

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>FOREST PRODUCTS HOLDINGS, L.L.C.</u> (Last) (First) (Middle) C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 (Street) CHICAGO IL 60602 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/05/2013	3. Issuer Name and Ticker or Trading Symbol <u>BOISE CASCADE Co [BCC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01	29,700,000	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

1. Name and Address of Reporting Person* <u>FOREST PRODUCTS HOLDINGS, L.L.C.</u> (Last) (First) (Middle) C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 (Street) CHICAGO IL 60602 (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>MADISON DEARBORN PARTNERS LLC</u> (Last) (First) (Middle) C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 (Street) CHICAGO IL 60602 (City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>MADISON DEARBORN PARTNERS IV LP</u>		
(Last)	(First)	(Middle)
C/O MADISON DEARBORN PARTNERS, LLC		
70 W. MADISON STREET, SUITE 4600		
(Street)		
CHICAGO	IL	60602
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>MADISON DEARBORN CAPITAL PARTNERS IV LP</u>		
(Last)	(First)	(Middle)
C/O MADISON DEARBORN PARTNERS, LLC		
70 W. MADISON STREET, SUITE 4600		
(Street)		
CHICAGO	IL	60602
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>FINNEGAN PAUL J</u>		
(Last)	(First)	(Middle)
C/O MADISON DEARBORN PARTNERS, LLC		
70 W. MADISON STREET, SUITE 4600		
(Street)		
CHICAGO	IL	60602
(City) (State) (Zip)		

Explanation of Responses:

1. Boise Cascade Holdings, L.L.C. ("BC Holdings") is the record owner of the 29,700,000 shares set forth herein. Forest Products Holdings, L.L.C. ("FPH") holds a majority of the voting common units of BC Holdings and has the right to appoint a majority of the members of the board of directors of BC Holdings. Madison Dearborn Capital Partners IV, L.P. ("MDCP IV") is the controlling equityholder of FPH. Madison Dearborn Partners IV, L.P. ("MDP IV") is the general partner of MDCP IV. Madison Dearborn Partners, LLC ("MDP") is the general partner of MDP IV. Paul J. Finnegan and Samuel M. Menco are the sole members of a limited partner committee of MDP IV that has the power to vote or dispose of the equity units held by MDCP IV.

2. Mr. Finnegan has an indirect pecuniary interest in the shares of Boise Cascade Company's common stock held of record by BC Holdings through his investment in MDP IV and/or MDCP IV. Each of FPH, MDCP IV, MDP IV, MDP and Mr. Finnegan may be deemed to share beneficial ownership of the reported securities and expressly disclaims beneficial ownership of such shares except to the extent of its or his pecuniary interest therein.

3. The record and other beneficial owners of the reported securities have separately filed Form 3's.

Remarks:

Each of FPH, MDCP IV, MDP IV, MDP and Mr. Finnegan may be deemed a director by deputation as a result of Samuel M. Menco, a member of MDP IV's limited partner committee, and Thomas S. Soules and Matthew W. Norton, employees of MDP, serving on the board of directors of Boise Cascade Company. Exhibit List: Exhibit 24 - Power of Attorney

[Forest Products Holdings, L.L.C., by /s/ John T. Sahlberg, Senior Vice President and General Counsel](#)
[Madison Dearborn Partners, LLC, by /s/ John T. Sahlberg, Attorney-in-Fact for Mark B. Tresnowski, Managing Director](#) 02/05/2013
[Madison Dearborn Partners IV, L.P., by Madison Dearborn Partners, LLC, its General Partner, by /s/ John T. Sahlberg, Attorney-in-Fact for Mark B. Tresnowski, Managing Director](#) 02/05/2013

Madison Dearborn Capital Partners IV, L.P., by Madison Dearborn Partners IV, L.P., its General Partner, by Madison Dearborn Partners, LLC, its General Partner, by /s/ John T. Sahlberg, Attorney-in-Fact for Mark B. Tresnowski, Managing Director 02/05/2013

Paul J. Finnegan, by /s/ John T. Sahlberg, Attorney-in-Fact 02/05/2013

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints each of John T. Sahlberg, Mark B. Tresnowski, Annie S. Terry and Carol Anne Huff signing singly, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms 3, 4 and 5 (including any amendments thereto) with respect to the securities of Boise Cascade Company, a Delaware corporation (the "Company"), with the U.S. Securities and Exchange Commission (the "Commission") and any national securities exchanges or similar authority, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorneys-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by any of the attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor any of the attorneys-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, with full power of substitution and revocation, hereby ratifying all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until the earlier of (i) the date on which the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company; (ii) as to the appointment of John T. Sahlberg, upon on his resignation or termination as an employee of the Company; (iii) as to the appointment of Mark B. Tresnowski and Annie S. Terry, upon his or her respective resignation or termination as an employee of Madison Dearborn Partners, LLC; (iv) as to the appointment of Carol Anne Huff, upon her resignation or removal as a partner of Kirkland & Ellis LLP; and (v) revocation of this Power of Attorney by the undersigned in a signed writing delivered to each of such attorneys-in-fact. This Power of Attorney may be filed with the Commission as a conforming statement of the authority granted herein.

* * * * *

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of February 2013.

FOREST PRODUCTS HOLDINGS, L.L.C.

By: /s/ John T. Sahlberg
Name: John T. Sahlberg
Title: Senior Vice President and General Counsel

MADISON DEARBORN PARTNERS, LLC

By: /s/ Mark B. Tresnowski
Name: Mark B. Tresnowski
Its: Managing Director

MADISON DEARBORN PARTNERS IV, L.P.

By: Madison Dearborn Partners, LLC
Its: General Partner

By: /s/ Mark B. Tresnowski
Name: Mark B. Tresnowski
Its: Managing Director

MADISON DEARBORN CAPITAL PARTNERS IV, L.P.

By: Madison Dearborn Partners IV, L.P.
Its: General Partner

By: Madison Dearborn Partners, LLC
Its: General Partner

By: /s/ Mark B. Tresnowski
Name: Mark B. Tresnowski
Its: Managing Director

PAUL J. FINNEGAN

/s/ Paul J. Finnegan

[Signature Page to MDP Entities and Paul J. Finnegan Power of Attorney]
