

OFFICEMAX INC
Form 10-K/A
March 24, 2005

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 10-K/A

Amendment No. 1

**/X/ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2004

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

For the transition period from _____ to _____

Commission File Number: 1-5057

OFFICEMAX INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

82-0100960
(I.R.S. Employer Identification No.)

150 Pierce Road, Itasca, Illinois
(Address of principal executive offices)

60143
(Zip Code)

(630) 773-5000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$2.50 par value	New York Stock Exchange
American & Foreign Power Company Inc. Debentures, 5% Series due 2030	New York Stock Exchange
Common Stock Purchase Rights	New York Stock Exchange

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

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K //.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes /X/ No //

The aggregate market value of the voting common stock held by nonaffiliates of the registrant, computed by reference to the price at which the common stock was sold as of the close of business on June 30, 2004, was \$3,309,118,981. Registrant does not have any nonvoting common equities.

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of the latest practicable date.

Class	Shares Outstanding as of February 28, 2005
Common Stock, \$2.50 par value	93,430,347

Document incorporated by reference

Portions of the registrant's proxy statement relating to its 2005 annual meeting of shareholders to be held on May 9, 2005 ("OfficeMax Incorporated's proxy statement") are incorporated by reference into Part III of this Form 10-K.

OFFICEMAX INCORPORATED
FORM 10-K/A
INTRODUCTORY NOTE

This Amendment No. 1 to annual report on Form 10-K/A ("Form 10-K/A") is being filed to amend the company's annual report on Form 10-K for the year ended December 31, 2004, which was originally filed on March 16, 2005 ("Original Form 10-K") to add one exhibit, and certain information in the Exhibit Index, that were inadvertently omitted from the Original Form 10-K. Accordingly, pursuant to rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Form 10-K/A contains the complete text of Item 15(b) and the Exhibit Index, as amended, as well as certain currently dated certifications. Unaffected items have not been repeated in this Amendment No. 1.

This Amendment No. 1 does not reflect events occurring after the filing of the Original Form 10-K, which was filed on March 16, 2005. Such events include, among others, the events described in the company's current reports on Form 8-K filed after the date of the Original Form 10-K. This Amendment No. 1 is effective for all purposes as of March 16, 2005.

ITEM 15(b) Exhibits.

See Index to Exhibits.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OfficeMax Incorporated

By /s/ MATTHEW R. BROAD

Matthew R. Broad
Executive Vice President and General Counsel

Dated: March 24, 2005

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OFFICEMAX INCORPORATED

INDEX TO EXHIBITS

Filed with the Annual Report on Form 10-K for the Year Ended December 31, 2004

Number	Description
2.1	(1) Agreement and Plan of Merger dated as of July 13, 2003, among Boise Cascade Corporation (now OfficeMax Incorporated), Challis Corporation, and OfficeMax, Inc.
2.2	(2) Asset Purchase Agreement dated July 26, 2004, between Boise Cascade Corporation (now OfficeMax Incorporated), Boise Southern Company, Minidoka Paper Company and Forest Products Holdings, L.L.C., and Boise Land & Timber Corp.
3.1	(3) Restated Certificate of Incorporation, as restated to date
3.2	* Bylaws as amended March 11, 2005
4.1	(4) Trust Indenture between Boise Cascade Corporation (now OfficeMax Incorporated) and Morgan Guaranty Trust Company of New York, Trustee, dated October 1, 1985, as amended
4.2	(5) Revolving Credit Agreement \$560,000,000, dated as of March 28, 2002
4.3	(6) Renewed Rights Agreement, amended and restated as of December 12, 2003
4.4	(7) Purchase Contract Agreement between Boise Cascade Corporation and BNY Western Trust Company, as purchase contract agent, dated December 5, 2001
4.5	(7) Amended and Restated Declaration of Trust of Boise Cascade Trust I among Boise Cascade Corporation, as depositor, BNY Western Trust Company, as property trustee, and The Bank of New York (Delaware), as Delaware trustee, dated December 5, 2001
4.6	(7) Guarantee Agreement between the Boise Cascade Corporation, as guarantor, and BNY Western Trust Company, as guarantee trustee, dated December 5, 2001
4.7	(7) Pledge Agreement between Boise Cascade Corporation, JPMorgan Chase Bank, as collateral agent, custodial agent, and securities intermediary, and BNY Western Trust Company, as purchase contract agent, dated December 5, 2001
9	Inapplicable
10.1	(8) Paper Purchase Agreement between Boise White Paper, L.L.C., OfficeMax Contract, Inc., and OfficeMax North America, Inc.
10.2	(3) Additional Consideration Agreement between Boise Cascade Corporation (now OfficeMax Incorporated) and Boise Cascade, L.L.C., dated October 29, 2004
10.3	(3) Installment Note for \$559,500,000 between Boise Land & Timber, L.L.C. (Maker) and Boise Cascade Corporation (now OfficeMax Incorporated) (Initial Holder) dated October 29, 2004
10.4	(3) Installment Note for \$258,000,000 between Boise Land & Timber, L.L.C. (Maker) and Boise Southern Company (Initial Holder) dated October 29, 2004
10.5	(3) Installment Note for \$817,500,000 between Boise Land & Timber II, L.L.C. (Maker) and Boise Cascade Corporation (now OfficeMax Incorporated) (Initial Holder) dated October 29, 2004
10.6	(3) Guaranty by Wachovia Corporation dated October 29, 2004
10.7	(3) Guaranty by Lehman Brothers Holdings Inc. dated October 29, 2004
10.8	(3) Employment Agreement between Boise Cascade Office Products Corporation (now OfficeMax Contract, Inc.) and

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Number

Description

Gary Peterson dated December 10, 2003+

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- 10.9 (3) Employment Agreement between Boise Cascade Office Products Corporation (now OfficeMax Contract, Inc.) and Phillip P. DePaul dated December 10, 2003+
 - 10.10 (9) Employment Agreement between Boise Cascade Corporation (now OfficeMax Incorporated) and George J. Harad dated October 29, 2004, as amended+
 - 10.11 (3) Registration Rights Agreement among Boise Cascade Corporation (now Office Max Incorporated), Forest Products Holdings, L.L.C., and Boise Cascade Holdings, L.L.C., dated October 29, 2004
 - 10.12 (3) Registration Rights Agreement among Kooskia Investment Corporation, Forest Products Holdings, L.L.C., and Boise Land & Timber Holdings Corp., dated October 29, 2004
 - 10.13 (3) Boise Cascade Holdings, L.L.C., Operating Agreement dated October 29, 2004
 - 10.14 (3) Securityholders Agreement among Boise Cascade Corporation (now OfficeMax Incorporated), Forest Products Holdings, L.L.C., and Boise Cascade Holdings, L.L.C., dated October 29, 2004
 - 10.15 (3) Stockholders Agreement among Kooskia Investment Corporation, Forest Products Holdings, L.L.C., and Boise Land & Timber Holdings Corp., dated October 29, 2004.
 - 10.16 (10) Interest Rate Swap Agreement dated October 27, 2004, between J. Aron & Company and OfficeMax Incorporated
 - 10.17 (10) Interest Rate Swap Agreement dated October 27, 2004, between J. Aron & Company and Boise Southern Company
 - 10.18 (11) Purchase Agreement dated December 13, 2004, between OMX Timber Finance Investments I, LLC, OMX Timber Finance Investments II, LLC, OfficeMax Incorporated, Wachovia Capital Markets, LLC, and Lehman Brothers Inc.
 - 10.19 (11) Indemnification Agreement dated December 13, 2004, between Wachovia Corporation, Lehman Brothers Holdings Inc., OMX Timber Finance Investments I, LLC, OMX Timber Finance Investments II, LLC, OfficeMax Incorporated, Wachovia Capital Markets, LLC, and Lehman Brothers Inc.
 - 10.20 (12) Executive Savings Deferral Plan+
 - 10.21 (12) 2005 Deferred Compensation Plan+
 - 10.22 (12) 2005 Directors Deferred Compensation Plan+
 - 10.23 (12) Directors Compensation Summary Sheet+
 - 10.24 (12) Form of Director Restricted Stock Award Agreement+
 - 10.25 (13) Form of OfficeMax Incorporated Nonstatutory Stock Option Agreement+
 - 10.26 (14) Executive Life Insurance Program+
 - 10.27 (14) Officer Annual Physical Program+
 - 10.28 (14) Financial Counseling Program+
 - 10.29 * Form of Amended 2005 Annual Incentive Award Agreement+
 - 10.30 * 2004 Retention Bonus Plan+
 - 10.31 * Executive Officer Mandatory Retirement Policy+
 - 10.32 * Form of Severance Agreement with Executive Officer (for executive officer not covered by Supplement Early Retirement Plan)+
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- 10.33 (15) 1982 Executive Officer Deferred Compensation Plan, as amended through September 26, 2003+
 - 10.34 (16) Nonbusiness Use of Corporate Aircraft Policy, as amended+
 - 10.35 (17) Supplemental Early Retirement Plan for Executive Officers, as amended through September 26, 2003+
 - 10.36 (17) Boise Cascade Corporation (now OfficeMax Incorporated) Supplemental Pension Plan, as amended through September 26, 2003+
 - 10.37 * Form of Severance Agreement with Executive Officer (for executive officer covered by Supplement Early Retirement Plan)+
 - 10.38 (17) 1984 Key Executive Stock Option Plan, as amended through September 26, 2003+
 - 10.39 (17) 1980 Split Dollar Life Insurance Plan, as amended through September 25, 2003+
 - 10.40 (17) Form of Agreement with Executive Officers, as amended through September 26, 2003 (for executive officers who were employees of Boise Cascade Corporation)+
 - 10.41 (18) Supplemental Healthcare Plan for Executive Officers, as amended through January 1, 2003+
 - 10.42 * Executive Officer Severance Pay Policy+
 - 10.43 (19) Form of Directors' Indemnification Agreement, as revised September 26, 2003+
 - 10.44 (20) Deferred Compensation and Benefits Trust, as amended for the Form of Sixth Amendment dated May 1, 2001+
 - 10.45 (21) Director Stock Compensation Plan, as amended through September 26, 2003+
 - 10.46 (21) Directors Stock Option Plan, as amended through September 26, 2003+
 - 10.47 (21) Form of Agreement with Executive Officers, as amended through September 26, 2003 (for Boise Office Solutions employees who were executive officers of Boise Cascade Corporation)+
 - 10.48 (21) 2001 Key Executive Deferred Compensation Plan, as amended through September 26, 2003+
 - 10.49 (21) 2001 Board of Directors Deferred Compensation Plan, as amended through September 26, 2003+
 - 10.50 (21) Key Executive Performance Unit Plan, as amended through September 26, 2003+
 - 10.51 (21) 2003 Director Stock Compensation Plan, as amended through September 26, 2003+
 - 10.52 (21) 2003 Boise (now OfficeMax) Incentive and Performance Plan, as amended through December 12, 2003+
 - 10.53 * OfficeMax Cash Incentive Plan (effective March 11, 2005) and form of 2005 Cash Incentive Award Agreement+
 - 10.54 * Form of 2005 Restricted Stock Unit Award Agreement+
 - 10.55 ** Employment Agreement between Boise Cascade Office Products Corporation (now OfficeMax Contract, Inc.) and Ryan Vero dated December 10, 2003+
 - 11 * Computation of Per-Share Earnings
 - 12.1 * Ratio of Earnings to Fixed Charges
 - 12.2 * Ratio of Earnings to Combined Fixed Charges and Preferred Dividend Requirements
 - 13 Inapplicable
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14	(22)	Code of Ethics
16		Inapplicable
18		Inapplicable
21	*	Significant subsidiaries of the registrant
22		Inapplicable
23	*	Consent of KPMG LLP (see page 110)
24		Inapplicable
31.1	**	CEO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	**	CFO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	*	Section 906 Certifications of Chief Executive Officer and Chief Financial Officer of OfficeMax Incorporated

*

Filed with the Original Form 10-K on March 16, 2005.

**

Filed with this Amendment No. 1 on Form 10-K/A.

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Indicates exhibits that constitute management contracts or compensatory plans or arrangements.

(1)

Exhibit 2.1 was filed as Exhibit 2 in our Current Report on Form 8-K filed on July 14, 2003, and is incorporated by reference.

(2)

Exhibit 2.2 was filed as Exhibit 2 in our Current Report on Form 8-K filed on July 28, 2004, and is incorporated by reference.

(3)

Exhibit was filed under the same exhibit number in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, and is incorporated by reference.

(4)

The Trust Indenture between Boise Cascade Corporation (now known as OfficeMax Incorporated) and Morgan Guaranty Trust Company of New York, Trustee, dated October 1, 1985, as amended, was filed as exhibit 4 in the Registration Statement on Form S-3 No. 33-5673, filed May 13, 1986. The Trust Indenture has been supplemented on seven occasions as follows: The First Supplemental Indenture, dated December 20, 1989, was filed as exhibit 4.2 in the Pre-Effective Amendment No. 1 to the Registration Statement on Form S-3 No. 33-32584, filed December 20, 1989. The Second Supplemental Indenture, dated August 1, 1990, was filed as exhibit 4.1 in our Current Report on Form 8-K filed on August 10, 1990. The Third Supplemental Indenture, dated December 5, 2001, between Boise Cascade Corporation and BNY Western Trust Company, as trustee, to the Trust Indenture dated as of October 1, 1985, between Boise Cascade Corporation and U.S. Bank Trust National Association (as successor in interest to Morgan Guaranty Trust Company of New York) was filed as exhibit 99.2 in our Current Report on Form 8-K filed on December 10, 2001. The Fourth Supplemental Indenture dated October 21, 2003, between Boise Cascade Corporation and U.S. Bank Trust National Association was filed as exhibit 4.1 in our Current Report on Form 8-K filed on October 20, 2003. The Fifth Supplemental Indenture dated September 16, 2004, among Boise Cascade Corporation, U.S. Bank Trust National Association and BNY Western Trust Company was filed as exhibit 4.1 to our Current Report on Form 8-K filed on September 22, 2004. The Sixth Supplemental Indenture dated October 29, 2004, between OfficeMax Incorporated and U.S. Bank Trust National Association was filed as exhibit 4.1 to our Current Report on Form 8-K filed on November 4, 2004. The Seventh Supplemental Indenture, made as of December 22, 2004, between OfficeMax Incorporated and U.S. Bank Trust National Association was filed as exhibit 4.1 to our Current Report on Form 8-K filed on December 22, 2004. Each of the documents referenced in this footnote is incorporated by reference.

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- (5) Exhibit 4.2 was filed as exhibit 4 in Boise's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002, and is incorporated by reference.
- (6) Exhibit 4.3 was filed under the same exhibit number in our Annual Report on Form 10-K for the year ended December 31, 2003, and is incorporated by reference.
- (7) Exhibits 4.4, 4.5, 4.6, and 4.7 were filed as exhibits 99.4, 99.7, 99.9, and 99.10, respectively, in Boise's Current Report on Form 8-K filed on December 10, 2001, and are incorporated by reference.
- (8) Exhibit 10.1 was filed under the same exhibit number in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, and is incorporated by reference. (Confidential treatment requested; confidential portions filed separately with the Securities and Exchange Commission.)
- (9) Exhibit 10.10 was filed under same exhibit number in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2004. The First Amendment to Employment Agreement with George J. Harad was filed as exhibit 10.1 in our Current Report on Form 8-K filed on December 15, 2004. Each of the documents referenced in this footnote is incorporated by reference.
- (10) Exhibits 10.16 and 10.17 were filed as exhibits 10.1 and 10.2, respectively, in our Current Report on Form 8-K filed on November 2, 2004, and are incorporated by reference.
- (11) Exhibits 10.18 and 10.19 were filed as exhibits 10.1 and 10.2, respectively, in our Current Report on Form 8-K filed on December 17, 2004, and are incorporated by reference.
- (12) Exhibits 10.20, 10.21, 10.22, 10.23, and 10.24 were filed as exhibits 10.2, 10.3, 10.4, 10.5, and 10.6, respectively, in our Current Report on Form 8-K filed on December 15, 2004, and are incorporated by reference.
- (13) Exhibit 10.25 was filed as exhibit 10.1 in our Current Report on Form 8-K filed on January 6, 2005, and is incorporated by reference.
- (14) Exhibits 10.26, 10.27 and 10.28 were filed as exhibits 10.1, 10.2, and 10.3 in our Current Report on Form 8-K filed on February 16, 2005, and are incorporated by reference.
- (15) Exhibit 10.33 was filed as exhibit 10.4 in our Annual Report on Form 10-K for the year ended December 31, 2003, and is incorporated by reference.
- (16) Exhibit 10.34 was filed as exhibit 10.13 in our Annual Report on 10-K for the year ended December 31, 1993, and is incorporated by reference.
- (17) Exhibits 10.35, 10.36, 10.38, 10.39, and 10.40 were filed as exhibits 10.6, 10.7, 10.9, 10.10, and 10.11, respectively, in our Annual Report on 10-K for the year ended December 31, 2003, and are incorporated by reference.
- (18) Exhibit 10.41 was filed as exhibit 10.13 in our Annual Report on Form 10-K for the year ended December 31, 2002, and is incorporated by reference.
- (19) Exhibit 10.43 was filed as exhibit 10.15 in our Annual Report on Form 10-K for the year ended December 31, 2004, and is incorporated by reference.
- (20)

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The Deferred Compensation and Benefits Trust, as amended and restated as of December 13, 1996, was filed as exhibit 10.18 in our Annual Report on Form 10-K for the year ended December 31, 1996. Amendment No. 4, dated July 29, 1999, to the Deferred Compensation and Benefits Trust was filed as exhibit 10.18 in our Annual Report on Form 10-K for the year ended December 31, 1999. Amendment No. 5, dated December 6, 2000, to the Deferred Compensation and Benefits Trust was filed as exhibit 10.18 in our Annual Report on Form 10-K for the year ended December 31, 2000. Amendment No. 6, dated May 1, 2001, to the Deferred Compensation and Benefits Trust was filed as exhibit 10 in our Quarterly Report on Form 10-Q

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for the quarter ended September 30, 2001. Each of the documents referenced in this footnote is incorporated by reference.

- (21) Exhibits 10.45, 10.46, 10.47, 10.48, 10.49, 10.50, 10.51, and 10.52 were filed as exhibits 10.17, 10.18, 10.22, 10.23, 10.24, 10.25, 10.26, and 10.27, respectively, in our Annual Report on Form 10-K for the year ended December 31, 2003, and are incorporated by reference.
- (22) Our Code of Ethics can be found on our website (www.officemax.com) by clicking on "About us," "Investors" and then "Code of Ethics."
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QuickLinks

[ITEM 15\(b\) Exhibits](#)