

AMENDED AND RESTATED
COMPENSATION COMMITTEE CHARTER
OF
BLUELIX HOLDINGS INC.

Purpose

The purpose of the Compensation Committee (the "Committee") of BlueLinx Holdings Inc. (the "Company") is (1) to discharge the Company's Board of Directors' (the "Board") responsibilities relating to the directors, executive officers and employees compensation and employment benefit plans, policies and programs of the Company; and (2) to prepare annual reports on executive compensation required by the corporate governance standards of the New York Stock Exchange (the "NYSE") and by the rules and regulations of the Securities and Exchange Commission (the "SEC") for inclusion in the Company's annual proxy materials. The Company strives to provide fair compensation to executive officers based on their performance and contribution to the Company and to provide incentives that attract and retain key executives, instill a long-term commitment to the Company, and develop a pride and sense of Company ownership, all in a manner consistent with shareholder interests. In addition, the Company strives to provide fair compensation to non-employee directors, taking into consideration compensation paid to directors of comparable companies and the specific duties of each director. The actions of the Committee should be taken in furtherance of these objectives.

The Committee shall have the authority to undertake the specific duties and responsibilities described hereinafter and the authority to undertake such other duties as are assigned by law, the Company's certificate of incorporation or by-laws or by the Board.

Composition

The Board shall select at least three of its members to serve as members of the Committee, the number of which shall be fixed from time to time by resolution adopted by a majority vote of the full Board. Members of the Committee should be suitably knowledgeable in matters pertaining to executive compensation. As long as the Company is a "controlled company" as defined in Section 303.A.00 of the NYSE Listed Company Manual, each member of the Committee need not be an independent director as defined under the applicable rules of the NYSE. At any time at which the Committee is required by law, rule, regulation or the corporate governance standards of the NYSE to be composed of one or more independent directors, each member of the Committee shall be determined affirmatively by a majority vote of the full Board to qualify as independent under the corporate governance standards of the NYSE, as then in effect. Each member of the Committee shall serve at the pleasure of the Board and for such terms as the Board shall determine. The members of the Committee shall be appointed annually, and vacancies filled or members removed by the vote of a majority of the full Board. One member of the Committee shall be appointed as its chairperson ("Chairperson") by majority vote of the full Board. Committee members may resign by giving written notice to the Board. A

Committee member may resign Committee membership without resigning from the Board, but a member shall cease automatically to be a member of the Committee upon either ceasing to be a member of the Board or, at any time such member is required by law, rule, regulation or the corporate governance standards of the NYSE to be independent, ceasing to be independent.

Specified Duties

The Committee shall:

1. Have sole authority, in its discretion, to retain and terminate any compensation consultant used to assist the Committee in the evaluation of director, Chief Executive Officer ("CEO"), or executive officer compensation, and shall have the sole authority to approve the consultant's fees and other retention terms. The Committee shall also have the authority, in its discretion, to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. With respect to the CEO and any other employees who are directors of the Company ("Inside Directors"), annually review and approve corporate goals and objectives relevant to their compensation, evaluate their performance in light of such goals and objectives, and, based on this evaluation, establish their total compensation (subject to the limitations on action by certain Committee members pursuant to Item 9 below), including but not limited to (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits, including, but not limited to, perquisites. In determining the long-term incentive component of each Inside Director's compensation, the Committee shall consider the Company's performance and relative return, the value of similar incentive awards to persons with comparable positions at comparable companies, and the awards given to each Inside Director in past years.
3. Annually review and make recommendations to the Board with respect to the compensation of all directors who are not Inside Directors, taking into consideration compensation paid to non-officer directors of comparable companies and the specific duties of each director.
4. In consultation with the CEO, annually review and approve the compensation (subject to the limitations on action by certain Committee members pursuant to Item 9 below) for executive officers of the Company other than Inside Directors, including, but not limited to (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance

arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits, including, but not limited to, perquisites. At the Committee's sole discretion, it may submit any of its decisions to the Board for its approval or ratification.

5. Monitor the Company's compliance with the requirements of the Sarbanes-Oxley Act of 2002 and other applicable laws, regulations and rules relating to compensation arrangements for directors and executive officers.
6. Disclose its compensation policies applicable to the Company's executive officers, including the specific relationship of corporate performance to executive officer compensation; prepare an annual Committee report on executive compensation (including, without limitation, a discussion of compensation of the CEO) containing such material, in the manner that is required pursuant to the corporate governance standards of the NYSE and the rules and regulations of the SEC, for inclusion in the Company's proxy materials in accordance with applicable rules and regulations of the SEC.
7. Oversee the Company's compliance with the requirement under the corporate governance standards of the NYSE, or the rules of any other exchange on which the Company's securities are traded, that shareholders approve all option plans, with limited exceptions.
8. Periodically review significant issues that relate to employee benefits whether or not the employee benefits are governed under the Employee Retirement Income Security Act of 1974 ("ERISA") and shall further have such responsibilities as set forth from time to time in such plans or programs.
9. Administer any incentive program providing for performance-based awards under Section 162(m) of the Internal Revenue Code of 1986, as amended ("Section 162(m)") with respect to those associates who are described in subsection 16(a) of the Exchange Act or who are or are expected to be "covered employees," as defined in Section 162(m), approve all such grants or awards that are intended to be exempt from the application of either or both of such provisions, take such actions in furtherance of the same and shall further have such responsibilities as set forth from time to time in such plans or programs. For purposes of Section 162(m), the Committee shall include only those members qualified as "outside" directors as defined in that section. In the event that the Committee does not have two outside directors as defined in Section 162(m), decisions should be approved by a majority of the outside Board members. In addition, for purposes of Rule 16b-3, the Committee shall

include only those members qualified as "non-employee" directors as defined in that rule.

10. Have overall responsibility for the compensation and benefits structure applicable to the Company's employees, including, but not limited to incentive compensation and equity-based compensation, and shall be the ultimate authority for such matters; provided that, at the Committee's sole discretion, it may submit such matters as it determines to be appropriate to the Board for the Board's approval or ratification.
11. Annually review and evaluate its performance with respect to its compensation functions.

In regards to the aforementioned duties, managing and reviewing shall include general administration, an annual review of the plans, the setting of performance targets when appropriate, and approval of any and all changes, including termination of compensation plans or employment when appropriate.

All annual plan reviews shall include reviewing the plans' administrative costs, reviewing current plan features relative to any proposed new features, assessing the performance of the plans' internal and external administrators if any duties have been delegated, and formally adopting any plan changes by resolution of the Committee.

Meetings and Procedures

1. It is anticipated that the Committee shall meet at least four times during the course of each year; however, it may meet more or less frequently as the Committee in its discretion deems necessary to fulfill its duties. The Committee may establish its own schedule, which it will provide to the Board in advance to the extent practicable.

2. An agenda for each meeting shall be created by the Chairperson and circulated to each member of the Committee and, where appropriate, the legal, tax and accounting departments prior to the meeting together with any related materials.

3. The Chairperson or a majority of the Committee may call a meeting at any time during the year to discuss any urgent or important matters. The agenda and all supplemental materials for these meetings will be distributed as soon as practicable.

4. A quorum, defined as a majority, of the Committee shall participate in each meeting either in person or by telephone. Any memoranda or presentations prepared for the meeting shall be transmitted to all members of the Committee before the meeting commences, whether they are participating in person, by telephone, or not at all.

5. The chairman of the board, the president, the CEO and the chief financial officer may attend any meeting of the Committee, except for portions of the meetings where his, her or their presence would be inappropriate, as determined by the Chairperson, except that the CEO may not attend any meeting where his or her compensation is being negotiated or voted upon.

6. Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the secretary of the Company.

7. The Committee shall have the authority to establish its own rules and procedures consistent with the Company's by-laws for notice and conduct of its meetings, should the Committee, in its discretion, deem it desirable to do so.

8. Failure to satisfy pre-meeting notification or agenda requirements shall not invalidate an otherwise duly held meeting.

Authority

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors, to the fullest extent permitted by law.

The Committee shall have the resources and authority necessary to discharge its responsibilities, including, without limitation, the authority and funding to retain any outside advisors or consultants it deems necessary, including outside counsel or other experts. Any communications between the Committee and legal counsel in the course of legal advice will be considered privileged, and the Committee will make all necessary steps to preserve such privileged nature of the communications. The Committee will have sole authority to retain or terminate compensation consultants as well as approve the fees or other retention terms of such consultants.

Delegation of Duties

Except as discussed below, the Committee may delegate its duties and responsibilities to a subcommittee consisting of one or more members of the Committee, or to executive officers of the Company. All proposed delegations of duties must be adopted by a resolution of the Committee and reviewed for compliance with the relevant plan, the corporate governance standards of the NYSE, the rules and regulations of the SEC and Delaware corporate law by the legal, tax and accounting departments before they are voted upon at meetings. The resolution shall specify which duties are being delegated, to whom the duties are delegated, and which oversight powers the Committee retains.

To comply with Section 162(m), the Committee shall not delegate any matters that involve executive compensation with respect to "covered employees" as defined under Section 162(m). When applicable, the Committee shall not delegate responsibility for any matters where it has determined such compensation is intended to comply with Section 162(m).

The Committee shall, without delegation:

1. Set and commit to writing any and all performance targets for all "covered employees" within the first 90 days of the performance period to which

such target relates or, if shorter, within the period provided by Section 162(m) in order for such target to be "pre-established" within the meaning of Section 162(m) if applicable.

2. Certify that any and all performance targets used for all equity based compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plans.
3. Approve all amendments to all equity based compensation plans.
4. Grant any awards under all equity based compensation plans to executive officers or current employees with the potential to become the CEO or an executive officer.
5. Approve which persons are entitled to awards under all stock option plans.
6. Approve CEO and other executive officer compensation.

In addition, the Committee shall ensure that the stockholders of the Company approve the Company's equity based compensation plans if required by applicable law, rules or regulations.

Other Responsibilities

1. The Committee shall review and reassess the Committee's charter at least annually and submit any recommended changes to the Board for its consideration.
2. The Committee shall evaluate its performance on an annual basis and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee.
3. The Committee shall report to the Board from time to time, or whenever it shall be called upon to do so.