

Potlatch Holdings, Inc.
Form S-4/A
December 02, 2005
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As Filed with the Securities and Exchange Commission on December 2, 2005

Registration No. 333-128403

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 2 TO

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

POTLATCH HOLDINGS, INC.

(Exact Name of Registrant as Specified in its Governing Instrument)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

6798
(Primary Standard Industrial
Classification Code Number)

82-0156045
(I.R.S. Employer
Identification No.)

601 West Riverside Avenue, Suite 1100

Spokane, WA 99201

(509) 835-1500

(Address, Including Zip Code, and Telephone Number, Including Area Code, of

Registrant's Principal Executive Offices)

Ralph M. Davisson, Esq.

Vice President and General Counsel

Potlatch Corporation

601 West Riverside Avenue, Suite 1100

Spokane, WA 99201

(509) 835-1500

(Name, Address, Including Zip Code, and Telephone Number,

Including Area Code, of Agent For Service)

Copies To:

Blair W. White, Esq.
Pillsbury Winthrop Shaw Pittman LLP
P.O. Box 7880
San Francisco, CA 94120
(415) 983-1000
(415) 983-1200 (facsimile)

John D. Rayis, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
333 West Wacker Drive
Chicago, IL 60606
(312) 407-0700
(312) 407-0411 (facsimile)

Approximate Date of Commencement of Proposed Sale of the Securities to the Public: As soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this proxy statement/prospectus is not complete and may be changed. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. Potlatch Holdings may not sell these securities until the registration statement is effective. This proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject To Completion, dated December 2, 2005

Proxy Statement/Prospectus

POTLATCH CORPORATION

Dear Potlatch Stockholder:

I am pleased to invite you to attend a special meeting of stockholders of Potlatch Corporation, a Delaware corporation, which will be held at Hotel Lusso, North One Post Street, Spokane, Washington, on [●], 2005 at 10:00 a.m., local time.

I am also pleased to report that the Potlatch board of directors has unanimously approved a plan to restructure the business operations of Potlatch to allow for Potlatch to be taxed as a real estate investment trust, or REIT, for federal income tax purposes. This restructuring plan, which we refer to as the REIT conversion, is expected to be effective on January 1, 2006.

In connection with the REIT conversion, we are asking you to approve the merger of Potlatch into Potlatch Operating Company, a recently formed Delaware corporation. Potlatch Operating Company is a wholly owned subsidiary of Potlatch Holdings, Inc., referred to as Potlatch Holdings, a wholly owned subsidiary of Potlatch, which was recently formed in connection with the proposed merger. Following the merger, Potlatch Holdings will be renamed Potlatch Corporation and will hold, directly or through its subsidiaries, the assets currently held by Potlatch and will conduct the existing businesses of Potlatch through Potlatch Operating Company and its subsidiaries. In the merger, you will receive one share of Potlatch Holdings common stock for each share of Potlatch common stock you own. We anticipate that the shares of Potlatch Holdings common stock will trade on the New York Stock Exchange, the Chicago Stock Exchange and the Pacific Stock Exchange under the symbol PCH.

We cannot complete the merger unless the holders of at least a majority of the outstanding shares of Potlatch common stock vote in favor of the merger agreement. After careful consideration, your board of directors has unanimously approved the merger and recommends that all stockholders vote **FOR** the adoption of the merger agreement.

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This proxy statement/prospectus is a prospectus of Potlatch Holdings as well as a proxy statement for Potlatch and provides you with detailed information about the REIT conversion, the merger and the special meeting. This proxy statement/prospectus also covers shares of Potlatch Holdings common stock that may be issued in the special distribution of our accumulated earnings and profits as described in this proxy statement/prospectus. **We encourage you to read carefully this entire proxy statement/prospectus, including all its annexes, and we especially encourage you to read the section on Risk Factors beginning on page 22.**

Sincerely,

L. Pendleton Siegel

Chairman of the Board and

Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the shares of common stock to be issued by Potlatch Holdings under this proxy statement/prospectus or passed upon the accuracy or adequacy of the disclosures contained in this proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated [•], 2005, and is being first mailed to stockholders on or about [•], 2005.

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POTLATCH CORPORATION

601 West Riverside Avenue, Suite 1100

Spokane, WA 99201

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

[•], 2005

Potlatch Corporation will hold a Special Meeting of Stockholders on [•], 2005, at 10:00 a.m., local time, at Hotel Lusso, North One Post Street, Spokane, Washington, for the following purposes:

(1) To vote upon the adoption and approval of the agreement and plan of merger dated as of September 19, 2005 among Potlatch, Potlatch Holdings, Inc., a newly formed wholly owned subsidiary of Potlatch, and Potlatch Operating Company, a newly formed wholly owned subsidiary of Potlatch Holdings, Inc.; and

(2) To vote upon an adjournment of the special meeting, if necessary, to solicit additional proxies.

The proposed merger is being undertaken in connection with Potlatch's conversion to a real estate investment trust, or REIT, which is expected to take effect on January 1, 2006. Potlatch reserves the right to cancel or defer the merger even if stockholders of Potlatch vote to adopt the merger agreement and the other conditions to the consummation of the merger are satisfied or waived, if the board of directors determines that the merger or the REIT conversion is no longer in the best interests of Potlatch and its stockholders.

If you were a stockholder of record at the close of business on [•], 2005, you are entitled to notice of, and to vote at, the special meeting. **Your vote is important.** To vote your shares, please refer to the instructions on the enclosed proxy card or voting instruction form, or review the section titled "Voting and Proxies" on page 35 of the accompanying proxy statement/prospectus.

By Order of the Board of Directors,

Malcolm A. Ryerse

Corporate Secretary

[•], 2005

Spokane, Washington

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WHERE YOU CAN FIND ADDITIONAL INFORMATION

Potlatch Corporation, or Potlatch, files annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission, or SEC. You may read and copy any reports, proxy statements and other information at the SEC Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the SEC Public Reference Room. The SEC also maintains a website that contains these reports and other documents at <http://www.sec.gov>.

Potlatch Holdings, Inc., or Potlatch Holdings, has filed a registration statement on Form S-4 to register with the SEC the Potlatch Holdings common stock that Potlatch stockholders will receive in connection with the merger if the merger is approved. This proxy statement/prospectus is part of the registration statement of Potlatch Holdings on Form S-4 and is a prospectus of Potlatch Holdings and a proxy statement of Potlatch for its special meeting.

This proxy statement/prospectus incorporates important business and financial information about Potlatch from documents filed with the SEC that are not included in or delivered with this proxy statement/prospectus. The SEC permits us to incorporate by reference important information by referring you to another document filed separately with the SEC. This means that the information incorporated by reference is deemed to be part of this proxy statement/prospectus, unless superseded by information contained directly in this proxy statement/prospectus or by information in documents that we incorporate by reference now but do not actually file with or furnish to the SEC until later.

Specifically, this proxy statement/prospectus incorporates by reference the documents set forth below, all of which have been previously filed with the SEC.

Potlatch SEC Filings (File No. 1-5313)

Period or Filing Date

Annual Report on Form 10-K	Year ended December 31, 2004
Quarterly Report on Form 10-Q	Quarter ended March 31, 2005
Quarterly Report on Form 10-Q	Quarter ended June 30, 2005
Quarterly Report on Form 10-Q	Quarter ended September 30, 2005
Current Report on Form 8-K	February 28, 2005
Current Report on Form 8-K	May 4, 2005
Current Report on Form 8-K	November 7, 2005

In addition, we also incorporate by reference into this proxy statement/prospectus additional information that Potlatch may file with the SEC under Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, between the date of this proxy statement/prospectus and the date of the special meeting. These documents include Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as proxy statements.

You may not have some of the documents incorporated by reference, but you can obtain any of them through the SEC as described above or from us at no cost by directing a written or oral request to us at Potlatch Corporation, 601 West Riverside Avenue, Suite 1100, Spokane, Washington 99201, Attention: Corporate Secretary, or by telephone at 509-835-1500, or email at

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investorinfo@potlatchcorp.com, or at our website at <http://www.potlatchcorp.com>. Except for the documents described above, information on our website is not otherwise incorporated by reference into this proxy statement/prospectus.

If you would like to request documents from us, please do so by [•], 2005 in order to receive them prior to the special meeting.

Upon consummation of the merger, Potlatch Holdings will be required to file annual, quarterly and special reports, proxy statements and other information with the SEC.

You should rely only on the information in or incorporated by reference into this proxy statement/prospectus. No one has been authorized to provide you with different information. You should not assume that the information contained in this proxy statement/prospectus is accurate as of any date other than the date on the front page. We are not making any offer to sell (or soliciting any offer to buy) any securities, or soliciting any proxy, in any state where it is unlawful to do so.

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QUESTIONS AND ANSWERS ABOUT THE REIT CONVERSION AND THE MERGER

Q: What is Potlatch planning to do?

A: The board of directors of Potlatch has approved a plan to restructure Potlatch's business operations so that Potlatch can elect to be treated as a real estate investment trust, or REIT, for federal income tax purposes. We refer to this restructuring plan as the REIT conversion. The Potlatch board has determined that this restructuring will be in the best interests of Potlatch and its stockholders. The REIT conversion is comprised of the following key components:

A restructuring of Potlatch's business operations to enable it to qualify as a REIT and the subsequent election to be taxed as a REIT for federal income tax purposes.

The making of a one-time special distribution, expected to be made in the first quarter of 2006, of earnings and profits accumulated prior to the REIT conversion.

The REIT conversion is expected to take effect on January 1, 2006. You are not being asked to vote on the REIT conversion and the REIT conversion is not conditioned upon stockholder approval of the merger described below. Instead, you are being asked to vote on the merger, which if approved will generally restrict a stockholder's ownership of our common stock to 9.8% of the outstanding shares to facilitate compliance with the REIT rules and will increase the number of authorized shares. If for any reason Potlatch elects not to convert to a REIT, then Potlatch would not proceed with the merger.

Q: What is a REIT?

A: A REIT is a company that derives most of its income from investments in real estate, including timberlands. If a corporation qualifies as a REIT, it generally will not be subject to U.S. federal corporate income taxes on income and gain from investments in real estate that it distributes to its stockholders, thereby reducing its corporate-level taxes and substantially eliminating the double taxation on income and gain that usually results in the case of a distribution by a regular C corporation. Double taxation occurs where a non-REIT corporation, such as a C corporation, is first taxed upon its income and then a separate tax is imposed on the corporation's stockholders when distributions are made. We intend to form a REIT that principally invests in timberlands. We will continue to be required to pay federal corporate income tax on earnings from our non-real estate investments, principally our manufacturing operations.

Q: What happens in the REIT conversion?

A: By December 31, 2005, in order to comply with certain REIT qualification requirements, we intend to transfer various assets and businesses that under the REIT tax rules cannot be held or operated directly by Potlatch to a wholly owned subsidiary named Potlatch Forest Products Corporation, which we refer to as Potlatch TRS. The transferred assets and businesses will consist primarily of Potlatch's 14 manufacturing facilities engaged in the manufacturing of wood products, pulp and paperboard and tissue products, assets used by Potlatch for the harvesting of timber and the sale of logs, and selected land parcels that Potlatch expects to sell or develop for higher and better use purposes following the REIT conversion. Potlatch TRS will elect to be treated as a taxable REIT subsidiary, or TRS, effective upon the REIT conversion. Income after taxes from Potlatch TRS will be either distributed to Potlatch, where it will contribute to income available for distribution to our stockholders or be reinvested by us in our timberlands, or be retained by Potlatch TRS and used to fund its operations.

Q: What happens in the merger?

- A. After the REIT conversion, Potlatch will merge into Potlatch Operating Company, a recently formed Delaware corporation, which we refer to in this proxy statement/prospectus as the

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Operating Subsidiary. Potlatch Holdings, Inc., which we refer to as Potlatch Holdings, is a wholly owned subsidiary of Potlatch and owns all of the shares of the Operating Subsidiary. The Operating Subsidiary will be the surviving entity in the merger and will succeed to and continue the business of Potlatch.

As a consequence of the merger:

each outstanding share of common stock of Potlatch will be converted into one share of common stock of Potlatch Holdings;

Potlatch Holdings will be renamed Potlatch Corporation and will become the publicly traded, New York Stock Exchange, Chicago Stock Exchange and Pacific Stock Exchange listed parent company that will succeed to and continue to operate, directly or indirectly, all of the existing business of Potlatch;

the existing board of directors of Potlatch and the executive management of Potlatch will be the board of directors and executive management, respectively, of Potlatch Holdings; and

the rights of the stockholders of Potlatch Holdings will be governed by the restated certificate of incorporation and bylaws of Potlatch Holdings. The restated certificate of incorporation of Potlatch Holdings is substantially similar to Potlatch's restated certificate of incorporation, with the principal differences being that it provides for (i) 60 million additional authorized shares of common stock that will, among other things, provide additional shares for any future stock splits, to use as currency in connection with any future acquisitions, to issue in equity offerings to raise capital for any future acquisitions or other corporate purposes and, if necessary for the stock portion of the special E&P distribution described below; and (ii) restrictions on ownership of Potlatch Holdings common stock to facilitate compliance with the REIT rules. These ownership restrictions could delay, defer or prevent a transaction or a change of control of Potlatch Holdings that might involve a premium price for common stock of Potlatch Holdings or otherwise be in the best interests of its stockholders. The bylaws of Potlatch Holdings are substantially similar to Potlatch's bylaws, except that they will provide that physical certificates representing shares of Potlatch Holdings common stock will not be issued and instead shares will be issued electronically in book-entry form by way of direct registration.

We have attached to this proxy statement/prospectus a copy of the merger agreement as Annex A and a copy of the form of restated certificate of incorporation of Potlatch Holdings as Annex B.

Q: What is a taxable REIT subsidiary?

A: A taxable REIT subsidiary, or TRS, is a taxable corporate subsidiary of a REIT that pays corporate tax at regular rates on its taxable income. Through Potlatch TRS, we will be able to hold and operate our non-timberland assets and businesses that cannot be operated directly by a REIT. These assets are comprised primarily of our 14 manufacturing facilities engaged in the manufacturing of wood products, pulp and paperboard and tissue products, assets used by Potlatch for the harvesting of timber and the sale of logs, and selected land parcels that we expect to sell or develop for higher and better use purposes following the REIT conversion.

Our ability to receive dividends from Potlatch TRS is limited by the rules with which we must comply to maintain our status as a REIT. In particular, at least 75% of our gross income for each taxable year as a REIT must be derived from sales of our standing timber and other types of real estate income. No more than 25% of our gross income may consist of dividends from Potlatch TRS and other non-qualifying types of income. This limitation on our ability to receive dividends from Potlatch TRS will impact our ability to fund distributions to stockholders using cash flows from Potlatch TRS and, if Potlatch TRS were to become highly profitable, it

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would limit our ability to receive dividends from Potlatch TRS in an amount required to fund distributions to our stockholders commensurate with that profitability.

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The aggregate value of all securities of TRSs held by a REIT may not exceed 20% of the value of the REIT's total assets. This limitation may affect our ability to make investments in our manufacturing operations or in other non-REIT qualifying operations. We will not seek a ruling from the Internal Revenue Service, or IRS, to the effect that we have satisfied the REIT asset tests. Under regulations promulgated by the U.S. Department of the Treasury, referred to in this proxy statement/prospectus as Treasury regulations, the value of the securities of Potlatch TRS may be established by a good faith determination of our board of directors. We believe that the value of the securities of Potlatch TRS will be determined to be substantially less than 20% of the value of the REIT's total assets. The board of directors will make a final determination with respect to compliance with this test prior to electing REIT status. If our board of directors concludes that we satisfy the REIT asset tests, the IRS may not agree with this determination and may assert that we fail to meet the REIT asset tests.

Q: Why do we intend to become a REIT?

A: We are planning to convert to a REIT primarily for the following reasons:

we expect to be better able to compete for timberland acquisitions against partnerships, timber REITs and other entities that are not subject to a corporate-level tax on timberland income distributed to stockholders and thus we benefit from a lower cost of capital compared to a regular C corporation;

the market tends to value highly the benefits of the REIT structure, together with the discipline of a higher distribution rate, based on the fact that the stocks of publicly held timber REITs generally trade at prices reflecting a higher multiple of cash flows compared to forest products companies that operate as regular C corporations;

as a REIT we expect to increase substantially our distributions to stockholders and as a result our stockholder base may expand to include investors attracted by yield as well as asset quality, resulting in greater liquidity for our common stock;

our stockholders are expected to benefit from increased distributions that we expect to make as a REIT;

a substantial portion of our distributions are expected to be treated as long-term capital gains that generally are eligible for the lower 15% federal income tax rate for individual stockholders; and

our common stock may receive a higher stock market valuation as a result of increased cash flows and our ability to tax-efficiently increase our distributions.

To review the background of and the reasons for the REIT conversion in greater detail, and the related risks associated with the restructuring, see [Background of the REIT Conversion and Merger](#) beginning on page 38, [Our Reasons for the REIT Conversion and the Merger](#) beginning on page 40, and [Risk Factors](#) beginning on page 22.

Q: Who will be our board of directors and executive management after the REIT conversion and the merger?

A: Until the time of the merger, we do not anticipate any changes in the existing board of directors or the executive management of Potlatch. After the merger, the existing board of directors of Potlatch and the executive management of Potlatch will be the board of directors and executive management, respectively, of Potlatch Holdings.

Q: What will I receive in connection with the merger? When will I receive it?

A: *Shares of Potlatch Holdings Common Stock*

At the time of the completion of the merger, you will receive one share of the new Potlatch Holdings common stock in exchange for each of your currently outstanding shares of Potlatch common stock.

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Regular Quarterly Distributions

Following the REIT conversion and beginning in the first quarter of 2006, we expect to make regular, aggregate quarterly distributions of approximately \$19 million to our stockholders, or \$0.65 per share of Potlatch Holdings common stock based on approximately 29.2 million shares of Potlatch common stock outstanding as of September 30, 2005. This represents annual aggregate distributions of approximately \$76 million to our stockholders, or \$2.60 per share based on shares of Potlatch common stock outstanding as of September 30, 2005. The per share amount of the expected annual distribution will be less than \$2.60 per share because of the issuance of additional shares in the special E&P distribution. The actual annual distribution rate per share is expected to be equal to approximately \$76 million divided by the number of outstanding shares. The actual amount of Potlatch Holdings quarterly distributions will be determined and declared by our board of directors and will depend on, among other factors, our financial condition and earnings.

We estimate that, on an annual basis, we will have sufficient cash flow to make the expected distributions from the cash flows from our timber sales and manufacturing operations. This expectation is based primarily on our assumptions that our timberland portfolio and manufacturing operations will perform in the future similar to the manner they have performed in the past and that we will qualify for REIT status beginning on January 1, 2006. If our actual financial performance differs from our estimates or we fail to qualify for REIT status, our actual distributions could differ from our estimate. Factors that may influence our financial performance include timber prices, which fluctuate from time to time, and prices of our manufactured products, which have at times been volatile. **If you dispose of your shares before the record date for the first quarter distribution, you will not receive the first quarter distribution or any other regular quarterly distribution.**

Special E&P Distribution

A REIT is not permitted to retain earnings and profits accumulated during years when the company or its predecessor was taxed as a regular C corporation. Therefore, in order to qualify as a REIT, we plan to distribute these earnings and profits by making a one-time special distribution to stockholders payable, at the election of each stockholder, in cash, shares of Potlatch Holdings common stock, or a combination of both. We refer to this distribution as the special E&P distribution.

We expect that the special E&P distribution will be declared and paid in the first quarter of 2006. We currently estimate that the aggregate value of the special E&P distribution will be in the range of approximately \$440 million to \$480 million, consisting of a combination of Potlatch Holdings common stock and cash. This may be adjusted by any amount that the board of directors determines is appropriate to protect Potlatch Holdings ability to qualify as a REIT. We expect that we will need to borrow between \$36 million at the low end of the range, \$40 million at the middle of the estimated range, and \$44 million at the high end of the estimated range, in order to make the special E&P distribution, with the remaining approximately \$52 million made from cash on hand.

We will limit the total amount of cash payable in the special E&P distribution to a maximum of 20% of the total value of the special E&P distribution, or approximately \$88 million at the low end of the estimated range and \$96 million at the high end of the estimated range. The balance of the special E&P distribution, or approximately \$352 million at the low end of the estimated range and \$384 million at the high end of the estimated range, will be in the form of Potlatch Holdings common stock. The value attributable to the Potlatch Holdings common stock will be the average of the closing sales price of Potlatch Holdings common stock on the New York Stock Exchange as reported by The Wall Street Journal on the three trading days following the date election forms are due. If the total amount of cash elected by our stockholders exceeds 20% of the total

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value of the special E&P distribution, then each stockholder electing to receive 20% or less of the stockholder's portion in the form of cash will receive the elected portion, and each stockholder electing to receive more than 20% in the form of cash will receive 20% in the form of cash and an additional amount of cash, if any, determined by prorating the cash portion of other elections in excess of 20%. For example, if all of our stockholders elect to receive all cash, then 20% of the total value of the special E&P distribution to each stockholder would be in the form of cash and 80% would be in the form of Potlatch Holdings common stock.

Based on the number of shares of Potlatch common stock outstanding on September 30, 2005 and a \$460 million aggregate special E&P distribution, the middle point of our estimated range, the special E&P distribution would be approximately \$15.76 per share in cash or in Potlatch Holdings common stock. In this example, if every stockholder elected to receive 100% cash and if the average of the closing sales price of Potlatch Holdings common stock on the New York Stock Exchange as reported by The Wall Street Journal on the three trading days following the date election forms were due was \$47.00, each stockholder would receive \$3.15 in cash and 0.2682 shares of Potlatch Holdings common stock for each share of Potlatch Holdings common stock held on the record date for the special E&P distribution. If the holders of vested options to purchase Potlatch common stock were to exercise all vested options prior to the record date for the special E&P distribution, the per share amount would be reduced by \$0.54 per share to approximately \$15.22 per share in cash or in Potlatch Holdings common stock. In this case and using the assumptions in the previous example, each stockholder would receive \$3.04 in cash and 0.2591 shares of Potlatch Holdings common stock for each share of Potlatch Holdings common stock held on the record date for the special E&P distribution. Cash will be paid in lieu of any fractional shares otherwise resulting from the special E&P distribution calculation. The actual number of shares of Potlatch Holdings common stock distributed in the special E&P distribution will depend on the average of the closing sales price of Potlatch Holdings common stock on the New York Stock Exchange as reported by The Wall Street Journal on the three trading days following the date election forms are due.

The total amount of cash distributed will depend upon the extent to which our stockholders elect to receive cash rather than shares of Potlatch Holdings common stock, subject to the 20% limit on the total amount of cash to be distributed.

We have estimated our current and accumulated earnings and profits as of the end of 2005 using our historic tax returns through 2004. Our estimated 2005 taxable income is based on our current business plans and performance but will vary depending on, among other items, the timing of taxable transactions.

If you dispose of your shares of Potlatch Holdings common stock before the record date for the special E&P distribution, you will not receive the special E&P distribution.

Q: What are some of the risks associated with the REIT conversion and the merger?

A: There are a number of risks relating to the REIT conversion, including the following:

if Potlatch Holdings fails to qualify as a REIT or fails to remain qualified as a REIT, we will have reduced funds available for distribution to our stockholders and our income will be subject to taxation at regular corporate rates without a deduction for dividends paid;

there is no assurance that the operating performance of our timberlands and manufacturing businesses will allow us to maintain or increase the expected initial distribution rate;

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income from our REIT operations is expected to consist primarily of net capital gains and we could elect or be obligated under lending arrangements to retain rather than distribute these gains and still qualify as a REIT, causing our distribution amounts to fluctuate and resulting in smaller distributions relative to most other REITs whose income consists primarily of ordinary income;

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the REIT conversion may not be completed, which could harm the price of Potlatch's common stock;

our use of Potlatch TRS may harm the price of Potlatch Holdings common stock relative to the stock prices of other REITs, which may not use TRSs as extensively as we will use Potlatch TRS;

there will be restrictions on ownership of Potlatch Holdings common stock; and

our management has no experience operating a REIT and we cannot assure you that our management will be able to manage successfully our business as a REIT.

To review the risks associated with the REIT conversion and the merger, see "Our Reasons for the REIT Conversion and the Merger" beginning on page 40 and "Risk Factors" beginning on page 22.

Q: When do we expect to complete the merger?

A: We expect to complete the merger and have it effective on or about January 20, 2006 or as soon as possible thereafter.

However, Potlatch reserves the right to cancel or defer the merger even if stockholders of Potlatch vote to adopt the merger agreement and the other conditions to the consummation of the merger are satisfied or waived if the board of directors determines that the merger is no longer in the best interests of Potlatch and its stockholders.

Q: When do we expect to convert to a REIT?

A: We expect to elect REIT status effective January 1, 2006. You are not being asked to vote on the REIT conversion and the REIT conversion is not conditioned upon stockholder approval of the merger. We reserve the right to cancel or defer the REIT conversion if the board of directors determines that it is not in the best interests of Potlatch's stockholders. Factors that would cause the board of directors to make this determination include an unanticipated event that adversely and materially impacts the economic benefits to Potlatch or its stockholders that are otherwise expected to result from the REIT conversion or an unanticipated event that is likely to result in Potlatch's or Potlatch Holdings' inability to qualify as a REIT.

Q: Who can vote on adopting and approving the merger agreement and what vote is required?

A: Holders of Potlatch common stock at the close of business on [●], 2005, may vote at the special meeting to adopt and approve the merger agreement. The adoption and approval of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Potlatch's common stock.

Q: How does the board of directors recommend I vote on the proposals?

A: Your board of directors believes that the merger is advisable and in the best interests of Potlatch and its stockholders. Your board of directors unanimously recommends that you vote **FOR** the adoption and approval of the merger agreement and **FOR** the adjournment of the special meeting, if necessary, to solicit additional proxies.

Q: Am I entitled to dissenters' rights?

A: Under Delaware law, you are not entitled to any dissenters' rights of appraisal in connection with the merger. You are not being asked to vote on the REIT conversion.

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Q: When and where is the special meeting?

A: The special meeting will take place on [•], 2005 at 10:00 a.m., local time, at Hotel Lusso, North One Post Street, Spokane, Washington.

Q: Can I attend the special meeting and vote my shares in person?

A: Yes. All stockholders are invited to attend the special meeting. Stockholders of record on [•], 2005 can vote in person at the special meeting. If your shares are held through a broker, bank or other nominee, then you are not the stockholder of record and you must obtain a proxy, executed in your favor, from the record holder.

Q: If my shares are held in street name by my broker, will my broker vote my shares for me?

A: Your broker will provide you with instructions on voting your shares, and you should instruct your broker to vote your shares according to those instructions. Under the rules of the New York Stock Exchange, your broker is not permitted to vote your shares with respect to the proposals without your voting instructions.

Q: What do I need to do now?

A: You should carefully read and consider the information contained in this proxy statement/prospectus including its annexes. It contains important information about what the board of directors of Potlatch considered in evaluating the REIT conversion and the merger agreement.

You should then complete and sign your proxy card and return it in the enclosed envelope as soon as possible so that your shares will be represented at the special meeting, or vote your proxy by telephone or the Internet in accordance with the instructions on your proxy card. If your shares are held through a broker, bank or other nominee, you should receive a separate voting instruction form with this proxy statement/prospectus.

Q: Can I change my vote after I have mailed my signed proxy card?

A: Yes. You may change your vote at any time before your proxy is voted at the special meeting. If you are a stockholder of record, you can do this by giving written notice to our corporate secretary, by submitting another proxy with a later date, by attending the meeting and voting in person, via the Internet or by telephone. If you are a stockholder in street or nominee name, you should consult with the bank, broker or other nominee regarding that entity's procedures for revoking your voting instructions. See "Voting and Proxies" beginning on page 35.

Q: Should I send in my stock certificates now?

A: No. After the merger is completed, we will send to you instructions for surrendering your stock certificates that currently represent your existing Potlatch common stock for a statement listing the Potlatch Holdings common stock credited to your book-entry account.

Q: Will I receive physical certificates representing shares of Potlatch Holdings common stock following the merger?

A: No. Following the merger, physical certificates representing shares of Potlatch Holdings common stock will not be issued. Instead, Potlatch Holdings common stock will be issued electronically in book-entry form by way of direct registration, which will eliminate the physical handling and

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safekeeping responsibilities inherent in owning physical stock certificates and the need to return a duly executed stock certificate to effect a transfer. Many public companies are converting their share ownership to paperless, electronic registration because it is viewed as safer, cheaper and more convenient for stockholders than dealing with stock certificates. Computershare Investor Services, LLC, who will act as the registrar and transfer agent for Potlatch Holdings after the merger, will mail you a book-entry confirmation statement of your shares of Potlatch Holdings common stock.

Q: Where will my new Potlatch Holdings common stock be traded?

A: Potlatch Holdings will apply to list the new shares of Potlatch Holdings common stock on the New York Stock Exchange, the Chicago Stock Exchange and the Pacific Stock Exchange upon consummation of the merger. We expect that the new Potlatch Holdings common stock will trade under our current symbol PCH on each of these exchanges.

Q: Whom should I call with questions?

A: If you have any questions about the merger or if you would like additional copies of this proxy statement/prospectus, or a new proxy card, or if you have questions or need assistance with the completion of your proxy card, you should call D.F. King & Co., Inc., our proxy solicitor, at 1-800-207-3158.

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STRUCTURE OF THE TRANSACTION

In order to help you better understand the merger and how it will affect Potlatch, Potlatch Holdings, the Operating Subsidiary and Potlatch TRS, the charts below illustrate, in simplified form, the following:

Before: the organizational structure of Potlatch, Potlatch Holdings, the Operating Subsidiary and Potlatch TRS, and the transfer of manufacturing and other non-REIT assets to Potlatch TRS before the merger;

Merger and REIT Restructuring Transactions: the steps involved in, and the effects of, the merger of Potlatch with and into the Operating Subsidiary and the exchange of shares of Potlatch common stock for shares of Potlatch Holdings common stock; and

After: the organizational structure of Potlatch Holdings, the Operating Subsidiary and Potlatch TRS, but excluding other operating subsidiaries of the Operating Subsidiary, immediately after the completion of the transactions.

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SUMMARY

This summary highlights selected information from this proxy statement/prospectus and may not contain all of the information that is important to you. In order to fully understand the REIT conversion and the merger, you should carefully read this entire proxy statement/prospectus, the merger agreement attached as Annex A and the form of restated certificate of incorporation attached as Annex B. The form of restated certificate of incorporation attached as Annex B will be the restated certificate of incorporation governing your rights as a stockholder of Potlatch Holdings following the merger. For information about Potlatch and Potlatch's business, you should see the section entitled "Where You Can Find Additional Information" in the front part of this proxy statement/prospectus. For a discussion of the risk factors that you should carefully consider, see the section entitled "Risk Factors" beginning on page 22. Most items in this summary include a page reference directing you to a more complete description of that item.

The information contained in this proxy statement/prospectus, unless otherwise indicated, assumes the REIT conversion and all the transactions related to the REIT conversion, including the merger, will occur. When used in this proxy statement/prospectus, unless otherwise specifically stated or the context otherwise requires, the terms Company, Potlatch, we, our and us refer to Potlatch Corporation and its subsidiaries with respect to the period prior to the merger, and Potlatch Holdings and its subsidiaries including Potlatch Operating Company and Potlatch TRS with respect to the period after the merger.

The Companies

Potlatch Corporation

601 West Riverside Avenue, Suite 1100

Spokane, WA 99201

(509) 835-1500

www.potlatchcorp.com

Potlatch Corporation, or Potlatch, is a Delaware corporation that is a vertically integrated and diversified forest products company. Potlatch owns and manages approximately 1.5 million acres of timberlands and operates 14 manufacturing facilities engaged in the manufacturing of wood products, pulp and paperboard and tissue products. Potlatch's timberland is located in Arkansas, Idaho, Minnesota and Oregon and its manufacturing facilities are located in Arkansas, Idaho, Illinois, Michigan, Minnesota and Nevada. It is engaged principally in growing and harvesting timber and converting wood fiber into the two broad product lines of commodity wood products and bleached pulp products.

Potlatch's business is organized into four operating segments:

Resource, which manages Potlatch's 1.5 million acres of timberlands and supplies fiber from Potlatch's timberlands, as well as fiber purchased from outside sources, to its manufacturing facilities and manufacturing facilities owned by third

parties;

Wood Products, which manufactures and markets lumber, plywood and particleboard;

Pulp and Paperboard, which produces and markets bleached paperboard and bleached pulp; and

Consumer Products, which produces and markets household tissue products.

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Potlatch Holdings, Inc.

601 West Riverside Avenue, Suite 1100

Spokane, WA 99201

(509) 835-1500

Potlatch Holdings, Inc. is a Delaware corporation and is referred to in this proxy statement/prospectus as Potlatch Holdings. After the merger described below, Potlatch Holdings will be renamed Potlatch Corporation. Potlatch Holdings is a wholly owned subsidiary of Potlatch and was organized in Delaware on September 9, 2005 to succeed to and continue the business of Potlatch upon consummation of the merger of Potlatch into Potlatch Operating Company, which we refer to as the Operating Subsidiary. Prior to the merger, Potlatch Holdings will conduct no business other than that incident to the merger. Potlatch Holdings, the sole stockholder of the Operating Subsidiary, will conduct substantially all of the timberland and manufacturing operations currently conducted by Potlatch, directly or indirectly, through the Operating Subsidiary.

Potlatch Operating Company

601 West Riverside Avenue, Suite 1100

Spokane, WA 99201

(509) 835-1500

The Operating Subsidiary is a Delaware corporation organized on September 13, 2005. Potlatch Holdings is the sole stockholder of the Operating Subsidiary. Upon consummation of the merger, the Operating Subsidiary will hold, directly or indirectly, substantially all of Potlatch's assets. The Operating Subsidiary will be treated as a disregarded entity for federal income tax purposes. As a disregarded entity, all assets, liabilities, and items of income, deduction, and credit of the Operating Subsidiary will be treated as assets, liabilities, and items of income, deduction, and credit of Potlatch Holdings itself, including for purposes of the gross income and asset tests that will be applicable to Potlatch Holdings as described under the section titled Material Federal Income Tax Consequences beginning on page 109.

Potlatch Forest Products Corporation

601 West Riverside Avenue, Suite 1100

Spokane, WA 99201

(509) 835-1500

Potlatch Forest Products Corporation, which we refer to as Potlatch TRS, is a Delaware corporation organized on October 7, 2005. Potlatch is the sole stockholder of Potlatch TRS. On or prior to December 31, 2005, Potlatch will transfer to Potlatch TRS all of Potlatch's non REIT-qualifying assets and businesses, which are comprised primarily of Potlatch's 14 manufacturing facilities engaged in the manufacturing of wood products, pulp and paperboard and tissue products, assets used by Potlatch for the harvesting of timber and the sale of logs, and selected land parcels that Potlatch expects to sell or develop for higher and better

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use purposes following the REIT conversion. Potlatch TRS will elect to be treated as a taxable REIT subsidiary following the transfer. Although the net income of Potlatch TRS will be subject to corporate level federal income tax, the use of Potlatch TRS will enable Potlatch Holdings to continue to hold interests in these assets.

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General

The board of directors of Potlatch has approved a plan to restructure Potlatch's assets and business operations so that Potlatch will qualify as a REIT for federal income tax purposes. In this proxy statement/prospectus, we refer to the election of REIT status by Potlatch, the transfer by Potlatch to Potlatch TRS of Potlatch's non REIT-qualifying assets and businesses, and making of the special E&P distribution as the REIT conversion. The merger is designed to facilitate compliance with the REIT rules by implementing ownership limitations that generally restrict stockholders from owning more than 9.8% of our outstanding shares and increase the number of authorized shares. If we qualify as a REIT, we generally will not be subject to federal corporate income taxes on that portion of our capital gain or ordinary income from our REIT operations that is distributed to our stockholders. This treatment would substantially eliminate the federal double taxation on earnings from REIT operations, or taxation once at the corporate level and again at the stockholder level, that generally results from investment in a regular C corporation. However, as explained more fully below, our manufacturing operations, including our wood products, pulp and paperboard and tissue businesses, would continue to be subject to federal corporate income taxes.

We are distributing this proxy statement/prospectus to you as a holder of Potlatch common stock in connection with the solicitation of proxies by your board of directors for your approval of a proposal to approve and adopt the merger agreement. A copy of the merger agreement is attached to this proxy statement/prospectus as Annex A.

Potlatch reserves the right to cancel or defer the merger even if its stockholders vote to adopt the merger agreement and the other conditions to the consummation of the merger are satisfied or waived if the board of directors determines that the merger is no longer in the best interests of Potlatch and its stockholders. Potlatch reserves the right to cancel or defer the REIT conversion if the board of directors determines that it is not in the best interests of Potlatch's stockholders. Factors that would cause the board of directors to make this determination include an unanticipated event that adversely and materially impacts the economic benefits to Potlatch or its stockholders that are otherwise expected to result from the REIT conversion or an unanticipated event that is likely to result in Potlatch's or Potlatch Holdings' inability to qualify as a REIT.

We estimate that one-time transaction costs incurred or to be incurred in connection with the REIT conversion will be approximately \$8.3 million in the aggregate.

Board of Directors and Executive Management of Potlatch Holdings

Until the time of the merger, we do not anticipate any changes in the existing board of directors or the executive management of Potlatch. After the merger, the existing board of directors of Potlatch and the executive management of Potlatch will be the board of directors and executive management, respectively, of Potlatch Holdings.

Regulatory Approvals (See page 44)

We are not aware of any federal, state or local regulatory requirements that must be complied with or approvals that must be obtained prior to consummation of the merger pursuant to the merger agreement, other than compliance with applicable federal and state securities laws, the filing of a certificate of merger as required under the Delaware General Corporation Law and various

state governmental authorizations.

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Comparison of Rights of Stockholders of Potlatch and Potlatch Holdings (See page 102)

Your rights as a Potlatch stockholder are currently governed by the Delaware General Corporation Law, which we refer to as Delaware Corporate Law, Potlatch's restated certificate of incorporation and the bylaws of Potlatch. If the merger agreement is adopted and approved by Potlatch's stockholders and the merger is consummated, you will become a stockholder of Potlatch Holdings and your rights as a stockholder of Potlatch Holdings will be governed by Delaware Corporate Law, the restated certificate of incorporation of Potlatch Holdings and the bylaws of Potlatch Holdings. The bylaws of Potlatch Holdings will be substantially similar to Potlatch's bylaws, except that they will provide that physical certificates representing shares of Potlatch Holdings common stock will not be issued and instead shares will be issued electronically in book-entry form by way of direct registration. The restated certificate of incorporation of Potlatch Holdings, a form of which is attached as Annex B, is substantially similar to Potlatch's restated certificate of incorporation, except for two principal differences.

The first principal difference is that, primarily to satisfy requirements under the Internal Revenue Code that are applicable to REITs in general, the restated certificate of incorporation of Potlatch Holdings generally will prohibit any stockholder from owning more than 9.8% of the outstanding shares of Potlatch Holdings common stock or any other class or series of Potlatch Holdings preferred stock. There is an exception from this limitation for certain widely held mutual funds, which may own up to 20% of the outstanding shares of Potlatch Holdings common stock or any other class or series of Potlatch Holdings preferred stock. These limitations are subject to waiver or modification by the board of directors of Potlatch Holdings. These ownership restrictions could delay, defer or prevent a transaction or a change of control of Potlatch Holdings that might involve a premium price for common stock of Potlatch Holdings or otherwise be in the best interests of its stockholders.

The second principal difference is that Potlatch Holdings will possess a greater number of authorized but unissued shares of common stock. Potlatch's restated certificate of incorporation currently authorizes 40 million shares of common stock, approximately 29.2 million of which are outstanding as of September 30, 2005, and authorizes four million shares of preferred stock, none of which are outstanding as of September 30, 2005. Potlatch Holdings' restated certificate of incorporation will authorize 100 million shares of common stock and four million shares of preferred stock. This means that Potlatch Holdings will initially have 60 million more authorized shares of common stock than Potlatch. This increase in the number of authorized shares of common stock is intended to provide Potlatch Holdings with additional shares for any future stock splits, to use as currency in connection with any future acquisitions or to issue in equity offerings to raise capital for any future acquisitions or other corporate purposes. The additional shares will also provide Potlatch Holdings shares to fund the stock portion of the special E&P distribution in the event the approximately 10.8 million shares of Potlatch common stock available for issuance as of September 30, 2005 are less than the total number of shares to be distributed in the special E&P distribution.

Material Federal Income Tax Consequences of the Merger (See page 109)

Potlatch has received an opinion of counsel to the effect that the merger will qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code, and accordingly:

no gain or loss will be recognized by Potlatch, the Operating Subsidiary or Potlatch Holdings as a result of the merger;

you will not recognize any gain or loss upon the conversion of your shares of Potlatch common stock into Potlatch Holdings common stock, except possibly for certain stockholders

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who are not considered U.S. persons for purposes of the Internal Revenue Code and who own or have owned in excess of 5% of Potlatch's outstanding common stock;

the tax basis of the shares of Potlatch Holdings common stock that you receive pursuant to the merger in the aggregate will be the same as your adjusted tax basis in the shares of Potlatch common stock being converted in the merger, subject to any adjustment resulting from the special E&P distribution as discussed below; and

the holding period of shares of Potlatch Holdings common stock that you receive pursuant to the merger will include your holding period with respect to the shares of Potlatch common stock being converted in the merger, assuming that your Potlatch common stock was held as a capital asset at the effective time of the merger.

The federal income tax treatment of holders of our stock depends in some instances on determinations of fact and interpretations of complex provisions of federal income tax law for which no clear precedent or authority may be available. In addition, the tax consequences of holding our stock to any particular stockholder will depend on the stockholder's particular tax circumstances. You are urged to consult your tax advisor regarding the specific tax consequences, including the federal, state, local, and foreign tax consequences, to you in light of your particular investment or tax circumstances of acquiring, holding, exchanging or otherwise disposing of our stock.

Material Federal Income Tax Consequences of the Special E&P Distribution (See page 110)

Generally, the special E&P distribution will be a taxable distribution to you to the extent that the special E&P distribution is made out of your share of the portion of the current and accumulated earnings and profits of Potlatch and Potlatch Holdings allocable to the special E&P distribution, regardless of whether you elect to receive cash, shares of Potlatch Holdings common stock or a combination of both. For federal income tax purposes, any distribution in excess of your portion of the current and accumulated earnings and profits of Potlatch Holdings allocable to the special E&P distribution will first constitute a tax free return of capital, to the extent of your basis in your shares of Potlatch Holdings common stock, and then as capital gain, assuming you hold your shares as capital assets.

Taxation of Potlatch Following the REIT Conversion (See page 111)

We expect to qualify as a REIT for federal income tax purposes effective for our taxable year commencing January 1, 2006 and ending December 31, 2006. If we so qualify, we will be permitted to deduct distributions paid to our stockholders, allowing the income represented by such distributions to avoid taxation at the entity level and to be taxed only at the stockholder level, although the earnings of Potlatch TRS, which will hold our manufacturing operations, will be subject to federal corporate income tax. We will also be permitted to treat retained net capital gains in a manner so that such gains are taxed at the corporate level but are effectively passed through as a refundable credit at the stockholder level. We will, however, be subject to a separate corporate income tax on any gains recognized during the ten years following the REIT conversion that are attributable to built-in gain with respect to the assets that we own on January 1, 2006. This separate tax would be paid by us. Our ability to qualify as a REIT will depend upon our continuing compliance following the REIT conversion with various requirements, including requirements related to the nature of our assets, the sources of our income and the distributions to our stockholders. If we fail to qualify as a REIT, we will be subject to federal income tax at regular corporate rates. Even if we qualify for taxation as a REIT, we may be subject to some federal, state and local taxes on our income and property.

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Recommendation of the Board of Directors (See page 35)

Your board of directors believes that the merger is advisable for Potlatch and its stockholders and unanimously recommends that you vote **FOR** the adoption and approval of the merger agreement and **FOR** the adjournment of the special meeting, if necessary, to solicit additional proxies.

Date, Time, Place and Purpose of Special Meeting (See page 35)

The special meeting will be held at Hotel Lusso, North One Post Street, Spokane, Washington, on [•], 2005 at 10:00 a.m., local time, to consider and vote upon the proposals described in the notice of special meeting of stockholders of Potlatch.

Stockholders Entitled to Vote (See page 35)

The board of directors has fixed the close of business on [•], 2005 as the record date for the determination of stockholders entitled to receive notice of, and to vote at, the special meeting. As of [•], 2005, there were [•] shares of Potlatch common stock outstanding and entitled to vote and [•] holders of record.

Vote Required; No Dissenters' Rights (See page 37)

The affirmative vote of a majority of the shares of Potlatch common stock entitled to vote at the special meeting is required to adopt the merger agreement. Under Delaware Corporate Law, you will not be entitled to dissenters' rights of appraisal as a result of the merger. You are not being asked to vote on the REIT conversion.

Potlatch reserves the right to cancel or defer the merger even if its stockholders vote to adopt the merger agreement and the other conditions to the consummation of the merger are satisfied or waived if the board of directors determines that the merger is no longer in the best interests of Potlatch and its stockholders. Potlatch reserves the right to cancel or defer the REIT conversion if the REIT conversion cannot be completed by December 31, 2005 or if the board of directors determines that it is not in the best interests of Potlatch's stockholders.

Table of Contents**Historical Market Price and Dividend Data of Potlatch Common Stock**

Potlatch common stock is listed on the New York Stock Exchange, or NYSE, the Chicago Stock Exchange and the Pacific Stock Exchange under the symbol PCH.

The following table presents the reported high and low sale prices of Potlatch common stock on the NYSE and dividend data, in each case for the periods presented and as reported in the New York Stock Exchange Composite Transaction report. On September 16, 2005, the last full trading day prior to the public announcement of the proposed REIT conversion, the closing sale price of Potlatch common stock on the NYSE was \$55.69 per share. On [•], 2005, the latest practicable date before the printing of this proxy statement/prospectus, the closing sale price of Potlatch common stock on the NYSE was \$[•] per share. You should obtain a current stock price quotation for Potlatch common stock.

	<u>High</u>	<u>Low</u>	<u>Dividend</u>
Year Ending December 31, 2005			
Fourth Quarter (through November 30, 2005)*	\$ 52.88	\$ 43.45	\$ 0.15
Third Quarter	59.07	51.39	0.15
Second Quarter	54.70	44.68	0.15
First Quarter	50.25	45.39	0.15
Year Ended December 31, 2004			
Fourth Quarter**	\$ 51.90	\$ 44.00	\$ 0.15
Third Quarter	46.81	37.61	0.15
Second Quarter	41.83	34.77	0.15
First Quarter	43.55	35.46	0.15
Year Ended December 31, 2003			
Fourth Quarter	\$ 35.95	\$ 29.90	\$ 0.15
Third Quarter	31.90	25.35	0.15
Second Quarter	26.10	20.00	0.15
First Quarter	25.10	18.75	0.15

* On September 17, 2005, the board of directors of Potlatch declared a dividend of \$0.15 per share of Potlatch common stock, payable on December 5, 2005 to stockholders of record on November 11, 2005.

** In addition to the regular quarterly dividend payments, a special dividend in the amount of \$2.50 per share of common stock was paid in the fourth quarter of 2004. The dividend represented one part of Potlatch's board of directors authorization to return to stockholders a portion of the proceeds received from the September 2004 sale of Potlatch's oriented strand board, or OSB, operations.

It is expected that, upon consummation of the merger, the Potlatch Holdings common stock will be listed and traded on the NYSE, the Chicago Stock Exchange and the Pacific Stock Exchange in the same manner as shares of Potlatch common stock currently trade on each of these exchanges. The historical trading prices of Potlatch's common stock are not necessarily indicative of the future trading prices of Potlatch Holdings common stock because, among other things, the current stock price of Potlatch reflects the current market valuation of Potlatch's current business and assets, including the cash or stock to be distributed in connection with the special E&P distribution, and does not necessarily take into account the changes in Potlatch's business and operations that will occur in connection with the REIT conversion. See Risk Factors The current market price of our common stock may not be indicative of the market price of our common stock following the REIT conversion and the special E&P distribution on page 24.

Table of Contents**SUMMARY UNAUDITED PRO FORMA CONDENSED FINANCIAL DATA**

The following table presents selected financial data from the unaudited pro forma consolidated statement of operations for the year ended December 31, 2004 and nine months ended September 30, 2005 and from the unaudited pro forma consolidated balance sheet as of September 30, 2005 included in this proxy statement/prospectus. The unaudited pro forma balance sheet is presented as if the REIT conversion, including the expected special E&P distribution, had occurred on September 30, 2005. The unaudited pro forma consolidated statement of operations for the year ended December 31, 2004 and for the nine months ended September 30, 2005 presents the effects of the anticipated transactions as though they occurred at the beginning of 2004, but calculated as they are expected to occur based on actual data as of September 30, 2005. The unaudited pro forma condensed financial data are based on the estimates and assumptions set forth in the notes to such statements, which are preliminary and have been made solely for the purposes of developing such pro forma information. The unaudited pro forma condensed financial data are not necessarily indicative of the financial position or operating results that would have been achieved had the REIT conversion, including the expected special E&P distribution, been consummated as of the dates indicated, nor are they necessarily indicative of future financial position or operating results. This information should be read in conjunction with the unaudited pro forma consolidated financial statements and related notes and the historical financial statements and related notes of Potlatch included in or incorporated by reference into this proxy statement/prospectus.

Potlatch expects to make a special E&P distribution of between \$440 million and \$480 million, comprised of a combination of cash and Potlatch Holdings common stock, in conjunction with the proposed REIT election. This distribution is currently projected to be paid in the first quarter of 2006. Depending on actual cash versus stock elections by existing stockholders, the cash versus stock components of the special E&P distribution could vary. The potential results are shown below in the All Stock and Expected columns. The All Stock columns assume a special E&P distribution of \$460 million, which is the middle of the estimated range, comprised entirely of Potlatch Holdings common stock. The Expected columns assume a special E&P distribution of \$460 million, comprised of 20% cash, or \$92 million, and 80% stock, or \$368 million in Potlatch Holdings common stock. For purposes of the value of the Potlatch Holdings common stock portion of the special E&P distribution, an assumed per share price of \$52.12 was used, which was the closing sale price of Potlatch common stock on the NYSE on September 30, 2005. These and other assumptions used in the following pro forma consolidated financial data are described under Pro Forma Financial Information beginning on page 64.

	Pro forma		Pro forma	
	For the year ended December 31, 2004		For the nine months ended September 30, 2005	
	Range of results		Range of results	
	All Stock	Expected	All Stock	Expected
(in thousands)				
Statement of Operations				
Net sales	\$ 1,353,714	\$ 1,353,714	\$ 1,110,564	\$ 1,110,564
Costs and expenses	1,260,985	1,260,985	1,053,498	1,053,498
Earnings from operations	92,729	92,729	57,066	57,066
Interest expense, net	(45,863)	(47,563)	(21,722)	(22,997)
Debt retirement costs	(25,186)	(25,186)		
Interest income	3,617	2,733	1,827	657
Provision (benefit) for taxes	(9,001)	(9,350)	(3,044)	(3,494)
Earnings from continuing operations	34,298	32,063	40,215	38,220

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	Pro forma	
	As of September 30, 2005	
	All Stock	Expected
	(in thousands)	
Balance Sheet		
Cash and short-term investments	\$ 63,066	\$ 11,066
Receivables, net of allowance for doubtful accounts	115,024	115,024
Inventories	201,231	201,231
Total current assets	396,514	344,514
Plant and equipment, at cost less accumulated depreciation	595,665	595,665
Timber, timberlands and related logging facilities	405,022	405,022
Total assets	1,628,919	1,576,919
Total current liabilities	167,565	167,565
Long-term debt	333,087	373,087
Other long-term obligations	243,344	243,344
Total stockholders' equity	741,358	649,358

Comparative Historical and Pro Forma Per Share Data

The following tables set forth selected historical per share data for Potlatch and selected unaudited pro forma per share data after giving effect to the REIT conversion, including the expected special E&P distribution at an assumed aggregate amount of \$460 million, the middle of the estimated range. You should read this information in conjunction with the selected historical financial information included elsewhere in this proxy statement/prospectus and the historical financial statements and related notes that are incorporated in this proxy statement/prospectus by reference. The pro forma per share amounts have been computed using the assumptions described on page 64 under Pro Forma Financial Information. The unaudited pro forma consolidated financial data are presented for informational purposes only. You should not rely on the pro forma financial data as an indication of the financial position or results of operations of future periods or the results that actually would have been realized had the REIT conversion occurred prior to the periods presented.

Historical Data Per Share

The historical book value per share data presented below is computed by dividing total stockholders' equity of \$671.4 million and \$692.0 million on December 31, 2004 and September 30, 2005, respectively, by the number of shares outstanding on those dates.

	As of or for the year ended December 31, 2004	As of or for the nine months ended September 30, 2005
Income from continuing operations per share:		
Basic	\$ 0.52	\$ 0.79
Diluted	0.52	0.79
Dividends	3.10	0.45

Book value per share	23.22	23.70
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Unaudited Pro Forma Per Share Data

The range of pro forma book value per share data is computed by dividing pro forma total stockholders' equity of \$741.4 million and \$649.4 million by 38.0 million and 36.3 million for the all stock and expected pro forma assumptions, respectively, representing the range of pro forma shares of common stock that would have been outstanding on September 30, 2005.

	<u>Year ended</u> <u>December 31, 2004</u>		<u>Nine months ended</u> <u>September 30, 2005</u>	
	<u>Pro forma range</u>		<u>Pro forma range</u>	
	<u>All stock</u>	<u>Expected</u>	<u>All stock</u>	<u>Expected</u>
Income from continuing operations per share:				
Basic	\$ 0.90	\$ 0.88	\$ 1.06	\$ 1.06
Diluted	0.89	0.87	1.05	1.05
Dividends(1)	3.10	3.10	0.45	0.45
Book value per share(2)			19.50	17.91

(1) Pro forma results exclude calculation of distributions that would be required for a REIT.

(2) Pro forma book value per share is only calculated for a September 30, 2005 conversion date.

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RISK FACTORS

*In addition to the other information in this proxy statement/prospectus, you should carefully consider the following risk factors relating to the proposed REIT conversion and the merger in determining whether or not to vote for adoption of the merger agreement. You should carefully consider the additional risks described in Potlatch's annual, quarterly and current reports, including those identified in Potlatch's annual report on Form 10-K for the year ended December 31, 2004. See the section entitled *Where You Can Find Additional Information*. This section includes or refers to certain forward-looking statements. You should refer to the explanation of the qualifications and limitations on these forward-looking statements on page 34.*

Risks and Effects of the Merger and the REIT Conversion

If we fail to qualify as a REIT or fail to remain qualified as a REIT, we will have reduced funds available for distribution to our stockholders and our income will be subject to taxation at regular corporate rates.

We are not currently a REIT. Our board of directors has authorized us to take the steps necessary to elect to be taxed as a REIT, effective for our taxable year commencing January 1, 2006. In order to qualify as a REIT, we will need to transfer our non-qualifying REIT businesses and assets to Potlatch TRS. These non-qualifying REIT businesses and assets consist primarily of our 14 manufacturing facilities engaged in the manufacturing of wood products, pulp and paperboard and tissue products, assets used by us for the harvesting of timber and the sale of logs, and selected land parcels that we expect to sell or develop for higher and better use purposes following the REIT conversion. We might not complete the REIT conversion by January 1, 2006.

Although we do not intend to request a ruling from the Internal Revenue Service, or IRS, as to our qualification as a REIT, we have received an opinion of Skadden, Arps, Slate, Meagher & Flom LLP to the effect that following completion of the proposed transactions for the REIT conversion, and as of January 1, 2006, we will be organized in conformity with the requirements for qualification as a REIT under the Internal Revenue Code of 1986, as amended, or the Code, and our proposed method of operation will enable us to meet the requirements for qualification and taxation as a REIT. Investors should be aware, however, that opinions of counsel are not binding on the IRS or any court. The opinion of Skadden, Arps represents only the view of our counsel based on our counsel's review and analysis of existing law and on certain representations as to factual matters and covenants made by us, including representations relating to the values of our assets and the sources of our income and the future conduct of our business operations. Given the highly complex nature of the rules governing REITs, the ongoing importance of factual determinations, and the possibility of future changes in our circumstances, no assurance can be given by Skadden, Arps or us that we will so qualify for any particular year. The opinion of Skadden, Arps as to our qualification as a REIT is expressed as of the date issued and does not cover subsequent periods. Counsel will have no obligation to advise us or the holders of our stock of any subsequent change in the matters stated, represented or assumed, or of any subsequent change in the applicable law. You should be aware that the IRS could challenge the conclusions set forth in such opinions.

Furthermore, both the validity of the opinion of Skadden, Arps and our qualification as a REIT will depend on our satisfaction of certain asset, income, organizational, distribution, stockholder ownership and other requirements on a continuing basis, all of the results of which will not be monitored by Skadden, Arps. Our ability to satisfy the asset tests will depend upon our analysis of the fair market values of our assets, some of which are not susceptible to a precise determination. Our compliance with the REIT income and quarterly asset requirements also depends upon our ability to successfully manage the composition of our income and assets on an ongoing basis. The IRS could contend that any interests in Potlatch TRS or securities of other issuers would give rise to a violation of the REIT requirements.

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If in any taxable year we fail to qualify as a REIT,

we will not be allowed a deduction for dividends to stockholders in computing our taxable income; and

we will be subject to federal income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate rates.

Any such corporate tax liability could be substantial and would reduce the amount of cash available for distribution to our stockholders, which in turn could have an adverse impact on the value of our common stock. In addition, we will be disqualified from treatment as a REIT for the four taxable years following the year during which the qualification was lost, unless we are entitled to relief under certain statutory provisions. As a result, net income and the funds available for distribution to our stockholders could be reduced for up to five years or longer, which would have an adverse impact on the value of our common stock.

Our cash distributions are not guaranteed and may be less than the expected distribution rate.

Because of the expected nature of our income from our REIT operations, we may not be required to distribute material amounts of cash to qualify as a REIT. REITs generally are required to distribute only 90% of their ordinary taxable income and not their net capital gains income. We expect that for the foreseeable future, our income from our REIT operations will consist primarily of net capital gains resulting from payments we receive under timber cutting contracts. As a result, in contrast to REITs that principally earn ordinary income, we could elect to retain rather than distribute all or a portion of our net long-term capital gains and still maintain our status as a REIT. To the extent that we elect to retain our net capital gains:

we would be required to pay the tax on such gains at regular corporate rates;

our stockholders, although required to include their proportionate share of the undistributed long-term capital gain in income, would receive a refundable credit for their share of the tax paid by us; and

the basis of a stockholder's stock would be increased by the amount of the undistributed long-term capital gains (minus the amount of the tax on capital gains paid by us which was included in income by the stockholder).

Our board of directors has indicated its current intention to make distributions at an aggregate quarterly rate of approximately \$19 million, or \$0.65 per share based on shares outstanding as of September 30, 2005. The actual quarterly distribution amounts per share will be proportionately reduced after additional shares are issued in connection with the special E&P distribution and as a result will be less than \$0.65 per share. If our cash available for distribution falls short of our estimates, we may be unable to maintain the proposed initial distribution rate or have to borrow money to make the distribution. Our board of directors, in its sole discretion, will determine, on a quarterly basis, the actual amount of distributions to be made to our stockholders based on consideration of a number of factors including, but not limited to, our results of operations, cash flow and capital requirements, economic conditions, tax considerations, borrowing capacity and other factors, including debt covenant restrictions that may impose limitations on cash payments, future acquisitions and divestitures, harvest levels and changes in the price and demand for timber and our manufactured products. Consequently, our distribution levels may fluctuate. If we lower our distribution amount or elect or are required to retain rather than distribute our income, our stock price could be adversely affected.

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As a REIT, we will be limited in our ability to fund distributions using cash generated through Potlatch TRS.

Our ability to receive dividends from Potlatch TRS is limited by the rules with which we must comply to maintain our status as a REIT. In particular, at least 75% of our gross income for each taxable year as a REIT must be derived from sales of our standing timber and other types of real estate income. No more than 25% of our gross income may consist of dividends from Potlatch TRS and other non-qualifying types of income. As a result, even if our non-REIT activities conducted through Potlatch TRS were to become highly profitable, we might be limited in our ability to receive dividends from Potlatch TRS in the amount required to fund distributions to our stockholders commensurate with that profitability. The businesses and assets that will be transferred by us to Potlatch TRS primarily include the assets and operations of our Wood Products segment, Pulp and Paperboard segment and Consumer Products segment. These three segments collectively reported operating income of approximately \$36.7 million in the nine months ended September 30, 2005 and operating income of approximately \$69.2 million in the year ended December 31, 2004. The net income of Potlatch TRS is not required to be distributed to us, and income that is not distributed to us will not be subject to the 90% income distribution requirement.

The current market price of our common stock may not be indicative of the market price of our common stock following the REIT conversion and the special E&P distribution.

Our current share price may not be indicative of how the market will value our common stock following the REIT conversion because of the effect of the actual distribution of shares of our common stock and cash in connection with the special E&P distribution, the change in our organization from a taxable C corporation to a REIT and the change in our distribution policy, when implemented. Our current stock price does not necessarily take into account these effects and changes in our business and operations, and the stock price after the REIT conversion and the special E&P distribution could be lower than the current price. Furthermore, one of the factors that may influence the price of our common stock will be the yield from distributions by us on our common stock compared to yields on other financial instruments. If, for example, an increase in market interest rates results in higher yields on other financial instruments, the market price of our common stock could be adversely affected.

Because the timing of the REIT conversion is not certain, we may not realize the anticipated tax benefits from the REIT conversion effective January 1, 2006.

The timing of the REIT conversion will depend on our ability to complete successfully the required transactions for qualification as a REIT. We anticipate that the REIT conversion will be effective on January 1, 2006, but the effective date of the conversion could be delayed. If the transactions contemplated by the conversion are delayed, we may not be qualified to elect REIT status effective January 1, 2006. In that event, the benefits attributable to our status as a REIT, including our ability to reduce our corporate-level federal income tax, would not commence January 1, 2006, and we would continue to pay corporate-level income taxes on all of our income. In addition, any delay in our ability to qualify as a REIT could affect our ability to increase our distributions to stockholders over historical levels until the time, if ever, the REIT conversion occurs.

There are uncertainties relating to the estimate of our special E&P distribution, which could result in our disqualification as a REIT.

In order to qualify as a REIT, we will be required to distribute to our stockholders all of our accumulated non-REIT tax earnings and profits, or E&P, prior to the end of our first taxable year as a REIT, which we expect will be the taxable period ending December 31, 2006. Failure to make the special E&P distribution before December 31, 2006 would result in our disqualification as a REIT. The

determination of the amount to be distributed in the special E&P distribution is a complex factual and

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legal determination. We may have less than complete information at the time we undertake our analysis or may interpret the applicable law differently than the IRS. We currently believe and intend that our special E&P distribution will equal the amount required to be distributed in order to satisfy the requirements relating to the distribution of E&P. There are, however, substantial uncertainties relating to the determination of our special E&P distribution, including the possibility that the IRS could, in any audits for tax years through 2005, successfully assert that our taxable income should be increased, which would increase our E&P. Thus, we might fail to satisfy the requirement that we distribute all of our E&P by the close of our first taxable year as a REIT. Moreover, although there are procedures available to cure a failure to distribute all of our E&P, we cannot now determine whether we will be able to take advantage of them or the economic impact on us of doing so.

We intend that the special E&P distribution will be a taxable dividend, notwithstanding any elections by stockholders to receive all or part of their portions of the special E&P distribution in the form of stock rather than cash.

We intend that the entire amount of the special E&P distribution to be received by each stockholder will be treated for federal income tax purposes as a taxable dividend, regardless of whether a stockholder receives its portion of the special E&P distribution in the form of cash or shares of our common stock or a combination of cash and shares of our common stock. Therefore, a stockholder that receives its portion of the special E&P distribution entirely in the form of shares of our common stock would be treated for federal income tax purposes as having received a taxable dividend from us, as would a stockholder that receives its portion of the special E&P distribution entirely in cash or partly in cash and partly in the form of shares of our common stock. As a result, you may have to sell shares of Potlatch Holdings common stock or otherwise obtain funds to pay for the tax resulting from the special E&P distribution.

The extent of our proposed use of Potlatch TRS may affect the price of our common stock relative to the share price of other REITs.

Following our election to be taxed as a REIT, we intend to conduct our wood products, pulp and paperboard and tissue businesses through Potlatch TRS. We also intend to transfer to Potlatch TRS the assets used by Potlatch for the harvesting of timber and the sale of logs and selected land parcels that we expect to sell or develop for higher and better use purposes following the REIT conversion. The businesses and assets that will be transferred by us to Potlatch TRS primarily include the assets and operations of our Wood Products segment, Pulp and Paperboard segment and Consumer Products segment. These three segments collectively reported operating income of approximately \$36.7 million in the nine months ended September 30, 2005 and operating income of approximately \$69.2 million in the year ended December 31, 2004.

Our use of Potlatch TRS will enable us to engage in the non-REIT qualifying business activities described above. However, under the Code, no more than 20% of the value of the assets of a REIT may be represented by securities of one or more TRSs. This limitation may affect our ability to make investments in our manufacturing operations or in other non-REIT qualifying operations. Furthermore, the fact that the income of Potlatch TRS will be subject to corporate-level tax may cause the market to value our common stock differently than the shares of other REITs, which may not use TRSs as extensively as we will and as a result generally are not subject to corporate taxes to the same extent as we may be.

Our management has never operated a REIT and our future returns could be lower as a result.

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No member of our management team has prior experience managing or operating a REIT. The federal income tax laws impose numerous constraints on the operations of REITs. Our management team's lack of experience in managing a portfolio of assets under such constraints may hinder our

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ability to maintain our distribution policy. In addition, maintaining our REIT qualification will limit the types of investments or business expansions we are able to make. Our management team's focus on compliance with the highly complex REIT rules may distract its attention from other business concerns. As a result, our management may not be able to replicate our historical performance, and we caution you that our returns in the future could be lower.

Certain of our business activities are potentially subject to prohibited transactions tax on 100% of our net income, which would reduce our cash flow and impair our ability to make distributions.

REITs are generally intended to be passive entities and can thus only engage in those activities permitted by the Code, which for us generally include: owning and managing a timberland portfolio; growing timber; and selling standing timber. Accordingly, the manufacture and sale by us of wood products, pulp and paperboard, tissue products, certain types of timberlands sales, if any, and the harvest and sale of logs will be conducted through Potlatch TRS because such activities generate non-qualifying REIT income and could constitute prohibited transactions if such activities were engaged in directly by the REIT. In general, prohibited transactions are defined by the Code to be sales or other dispositions of property held primarily for sale to customers in the ordinary course of a trade or business.

By conducting our business in this manner, we believe we will satisfy the REIT requirements of the Code and avoid the 100% tax that could be imposed if a REIT were to conduct a prohibited transaction. We may not always be successful, however, in limiting such activities to Potlatch TRS. Therefore, we could be subject to the 100% prohibited transactions tax if such instances were to occur, which would adversely affect our cash flow and impair our ability to make quarterly distributions.

We will have potential deferred and contingent tax liabilities, which could limit, delay or impede future sales of our properties.

Under regulations promulgated by the U.S. Department of the Treasury, referred to in this proxy statement/prospectus as Treasury regulations, if, during the ten-year period beginning on the first day of the first taxable year for which we qualified as a REIT, which is expected to be January 1, 2006, we recognize gain on the disposition of any property, other than the sale of standing timber pursuant to a timber cutting contract, that we held as of that date, then, to the extent of the excess of (i) the fair market value of such property as of that date over (ii) our adjusted income tax basis in such property as of that date, we will be required to pay a corporate level federal income tax on this gain at the highest regular corporate rate. There can be no assurance that these triggering dispositions will not occur and these regulations could limit, delay or impede future sales of our properties.

In addition, the IRS may assert liabilities against us for corporate income taxes for taxable years prior to the time we qualify as a REIT, in which case we will owe these taxes plus interest and penalties, if any. Moreover, any increase in taxable income will result in an increase in accumulated E&P, which could require us to pay an additional taxable distribution to our then-existing stockholders, if we qualify under rules for curing this type of default, or result in our disqualification as a REIT.

Legislative or other actions affecting REITs could have a negative effect on our business and our stock price.

The rules dealing with federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Department of the Treasury. Changes to the tax laws affecting REITs, which may have retroactive application,

could adversely affect our investors or us. We cannot predict how changes in the tax laws might affect our investors or us. Accordingly, we

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cannot assure you that new legislation, Treasury regulations, administrative interpretations or court decisions will not significantly affect our ability to qualify as a REIT or the federal income tax consequences of such qualification.

We may face other tax liabilities as a REIT that reduce our cash flow.

Even if we become qualified for taxation as a REIT, we may be subject to certain federal, state and local taxes on our income and assets, including state or local income, property and transfer taxes. Any of these taxes would decrease cash available for distribution to our stockholders. In addition, in order to meet the REIT qualification requirements, or to avert the imposition of a 100% tax that applies to certain gains derived by a REIT from prohibited transactions, such as sales of our manufactured products or sales of logs, we will hold some of our assets through Potlatch TRS. Potlatch TRS is a corporation that will be subject to corporate-level income tax at regular rates.

State tax laws may not conform to federal tax law and may result in less favorable tax treatment.

Though we expect to qualify as a REIT in 2006 for federal income tax purposes, our qualification as a REIT under the laws of each individual state will depend, among other things, on that state's conformity with federal tax law. If you live in a state whose tax laws do not conform to the federal tax treatment of REITs, even if we do not do business in that state, cash distributions to you may be characterized as ordinary income rather than capital gains for purposes of computing your state taxes. You should consult with your tax advisor concerning the state tax consequences of an investment in our common stock.

Distributions to non-U.S. stockholders generally are subject to federal income tax withholding.

Ordinary dividends received by non-U.S. stockholders that are not effectively connected with the conduct of a U.S. trade or business generally are subject to U.S. withholding tax at a rate of 30%, unless reduced by an applicable income tax treaty. We anticipate that our REIT distributions that are taxable to you, other than the special E&P distribution, will primarily be treated as capital gains. Under the provisions of the Foreign Investment in Real Property Tax Act, which applies to non-U.S. stockholders, capital gain distributions generally are subject to withholding at a rate of 35% to non-U.S. stockholders who own more than 5% of our common stock and 30% to other non-U.S. stockholders unless, in each case, reduced by an applicable income tax treaty. These distributions are treated as effectively connected income and may also be subject to a 30% branch profits tax in the hands of a non-U.S. stockholder that is a corporation.

Since the total cash payable to stockholders in the special E&P distribution will be limited, your receipt of cash is dependent on the election of others.

We plan to limit the total amount of cash to be distributed in connection with the special E&P distribution to 20% of the special E&P distribution. The total amount of cash distributed will depend upon the extent to which our stockholders elect to receive cash rather than shares of our common stock. If the total amount of cash elected by our stockholders exceeds the maximum amount of cash to be distributed in connection with the special E&P distribution, then the maximum amount of cash will be prorated among our stockholders making cash elections. Therefore, you may not receive the proportions of cash and stock that you elect.

We cannot assure you that we will have access to funds to meet our distribution and tax obligations.

In addition to the special E&P distribution requirement, we will be subject to a 4% nondeductible excise tax on the amount of our undistributed income if certain distribution requirements are not met.

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We also could be required to pay taxes attributable to periods and events prior to the REIT conversion and additional taxes in the event we were to fail to qualify as a REIT. In addition, unless we elect to retain earnings, we will generally be required to refinance debt that matures with additional debt or equity. The amount of funds available to us could be insufficient to meet our distribution and tax obligations.

Any future acquisitions may harm our results of operations and cash flow.

Among the reasons for the REIT conversion is that Potlatch Holdings will be better able to compete for acquisitions of timberlands against other entities that use tax-efficient structures. We cannot assure you, however, that any timberland acquisitions will occur or that any acquisition that is consummated will enhance our results of operations or cash flow. In addition, acquisitions typically involve many risks, including:

assumption of liabilities of which we are unaware at the time of acquisition;

uncertainties associated with operating in new markets;

potentially dilutive issuances of equity securities or the incurrence of debt to fund the acquisition price; and

the diversion of management attention from other business concerns.

Complying with REIT requirements may cause us to forego otherwise attractive opportunities.

To qualify as a REIT for federal income tax purposes, we must continually satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our stock. Thus, compliance with the REIT requirements may hinder our ability to make certain attractive investments, including investments in the businesses to be conducted by Potlatch TRS.

An investment in Potlatch Holdings common stock will be subject to different risks than other REIT investments.

Stockholders of Potlatch Holdings will be subject to certain risks that are not applicable to an investment in REITs focused on other types of property, because of our ownership of timberlands and our manufacturing operations. For example, while many other REITs derive substantial portions of their cash flow from leases or other contracts providing for relatively stable payments, our cash flow and ability to maintain or increase the initial distribution rate will be substantially dependent upon the market price for timber in our operating regions and market prices for our manufactured products that have historically been volatile. Our stockholders will also be subject to other risks discussed below which are not typically relevant to REIT investments but which will be applicable to us, including risks associated with uninsured losses from natural disasters such as fire or insect infestation, and the risk that regulatory changes, such as those designed to protect threatened and endangered species, could restrict timber harvesting in the future.

Risks Related to Our Business

Fluctuating timber prices could harm our results of operations and cash flow.

Unlike many other REITs, which are parties to leases and other contracts providing for relatively stable payments, our results of operations and cash flow will be affected by the fluctuating nature of timber prices. The demand for and supply of standing timber have been and are expected to be subject to cyclical and other fluctuations, which often result in variations in timber prices. The demand for softwood sawtimber is primarily affected by the level of new residential construction activity and, to a

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lesser extent, home repair and remodeling activity and other industrial uses of wood fiber, which are subject to fluctuations due to changes in economic conditions, interest rates, population growth, weather conditions and other factors. The demand for pulpwood is also cyclical, and tends to fluctuate based on changes in the demand for paper, tissue and similar products, as well as conversion capacity in the relevant region. Reductions in residential construction activity and other events reducing the demand for standing timber could have a material adverse effect on our results of operations and cash flow.

Our results of operations and cash flow will also be affected by changes in timber availability at the local and national level. Increases in timber supply could adversely affect the prices that we receive for timber. Our timberland ownership is currently concentrated in Idaho, Arkansas and Minnesota. In Arkansas and Minnesota, most timberlands are privately owned. Historically, increases in timber prices have often resulted in substantial increases in harvesting on private timberlands, including lands not previously made available for commercial timber operations, causing a short-term increase in supply that has tended to moderate price increases. In Idaho, where a greater proportion of timberland is publicly owned, any substantial increase in timber harvesting from these lands could significantly reduce timber prices, which could have a material adverse effect on us. In the last twenty years, environmental concerns and other factors have limited timber sales by government agencies, which historically have been major suppliers of timber to the United States forest products industry, particularly in the West. Any reversal of policy that substantially increases public timber sales could materially adversely affect our results of operations and cash flow. On a local level, timber supplies can fluctuate depending upon factors such as changes in weather conditions and harvest strategies of local forest products industry participants, as well as occasionally high timber salvage efforts due to unusual pest infestations or fires.

Due to the foregoing factors, timber prices have historically been subject to quarterly fluctuations. Our results of operations and cash flow will be substantially dependent upon the market price for timber in our operating regions and, accordingly, are expected to fluctuate.

Cyclical industry conditions have and may continue to adversely affect the operating results and cash flow of our manufacturing operations.

The operating results of our manufacturing operations reflect the general cyclical pattern of the forest products industry. Historical prices for our manufactured products have been volatile, and we, like other participants in the forest products industry, have limited direct influence over the timing and extent of price changes for our products. Product pricing is significantly affected by the relationship between supply and demand. Product supply is influenced primarily by fluctuations in available manufacturing capacity. Demand is affected by the state of the economy in general and a variety of other factors. The demand for our wood products is primarily affected by the level of new residential construction activity and, to a lesser extent, home repair and remodeling activity, which are subject to fluctuations due to changes in economic conditions, interest rates, population growth, weather conditions and other factors. The demand for most of our pulp and paper products is primarily affected by the state of the global economy, and the economies in North America and East Asia in particular. A prolonged and severe weakness in the markets for one or more of our principal products could seriously harm our results of operations.

Tariffs, quotas or trade agreements can also affect the markets for our products, particularly our wood products. For example, in 2002, the United States imposed duties on imported lumber from Canada in response to a dispute over the stumpage pricing policies of some provincial governments. Canada is challenging the tariffs in a number of forums, seeking to force the United States to revoke the import duty and return more than \$4 billion in deposits collected on imports since duties were first imposed. Both countries are pursuing their own independent litigation and administrative remedies. Negotiations between the countries to resolve the dispute are currently stalled, and it is not clear when negotiations will resume or if they will result in a resolution of the matter. Any resulting agreement or other determination could have a significant effect on lumber prices in the United States.

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Changes in raw material and production costs, such as wood fiber and energy costs, may adversely affect our results of operations and cash flow.

Production costs for our wood and pulp-based products can be affected by increases or decreases in raw material prices, particularly for raw materials such as wood fiber and energy. These raw materials fluctuate in price as a result of changing economic conditions and due to particular supply and demand considerations. For example, energy has become one of our most volatile operating expenses over the past several years. Energy costs for the third quarter of 2005 were particularly high, exacerbated by petroleum and natural gas supply curtailments in the wake of recent Gulf Coast hurricanes. In periods of high energy prices, market conditions may prevent us from passing higher energy costs on to our customers through price increases, and therefore increased costs could adversely affect our operating results. Our energy costs in future periods will depend principally on our ability to continue to produce a substantial portion of our electricity needs internally, on changes in market prices for natural gas and on reducing energy usage.

Another significant expense is the cost of wood fiber needed to supply our manufacturing facilities. The cost of various types of wood fiber that we purchase in the market has at times fluctuated greatly because of economic or industry conditions. Selling prices of our manufactured products have not always increased in response to wood fiber price increases, nor have wood fiber prices always decreased in conjunction with declining product prices.

On occasion, our results of operations have been, and may in the future be, adversely affected if we are unable to pass cost increases through to our customers.

Intense competition in the forest products industry could prevent us from increasing or sustaining our net sales and from sustaining profitability.

The markets for our products are highly competitive, and companies that have substantially greater financial resources than we do compete with us in each market. Logs and other fiber from our timberlands, as well as our wood products, are subject to competition from timberland owners and wood products manufacturers in North America and to a lesser extent in South America, Europe, Australia and New Zealand. Our pulp-based products, other than tissue products, are globally traded commodity products. Because our competitors in these businesses are located throughout the world, variations in exchange rates between the U.S. dollar and other currencies can significantly affect our competitive position compared to our international competitors.

Our manufacturing operations are capital intensive, which leads to high fixed costs and generally results in continued production as long as prices are sufficient to cover variable costs. These conditions have contributed to substantial price competition, particularly during periods of reduced demand. Some of our competitors may currently be lower-cost producers in some of the manufacturing businesses in which we operate, and accordingly these competitors may be less adversely affected than we are by price decreases.

The market for hybrid poplar lumber is uncertain and we may not successfully generate significant sales revenue from our hybrid poplar plantation.

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Beginning in the fourth quarter of 2005, our 17,000 acre hybrid poplar plantation transitioned from a development stage to an operating stage. As a result, we expect to increase our harvest and sale of wood fiber over the next three to five years to a sustainable annual harvest level of approximately 375,000 tons and thereby significantly increase our cash flow from the plantation operations. This plantation was originally established to provide an alternative source of wood chips for pulp making. In 2001, due to declining wood chip prices, we altered our strategy for the plantation toward the production of high-quality logs for conversion into higher value, non-structural lumber products, such

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as furniture and moldings. It is our belief that hybrid poplar lumber will serve as a cost-competitive alternative to other regional hardwood species, mainly red alder, which are in tight supply. However, because there are no other producers of hybrid poplar sawlogs in the United States, it is uncertain whether we will be successful in developing an adequate market for hybrid poplar lumber. Further, if a market does develop, it is uncertain whether the ultimate uses of hybrid poplar lumber will justify the prices normally associated with hardwoods currently used for higher-value purposes such as furniture making. Accordingly, our efforts to develop markets for hybrid poplar lumber may not be successful in generating significant additional sales revenue from our hybrid poplar plantation, or we may not meet our cash flow objectives from our investment in this plantation.

We are subject to significant environmental regulation and environmental compliance expenditures, which could increase our costs and subject us to liabilities.

Our manufacturing businesses are subject to a wide range of general and industry-specific environmental laws and regulations, particularly with respect to air emissions, wastewater discharges and solid and hazardous waste management. Compliance with these laws and regulations is a significant factor in our business. We expect to continue to incur significant capital and operating expenditures to maintain compliance with applicable environmental laws and regulations.

Our failure to comply with applicable environmental laws and regulations and permit requirements could result in civil or criminal fines or penalties or enforcement actions, including regulatory or judicial orders enjoining or curtailing operations or requiring corrective measures, installation of pollution control equipment or remedial actions. As an owner and operator of real estate, we may be liable under environmental laws for cleanup and other costs and damages, including tort liability, resulting from past or present spills or releases of hazardous or toxic substances on or from our properties. Liability under these laws may be imposed without regard to whether we knew of, or were responsible for, the presence of such substances on our property, and, in some cases, may not be limited to the value of the property.

We believe that our manufacturing facilities are currently in substantial compliance with applicable environmental laws and regulations. We cannot assure you, however, that situations which may give rise to material environmental liabilities will not be discovered or that the enactment of new environmental laws or regulations or changes in existing laws or regulations will not require significant expenditures by us. There can be no assurance that internally generated funds or other sources of liquidity and capital will be sufficient to fund unforeseen environmental liabilities or expenditures.

Forestry regulations, including regulations intended to protect threatened and endangered species, restrict timber harvesting and may otherwise restrict our ability to conduct our timberlands business.

Our timberland operations are subject to numerous federal, state and local laws and regulations, including those relating to the environment, endangered species, forestry activities, and health and safety. The laws and regulations intended to protect threatened and endangered species, and other environmental laws and regulations, are stringent and could become more so in the future. A number of species indigenous to our timberlands, such as the red cockaded woodpecker and the bald eagle, have been and in the future may be protected under the federal Endangered Species Act and similar state laws. In addition, protected fish, such as several species of trout and salmon in Idaho, are present in rivers and streams that flow through our property. The presence of protected species on or near our timberlands may restrict timber harvesting, road building and other activities on our lands. Our operations will also be subject to specialized statutes and regulations governing forestry operations, and to other environmental laws, some of which impose strict liability. Our lands may become subject to laws and regulations designed to protect wetlands, which may in the future restrict harvesting, road building and other activities. There can be no assurance that current and future laws

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and regulations will not cause us to incur significant costs, damages, penalties and liabilities, or that they will not materially and adversely affect harvesting operations on our timberlands.

We are exposed to the risk of casualty loss because we do not insure against losses of timber from any causes, including fire and other natural disasters.

The volume and value of timber that can be harvested from our lands, and therefore, our operating results and cash flow, may be adversely affected by natural disasters such as fire, insect infestation, disease, ice storms, windstorms, flooding and other weather conditions, and other causes. As is typical in the industry, we do not maintain insurance for any loss to our standing timber from natural disasters or other causes.

Our business and financial performance may be harmed by future labor disruptions.

As of September 30, 2005, approximately 2,130 employees, or 52% of our workforce, are unionized. As a result, there is a risk of work stoppage due to strikes or walkouts. During 2006, a total of three collective bargaining agreements covering approximately 1,280 employees, will expire. Any significant work stoppage as a result of failure to successfully negotiate new collective bargaining agreements could have a material adverse effect on our business, financial condition and results of operations.

Other Risks Affecting Our Business and Operations

We are dependent upon key personnel and our failure to retain them could adversely affect our financial condition or results of operations.

We believe that our success depends, to a significant extent, upon the efforts and abilities of our senior operating management team, comprised of L. Pendleton Siegel, Chairman and Chief Executive Officer; Richard K. Kelly, Vice President, Wood Products Division; John R. Olson, Vice President, Resource Management Division; Harry D. Seamans, Vice President, Pulp and Paperboard Division; Robert P. DeVleming, Vice President, Consumer Products Division; and Gerald L. Zuehlke, Vice President and Chief Financial Officer. Our failure to retain these members of our senior operating management team could adversely affect our financial condition or results of operations.

Certain provisions of Potlatch Holdings' charter and bylaws could hinder, delay or prevent a change in control of Potlatch Holdings.

Certain provisions of Delaware law and Potlatch Holdings' charter and bylaws could have the effect of discouraging, delaying or preventing transactions that involve an actual or threatened change in control of Potlatch Holdings, and may have the effect of entrenching our management and members of our board of directors, regardless of performance. These provisions are the same as those applicable to Potlatch, except where noted below, and include the following:

Classified Board of Directors. Potlatch Holdings' board of directors will be divided into three classes with staggered terms of office of three years each. The classification and staggered terms of office of Potlatch Holdings' directors will make it more difficult for a third party to gain control of Potlatch Holdings' board of directors. At least two annual meetings of stockholders, instead of one, generally would be required to effect a change in a majority of Potlatch Holdings' board of directors.

Removal of Directors. Under Potlatch Holdings' charter, subject to the rights of one or more classes or series of preferred stock to elect one or more directors, a director may be removed only for cause.

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Number of Directors, Board Vacancies, Term of Office. Under Potlatch Holdings' charter, the board of directors has the exclusive right to determine the number of directors within a range of between seven and 15 directors and the exclusive right, by the affirmative vote of a majority of the remaining directors, to fill vacancies on the board even if the remaining directors do not constitute a quorum. Any director elected to fill a vacancy shall hold office for the remainder of the full term of the class of directors in which the vacancy occurred, rather than the next annual meeting of stockholders as would be the case in the absence of a classified board, and until his or her successor is elected and qualified.

Limitation on Stockholder Requested Special Meetings. Potlatch Holdings' bylaws provide that Potlatch Holdings stockholders have the right to call a special meeting only upon the written request of the stockholders entitled to cast not less than a majority of all the votes entitled to be cast by the stockholders at such meeting.

Advance Notice Provisions for Stockholder Nominations and Proposals. Potlatch Holdings' bylaws require advance written notice for stockholders to nominate persons for election as directors, or to bring other business before any annual meeting of stockholders. This bylaw provision limits the ability of stockholders to make nominations of persons for election as directors or to introduce other proposals unless Potlatch Holdings is notified in a timely manner prior to the meeting.

Ownership Limit. In order to facilitate the preservation of Potlatch Holdings' status as a REIT under the Internal Revenue Code, Potlatch Holdings' charter generally prohibits any single stockholder, or any group of affiliated stockholders, from beneficially owning more than 9.8% of its outstanding common or preferred stock unless Potlatch Holdings' board of directors waives or modifies this ownership limit. This restriction is not contained in Potlatch's current charter.

Capital Stock. Under Potlatch Holdings' charter, Potlatch Holdings has 100 million authorized shares of common stock. Potlatch Holdings' board of directors has authority to issue up to four million shares of preferred stock from time to time in one or more series and to establish the terms, preferences and rights of any such series of preferred stock, all without approval of its stockholders. This represents an increase of 60 million authorized shares of common stock as compared to the charter of Potlatch. Following the merger and assuming that 7.8 million shares are issued in connection with the special E&P distribution, it is expected that Potlatch Holdings will have up to approximately 37.0 million shares of common stock outstanding and approximately 63.0 million authorized but unissued shares of common stock, based on the number of shares of Potlatch outstanding as of September 30, 2005.

Interested Party Transactions. Potlatch Holdings' charter provides that unless approved by the affirmative vote of holders of at least 80% of Potlatch Holdings' outstanding shares, Potlatch Holdings may not engage in business combinations, including mergers, dispositions of assets, certain issuances of shares of stock and other specified transactions, with a person owning or controlling, directly or indirectly, 5% or more of the voting power of the outstanding Potlatch Holdings common stock.

Factors Considered in Business Combinations. The Potlatch Holdings Charter requires the board of directors, when evaluating potential change in control transactions, to consider the social, legal, environmental and economic effects on the employees, customers, suppliers and other affected persons, and on the communities and geographical areas in which Potlatch Holdings operates. The interests associated with these factors could conflict with the economic interests of Potlatch Holdings' stockholders and may prevent a change in control transaction from occurring or otherwise result in a reduction in the amount of consideration the stockholders would have otherwise received if such provision were not in the Potlatch Holdings charter.

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SPECIAL NOTE ABOUT FORWARD-LOOKING STATEMENTS

All statements, other than statements of historical fact, contained within this proxy statement/prospectus constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases you can identify forward-looking statements by terms such as may, intend, might, will, should, could, would, expect, believe, estimate, potential, or the negative of these terms, and similar expressions intended to identify forward-looking statements.

These forward-looking statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties and we cannot assure you that the actual results or developments referenced by such forward-looking statements will be realized. Also, these forward-looking statements present our estimates and assumptions only as of the date of this proxy statement/prospectus.

Factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements include, but are not limited to, those described in Risk Factors or incorporated by reference in this proxy statement/prospectus, and the following:

our ability to qualify as a REIT or to remain qualified as a REIT;

our ability to maintain or increase the proposed initial distribution rate in the event of a downturn in the results of our timberland or manufacturing operations;

changes in general economic conditions and interest rates;

competitive conditions and prices in the markets for our timber and manufactured products;

changes in the relationship between supply and demand in the forest products industry, including supply factors such as the amount of available manufacturing capacity and demand factors such as the level of new residential construction activity;

changes in exchange rates between the U.S. dollar and other currencies;

manufacturing difficulties;

changes in energy costs, the costs of raw materials or other significant expenses;

changes in general and industry-specific environmental laws and regulations;

unforeseen environmental liabilities or expenditures; and

weather conditions.

Except for our ongoing obligation to disclose material information as required by federal securities laws, we do not intend to update you concerning any future revisions to any forward-looking statements to reflect events or circumstances occurring after the date of this proxy statement/prospectus.

This proxy statement/prospectus contains market data, industry statistics and other data that have been obtained from, or compiled from, information made available by third parties. We have not independently verified their data.

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VOTING AND PROXIES

This proxy statement/prospectus is being furnished to you in connection with the solicitation of proxies by Potlatch's board of directors for use at the special meeting for the purposes described in this proxy statement/prospectus and in the accompanying notice of special meeting of stockholders of Potlatch.

Date, Time and Place of the Special Meeting

The special meeting will be held on [•], 2005, at 10:00 a.m., local time, at Hotel Lusso, North One Post Street, Spokane, Washington.

Purpose of the Special Meeting

At the special meeting, holders of Potlatch common stock of record as of the record date will be eligible to vote upon a proposal to adopt and approve the agreement and plan of merger dated as of September 19, 2005 among Potlatch, Potlatch Holdings and the Operating Subsidiary, which is part of the restructuring of Potlatch's operations through which Potlatch intends to qualify as a REIT. At the special meeting, we will transact any other business that is properly brought before the special meeting or at any adjournments or postponements of the special meeting.

Recommendation of the Board of Directors

Our board of directors has unanimously approved the merger agreement and has determined that the merger and the REIT conversion are advisable and in the best interests of Potlatch and its stockholders. Our board of directors unanimously recommends that you vote **FOR** the adoption and approval of the merger agreement.

Who may vote

Stockholders who owned common stock at the close of business on [•], 2005, the record date for the special meeting, may vote at the meeting.

Proxy solicitation and tabulation of votes

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The board of directors of Potlatch has sent you this proxy statement in connection with our solicitation of proxies for use at the special meeting. Certain directors, officers and employees of Potlatch and our proxy solicitor, D.F. King & Co., Inc., also may solicit proxies on our behalf by mail, phone, fax, e-mail or in person. We will bear the cost of the solicitation of proxies, including D.F. King's fees of approximately \$8,000 plus out-of-pocket expenses, and will reimburse banks, brokers, custodians, nominees and fiduciaries for their reasonable charges and expenses to forward our proxy materials to the beneficial owners of Potlatch stock. Potlatch has also engaged Computershare Investor Services to act as the inspector of election and will reimburse reasonable charges and expenses related to the tabulation of votes. No additional compensation will be paid to directors, officers and employees of Potlatch who may be involved in the solicitation of proxies.

Voting

You may vote your shares in one of several ways, depending upon how you own your shares.

Shares registered with Potlatch (in your name):

Via Internet: Go to www.computershare.com/us/proxy/pch and follow the instructions. You will need to enter the Holder Account Number and Proxy Access Number printed on the proxy card.

By Telephone: Call toll free 1-866-731-8683 and follow the instructions. You will need to enter the Holder Account Number and Proxy Access Number printed on the enclosed proxy card.

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In Writing: Complete, sign, date, and return the enclosed proxy card in the envelope provided, or provide it or a ballot distributed at the special meeting directly to the inspector of election at the special meeting when instructed.

Shares registered in the Potlatch 401(k) Savings Plan (through Mercer Trust Company)

Via Internet: If you are a participant in the Potlatch Corporation Savings Plan for Hourly Employees, go to www.computershare.com/us/proxy/pchhou and follow the instructions. If you are a participant in the Potlatch Corporation Salaried Savings Plan, go to www.computershare.com/us/proxy/pchsal and follow the instructions. You will need to enter the Control Number printed on the enclosed voting instruction form.

By Telephone: Call toll free 1-866-731-8683 and follow the instructions. You will need to enter the Control Number printed on the enclosed voting instruction form.

In Writing: Complete, sign, date, and return the enclosed proxy card in the envelope provided. To vote in person at the special meeting, you must obtain a proxy, executed in your favor, from the holder of record.

Shares held in street or nominee name (through a bank, broker or other nominee):

You may receive a separate voting instruction form with this proxy statement/prospectus or you may need to contact your bank, broker or other nominee to determine whether you will be able to vote electronically using the Internet or telephone. To vote in person at the special meeting, you must obtain a proxy, executed in your favor, from the holder of record.

If you return your proxy by mail or vote via the Internet or by telephone but do not select a voting preference, the individuals named as proxies on the enclosed proxy card or voting instruction form will vote your shares **FOR** the approval and adoption of the merger agreement and **FOR** adjournment of the special meeting, if necessary, to solicit additional proxies. If you have any questions or need assistance in voting your shares, please contact D.F. King & Co., Inc., our proxy solicitor, toll free at 1-800-207-3158.

Revoking your proxy

If you are a stockholder of record, you may revoke your proxy at any time before the special meeting by giving the corporate secretary written notice of your revocation or by submitting a later-dated proxy and you may revoke your proxy at the special meeting by voting by ballot. Attendance at the meeting, by itself, will not revoke a proxy. If shares are registered in your name, you may revoke your proxy by telephone by calling 1-866-731-8683 and following the instructions or via the Internet by going to www.computershare.com/us/proxy/pch and following the instructions. If shares are registered in the Potlatch 401(k) Savings Plan (through Mercer Trust Company), you may revoke your proxy by telephone by calling 1-866-731-8683 and following the instructions or via the Internet by going to www.computershare.com/us/proxy/pchhou if you are a participant in the Potlatch Corporation Savings Plan for Hourly Employees or www.computershare.com/us/proxy/pchsal if you are a participant in the Potlatch Corporation Salaried Savings Plan, and following the instructions. If you are a stockholder in street or nominee name, you may revoke your voting instructions by informing the bank, broker or other nominee in accordance with that entity's procedures for revoking your voting instructions.

Quorum

On the record date for the special meeting, there were [•] shares of Potlatch common stock outstanding. Voting can take place at the special meeting only if stockholders owning a majority of the common stock issued and outstanding on the record date are present either in person or by proxy. Abstentions and broker non-votes will both be counted towards a quorum.

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Votes Needed

The affirmative vote of a majority of the outstanding shares of Potlatch common stock is required for adoption and approval of the merger agreement. The affirmative vote of a majority of the shares present in person or by proxy at the annual meeting is required to approve the adjournment of the special meeting. The inspector of election appointed for the special meeting will tabulate affirmative and negative votes, abstentions and broker non-votes. Abstentions and broker non-votes will have the same effect as negative votes. Under NYSE rules, if your broker holds shares in your name, your broker may not vote your shares on the proposal to adopt the merger agreement, absent instructions from you. Without your voting instructions on the proposal, a broker non-vote will occur.

Special meeting attendance

All stockholders are invited to attend the meeting. Persons who are not stockholders may attend only if invited by Potlatch. If you own shares in street or nominee name, you must bring proof of ownership, such as a current broker's statement, in order to be admitted to the meeting.

Adjournment; Other matters

A quorum of Potlatch stockholders is necessary to hold a valid meeting. If there are insufficient shares of Potlatch common stock to constitute a quorum, the special meeting may be adjourned from time to time by approval of the holders representing a majority of the votes present in person or by proxy at the special meeting. The accompanying proxy seeks your approval to vote your shares in favor of adjournment of the special meeting, if necessary, to solicit additional proxies in the event that a quorum is not present. The Potlatch board of directors unanimously recommends a vote **FOR** an adjournment of the special meeting under these circumstances.

Under the bylaws of Potlatch, the business to be transacted at the special meeting is limited to those matters identified in the notice of the meeting, which is attached to the front of this proxy statement/prospectus.

You should not send any stock certificates with your proxy cards. A letter of transmittal containing instructions for the surrender of stock certificates will be mailed to stockholders of Potlatch as soon as reasonably practicable after the completion of the merger.

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BACKGROUND OF THE REIT CONVERSION AND THE MERGER

As part of their ongoing strategic review of our businesses, Potlatch's board and management have regularly given consideration to potential opportunities to employ a tax-efficient REIT structure to the holding of all or part of its timberlands.

This review has been prompted by changes in the nature of timberland ownership in the United States in recent periods. Beginning in the early 1990s, timberland ownership has shifted toward private investment partnerships and, more recently, real estate investment trusts. These entities are not subject to the same double taxation of corporate income, or taxation at both the corporate and stockholder levels, that generally results from an investment in a C corporation. As a result, these more tax-efficient entities are able to offer higher prices to sellers of timberland and still enjoy the same or greater returns on their investment as compared to a C corporation such as Potlatch. Because of its tax structure, Potlatch has been effectively foreclosed from adding to its substantial timberland holdings over the past decade.

Until recently, however, the composition of Potlatch's assets has been an impediment to a REIT conversion. While timberlands have remained Potlatch's most valuable asset, Potlatch has long owned significant manufacturing businesses that would not permit it to meet the income and asset tests required to qualify as a REIT. Beginning in 2002, Potlatch's conversion to a REIT started to become a more realistic possibility for two main reasons. First, the Internal Revenue Code was amended in 2001 to permit REITs to establish taxable REIT subsidiaries that can conduct non-real estate activities subject to fewer limitations. Second, the size of Potlatch's non-timberland operations was reduced as a result of Potlatch's decision to sell some of its manufacturing facilities. In 2002, Potlatch sold its pulp and coated papers manufacturing facility in Cloquet, Minnesota, for approximately \$480 million. Then, in 2004, Potlatch sold its three oriented strand board mills in Minnesota for approximately \$452 million, after closing adjustments. These sales increased the proportion of REIT-qualifying timberland assets to non-REIT-qualifying assets held by Potlatch.

During meetings in 2002, 2003 and 2004, as part of its strategic review of Potlatch's business, the board reviewed the rationale for conversion to a REIT, including the market valuations of other timber REITs, the requirements to qualify as a REIT, including the REIT asset tests and the requirement to purge historic earnings and profits, and the structures through which Potlatch might effect a REIT conversion. In 2005, in view of the events described above, Potlatch engaged advisors, including Goldman, Sachs & Co., as financial advisor, to assist Potlatch regarding the possible conversion to a REIT.

In May 2005, the Potlatch board met with management and representatives of Goldman Sachs and received a report from management on the status of the ongoing evaluation of a possible REIT conversion. The board was advised by management regarding the preliminary analysis of Potlatch's historic earnings and profits and Potlatch's ability to meet the various REIT income and asset tests under reasonably foreseeable scenarios. Management indicated that it expected to complete its evaluations and be in a position to make a recommendation to the board at the board's meeting scheduled for September 2005.

On September 16, 2005, the board met to consider the REIT conversion. Also present at the meeting were each of Potlatch's executive officers, including its chief financial officer, the vice presidents in charge of each operating division, its inside legal counsel, and representatives of Goldman Sachs, Pillsbury Winthrop Shaw Pittman LLP, outside corporate counsel to Potlatch, and Skadden, Arps, Slate, Meagher & Flom LLP, special tax counsel to Potlatch. Management presented its evaluation and recommendation to the board regarding the proposed REIT conversion and the

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board reviewed and discussed with those present at the meeting the advantages and disadvantages of a REIT conversion. Counsel reviewed the tax rules that would be applicable to Potlatch as a REIT and the changes in Potlatch's operating activities that would be required after the conversion. The board did not consider tax-efficient structures other than a REIT conversion because it did not believe there were viable alternative tax-efficient structures. During the course of these presentations, the board reviewed information with respect to the positive and negative factors identified below under the heading "Our Reasons for the REIT Conversion and the Merger."

After an extensive review with management and its legal, tax and investment banking advisors and discussion of the advantages and disadvantages of a REIT conversion, the Potlatch board unanimously directed management to proceed with the REIT conversion, subject to final board approval, and determined that the merger is advisable, fair to and in the best interests of Potlatch and its stockholders. The Potlatch board unanimously recommends that Potlatch stockholders vote **FOR** the adoption of the merger agreement.

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OUR REASONS FOR THE REIT CONVERSION AND THE MERGER

In reaching its determination to proceed with the REIT conversion and recommend the adoption of the merger agreement, the Potlatch board consulted with management, as well as Goldman, Sachs & Co. and legal counsel, and considered various material factors, which are discussed below. The Potlatch board did not consider it practical to, nor did it attempt to, quantify or otherwise assign relative weights to the specific factors it considered in reaching its decision. Individual directors may have given different weight to different considerations. The Potlatch board considered these factors as a whole, and overall considered the relevant factors to be favorable to, and in support of, its determination and recommendations. The material factors considered by the Potlatch board were the following:

we expect to be better able to compete for timberland acquisitions against partnerships, timber REITs and other entities that are not subject to a corporate-level tax on timberland income distributed to its stockholders and thus benefit from a lower cost of capital compared to a regular C corporation;

the market tends to value highly the benefits of the REIT structure, together with the discipline of a higher distribution rate, based on the fact that the stocks of publicly held timber REITs generally trade at prices reflecting a higher multiple of cash flows compared to forest products companies that operate as regular C corporations;

as a REIT we expect to increase substantially our distributions to stockholders and as a result, our stockholder base is expected to expand to include investors attracted by yield as well as asset quality, resulting in greater liquidity for our common stock;

Potlatch stockholders should benefit from increased distributions as a result of the reduction in corporate level taxes on the income from our timberland operations;

a substantial portion of our distributions are expected to be treated as long-term capital gains that generally are eligible for the lower 15% federal income tax rate for individual stockholders;

our common stock may receive a higher stock market valuation as a result of increased cash flows and our ability to tax-efficiently increase our distributions;

the merger will facilitate our compliance with the REIT tax rules by implementing share ownership and transfer restrictions; and

the merger will effect an increase in our authorized common stock from 40 million shares to 100 million shares to provide us with additional shares for any future stock splits, to use as currency in connection with any future acquisitions or to issue in equity offerings to raise capital for any future acquisitions or other corporate purposes. The additional shares will also provide us shares to fund the stock portion of the special E&P distribution in the event the approximately 10.8 million shares available for issuance as of September 30, 2005 are less than the total number of shares to be distributed in the special E&P distribution.

The Potlatch board also considered the following drawbacks or risks relating to the REIT conversion and the merger:

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we will be required to make a distribution of historic earnings and profits in an amount estimated to be in the range of \$440 million to \$480 million, which will be taxable to our stockholders and will include between \$88 million to \$96 million in cash, \$36 million to \$44 million of which is expected to be funded by new bank debt, with the remaining approximately \$52 million expected to be funded from cash on hand;

we will need to comply with highly complex REIT qualification provisions, which may distract management's attention from other business concerns;

our manufacturing operations, in particular, are cyclical and a prolonged economic downturn could impact our ability to maintain a significant distribution level;

the REIT tax rules will limit our ability to invest in and expand our manufacturing operations;

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the expected increase in our distributions to stockholders as a REIT could negatively impact our credit rating, resulting in higher borrowing costs; and

the other risks described in this joint proxy statement/prospectus under Risk Factors beginning on page 22.

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TERMS OF THE MERGER

The following is a summary of the material terms of the merger agreement. For a complete description of all of the terms of the merger, you should refer to the copy of the merger agreement that is attached to this proxy statement/prospectus as Annex A and incorporated herein by reference. You should read carefully the merger agreement in its entirety as it is the legal document that governs the merger.

Structure and Completion of the Merger

Potlatch Holdings is presently a wholly owned subsidiary of Potlatch. The Operating Subsidiary is a wholly owned subsidiary of Potlatch Holdings. The merger agreement provides that Potlatch will merge with and into the Operating Subsidiary, whereupon the separate corporate existence of Potlatch will cease and the Operating Subsidiary will be the surviving entity of the merger. Upon the effectiveness of the merger, each outstanding share of common stock of Potlatch will be converted into one share of common stock of Potlatch Holdings. In connection with the merger, Potlatch Holdings will change its name to Potlatch Corporation and will succeed to and continue to operate all of the existing businesses of Potlatch, directly or indirectly, through the Operating Subsidiary.

Prior to December 31, 2005, Potlatch will transfer to its wholly owned subsidiary, Potlatch TRS, Potlatch's 14 manufacturing facilities engaged in the manufacturing of wood products, pulp and paperboard and tissue products, assets used by Potlatch for the harvesting of timber and the sale of logs, and selected land parcels that Potlatch expects to sell or develop for higher and better use purposes following the REIT conversion. Following the merger, the Operating Subsidiary and its subsidiaries will directly or indirectly own all of the assets of Potlatch and its subsidiaries, including Potlatch TRS, and Potlatch Holdings will directly own all of the interests in the Operating Subsidiary.

The board of directors of Potlatch, the board of directors of Potlatch Holdings and the board of directors of the Operating Subsidiary have approved the merger agreement, subject to stockholder approval. The merger will become effective at the time the certificate of merger is accepted for filing by the Secretary of State of Delaware in accordance with Delaware Corporate Law, or later if so specified in the certificate of merger. We anticipate that the merger will be implemented by January 20, 2006, following the approval of our stockholders to adopt the merger agreement at the special meeting and the satisfaction or waiver of the other conditions to the merger as described below under Conditions to Completion of the Merger. However, Potlatch reserves the right to cancel or defer the merger or the REIT conversion even if its stockholders vote to adopt and approve the merger agreement and the other conditions to the consummation of the merger are satisfied or waived, if the board of directors determines that the merger or the REIT conversion is no longer in the best interests of Potlatch and its stockholders. Factors that would cause the board of directors to make this determination include an unanticipated event that adversely and materially impacts the economic benefits to Potlatch or its stockholders that are otherwise expected to result from the REIT conversion or an unanticipated event that is likely to result in Potlatch's or Potlatch Holdings' inability to qualify as a REIT.

Surrender of Stock Certificates for Book-Entry Shares

Surrender of Certificates. Computershare Investor Services, LLC will act as exchange agent for the merger. As soon as reasonably practicable after the completion of the merger, Computershare Investor Services will mail to each registered holder of a certificate of Potlatch common stock a letter of transmittal containing instructions for surrendering the holder's certificate. Physical

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certificates representing shares of Potlatch Holdings common stock to which you are entitled will not be issued or mailed to you. Instead, shares of Potlatch Holdings common stock common stock will be issued electronically in book-entry form by way of direct registration. Direct registration eliminates the

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physical handling and safekeeping responsibilities inherent in owning physical stock certificates and the need to return a duly executed stock certificate to effect a transfer. Many public companies are converting their share ownership to paperless, electronic registration because it is viewed as safer, cheaper and more convenient for stockholders than dealing with stock certificates. The surrendered certificates will be cancelled. Upon the effectiveness of the merger, each certificate representing shares of common stock of Potlatch will be deemed for all purposes to evidence a right to receive the same number of shares of common stock of Potlatch Holdings in book-entry form upon the surrender of such certificate.

Lost Certificates. If any Potlatch certificate is lost, stolen or destroyed, the owner of the certificate must provide an appropriate affidavit of that fact and, if required by Potlatch Holdings, post a reasonable bond as indemnity against any claim that may be made against Potlatch Holdings with respect to such certificate.

Stock Transfer Books. At the completion of the merger, Potlatch will close its stock transfer books, and no subsequent transfers of Potlatch common stock will be recorded on its books.

Other Effects of the Merger

We expect the following to occur in connection with the merger:

Charter Documents of Potlatch Holdings. The certificate of incorporation and bylaws of Potlatch Holdings will be amended in connection with the merger. A copy of the form of the restated certificate of Potlatch Holdings is set forth in Annex B of this proxy statement/prospectus. See also Description of Potlatch Holdings Capital Stock.

Directors and Executive Management. The directors and executive management of Potlatch immediately before the merger will be the directors and executive management, respectively, of Potlatch Holdings immediately after the merger.

Stock Incentive Plans. Potlatch Holdings will assume all Potlatch stock incentive plans and all rights of participants to acquire shares of common stock of Potlatch under any Potlatch stock incentive plan will be converted into rights to acquire shares of common stock of Potlatch Holdings in accordance with the terms of the plans.

Dividends. Potlatch's obligations with respect to any dividends or other distributions to the stockholders of Potlatch that have been declared by Potlatch but not paid prior to the completion of the merger will be assumed by Potlatch Holdings.

Listing of Potlatch Holdings Common Stock. We expect that the new Potlatch Holdings common stock will trade on the NYSE, the Chicago Stock Exchange and the Pacific Stock Exchange under our current symbol PCH following the completion of the merger.

Conditions to Completion of the Merger

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Potlatch has the right to cancel or defer the merger even if stockholders of Potlatch vote to adopt the merger agreement and the other conditions to the consummation of the merger are satisfied or waived if the board of directors determines that the merger is no longer in the best interests of Potlatch and its stockholders. The respective obligations of Potlatch, Potlatch Holdings and the Operating Subsidiary to complete the merger require the satisfaction or, where permitted, waiver, of the following conditions:

adoption of the merger agreement by the requisite vote of the stockholders of Potlatch, Potlatch Holdings and the Operating Subsidiary;

determination by the board of directors of Potlatch that the transactions constituting the REIT conversion that have an impact on Potlatch Holdings' status as a REIT for federal income tax purposes have occurred or are reasonably likely to occur;

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receipt by Potlatch from its special tax counsel, Skadden, Arps, Slate, Meagher & Flom LLP, of an opinion to the effect that the merger qualifies as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

the amendment and restatement of the certificate of incorporation and bylaws of Potlatch Holdings to read in the forms set forth in the merger agreement;

the directors and officers of Potlatch immediately before the merger will be the directors and officers, respectively, of Potlatch Holdings after the merger;

approval for listing on the New York Stock Exchange, the Chicago Stock Exchange and the Pacific Stock Exchange of Potlatch Holdings common stock, subject to official notice of issuance;

the effectiveness of the registration statement, of which this proxy statement/prospectus is a part, without the issuance of a stop order or initiation of any proceeding seeking a stop order by the SEC;

the determination by Potlatch, in its sole discretion, that no legislation or proposed legislation with a reasonable possibility of being enacted would have the effect of substantially (a) impairing the ability of Potlatch Holdings to qualify as a REIT, (b) increasing the federal tax liabilities of Potlatch Holdings resulting from the REIT conversion or (c) reducing the expected benefits to Potlatch Holdings resulting from the REIT conversion; and

receipt of all governmental approvals and third party consents to the merger, except for consents as would not reasonably be expected to have a material adverse effect on the business, financial condition or results of operations of Potlatch Holdings, the Operating Subsidiary and their subsidiaries taken as a whole.

Termination of the Merger Agreement

The merger agreement provides that it may be terminated and the merger abandoned at any time prior to its completion, before or after approval of the merger agreement by the stockholders of Potlatch, by either:

the mutual written consent of the board of directors of Potlatch and the board of directors of Potlatch Holdings, on behalf of Potlatch Holdings and the Operating Subsidiary, or

the board of directors of Potlatch in its sole discretion.

We have no current intention of abandoning the merger subsequent to the special meeting if stockholder approval is obtained and the other conditions to the merger are satisfied or waived. However, Potlatch reserves the right to cancel or defer the merger or the REIT conversion even if stockholders of Potlatch vote to adopt the merger agreement and the other conditions to the consummation of the merger are satisfied or waived if the board of directors determines that the merger or the REIT conversion is no longer in the best interests of Potlatch and its stockholders. Factors that would cause the board of directors to make this determination include an unanticipated event that adversely and materially impacts the economic benefits to Potlatch or its stockholders that are otherwise expected to result from the REIT conversion or an unanticipated event that is likely to result in Potlatch's or Potlatch Holdings' inability to qualify as a REIT.

Regulatory Approvals

We are not aware of any federal, state or local regulatory requirements that must be complied with or approvals that must be obtained prior to consummation of the merger pursuant to the merger agreement, other than compliance with applicable federal and state securities laws, the filing of a certificate of merger as required under the Delaware Corporate Law and various state governmental authorizations.

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Absence of Dissenters' Rights

Pursuant to Section 262(b)(1) of the Delaware Corporate Law, the stockholders of Potlatch will not be entitled to dissenters' rights of appraisal as a result of the merger.

Restrictions on Sales of Potlatch Holdings Common Stock Issued Pursuant to the Merger

All shares of Potlatch Holdings common stock that current Potlatch stockholders will receive pursuant to the merger will be freely transferable, except for shares received by persons deemed to be affiliates of Potlatch under the Securities Act of 1933, which we refer to as the Securities Act, at the time of the special meeting. These affiliates may not sell their shares of Potlatch Holdings common stock received in connection with the merger unless the sale, transfer or other disposition is:

made in conformity with the requirements of Rule 145(d) under the Securities Act;

made pursuant to an effective registration statement under the Securities Act; or

otherwise exempt from registration under the Securities Act.

Persons who may be deemed affiliates for this purpose generally include individuals or entities that control, are controlled by, or are under common control with, Potlatch and may include some of Potlatch's executive officers and directors, as well as any controlling stockholders. The registration statement of which this proxy statement/prospectus forms a part does not cover the resale of shares of Potlatch Holdings common stock to be received by affiliates in the merger.

Accounting Treatment of the Merger

For accounting purposes, the merger and related transactions will be treated as a recapitalization of Potlatch with Potlatch as the acquirer. The accounting basis used to initially record the assets and liabilities in the Operating Subsidiary is the carryover basis of Potlatch. Stockholder's equity of the Operating Subsidiary will be that carried over from Potlatch, after giving effect to the earnings and profits distributions required under Internal Revenue Code section 857.

With respect to adjustments to the outstanding options to purchase Potlatch common stock, Potlatch considers the REIT conversion to be an equity restructuring and accordingly, Potlatch expects to reduce the exercise price of outstanding stock options and increase the number of shares of common stock subject to outstanding options in order to offset the decline in stock price resulting from the special E&P distribution. The reduction in the exercise price is not expected to have any accounting ramifications.

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**REIT RESTRUCTURING TRANSACTIONS;
FORMATION OF THE TAXABLE REIT SUBSIDIARY**

We will effect certain structural changes prior to the proposed merger. These restructuring transactions are designed to ensure Potlatch's eligibility to elect REIT status and to improve our tax efficiency. We have commenced the pre-merger restructuring transactions, and will continue to pursue these transactions. We expect that Potlatch will elect REIT status effective January 1, 2006.

REITs are generally intended to be passive entities and can thus only engage in those activities permitted by the Code, which for us generally include: owning and managing a timberland portfolio; growing timber; and selling standing timber. Accordingly, the manufacture and sale by us of wood products, pulp and paperboard, tissue products, certain types of timberland sales, if any, and the harvest of timber and the sale of logs will be conducted through Potlatch TRS because such activities generate non-qualifying REIT income and could constitute prohibited transactions if such activities were engaged in directly by the REIT. In general, prohibited transactions are defined by the Code to be sales or other dispositions of property held primarily for sale to customers in the ordinary course of a trade or business.

Accordingly, we will transfer to Potlatch TRS our 14 manufacturing facilities engaged in the manufacturing of wood products, pulp and paperboard and tissue products, assets used by us for the harvesting of timber and the sale of logs, and selected land parcels that we expect to sell or develop for higher and better use purposes following the REIT conversion. Our ability to receive dividends from Potlatch TRS, however, will be limited by the rules with which we must comply to maintain our status as a REIT. In particular, at least 75% of our gross income for each taxable year as a REIT must be derived from sales of our standing timber and other types of real estate income. No more than 25% of our gross income may consist of dividends from Potlatch TRS and other types of non-qualifying income. Our pro forma gross income from REIT operations for tax purposes for the twelve months ended September 30, 2005 was approximately \$110 million. Assuming our gross income from REIT operations in any taxable year was \$110 million, then the maximum amount of dividends we would be able to receive in that year from Potlatch TRS, together with other non-qualifying types of income, would be limited to approximately \$36 million. See Distribution Policy beginning on page 47. This limitation on our ability to receive dividends from Potlatch TRS will impact our ability to fund distributions to stockholders using cash flows from Potlatch TRS and, if Potlatch TRS were to become highly profitable, it would limit our ability to receive dividends from Potlatch TRS in an amount required to fund distributions to our stockholders commensurate with that profitability.

In addition, in order to maintain our status as a REIT under the Code, the aggregate value of all securities of Potlatch TRS held by us may not exceed 20% of the value of our total assets. This limitation may affect our ability to make investments in our manufacturing operations or in other non-REIT qualifying operations.

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DISTRIBUTION POLICY

If the REIT conversion is completed, we expect to make regular, aggregate quarterly distributions, beginning in the first quarter of 2006, of approximately \$19 million, or \$0.65 per share of Potlatch Holdings common stock based on approximately 29.2 million shares outstanding as of September 30, 2005. This represents annual aggregate distributions of approximately \$76 million to our stockholders, or \$2.60 per share based on shares outstanding as of September 30, 2005. The actual quarterly distribution amounts per share will be proportionately reduced after additional shares are issued in connection with the special E&P distribution and as a result will be less than \$0.65 per share. Based on 29.2 million shares outstanding as of September 30, 2005 and assuming a \$460 million aggregate special E&P distribution, paid 80% in stock and 20% in cash with stock valued at \$47.00 per share, the total outstanding shares would increase to approximately 37.0 million and the expected quarterly distribution per share would be reduced from \$0.65 to \$0.51.

The actual amount of the distributions will be as determined and declared by the board of directors and will depend on our financial condition, earnings, cash flows and other factors, many of which are beyond our control. Factors that may influence our financial performance and earnings include timber prices, which fluctuate from time to time, and prices of our manufactured products, which have historically been volatile. For more information regarding risk factors that could materially adversely affect our results of operations and ability to make distributions, please see Risk Factors.

We may not be required to distribute material amounts of cash to qualify as a REIT. Unlike most REITs, we anticipate that our income in the foreseeable future will consist primarily of net capital gains resulting from payments we receive under timber cutting contracts. Accordingly, in contrast to most REITs, we do not anticipate that the requirement that a REIT distribute, within a certain period after the end of each year, at least 90% of its REIT taxable income for such year, determined without regard to the dividends paid deduction and by excluding net capital gain, will require us to distribute any material amount of cash to remain qualified as a REIT. Despite the lack of any federal income tax requirement to do so, as stated above, we intend to make distributions to our stockholders, generally as capital gain distributions. If after giving effect to our distributions, we have not distributed an amount equal to 100% of our net taxable income, including net capital gains, then we would be required to pay tax on the undistributed portion of such taxable income at regular corporate tax rates. In this case, our stockholders would be required to include their proportionate share of any undistributed long-term capital gain in income and would receive a credit or refund for their share of the tax paid by us.

Our ability to receive dividends from Potlatch TRS is limited by the rules with which we must comply to maintain our status as a REIT. In particular, at least 75% of our gross income for each taxable year as a REIT must be derived from sales of our standing timber and other types of real estate income. No more than 25% of our gross income may consist of dividends from Potlatch TRS and other non-qualifying types of income. This limitation will impact our ability to fund distributions to stockholders using cash flows from Potlatch TRS. In addition, if our non-REIT activities conducted through Potlatch TRS were highly profitable, we might be limited in our ability to receive dividends from Potlatch TRS in an amount required to fund distributions to our stockholders commensurate with that profitability.

We anticipate that distributions will be paid during March, June, September and December of each year. We expect that a substantial majority of these quarterly distributions will be made from the cash flows of our REIT-qualifying timberland operations, with the remainder funded by cash on hand, bank borrowings, dividends from Potlatch TRS or a combination thereof. Our ability to fund distributions through bank borrowings is subject to our continued compliance with debt covenants, as well as the availability of borrowing capacity under our lending arrangements. If our operations do not

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generate sufficient cash flows and we are unable to borrow, we may be required to reduce our quarterly distributions. In addition, even if cash flows from REIT qualifying operations are sufficient on an annual basis to fund the entire distribution to stockholders, we anticipate that it will be necessary to utilize some short-term borrowings to fully fund distributions in the first half of each year as a result of the lower harvest activity during winter and early spring.

The anticipated initial distribution rate is based in part on the estimated cash available for distribution from REIT operations for the twelve months ended September 30, 2006. Our calculation of estimated cash available for distribution from REIT operations presented below is not intended to be a projection of our results of operations or our liquidity, nor is the methodology used to set the anticipated initial distribution rate necessarily intended to be a basis for determining future distributions. Our estimated cash available for distribution from REIT operations does not include planned increases in harvest volumes or any adjustments to prices due to the unpredictability of future timber prices. See Management's Discussion and Analysis of Financial Condition and Results of Operations of the Company Factors Influencing Our Results of Operations.

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The following table describes our estimated cash from continuing operations for the twelve months ended September 30, 2005, and the adjustments we have made thereto in order to estimate cash available for distribution from REIT operations for the twelve months ended September 30, 2006. Dollar amounts are shown in thousands. Unless otherwise indicated, the financial information in the following table is derived from the unaudited pro forma consolidated financial statements on pages 65-67 of this proxy statement/prospectus for the periods indicated under the expected columns.

Pro forma income from continuing operations for the year ended December 31, 2004	\$ 32,063
Add: Depreciation, amortization and cost of fee timber harvested	80,659
Add: Deferred taxes	30,333
	<hr/>
Estimated cash from continuing operations for the year ended December 31, 2004	143,055
Less: Estimated cash from continuing operations for the nine months ended September 30, 2004 (1)	(95,951)
Add: Estimated cash from continuing operations for the nine months ended September 30, 2005	98,624
Estimated cash from continuing operations for the twelve months ended September 30, 2005	145,728
Adjustments to reconcile estimated cash from continuing operations for the twelve months ended September 30, 2005 to estimated cash available for distribution from REIT operations for the twelve months ended September 30, 2005 (2)	
Add: Potlatch TRS loss from continuing operations (3)	35,372
Less: Potlatch TRS depreciation and amortization	(66,294)
Less: Potlatch TRS deferred taxes (4)	(29,722)
	<hr/>
Estimated cash available for distribution from REIT operations for the twelve months ended September 30, 2005	85,084
Estimated cash flows from investing activities for the twelve months ended September 30, 2006	
Add: Reduction in short-term investments used to partially fund cash portion of special E&P distribution	52,000
Less: Capital expenditures relating to REIT operations (5)	(13,274)
Less: Principal payments on indebtedness by REIT operations (6)	0
	<hr/>
Total estimated cash flows provided by investing activities for the twelve months ended September 30, 2006	38,726
	<hr/>
Estimated cash flows from financing activities for the twelve months ended September 30, 2006	
Add: Borrowings under revolving credit facility to fund remaining cash portion of special E&P distribution	40,000
Less: Cash portion of special E&P distribution	(92,000)
	<hr/>
Total estimated cash flows used in financing activities for the twelve months ended September 30, 2006	(52,000)
	<hr/>
Estimated cash available for distribution from REIT operations for the twelve months ended September 30, 2006 (7)	\$ 71,810
	<hr/>
Expected initial annual distribution to stockholders (8)	\$ 76,000
	<hr/>
Ratio of expected initial annual distribution to stockholders to estimated cash available for distribution from REIT operations for the twelve months ended September 30, 2006	106%

- (1) The following table reflects our unaudited pro forma consolidated statement of operations for the nine months ended September 30, 2004, assuming a special E&P distribution of \$460 million, 20% of which, or \$92 million, is comprised of cash, and 80% of which, or \$368 million, is comprised of Potlatch Holdings common stock. Adjustments are similar to the adjustments to the unaudited pro forma consolidated financial statements on pages 65-67 of this proxy statement/prospectus. Dollar amounts are shown in thousands.

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	<u>Actual</u>	<u>Adjustments</u>	<u>Pro forma</u>
Net Sales	\$ 1,029,874	\$ 1,733	\$ 1,031,607
Cost and Expenses:			
Depreciation, amortization and cost of fee timber harvested	66,796	(6,696)	60,100
Materials, labor and other operating expenses	821,738	1,733	830,167
		6,696	
Selling, general and administrative expenses	63,654		63,654
Restructuring charges	1,193		1,193
	<u>953,381</u>	<u>1,733</u>	<u>955,114</u>
Earnings from operations	76,493		76,493
Interest expense	(36,822)	(1,275)	(38,097)
Interest income	1,697	(663)	1,034
	<u>41,368</u>	<u>(1,938)</u>	<u>39,430</u>
Earnings (loss) before taxes	41,368	(1,938)	39,430
Provision (benefit) for taxes	16,340	(12,761)	3,579
	<u>25,028</u>	<u>10,823</u>	<u>35,851</u>
Earnings from continuing operations	\$ 25,028	\$ 10,823	\$ 35,851
	<u>25,028</u>	<u>10,823</u>	<u>35,851</u>
Add back: Depreciation, amortization and cost of fee timber harvested			60,100
Estimated cash from continuing operations for the nine months ended September 30, 2004			<u>\$ 95,951</u>

- (2) Estimated cash available for distribution from REIT operations means estimated cash from continuing operations minus Potlatch TRS loss from continuing operations, Potlatch TRS depreciation and amortization and Potlatch TRS deferred taxes.
- (3) This loss included a non-recurring charge for debt retirement costs incurred in the fourth quarter of 2004 of \$25.2 million.
- (4) Of this amount, \$22.8 million resulted from a \$57.9 million contribution to Potlatch's qualified defined benefit pension plans in the fourth quarter of 2004.
- (5) Represents estimated capital expenditures consisting primarily of costs for reforestation.
- (6) In connection with the REIT conversion, principal and interest payments on outstanding Potlatch indebtedness will be assumed by Potlatch TRS, although Potlatch would remain liable for such indebtedness in the event of a default by Potlatch TRS. As of September 30, 2005, there was outstanding \$335.4 million of long-term debt, including the current portion, of which \$2.4 million will mature in 2006 and be paid by Potlatch TRS.
- (7) The estimated cash available for distribution from REIT operations for the twelve months ended September 30, 2006 is not intended to be a projection or forecast of our results of operations or our liquidity, nor is the methodology upon which the foregoing adjustments were made necessarily intended to be a basis for determining future distributions.

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- (8) Any shortfall between cash available for distribution from REIT operations and the anticipated initial annual distribution to stockholders is expected to be funded through cash on hand, bank borrowings, Potlatch TRS dividends or a combination thereof. Under the Internal Revenue Code, no more than 25% of Potlatch Holdings' gross income can be comprised of Potlatch TRS dividends and other non-qualifying types of income. For the twelve months ended September 30, 2005, our aggregate pro forma gross income from REIT operations for tax purposes was approximately \$110 million. Assuming our gross income from REIT operations in any taxable year was \$110 million, then the maximum amount of dividends we would be able to receive in that year from Potlatch TRS, together with other non-qualifying types of income, would be limited to approximately \$36 million.

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THE SPECIAL E&P DISTRIBUTION

Potlatch has operated as a taxable C corporation for federal tax purposes since its incorporation. As a C corporation, Potlatch generates taxable income. To the extent Potlatch's taxable income (with certain adjustments) in any given year is not distributed to Potlatch's stockholders or otherwise reduced by losses, it becomes accumulated earnings and profits. After the merger, Potlatch Holdings will succeed to Potlatch's current and accumulated earnings and profits. Because a REIT is not permitted to retain earnings and profits accumulated during the years when the company or its predecessor was taxed as a C corporation, we will make a one-time special distribution, the special E&P distribution, in order to distribute all of the C corporation earnings and profits of Potlatch. We have received a ruling from the Internal Revenue Service that our proposed means of paying the special E&P distribution for the purpose of distributing out accumulated earnings and profits will be treated as a dividend taxable to our stockholders and therefore satisfy the applicable REIT requirements.

We estimate that the aggregate value of the special E&P distribution will be between \$440 million and \$480 million. We will limit the total amount of cash payable in the special E&P distribution to a maximum of 20% of the total value of the special E&P distribution, or approximately \$88 million at the low end of the estimated range and \$96 million at the high end of the estimated range. The balance of the special E&P distribution, or approximately \$352 million at the low end of the estimated range and \$384 million at the high end of the estimated range, will be in the form of Potlatch Holdings common stock. We expect that we will need to borrow between \$36 million at the low end of the range, \$40 million at the middle of the estimated range, and \$44 million at the high end of the estimated range, in order to make the special E&P distribution, with the remaining approximately \$52 million expected to be funded with cash on hand. The actual amount of the special E&P distribution is dependent, in part, upon the results of Potlatch's operations in 2005, and may be adjusted by any amount that the board of directors may determine is appropriate to protect Potlatch's ability to qualify as a REIT. See Risk Factors Risks and Effects of the Merger and REIT Conversion.

The value attributable to the Potlatch Holdings common stock in the special E&P distribution will be the average of the closing sales price of Potlatch Holdings common stock on the New York Stock Exchange as reported by the Wall Street Journal on the three trading days following the date election forms are due. If the total amount of cash elected by our stockholders exceeds 20% of the total value of the special E&P distribution, then each stockholder electing to receive 20% or less of the stockholder's portion in the form of cash will receive the elected portion, and each stockholder electing to receive more than 20% in the form of cash will receive 20% in the form of cash and an additional amount of cash, if any, determined by prorating the cash portion of other elections in excess of 20%. For example, if all of our stockholders elect to receive all cash, then 20% of the total value of the special E&P distribution to each stockholder would be in the form of cash and 80% would be in the form of Potlatch Holdings common stock.

Based on the number of shares of Potlatch common stock outstanding on September 30, 2005 and a \$460 million aggregate special E&P distribution, the middle point of our estimated range, the special E&P distribution would be approximately \$15.76 per share in cash or in Potlatch Holdings common stock. In this example, if every stockholder elected to receive 100% cash and if the average of the closing sales price of Potlatch Holdings common stock on the New York Stock Exchange as reported by The Wall Street Journal on the three trading days following the date election forms were due was \$47.00, each stockholder would receive \$3.15 in cash and 0.2682 shares of Potlatch Holdings common stock for each share of Potlatch Holdings common stock held on the record date for the special E&P distribution. If the holders of vested options to purchase Potlatch common stock were to exercise all vested options prior to the record date for the special E&P distribution, the per share amount would be reduced by \$0.54 per share to approximately \$15.22 per share in cash or in Potlatch Holdings common stock. In this case and using the assumptions in the previous example, each stockholder would receive

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\$3.04 in cash and 0.2591 shares of Potlatch Holdings common stock for each share of Potlatch Holdings common stock held on the record date for the special E&P distribution. Cash will be paid in lieu of any fractional shares otherwise resulting from the special E&P distribution calculation. The actual number of shares of Potlatch Holdings common stock distributed in the special E&P distribution will depend on the average of the closing sales price of Potlatch Holdings common stock on the New York Stock Exchange as reported by The Wall Street Journal on the three trading days following the date election forms are due.

The special E&P distribution will be payable to stockholders, at each stockholder's election, in the form of cash, shares of Potlatch Holdings common stock, or a combination of both. The special E&P distribution is not subject to stockholder approval and it is not conditioned upon the consummation of the merger. We currently contemplate that the special E&P distribution will be declared and paid in the first quarter of 2006. The actual timing of the payment of the special E&P distribution will be determined by the board of directors. We expect to provide stockholders of record on the record date for the special E&P distribution approximately 40 days to decide whether to elect cash, shares of Potlatch Holdings common stock, or a combination of both.

We expect that the election will be available on a per-share basis and that, once made, stockholders' elections will be irrevocable. Stockholders entitled to the special E&P distribution who fail to make a timely election may receive shares of Potlatch Holdings common stock in payment of the special E&P distribution, subject to the ownership limit under Potlatch Holdings' restated certificate of incorporation. In any event, cash will be paid in lieu of fractional shares, and it is expected that the special E&P distribution will be paid in the first quarter of 2006. To the extent that the special E&P distribution and the regular quarterly distributions are not sufficient to fully distribute the estimated accumulated earnings and profits of Potlatch and Potlatch Holdings, Potlatch Holdings will make one or more additional taxable distributions to its stockholders in the form of cash prior to the last day of Potlatch Holdings' first full taxable year as a REIT, currently expected to be December 31, 2006, in an amount intended to be sufficient to fully distribute such earnings and profits.

Table of Contents**OUR BUSINESS****General**

Potlatch, incorporated in 1903, is a vertically integrated and diversified forest products company. We own and manage approximately 1.5 million acres of timberlands and operate 14 manufacturing facilities. Our timberland and all of our manufacturing facilities are located within the continental United States, in Arkansas, Idaho, Minnesota, Nevada, Oregon, Michigan and Illinois. We are engaged principally in growing and harvesting timber and converting wood fiber into two broad product lines: (a) commodity wood products and (b) bleached pulp products. Our business is organized into four operating segments: Resource; Wood Products; Pulp and Paperboard; and Consumer Products. For the first nine months of 2005, of our total net sales from continuing operations, before elimination of intersegment sales, net sales from the Resource segment represented approximately 17%, net sales from the Wood Products segment represented approximately 29%, net sales from the Pulp and Paperboard segment represented approximately 32%, and net sales from the Consumer Products segment represented approximately 22%.

The REIT conversion will result in the separation of the current Resource segment into two reportable business segments. The new REIT segment will consist of current Resource segment operating activities that will not be transferred to the Potlatch TRS: managing our timberland to optimize stumpage sales, recreational and hunting lease revenues, and other investment in timberland as opportunities and market conditions dictate. The new Wood Flow Management segment will consist of the operations currently in the Resource segment that are not qualified REIT activities and that will be transferred to Potlatch TRS: wood fiber procurement, log buying and selling, and the development of selected land parcels for higher and better use purposes.

Raw Materials

The principal raw material used by our manufacturing operations is wood fiber, which is obtained from our own timberlands and purchased on the open market. Our Resource segment supplies fiber from our timberlands, as well as fiber purchased from outside sources, to our manufacturing facilities and manufacturing facilities owned by third parties. Our manufacturing segments procure some fiber directly from third parties for use in their respective operations. Our Wood Products segment purchases a portion of its sawlog needs from outside sources. Our Pulp and Paperboard segment purchases a substantial amount of wood chips and sawdust from third parties for use in the production of pulp, and the Consumer Products segment purchases several varieties of pulp, in addition to pulp provided by our Pulp and Paperboard segment, which is used in manufacturing tissue products.

Information regarding 2004 fee harvests, purchases of wood fiber from third parties and sales of wood fiber to third parties are contained in the table below:

Timberland Base	Arkansas		Idaho		Minnesota	
	Sawtimber	Pulpwood	Sawtimber	Pulpwood	Sawtimber / OSB Logs*	Pulpwood
Fee Timber Harvested** (tons)	719,000	438,000	1,240,000	195,000	389,000	7,000
Purchased Fiber (tons)	1,323,000	808,000	527,000	68,000	2,052,000	11,000

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Total	2,042,000	1,246,000	1,767,000	263,000	2,441,000	18,000
Tons sold to Third Parties	386,000	387,000	585,000	11,000	193,000	18,000

* After the sale of our oriented strand board, or OSB, operations in September 2004, we ceased purchasing OSB logs and began to sell OSB logs harvested from our timberlands.

** The term Fee Timber Harvested refers to timber harvested on properties owned by Potlatch, as distinguished from Purchased Fiber, which is purchased from third parties.

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In 2004, 537,000 tons of the total 4,789,000 tons of purchased sawtimber, OSB logs and pulpwood were acquired directly from timberlands owned by state and local governments. Wood fiber acquisitions from these sources occur in market transactions at current market prices. We generally do not maintain long-term supply contracts for a significant volume of timber.

Timber from our lands, together with outside purchases, is presently adequate to support our manufacturing operations. For more than a decade, the timber supply from federal lands has been increasingly curtailed, largely due to environmental pressures that are expected to continue for the foreseeable future. This trend has had a favorable effect on earnings, but the long-term effect of this trend on earnings cannot be predicted.

The volume and value of timber that can be harvested from our lands may be affected by natural disasters such as fire, insect infestation, disease, ice storms, wind storms, floods and other weather conditions and causes. We assume substantially all risk of loss from fire and other hazards on the standing timber we own, as do most owners of timber tracts in the United States.

Resource Segment

The Resource segment manages our 1.5 million acres of timberlands located in Arkansas, Idaho and Minnesota, and a 17,000 acre hybrid poplar plantation in Oregon. The timberlands include a wide diversity of softwood and hardwood species. In Arkansas we own approximately 473,000 acres of timberlands. Primary species on these lands include southern yellow pine, red oak, white oak and other hardwoods. We own approximately 667,000 acres of timberlands in the northern portion of the state of Idaho. Primary species on these lands include grand fir, inland red cedar, Douglas fir, ponderosa pine, western larch, Engelmann spruce and western white pine. We own approximately 319,000 acres of timberlands in Minnesota, comprised primarily of aspen and other mixed hardwoods and pine.

The segment sells wood fiber at market prices to our manufacturing facilities, as well as to third parties. We believe this maximizes our timber value and motivates management of our manufacturing segments to optimize operating efficiencies and identify profitable markets in which to compete. The Resource segment also provides fiber procurement services to some of our manufacturing facilities and uses its expertise for regional timber and log acquisitions and sales.

In addition to sales to our manufacturing facilities, which accounted for 60% of the segment's net sales in 2004, the Resource segment sells wood fiber to a variety of paper and forest products companies situated within economically viable transportation distance of our timberlands. These customers range in size from small operators to multinational corporations. The segment competes with owners of timberlands that operate in areas adjacent to or near our timberlands, ranging from private owners of small tracts of land to some of the largest timberland companies in the United States. The segment competes principally on the basis of log quality, customer service and price.

The segment also sells land in the normal course of business, the majority of which is comprised of small parcels of timberland. We have intensified our efforts to manage our timberlands, which include sales of non-strategic land. Non-strategic land sales occur because the parcels do not fit our strategic plan or the parcels may be more valuable to others. As part of our strategic plan for timberlands, we also purchase parcels accretive to the business.

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Beginning in the fourth quarter of 2005, our 17,000 acre hybrid poplar plantation transitioned from a development stage to an operating stage. As a result, we expect to increase our harvest and sale of wood fiber over the next three to five years to a sustainable annual harvest level of approximately 375,000 tons and thereby significantly increase our cash flow from the plantation operations. This plantation was originally established to provide an alternative source of wood chips for pulp making. In

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2001, due to declining wood chip prices, we altered our strategy for the plantation toward the production of high-quality logs for conversion into higher value, non-structural lumber products, such as furniture and moldings. It is our belief that hybrid poplar lumber will serve as a cost-competitive alternative to other regional hardwood species, mainly red alder, which are in tight supply. However, because there are no other producers of hybrid poplar sawlogs in the United States, it is uncertain whether we will be successful in developing an adequate market for hybrid poplar lumber.

The amount of timber harvested in any year from company-owned lands varies according to the requirements of sustainable forest management. By continually improving silvicultural techniques and other forest management practices, we have been able to increase the sustainable volume of wood fiber produced per acre from our timberlands. Due to a low cost basis, on average, the cost of timber from company-owned land is substantially below the cost of timber obtained on the open market. Thus, our overall results of operations are favorably affected to the extent we can supply wood fiber from our own timberlands. We manage harvest levels on our timberlands in a manner that assures long-term sustainability, consistent with the standards of the Forest Stewardship Council, or FSC, and Sustainable Forestry Initiative, or SFI Program. The SFI Program was initially developed by the American Forest & Paper Association, or AF&PA, to establish principles and objectives for program participants committed to sustainable forestry and to provide measures by which the public can monitor and evaluate this commitment. The SFI Program is currently managed by the Sustainable Forestry Board, an independent board whose members include representatives of the forest products industry as well as representatives of the environmental community. As a member of AF&PA and a participant in the SFI Program, we have implemented the principles of the SFI Program: sustainable forestry, responsible practices, forest health and productivity, and protection of special sites. During 2002, an independent third party certified that management practices on our timberlands in Arkansas, Idaho and Minnesota met the requirements for SFI certification, as well as those of the International Organization for Standardization, or ISO 14001 standard for environmental management systems. In 2003 and 2004, our management practices on all 1.5 million acres of timberlands underwent audits which verified that these practices continue to meet the requirements of both SFI and ISO certifications. Our Boardman, Oregon, hybrid poplar plantation was certified as sustainably managed in 2001 under FSC-Pacific Northwest standards, and was also certified under the ISO 14001 standard in 2004. Sustainable Forestry Initiative is a registered trademark of the AF&PA and Forest Stewardship Council is a registered trademark of the Forest Stewardship Council.

In 2003, our Idaho region elected to be the sole industry participant in a certification system comparison project conducted by the Pinchot Institute, initiated to understand and document similarities and differences between the SFI and FSC standards of performance, the two primary North American programs. Participation required that our Idaho timberlands undergo third party audits under both programs. In April 2004, we became the first publicly traded United States integrated forest products company to receive FSC third-party certification. Results of the comparison between the FSC and SFI certification systems demonstrated to us that both systems are similar in many respects, but each has specific strengths that, when combined, greatly enhance our environmental management system and improve environmental performance. Our Arkansas and Minnesota timberlands also received FSC certification in 2005 after undergoing third-party audits.

The FSC, SFI and ISO certifications will aid us in marketing our products to customers who require that products they purchase for resale come from sustainably managed forests. In fact, our FSC-certified framing lumber and plywood products were named one of 2004's Top-10 BuildingGreen products by BuildingGreen, Inc.

Since late 2002, we have also worked with the Trust for Public Land to establish working-forest conservation easements on a portion of our Idaho timberlands that will be held by the Idaho Department of Lands, or IDL. To date, conservation easements covering 25,700 acres of our Idaho

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timberlands have been conveyed to the IDL. We expect to grant additional conservation easements in 2005 and subsequent years. The easements require us to accept certain restrictions on the use of the property over which the easements are granted, such as a prohibition on converting land to residential or commercial uses. The easement terms permit the continued use of the land as a working, managed forest. Our compensation for accepting these restrictions is based upon a fair-market appraisal of the rights foregone. We recognized approximately \$4.1 million and \$0.5 million in Idaho easement revenues for 2004 and 2003, respectively. Since 2003, we have also worked with the Trust for Public Land to pursue conservation easements in the Brainerd Lakes region of Minnesota covering approximately 4,800 acres of timberlands to be held by the Minnesota Department of Natural Resources. We expect to finalize conservation easements on more than half of the project in 2005. Similar conservation easements have been granted covering approximately 500 acres of our timberlands in Arkansas. Future grants of conservation easements are being considered in all of our operating regions.

Wood Products Segment

The Wood Products segment manufactures and markets lumber, plywood and particleboard. These products are sold through our sales offices primarily to wholesalers for nationwide distribution.

To produce these solid wood products, we own and operate eight manufacturing facilities in Arkansas, Idaho, Minnesota and Michigan. A description of these facilities is included below under the heading Manufacturing Facilities.

In September 2004, Ainsworth Lumber Co. Ltd. purchased our three oriented strand board facilities located in Minnesota. Financial data relating to the sale is included below under the heading Discontinued Operations, as well as throughout Management's Discussion and Analysis of Financial Condition and Results of Operations.

The forest products industry is highly competitive, and we compete with both smaller and substantially larger forest products companies, as well as companies that manufacture substitutes for wood and wood fiber products. Our share of the market for lumber, plywood and particleboard is not significant compared to the total United States market for these products. We believe that competitiveness in this industry is largely based on individual mill efficiency and on the availability of competitively priced resources on a facility-by-facility basis, rather than the number of mills operated. This is due to the fact that it is generally not economical to transfer wood between or among facilities, which would permit a greater degree of specialization and operating efficiencies. Instead, each facility must utilize the raw materials that are available to it in a relatively limited geographic area. For these reasons, we believe we are able to compete effectively with companies that have a larger number of mills. We compete based on product quality, customer service and price.

Pulp and Paperboard Segment

The Pulp and Paperboard segment produces and markets bleached paperboard and bleached pulp. A description of the facilities used to produce these products is included below under the heading Manufacturing Facilities.

We are a major producer of bleached paperboard in the United States, with approximately 10% of the available capacity. We compete with at least five other domestic pulp and paperboard producers. The business is capital intensive, which leads to high

fixed costs. As a result, production generally continues as long as selling prices cover variable costs. As part of our ongoing effort to increase manufacturing efficiency and lower costs, we have allocated production of various paperboard products between our two facilities.

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Bleached paperboard is a product used in the high-end segment of the packaging industry due to its strength, brightness and favorable printing and graphic surface features. Our bleached paperboard is processed by our customers into a variety of end products, including packaging for liquids and other food products, pharmaceuticals, toiletries and other consumable goods, as well as paper cups and paper plates.

We also produce and sell bleached softwood market pulp, which is used as the basis for many paper products. We do not consider ourselves among the larger manufacturers of softwood market pulp in the United States.

We utilize various methods for the sale and distribution of our paperboard and softwood pulp. In general, we sell paperboard to packaging converters domestically through sales offices located throughout the United States. The majority of our international paperboard sales are made in Japan, Korea, China and other Southeast Asian countries through sales representative offices. The majority of softwood market pulp sales are generally made through agents. Our principal methods of competing are product quality, customer service and price.

Consumer Products Segment

The Consumer Products segment produces and markets household tissue products. A description of the facilities used to produce these products is included below under the heading Manufacturing Facilities. In early 2004, we commenced operation of a new 102-inch through-air-dried tissue machine next to our existing tissue converting facility in Las Vegas, Nevada.

Our tissue products are manufactured on three machines at our facility in Lewiston, Idaho, as well as one machine at our facility in Las Vegas, Nevada. The tissue is then converted into packaged tissue products at four converting facilities in Lewiston, Idaho; Las Vegas, Nevada; Benton Harbor, Michigan; and Elwood, Illinois. In 2004, approximately 61% of the pulp we used to make our tissue products was obtained from our Lewiston pulp mill. The remaining portion was purchased on the open market and consisted primarily of hardwood pulp, which enhances the quality of certain grades of tissue.

We are a leading producer of private label household tissue products in the United States. In the year ended September 25, 2005, we produced approximately 90% of the private label tissue products sold in grocery stores in the western United States and approximately 51% of the private label tissue products sold in grocery stores in the United States. We compete with at least three companies that are much larger than us who sell national brand tissue products, as well as commercial, industrial and private label products. We also compete with other companies who sell regional brand products and commercial, industrial and private label products. Our household tissue products, comprised of facial and bathroom tissues, paper towels and napkins, are packaged to order for retail chains, wholesalers and cooperative buying organizations throughout the United States and, to a lesser extent, Canada. These products are sold to consumers under our customers' own brand names. We sell a majority of our tissue products to three national grocery store chains. We do not have long-term supply contracts with any of these national chains and the loss of one or more of these customers could have a material adverse effect upon the operating results of the Consumer Products segment.

We sell tissue products to major retail outlets, primarily through brokers. Our principal methods of competing are product quality, customer service and price.

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Our principal manufacturing facilities at December 31, 2004, which are owned by us except as noted, together with their respective 2004 annual capacities and production, are as follows:

	<u>Capacity (A)</u>	<u>Production (A)</u>
Wood Products		
Sawmills(B):		
Prescott, Arkansas	225,000 mbf	220,000 mbf
Warren, Arkansas	225,000 mbf	210,000 mbf
Lewiston, Idaho	175,000 mbf	174,000 mbf
St. Maries, Idaho	115,000 mbf	112,000 mbf
Bemidji, Minnesota	100,000 mbf	98,000 mbf
Plywood Mill(C):		
St. Maries, Idaho	160,000 msf	155,000 msf
Particleboard Mill(D):		
Post Falls, Idaho	70,000 msf	63,000 msf
Pulp and Paperboard		
Pulp Mills:		
Cypress Bend, Arkansas	280,000 tons	279,000 tons
Lewiston, Idaho	540,000 tons	523,000 tons
Bleached Paperboard Mills:		
Cypress Bend, Arkansas	300,000 tons	299,000 tons
Lewiston, Idaho	420,000 tons	411,000 tons
Consumer Products		
Tissue Mills:		
Lewiston, Idaho	180,000 tons	178,000 tons
Las Vegas, Nevada(E)	30,000 tons	25,000 tons
Tissue Converting Facilities:		
Lewiston, Idaho	110,000 tons	110,000 tons
Elwood, Illinois(F)	15,000 tons	4,000 tons
Benton Harbor, Michigan(G)	10,000 tons	7,000 tons
Las Vegas, Nevada	50,000 tons	47,000 tons

(A) msf stands for thousand square feet and mbf stands for thousand board feet.

(B) In May 2005, Potlatch acquired a lumber mill located in Gwinn, Michigan with a current capacity of 180,000 mbf on a three-shift basis.

(C) 3/8 inch panel thickness basis.

(D) 3/4 inch panel thickness basis.

(E) This facility commenced operations in 2004. The capacity shown in the table is the estimated annual capacity.

(F) This facility commenced operations in 2004. The building located at this facility is leased by Potlatch, while the operating equipment located within the building is owned by Potlatch. The capacity shown in the table is the estimated annual capacity.

(G) The building located at this facility is leased by Potlatch under a lease that expires in April 2006. The operating equipment located within the building is owned by Potlatch.

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Discontinued Operations

In May 2002, we completed the sale of our Cloquet, Minnesota, pulp and printing papers facilities and certain associated assets to a domestic subsidiary of Sappi Limited for \$485.5 million in cash, after closing adjustments. In conjunction with the sale, we closed our Brainerd, Minnesota, printing papers mill and exited the coated printing papers business. As a result, we recorded an after-tax charge of \$149.8 million in the first quarter of 2002. In December 2002, we recorded an additional after-tax charge of \$14.6 million to adjust employee severance costs, the carrying value of the remaining Brainerd assets and other exit costs. We sold the Brainerd facility in February 2003 for \$4.44 million in cash. In December 2003, we recorded an after-tax charge of \$1.6 million for a continuing contractual obligation related to the Brainerd facility.

In June 2002, we announced the closure of our Bradley hardwood sawmill in Warren, Arkansas, and exit from the hardwood lumber business. An after-tax charge of \$5.7 million was recorded for estimated asset write-down and closure costs. We sold the facility in August 2002. In December 2002, we reversed \$1.6 million of the after-tax charge to reflect the actual costs incurred for the closure and sale.

In September 2004, we sold our oriented strand board facilities and related assets in Bemidji, Cook and Grand Rapids, Minnesota, to Ainsworth Lumber Co. Ltd. for approximately \$452 million in cash, after closing adjustments. We recorded an after-tax gain on the sale of \$163.1 million in the third quarter of 2004.

Environment

We are subject to extensive federal and state environmental regulations at our operating facilities and timberlands, particularly with respect to air emissions, wastewater discharges, solid and hazardous waste management, site remediation, forestry operations and endangered species. We endeavor to comply with all environmental regulations and regularly monitor our activities for such compliance. Compliance with environmental regulations is a significant factor in our business and requires capital expenditures as well as additional operating costs. Capital expenditures specifically designated for environmental compliance totaled approximately \$0.4 million during 2004 and are expected to be approximately \$2.0 million in 2005.

Our timberlands in Idaho, Arkansas and Minnesota are certified by independent third parties to be in compliance with FSC standards, the SFI Program and the ISO 14001 standard for environmental management systems. Our hybrid poplar plantation is certified under both the FSC and ISO 14001 standards. Participation in the SFI, ISO and FSC programs is voluntary, and can require operating processes which are more stringent than existing federal or state requirements.

In early 1998 the Environmental Protection Agency, or EPA, published regulations specifically applicable to the pulp and paper industry. These extensive regulations govern both air and water emissions. During 2001, we completed modifications to process equipment and operating procedures to comply with Phase I of the regulations. Phase II of the regulations relates to control of high volume, low concentration emissions at kraft pulp mills, and our compliance efforts are scheduled to be completed in 2006 at an expected remaining cost of approximately \$1.0 million. We do not expect that these compliance costs will have a material adverse effect on our competitive position.

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The EPA has developed Maximum Achievable Control Technology, or MACT, standards for pulp and paper facilities, plywood and composite wood facilities and certain boiler units. We have studied the applicable MACT standards, and we estimate that capital expenditures necessary for compliance will be minimal. Compliance deadlines are in 2006 and 2007.

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We believe that our facilities are currently in substantial compliance with applicable environmental laws and regulations. We cannot assure, however, that situations that may give rise to material environmental liabilities will not be discovered or that the enactment of new environmental laws or regulations or changes in existing laws or regulations will not require significant expenditures by us.

Legal Proceedings

In January 2004, we voluntarily reported to the Minnesota Pollution Control Agency, or MPCA, a potential air permit violation at our oriented strand board facility in Bemidji, Minnesota, relating to the non-operation of equipment used to control nitrous oxide emissions from a wood-fired boiler for a period of approximately 29 months. Corrective action was taken, and effective April 12, 2005, we and the MPCA entered into a Stipulation Agreement that provided for payment of a civil penalty in the amount of \$725,000, which was within the amount of the reserve for this matter established in accordance with SFAS No. 5, Accounting for Commitments and Contingencies. The penalty was paid in the second quarter of 2005. This facility was sold in September 2004 as described more fully above under the heading Discontinued Operations.

In September 2004, we sold three oriented strand board mills located in Minnesota to Ainsworth Lumber Co. Ltd. for approximately \$452 million. On September 28, 2005, Ainsworth notified us by letter of its claims under the indemnification provisions in the asset purchase agreement between us and Ainsworth. The claims involve alleged breaches of representations and warranties regarding the condition of certain of the assets sold to Ainsworth. The amount Ainsworth is claiming exceeds the \$60 million indemnity limitation provided in the asset purchase agreement. Ainsworth has not furnished us with sufficient information to enable us to fully investigate and evaluate the validity of the claims, although we have no reason to believe that the claims are meritorious. We expect to vigorously contest any lawsuit that may be brought asserting these claims.

We believe there is no pending or threatened litigation that would have a material adverse effect on our financial position, operations or liquidity.

Employees

As of September 30, 2005, we had approximately 4,100 full-time employees. The workforce consisted of approximately 900 salaried, 3,100 hourly and 100 temporary or part-time employees. As of September 30, 2005, approximately 52% of the workforce was covered under collective bargaining agreements.

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POLICIES WITH RESPECT TO CERTAIN ACTIVITIES

The following is a discussion of the anticipated policies with respect to distributions, investments, financing, lending and certain other activities of Potlatch Holdings. Upon consummation of the REIT conversion, our policies with respect to these activities will be determined by the board of directors of Potlatch Holdings and may be amended or revised from time to time at the discretion of the board of directors without notice to, or a vote of, the stockholders of Potlatch Holdings, except that changes in certain policies with respect to conflicts of interest must be consistent with legal and contractual requirements. The board of directors of Potlatch Holdings intends to adopt the policies as outlined below.

Distribution Policy

We intend to make regularly quarterly distributions. For a discussion of our distribution policy, see [Distribution Policy](#).

Investment Policies

Following the REIT conversion, the Operating Subsidiary will hold our timberlands and Potlatch TRS will hold our other business and assets, consisting primarily of our 14 manufacturing facilities engaged in the manufacturing of wood products, pulp and paperboard and tissue products, assets used by us for the harvesting of timber and the sale of logs, and real property that we currently expect to sell or otherwise dispose of following the REIT conversion. While we intend to continue to make normal capital expenditures to maintain our manufacturing operations, we expect that timberlands will be the focus of our future investment initiatives.

Our existing portfolio of timberlands is comprised of a total of approximately 1.5 million acres in Arkansas, Idaho, Minnesota and Oregon. Our investment objective is to maximize the total return from our entire portfolio of timberlands consistent with our long-term policy of increasing sustainable yield. We will seek to accomplish this objective primarily through our management of our existing portfolio of timberlands and through acquisitions of additional timberlands. We intend to expand our timberland holdings in those states where we have existing properties and elsewhere within the United States.

We focus on long-term equity investments in timberlands. However, we may purchase or lease properties for long-term or short-term investment. Our investments will be financed as described below under [Financing Policies](#). We may hold or sell any or all of our portfolio of timberlands when circumstances warrant. We also may participate with other entities in property ownership, through joint ventures or other types of co-ownership. While we intend to emphasize equity investments, we may invest in mortgages, stock of other REITs, partnerships and other real estate investments. Equity investments may be subject to existing mortgage financing and other indebtedness that has priority over our equity interest in such properties. To enhance the value of timberlands located in undeveloped or underdeveloped markets, we may invest in limited conversion, transport, or export facilities, to stimulate the growth and competition of local timber markets or provide access to export markets.

There are currently no limitations on (i) the percentage of our assets that may be invested in any one property, venture, or type of security, (ii) the number of properties in which we may invest or (iii) the concentration of investments in a single geographic region. Following the REIT conversion, in order to comply with certain federal income tax requirements with respect to REITs, the value of

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the securities of any one issuer other than a TRS that are owned by us may not exceed 5% of the value of our total assets, and we may not own more than 10% of the outstanding securities of any one issuer other than a TRS, as measured by either vote or value. For a discussion of these limitations, see [Material Federal Income Tax Consequences](#) [Taxation of Potlatch Following the Merger](#) [Asset Tests](#). Our board of directors may establish limitations, and other policies, as it deems appropriate from time to time.

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Financing Policies

Generally, we will determine all of our financing policies in light of then-current economic conditions and timber prices, relative costs of debt and equity capital, market values of properties, growth and acquisition opportunities and other factors. If our board of directors determines that additional funding is desirable, we expect to raise such funds through borrowings under our bank credit facility and otherwise through the following means:

equity offerings of securities;

debt financings;

retention of cash flow, subject to provisions in the Internal Revenue Code concerning the taxability of undistributed REIT income and REIT qualification; and

a combination of these methods.

We have authority to offer common stock or other equity or debt securities in exchange for property and to repurchase or otherwise reacquire our shares of common stock or any other securities and may engage in such activities in the future. We may issue preferred stock from time to time, in one or more series, as authorized by our board of directors, without the need for stockholder approval. We do not have a policy limiting the amount of indebtedness that we may incur. Our restated certificate of incorporation and bylaws, as well as the certificate of incorporation and bylaws of the Operating Subsidiary, do not limit the amount or percentage of indebtedness that we or the Operating Subsidiary may incur.

On June 29, 2004, we entered into a three-year unsecured bank credit facility, which replaced a secured bank credit facility that expired on June 28, 2004. This credit facility provides a revolving line of credit of up to \$125 million, including a \$35 million subfacility for letters of credit and a \$10 million subfacility for swing line loans. Usage under either or both subfacilities reduces availability under the revolving line of credit. As of September 30, 2005, there were no borrowings outstanding under the revolving line of credit. However, approximately \$9.8 million of the letter of credit subfacility was being used to support several outstanding letters of credit. Outstanding loans under the credit facility bear interest at LIBOR plus between 0.875% and 1.625% for LIBOR loans and a base rate, effectively equal to the bank's prime rate, plus up to 0.625%, for other loans. In connection with the REIT conversion, we expect to enter into an amended and restated credit facility, which we expect will provide a revolving line of credit of up to \$175 million. Amendment of the existing credit facility will require approval by the participating banks. For additional information regarding our anticipated amended and restated credit facility, see Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources.

In the future, we may seek to extend, expand, reduce or renew our anticipated amended and restated credit facility or obtain new credit facilities or lines of credit, that may contain certain limitations on indebtedness. We will consider a number of factors when evaluating our level of indebtedness and when making decisions regarding the incurrence of indebtedness, including overall prudence, the purchase price of properties to be acquired with debt financing, the estimated market value of our properties upon refinancing and the ability of particular properties and us as a whole to generate cash flow to cover expected debt service.

Lending Policies

We may make loans to the Operating Subsidiary and other entities in which we or the Operating Subsidiary have an equity interest. We may also consider offering purchase money financing in connection with the sale of properties where the provision of such financing will increase the value received by us for the property sold.