

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name POTLATCH CORPORATION		2 Issuer's employer identification number (EIN) 82-0156045	
3 Name of contact for additional information DWAYNE TOFELL	4 Telephone No. of contact 509-835-1508	5 Email address of contact DWAYNE.TOFELL@POTLATCHCORP.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 601 W 1ST AVENUE SUITE 1600		7 City, town, or post office, state, and Zip code of contact SPOKANE, WA 99201	
8 Date of action SEE BELOW		9 Classification and description COMMON STOCK DIVIDENDS	
10 CUSIP number 737630103	11 Serial number(s) N/A	12 Ticker symbol PCH	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ THE ISSUER MADE CASH DISTRIBUTIONS TO ITS SHAREHOLDERS IN EXCESS OF ITS CURRENT AND ACCUMULATED EARNINGS AND PROFITS. SEE PART II LINE 15 FOR THE AMOUNT OF THESE DISTRIBUTIONS PER SHARE.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ THE DISTRIBUTIONS REDUCED THE BASIS OF THE SECURITIES IN THE HANDS OF THE U.S. TAXPAYERS AS FOLLOWS:

PAYMENT DATE	RETURN OF CAPITAL
03/27/2012	\$0.133585
06/26/2012	\$0.133585
09/28/2012	\$0.133585
12/28/2012	\$0.133585

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ THE ISSUER'S EARNINGS AND PROFITS WERE CALCULATED UNDER IRC SEC. 312 AS MODIFIED BY IRC SEC. 857(d) FOR A REAL ESTATE INVESTMENT TRUST, AND THE REGULATIONS THEREUNDER. AMOUNTS IN EXCESS OF EARNINGS AND PROFITS REDUCE THE SHAREHOLDER'S TAX BASIS IN ITS SHARES TO THE EXTENT OF BASIS.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

IRC SEC 301(c) (2)

IRC SEC 316

18 Can any resulting loss be recognized? ▶ N/A

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THESE ACTIONS ARE EFFECTIVE ON THE DATES OF DISTRIBUTION LISTED IN PART II, LINE 15.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ /s/ TERRY L. CARTER Date ▶ 01/15/2013

Print your name ▶ TERRY L. CARTER Title ▶ TREASURER/CONTROLLER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054