BOISE INC.
Form 10-Q
November 01, 2012

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

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2012

or

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

1111 West Jefferson Street, Suite 200
Boise, Idaho 83702-5388
(Address of principal executive offices) (Zip Code)
(208) 384-7000
(Registrants' telephone number, including area code)

Commission File Number	Exact Name of Registrant as Specified in Its Charter	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification No.
001-33541	Boise Inc.	Delaware	20-8356960
333-166926-04	BZ Intermediate Holdings LLC	Delaware	27-1197223

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.

Boise Inc.	Yes x	No ¨
BZ Intermediate Holdings LLC	Yes x	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).

Boise Inc.	Yes x	No ¨
BZ Intermediate Holdings LLC	Yes x	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:

Boise Inc.	Large accelerated filer	x	Accelerated filer	¨
	Non-accelerated filer (Do not check if smaller reporting company)	¨	Smaller reporting company	¨

BZ Intermediate Holdings LLC	Large accelerated filer	¨	Accelerated filer	¨
	Non-accelerated filer (Do not check if smaller reporting company)	x	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Boise Inc.	Yes ¨	No x
BZ Intermediate Holdings LLC	Yes ¨	No x

There were 100,483,957 common shares, $0.0001 per share par value, of Boise Inc. outstanding as of October 26, 2012.

This Form 10-Q is a combined quarterly report being filed separately by two registrants: Boise Inc. and BZ Intermediate Holdings LLC. BZ Intermediate Holdings LLC meets the conditions set forth in general instruction H(1)(a) and (b) of Form 10-Q and is therefore filing this form with the reduced disclosure format. Unless the context indicates otherwise, any reference in this report to the "Company," "we," "us," "our," or "Boise" refers to Boise Inc. together with BZ Intermediate Holdings LLC and its consolidated subsidiaries.

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PART II — OTHER INFORMATION

All reports we file with the Securities and Exchange Commission (SEC) are available free of charge via the Electronic Data Gathering Analysis and Retrieval (EDGAR) System on the SEC website at www.sec.gov. We also provide copies of our SEC filings at no charge upon request and make electronic copies of our reports available through our website at www.boiseinc.com as soon as reasonably practicable after filing such material with the SEC.

PART I — FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Boise Inc.
Consolidated Statements of Income
(unaudited, dollars and shares in thousands, except per-share data)

	Three Months Ended September 30		Nine Months Ended September 30	
	2012	2011	2012	2011
Sales				
Trade	$631,054	$619,396	$1,883,167	$1,772,500
Related parties	14,131	12,346	44,704	31,140
	645,185	631,742	1,927,871	1,803,640
Costs and expenses				
Materials, labor, and other operating expenses	502,848	483,885	1,512,490	1,417,956
Fiber costs from related parties	5,266	4,786	14,678	13,609
Depreciation, amortization, and depletion	37,540	36,374	112,399	106,438
Selling and distribution expenses	30,015	29,799	91,225	78,655
General and administrative expenses	19,213	14,396	59,256	41,715
St. Helens charges	27,448	—	27,448	—
Other (income) expense, net	1,509	(130)	1,590	134
	623,839	569,110	1,819,086	1,658,507
Income from operations	21,346	62,632	108,785	145,133
Foreign exchange gain (loss)	296	(482)	555	(295)
Interest expense	(15,458)	(15,725)	(46,256)	(48,164)
Interest income	3	58	101	210
	(15,159)	(16,149)	(45,600)	(48,249)
Income before income taxes	6,187	46,483	63,185	96,884
Income tax provision	(2,584)	(18,119)	(24,582)	(37,929)
Net income	$3,603	$28,364	$38,603	$58,955
Weighted average common shares outstanding:				
Basic	100,144	115,657	99,772	101,250
Diluted	101,030	117,955	101,131	106,791
Net income per common share:				
Basic	$0.04	$0.25	$0.39	$0.58
Diluted	$0.04	$0.24	$0.38	$0.55

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

Boise Inc.
Consolidated Statements of Comprehensive Income
(unaudited, dollars in thousands)

	Three Months Ended September 30		Nine Months Ended September 30	
	2012	2011	2012	2011
Net income	$3,603	$28,364	$38,603	$58,955
Other comprehensive income (loss), net of tax				
Foreign currency translation adjustment	970	—	(482)	—
Cash flow hedges:				
Change in fair value, net of tax of $1,125, ($523), $650, and ($523), respectively	1,794	(832)	1,038	(832)
Loss included in net income, net of tax of $150, $0, $1,041, and $0, respectively	239	—	1,660	—
Amortization of actuarial loss and prior service cost for defined benefit pension plans, net of tax of $939, $545, $2,945, and $1,625, respectively	1,500	867	4,700	2,583
Other	—	—	—	(1)
	4,503	35	6,916	1,750
Comprehensive income	$8,106	$28,399	$45,519	$60,705

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

Boise Inc.
Consolidated Balance Sheets
(unaudited, dollars in thousands)

	September 30, 2012	December 31, 2011
ASSETS		
Current		
Cash and cash equivalents	$102,376	$96,996
Receivables		
Trade, less allowances of $1,198 and $1,343	259,778	228,838
Other	7,897	7,622
Inventories	320,970	307,305
Deferred income taxes	5,579	20,379
Prepaid and other	12,776	6,944
	709,376	668,084
Property		
Property and equipment, net	1,208,757	1,235,269
Fiber farms	23,719	21,193
	1,232,476	1,256,462
Deferred financing costs	27,820	30,956
Goodwill	160,294	161,691
Intangible assets, net	149,991	159,120
Other assets	7,827	9,757
Total assets	$2,287,784	$2,286,070

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

Boise Inc.
Consolidated Balance Sheets (continued)
(unaudited, dollars and shares in thousands, except per-share data)

	September 30, 2012	December 31, 2011
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current		
Current portion of long-term debt	$—	$10,000
Accounts payable	209,649	202,584
Accrued liabilities		
Compensation and benefits	70,766	64,907
Interest payable	23,287	10,528
Other	27,677	22,540
	331,379	310,559
Debt		
Long-term debt, less current portion	775,000	790,000
Other		
Deferred income taxes	169,540	161,260
Compensation and benefits	148,340	172,394
Other long-term liabilities	71,309	57,010
	389,189	390,664
Commitments and contingent liabilities		
Stockholders' equity		
Preferred stock, $0.0001 par value per share: 1,000 shares authorized; none issued	—	—
Common stock, $0.0001 par value per share: 250,000 shares authorized; 100,483 and 100,272 shares issued and outstanding	12	12
Treasury stock, 21,151 shares held	(121,423)	(121,421)
Additional paid-in capital	866,692	866,901
Accumulated other comprehensive income (loss)	(115,046)	(121,962)
Retained earnings	161,981	171,317
Total stockholders' equity	792,216	794,847
Total liabilities and stockholders' equity	$2,287,784	$2,286,070

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

Boise Inc.
Consolidated Statements of Cash Flows
(unaudited, dollars in thousands)

	Nine Months Ended September 30	
	2012	2011
Cash provided by (used for) operations		
Net income	$38,603	$58,955
Items in net income not using (providing) cash		
Depreciation, depletion, and amortization of deferred financing costs and other	115,919	111,123
Share-based compensation expense	4,356	2,676
Pension expense	8,906	8,245
Deferred income taxes	20,757	33,806
St. Helens charges	28,371	—
Other	825	1,073
Decrease (increase) in working capital, net of acquisitions		
Receivables	(30,182)	(17,711)
Inventories	(15,839)	(9,998)
Prepaid expenses	(3,596)	(1,301)
Accounts payable and accrued liabilities	20,928	10,619
Current and deferred income taxes	1,591	1,912
Pension payments	(27,240)	(25,335)
Other	1,875	1,481
Cash provided by operations	165,274	175,545
Cash provided by (used for) investment		
Acquisition of businesses and facilities, net of cash acquired	—	(201,289)
Expenditures for property and equipment	(82,293)	(83,869)
Purchases of short-term investments	—	(3,494)
Maturities of short-term investments	—	14,114
Other	1,148	1,506
Cash used for investment	(81,145)	(273,032)
Cash provided by (used for) financing		
Payments of special dividend	(47,486)	(47,916)
Issuances of long-term debt	—	75,000
Payments of long-term debt	(25,000)	(106,250)
Equity yield enhancement strategy program	—	(25,000)
Repurchases of common stock	(2)	(76,328)
Proceeds from exercise of warrants	—	284,785
Other	(6,261)	(4,009)
Cash provided by (used for) financing	(78,749)	100,282
Increase in cash and cash equivalents	5,380	2,795
Balance at beginning of the period	96,996	166,833
Balance at end of the period	$102,376	$169,628

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

BZ Intermediate Holdings LLC
Consolidated Statements of Income
(unaudited, dollars in thousands)

	Three Months Ended September 30		Nine Months Ended September 30	
	2012	2011	2012	2011
Sales				
Trade	$631,054	$619,396	$1,883,167	$1,772,500
Related parties	14,131	12,346	44,704	31,140
	645,185	631,742	1,927,871	1,803,640
Costs and expenses				
Materials, labor, and other operating expenses	502,848	483,885	1,512,490	1,417,956
Fiber costs from related parties	5,266	4,786	14,678	13,609
Depreciation, amortization, and depletion	37,540	36,374	112,399	106,438
Selling and distribution expenses	30,015	29,799	91,225	78,655
General and administrative expenses	19,213	14,396	59,256	41,715
St. Helens charges	27,448	—	27,448	—
Other (income) expense, net	1,509	(130)	1,590	134
	623,839	569,110	1,819,086	1,658,507
Income from operations	21,346	62,632	108,785	145,133
Foreign exchange gain (loss)	296	(482)	555	(295)
Interest expense	(15,458)	(15,725)	(46,256)	(48,164)
Interest income	3	58	101	210
	(15,159)	(16,149)	(45,600)	(48,249)
Income before income taxes	6,187	46,483	63,185	96,884
Income tax provision	(2,584)	(18,119)	(24,582)	(37,929)
Net income	$3,603	$28,364	$38,603	$58,955

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

BZ Intermediate Holdings LLC
Consolidated Statements of Comprehensive Income
(unaudited, dollars in thousands)

	Three Months Ended September 30		Nine Months Ended September 30	
	2012	2011	2012	2011
Net income	$3,603	$28,364	$38,603	$58,955
Other comprehensive income (loss), net of tax				
Foreign currency translation adjustment	970	—	(482)	—
Cash flow hedges:				
Change in fair value, net of tax of $1,125, ($523), $650, and ($523), respectively	1,794	(832)	1,038	(832)
Loss included in net income, net of tax of $150, $0, $1,041, and $0, respectively	239	—	1,660	—
Amortization of actuarial loss and prior service cost for defined benefit pension plans, net of tax of $939, $545, $2,945, and $1,625, respectively	1,500	867	4,700	2,583
Other	—	—	—	(1)
	4,503	35	6,916	1,750
Comprehensive income	$8,106	$28,399	$45,519	$60,705

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

BZ Intermediate Holdings LLC
Consolidated Balance Sheets
(unaudited, dollars in thousands)

	September 30, 2012	December 31, 2011
ASSETS		
Current		
Cash and cash equivalents	$102,376	$96,996
Receivables		
Trade, less allowances of $1,198 and $1,343	259,778	228,838
Other	7,897	7,622
Inventories	320,970	307,305
Deferred income taxes	5,579	20,379
Prepaid and other	12,776	6,944
	709,376	668,084
Property		
Property and equipment, net	1,208,757	1,235,269
Fiber farms	23,719	21,193
	1,232,476	1,256,462
Deferred financing costs	27,820	30,956
Goodwill	160,294	161,691
Intangible assets, net	149,991	159,120
Other assets	7,827	9,757
Total assets	$2,287,784	$2,286,070

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

BZ Intermediate Holdings LLC
Consolidated Balance Sheets (continued)
(unaudited, dollars in thousands)

	September 30, 2012	December 31, 2011
LIABILITIES AND CAPITAL		
Current		
Current portion of long-term debt	$—	$10,000
Accounts payable	209,649	202,584
Accrued liabilities		
Compensation and benefits	70,766	64,907
Interest payable	23,287	10,528
Other	27,677	22,540
	331,379	310,559
Debt		
Long-term debt, less current portion	775,000	790,000
Other		
Deferred income taxes	160,993	152,712
Compensation and benefits	148,340	172,394
Other long-term liabilities	71,359	57,061
	380,692	382,167
Commitments and contingent liabilities		
Capital		
Business unit equity	915,759	925,306
Accumulated other comprehensive income (loss)	(115,046)	(121,962)
	800,713	803,344
Total liabilities and capital	$2,287,784	$2,286,070

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

BZ Intermediate Holdings LLC
Consolidated Statements of Cash Flows
(unaudited, dollars in thousands)

	Nine Months Ended September 30	
	2012	2011
Cash provided by (used for) operations		
Net income	$38,603	$58,955
Items in net income not using (providing) cash		
Depreciation, depletion, and amortization of deferred financing costs and other	115,919	111,123
Share-based compensation expense	4,356	2,676
Pension expense	8,906	8,245
Deferred income taxes	20,757	33,950
St. Helens charges	28,371	—
Other	825	1,073
Decrease (increase) in working capital, net of acquisitions		
Receivables	(30,182)	(17,711)
Inventories	(15,839)	(9,998)
Prepaid expenses	(3,596)	(1,301)
Accounts payable and accrued liabilities	20,928	10,619
Current and deferred income taxes	1,591	1,768
Pension payments	(27,240)	(25,335)
Other	1,875	1,481
Cash provided by operations	165,274	175,545
Cash provided by (used for) investment		
Acquisition of businesses and facilities, net of cash acquired	—	(201,289)
Expenditures for property and equipment	(82,293)	(83,869)
Purchases of short-term investments	—	(3,494)
Maturities of short-term investments	—	14,114
Other	1,148	1,506
Cash used for investment	(81,145)	(273,032)
Cash provided by (used for) financing		
Issuances of long-term debt	—	75,000
Payments of long-term debt	(25,000)	(106,250)
Payments (to) from Boise Inc., net	(52,585)	135,541
Other	(1,164)	(4,009)
Cash provided by (used for) financing	(78,749)	100,282
Increase in cash and cash equivalents	5,380	2,795
Balance at beginning of the period	96,996	166,833
Balance at end of the period	$102,376	$169,628

See accompanying condensed notes to unaudited quarterly consolidated financial statements.

Condensed Notes to Unaudited Quarterly Consolidated Financial Statements

1. Nature of Operations and Basis of Presentation

Boise Inc. is a large, diverse manufacturer and seller of packaging and paper products. Our operations began in February 2008. We are headquartered in Boise, Idaho, and we operate largely in the United States but have recently expanded our operations into Europe, Mexico, and Canada. We manufacture and sell corrugated containers and sheets, protective packaging products and papers associated with packaging, such as label and release papers, and newsprint. Additionally, we manufacture linerboard and corrugating medium, which are combined to make corrugated board, the base raw material in our corrugated sheets and containers. We are the third-largest North American manufacturer of communication papers such as office papers, commercial printing papers, envelope papers, and forms.

Our organizational structure is noted below:

Boise Inc.

BZ Intermediate Holdings LLC

Boise Paper Holdings, L.L.C.

Packaging Segment	Paper Segment	Corporate Segment

See Note 6, Segment Information, for additional information about our three reportable segments, Packaging, Paper, and Corporate and Other (support services).

The unaudited quarterly consolidated financial statements included herein are those of the following:

- Boise Inc. and its wholly owned subsidiaries, including BZ Intermediate Holdings LLC (BZ Intermediate).
- BZ Intermediate and its wholly owned subsidiaries, parent company to Boise Paper Holdings, L.L.C. (Boise Paper Holdings).

In these unaudited quarterly consolidated financial statements, unless the context indicates otherwise, the terms "the Company," "we," "us," "our," or "Boise" refer to Boise Inc. and its consolidated subsidiaries, including BZ Intermediate. There are no significant differences between the results of operations, financial condition, and cash flows of Boise Inc. and those of BZ Intermediate other than income taxes and common stock activity. Some amounts in prior periods' consolidated financial statements have been reclassified to conform with the current period's presentation, none of which were considered material.

The quarterly consolidated financial statements presented have not been audited by an independent registered public accounting firm but, in the opinion of management, include all adjustments, consisting of normal, recurring adjustments, necessary to present fairly the results for the periods presented. The preparation of the consolidated financial statements involves the use of estimates and accruals. Actual results may vary from those estimates. Quarterly results are not necessarily indicative of results that may be expected for the full year. These condensed notes to unaudited quarterly consolidated financial statements should be read in conjunction with our 2011 Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, and the other reports we file with the Securities and Exchange Commission (SEC).

2. St. Helens Charges

In September 2012, we committed to a plan to cease paper production on our one remaining paper machine (H2) at our St. Helens, Oregon, paper mill by December 31, 2012. The cessation is a result of the machine's inability to compete in the marketplace over the long-term, due primarily to high fiber costs and declining product demand. This reduces our annual uncoated freesheet capacity by almost 60,000 tons and will result in the loss of approximately 100 jobs, primarily at the mill. The H3 machine, which is owned by Cascades Tissue Group, continues to operate on the site, and we continue to lease them supporting assets.
During the three and nine months ended September 30, 2012, we recorded $31.3 million of pretax costs primarily related to our plan to cease paper production at the mill in our Paper segment. In our Consolidated Statements of Income, we recorded $27.4 million of shutdown costs in "St. Helens charges" and $3.9 million in "Materials, labor, and other operating expenses" related to inventory write-downs and other one-time costs incurred in the quarter. At September 30, 2012, $4.1 million of costs were recorded in “Accrued liabilities, Compensation and benefits”, $0.7 million in “Accrued liabilities, Other”, and $10.4 million in “Other long-term liabilities” on our Consolidated Balance Sheet.
An analysis of the St. Helens costs is as follows (in thousands):

	Noncash		Cash (a)	Total Costs
Asset write-down	$11,193	(b)	$—	$11,193
Inventory write-down	1,982		—	1,982
Employee-related costs	—		4,136	4,136
Pension curtailment loss	1,059		—	1,059
Increase in asset retirement obligations (Note 16)	—		10,353	10,353
Other	—		2,565	2,565
	$14,234		$17,054	$31,288

____

(a) We expect to pay most of the $6.7 million of employee-related and other costs in early 2013 and the remaining amounts over a longer term.

(b) During the quarter, we assessed the St. Helens long-lived assets for impairment. Our assessment was based upon, among other things, our estimates of the amount of future net cash flows to be generated by the long-lived assets (Level 3 inputs) and our estimates of the current fair value of the assets. Considerable management judgment is necessary to evaluate estimated future cash flows. The assumptions used in our impairment evaluations are consistent with our operating plans.

3. Acquisition of Hexacomb

On December 1, 2011, we acquired Hexacomb Corporation and its affiliated companies and all of the honeycomb packaging-related assets of Pregis Mexico (Hexacomb) for $125 million (Hexacomb Acquisition), subject to post-closing adjustments. In connection with the acquisition, we allocated the purchase price to the assets acquired and liabilities assumed based on estimates of the fair value at the date of the acquisition. See Note 3, Acquisitions, of the Notes to Consolidated Financial Statements in "Part II, Item 8. Financial Statements and Supplementary Data" of our 2011 Form 10-K. During the nine months ended September 30, 2012, we recorded approximately $1.5 million of purchase price adjustments that decreased goodwill. These adjustments related primarily to changes in deferred tax liabilities that resulted from further analysis of the tax basis of acquired assets and liabilities and other tax adjustments. The purchase price continues to be preliminary due to unresolved tax matters; however, purchase accounting will be finalized in fourth quarter 2012.

4. Net Income Per Common Share

Net income per common share is computed by dividing net income by the weighted average number of shares of common stock outstanding during the period. Net income per common share is not applicable to BZ Intermediate because it does not have common shares. Boise Inc.'s basic and diluted net income per share is calculated as follows (dollars and shares in thousands, except per-share data):

	Three Months Ended September 30		Nine Months Ended September 30	
	2012	2011	2012	2011
Net income	$3,603	$28,364	$38,603	$58,955
Weighted average number of common shares for basic net income per common share (a)	100,144	115,657	99,772	101,250
Incremental effect of dilutive common stock equivalents:				
Restricted stock and restricted stock units	650	2,298	1,123	2,579
Performance units	233	—	235	—
Common stock warrants (a)	—	—	—	2,960
Stock options (b)	3	—	1	2
Weighted average number of common shares for diluted net income per common share	101,030	117,955	101,131	106,791
Net income per common share:				
Basic	$0.04	$0.25	$0.39	$0.58
Diluted	$0.04	$0.24	$0.38	$0.55

(a) During the nine months ended September 30, 2011, warrant holders exercised their warrants, resulting in the issuance of 38.4 million common shares. We repurchased 21.2 million common shares in the second half of 2011.

(b) We excluded 0.8 million and 0.3 million of stock options from the computation of diluted net income per share because they were antidilutive for both the three and nine months ended September 30, 2012 and 2011, respectively.

5. Income Taxes

For the three and nine months ended September 30, 2012, we recorded $2.6 million and $24.6 million of income tax expense and had an effective tax rate of 41.8% and 38.9%, respectively. During the three and nine months ended September 30, 2012, the primary reason for the difference from the federal statutory income tax rate of 35% was the effect of state income taxes.

For the three and nine months ended September 30, 2011, we recorded $18.1 million and $37.9 million of income tax expense and had an effective tax rate of 39.0% and 39.1%, respectively. During the three and nine months ended September 30, 2011, the primary reason for the difference from the federal statutory income tax rate of 35% was the effect of state income taxes and discrete tax items.

Uncertain Income Tax Positions

We recognize tax liabilities and adjust these liabilities when our judgment changes as a result of the evaluation of new information not previously available or as new uncertainties occur. We recognize interest and penalties related to uncertain tax positions as income tax expense in the Consolidated Statements of Income. Interest expense and penalties relating to uncertain tax positions were nominal for all periods presented.

Other

Due to Internal Revenue Code Section 382, changes in our ownership limit the amount of net operating losses that we may utilize in any one year. To the extent the annual limitation is not used in any year, the unutilized limitation amount will carry over and add to the limitation in the subsequent tax year. However, we believe it is more likely than not that our net operating losses will be fully realized before they expire.

We file federal income tax returns in the U.S., state income tax returns in various state jurisdictions, and foreign income tax returns in various foreign jurisdictions. In the normal course of business, we are subject to examination by taxing authorities. BZ Intermediate is a wholly owned, consolidated entity of Boise Inc., and its tax return is filed under the consolidated tax return of Boise Inc. Domestic tax years beginning in 2009 and certain foreign tax jurisdictions are subject to examination by taxing authorities, although net operating loss and credit carryforwards from all years are subject to examinations and adjustments for at least three years following the year in which utilized. The jurisdictions which would be subject to examination include the U.S. federal jurisdiction and various state and foreign jurisdictions.

As of September 30, 2012, we had not recognized U.S. deferred income taxes on our cumulative total of undistributed earnings for non-U.S. subsidiaries. Determining the unrecognized deferred tax liability related to investments in these non-U.S. subsidiaries that are indefinitely reinvested is not practicable. We currently intend to indefinitely reinvest those earnings in operations outside the United States.

During the nine months ended September 30, 2012, refunds received, net of cash paid for taxes, were $0.2 million. Cash paid for taxes, net of refunds received, was $1.9 million during the nine months ended September 30, 2011.

6. Segment Information

We operate and report our business in three reportable segments: Packaging, Paper, and Corporate and Other (support services). These segments represent distinct businesses that are managed separately because of differing products and services. Each of these businesses requires distinct operating and marketing strategies. Management reviews the performance of the Company based on these segments. There are no differences in our basis of segmentation or in our basis of measurement of segment profit or loss from those disclosed in Note 6, Segment Information, of the Notes to Consolidated Financial Statements in "Part II, Item 8. Financial Statements and Supplementary Data" in our 2011 Form 10-K.

An analysis of operations by segment is as follows (dollars in millions):

Three Months Ended September 30, 2012	Sales Trade	Related Parties	Inter-segment	Total	Income (Loss) Before Income Taxes	Depreciation, Amortization, and Depletion	EBITDA (c)
Packaging	$270.9	$14.1	$0.7	$285.7	$22.7	$14.8	$37.5
Paper	352.0	—	18.0	370.0	5.5 (a)	21.8	27.3 (a)
Corporate and Other	8.2	—	8.5	16.8	(6.5)	0.9	(5.6)
Intersegment eliminations	—	—	(27.2)	(27.2)	—	—	—
	$631.1	$14.1	$—	$645.2	21.6	$37.5	$59.2
Interest expense					(15.5)		
Interest income					—		
					$6.2		

Three Months Ended September 30, 2011	Sales Trade	Related Parties	Inter-segment	Total	Income (Loss) Before Income Taxes	Depreciation, Amortization, and Depletion	EBITDA (c)
Packaging	$238.2	$12.3	$1.0	$251.6	$32.0	$13.0	$45.1
Paper	372.5	—	18.1	390.6	36.1	22.5	58.6
Corporate and Other	8.6	—	9.2	17.8	(6.0)	0.9	(5.2)
Intersegment eliminations	—	—	(28.3)	(28.3)	—	—	—
	$619.4	$12.3	$—	$631.7	62.2	$36.4	$98.5
Interest expense					(15.7)		
Interest income					0.1		
					$46.5		

Nine Months Ended September 30, 2012	Sales Trade	Related Parties	Inter-segment	Total	Income (Loss) Before Income Taxes		Depreciation, Amortization, and Depletion	EBITDA (c)	
Packaging	$796.0	$44.7	$2.1	$842.8	$70.0		$45.5	$ 115.5	
Paper	1,063.0	—	52.6	1,115.6	59.0	(a)	64.3	123.3	(a)
Corporate and Other	24.1	—	28.0	52.1	(19.6)		2.6	(17.0)	
Intersegment eliminations	—	—	(82.6)	(82.6)	—		—	—	
	$1,883.2	$44.7	$—	$1,927.9	109.3		$112.4	$ 221.7	
Interest expense					(46.3)				
Interest income					0.1				
					$63.2				

Nine Months Ended September 30, 2011	Sales Trade	Related Parties	Inter-segment	Total	Income (Loss) Before Income Taxes		Depreciation, Amortization, and Depletion	EBITDA (c)	
Packaging	$664.6	$31.1	$2.6	$698.3	$73.2	(b)	$36.9	$ 110.0	(b)
Paper	1,084.4	—	52.4	1,136.8	90.3		66.9	157.1	
Corporate and Other	23.5	—	27.1	50.6	(18.6)		2.7	(15.9)	
Intersegment eliminations	—	—	(82.1)	(82.1)	—		—	—	
	$1,772.5	$31.1	$—	$1,803.6	144.8		$106.4	$ 251.3	
Interest expense					(48.2)				
Interest income					0.2				
					$96.9				

(a) In September 2012, we committed to a plan to cease paper production on our one remaining paper machine (H2) at our St. Helens, Oregon, paper mill. For the three and nine months ended September 30, 2012, we recorded pretax charges totaling $31.3 million in our Paper segment. See Note 2, St. Helens Charges, for more information.

(b) In connection with the Tharco purchase price allocation, inventories were written up to their estimated fair market value. As the related inventories were sold, we recognized $2.2 million of expense in "Materials, labor, and other operating expenses" in our Consolidated Statement of Income for the nine months ended September 30, 2011.

(c) EBITDA represents income before interest (interest expense and interest income), income tax provision, and depreciation, amortization, and depletion. EBITDA is the primary measure used by our chief operating decision maker to evaluate segment operating performance and to decide how to allocate resources to segments. We believe EBITDA is useful to investors because it provides a means to evaluate the operating performance of our segments and our company on an ongoing basis using criteria that are used by our internal decision makers and because it is frequently used by investors and other interested parties in the evaluation of companies. We believe EBITDA is a meaningful measure because it presents a transparent view of our recurring operating performance and allows management to readily view operating trends, perform analytical comparisons, and identify strategies to improve operating performance. For example, we believe that the inclusion of items such as taxes, interest expense, and interest income distorts management’s ability to assess and view the core operating trends in our segments. EBITDA, however, is not a measure of our liquidity or financial performance under generally accepted accounting principles (GAAP) and should not be considered as an alternative to net income, income from operations, or any other performance measure derived in accordance with GAAP or as an alternative to cash flow from operating activities as a measure of our liquidity. The use of EBITDA instead of net income or segment income (loss) has limitations as an analytical tool, including the inability to determine profitability; the exclusion of interest expense, interest income, and associated significant cash requirements; and the exclusion of depreciation, amortization, and depletion, which represent significant and unavoidable operating costs given the capital expenditures needed to maintain our businesses. Management compensates for these limitations by relying on our GAAP results. Our measures of EBITDA are not necessarily comparable to other similarly titled captions of other companies due to potential inconsistencies in the methods of calculation.

The following is a reconciliation of net income to EBITDA for Boise Inc. and BZ Intermediate (dollars in millions):

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	Three Months Ended September 30		Nine Months Ended September 30	
	2012	2011	2012	2011
Net income	$3.6 (a)	$28.4	$38.6 (a)	$59.0
Interest expense	15.5	15.7	46.3	48.2
Interest income	—	(0.1)	(0.1)	(0.2)
Income tax provision	2.6	18.1	24.6	37.9
Depreciation, amortization, and depletion	37.5	36.4	112.4	106.4
EBITDA	$59.2 (a)	$98.5	$221.7 (a)	$251.3

7. Debt

At September 30, 2012 and December 31, 2011, our long-term debt and the interest rates on that debt were as follows (dollars in thousands):

	September 30, 2012		December 31, 2011	
	Amount	Interest Rate	Amount	Interest Rate
Tranche A term loan, due 2016	$175,000	2.22 %	$200,000	2.30 %
9% senior notes, due 2017	300,000	9.00	300,000	9.00
8% senior notes, due 2020	300,000	8.00	300,000	8.00
Long-term debt	775,000	7.08	800,000	6.95
Current portion of long-term debt	—	—	(10,000)	2.30
Long-term debt, less current portion	$775,000	7.08 %	$790,000	7.01 %

As of September 30, 2012, our debt consisted of the following:

- The Revolving Credit Facility: A five-year nonamortizing $500 million senior secured revolving credit facility with variable annual interest. In addition to paying interest, we pay an annual commitment fee for undrawn amounts at a rate of either 0.35% or 0.50% depending on our total leverage ratio.
- The Tranche A Term Loan Facility: A five-year amortizing $200 million senior secured loan facility with variable annual interest.
- The 9% Senior Notes: An eight-year nonamortizing $300 million senior unsecured debt obligation with fixed annual interest of 9%.
- The 8% Senior Notes: A ten-year nonamortizing $300 million senior unsecured debt obligation with fixed annual interest of 8%.

Interest on our Revolving Credit Facility and the Tranche A Term Loan Facility (collectively the Credit Facilities) is determined at our election and is based on an alternate base rate or the London Interbank Offered Rate (LIBOR), which is our current election, plus an applicable spread based on our total leverage ratio. Our total leverage ratio is essentially our total net debt divided by our trailing four quarters of Adjusted Consolidated EBITDA (as defined in the credit agreement). At September 30, 2012, the interest rate on our Credit Facilities is LIBOR plus 200 basis points. Based on our current election of one-month LIBOR, we pay interest on the Credit Facilities monthly in arrears.

At September 30, 2012, and December 31, 2011, we had no borrowings outstanding under our Revolving Credit Facility. We had availability of $492.7 million under our Revolving Credit Facility at September 30, 2012, which is net of outstanding letters of credit of $7.3 million.

The Credit Facilities and senior note agreements contain certain restrictions relating to dividend payments, capital expenditures, financial ratios, guarantees, and the incurrence of additional indebtedness, which are discussed in Note 7, Debt, of the Notes to Consolidated Financial Statements in "Part II, Item 8. Financial Statements and Supplementary Data" in our 2011 Form 10-K.

Subject to specified exceptions, the Credit Facilities require that the proceeds from certain asset sales, casualty insurance, and certain debt issuances be used to pay down outstanding borrowings. During the nine months ended September 30, 2012, we made $25.0 million of long-term debt payments on our Tranche A Term

Loan, $17.5 million of which were voluntary and eliminate our required principal payment obligations until December 31, 2013.

As of September 30, 2012, required debt principal repayments were as follows (dollars in thousands):

	Remaining 2012	2013	2014	2015	2016	Thereafter
Required debt principal repayments	$—	$5,000	$20,000	$30,000	$120,000	$600,000

At September 30, 2012, and December 31, 2011, we had $27.8 million and $31.0 million, respectively, of costs recorded in "Deferred financing costs" on our Consolidated Balance Sheets. We record the amortization of deferred financing costs in interest expense using the effective interest method over the term of the loans. For the three months ended September 30, 2012 and 2011, we recorded $1.1 million and $1.5 million, respectively, and for the nine months ended September 30, 2012 and 2011, we recorded $3.3 million and $4.5 million, respectively, of amortization expense in "Interest expense" in our Consolidated Statements of Income.

For the nine months ended September 30, 2012 and 2011, cash payments for interest were $30.3 million and $30.6 million, respectively.

With the exception of the Credit Facilities, our debt is fixed-rate debt. At September 30, 2012, the book value of our fixed-rate debt was $600.0 million, and the fair value was estimated to be $662.3 million. The difference between the book value and fair value is due to the difference between the period-end market interest rate and the stated rate of our fixed-rate, long-term debt. We estimated the fair value of our fixed-rate debt using quoted market prices (Level 1 inputs), discussed further in Note 8, Financial Instruments.

8. Financial Instruments

Our primary objective in holding derivative financial instruments is to manage cash flow risk. We do not use derivative instruments for speculative purposes.

We enter into transactions to hedge the variable cash flow risk of natural gas purchases. At September 30, 2012, these derivatives included caps and call spreads, which we account for as economic hedges, and swaps, which are accounted for as cash flow hedges. As of September 30, 2012, we had entered into derivative instruments related to the following approximate percentages of our forecasted natural gas purchases:

	October 2012	November 2012 Through March 2013	April 2013 Through October 2013	November 2013 Through March 2014	April 2014 Through October 2014	November 2014 Through March 2015	April 2015 Through October 2015
Approximate percent hedged	83 %	87 %	73 %	53 %	48 %	43 %	37 %

Economic Hedges

For derivative instruments that are designated as economic hedges, the gain or loss on the derivatives is recognized in "Materials, labor, and other operating expenses" in the Consolidated Statements of Income. During the three and nine months ended September 30, 2012 and 2011, we recognized an insignificant amount of expense and/or income related to natural gas contracts we account for as economic hedges.

Cash Flow Hedges

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of "Accumulated other comprehensive income (loss)" on our Consolidated Balance Sheets and is recognized in "Materials, labor, and other operating expenses" in our Consolidated Statements of Income in the period in which the hedged transaction affects earnings. Financial instruments designated as cash flow hedges are assessed both at inception and quarterly thereafter to ensure they are effective in offsetting changes in the cash flows of the related underlying exposures. The fair value of the instruments is reclassified out of accumulated other comprehensive income (loss) to earnings if the hedge ceases to be highly effective or if the hedged transaction is no longer probable. At September 30, 2012, and December 31, 2011, we had $1.0 million and $3.7 million of losses, respectively, net of tax, recorded in "Accumulated other comprehensive income (loss)" on our Consolidated Balance Sheets related to our natural gas contracts. Based on September 30, 2012 pricing, the estimated loss, net of tax, to be recognized in earnings during the next 12 months is $1.0 million.

The effects of our cash flow hedging instruments on our Consolidated Balance Sheets and Consolidated Statements of Income were as follows (dollars in thousands):

	(Gain) Loss Recognized in Accumulated Other Comprehensive Income				Loss Reclassified From Accumulated Other Comprehensive Income Into Earnings			
	Three Months Ended September 30		Nine Months Ended September 30		Three Months Ended September 30		Nine Months Ended September 30	
	2012	2011	2012	2011	2012	2011	2012	2011
Natural gas contracts	$(2,919)	$1,355	$(1,688)	$1,355	$389	$—	$2,701	$—

Fair Value Measurements

The Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) establishes a fair value hierarchy, which prioritizes the inputs of valuation techniques used to measure fair value into three levels. The fair value hierarchy gives the highest priority to quoted market prices (Level 1) and the lowest priority to unobservable inputs (Level 3). Where applicable, we use quoted prices in active markets for identical assets or liabilities to determine fair value (Level 1). If quoted prices in active markets for identical assets or liabilities are not available to determine fair value, we use quoted prices for similar assets and liabilities or inputs that are observable either directly or indirectly (Level 2). If quoted prices for identical or similar assets are not available or are unobservable, we may use internally developed valuation models, whose inputs include bid prices and third-party valuations utilizing underlying asset assumptions (Level 3). Outstanding financial derivative instruments expose us to credit loss in the event of nonperformance by the counterparties to the agreements. We monitor credit ratings of counterparties to the agreements, which are large financial institutions, to consider the impact, if any, on the determination of fair value. No significant adjustments were made in any periods presented.

Fair Values of Derivative Instruments

At September 30, 2012, and December 31, 2011, the fair value of our financial instruments was determined based on New York Mercantile Exchange (NYMEX) price quotations under the terms of the contracts, using current market information as of the reporting date. The derivatives were valued by us using third-party valuations based on quoted prices for similar assets and liabilities. Accordingly, all of our fair value measurements use Level 2 inputs.

All of our derivative instruments are recorded in "Accrued liabilities, Other" and "Other long-term liabilities" on our Consolidated Balance Sheets. We offset asset and liability balances, by counterparty, where legal right of offset exists. The following table presents the fair value of these instruments at September 30, 2012, and December 31, 2011 (dollars in thousands):

	Level 2: Significant Other Observable Inputs	
	September 30, 2012	December 31, 2011
Natural gas contracts		
Cash flow hedges	$1,850	$6,022
Economic hedges	2,234	2,370
Total	$4,084	$8,392

Derivative instruments in an asset position at September 30, 2012, were not material. We did not have any derivative instruments in an asset position at December 31, 2011.

9. Retirement and Benefit Plans

The components of net periodic benefit cost are as follows (dollars in thousands):

	Three Months Ended September 30		Nine Months Ended September 30	
	2012	2011	2012	2011
Service cost	$646	$746	$2,086	$3,224
Interest cost	6,135	6,385	18,460	19,196
Expected return on plan assets	(6,856)	(6,179)	(20,435)	(18,402)
Amortization of actuarial loss	2,445	1,405	7,662	4,189
Amortization of prior service costs and other	3	13	8	38
Plan curtailment loss	1,059	—	1,125	—
Net periodic benefit cost	$3,432	$2,370	$8,906	$8,245

Our funding practice for our pension plans is to contribute amounts sufficient to meet legal funding requirements, plus any additional amounts that we determine to be appropriate considering the funded status of the plan, tax deductibility, our cash flows from operations, and other factors. During the nine months ended September 30, 2012, we contributed $27.2 million to our pension plans, which exceeds our 2012 minimum required contributions.

10. Stockholders' Equity and Share-Based Compensation

Special Dividend

On March 21, 2012, we paid a special cash dividend of $0.48 per common share to Boise Inc. shareholders of record at the close of business on March 9, 2012. The dividend payment was $47.5 million.

Share-Based Compensation

Under the Boise Inc. Incentive and Performance Plan (the Plan), the compensation committee of our board of directors has the ability to authorize the grant of various types of stock- and cash-based awards. Awards granted under the Plan vest and expire in accordance with terms established at the time of grant. Shares issued pursuant to awards under the Plan are from our authorized but unissued shares or from treasury shares. Share-based compensation costs in BZ Intermediate's financial statements represent expenses for restricted stock, restricted stock units, stock options, and performance units of Boise Inc., which have been pushed down to BZ Intermediate for accounting purposes. Additional information regarding the Plan and awards can be found in Note 11, Share-Based Compensation, of the Notes to Consolidated Financial Statements in "Part II, Item 8. Financial Statements and Supplementary Data" in our 2011 Form 10-K.

Restricted Stock and Performance Unit Awards. For restricted stock and restricted stock units (collectively restricted stock), the awards generally vest over a three-year period. Performance unit awards granted are subject to adjustment based on the achievement of defined percentages of the two-year average return on net operating assets (RONOA). Because the RONOA component contains a performance condition, we record compensation expense, net of estimated forfeitures, over the requisite service period based on the most probable number of awards expected to vest. Any shares not vested are forfeited. The fair values of the restricted stock and performance unit awards were based on the closing market price of our common stock on the date of grant, and compensation expense is recorded over the awards' vesting periods. These awards are eligible to participate in dividend payments, if any, which we accrue to be paid upon the vesting of those awards.

The following table presents the restricted stock and performance unit award activity for the nine months ended September 30, 2012 (shares in thousands):

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	Restricted Stock Awards and Performance Units	
	Nonvested Shares	Weighted Average Grant-Date Fair Value
Outstanding at December 31, 2011	2,524	$2.55
Granted	716	8.06
Vested	(2,048)	1.23
Forfeited	(27)	5.51
Outstanding at September 30, 2012	1,165	$8.20

Stock Option Awards. From time to time we grant nonqualified stock options to members of management. The stock options have a contractual term of ten years. These awards are eligible to participate in dividend payments, if any, which we accrue to be paid upon the vesting of those awards.
A summary of our stock option activity is presented in the following table (number of options in thousands):

	Options	Weighted Average Exercise Price	Weighted Average Remaining Life (in years)	Aggregate Intrinsic Value (millions)
Outstanding at December 31, 2011	333	$8.53		
Granted	508	8.22		
Forfeited	—	—		
Outstanding at September 30, 2012	841	$8.34	9.1	$0.4

The weighted average fair value of the stock options granted was $3.97 per share. We recognize compensation expense over the awards' vesting period. We calculated the fair value using a Black-Scholes-Merton option-pricing model based on the market price of our common stock at the grant date and the assumptions specific to the underlying options. We based the expected volatility assumption on our historical stock performance and the volatility of related industry stocks. We did not have sufficient historical data to provide a reasonable basis upon which to estimate expected life; therefore, we used the "simplified method" to determine the expected life assumption for the options. We based the risk-free interest rate upon yields of U.S. Treasury issues with terms similar to the expected life of the options.

The following table presents the range of assumptions used to calculate the fair value of stock options for the nine months ended September 30, 2012:

Black-Scholes-Merton assumptions:		
Expected volatility	50.0%	- 50.1%
Expected life (years)	5.9	- 6.0
Risk-free interest rate	1.08%	- 1.39%
Expected dividend yield	—	—

Compensation Expense. Most of our share-based compensation expense was recorded in "General and administrative expenses" in our Consolidated Statements of Income. Total recognized share-based compensation expense related to restricted stock, performance units, and stock options, net of estimated forfeitures, is as follows (dollars in thousands):

	Three Months Ended September 30		Nine Months Ended September 30	
	2012	2011	2012	2011
Restricted stock awards and performance units	$1,365	$794	$3,674	$2,409
Stock options	262	111	682	267

Total share-based compensation expense	$1,627	$905	$4,356	$2,676

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The unrecognized compensation expense for all share-based awards at September 30, 2012, is as follows (dollars in thousands):

	Unrecognized Compensation Expense	Remaining Weighted Average Recognition Period (in years)
Restricted stock awards and performance units	$5,543	1.6
Stock options	2,014	2.1
Total unrecognized share-based compensation expense	$7,557	1.7

11. Goodwill and Intangible Assets

Goodwill

Goodwill represents the excess of the cost of an acquired business over the fair value of the identifiable tangible and intangible assets acquired and liabilities assumed in a business combination. All of our goodwill is recorded in our Packaging segment.

Changes in the carrying amount of our goodwill are as follows (dollars in thousands):

	Goodwill
Balance at January 1, 2011	$—
Goodwill acquired	162,169
Foreign currency translation adjustments	(478)
Balance at December 31, 2011	161,691
Foreign currency translation adjustments	148
Additions (reductions) (a)	(1,545)
Balance at September 30, 2012	$160,294

(a) For further information regarding the Hexacomb acquisition, including purchase price adjustments, see Note 3, Acquisition of Hexacomb.

Intangible Assets

Intangible assets represent primarily the values assigned to customer relationships, trademarks and trade names, technology, and noncompete agreements. We had $150.0 million and $159.1 million of intangible assets at September 30, 2012, and December 31, 2011, net of $23.7 million and $14.3 million of accumulated amortization, respectively. During the three months ended September 30, 2012 and 2011, we recorded intangible asset amortization of $3.0 million and $1.8 million, respectively. During the nine months ended September 30, 2012 and 2011, we recorded intangible asset amortization of $9.3 million and $4.7 million, respectively. Foreign intangible assets are affected by foreign currency translation.

12. Concentrations of Risk

Business

Sales to OfficeMax Incorporated (OfficeMax) represent a concentration in the volume of business transacted and in revenue generated from those transactions. Sales to OfficeMax were $121.6 million and $125.3 million, respectively, during the three months ended September 30, 2012 and 2011, representing 19% and 20% of total sales for those periods. Sales to OfficeMax were $373.5 million and $369.7 million, respectively, during the nine months ended

September 30, 2012 and 2011, representing 19% and 20% of total sales for those periods. At September 30, 2012, and December 31, 2011, we had $41.9 million and $35.3 million, respectively, of accounts receivable due from OfficeMax. We expect OfficeMax to continue to represent a concentration of our revenues and transacted business. Any significant change in the willingness of OfficeMax to purchase our products or a significant deterioration in the financial condition of OfficeMax that affects their ability to pay could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

Labor

As of September 30, 2012, we had approximately 5,400 employees. Approximately 51% of these employees worked pursuant to collective bargaining agreements. Approximately 5% worked pursuant to collective bargaining agreements that will expire within one year.

13. Inventories

The majority of our inventories are valued at the lower of cost or market, where cost is based on the average cost method of inventory valuation. Manufactured inventories include costs for materials, labor, and factory overhead. Other inventories are valued at the lower of either standard cost, which approximates cost based on the actual first-in, first-out usage pattern, or market.

Inventories include the following (dollars in thousands):

	September 30, 2012	December 31, 2011
Finished goods	$163,644	$155,588
Work in process	37,476	41,172
Fiber	46,445	38,469
Other raw materials and supplies	73,405	72,076
	$320,970	$307,305

14. Property and Equipment

Property and equipment consisted of the following asset classes (dollars in thousands):

	September 30, 2012	December 31, 2011
Land	$28,820	$34,735
Buildings and improvements	254,265	248,174
Machinery and equipment	1,438,610	1,375,069
Construction in progress	49,859	44,563
	1,771,554	1,702,541
Less accumulated depreciation	(562,797)	(467,272)
	$1,208,757	$1,235,269

Depreciation expense for the three months ended September 30, 2012 and 2011, was $32.9 million and $32.6 million, respectively. During the nine months ended September 30, 2012 and 2011, depreciation expense was $98.4 million and $96.3 million, respectively.

15. Leases

We lease our distribution centers, as well as other property and equipment, under operating leases. For purposes of determining straight-line rent expense, the lease term is calculated from the date of possession of the facility, including any periods of free rent and any renewal option periods that are reasonably assured of being exercised. Straight-line rent expense is also adjusted to reflect any allowances or reimbursements provided by the lessor. Rental expense for operating leases was $7.3 million and $6.2 million for the three months ended September 30, 2012 and 2011, respectively, and during the nine months ended September 30, 2012 and 2011, rental expense was $22.0 million and $17.3 million, respectively. Sublease rental income was not material in any of the periods presented.

16. Asset Retirement Obligations

We accrue for asset retirement obligations in the period in which they are incurred if sufficient information is available to reasonably estimate the fair value of the obligation. Fair value estimates are determined using Level 3 inputs in the fair value hierarchy. The fair value of our asset retirement obligations are measured using expected future cash outflows discounted at the company's credit-adjusted risk-free interest rate. When we record the liability, we capitalize the cost by increasing the carrying amount of the related long-lived asset. Over time, the liability is accreted to its settlement value, and the capitalized cost is depreciated over the useful life of the related asset. Occasionally, we become aware of events or circumstances that require us to revise our future estimated cash flows. When revisions become necessary, we recalculate our obligation and adjust our asset and liability accounts utilizing appropriate discount rates. Upon settlement of the liability, we will recognize a gain or loss for any difference between the settlement amount and the liability recorded.

At September 30, 2012, asset retirement obligations related predominantly to landfill closure, wastewater treatment pond dredging, and closed-site monitoring costs and were recorded primarily in "Other long-term liabilities" on the Consolidated Balance Sheets. These liabilities are based on the best estimate of costs and are updated periodically to reflect current technology, laws and regulations, inflation, and other economic factors. No assets are legally restricted for purposes of settling asset retirement obligations. The table below describes changes to the asset retirement obligations for the nine months ended September 30, 2012 (dollars in thousands):

Asset retirement obligation at December 31, 2011	$10,041
Liabilities incurred	—
Accretion expense	390
Payments	—
Revisions in estimated cash flows (Note 2)	10,353
Asset retirement obligation at September 30, 2012	$20,784

We have additional asset retirement obligations with indeterminate settlement dates. The fair value of these asset retirement obligations cannot be estimated due to the lack of sufficient information to estimate the settlement dates of the obligations. These asset retirement obligations include, for example, (i) removal and disposal of potentially hazardous materials related to equipment and/or an operating facility if the equipment and/or facilities were to undergo major maintenance, renovation, or demolition and (ii) storage sites or owned facilities for which removal and/or disposal of chemicals and other related materials are required if the operating facility is closed. We will recognize a liability in the period in which sufficient information becomes available to reasonably estimate the fair value of these obligations.

17. Transactions With Related Parties

Related-Party Sales

Louisiana Timber Procurement Company, L.L.C. (LTP) is a variable-interest entity that is 50% owned by Boise Inc. and 50% owned by Boise Cascade Holdings, L.L.C. (Boise Cascade). LTP procures sawtimber, pulpwood, residual chips, and other residual wood fiber to meet the wood and fiber requirements of Boise Inc. and Boise Cascade in Louisiana. We are the primary beneficiary of LTP, as we have the power to direct the activities that most significantly affect the economic performance of LTP. Therefore, we consolidate LTP in our financial statements in our Packaging segment. At September 30, 2012, and December 31, 2011, the carrying amounts of LTP's assets and liabilities on our Consolidated Balance Sheets were $4.4 million and $3.3 million, respectively, which related primarily to noninventory working capital items. During the three months ended September 30, 2012 and 2011, we recorded $14.1 million and $12.3 million, respectively, and during the nine months ended September 30, 2012 and 2011, we recorded $44.7 million and $31.1 million, respectively, of LTP sales to Boise Cascade in "Sales, Related parties" in the Consolidated Statements of Income and approximately the same amount of expenses in "Materials, labor, and other operating expenses." The sales were at prices designed to approximate market prices.

Related-Party Costs and Expenses

During the three months ended September 30, 2012 and 2011, fiber purchases from related parties were $5.3 million and $4.8 million, respectively, and during the nine months ended September 30, 2012 and 2011, fiber purchases from related parties were $14.7 million and $13.6 million, respectively. Most of these purchases related to log and chip purchases by LTP from Boise Cascade's wood products business. Costs associated with these purchases were recorded as "Fiber costs from related parties" in the Consolidated Statements of Income.

18. New and Recently Adopted Accounting Standards

In July 2012, the FASB issued Accounting Standards Update (ASU) 2012-02, Intangibles — Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment. This ASU gives entities testing indefinite-lived intangible assets for impairment the option first to assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, the entity is not required to take further action. However, if an entity concludes otherwise, a quantitative impairment test is required. This guidance is effective for annual and interim impairment tests beginning January 1, 2013, with early adoption permitted. We do not believe the adoption of this update will have a material effect on our financial position and results of operations.

In December 2011, the FASB issued ASU 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities. This ASU improves reporting and transparency of offsetting (netting) assets and liabilities and the related effects on the financial statements. This guidance is effective for annual and interim reporting periods beginning January 1, 2013. We do not believe the adoption of this update will have a material effect on our financial position and results of operations.

In September 2011, the FASB issued ASU 2011-08, Intangibles — Goodwill and Other (Topic 350): Testing Goodwill for Impairment. This ASU gives entities testing goodwill for impairment the option of performing a qualitative assessment before calculating the fair value of a reporting unit in step 1 of the goodwill impairment test. If entities determine, on the basis of qualitative factors, that the fair value of a reporting unit is more likely than not less than the carrying amount, the two-step impairment test would be required. Otherwise, further testing would not be needed. We adopted the provisions of this guidance January 1, 2012, and it had no effect on our financial position and results of operations.

In June 2011, the FASB issued ASU 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income, which amends current comprehensive income guidance. This ASU increases the prominence of other comprehensive income in financial statements. Under this ASU, we have the option to present the components of net income and comprehensive income in either one or two consecutive financial statements. The ASU eliminates the option to present the components of other comprehensive income as part of the statement of equity. In December 2011, the FASB issued ASU 2011-12, Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05. This ASU indefinitely defers the ASU 2011-05 provision to present reclassification adjustments out of accumulated other comprehensive income by component in both the statement in which net income is presented and the statement in which other comprehensive income is presented (for both interim and annual financial statements). This requirement will be further deliberated by the FASB at a future date. We adopted the provisions of this guidance January 1, 2012. The adoption of this guidance resulted in adding the Consolidated Statements of Comprehensive Income to our Consolidated Financial Statements.

There were no other accounting standards recently issued that had or are expected to have a material impact on our financial position or results of operations.

19. Commitments, Guarantees, Indemnifications, and Legal Proceedings

Commitments

We have financial commitments for long-term debt and lease payments, and we are a party to a number of long-term log and fiber supply agreements that are discussed in Note 7, Debt, Note 14, Leases, and Note 19, Commitments, Guarantees, and Legal Proceedings, of the Notes to Consolidated Financial Statements in "Part II, Item 8. Financial

Statements and Supplementary Data" in our 2011 Form 10-K. In addition, we have other financial obligations that we enter into in the normal course of our business to purchase goods and services and to make capital improvements to our facilities. Due to recent legislation, our 2012 and 2013 minimum required contributions to our pension plans decreased from $20.1 million to $12.1 million and from $24.6 million to $10.2 million, respectively. However, during the nine months ended September 30, 2012, we contributed $27.2 million to our plans. During the nine months ended September 30, 2012, we made $25.0 million of long-term debt payments on our Tranche A Term Loan, $17.5 million of which were voluntary and eliminate our required principal payment obligations until December 31, 2013. As discussed in Note 2, St. Helens Charges, asset retirement obligations increased $10.4 million during third quarter 2012, and we expect to pay these costs over a longer term. Except as noted above, at September 30, 2012, there have been no other material changes to the amounts disclosed in our 2011 Form 10-K.

Guarantees and Indemnifications

We provide a wide range of guarantees, assurances, and indemnification arrangements in the normal course of our business. These include guarantees of statutory environmental obligations, tort indemnifications, tax indemnifications, indemnifications against third-party claims arising out of arrangements to provide services to us, and indemnifications in financing, merger, and acquisition agreements. At September 30, 2012, we are not aware of any material liabilities arising from these indemnifications, and we are unable to estimate the maximum potential liability.

Legal Proceedings

We are a party to routine proceedings that arise in the course of our business. We are not currently a party to any legal proceedings or environmental claims that we believe would have a material adverse effect on our financial position, results of operations, or liquidity, either individually or in the aggregate.

20. Consolidating Guarantor and Nonguarantor Financial Information

Our 9% and 8% senior notes (Senior Notes) were issued by Boise Paper Holdings and co-issuers (Boise Co-Issuer Company and Boise Finance Company). The Senior Notes are jointly and severally guaranteed on a senior unsecured basis by BZ Intermediate and each of its existing and, to the extent they become guarantors under the Credit Facilities, future subsidiaries (other than: (i) Boise Paper Holdings and the co-issuers; (ii) Louisiana Timber Procurement Company, L.L.C.; and (iii) our foreign subsidiaries, including those acquired as part of the Hexacomb Acquisition).

The following consolidating financial statements present the results of operations, comprehensive income, financial position, and cash flows of (i) BZ Intermediate (parent); (ii) co-issuers; (iii) guarantor subsidiaries; (iv) nonguarantor subsidiaries; and (v) eliminations to arrive at the information on a consolidated basis. Other than these consolidated financial statements and footnotes for Boise Inc. and BZ Intermediate, financial statements and other disclosures concerning the guarantors have not been presented because management believes that such information is not material to investors. Furthermore, the cancellation provisions of the guarantor subsidiaries are customary, and they do not include an arrangement that permits a guarantor subsidiary to opt out of the obligation prior to or during the term of the debt. Each guarantor subsidiary is automatically released from its obligations as a guarantor upon the sale of the subsidiary or substantially all of its assets to a third party, the designation of the subsidiary as an unrestricted subsidiary for the purposes of the covenants included in the indentures, the release of the indebtedness under the indentures, or if the issuers exercise their legal defeasance option or discharge their obligations in accordance with the indentures.

BZ Intermediate Holdings LLC and Subsidiaries
Consolidating Statements of Income
For the Three Months Ended September 30, 2012
(unaudited, dollars in thousands)

	BZ Intermediate Holdings LLC (Parent)	Co-issuers	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Eliminations	Consolidated
Sales						
Trade	$—	$3,679	$614,838	$12,537	$—	$631,054
Intercompany	—	—	2,085	29,555	(31,640)	—
Related parties	—	—	—	14,131	—	14,131
	—	3,679	616,923	56,223	(31,640)	645,185
Costs and expenses						
Materials, labor, and other operating expenses	—	2,859	483,198	48,431	(31,640)	502,848
Fiber costs from related parties	—	—	—	5,266	—	5,266
Depreciation, amortization, and depletion	—	718	36,151	671	—	37,540
Selling and distribution expenses	—	—	29,640	375	—	30,015
General and administrative expenses	—	6,914	11,145	1,154	—	19,213
St. Helens charges	—	—	27,448	—	—	27,448
Other (income) expense, net	—	691	925	(107)	—	1,509
	—	11,182	588,507	55,790	(31,640)	623,839
Income (loss) from operations	—	(7,503)	28,416	433	—	21,346
Foreign exchange gain (loss)	—	339	(29)	(14)	—	296
Interest expense	—	(15,460)	—	2	—	(15,458)
Interest expense—intercompany	—	(49)	—	(14)	63	—
Interest income	—	—	3	—	—	3
Interest income—intercompany	—	14	49	—	(63)	—
	—	(15,156)	23	(26)	—	(15,159)
Income (loss) before income taxes and equity in net income (loss) of affiliates	—	(22,659)	28,439	407	—	6,187
Income tax (provision) benefit	—	(2,777)	10	183	—	(2,584)
Income (loss) before equity in net income (loss) of affiliates	—	(25,436)	28,449	590	—	3,603
Equity in net income of affiliates	3,603	29,039	—	—	(32,642)	—
Net income	$3,603	$3,603	$28,449	$590	$(32,642)	$3,603

BZ Intermediate Holdings LLC and Subsidiaries
Consolidating Statements of Income
For the Three Months Ended September 30, 2011
(unaudited, dollars in thousands)

	BZ Intermediate Holdings LLC (Parent)	Co-issuers	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Eliminations	Consolidated
Sales						
Trade	$—	$3,759	$613,899	$1,738	$—	$619,396
Intercompany	—	—	—	26,814	(26,814)	—
Related parties	—	—	—	12,346	—	12,346
	—	3,759	613,899	40,898	(26,814)	631,742