BlueLinx Holdings Inc.
Form 10-Q
May 07, 2007

Table of Contents

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

(Mark One)

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

For the quarterly period ended March 31, 2007

OR

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

For the transition period from __________ to __________

Commission file number: 1-32383

BlueLinx Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware	**77-0627356**
(State of Incorporation)	(I.R.S. Employer Identification No.)
4300 Wildwood Parkway, Atlanta, Georgia	**30339**
(Address of principal executive offices)	(Zip Code)

(770) 953-7000

(Registrant s telephone number, including area code)

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

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

Large accelerated filer o Accelerated filer þ Non-accelerated filer o

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

As of May 2, 2007 there were 31,213,712 shares of BlueLinx Holdings Inc. common stock, par value $0.01, outstanding.

Table of Contents

BLUELINX HOLDINGS INC.
Form 10-Q
For the Quarterly Period Ended March 31, 2007
INDEX

	PAGE
PART I. FINANCIAL INFORMATION	
Item 1. Financial Statements BlueLinx Holdings Inc.(Unaudited)	3
Condensed Consolidated Statements of Operations	3
Condensed Consolidated Balance Sheets	4
Condensed Consolidated Statements of Cash Flows	5
Notes to Condensed Consolidated Financial Statements	6
Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations	18
Item 3. Quantitative and Qualitative Disclosures About Market Risk	28
Item 4. Controls and Procedures	28
PART II. OTHER INFORMATION	
Item 1. Legal Proceedings	28
Item 1A. Risk Factors	28
Item 6. Exhibits	28
Signatures	30
Exhibit Index	
EX-31.1 SECTION 302 CERTIFICATION OF THE CEO	
EX-31.2 SECTION 302 CERTIFICATION OF THE CFO	
EX-32.1 SECTION 906 CERTIFICATION OF THE CEO	
EX-32.2 SECTION 906 CERTIFICATION OF THE CFO	

Table of Contents

PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

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

	Period from December 31, 2006 to March 31, 2007	Period from January 1, 2006 to April 1, 2006
Net sales	$ 957,114	$ 1,376,606
Cost of sales	853,359	1,246,654
Gross profit	103,755	129,952
Operating expenses:		
Selling, general, and administrative	88,468	97,267
Depreciation and amortization	5,400	5,043
Total operating expenses	93,868	102,310
Operating income	9,887	27,642
Non-operating expenses:		
Interest expense	10,606	11,197
Other income, net	(383)	81
Income (loss) before provision for (benefit from) income taxes	(336)	16,364
Provision for (benefit from) income taxes	(147)	6,569
Net income (loss)	$ (189)	$ 9,795
Basic weighted average number of common shares outstanding	30,800	30,417
Basic net income (loss) per share applicable to common stock	$ (0.01)	$ 0.32
Diluted weighted average number of common shares outstanding	30,800	30,713
Diluted net income (loss) per share applicable to common stock	$ (0.01)	$ 0.32
Dividends declared per share of common stock	$ 0.125	$ 0.125

See accompanying notes.

Table of Contents

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

	March 31, 2007 (unaudited)	December 30, 2006
Assets:		
Current assets:		
Cash	$ 20,262	$ 27,042
Receivables, net	377,695	307,543
Inventories, net	465,550	410,686
Deferred income taxes	8,785	9,024
Other current assets	43,908	44,948
Total current assets	916,200	799,243
Property, plant, and equipment:		
Land and land improvements	57,483	56,985
Buildings	95,814	95,814
Machinery and equipment	64,404	61,955
Construction in progress	3,949	2,025
Property, plant, and equipment, at cost	221,650	216,779
Accumulated depreciation	(42,304)	(38,530)
Property, plant, and equipment, net	179,346	178,249
Other non-current assets	26,334	26,870
Total assets	$ 1,121,880	$ 1,004,362
Liabilities:		
Current liabilities:		
Accounts payable	$ 233,941	$ 195,815
Bank overdrafts	50,603	50,241
Accrued compensation	9,498	8,574
Current maturities of long-term debt	88,281	9,743
Other current liabilities	16,135	14,633
Total current liabilities	398,458	279,006
Non-current liabilities:		
Long-term debt	522,719	522,719
Deferred income taxes	1,513	1,101
Other long-term liabilities	13,048	12,137
Total liabilities	935,738	814,963
Shareholders Equity:		

Common Stock, $0.01 par value, 100,000,000 shares authorized; 31,213,712 and 30,909,630 shares issued and outstanding at March 31, 2007 and December 30, 2006, respectively		312		309
Additional paid-in-capital		139,224		138,066
Accumulated other comprehensive income (loss)		59		412
Retained earnings		46,547		50,612
Total shareholders equity		186,142		189,399
Total liabilities and shareholders equity	$	1,121,880	$	1,004,362

See accompanying notes.

Table of Contents

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

	Period from December 31, 2006 to March 31, 2007	Period from January 1, 2006 to April 1, 2006
Cash flows from operating activities:		
Net income (loss)	$ (189)	$ 9,795
Adjustments to reconcile net income (loss) to cash provided by (used in) operations:		
Depreciation and amortization	5,400	5,043
Amortization of debt issue costs	606	765
Deferred income tax provision (benefit)	198	(753)
Share-based compensation expense	874	562
Excess tax benefits from share-based compensation arrangements	(60)	(862)
Changes in assets and liabilities:		
Receivables	(70,152)	(81,373)
Inventories	(54,864)	(28,084)
Accounts payable	38,126	25,898
Changes in other working capital	3,526	904
Other	(472)	1,704
Net cash used in operating activities	(77,007)	(66,401)
Cash flows from investing activities:		
Property, plant and equipment investments	(6,092)	(658)
Proceeds from sale of assets	879	135
Net cash used in investing activities	(5,213)	(523)
Cash flows from financing activities:		
Proceeds from stock options exercised	323	1,479
Excess tax benefits from share-based compensation arrangements	60	862
Net increase in revolving credit facility	78,538	84,919
Debt financing costs		(569)
Increase (decrease) in bank overdrafts	362	(12,822)
Common stock dividends paid	(3,876)	(3,831)
Other	33	
Net cash provided by financing activities	75,440	70,038
Increase (decrease) in cash	(6,780)	3,114
Balance, beginning of period	27,042	24,320
Balance, end of period	$ 20,262	$ 27,434

See accompanying notes.

BLUELINX HOLDINGS INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
MARCH 31, 2007

1. Basis of Presentation and Background

Basis of Presentation

BlueLinx Holdings Inc. has prepared the accompanying Unaudited Condensed Consolidated Financial Statements, including its accounts and the accounts of its wholly-owned subsidiaries, in accordance with the instructions to Form 10-Q and therefore they do not include all of the information and notes required by United States generally accepted accounting principles (GAAP). These interim financial statements should be read in conjunction with the financial statements and accompanying notes included in our Annual Report on Form 10-K for the year ended December 30, 2006, as filed with the Securities and Exchange Commission (SEC). Our fiscal year is a 52- or 53-week period ending on the Saturday closest to the end of the calendar year. Fiscal year 2006 contained 52 weeks. BlueLinx Corporation is the wholly-owned operating subsidiary of BlueLinx Holdings Inc. and is referred to herein as the operating subsidiary when necessary.

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

We were created on March 8, 2004 as a Georgia corporation named ABP Distribution Holdings Inc. On May 7, 2004, we and our operating subsidiary acquired the assets of the Building Products Distribution Division (the Distribution Division) of Georgia-Pacific Corporation (Georgia-Pacific), pursuant to an asset purchase agreement. On August 30, 2004, ABP Distribution Holdings Inc. merged into BlueLinx Holdings Inc., a Delaware corporation.

We are a leading distributor of building products in North America with more than 3,300 employees. We offer approximately 10,000 products from over 750 suppliers to service more than 11,500 customers nationwide, including dealers, industrial manufacturers, manufactured housing producers and home improvement retailers. We operate our distribution business from sales centers in Atlanta and Denver, and our network of more than 70 warehouses.

2. Summary of Significant Accounting Policies

Earnings per Common Share

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

Except when the effect would be anti-dilutive, the diluted earnings per share calculation includes the dilutive effect of the assumed exercise of stock options and restricted stock using the treasury stock method.

Common Stock Dividends

On January 22, 2007, our Board of Directors declared a quarterly dividend of $0.125 per share on our common stock. The dividend was paid on March 30, 2007, to shareholders of record as of March 16, 2007. Our controlling shareholder, Cerberus ABP Investor LLC (Cerberus), received a dividend of approximately $2.3 million as a result of its ownership of 18,100,000 shares of our common stock as of the record date.

During the first quarter of fiscal 2006, our Board of Directors declared a quarterly dividend of $0.125 per share on our common stock. The dividend was paid on March 31, 2006 to shareholders of record as of March 15, 2006. Cerberus received a dividend of approximately $2.3 million as a result of its ownership of 18,100,000 shares of our common stock as of the record date.

Table of Contents

Stock-Based Compensation

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

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

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

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

On January 22, 2007, the Compensation Committee granted certain equity awards to Lynn A. Wentworth in connection with her agreement to serve as our Senior Vice President, Chief Financial Officer and Treasurer. Ms. Wentworth received (i) 10,000 restricted shares of our common stock that vest over a one-year period from the date of the grant and (ii) an option to purchase 100,000 shares of our common stock that vests in five equal annual installments beginning on the first anniversary of the date of the grant. The exercise price of the option is $11.22 and was determined based on the closing price of our common stock on the day preceding the grant date of January 22, 2007.

On March 29, 2007, the Compensation Committee granted certain of our executive officers awards of restricted shares and performance shares of our common stock. The restricted stock awards vest on March 29, 2012, five years after the grant date. However, the awards may vest earlier in their entirety (or portion, as appropriate) upon the attainment of certain minimum performance goals. The performance shares are contingent upon the successful achievement of certain financial and strategic goals approved by the Compensation Committee for the three year period ending December 31, 2009. These awards were granted pursuant to and are subject to the terms of the 2006 Plan.

On January 1, 2006, we adopted Statement of Financial Accounting Standards (SFAS) 123R, *Share-Based Payment*, using the modified prospective transition method. Prior to 2006, we accounted for stock awards granted to employees under SFAS No. 123, *Accounting for Stock-Based Compensation*. Generally, the approach in SFAS No. 123R is similar to the approach described in SFAS No. 123. However, SFAS No. 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative.

Under the modified prospective transition method, compensation expense recognized in the first quarter of fiscal 2006 included: (a) compensation expense for all unvested share-based awards granted prior to January 1, 2006, based on the grant date fair value estimated in accordance with SFAS No. 123 and (b) compensation expense for all share-based awards granted subsequent to January 1, 2006, based on the grant date fair value estimated in accordance with SFAS No. 123R. Results of prior periods were not restated.

Through December 31, 2005, we accrued compensation expense assuming that all stock options granted were expected to vest. The effect of actual forfeitures was recognized as forfeitures occurred. Under SFAS No. 123R, we are required to estimate forfeitures in calculating the expense related to stock-based compensation. The adoption of SFAS No. 123R did not have a material impact on our results of operations.

Table of Contents

Compensation expense arising from stock-based awards granted to employees and non-employee directors is recognized as expense using the straight-line method over the vesting period. As of March 31, 2007, there was $5.6 million, $3.8 million, $2.6 million and $0.9 million of total unrecognized compensation expense related to stock options, restricted stock, performance shares and restricted stock units, respectively. The unrecognized compensation expense for these awards is expected to be recognized over a period of 3.6 years, 2.9 years, 3.0 years, and 2.8 years, respectively.

For the first quarter of fiscal 2007 and for the first quarter of fiscal 2006, our total stock-based compensation expense was $0.9 million and $0.6 million, respectively. We also recognized related income tax benefits of $0.4 million and $0.2 million for the first quarter of fiscal 2007 and for the first quarter of fiscal 2006, respectively.

The total fair value of the options vested for the first quarter of fiscal 2007 was $0.6 million. For the first quarter of fiscal 2006, there were no options that vested.

Cash proceeds from the exercise of stock options totaled $0.3 million and $1.5 million for the first quarter of fiscal 2007 and for the first quarter of fiscal 2006, respectively. In addition, SFAS No. 123R requires us to reflect the benefits of tax deductions in excess of recognized compensation expense as both a financing cash inflow and an operating cash outflow upon adoption. We included $0.06 million and $0.9 million of excess tax benefits in cash flows from financing activities for the first quarter of fiscal 2007 and for the first quarter of fiscal 2006, respectively.

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

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

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

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

*** Exercise price was less than the market price at date of grant.

The following table depicts the weighted average assumptions used in connection with the Black-Scholes-Merton option pricing model to estimate the fair value of stock options granted during the first quarter of fiscal 2006:

	Period from January 1, 2006 to April 1, 2006		
	Time-Based Options*	**Performance-Based Options****	**Performance-Based Options*****
Risk free interest rate	4.34%	4.35%	4.60%

Expected dividend yield	4.44%	4.38%	3.19%
Expected life	7 years	7 years	1 year
Expected volatility	50%	50%	50%
Weighted average fair value	$3.68	$ 4.16	$ 11.48

* Exercise price exceeded market price at date of grant.

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

*** Exercise price is less than the market price at date of grant.

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

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

The range of risk-free rates used for the first quarter of fiscal 2007 and for the first quarter of fiscal 2006 was from 4.78% to 5.10% and 4.34% to 4.60%, respectively. These rates were based on the U.S. Treasury yield with a term that is consistent with the expected life of the stock options.

Performance-based options are those options that only vest upon achievement of certain financial targets established by the Board of Directors, or a committee thereof. On February 14, 2007, the Board of Directors set the financial target for performance-based options subject to vesting criteria in 2007.

Additional information related to our existing employee stock options for the period from December 31, 2006 to March 31, 2007, excluding performance-based options totaling 64,200 for which the financial targets have not been set, follows:

	Options	Weighted Average Exercise Price
Options outstanding at December 30, 2006	1,717,531	$11.47
Options granted	160,372	8.58
Options exercised	(86,066)	3.75
Options forfeited	(8,403)	3.75
Options outstanding at March 31, 2007	1,783,434	11.61
Options exercisable at March 31, 2007	298,084	$13.16

	Outstanding			Exercisable	
Price Range	Number of Options	Weighted Average Exercise Price	Remaining Contractual Life (in Years)	Number of Options	Weighted Average Exercise Price
$3.75	288,417	$ 3.75	1.16		$
$10.29 $15.10	1,495,017	13.13	8.86	298,084	13.16
	1,783,434			298,084	

The following table summarizes the activity of our performance shares, restricted stock and restricted stock units during the first quarter of fiscal 2007:

	Performance Shares		Restricted Stock		Restricted Stock Units	
	Number of Awards	Weighted Average Fair Value	Number of Awards	Weighted Average Fair Value	Number of Awards	Weighted Average Fair Value
Outstanding at December 30, 2006		$	147,412	$ 13.99	119,250	$ 13.95
Granted	245,025	10.46	218,063	10.50	1,600	10.67
Vested						

Forfeited					(5,700)	14.01
Outstanding at March 31, 2007	245,025	$ 10.46	365,475	$ 11.92	115,150	$ 13.90

The fair value of the restricted stock units will be marked-to-market each reporting period through the date of settlement. On March 31, 2007, the fair value of these awards was based on the closing price of our common stock of $10.50.

At March 31, 2007, the aggregate intrinsic value of stock-based awards outstanding and options exercisable was $9.6 million and $0, respectively (the intrinsic value of a stock-based award is the amount by which the market value of the underlying award exceeds the exercise price of the award). The intrinsic value of stock options exercised during the first quarter of fiscal 2007 was $0.7 million. For the first quarter of fiscal 2006, the intrinsic value of stock options exercised was $4.5 million.

Table of Contents

3. Income Taxes

We adopted the provisions of FASB Interpretation No. 48 (FIN 48), Accounting for Uncertainty in Income Taxes, which prescribes a comprehensive model for how a company should recognize, measure, present and disclose in its financial statements uncertain tax positions that the company has taken or expects to take on a tax return (including a discussion of whether to file or not to file a return in a particular jurisdiction). The cumulative effect, if any, of applying FIN 48 is to be reported as adjustment to the opening balance of retained earnings in the year of adoption. Adoption on January 1, 2007 did not have a material effect on our consolidated financial position or results of operations.

4. Comprehensive Income

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

	Period from December 31, 2006 to March 31, 2007	Period from January 1, 2006 to April 1, 2006
Net income (loss)	$ (189)	$ 9,795
Other comprehensive income:		
Foreign currency translation, net of taxes	(8)	(27)
Unrealized loss from cash flow hedge, net of taxes	(274)	
Unrealized loss from adoption of FIN 48, net of taxes	(72)	
Comprehensive income	$ (543)	$ 9,768

5. Employee Benefits

Defined Benefit Pension Plans

Most of our hourly employees participate in noncontributory defined benefit pension plans. These include a plan that is administered solely by us (the hourly pension plan) and union-administered multiemployer plans. Our funding policy for the hourly pension plan is based on actuarial calculations and the applicable requirements of federal law. We do not expect to make any contributions to the hourly pension plan in fiscal 2007. Benefits under the majority of plans for hourly employees (including multiemployer plans) are primarily related to years of service.

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

	Period from December 31, 2006 to March 31, 2007	Period from January 1,2006 to April 1, 2006
	(In thousands)	
Service cost	$ 626	$ 672
Interest cost on projected benefit obligation	1,054	1,011
Expected return on plan assets	(1,356)	(1,300)
Amortization of unrecognized prior service cost	1	1
Net periodic pension cost	$ 325	$ 384

6. Revolving Credit Facility

As of March 31, 2007, we had outstanding borrowings of $316 million and excess availability of $294 million under the terms of our revolving credit facility. Based on borrowing base limitations, we classify the lowest projected balance of the credit facility over the next twelve months of $228 million as long-term debt. The revolving credit facility contains customary negative covenants and restrictions for asset based loans, with which we are in compliance.

On June 12, 2006, we entered into an interest rate swap agreement with Goldman Sachs Capital Markets (GSCM), to hedge against interest rate risks related to our variable rate revolving credit facility. The interest rate swap has a notional amount of $150 million

and the terms call for us to receive interest monthly at a variable rate equal to the 30-day LIBOR and to pay interest monthly at a fixed rate of 5.4%. This interest rate swap is designated as a cash flow hedge.

We expect the hedge to be highly effective in offsetting changes in expected cash flows, as, at inception, the critical terms of the interest rate swap generally match the critical terms of the variable rate revolving credit facility. Fluctuations in the fair value of the ineffective portion, if any, of the cash flow hedge will be reflected in the current period earnings. For the first quarter of fiscal 2007, we recognized $0.2 million of expense related to the ineffective portion of the hedge.

At March 31, 2007, the fair value of the interest rate swap was a liability of $3.1 million and was included in Other long-term liabilities on the Condensed Consolidated Balance Sheet. Accumulated other comprehensive income at March 31, 2007 included the net loss on the cash flow hedge (net of tax) of $1.8 million, which reflects the cumulative amount of comprehensive loss in connection with the change in fair value of the swap.

As of March 31, 2007, we had outstanding letters of credit totaling $10.5 million, primarily for the purposes of securing collateral requirements under the casualty insurance programs for us and for guaranteeing payment of international purchases based on the fulfillment of certain conditions.

7. Mortgage

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

Simultaneously with the execution of the new mortgage loan, we paid off in full our existing $165 million mortgage loan agreement with Column Financial, Inc. dated as of October 26, 2004. In connection with the termination of the existing mortgage loan, we incurred charges of $4.9 million during the second quarter of fiscal 2006, which includes unamortized debt financing costs of $3.2 million.

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

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

8. Related Party Transactions

Temporary Staffing Provider

We use Tandem Staffing Solutions, or Tandem, an affiliate of Cerberus, as the temporary staffing company for our office located in Atlanta, Georgia. We incurred total expenses of $344,373 and $493,958 for the first quarter of fiscal 2007 and for the first quarter of fiscal 2006, respectively. As of March 31, 2007 and December 30, 2006, we had accounts payable in the amount of $100,000 and $47,100 to Tandem, respectively.

Consulting

For the first quarter of fiscal 2007 and for the first quarter of fiscal 2006, we incurred expenses in the amount of $0 and $25,000, respectively, for consulting services provided to us by consultants on retainer to Cerberus. As of March 31, 2007 and December 30, 2006, we had accounts payable in the amount of $0 for these services, respectively.

Rental Car

For the first quarter of fiscal 2007 and for the first quarter of fiscal 2006, we incurred expenses for car rentals in the amount of $48,227 and $95,885, respectively. These services were provided by Alamo Rent-A-Car and National Car Rental, affiliates of Cerberus. As of March 31, 2007 and December 30, 2006, we had accounts payable in the amount of $8,775 and $4,197, respectively, related to these expenses.

9. Commitments and Contingencies

Environmental and Legal Matters

We are involved in various proceedings incidental to our businesses and are subject to a variety of environmental and pollution control laws and regulations in all jurisdictions in which we operate. Although the ultimate outcome of these proceedings cannot be determined with certainty, based on presently available information management believes that adequate reserves have been established for probable losses with respect thereto. Management further believes that the ultimate outcome of these matters could be material to operating results in any given quarter but will not have a materially adverse effect on our long-term financial condition, our results of operations, or our cash flows.

Collective Bargaining Agreements

As of March 31, 2007, approximately 31% of our total work force is covered by collective bargaining agreements. Collective bargaining agreements representing approximately 8% of our work force will expire within one year.

Preference Claim

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

Breach of Contract Claim

On January 12, 2007, Kenexa Technology, Inc. filed suit against our operating company in the U.S. District Court for the District of Delaware. The suit alleges that our operating company breached a five-year services agreement between it and the plaintiff and seeks unspecified monetary damages for the alleged breach of the agreement. This lawsuit is in its initial stage and it is not possible to reliably predict the outcome or any relief that could be awarded, as the litigation process is inherently uncertain. Therefore, we are unable to currently estimate the loss, if any, which could possibly be associated with this litigation. However, we dispute the validity of the claims presented by Kenexa in this suit and we currently intend to contest the allegations and claims and defend ourselves vigorously. On February 20, 2007 we filed our answer, denying liability, stating a number of affirmative defenses and requesting that the Complaint be dismissed. We also filed a counterclaim alleging breach of contract by Kenexa and seeking unspecified damages.

Hurricane Katrina

Hurricane Katrina caused significant damage at our distribution center in New Orleans, Louisiana. The facility ceased operations prior to the arrival of the storm on August 29, 2005. There was approximately $2.4 million in inventory located at the facility that has been declared a total loss by our insurer. Damage to the building and furniture, fixtures and equipment is expected to exceed $2.0 million. The total loss recognized related to the damage was $250,000, which is the amount of our insurance deductible. We

recognized this loss in fiscal 2005. While certain amounts have been recovered from the insurance carriers, we still have claims pending for additional recoveries. The facility has reopened but continues to operate at a reduced capacity.

10. Subsequent Events

On May 3, 2007 our Board of Directors declared a quarterly dividend of $0.125 per share on our common stock. The dividend will be paid on June 29, 2007 to stockholders of record as of June 15, 2007.

11. Unaudited Supplemental Condensed Consolidating Financial Statements

The unaudited condensed consolidating financial information as of March 31, 2007 and December 30, 2006 and for the periods from December 31, 2006 to March 31, 2007 and January 1, 2006 to April 1, 2006 is provided due to restrictions in our revolving credit facility that limit distributions by BlueLinx Corporation, our wholly-owned operating subsidiary, to us, which, in turn, may limit our ability to pay dividends to holders of our common stock (see our Annual Report on Form 10-K for the year ended December 30, 2006, for a more detailed discussion of these restrictions and the terms of the facility). Also included in the supplemental condensed consolidated financial statements are sixty-one single member limited liability companies, which are wholly owned by us (the LLC subsidiaries). The LLC subsidiaries own certain warehouse properties that are occupied by BlueLinx Corporation, each under the terms of a master lease agreement. Certain of the warehouse properties collateralize a mortgage loan and none of the properties are available to satisfy the debts and other obligations of either BlueLinx Corporation or us.

Table of Contents

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

	BlueLinx Holdings Inc.	BlueLinx Corporation	LLC Subsidiaries	Eliminations	Consolidated
Net sales	$	$ 957,114	$ 7,518	$ (7,518)	$ 957,114
Cost of sales		853,359			853,359
Gross profit		103,755	7,518	(7,518)	103,755
Operating expenses:					
Selling, general and administrative	437	95,432	117	(7,518)	88,468
Depreciation and amortization		4,342	1,058		5,400
Total operating expenses	437	99,774	1,175	(7,518)	93,868
Operating income (loss)	(437)	3,981	6,343		9,887
Non-operating expenses:					
Interest expense		5,715	4,891		10,606
Other expense (income), net		(148)	(235)		(383)
Income before provision for (benefit from) income taxes	(437)	(1,586)	1,687		(336)
Provision for (benefit from) income taxes	(170)	(635)	658		(147)
Equity in income (loss) of subsidiaries	78			(78)	
Net income (loss)	$ (189)	$ (951)	$ 1,029	$ (78)	$ (189)

The condensed consolidating statement of operations for BlueLinx Holdings Inc. for the period from January 1, 2006 to April 1, 2006 follows (in thousands):

	BlueLinx Holdings Inc.	BlueLinx Corporation	LLC Subsidiaries	Eliminations	Consolidated
Net sales	$	$ 1,376,606	$ 4,899	$ (4,899)	$ 1,376,606
Cost of sales		1,246,654			1,246,654
Gross profit		129,952	4,899	(4,899)	129,952
Operating expenses:					
Selling, general and administrative	337	101,508	321	(4,899)	97,267
Depreciation and amortization		3,985	1,058		5,043
Total operating expenses	337	105,493	1,379	(4,899)	102,310
Operating income (loss)	(337)	24,459	3,520		27,642

Non-operating expenses:					
Interest expense		8,067	3,130		11,197
Other expense (income), net		136	(55)		81
Income before provision for (benefit from) income taxes	(337)	16,256	445		16,364
Provision for (benefit from) income taxes	(132)	6,527	174		6,569
Equity in income (loss) of subsidiaries	10,000			(10,000)	
Net income (loss)	$ 9,795	$ 9,729	$ 271	$ (10,000)	$ 9,795

14

Table of Contents

The condensed consolidating balance sheet for BlueLinx Holdings Inc. as of March 31, 2007 follows (in thousands):

	BlueLinx Holdings Inc.	BlueLinx Corporation and Subsidiaries	LLC Subsidiaries	Eliminations	Consolidated
Assets:					
Current assets:					
Cash	$ 3	$ 20,224	$ 35	$	$ 20,262
Receivables		377,695			377,695
Inventories		465,550			465,550
Deferred income taxes		8,865		(80)	8,785
Other current assets	428	45,986		(2,506)	43,908
Intercompany receivable	344			(344)	
Total current assets	775	918,320	35	(2,930)	916,200
Property, plant and equipment:					
Land and land improvements		2,810	54,673		57,483
Buildings		6,467	89,347		95,814
Machinery and equipment		64,404			64,404
Construction in progress		3,949			3,949
Property, plant and equipment, at cost		77,630	144,020		221,650
Accumulated depreciation		(30,016)	(12,288)		(42,304)
Property, plant and equipment, net		47,614	131,732		179,346
Investment in subsidiaries	185,467			(185,467)	
Deferred income taxes		809		(809)	
Other non-current assets		20,571	5,763		26,334
Total assets	$ 186,242	$ 987,314	$ 137,530	$ (189,206)	$ 1,121,880
Liabilities :					
Current liabilities:					
Accounts payable	$ 20	$ 233,921	$	$	$ 233,941
Bank overdrafts		50,603			50,603
Accrued compensation		9,498			9,498
Current maturities of long-term debt		88,281			88,281
Deferred income taxes	80			(80)	
Other current liabilities		15,569	566		16,135
Intercompany payable		174	2,676	(2,850)	
Total current liabilities	100	398,046	3,242	(2,930)	398,458

Non-current liabilities :					
Long-term debt		227,719	295,000		522,719
Deferred income taxes			2,322	(809)	1,513
Other long-term liabilities		13,048			13,048
Total liabilities	100	638,813	300,564	(3,739)	935,738
Shareholders Equity/Parent s Investment	186,142	348,501	(163,034)	(185,467)	186,142
Total liabilities and equity	$ 186,242	$ 987,314	$ 137,530	$ (189,206)	$ 1,121,880

Table of Contents

The condensed consolidating balance sheet for BlueLinx Holdings Inc. as of December 30, 2006 follows (in thousands):

	BlueLinx Holdings Inc.	BlueLinx Corporation and Subsidiaries	LLC Subsidiaries	Eliminations	Consolidated
Assets:					
Current assets:					
Cash	$ 2	$ 27,017	$ 23	$	$ 27,042
Receivables		307,543			307,543
Inventories		410,686			410,686
Deferred income taxes		9,175		(151)	9,024
Other current assets	497	46,957		(2,506)	44,948
Intercompany receivable	764			(764)	
Total current assets	1,263	801,378	23	(3,421)	799,243
Property, plant and equipment:					
Land and land improvements		2,760	54,225		56,985
Buildings		6,467	89,347		95,814
Machinery and equipment		61,955			61,955
Construction in progress		2,025			2,025
Property, plant and equipment, at cost		73,207	143,572		216,779
Accumulated depreciation		(27,300)	(11,230)		(38,530)
Property, plant and equipment, net		45,907	132,342		178,249
Investment in subsidiaries	188,307			(188,307)	
Deferred income taxes		1,430		(1,430)	
Other non-current assets		20,916	5,954		26,870
Total assets	$ 189,570	$ 869,631	$ 138,319	$ (193,158)	$ 1,004,362
Liabilities:					
Current liabilities:					
Accounts payable	$ 20	$ 195,795	$	$	$ 195,815
Bank overdrafts		50,241			50,241
Accrued compensation		8,574			8,574
Current maturities of long-term debt		9,743			9,743
Deferred income taxes	151			(151)	
Other current liabilities		14,848	(215)		14,633
Intercompany payable		160	3,110	(3,270)	
Total current liabilities	171	279,361	2,895	(3,421)	279,006

Non-current liabilities:					
Long-term debt		227,719	295,000		522,719
Deferred income taxes			2,531	(1,430)	1,101
Other long-term liabilities		12,137			12,137
Total liabilities	171	519,217	300,426	(4,851)	814,963
Shareholders Equity/Parent s Investment	189,399	350,414	(162,107)	(188,307)	189,399
Total liabilities and equity	$ 189,570	$ 869,631	$ 138,319	$ (193,158)	$ 1,004,362

16

Table of Contents

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

	BlueLinx Holdings Inc.	BlueLinx Corporation	LLC Subsidiaries	Eliminations	Consolidated
Cash flows from operating activities:					
Net income (loss)	$ (189)	$ (951)	$ 1,029	$ (78)	$ (189)
Adjustments to reconcile net income (loss) to cash provided by (used in) operations:					
Depreciation and amortization		4,341	1,059		5,400
Amortization of debt issue costs		452	154		606
Deferred income tax provision (benefit)	(71)	478	(209)		198
Share-based compensation expense		874			874
Excess tax benefits from share-based compensation arrangements		(60)			(60)
Equity in earnings of subsidiaries	(78)			78	
Changes in assets and liabilities:					
Receivables		(70,152)			(70,152)
Inventories		(54,864)			(54,864)
Accounts payable		38,126			38,126
Changes in other working capital	69	2,676	781		3,526
Intercompany receivable	420			(420)	
Intercompany payable		14	(434)	420	
Other		(476)	4		(472)
Net cash provided by (used in) operating activities	151	(79,542)	2,384		(77,007)
Cash flows from investing activities:					
Investment in subsidiaries	3,343			(3,343)	
Property, plant and equipment investments		(5,643)	(449)		(6,092)
Proceeds from sale of assets		879			879
Net cash provided by (used in) investing activities	3,343	(4,764)	(449)	(3,343)	(5,213)
Cash flows from financing activities:					
Net transactions with Parent		(1,387)	(1,956)	3,343	
Proceeds from stock options exercised	323				323
	60				60

Excess tax benefits from share-based compensation arrangements					
Net increase in revolving credit facility		78,538			78,538
Increase in bank overdrafts		362			362
Common dividends paid	(3,876)				(3,876)
Other			33		33
Net cash provided by (used in) financing activities	(3,493)	77,513	(1,923)	3,343	75,440
Increase (decrease) in cash	1	(6,793)	12		(6,780)
Balance, beginning of period	2	27,017	23		27,042
Balance, end of period	$ 3	$ 20,224	$ 35	$	$ 20,262

Table of Contents

The condensed consolidating statement of cash flows for BlueLinx Holdings Inc. for the period from January 1, 2006 to April 1, 2006 follows (in thousands):

	BlueLinx Holdings Inc.	BlueLinx Corporation	LLC Subsidiaries	Eliminations	Consolidated
Cash flows from operating activities:					
Net income	$ 9,795	$ 9,729	$ 271	$ (10,000)	$ 9,795
Adjustments to reconcile net income (loss) to cash provided by (used in) operations:					
Depreciation and amortization		3,985	1,058		5,043
Amortization of debt issue costs		537	228		765
Deferred income tax benefit	(106)	(413)	(234)		(753)
Share-based compensation expense	21	541			562
Excess tax benefits from share-based compensation arrangements		(862)			(862)
Equity in earnings of subsidiaries	(10,000)			10,000	
Changes in assets and liabilities:					
Receivables		(81,373)			(81,373)
Inventories		(28,084)			(28,084)
Accounts payable	(55)	25,953			25,898
Changes in other working capital	261	196	447		904
Intercompany receivable	550	1,578		(2,128)	
Intercompany payable	(1,578)	1	(551)	2,128	
Other		1,645	59		1,704
Net cash provided by (used in) operating activities	(1,112)	(66,567)	1,278		(66,401)
Cash flows from investing activities:					
Investment in subsidiaries	2,589			(2,589)	
Property, plant and equipment investments		(658)			(658)
Proceeds from sale of assets		135			135
Net cash provided by (used in) investing activities	2,589	(523)		(2,589)	(523)
Cash flows from financing activities:					
Net transactions with Parent		(1,491)	(1,098)	2,589	
Proceeds from stock options exercised	1,479				1,479
	862				862

Excess tax benefits from share-based compensation arrangements					
Net increase in revolving credit facility		84,919			84,919
Debt financing costs		(400)	(169)		(569)
Decrease in bank overdrafts		(12,822)			(12,822)
Common dividends paid	(3,831)				(3,831)
Net cash provided by (used in) financing activities	(1,490)	70,206	(1,267)	2,589	70,038
Increase (decrease) in cash	(13)	3,116	11		3,114
Balance, beginning of period	13	24,307			24,320
Balance, end of period	$	$ 27,423	$ 11	$	$ 27,434

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

The information contained in this Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) has been derived from our historical financial statements and is intended to provide information to assist you in better understanding and evaluating our financial condition and results of operations. We recommend that you read this MD&A section in conjunction with our condensed consolidated financial statements and notes to those statements included in Item 1 of this Quarterly Report on Form 10-Q, as well as our Annual Report on Form 10-K for the year ended December 30, 2006 as filed with the U.S. Securities and Exchange Commission (the SEC). This MD&A section is not a comprehensive discussion and analysis of our financial condition and results of operations, but rather updates disclosures made in the aforementioned filing. The discussion below contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements include, without limitation, any statement that

18

may predict, forecast, indicate or imply future results, performance or achievements, and may contain the words believe, anticipate, expect, estimate, intend, project, plan, will be, will likely continue, will likely r phrases of similar meaning. All of these forward-looking statements are based on estimates and assumptions made by our management that, although believed by us to be reasonable, are inherently uncertain. Forward-looking statements involve risks and uncertainties, including, but not limited to, economic, competitive, governmental and technological factors outside of our control, that may cause our business, strategy or actual results to differ materially from the forward-looking statements. These risks and uncertainties may include those discussed under the heading Factors Affecting Future Results in our Annual Report on Form 10-K for the year ended December 30, 2006 as filed with the SEC and other factors, some of which may not be known to us. We operate in a changing environment in which new risks can emerge from time to time. It is not possible for management to predict all of these risks, nor can it assess the extent to which any factor, or a combination of factors, may cause our business, strategy or actual results to differ materially from those contained in forward-looking statements. Factors you should consider that could cause these differences include, among other things:

- changes in the prices, supply and/or demand for products which we distribute, especially as a result of conditions in the residential housing market;
- general economic and business conditions in the United States;
- the activities of competitors;
- changes in significant operating expenses;
- changes in the availability of capital;
- our ability to identify acquisition opportunities and effectively and cost-efficiently integrate acquisitions;
- adverse weather patterns or conditions;
- acts of war or terrorist activities;
- variations in the performance of the financial markets; and
- the other factors described herein under Factors Affecting Future Results in our Annual Report on Form 10-K for the year ended December 30, 2006 as filed with the SEC.

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

Overview

Background

We are a leading distributor of building products in the United States. We distribute approximately 10,000 products to more than 11,500 customers through our network of more than 70 warehouses and third-party operated warehouses which serve all major metropolitan markets in the United States. We distribute products in two principal categories: structural products and specialty products. Structural products include plywood, oriented strand board (OSB), rebar and remesh, lumber and other wood products primarily used for structural support, walls and flooring in construction projects. Structural products represented approximately 53% of our first quarter of fiscal 2007 gross sales. Specialty products include roofing, insulation, moulding, engineered wood, vinyl products (used primarily in siding) and metal products (excluding rebar and remesh). Specialty products accounted for approximately 47% of our first quarter of fiscal 2007 gross sales.

Chief Financial Officer Employment Agreement

On January 12, 2007, we entered into an employment agreement effective January 22, 2007 with Lynn A. Wentworth to serve as our Senior Vice President, Chief Financial Officer and Treasurer. The agreement expires on December 31, 2009, except that it will be renewed automatically for an additional one-year period unless thirty days prior written notice is given by either party in advance of

the expiration date. Ms. Wentworth s initial annual base salary is $400,000 per year, prorated for the portion of a year during which she is employed by us. Ms. Wentworth also received (i) 10,000 restricted shares of our common stock that vest over a one-year period from the date of the grant and (ii) an option to purchase 100,000 shares of our common stock that vests in five equal annual installments beginning on the first anniversary of the date of the grant. The exercise price of the option is $11.22 and was determined based on the closing price of our common stock on the day preceding the grant date of January 22, 2007.

Recent Developments

On May 3, 2007, our Board of Directors declared a quarterly dividend of $0.125 per share on our common stock. The dividend will be paid on June 29, 2007 to stockholders of record as of June 15, 2007.

Supply Agreement with Georgia-Pacific

On May 7, 2004, we entered into a multi-year supply agreement with Georgia-Pacific. Under the agreement, we have exclusive distribution rights on certain products and certain customer segments. Georgia-Pacific is our largest vendor, with Georgia-Pacific products representing approximately 24% of our purchases during fiscal 2006.

Selected Factors Affecting Our Operating Results

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

The following table sets forth changes in net sales by product category, sales variances due to changes in unit volume and dollar and percentage changes in unit volume and price versus comparable prior periods, in each case for the first quarter of fiscal 2007, the first quarter of fiscal 2006, fiscal 2006 and fiscal 2005.

	Fiscal Q1 2007	Fiscal Q1 2006	Fiscal 2006	Fiscal 2005
		(Dollars in millions) (Unaudited)		
Sales by Category				
Structural Products(1)	$ 519	$ 814	$ 2,788	$ 3,548
Specialty Products(1)	456	580	2,197	2,143
Unallocated Allowances and Adjustments	(18)	(17)	(86)	(69)
Total Sales	$ 957	$ 1,377	$ 4,899	$ 5,622
Sales Variances				
Unit Volume $ Change	$ (305)	$ 68	$ (398)	$ 216
Price/Other(2)	(115)	(43)	(325)	(152)
Total $ Change	$ (420)	$ 25	$ (723)	$ 64
Unit Volume % Change	(21.9)%	5.0%	(7.0)%	3.9%
Price/Other(2)	(8.6)%	(3.2)%	(5.9)%	(2.8)%
Total % Change	(30.5)%	1.8%	(12.9)%	1.1%

(1) For the quarter ended

December 31, 2005, we began classifying metal rebar and remesh as structural product instead of specialty product. Fiscal 2005 Sales by Category has been adjusted to reclassify sales of rebar/remesh from Specialty Products sales to Structural Products sales. This reclassification has no impact on Total Sales.

(2) Other includes unallocated allowances and discounts.

The following table sets forth changes in gross margin dollars and percentages by product category, and percentage changes in unit volume growth by product, in each case for the first quarter of fiscal 2007, the first quarter of fiscal 2006, fiscal 2006 and fiscal 2005.

Table of Contents

	Fiscal Q1 2007	Fiscal Q1 2006	Fiscal 2006	Fiscal 2005
		(Dollars in millions) (Unaudited)		
Gross Margin $ s by Category				
Structural Products(1)	$ 45	$ 56	$ 194	$ 246
Specialty Products(1)	64	80	308	284
Other (2)	(5)	(6)	(22)	(18)
Total Gross Margin $ s	$ 104	$ 130	$ 480	$ 512
Gross Margin % s by Category				
Structural Products	8.7%	6.9%	7.0%	6.9%
Specialty Products	13.9%	13.9%	14.0%	13.3%
Other (2)	NA	NA	NA	NA
Total Gross Margin % s	10.8%	9.4%	9.8%	9.1%
Unit Volume Growth by Product				
Structural Products	(22.6)%	(0.8)%	(11.8)%	3.2%
Specialty Products	(20.9)%	14.9%	1.0%	5.1%
Total Unit Volume Growth % s	(21.9)%	5.0%	(7.0)%	3.9%

(1) For the quarter ended December 31, 2005, we began classifying metal rebar and remesh as structural product instead of specialty product. Fiscal 2005 Sales by Category has been adjusted to reclassify sales of rebar/remesh from Specialty Products sales to Structural Products sales. This reclassification

has no impact on Total Sales.

(2) Other includes unallocated allowances and discounts.

The following table sets forth changes in net sales and gross margin by channel and percentage changes in gross margin by channel, in each case for the first quarter of fiscal 2007, the first quarter of fiscal 2006, fiscal 2006 and fiscal 2005.

	Fiscal Q1 2007	Fiscal Q1 2006	Fiscal 2006	Fiscal 2005
		(Dollars in millions) (Unaudited)		
Sales by Channel				
Warehouse/Reload	$ 681	$ 882	$ 3,326	$ 3,704
Direct	294	512	1,659	1,987
Unallocated Allowances and Adjustments	(18)	(17)	(86)	(69)
Total	$ 957	$ 1,377	$ 4,899	$ 5,622
Gross Margin by Channel				
Warehouse/Reload	$ 92	$ 111	$ 407	$ 429
Direct	17	25	95	101
Unallocated Allowances and Adjustments	(5)	(6)	(22)	(18)
Total	$ 104	$ 130	$ 480	$ 512

	Fiscal Q1 2007	Fiscal Q1 2006	Fiscal 2006	Fiscal 2005
		(Dollars in millions) (Unaudited)		
Gross Margin % by Channel				
Warehouse/Reload	13.5%	12.6%	12.2%	11.6%
Direct	5.8%	4.9%	5.7%	5.1%
Unallocated Allowances and Adjustments	(0.5)%	(0.4)%	(0.4)%	(0.3)%
Total	10.8%	9.4%	9.8%	9.1%

Fiscal Year

Our fiscal year is a 52- or 53-week period ending on the Saturday closest to the end of the calendar year. Fiscal years 2006 and 2005 contain 52 weeks.

Results of Operations

First Quarter of Fiscal 2007 Compared to First Quarter of Fiscal 2006

The following table sets forth our results of operations for the first quarter of fiscal 2007 and first quarter of fiscal 2006.

	Period from December 31, 2006 to March 31, 2007 (Unaudited)	% of Net Sales	Period from January 1, 2006 to April 1, 2006 (Unaudited)	% of Net Sales
	(Dollars in thousands)			
Net sales	$ 957,114	100.0%	$ 1,376,606	100.0%
Gross profit	103,755	10.8%	129,952	9.4%
Selling, general & administrative	88,468	9.2%	97,267	7.1%
Depreciation and amortization	5,400	0.6%	5,043	0.4%
Operating income	9,887	1.0%	27,642	2.0%
Interest expense	10,606	1.1%	11,197	0.8%
Other expense (income), net	(383)	0.0%	81	0.0%
Income (loss) before provision for (benefit from) income taxes	(336)	0.0%	16,364	1.2%
Provision for (benefit from) income taxes	(147)	0.0%	6,569	0.5%
Net income (loss)	$ (189)	0.0%	$ 9,795	0.7%

Net Sales. For the first quarter of fiscal 2007, net sales decreased by 30.5%, or $420 million, to $957 million. Sales during the quarter were negatively impacted by a 30% decline in housing starts. New home construction represents approximately 50% of our end-use markets; our other end-use markets also declined. Specialty sales, primarily consisting of roofing, specialty panels, insulation, moulding, engineered wood products, vinyl siding, composite decking and metal products (excluding rebar and remesh) decreased by $124 million or 21.3% compared to the first quarter of fiscal 2006, reflecting a 20.9% decline in unit volume, partially offset by higher product prices. Structural sales, including plywood, OSB, lumber and metal rebar, decreased by $295 million, or 36.2% from a year ago, primarily as a result of a decrease in unit volume of 22.6%. A 26% decline in structural product prices also contributed to the overall decline in our structural sales.

Gross Profit. Gross profit for the first quarter of fiscal 2007 was $104 million, or 10.8% of sales, compared to $130 million, or 9.4% of sales, in the prior year period. The decrease in gross profit dollars compared to the first quarter of fiscal 2006 was driven primarily by decreases in structural product prices and a slowdown in the housing market. Gross margin increased by 1.4% to 10.8%, reflecting growth in higher-margin specialty products and effective management of structural product inventory in a declining price environment for wood-based structural products.

Selling, general, and administrative. Operating expenses for the first quarter of fiscal 2007 were $88.5 million, or 9.2% of net sales, compared to $97.3 million, or 7.1% of net sales, during the first quarter of fiscal 2006. The decline primarily reflects decreases in variable compensation, lower payroll related to headcount reductions, and other fixed components not directly related to headcount reductions.

Depreciation and Amortization. Depreciation and amortization expense totaled $5.4 million for the first quarter of fiscal 2007, compared with $5.0 million for the first quarter of fiscal 2006.

Operating Income. Operating income for the first quarter of fiscal 2007 was $9.9 million, or 1.0% of sales, versus $27.6 million, or 2.0% of sales, in the first quarter of fiscal 2006, reflecting a decrease in gross profit and higher variable operating expenses.

Interest Expense, net. Interest expense totaled $10.6 million, down $0.6 million from the prior year reflecting lower debt levels. Interest expense related to our revolving credit facility and new mortgage was $5.3 million and $4.7 million, respectively, during this period. Interest expense totaled $11.2 million for the first quarter of fiscal 2006. Interest expense related to our revolving credit facility and mortgage was $7.7 million and $2.8 million, respectively, for this period. In addition, interest expense included $0.6 million and $0.7 million of debt issue cost amortization for the first quarter of fiscal 2007 and for the first quarter of fiscal 2006, respectively.

Provision for Income Taxes. The effective tax rate was 43.8% and 40.1% for the first quarter of fiscal 2007 and the first quarter of fiscal 2006, respectively. The increase in the effective tax rate resulted from the greater impact of permanent differences, such as meals and entertainment, on the lower first quarter fiscal 2007 earnings.

Net Income (Loss). Net loss for the first quarter of fiscal 2007 was $0.2 million compared to net income of $9.8 million for the first quarter of fiscal 2006.

On a per-share basis, basic and diluted loss applicable to common stockholders for the first quarter of fiscal 2007 were each $0.01. Basic and diluted earnings per share for the first quarter of 2006 were each $0.32.

Seasonality

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

Liquidity and Capital Resources

We depend on cash flow from operations and funds available under our revolving credit facility to finance working capital needs, capital expenditures, dividends and acquisitions. We believe that the amounts available from this and other sources will be sufficient to fund our routine operations and capital requirements for the foreseeable future.

Part of our growth strategy is to selectively pursue acquisitions. Accordingly, depending on the nature of the acquisition or currency, we may use cash or stock, or a combination of both, as acquisition currency. Our cash requirements may significantly increase and incremental cash expenditures will be required in connection with the integration of the acquired company s business and to pay fees and expenses in connection with acquisitions. To the extent that significant amounts of cash are expended in connection with acquisitions, our liquidity position may be adversely impacted. In addition, there can be no assurance that we will be successful in implementing our acquisition strategy. For a discussion of the risks associated with our acquisition strategy, see the risk factor on integrating acquisitions in our Annual Report on Form 10-K.

Table of Contents

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

	March 31, 2007	December 30, 2006
	(Dollars in thousands) (Unaudited)	
Working capital	$ 517,742	$ 520,237

	Period from December 31, 2006 to March 31,2007	Period from January 1, 2006 to April 1, 2006
	(Dollars in thousands) (Unaudited)	
Cash flows used for operating activities	$ (77,007)	$ (66,401)
Cash flows used for investing activities	(5,213)	(523)
Cash flows provided by financing activities	$ 75,440	$ 70,038

Working Capital

Working capital decreased by $2.5 million to $518 million at March 31, 2007, primarily as a result of increases in accounts payable and current maturities of long-term debt of $38.1 million and $78.5 million, respectively. These increases were partially offset by an increase in accounts receivable and inventories of $70.2 million and $54.9 million. Additionally, cash decreased from $27.0 million on December 30, 2006 to $20.3 million at March 31, 2007. The $20.3 million of cash on our balance sheet at March 31, 2007 primarily reflects customer remittances received in our lock boxes on Friday and Saturday that are not available until Monday, which is part of the following fiscal period.

Operating Activities

During the first quarter of fiscal 2007 and fiscal 2006, cash flows used in operating activities totaled $77.0 million and $66.4 million, respectively. The increase of $10.6 million in cash flows used in operating activities was primarily the result of a higher use of cash related to changes in working capital of $83.4 million for the first quarter of fiscal 2007 compared to $82.7 million for the first quarter of fiscal 2006. Additionally, this increased use of cash was caused by a $8.5 million decline in net income, as adjusted, from $15.4 million to $6.9 million. Adjustments included depreciation and amortization, debt issue cost amortization, deferred income tax benefit and stock-based compensation.

Investing Activities

During the first quarter of fiscal 2007 and fiscal 2006, cash flows used in investing activities totaled $5.2 million and $0.5 million, respectively.

During the first quarter of fiscal 2007 and fiscal 2006, our expenditures for property and equipment were $6.1 million and $0.7 million, respectively. The increase in cash used in investing activities was primarily for programs designed to improve and fine tune our capabilities in inventory management and forecasting, in financial budgeting and reporting, in order tracking and visibility and in product marketing.

Proceeds from the sale of property and equipment totaled $0.9 million and $0.1 million for the first quarter of fiscal 2007 and fiscal 2006, respectively.

Financing Activities

Net cash provided by financing activities was $75.4 million during the first quarter of fiscal 2007 compared to $70.0 million during the first quarter of fiscal 2006. The $5.4 million increase in cash provided by financing activities was primarily driven by an increase in bank overdrafts of $13.1 million. This increase was partially offset by decreases in the revolving credit facility and proceeds from stock option exercises of $6.4 million and $1.2 million, respectively.

We paid dividends to our common stockholders in the aggregate amount of $3.9 million and $3.8 million in the first quarter of fiscal 2007 and the first quarter of fiscal 2006, respectively.

Debt and Credit Sources

On May 7, 2004, our operating subsidiary entered into a revolving credit facility. As of March 31, 2007, advances outstanding under the revolving credit facility were approximately $316 million. Borrowing availability was approximately $294 million and outstanding letters of credit on this facility were approximately $10.5 million. As of March 31, 2007, the interest rate on outstanding balances under the revolving credit facility was 7.13%. For the first quarter of fiscal 2007 and first quarter of fiscal 2006, interest expense related to the revolving credit facility was $5.3 million and $7.7 million, respectively.

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

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

We expect the hedge to be highly effective in offsetting changes in expected cash flows, as, at inception, the critical terms of the interest rate swap generally match the critical terms of the variable rate revolving credit facility. Fluctuations in the fair value of the ineffective portion, if any, of the cash flow hedge will be reflected in the current period earnings. For the first quarter of fiscal 2007, we recognized $0.2 million of expense related to the ineffective portion of the hedge.

At March 31, 2007, the fair value of the interest rate swap was a liability of $3.1 million and was included in Other long-term liabilities on the Condensed Consolidated Balance Sheet. Accumulated other comprehensive income at March 31, 2007 included the net loss on the cash flow hedge (net of tax) of $1.8 million, which reflects the cumulative amount of comprehensive loss recognized in connection with the change in fair value of the swap.

Contractual Obligations

There have been no material changes to our contractual obligations from those disclosed in Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 30, 2006.

Critical Accounting Policies

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

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

Revenue Recognition

We recognize revenue when the following criteria are met: persuasive evidence of an agreement exists, delivery has occurred or services have been rendered, our price to the buyer is fixed and determinable and collectibility is reasonably assured. Delivery is not considered to have occurred until the customer takes title and assumes the risks and rewards of ownership. The timing of revenue recognition is largely dependent on shipping terms. Revenue is recorded at the time of shipment for terms designated as FOB (free on board) shipping point. For sales transactions designated FOB destination, revenue is recorded when the product is delivered to the customer s delivery site.

All sales are recorded at gross in accordance with the guidance outlined by EITF 99-19 and in accordance with standard industry practice. The key indicators used to determine this are as follows:

We are the primary obligor responsible for fulfillment;

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

We control the selling price for all channels;

We select the supplier; and

We bear all credit risk.

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

Allowance for Doubtful Accounts and Related Reserves

We evaluate the collectibility of accounts receivable based on numerous factors, including past transaction history with customers and their creditworthiness. We maintain an allowance for doubtful accounts for each aging category on our aged trial balance based on our historical loss experience. This estimate is periodically adjusted when we become aware of specific customers inability to meet their financial obligations (*e.g.*, bankruptcy filing or other evidence of liquidity problems). As we determine that specific balances will be ultimately uncollectible, we remove them from our aged trial balance. Additionally, we maintain reserves for cash discounts that we expect customers to earn as well as expected returns. At March 31, 2007 and December 30, 2006 these allowances totaled $8.6 million and $7.7 million, respectively. Adjustments to earnings resulting from revisions to estimates on discounts and uncollectible accounts have been insignificant for each of the reported periods.

Inventories

Inventories are carried at the lower of cost or market. The cost of all inventories is determined by the moving average cost method. We evaluate our inventory value at the end of each quarter to ensure that first quality, actively moving inventory, when viewed by category, is carried at the lower of cost or market. The market value of our inventory exceeded its cost at March 31, 2007 and December 30, 2006.

Additionally, we maintain a reserve for the estimated value of impairment associated with damaged and inactive inventory. The inactive reserve includes inventory that has had no sales in the past six months or has turn days in excess of 365 days. At March 31, 2007 and December 30, 2006, our damaged and inactive inventory reserves totaled $5.2 million and $5.1 million, respectively. Adjustments to earnings resulting from revisions to inactive estimates have been insignificant.

Consideration Received from Vendors

Each year, we enter into agreements with many of our vendors providing for purchase rebates, generally based on achievement of specified volume purchasing levels and various marketing allowances that are common industry practice. We accrue for the receipt of vendor rebates based on purchases, and also reduce inventory value to reflect the net acquisition cost (purchase price less expected purchase rebates). At March 31, 2007 and December 30, 2006, the vendor rebate receivable totaled $5.7 million and $10.1 million, respectively. Adjustments to earnings resulting from revisions to rebate estimates have been insignificant for each of the reported periods.

Impairment of Long-Lived Assets

Table of Contents

Long-lived assets, including property and equipment, are reviewed for possible impairment whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. Determining whether an impairment has occurred typically requires various estimates and assumptions, including determining which cash flows are directly related to the potentially impaired asset, the useful life over which cash flows will occur, their amount and the asset s residual value, if any. In turn, measurement of an impairment loss requires a determination of fair value, which is based on the best information available. We use internal cash flow estimates, quoted market prices when available and independent appraisals as appropriate to determine fair value. We derive the required cash flow estimates from our historical experience and our internal business plans and apply an appropriate discount rate. If these projected cash flows are less than the carrying amount, an impairment loss is recognized based on the fair value of the asset less any costs of disposition. Our judgment regarding the existence of impairment indicators is based on market and operational performance. There have been no adjustments to earnings resulting from the impairment of long-lived assets for each of the reported periods.

Recently Issued Accounting Pronouncements

In February, 2007, the FASB issued SFAS No. 159 *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS No. 159). SFAS No. 159 permits entities to choose to measure many financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. We are currently assessing the impact of SFAS No. 159 on our consolidated financial position, results of operations and cash flows.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*, which defines fair value, establishes a framework for measuring fair value under GAAP, and expands disclosures about fair value measurements. SFAS No. 157 applies to other accounting pronouncements that require or permit fair value measurements. The new guidance is effective for financial statements issued for fiscal years beginning after November 15, 2007, and for interim periods within those fiscal years. We are currently evaluating the potential impact, if any, of the adoption of SFAS No. 157 on our consolidated financial position, results of operations and cash flows.

In July 2006, the FASB issued FASB Interpretation No. 48 (FIN 48), Accounting for Uncertainty in Income Taxes, which prescribes a comprehensive model for how a company should recognize, measure, present and disclose in its financial statements uncertain tax positions that the company has taken or expects to take on a tax return (including a decision whether to file or not to file a return in a particular jurisdiction). The accounting provisions of FIN 48 are effective for fiscal years beginning after December 15, 2006. The cumulative effect, if any, of applying FIN 48 is to be reported as adjustment to the opening balance of retained earnings in the year of adoption. Adoption on January 1, 2007 did not have a material effect on our consolidated financial position or results of operations.

In December 2004, the FASB issued SFAS No. 123 (revised 2004), *Share-Based Payment* (SFAS No. 123R) which is a revision of SFAS No. 123. SFAS No. 123R supersedes APB No. 25 and amends SFAS No. 95, *Statement of Cash Flows.* Generally, the approach in SFAS No. 123R is similar to the approach described in SFAS No. 123. However, SFAS No. 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure will no longer be an alternative. SFAS No. 123R is effective for fiscal year 2006.

SFAS No. 123R permits public companies to adopt its requirements using one of two methods:

1. A modified prospective method in which compensation cost is recognized beginning with the effective date (a) based on the requirements of SFAS No. 123R for all share-based payments granted after the effective date and (b) based on SFAS No. 123 for all awards granted to employees prior to the effective date of SFAS No. 123R that remain unvested on the effective date.

2. A modified retrospective method which includes the requirements of the modified prospective method described above, but also permits entities to restate the amounts previously recognized under SFAS No. 123 for purposes of pro forma disclosures either for (a) all prior periods presented or (b) prior interim periods in the year of adoption.

We adopted SFAS No. 123R using the modified prospective method. The adoption of SFAS No. 123R did not have a material impact on our consolidated financial position, results of operations and cash flows.

Compensation expense arising from stock based awards granted to employees and non-employee directors is recognized as expense using the straight-line method over the vesting period. As of March 31, 2007, there was $5.6 million, $3.8 million, $2.6

million and $0.9 million of total unrecognized compensation expense related to stock options, restricted stock, performance shares and restricted stock units. The unrecognized compensation expense for these awards is expected to be recognized over a period of 3.6 years, 2.9 years, 3.0 years and 2.8 years, respectively.

For the first quarter of fiscal 2007 and for the first quarter of fiscal 2006, our total recognized stock-based compensation expense was $0.9 million and $0.6 million, respectively.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in market risk from the information provided in Part II, Item 7A Quantitative and Qualitative Disclosures About Market Risk in our Annual Report on Form 10-K for the fiscal year ended December 30, 2006, other than those discussed below.

Our revolving credit facility accrues interest based on a floating benchmark rate (the prime rate or LIBOR rate), plus an applicable margin. A change in interest rates under the revolving credit facility would have an impact on our results of operations. An increase of 100 basis points in market interest rates would increase our annual interest expense by approximately $1.1 million. A decrease of 100 basis points in market interest rates would decrease our annual interest expense by approximately $1.7 million.

ITEM 4. CONTROLS AND PROCEDURES

Our management performed an evaluation, as of the end of the period covered by this report on Form 10-Q, under the supervision of our chief executive officer and chief financial officer of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in rule 13a-15(e) and 15d-15(e) of the Securities and Exchange Act of 1934, as amended (the Exchange Act)). Based on that evaluation, our chief executive officer and chief financial officer have concluded that our disclosure controls and procedures are effective in timely making known to them material information required to be disclosed in our reports filed or submitted under the Exchange Act.

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

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

During the quarter ended March 31, 2007, there were no material changes to our previously disclosed legal proceedings. Additionally, we are, and from time to time may be, a party to routine legal proceedings incidental to the operation of our business. The outcome of any pending or threatened proceedings is not expected to have a material adverse effect on our financial condition, operating results or cash flows, based on our current understanding of the relevant facts. Legal expenses incurred related to these contingencies are generally expensed as incurred.

ITEM 1A. RISK FACTORS

There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K for the year ended December 30, 2006 as filed with the SEC.

ITEM 6. EXHIBITS

Exhibit Number	Description
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Table of Contents

SIGNATURES

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

BlueLinx Holdings Inc.

(Registrant)

Date: May 7, 2007

/s/ Lynn A. Wentworth

Lynn A. Wentworth
Chief Financial Officer and Treasurer
(Principal Accounting and Financial Officer)

Table of Contents

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