

MADISON DEARBORN CAPITAL PARTNERS IV LP  
 Form 3  
 March 03, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |          |                                      |   |  |
|---|---------|----------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person *                                 |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                              |  |
| BOISE CASCADE HOLDINGS, L.L.C.  |         |          | (Month/Day/Year)                     | Boise Inc. [BZ]   |  |
| (Last)  | (First) | (Middle) |                                      | 4. Relationship of Reporting Person(s) to Issuer                                | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
| C/O BOISE CASCADE HOLDINGS, L.L.C., 1111 WEST JEFFERSON STREET, SUITE 300 |         |          |                                      | (Check all applicable)  |  |
| (Street)  |         |          |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner |  |
|   |         |          |                                      | <input type="checkbox"/> Officer <input type="checkbox"/> Other                 |  |
|   |         |          |                                      | (give title below) (specify below)  | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
| BOISE, ID 83728   |         |          |                                      |   | <input type="checkbox"/> Form filed by One Reporting Person                      |
| (City)  | (State) | (Zip)    |                                      |   | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, par value \$0.0001   | 37,857,374   | I   | See footnote <sup>(1)</sup>                              |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

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| (Month/Day/Year)    | Derivative Security<br>(Instr. 4) | or Exercise<br>Price of<br>Derivative<br>Security | Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | (Instr. 5) |
|---------------------|-----------------------------------|---|--|------------|
| Date<br>Exercisable | Expiration<br>Date                | Title   | Amount or<br>Number of<br>Shares   |            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BOISE CASCADE HOLDINGS, L.L.C.<br>C/O BOISE CASCADE HOLDINGS, L.L.C.<br>1111 WEST JEFFERSON STREET, SUITE 300<br>BOISE, ID 83728          | ^             | ^ X       | ^       | ^     |
| FOREST PRODUCTS HOLDINGS, L.L.C.<br>C/O BOISE CASCADE HOLDINGS, L.L.C.<br>1111 WEST JEFFERSON STREET, SUITE 300<br>BOISE, ID 83728        | ^             | ^ X       | ^       | ^     |
| MADISON DEARBORN CAPITAL PARTNERS IV LP<br>C/O BOISE CASCADE HOLDINGS, L.L.C.<br>1111 WEST JEFFERSON STREET, SUITE 300<br>BOISE, ID 83728 | ^             | ^ X       | ^       | ^     |
| MADISON DEARBORN PARTNERS IV LP<br>C/O BOISE CASCADE HOLDINGS, L.L.C.<br>1111 WEST JEFFERSON STREET, SUITE 300<br>BOISE, ID 83728         | ^             | ^ X       | ^       | ^     |

## Signatures

|  |  |            |
|--|--|------------|
| Boise Cascade Holdings, L.L.C. By: /s/ David G. Gadda, Its: Vice President and General Counsel   |  | 03/03/2008 |
| **Signature of Reporting Person  |  | Date       |
| Forest Products Holdings, L.L.C. By: /s/ Wayne Rancourt Its: Vice President and Treasurer  |  | 03/03/2008 |
| **Signature of Reporting Person  |  | Date       |
| Madison Dearborn Capital Partners IV, L.P. By: Madison Dearborn Partners IV, L.P., its General Partner By: Madison Dearborn Partners, LLC, its General Partner By: /s/ Mark B. Tresnowski, Managing Director |  | 03/03/2008 |
| **Signature of Reporting Person  |  | Date       |
| Madison Dearborn Partners IV, L.P. By: Madison Dearborn Partners, LLC, its General Partner By: /s/ Mark B. Tresnowski, Managing Director   |  | 03/03/2008 |
| **Signature of Reporting Person  |  | Date       |

## Explanation of Responses:

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

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

Boise Cascade Holdings, L.L.C. ("BCH") is the record owner of the 37,857,374 shares set forth herein. The shares held by BCH may be deemed to be beneficially owned by: (i) Forest Products Holdings, L.L.C. ("FPH"), by virtue of its being the controlling equityholder of BCH; (ii) Madison Dearborn Capital Partners IV, L.P. ("MDCP IV") by virtue of its being the controlling equityholder of FPH; and (iii)

- (1) Madison Dearborn Partners IV, L.P. ("MDP IV"), by virtue of its being the general partner of MDCP IV. John A. Canning, Jr., Paul J. Finnegan and Samuel M. Menco are the sole members of a limited partner committee of MDP IV that has the power, acting by majority vote, to vote or dispose of the shares held by MDCP IV and MDP IV. Each of FPH, MDCP IV, MDP IV and the members of the limited partner committee of MDP IV disclaims beneficial ownership of the shares held directly by BCH except to the extent of his or its respective pecuniary interest therein.

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

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