

POTLATCH CORP  
Form 10-Q  
October 21, 2014

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 September 30, 2014

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 1-32729

POTLATCH CORPORATION  
(Exact name of registrant as specified in its charter)

|   |  |
|---|--|
| Delaware<br>(State or other jurisdiction of<br>incorporation or organization)<br>601 West First Avenue, Suite 1600<br>Spokane, Washington<br>(Address of principal executive offices)<br>(509) 835-1500<br>(Registrant's telephone number, including area code) | 82-0156045<br>(I.R.S. Employer<br>Identification No.)<br><br>99201<br>(Zip Code) |
|---|--|

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) 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

The number of shares of common stock of the registrant outstanding as of October 20, 2014 was 40,596,268.



POTLATCH CORPORATION AND CONSOLIDATED SUBSIDIARIES

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## Part I

## ITEM 1. FINANCIAL STATEMENTS

## Potlatch Corporation and Consolidated Subsidiaries

## Consolidated Statements of Income

Unaudited (Dollars in thousands, except per-share amounts)

|   | Quarter Ended |           | Nine Months Ended |           |
|---|---------------|-----------|-------------------|-----------|
|   | September 30, |           | September 30,     |           |
|   | 2014          | 2013      | 2014              | 2013      |
| Revenues  | \$177,215     | \$157,869 | \$460,713         | \$430,334 |
| Costs and expenses:                                 |               |           |                   |           |
| Cost of goods sold                                  | 121,574       | 112,499   | 322,016           | 302,702   |
| Selling, general and administrative expenses        | 10,772        | 13,444    | 32,794            | 37,157    |
| Environmental remediation charge                    | —             | 1,022     | —                 | 3,522     |
|   | 132,346       | 126,965   | 354,810           | 343,381   |
| Operating income                                    | 44,869        | 30,904    | 105,903           | 86,953    |
| Interest expense, net                               | (5,506)       | (5,556)   | (16,475)          | (17,559)  |
| Income before income taxes                          | 39,363        | 25,348    | 89,428            | 69,394    |
| Income taxes  | (6,209)       | (3,157)   | (19,654)          | (12,534)  |
| Net income  | \$33,154      | \$22,191  | \$69,774          | \$56,860  |
| Net income per share:                               |               |           |                   |           |
| Basic   | \$0.81        | \$0.55    | \$1.71            | \$1.40    |
| Diluted   | 0.81          | 0.54      | 1.71              | 1.40      |
| Distributions per share                             | \$0.35        | \$0.31    | \$1.05            | \$0.93    |
| Weighted average shares outstanding (in thousands): |               |           |                   |           |
| Basic   | 40,745        | 40,530    | 40,733            | 40,493    |
| Diluted   | 40,889        | 40,720    | 40,861            | 40,686    |

The accompanying notes are an integral part of these consolidated financial statements.

Potlatch Corporation and Consolidated Subsidiaries  
 Consolidated Statements of Comprehensive Income  
 Unaudited (Dollars in thousands)

|  | Quarter Ended |          | Nine Months Ended |          |
|--|---------------|----------|-------------------|----------|
|  | September 30, |          | September 30,     |          |
|  | 2014          | 2013     | 2014              | 2013     |
| Net income   | \$33,154      | \$22,191 | \$69,774          | \$56,860 |
| Other comprehensive income, net of tax:  |               |          |                   |          |
| Pension and other postretirement employee benefits:  |               |          |                   |          |
| Amortization of prior service credit included in net periodic cost, net of tax of \$(867) and \$(870), \$(2,601) and \$(2,611) | (1,357        | ) (1,362 | ) (4,069          | ) (4,085 |
| Amortization of actuarial loss included in net periodic cost, net of tax of \$1,621 and \$2,255, \$4,866 and \$6,768           | 2,538         | 3,529    | 7,612             | 10,586   |
| Other comprehensive income, net of tax   | 1,181         | 2,167    | 3,543             | 6,501    |
| Comprehensive income   | \$34,335      | \$24,358 | \$73,317          | \$63,361 |

Amortization of prior service credit and amortization of actuarial loss are included in the computation of net periodic cost. See [Note 7: Pension Plans and Other Postretirement Employee Benefits](#) for additional information.

The accompanying notes are an integral part of these consolidated financial statements.

Potlatch Corporation and Consolidated Subsidiaries  
Consolidated Condensed Balance Sheets  
Unaudited (Dollars in thousands, except per-share amounts)

|  | September 30,<br>2014 | December 31,<br>2013 |
|--|-----------------------|----------------------|
| <b>ASSETS</b>  |                       |                      |
| Current assets:  |                       |                      |
| Cash   | \$8,299               | \$5,586              |
| Short-term investments   | 65,044                | 52,251               |
| Receivables, net   | 23,563                | 16,572               |
| Inventories  | 30,728                | 36,275               |
| Deferred tax assets  | 7,724                 | 7,724                |
| Other assets   | 8,769                 | 11,961               |
| Total current assets   | 144,127               | 130,369              |
| Property, plant and equipment, net                               | 63,788                | 59,976               |
| Timber and timberlands, net                                      | 449,423               | 455,871              |
| Deferred tax assets  | 15,383                | 21,576               |
| Noncurrent investments   | 29,394                | 3,144                |
| Other assets   | 9,063                 | 9,594                |
| Total assets   | \$711,178             | \$680,530            |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>                      |                       |                      |
| Current liabilities:   |                       |                      |
| Current installments on long-term debt                           | \$—                   | \$—                  |
| Accounts payable and accrued liabilities                         | 59,977                | 50,318               |
| Total current liabilities  | 59,977                | 50,318               |
| Long-term debt   | 319,749               | 320,092              |
| Liability for pension and other postretirement employee benefits | 70,130                | 83,619               |
| Other long-term obligations                                      | 15,558                | 22,353               |
| Stockholders' equity   | 245,764               | 204,148              |
| Total liabilities and stockholders' equity                       | \$711,178             | \$680,530            |
| Shares outstanding (in thousands)                                | 40,596                | 40,537               |
| Working capital  | \$84,150              | \$80,051             |
| Current ratio  | 2.4:1                 | 2.6:1                |

The accompanying notes are an integral part of these consolidated financial statements.  
Certain 2013 amounts have been reclassified to conform to the 2014 presentation.

Potlatch Corporation and Consolidated Subsidiaries  
Consolidated Condensed Statements of Cash Flows  
Unaudited (Dollars in thousands)

|  | Nine Months Ended<br>September 30, |            |
|--|------------------------------------|------------|
|  | 2014                               | 2013       |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                |                                    |            |
| Net income   | \$69,774                           | \$56,860   |
| Adjustments to reconcile net income to net cash from operating activities: |                                    |            |
| Depreciation, depletion and amortization                                   | 19,326                             | 20,071     |
| Basis of real estate sold  | 7,289                              | 1,945      |
| Change in deferred taxes   | 1,127                              | (1,870)    |
| Employee benefit plans   | 616                                | 5,182      |
| Employee equity-based compensation expense                                 | 3,058                              | 3,271      |
| Other, net   | (1,805)                            | ) (22)     |
| Funding of qualified pension plans   | (3,550)                            | ) —        |
| Working capital and operating related activities                           | 11,829                             | (10,370)   |
| Net cash from operating activities   | 107,664                            | 75,067     |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                |                                    |            |
| Change in short-term investments   | (12,793)                           | ) 6,272    |
| Transfer to company owned life insurance (COLI)                            | (25,476)                           | ) —        |
| Property, plant and equipment  | (9,174)                            | ) (7,924)  |
| Timberlands reforestation and timberland roads                             | (7,840)                            | ) (9,011)  |
| Acquisition of timber and timberlands                                      | (3,143)                            | ) —        |
| Other, net   | 1,126                              | (901)      |
| Net cash from investing activities   | (57,300)                           | ) (11,564) |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                |                                    |            |
| Distributions to common stockholders                                       | (42,621)                           | ) (37,680) |
| Repayment of long-term debt  | —                                  | (36,663)   |
| Exercises of stock options   | 128                                | 1,798      |
| Deferred financing costs   | (957)                              | ) (25)     |
| Employee tax withholdings on equity-based compensation                     | (1,092)                            | ) (1,757)  |
| Change in book overdrafts  | (2,919)                            | ) 19       |
| Other, net   | (190)                              | ) (186)    |
| Net cash from financing activities   | (47,651)                           | ) (74,494) |
| Change in cash   | 2,713                              | (10,991)   |
| Cash at beginning of period  | 5,586                              | 16,985     |
| Cash at end of period  | \$8,299                            | \$5,994    |
| <b>SUPPLEMENTAL CASH FLOW INFORMATION</b>                                  |                                    |            |
| Cash paid during the period for:   |                                    |            |
| Interest, net of amount capitalized  | \$11,164                           | \$12,463   |
| Income taxes, net  | 12,192                             | 15,658     |

The accompanying notes are an integral part of these consolidated financial statements.

Certain 2013 amounts have been reclassified to conform to the 2014 presentation.

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## NOTE 1. BASIS OF PRESENTATION

For purposes of this report, any reference to “Potlatch,” “the company,” “we,” “us,” and “our” means Potlatch Corporation and all of its wholly owned subsidiaries, except where the context indicates otherwise.

The accompanying unaudited consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission pertaining to interim financial statements; certain disclosures normally provided in accordance with generally accepted accounting principles in the United States have been omitted. This Quarterly Report on Form 10-Q should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2013, as filed with the Securities and Exchange Commission on February 14, 2014. We believe that all adjustments necessary for a fair statement of the results of such interim periods have been included.

## NOTE 2. RECENT ACCOUNTING PRONOUNCEMENTS

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers. This update was issued as Accounting Standards Codification Topic 606. The core principle of this amendment is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period, with earlier adoption not permitted. The guidance permits two implementation approaches, one requiring retrospective application of the new standard with restatement of prior years and one requiring prospective application of the new standard with disclosure of results under old standards. The adoption of this guidance is not expected to have a significant effect on our consolidated financial statements.



## NOTE 3. INCOME TAXES

As a real estate investment trust (REIT), we generally are not subject to federal and state corporate income taxes on income of the REIT that we distribute to our shareholders. We are, however, subject to corporate taxes on built-in gains (the excess of fair market value over tax basis on January 1, 2006) on sales of real property held by the REIT during the first ten years following the REIT conversion. The sale of standing timber is not subject to built-in gains tax. The Small Business Jobs Act of 2010 modified the built-in gains provisions to exempt sales of real properties in 2011, if five years of the recognition period had elapsed before January 1, 2011. The American Taxpayer Relief Act of 2012 extended the reduced five-year holding period for sales occurring in 2012 and 2013. Accordingly, the built-in gains tax did not apply to sales of real property that occurred in 2011, 2012 and 2013.

We conduct certain activities through our taxable REIT subsidiaries (TRS), which are subject to corporate level federal and state income taxes. These activities are principally comprised of our wood products manufacturing operations and certain real estate investments. Income taxes for all periods presented in this Quarterly Report on Form 10-Q were primarily due to income of the TRS.

## NOTE 4. EARNINGS PER SHARE

The following table reconciles the number of shares used in calculating the basic and diluted earnings per share for the quarters and nine months ended September 30:

| (Dollars in thousands, except per-share amounts)        | Quarter Ended<br>September 30, |            | Nine Months Ended<br>September 30, |            |
|---|--------------------------------|------------|------------------------------------|------------|
|   | 2014                           | 2013       | 2014                               | 2013       |
| Net income  | \$33,154                       | \$22,191   | \$69,774                           | \$56,860   |
| Basic weighted average shares outstanding               | 40,744,667                     | 40,530,393 | 40,732,704                         | 40,492,901 |
| Incremental shares due to:                              |                                |            |                                    |            |
| Performance shares                                      | 114,579                        | 115,310    | 98,877                             | 121,483    |
| Restricted stock units                                  | 27,816                         | 68,256     | 27,416                             | 64,979     |
| Stock options   | 2,218                          | 6,099      | 1,981                              | 6,803      |
| Diluted weighted average shares outstanding             | 40,889,280                     | 40,720,058 | 40,860,978                         | 40,686,166 |
| Basic net income per share                              | \$0.81                         | \$0.55     | \$1.71                             | \$1.40     |
| Diluted net income per share                            | \$0.81                         | \$0.54     | \$1.71                             | \$1.40     |
| Antidilutive shares excluded from the calculation:      |                                |            |                                    |            |
| Performance shares                                      | —                              | 18,295     | —                                  | 10,068     |
| Restricted stock units                                  | —                              | —          | —                                  | —          |
| Total antidilutive shares excluded from the calculation | —                              | 18,295     | —                                  | 10,068     |

## NOTE 5. EQUITY-BASED COMPENSATION

As of September 30, 2014, we had three stock incentive plans under which performance share grants, restricted stock unit (RSU) grants and stock options were outstanding, with approximately 1,082,692 shares authorized for future use under the 2014 Long-Term Incentive Plan.

On May 8, 2014, our board approved changes to our director compensation program. This amendment states that upon a director's separation from the company, all deferred awards will be settled in company stock and no longer settled in cash. This resulted in a reclassification of the related \$4.3 million liability to stockholders' equity.

As of September 30, 2014, there were 113,148 shares that will be distributed to directors in the future.

The following table details our equity-based compensation expense and director deferred compensation expense for the quarters and nine months ended September 30:

| (Dollars in thousands)                           | Quarter Ended      |         | Nine Months Ended  |         |
|--|--------------------|---------|--------------------|---------|
|  | September 30, 2014 | 2013    | September 30, 2014 | 2013    |
| Employee equity-based compensation expense:      |                    |         |                    |         |
| Performance shares                               | \$882              | \$959   | \$2,577            | \$2,708 |
| Restricted stock units                           | 144                | 211     | 481                | 563     |
| Total employee equity-based compensation expense | \$1,026            | \$1,170 | \$3,058            | \$3,271 |
| Total tax benefit recognized                     | \$62               | \$—     | \$217              | \$71    |
| Director deferred compensation expense           | \$111              | \$25    | \$125              | \$375   |

## PERFORMANCE SHARES

The following table presents the key inputs used in the Monte Carlo simulation method to calculate the fair value of the performance share awards in 2014 and 2013, and the resulting fair values:

|                                   | 2014    | 2013    |   |
|-----------------------------------|---------|---------|---|
| Shares granted                    | 87,441  | 83,111  |   |
| Stock price as of valuation date  | \$39.76 | \$45.31 |   |
| Risk-free rate                    | 0.72    | % 0.40  | % |
| Fair value of a performance share | \$45.57 | \$62.78 |   |

The following table summarizes outstanding performance share awards as of September 30, 2014, and changes during the nine months ended September 30, 2014:

| (Dollars in thousands, except grant date fair value) | Shares   | Weighted Avg. Grant Date Fair Value | Aggregate Intrinsic Value |
|--|----------|-------------------------------------|---------------------------|
| Unvested shares outstanding at January 1             | 155,814  | \$ 48.73                            |                           |
| Granted  | 87,441   | 45.57                               |                           |
| Forfeited  | (6,080 ) | 50.26                               |                           |
| Unvested shares outstanding at September 30          | 237,175  | 47.53                               | \$ 9,537                  |

As of September 30, 2014, there was \$5.1 million of unrecognized compensation cost related to unvested performance share awards, which is expected to be recognized over a weighted average period of 1.3 years.

## RESTRICTED STOCK UNITS

The following table summarizes outstanding RSU awards as of September 30, 2014, and changes during the nine months ended September 30, 2014:

| (Dollars in thousands, except grant date fair value) | Shares  | Weighted Avg.<br>Grant Date<br>Fair Value | Aggregate<br>Intrinsic Value |
|--|---------|---|------------------------------|
| Unvested shares outstanding at January 1             | 37,461  | \$ 38.69                                  |                              |
| Granted  | 15,849  | 39.85                                     |                              |
| Vested   | (6,050) | ) 42.09                                   |                              |
| Forfeited  | (2,025) | ) 40.95                                   |                              |
| Unvested shares outstanding at September 30          | 45,235  | 38.54                                     | \$ 1,819                     |

The fair value of each RSU equaled our common share price on the date of grant. The total fair value of RSU awards vested during the nine months ended September 30, 2014 was \$0.3 million. As of September 30, 2014, there was \$1.0 million of total unrecognized compensation cost related to unvested RSU awards, which is expected to be recognized over a weighted average period of 1.3 years.

## STOCK OPTIONS

The following table summarizes outstanding stock options as of September 30, 2014, and changes during the nine months ended September 30, 2014:

| (Dollars in thousands, except exercise prices) | Shares  | Weighted Avg.<br>Exercise Price | Aggregate<br>Intrinsic Value |
|--|---------|---------------------------------|------------------------------|
| Outstanding at January 1                       | 12,859  | \$ 30.92                        |                              |
| Shares exercised                               | (4,286) | ) 30.92                         |                              |
| Shares canceled or expired                     | —       | —                               |                              |
| Outstanding and exercisable at September 30    | 8,573   | 30.92                           | \$ 80                        |

The following table summarizes outstanding stock options as of September 30, 2014:

| Exercise Price | Options Outstanding and<br>Exercisable |  |
|----------------|--|--|
|                | Outstanding                            | Weighted Avg.<br>Remaining<br>Contractual Life |
| \$30.9204      | 8,573                                  | 0.17 years                                     |

## NOTE 6. INVENTORIES

The following table details the composition of our inventories:

| (Dollars in thousands)                      | September<br>30,<br>2014 | December 31,<br>2013 |
|---|--------------------------|----------------------|
| Inventories:                                |                          |                      |
| Lumber and other manufactured wood products | \$17,416                 | \$15,967             |
| Logs  | 7,292                    | 14,975               |
| Materials and supplies                      | 6,020                    | 5,333                |
|   | \$30,728                 | \$36,275             |

## NOTE 7. DEBT

## Unsecured Credit Agreement

On August 12, 2014, we entered into a new amended and restated credit agreement with an expiration date of February 12, 2020, which supersedes our previous credit agreement dated as of December 11, 2012. This new credit agreement provides for a revolving line of credit with an initial aggregate principal amount not to exceed \$250 million, which may be increased by up to an additional \$250 million of principal amount. It also includes a sublimit of \$40 million for the issuance of standby letters of credit and a sublimit of \$25 million for swing line loans. As of September 30, 2014, there were no borrowings outstanding under our revolving line of credit, and approximately \$1.4 million of the letter of credit subfacility was being used to support several outstanding letters of credit. Available borrowing capacity at September 30, 2014 was \$248.6 million.

## NOTE 8. PENSION AND OTHER POSTRETIREMENT EMPLOYEE BENEFITS

The following tables detail the components of net periodic cost (benefit) of our pension plans and other postretirement employee benefits (OPEB) for the quarters and nine months ended September 30:

| (Dollars in thousands)                      | Quarters Ended September 30,    |           |          |            |
|---|---------------------------------|-----------|----------|------------|
|   | Pension                         |           | OPEB     |            |
|   | 2014                            | 2013      | 2014     | 2013       |
| Service cost                                | \$1,270                         | \$1,329   | \$7      | \$24       |
| Interest cost                               | 4,796                           | 4,457     | 435      | 453        |
| Expected return on plan assets              | (6,128                          | ) (6,523  | ) —      | —          |
| Amortization of prior service cost (credit) | 187                             | 195       | (2,411   | ) (2,427   |
| Amortization of actuarial loss              | 3,613                           | 4,982     | 546      | 802        |
| Net periodic cost (benefit)                 | \$3,738                         | \$4,440   | \$(1,423 | ) \$(1,148 |
|   |                                 |           |          |            |
| (Dollars in thousands)                      | Nine Months Ended September 30, |           |          |            |
|   | Pension                         |           | OPEB     |            |
|   | 2014                            | 2013      | 2014     | 2013       |
| Service cost                                | \$3,810                         | \$3,988   | \$19     | \$70       |
| Interest cost                               | 14,388                          | 13,369    | 1,306    | 1,358      |
| Expected return on plan assets              | (18,384                         | ) (19,569 | ) —      | —          |
| Amortization of prior service cost (credit) | 561                             | 585       | (7,231   | ) (7,281   |
| Amortization of actuarial loss              | 10,839                          | 14,947    | 1,639    | 2,407      |
| Net periodic cost (benefit)                 | \$11,214                        | \$13,320  | \$(4,267 | ) \$(3,446 |

During the nine months ended September 30, 2014, we made qualified pension plan contributions of \$3.6 million and non-qualified supplemental pension payments of \$1.3 million.

The following tables detail the changes in accumulated other comprehensive loss (AOCL) by component for the quarters and nine months ended September 30:

| (Dollars in thousands)  | Quarter Ended September 30, 2014 |           |          |
|---|----------------------------------|-----------|----------|
|   | Pension                          | OPEB      | Total    |
| AOCL at July 1  |                                  |           | \$96,358 |
| Amortization of defined benefit items, net of tax: <sup>(1)</sup> |                                  |           |          |
| Prior service credit (cost)                                       | \$(114                           | ) \$1,471 | 1,357    |
| Actuarial loss  | (2,204                           | ) (334    | ) (2,538 |
| Total reclassification for the period                             | \$(2,318                         | ) \$1,137 | (1,181   |
| AOCL at September 30  |                                  |           | \$95,177 |

| (Dollars in thousands)  | Quarter Ended September 30, 2013 |           |           |
|---|----------------------------------|-----------|-----------|
|   | Pension                          | OPEB      | Total     |
| AOCL at July 1  |                                  |           | \$136,564 |
| Amortization of defined benefit items, net of tax: <sup>(1)</sup> |                                  |           |           |
| Prior service credit (cost)                                       | \$(119                           | ) \$1,481 | 1,362     |
| Actuarial loss  | (3,040                           | ) (489    | ) (3,529  |
| Total reclassification for the period                             | \$(3,159                         | ) \$992   | (2,167    |
| AOCL at September 30  |                                  |           | \$134,397 |

| (Dollars in thousands)  | Nine Months Ended September 30, 2014 |           |          |
|---|--------------------------------------|-----------|----------|
|   | Pension                              | OPEB      | Total    |
| AOCL at January 1   |                                      |           | \$98,720 |
| Amortization of defined benefit items, net of tax: <sup>(1)</sup> |                                      |           |          |
| Prior service credit (cost)                                       | \$(342                               | ) \$4,411 | 4,069    |
| Actuarial loss  | (6,612                               | ) (1,000  | ) (7,612 |
| Total reclassification for the period                             | \$(6,954                             | ) \$3,411 | (3,543   |
| AOCL at September 30  |                                      |           | \$95,177 |

| (Dollars in thousands)  | Nine Months Ended September 30, 2013 |           |           |
|---|--------------------------------------|-----------|-----------|
|   | Pension                              | OPEB      | Total     |
| AOCL at January 1   |                                      |           | \$140,898 |
| Amortization of defined benefit items, net of tax: <sup>(1)</sup> |                                      |           |           |
| Prior service credit (cost)                                       | \$(357                               | ) \$4,442 | 4,085     |
| Actuarial loss  | (9,118                               | ) (1,468  | ) (10,586 |
| Total reclassification for the period                             | \$(9,475                             | ) \$2,974 | (6,501    |
| AOCL at September 30  |                                      |           | \$134,397 |

<sup>(1)</sup> Amortization of prior service credit (cost) and amortization of actuarial loss are included in the computation of net periodic cost.

## NOTE 9. FINANCIAL INSTRUMENTS

The following table presents the estimated fair values of our financial instruments:

| (Dollars in thousands)  | September 30, 2014 |            | December 31, 2013 |            |
|---|--------------------|------------|-------------------|------------|
|   | Carrying Amount    | Fair Value | Carrying Amount   | Fair Value |
| Cash and short-term investments (Level 1)   | \$73,343           | \$73,343   | \$57,837          | \$57,837   |
| Derivative asset related to interest rate swaps (Level 2)                               | 1,271              | 1,271      | 1,830             | 1,830      |
| Long-term debt, including fair value adjustments related to fair value hedges (Level 2) | 319,749            | 349,682    | 320,092           | 347,869    |

## FAIR VALUE HEDGES OF INTEREST RATE RISK

The following table presents the gross fair values of derivative instruments on our Consolidated Condensed Balance Sheets as of the balance sheet dates:

| (Dollars in thousands)                              | Balance Sheet Location | September 30, 2014 | December 31, 2013 |
|---|------------------------|--------------------|-------------------|
| Derivatives designated as hedging instruments:      |                        |                    |                   |
| Interest rate contracts                             | Other assets           | \$1,271            | \$1,830           |
| Total derivatives designated as hedging instruments |                        | \$1,271            | \$1,830           |

The following table details the effect of derivatives on the Consolidated Statements of Income for the quarters and nine months ended September 30:

| (Dollars in thousands)                                      | Location of Gain Recognized in Income | Gain Recognized in Income |                    |                    |                    |
|---|---------------------------------------|---------------------------|--------------------|--------------------|--------------------|
|   |                                       | Quarters Ended            |                    | Nine Months Ended  |                    |
|   |                                       | September 30, 2014        | September 30, 2013 | September 30, 2014 | September 30, 2013 |
| Derivatives designated in fair value hedging relationships: |                                       |                           |                    |                    |                    |
| Realized gain on interest rate contract <sup>(1)</sup>      | Interest expense                      | \$239                     | \$235              | \$740              | \$722              |
| Net gain recognized in income from fair value hedges        |                                       | \$239                     | \$235              | \$740              | \$722              |

(1) Realized gain on hedging instrument consists of net cash settlements and interest accruals on the interest rate swaps during the periods.

No net unrealized gain or loss associated with the interest rate swaps was recognized in income for any of the periods presented because we recognized no hedge ineffectiveness.

## NOTE 10. COMMITMENTS AND CONTINGENCIES

There have been no material changes to our commitments and contingencies as reported in "Note 15: Commitments and Contingencies" in the Notes to Consolidated Financial Statements in our 2013 Annual Report on Form 10-K.

## NOTE 11. SEGMENT INFORMATION

The following table summarizes information by business segment for the quarters and nine months ended September 30:

| (Dollars in thousands)                           | Quarter Ended<br>September 30, |           | Nine Months Ended<br>September 30, |           |
|--|--------------------------------|-----------|------------------------------------|-----------|
|  | 2014                           | 2013      | 2014                               | 2013      |
| <b>Revenues:</b>                                 |                                |           |                                    |           |
| Resource   | \$91,919                       | \$77,017  | \$183,336                          | \$177,254 |
| Wood Products                                    | 99,213                         | 92,116    | 287,589                            | 278,642   |
| Real Estate                                      | 6,176                          | 8,868     | 36,352                             | 19,312    |
|  | 197,308                        | 178,001   | 507,277                            | 475,208   |
| Elimination of intersegment revenues - Resource  | (20,093 )                      | (20,132 ) | (46,564 )                          | (44,874 ) |
| Total consolidated revenues                      | \$177,215                      | \$157,869 | \$460,713                          | \$430,334 |
| <b>Operating income:</b>                         |                                |           |                                    |           |
| Resource   | \$34,080                       | \$25,369  | \$61,122                           | \$55,361  |
| Wood Products                                    | 15,743                         | 11,319    | 43,320                             | 49,954    |
| Real Estate                                      | 4,646                          | 6,493     | 25,295                             | 13,692    |
| Eliminations and adjustments                     | (1,994 )                       | (791 )    | (364 )                             | (67 )     |
|  | 52,475                         | 42,390    | 129,373                            | 118,940   |
| Corporate  | (7,606 )                       | (11,486 ) | (23,470 )                          | (31,987 ) |
| Operating income                                 | 44,869                         | 30,904    | 105,903                            | 86,953    |
| Interest expense, net                            | (5,506 )                       | (5,556 )  | (16,475 )                          | (17,559 ) |
| Income before income taxes                       | \$39,363                       | \$25,348  | \$89,428                           | \$69,394  |
| <b>Depreciation, depletion and amortization:</b> |                                |           |                                    |           |
| Resource   | \$6,101                        | \$5,888   | \$12,745                           | \$13,520  |
| Wood Products                                    | 1,543                          | 1,581     | 4,587                              | 4,610     |
| Real Estate                                      | 15                             | 15        | 44                                 | 42        |
|  | 7,659                          | 7,484     | 17,376                             | 18,172    |
| Corporate  | 665                            | 562       | 1,950                              | 1,899     |
| Total depreciation, depletion and amortization   | \$8,324                        | \$8,046   | \$19,326                           | \$20,071  |
| <b>Basis of real estate sold:</b>                |                                |           |                                    |           |
| Real Estate                                      | \$519                          | \$1,170   | \$7,928                            | \$2,370   |
| Eliminations and adjustments                     | (64 )                          | (132 )    | (639 )                             | (425 )    |
| Total basis of real estate sold                  | \$455                          | \$1,038   | \$7,289                            | \$1,945   |

## NOTE 12. SUBSEQUENT EVENT

We signed a purchase agreement to acquire approximately 201,000 acres of timberlands in Mississippi and Alabama from affiliates of Resource Management Service, LLC for \$384 million on October 15, 2014. We expect to finance with new long-term debt and cash. Earnings from these assets will be reported in our Resource segment after closing, which is expected to occur late in the fourth quarter of 2014. The transaction is subject to the satisfaction of customary closing conditions.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Forward-Looking Information

This report contains, in addition to historical information, certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including without limitation, statements regarding acquisition of timberlands in Mississippi and Alabama and financing thereof, recognition of compensation costs relating to our performance shares and RSUs, U.S. housing market conditions, housing starts and recovery, real estate demand and pricing, log prices, lumber demand and prices, business conditions for our business segments, Resource segment results, Wood Products segment results, Real Estate segment results, transfer of cash from company owned life insurance (COLI) and similar matters. Words such as “anticipate,” “expect,” “will,” “intend,” “plan,” “target,” “project,” “believe,” “seek,” “schedule,” “estimate,” “could,” “can,” “may” and similar expressions are intended to identify such forward-looking statements. These forward-looking statements reflect our current views regarding future events based on estimates and assumptions and are therefore subject to known and unknown risks and uncertainties and are not guarantees of future performance. Our actual results of operations could differ materially from our historical results or those expressed or implied by forward-looking statements contained in this report. For a nonexclusive listing of forward-looking statements and potential factors affecting our business, refer to “Cautionary Statement Regarding Forward-Looking Information” on page 1 and “Risk Factors” in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2013.

Forward-looking statements contained in this report present our views only as of the date of this report. Except as required under applicable law, we do not intend to issue updates concerning any future revisions of our views to reflect events or circumstances occurring after the date of this report.

### Overview

The operating results of our Resource, Wood Products and Real Estate business segments have been and will continue to be influenced by a variety of factors, including the cyclical nature of the forest products industry, which is largely dependent on the economy and U.S. housing starts, changes in timber prices and in harvest levels from our timberlands, competition, timberland valuations, demand for our non-strategic timberland for higher and better use purposes, the efficiency and level of capacity utilization of our wood products manufacturing operations, changes in our principal expenses such as log costs and fuel costs, asset dispositions or acquisitions, and other factors. Our Resource earnings and cash flows were seasonably strong, although our planned harvest was constrained somewhat by wet weather in the South during the third quarter of 2014. For the quarter and nine months ending September 30, 2014, improved log pricing has resulted in increased revenues and operating income when compared to 2013. The Wood Products and Real Estate business have both performed well throughout 2014.

### Results of Operations

Our business is organized into three reporting segments: Resource, Wood Products and Real Estate. Sales between segments are recorded as intersegment revenues based on prevailing market prices. Because our Resource segment supplies our Wood Products segment with a portion of its wood fiber needs, intersegment revenues typically represent a significant portion of the Resource segment's total revenues. Our other segments generally do not generate intersegment revenues.

In the analysis of our consolidated results of operations, revenues are reported after elimination of intersegment revenues. In the analysis by business segments, each segment's revenues are presented before elimination of intersegment revenues.



## Consolidated Results Comparing the Quarters Ended September 30, 2014 and 2013

The following table sets forth period-to-period changes in items included in our Consolidated Statements of Income for the quarters ended September 30:

| (Dollars in thousands)                       | 2014      | 2013      | Amount of<br>Change | Percent<br>Change |   |
|--|-----------|-----------|---------------------|-------------------|---|
| Revenues                                     | \$177,215 | \$157,869 | \$19,346            | 12                | % |
| Costs and expenses:                          |           |           |                     |                   |   |
| Cost of goods sold                           | 121,574   | 112,499   | 9,075               | 8                 | % |
| Selling, general and administrative expenses | 10,772    | 13,444    | (2,672)             | (20)              | % |
| Environmental remediation charge             | —         | 1,022     | (1,022)             | (100)             | % |
|  | 132,346   | 126,965   | 5,381               | 4                 | % |
| Operating income                             | 44,869    | 30,904    | 13,965              | 45                | % |
| Interest expense, net                        | (5,506)   | (5,556)   | 50                  | (1)               | % |
| Income before income taxes                   | 39,363    | 25,348    | 14,015              | 55                | % |
| Income tax provision                         | (6,209)   | (3,157)   | (3,052)             | 97                | % |
| Net income                                   | \$33,154  | \$22,191  | \$10,963            | 49                | % |

Revenues – Revenues increased in the third quarter of 2014 over the same period in 2013 primarily due to increased revenues from both our Resource and Wood Products segments. Resource revenues increased due to higher log prices in both our Northern and Southern regions and increased harvest volumes in the Northern region. Wood Products segment revenues increased due to product pricing. A more detailed analysis of revenues follows in the operating results by business segments.

Cost of goods sold – Cost of goods sold increased in the third quarter of 2014 over the third quarter of 2013 due to the higher logging and hauling costs resulting from increased harvest volumes in our Resource Segment, and higher per-unit costs of logs consumed in our Wood Products segment.

Selling, general and administrative expenses – Selling, general and administrative expenses decreased in the third quarter of 2014 from the same period in 2013 primarily due to non-cash mark-to-market adjustments related to our deferred compensation plans and lower incentive plan expenses.

Environmental remediation charge – In the third quarter of 2013 we recorded a pre-tax charge of \$1.0 million related to remediation costs associated with our Avery Landing site in Idaho. We completed the remediation work in 2013.

Income tax provision – Our consolidated effective tax rate for the third quarter of 2014 was 15.8% compared to 12.5% in the third quarter of 2013. The increase between periods resulted from nonrecurring tax benefits recorded in 2013.

## Business Segment Results Comparing the Quarters Ended September 30, 2014 and 2013

## Resource Segment

| (Dollars in thousands)                                 | Quarters Ended September 30, |           | Increase (Decrease) | Percent Change |    |
|--|------------------------------|-----------|---------------------|----------------|----|
|  | 2014                         | 2013      |                     |                |    |
| Revenues (before elimination of intersegment revenues) | \$91,919                     | \$77,017  | \$14,902            | 19             | %  |
| Operating income                                       | \$34,080                     | \$25,369  | \$8,711             | 34             | %  |
| Harvest Volumes (in tons)                              |                              |           |                     |                |    |
| Northern region  |                              |           |                     |                |    |
| Sawlog   | 720,460                      | 649,063   | 71,397              | 11             | %  |
| Pulpwood   | 62,340                       | 16,538    | 45,802              | n/m            |    |
| Stumpage   | 1,862                        | 1,537     | 325                 | 21             | %  |
| Total  | 784,662                      | 667,138   | 117,524             | 18             | %  |
| Southern region  |                              |           |                     |                |    |
| Sawlog   | 200,838                      | 209,121   | (8,283)             | (4)            | %) |
| Pulpwood   | 229,635                      | 237,511   | (7,876)             | (3)            | %) |
| Stumpage   | 1,095                        | 181       | 914                 | n/m            |    |
| Total  | 431,568                      | 446,813   | (15,245)            | (3)            | %) |
| Total harvest volume                                   | 1,216,230                    | 1,113,951 | 102,279             | 9              | %  |
| Sales Price/Unit (\$ per ton)                          |                              |           |                     |                |    |
| Northern region  |                              |           |                     |                |    |
| Sawlog   | \$96                         | \$89      | \$7                 | 8              | %  |
| Pulpwood   | \$45                         | \$38      | \$7                 | 18             | %  |
| Southern region  |                              |           |                     |                |    |
| Sawlog   | \$50                         | \$46      | \$4                 | 9              | %  |
| Pulpwood   | \$35                         | \$33      | \$2                 | 6              | %  |

Revenues increased in the third quarter of 2014 from the same period in 2013 as a result of increased harvest volumes and pricing. Increased pricing and harvest volumes accounted for \$7.0 million and \$6.7 million, respectively, of the revenue variance.

In our Northern region, we moved planned third quarter 2013 harvest volumes into the first quarter of 2013 to take advantage of higher pricing. Consequently, sawlog volumes increased in the third quarter of 2014 when compared to 2013. Pulpwood volumes and prices increased in the third quarter of 2014 over the third quarter of 2013 due to stronger demand. An oversupply of residuals and chips in the Northwest in the third quarter of 2013 resulted in decreased pulpwood prices, which led us to minimize pulpwood production in that period.

In our Southern region, demand for hardwood sawlogs during the third quarter of 2014 was stronger than 2013. As a result, we increased hardwood sawlog harvest to realize increased pricing. Pine sawlog prices remained relatively flat. Expenses for the segment increased \$6.2 million, or 12%, in the third quarter of 2014 from the same period in 2013, primarily due to higher logging and hauling costs and depletion expense resulting from the increased harvest volumes.

## Wood Products Segment

| (Dollars in thousands)           | Quarters Ended September 30, |          | Increase<br>(Decrease) | Percent<br>Change |   |
|----------------------------------|------------------------------|----------|------------------------|-------------------|---|
|                                  | 2014                         | 2013     |                        |                   |   |
| Revenues                         | \$99,213                     | \$92,116 | \$7,097                | 8                 | % |
| Operating income                 | \$15,743                     | \$11,319 | \$4,424                | 39                | % |
| Lumber shipments (MBF)           | 171,818                      | 173,355  | (1,537)                | (1)               | % |
| Lumber sales prices (\$ per MBF) | \$408                        | \$363    | \$45                   | 12                | % |

Revenues for the segment increased in the third quarter of 2014 compared to the same period in 2013 due to higher average lumber prices, partially offset by slightly lower shipments. Lumber prices realized in the third quarter of 2014 were relatively stable, particularly when compared to 2013 when prices were recovering from a second quarter correction. Expenses for the segment increased \$2.7 million, or 3%, due primarily to the higher costs of logs consumed.

## Real Estate Segment

| (Dollars in thousands) | Quarters Ended September 30, |         | Decrease  | Percent<br>Change |   |
|------------------------|------------------------------|---------|-----------|-------------------|---|
|                        | 2014                         | 2013    |           |                   |   |
| Revenues               | \$6,176                      | \$8,868 | \$(2,692) | (30)              | % |
| Operating income       | \$4,646                      | \$6,493 | \$(1,847) | (28)              | % |

|                             | 2014       |                       | 2013       |                       |
|-----------------------------|------------|-----------------------|------------|-----------------------|
|                             | Acres Sold | Average<br>Price/Acre | Acres Sold | Average<br>Price/Acre |
| Higher and better use (HBU) | 1,876      | \$2,096               | 2,899      | \$2,055               |
| Rural real estate           | 1,721      | \$1,245               | 2,116      | \$1,295               |
| Non-strategic timberland    | 202        | \$610                 | 279        | \$608                 |
| Total                       | 3,799      |                       | 5,294      |                       |

Revenues decreased \$2.7 million, expenses decreased \$0.9 million and operating income decreased \$1.8 million in the third quarter of 2014 compared to the same period of 2013, due to the sale of 1,495 less acres.

## Consolidated Results Comparing the Nine Months Ended September 30, 2014 and 2013

The following table sets forth period-to-period changes in items included in our Consolidated Statements of Income for the nine months ended September 30:

| (Dollars in thousands)                       | 2014      | 2013      | Amount of Change | Percent Change |   |
|--|-----------|-----------|------------------|----------------|---|
| Revenues                                     | \$460,713 | \$430,334 | \$30,379         | 7              | % |
| Costs and expenses:                          |           |           |                  |                |   |
| Cost of goods sold                           | 322,016   | 302,702   | 19,314           | 6              | % |
| Selling, general and administrative expenses | 32,794    | 37,157    | (4,363)          | (12)           | % |
| Environmental remediation charge             | —         | 3,522     | (3,522)          | (100)          | % |
|  | 354,810   | 343,381   | 11,429           | 3              | % |
| Operating income                             | 105,903   | 86,953    | 18,950           | 22             | % |
| Interest expense, net                        | (16,475)  | (17,559)  | 1,084            | (6)            | % |
| Income before income taxes                   | 89,428    | 69,394    | 20,034           | 29             | % |
| Income tax provision                         | (19,654)  | (12,534)  | (7,120)          | (57)           | % |
| Net income                                   | \$69,774  | \$56,860  | \$12,914         | 23             | % |

Revenues – Revenues increased for all three business segments in the first nine months of 2014 over the same period in 2013. Resource segment revenues increased due to product pricing and mix variances partially offset by lower harvest volumes. Wood Products revenues increased due to increased lumber shipments and pricing. Real Estate segment revenues increased due to real estate acres sold. A more detailed analysis of revenues follows in the operating results by business segments.

Cost of goods sold – Cost of goods sold increased in the first nine months of 2014 over the same period in 2013.

Resource segment expenses increased due to higher logging and hauling rates partially offset by lower shipments compared to 2013. Higher costs of logs consumed and increased shipments from our Wood Products segment, and increased basis of real estate sold also resulted in higher costs of goods sold.

Selling, general and administrative expenses – Selling, general and administrative expenses decreased in the first nine months of 2014 from the same period in 2013 primarily due to lower incentive plan expenses and non-cash mark-to-market adjustments related to our deferred compensation plans.

Environmental remediation charge – In the first nine months of 2013 we recorded pre-tax charges totaling \$3.5 million related to remediation costs associated with our Avery Landing site in Idaho. We completed the remediation work in 2013.

Interest expense, net – Net interest expense decreased in the first nine months of 2014 from the same period in 2013 due to debt redemptions in 2013.

Income tax provision – Our consolidated effective tax rate for the first nine months of 2014 was 22.0% compared to 18.1% in the first nine months of 2013. The increase between periods resulted from proportionately higher operating income in the TRS compared to the REIT.

## Business Segment Results Comparing the Nine Months Ended September 30, 2014 and 2013

## Resource Segment

| (Dollars in thousands)                                 | Nine Months Ended<br>September 30, |           | Increase<br>(Decrease) | Percent<br>Change |   |
|--|------------------------------------|-----------|------------------------|-------------------|---|
|  | 2014                               | 2013      |                        |                   |   |
| Revenues (before elimination of intersegment revenues) | \$183,336                          | \$177,254 | \$6,082                | 3                 | % |
| Operating income                                       | \$61,122                           | \$55,361  | \$5,761                | 10                | % |
| Harvest Volumes (in tons)                              |                                    |           |                        |                   |   |
| Northern region  |                                    |           |                        |                   |   |
| Sawlog   | 1,443,375                          | 1,490,333 | (46,958)               | (3)               | % |
| Pulpwood   | 153,043                            | 110,801   | 42,242                 | 38                | % |
| Stumpage   | 15,305                             | 23,496    | (8,191)                | (35)              | % |
| Total  | 1,611,723                          | 1,624,630 | (12,907)               | (1)               | % |
| Southern region  |                                    |           |                        |                   |   |
| Sawlog   | 438,603                            | 523,811   | (85,208)               | (16)              | % |
| Pulpwood   | 598,600                            | 602,691   | (4,091)                | (1)               | % |
| Stumpage   | 7,022                              | 181       | 6,841                  | n/m               |   |
| Total  | 1,044,225                          | 1,126,683 | (82,458)               | (7)               | % |
| Total harvest volume                                   | 2,655,948                          | 2,751,313 | (95,365)               | (3)               | % |
| Sales Price/Unit (\$ per ton)                          |                                    |           |                        |                   |   |
| Northern region  |                                    |           |                        |                   |   |
| Sawlog   | \$91                               | \$86      | \$5                    | 6                 | % |
| Pulpwood   | \$43                               | \$36      | \$7                    | 19                | % |
| Southern region  |                                    |           |                        |                   |   |
| Sawlog   | \$46                               | \$43      | \$3                    | 7                 | % |
| Pulpwood   | \$33                               | \$33      | \$—                    | —                 | % |

Revenues increased in the first nine months of 2014 from the same period in 2013 due to increased prices, partially offset by lower harvest volumes. The increase in pricing accounted for \$9.7 million of the revenue variance, offset by \$6.0 million due to decrease in harvest volumes.

In our Northern region, we pulled forward a portion of the harvest planned for the second half of 2013 into the first quarter to take advantage of higher prices. Consequently, we had comparatively lower harvest volumes in 2014.

Sawlog prices increased in 2014, particularly in the first quarter, due to higher lumber prices given indexing.

Pulpwood prices increased in the first nine months of 2014 over the same period in 2013 due to improved demand. An oversupply of residuals and chips in the Northwest in 2013 resulted in decreased pulpwood prices, which led us to minimize pulpwood production in that period.

In our Southern region, the sawlog harvest in 2014 decreased from 2013 due to wet weather and a shift in mix toward higher value hardwood and pine plywood pine sawlogs. Prices for pine sawlogs and pulpwood were relatively flat between periods for comparable products.

## Wood Products Segment

| (Dollars in thousands)           | Nine Months Ended<br>September 30, |           | Increase<br>(Decrease) | Percent<br>Change |   |
|----------------------------------|------------------------------------|-----------|------------------------|-------------------|---|
|                                  | 2014                               | 2013      |                        |                   |   |
| Revenues                         | \$287,589                          | \$278,642 | \$8,947                | 3                 | % |
| Operating income                 | \$43,320                           | \$49,954  | \$(6,634)              | (13)              | % |
| Lumber shipments (MBF)           | 503,460                            | 478,184   | 25,276                 | 5                 | % |
| Lumber sales prices (\$ per MBF) | \$404                              | \$398     | \$6                    | 2                 | % |

Revenues for the segment increased in the first nine months of 2014 compared to the same period in 2013 due to increased shipments and increased lumber prices. Expenses for the segment increased \$15.6 million, or 7%, due primarily to increased shipments and the higher cost of logs consumed, mainly related to increased prices for sawlogs in Idaho and the Lake States.

## Real Estate Segment

| (Dollars in thousands) | Nine Months Ended<br>September 30, |          | Increase | Percent<br>Change |   |
|------------------------|------------------------------------|----------|----------|-------------------|---|
|                        | 2014                               | 2013     |          |                   |   |
| Revenues               | \$36,352                           | \$19,312 | \$17,040 | 88                | % |
| Operating income       | \$25,295                           | \$13,692 | \$11,603 | 85                | % |

|                             | 2014       |                       | 2013       |                       |
|-----------------------------|------------|-----------------------|------------|-----------------------|
|                             | Acres Sold | Average<br>Price/Acre | Acres Sold | Average<br>Price/Acre |
| Higher and better use (HBU) | 3,368      | \$2,080               | 3,662      | \$2,102               |
| Rural real estate           | 25,745     | \$1,103               | 7,504      | \$1,325               |
| Non-strategic timberland    | 1,268      | \$773                 | 2,386      | \$701                 |
| Total                       | 30,381     |                       | 13,552     |                       |

Revenues increased \$17.0 million, expenses increased \$5.4 million and operating income increased \$11.6 million in the first nine months of 2014 compared to the same period of 2013, due primarily to sales of 9,400 acres of rural real estate in Minnesota in the second quarter of 2014 and 11,000 acres of rural real estate in Idaho in the first quarter of 2014.

## Liquidity and Capital Resources

## Overview

At September 30, 2014, our financial position included:

- cash and short-term investments totaled \$73.3 million;
- noncurrent investments of \$29.4 million, primarily made up of company owned life insurance (COLI); and
- long-term debt of \$319.7 million

## Net Cash from Operations

Net cash provided from operating activities was:

- \$107.7 million in 2014 and
- \$75.1 million in 2013.

Net cash from operations increased \$32.6 million for the nine months ended 2014 as compared with 2013, primarily due to increased cash received from customers of \$31.4 million. See Note 10: Segment Information for additional information.

#### Net Cash Flows from Investing Activities

Net cash used for investing activities was \$57.3 million for the nine months ending September 30, 2014, compared to \$11.6 million in 2013. In 2014, we transferred \$25 million of cash to our COLI in order to generate a higher return. Short-term investments increased \$12.8 million in 2014, compared to a decrease of \$6.3 million in 2013.

#### Net Cash Flows from Financing Activities

Net cash used for financing activities was \$47.7 million and \$74.5 million for the nine months ending September 30, 2014 and 2013, respectively. In 2014, net cash used for financing activities was primarily attributable to paying our quarterly distribution to shareholders of \$42.6 million. Net cash used for financing activities in 2013 was primarily for our quarterly distribution to shareholders of \$37.7 million and debt redemptions of \$36.7 million.

#### Unsecured Credit Agreement

On August 12, 2014, we entered into a new amended and restated credit agreement with an expiration date of February 12, 2020, which supersedes our previous credit agreement dated as of December 11, 2012. This new credit agreement provides for a revolving line of credit with an initial aggregate principal amount not to exceed \$250 million, which may be increased by up to an additional \$250 million of principal amount. It also includes a sublimit of \$40 million for the issuance of standby letters of credit and a sublimit of \$25 million for swing line loans.

As of September 30, 2014, there were no borrowings outstanding under our revolving line of credit, and approximately \$1.4 million of the letter of credit subfacility was being used to support several outstanding letters of credit. Available borrowing capacity at September 30, 2014 was \$248.6 million.

The credit agreement contains financial covenants including the maintenance of a minimum interest coverage ratio, a maximum leverage ratio and a maximum number of allowable acres to be sold.

The following table sets forth the financial covenants in the bank credit facility and our status with respect to these covenants as of September 30, 2014:

|                                    | Covenant Requirements | Actuals at September 30, 2014 |
|------------------------------------|-----------------------|-------------------------------|
| Minimum Interest Coverage Ratio    | 3.00 to 1.00          | 7.42 to 1.00                  |
| Maximum Leverage Ratio             | 40%                   | 16%                           |
| Maximum Allowable Acres to be Sold | 433,051               | 3,800                         |

The Interest Coverage Ratio is our twelve months ended EBITDDA, which is defined as net income adjusted for interest expense, income taxes, depreciation, depletion and amortization, the basis of real estate sold and non-cash equity compensation expense, divided by interest expense for the same period.

The Leverage Ratio is our Total Funded Indebtedness divided by our Total Asset Value. Our Total Funded Indebtedness consists of our long-term debt, including any current installments on long-term debt, plus the total amount outstanding under the letter of credit subfacility. Our Total Asset Value per the credit agreement is defined as the value of our timberlands, updated for acquisitions and dispositions, the book basis of our wood products manufacturing facilities, cash and short-term investments, and the cash value of our COLI. The book basis of our Wood Products manufacturing facilities and the cash value of our COLI are each limited to 5% of Total Asset Value.

#### Senior Notes

The terms of our senior notes limit our ability and the ability of any subsidiary guarantors to borrow money, pay dividends, redeem or repurchase capital stock, enter into sale and leaseback transactions, and create liens. Such restricted transactions are permitted if the balance of our Funds Available for Distribution (FAD), plus a basket

amount if needed, provides sufficient funds to cover such restricted payments. Our cumulative FAD was \$89.3 million at September 30, 2014. The balance of the FAD basket was \$90.1 million at September 30, 2014.

Alabama and Mississippi Timberland Acquisition

We signed a purchase agreement on October 15, 2014 to acquire approximately 201,000 acres of timberland in Mississippi and Alabama from affiliates of Resource Management Service, LLC. for \$384 million. We expect to finance with new long-term debt and \$75 million in cash. We plan to transfer approximately \$29 million from our COLI to cash in the fourth quarter. The transaction is subject to the satisfaction of customary closing conditions.

Contractual Obligations

There have been no material changes to our contractual obligations in the nine months ended September 30, 2014 outside the ordinary course of business.

Off-Balance Sheet Arrangements

We currently are not a party to off-balance sheet arrangements that would require disclosure under this section.



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

Our exposures to market risk have not changed materially since December 31, 2013. For quantitative and qualitative disclosures about market risk, see Item 7A – “Quantitative and Qualitative Disclosure about Market Risk” in our 2013 Annual Report on Form 10-K.

#### Quantitative Information about Market Risks

The following table summarizes our outstanding debt, interest rate swaps and average interest rates as of September 30, 2014:

| (Dollars in thousands)              | 2014 | 2015     | 2016    | 2017     | 2018     | THEREAFTER | TOTAL     |
|-------------------------------------|------|----------|---------|----------|----------|------------|-----------|
| Fixed rate debt:                    |      |          |         |          |          |            |           |
| Principal due                       | \$—  | \$22,500 | \$5,000 | \$11,000 | \$14,250 | \$267,335  | \$320,085 |
| Average interest rate               | —    | 6.95     | %8.80   | %5.64    | %8.88    | %6.80      | %6.90     |
| Fair value at 9/30/2014             |      |          |         |          |          |            | \$349,682 |
| Interest rate swaps: <sup>(1)</sup> |      |          |         |          |          |            |           |
| Fixed to variable                   | \$—  | \$458    | \$110   | \$173    | \$530    | \$—        | \$1,271   |
| Fair value at 9/30/2014             |      |          |         |          |          |            | \$1,271   |

Interest rate swaps are included in long-term debt and the offsetting derivative asset is included in other noncurrent <sup>(1)</sup>assets on the Consolidated Condensed Balance Sheets. See Note 8: Financial Instruments for additional information.

### ITEM 4. CONTROLS AND PROCEDURES

#### Disclosure Controls and Procedures

We conducted an evaluation (pursuant to Rule 13a-15(b) of the Securities Exchange Act of 1934 (the Exchange Act), under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e)) as of September 30, 2014. These disclosure controls and procedures are designed to ensure that information required to be disclosed in our reports that are filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Our disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that this information is accumulated and communicated to management, including the principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. Based on the evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures were effective as of September 30, 2014.

There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

#### Internal Control Over Financial Reporting

In the nine months ended September 30, 2014, there were no changes in our internal control over financial reporting that would materially affect or are reasonably likely to materially affect our internal control over financial reporting.

Part II

ITEM 1. LEGAL PROCEEDINGS

We do not believe there is any pending or threatened litigation that could have a material adverse effect on our financial position, operations or liquidity.

ITEM 1A. RISK FACTORS

There have been no material changes in the risk factors previously disclosed in “Risk Factors” in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2013.

ITEM 6. EXHIBITS

Exhibits are listed in the [exhibit index](#).

SIGNATURES

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

POTLATCH CORPORATION  
(Registrant)

By /s/ Jerald W. Richards  
Jerald W. Richards  
Vice President and Chief Financial Officer  
(Duly Authorized; Principal Financial Officer and  
Principal Accounting Officer)

Date: October 20, 2014

POTLATCH CORPORATION AND CONSOLIDATED SUBSIDIARIES

EXHIBIT INDEX

| EXHIBIT<br>NUMBER | DESCRIPTION  |
|-------------------|--|
| (3)(a)*           | Second Restated Certificate of Incorporation of the Registrant, effective February 3, 2006, filed as Exhibit 99.2 to the Current Report on Form 8-K filed by the Registrant on February 6, 2006.   |
| (3)(b)*           | Bylaws of the Registrant, as amended through February 18, 2009, filed as Exhibit (3)(b) to the Current Report on Form 8K filed by the Registrant on February 20, 2009.   |
| (4)               | Registrant undertakes to furnish to the Commission, upon request, any instrument defining the rights of holders of long-term debt.   |
| (10)(a)*          | Amended and Restated Credit Agreement dated as of August 12, 2014, among Potlatch Corporation and its wholly owned subsidiaries as borrowers, KeyBank National Association, as administrative agent, swing line lender and L/C issuer, the Guarantors from time to time party thereto and the Lenders from time to time party thereto, filed as Exhibit 10.1 to the Current Report on Form 8-K filed by the Registrant on August 14, 2014.   |
| (31)              | Rule 13a-14(a)/15d-14(a) Certifications.   |
| (32)              | Furnished statements of the Chief Executive Officer and Chief Financial Officer under 18 U.S.C. Section 1350.  |
| 101               | The following financial information from Potlatch Corporation's Quarterly Report on Form 10-Q for the quarter and nine months ended September 30, 2014, filed on October 20, 2014, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Income for the quarters and nine months ended September 30, 2014 and 2013, (ii) the Consolidated Statements of Comprehensive Income for the quarters and nine months ended September 30, 2014 and 2013, (iii) the Consolidated Condensed Balance Sheets at September 30, 2014 and December 31, 2013, (iv) the Consolidated Condensed Statements of Cash Flows for the nine months ended September 30, 2014 and 2013, and (v) the Notes to Consolidated Financial Statements. |

\* Incorporated by reference