to us after May 7, 2010, we would experience a product shortage unless and until we obtain a replacement supplier. We may not be able to obtain replacement products on favorable economic terms, if at all. An inability to replace products on favorable economic terms would adversely impact our net sales and our costs, which in turn could impact our gross profit, net income and cash flows.

Under the Supply Agreement, we have substantial minimum purchase volume commitments with respect to a number of products supplied to us. Based on 2007 average market prices, our purchase obligations under this agreement are \$0.3 billion for the remaining term of the agreement. These products account for a majority of our purchases from Georgia-Pacific. If we fail or refuse to purchase any products that we are obligated to purchase pursuant to the Supply Agreement, Georgia-Pacific has the right to sell products to third parties and, for certain products, terminate our exclusivity, which could reduce our net sales due to the unavailability of products or our gross profit if we are required to pay higher product prices to other suppliers. A reduction in our net sales or gross profit may also reduce our net income and cash flows.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

On May 21, 2008 we held our annual meeting of stockholders, at which time our stockholders voted on (1) the election of nine directors to serve on our board of directors for a one-year term that will expire at the annual meeting of shareholders in 2009 or until their successors are duly elected and qualified, (2) approval of an amendment to the BlueLinx Holdings Inc. 2006 Long-Term Equity Incentive Plan to increase the number of shares available for grant from 1,700,000 to 3,200,000, and (3) ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2008. Proxies were solicited for the annual meeting pursuant to Regulation 14A of the Exchange Act. A total of 25,099,350 shares of our common stock were represented by proxy at the meeting, representing 78% of the shares eligible to vote. The results of the voting are set forth below.

1. Election of directors to serve on our board of directors:

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>
Howard S. Cohen	24,056,046	1,043,304
Richard S. Grant	24,867,732	231,618
Richard B. Marchese	24,866,832	232,518
Steven F. Mayer	24,045,694	1,053,656
Charles H. McElrea	24,036,550	1,062,800
Alan H. Schumacher	24,863,032	236,318
Mark A. Suwyn	23,935,759	1,163,591
Robert G. Warden	24,042,992	1,056,358
M. Richard Warner	24,060,426	1,038,924

2. Approval of an amendment to the BlueLinx Holdings Inc. 2006 Long-Term Equity Incentive Plan:

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>
	20,061,908	1,099,509	9,912
3. Ratification of appointment of Ernst & Young LLP as our independent registered public accounting firm:			

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>
	25,039,637	46,675	13,038

**Table of Contents**

**ITEM 6. EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Settlement Agreement and General Release between BlueLinx Corporation and Barbara V. Tinsley dated April 7, 2008.
10.2	Retention Incentive Agreement between BlueLinx Corporation and Duane G. Goodwin dated April 1, 2008.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

**BlueLinx Holdings Inc.**

*(Registrant)*

Date: August 5, 2008

/s/ Howard D. Goforth

Howard D. Goforth

*Chief Financial Officer and Treasurer*

**Table of Contents**

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