

BOISE INC.
Form DEF 14A
March 19, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

BOISE INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Notice of
2012 Annual Shareholders' Meeting
and Proxy Statement

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CHAIR'S LETTER TO SHAREHOLDERS

Dear Fellow Shareholders:

This past year was our most successful since our inception. The goals we set last year were enhancement of shareholder return from operational excellence, growth when strategic opportunities were available at sensible prices, and disciplined allocation of capital. We achieved these goals.

We expanded our packaging business and improved our competitive position through the acquisitions of Tharco Packaging and Hexacomb, delivered record EBITDA, generated strong cash flow, and returned capital to shareholders through dividends and share repurchases. We delivered this performance while maintaining our sharp focus on our core values of safety and customer satisfaction.

While very pleased with our performance last year, we will continue, during 2012 and future years, to focus on producing a superior return on capital, generating value for our shareholders through high performing operations, targeted growth at reasonable prices, and disciplined allocation of capital.

Our declaration of a \$0.48 per share dividend, paid March 21, 2012, is consistent with our commitment to producing outstanding shareholder return. This is the third consecutive year in which we have paid a special dividend. With this special dividend, we have returned \$249 million in capital to shareholders through dividends and share repurchases during the 16 months from December 2010 through March 2012.

On behalf of your board of directors, I thank and congratulate Alexander Toeldte, our president and chief executive officer, our entire management team, and each of our approximately 5,400 Boise employees for outstanding operating performance and delivering value to our shareholders.

Cordially,

Carl A. Albert

Chair of the Board of Directors

BOISE INC.

NOTICE OF 2012 ANNUAL SHAREHOLDERS' MEETING

Time and Date: 9:00 a.m. Mountain Daylight Time
Wednesday, April 25, 2012

Place: Boise Plaza Building
1-West Conference Room
1111 West Jefferson Street
Boise, Idaho 83702-5388

Record Date: Friday, March 16, 2012

Please consider the issues presented in this proxy statement, and vote your shares as promptly as possible. For your convenience, a summary of the items to be voted on at the meeting follows.

Thank you.

By order of the board of directors,

Karen E. Gowland

Senior Vice President, General Counsel and Secretary

PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

Meeting Agenda and Voting Matters

	Board Vote Recommendation
Election of three directors	FOR EACH DIRECTOR NOMINEE
Advisory approval of our executive compensation program	FOR
Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2012	FOR

Transaction of other business properly presented at the meeting

Board Nominees

Our board of directors consists of three staggered classes of directors, designated as Class I, Class II, and Class III. The three members of Class I, Messrs. Albert, Lenz, and Weiss, are standing for election as directors at our 2012 annual shareholders' meeting, to hold office for three-year terms expiring in 2015. The following table provides summary information about each of these director nominees. During 2011, Messrs. Albert, Lenz, and Weiss attended 100%, 93%, and 100% of the board and committee meetings on which they served, respectively.

Name and Age	Director Since	Occupation	Independent	Committee Memberships					Other Public Company Boards
				Executive	Audit	Compensation	Governance	Nominating	
Carl A. Albert Age - 70	2007	Board Chair & CEO of Fairchild Venture Capital Corporation	X	X (Chair)	X	X	X	X (Chair)	Great Lakes Dredge & Dock Corporation
Heinrich R. Lenz Age - 56	2010	President & CEO of Sun Chemical Corporation	X		X	X			None
Jason G. Weiss Age - 42	2007	Managing Member & Sole Owner of Terrapin Palisades Ventures, LLC	X			X	X		Great Lakes Dredge & Dock Corporation

Executive Compensation Advisory Approval

We are asking shareholders to approve, on a nonbinding advisory basis,lor=#c0c0c0>DCP Midstream Partners, LP36,3501,429,645MarkWest Energy Partners, L.P.59,8502,869,209Targa Resources Partners LP84,8253,326,837Western Gas Partners

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LP42,9051,891,68112,327,692 Total Master Limited Partnerships and Related Companies (Cost \$101,552,696) 103,780,118 **Short-Term Investment 0.1%**⁽²⁾ **United States Investment Company 0.1%**⁽²⁾ Fidelity Institutional Money Market Portfolio Class I, 0.19%⁽⁵⁾ (Cost \$241,160) 241,160 241,160 **Total Investments 133.6%**⁽¹⁾ **(Cost \$311,168,473)** 317,691,041 **Long-Term Debt Obligations (20.6%)**⁽¹⁾ (49,000,000) **Mandatory Redeemable Preferred Stock at Liquidation Value (6.7%)**⁽¹⁾ (16,000,000) **Total Value of Options Written (Premiums received \$754,946) (0.1%)**⁽³⁾ (298,565) **Other Assets and Liabilities (6.2%)**⁽³⁾ (14,637,983) **Total Net Assets Applicable to Common Stockholders 100.0%**⁽⁴⁾ \$237,754,493

(1) Calculated as a percentage of net assets applicable to common stockholders.

(2) All or a portion of the security represents cover for outstanding call option contracts written.

(3) Non-income producing security.

(4) Security distributions are paid-in-kind.

(5) Rate indicated is the current yield as of May 31, 2012.

Key to abbreviation

ADR = American Depository Receipts

See accompanying Notes to Financial Statements.

Tortoise Pipeline & Energy Fund, Inc.

www.tortoiseadvisors.com

Schedule of Options Written (unaudited)
May 31, 2012

Call Options Written	Expiration Date	Expiration Price	Contracts	Fair Value
Anadarko Petroleum Corporation	June 2012	\$ 67.50	423	\$ (13,536)
Apache Corporation	June 2012	87.50	340	(15,300)
BP PLC (ADR)	June 2012	40.00	717	(5,019)
Canadian Natural Resources Limited	June 2012	32.00	977	(4,885)
Chevron Corporation	June 2012	110.00	149	(894)
Continental Resources, Inc.	June 2012	80.00	489	(29,340)
Devon Energy Corporation	June 2012	67.50	598	(2,990)
Ensco PLC (ADR)	June 2012	52.50	610	(6,100)
EOG Resources, Inc.	June 2012	105.00	448	(51,520)
Exxon Mobil Corporation	June 2012	85.00	199	(1,393)
Hess Corporation	June 2012	50.00	847	(14,399)
Marathon Oil Corporation	June 2012	26.00	1,528	(47,368)
Noble Energy, Inc.	June 2012	87.50	399	(43,890)
Occidental Petroleum Corporation	June 2012	87.50	691	(11,056)
Pioneer Natural Resources Company	June 2012	105.00	445	(44,500)
Range Resources Corporation	June 2012	67.50	425	(6,375)
Total Value of Call Options Written				
(Premiums received \$754,946)				\$(298,565)

Key to abbreviation

ADR = American Depository Receipts

See accompanying Notes to Financial Statements.

Tortoise Pipeline & Energy Fund, Inc.

www.tortoiseadvisors.com

Statement of Assets & Liabilities (unaudited)
May 31, 2012

Assets	
Investments at fair value (cost \$311,168,473)	\$ 317,691,041
Receivable for Adviser expense reimbursement	138,170
Interest and dividend receivable	598,536
Prepaid expenses and other assets	646,371
Total assets	319,074,118
Liabilities	
Options written, at fair value (premiums received \$754,946)	298,565
Payable to Adviser	607,947
Distribution payable to common stockholders	4,064,206
Accrued expenses and other liabilities	648,907
Short-term borrowings	10,700,000
Long-term debt obligations	49,000,000
Mandatory redeemable preferred stock (\$25.00 liquidation value per share; 640,000 shares outstanding)	16,000,000
Total liabilities	81,319,625
Net assets applicable to common stockholders	\$ 237,754,493
Net Assets Applicable to Common Stockholders	
Consist of:	
Capital stock, \$0.001 par value; 10,004,200 shares issued and outstanding (100,000,000 shares authorized)	\$ 10,004
Additional paid-in capital	230,767,597
Net unrealized appreciation of investments	6,976,892
Net assets applicable to common stockholders	\$ 237,754,493
Net Asset Value per common share outstanding (net assets applicable to common stock, divided by common shares outstanding)	\$ 23.77

Statement of Operations (unaudited)
Period from Dec. 1, 2011 through May 31, 2012

Investment Income	
Distributions from master limited partnerships	\$ 2,293,730
Less return of capital on distributions	(2,139,917)
Net distributions from master limited partnerships	153,813
Dividends from common stock (net of foreign taxes withheld of \$101,987)	3,348,340
Dividends from money market mutual funds	3,514
Total Investment Income	3,505,667
Operating Expenses	
Advisory fees	1,821,097
Professional fees	87,489
Administrator fees	65,960
Directors fees	33,708
Stockholder communication expenses	31,633
Fund accounting fees	24,548
Custodian fees and expenses	18,377
Registration fees	12,343
Stock transfer agent fees	6,205
Franchise fees	(17,204)
Other operating expenses	18,198

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Total Operating Expenses	2,102,354
Leverage Expenses	
Interest expense	851,027
Distributions to mandatory redeemable preferred stockholders	337,480
Amortization of debt issuance costs	55,889
Other leverage expenses	39,672
Total Leverage Expenses	1,284,068
Total Expenses	3,386,422
Less expense reimbursement by Adviser	(413,886)
Net Expenses	2,972,536
Net Investment Income	533,131
Realized and Unrealized Gains (Losses)	
Net realized loss on investments, including foreign currency gain (loss)	(972,820)
Net realized gain on options	1,108,106
Net realized gain on foreign currency and translation of other assets and liabilities denominated in foreign currency	4,628
Net realized gain	139,914
Net unrealized appreciation of investments, including foreign currency gain (loss)	402,378
Net unrealized appreciation of options	545,526
Net unrealized depreciation of other assets and liabilities due to foreign currency translation	(2,279)
Net unrealized appreciation	945,625
Net Realized and Unrealized Gains	1,085,539
Net Increase in Net Assets Applicable to Common Stockholders Resulting from Operations	\$ 1,618,670

See accompanying Notes to Financial Statements.

Tortoise Pipeline & Energy Fund, Inc.

www.tortoiseadvisors.com

Statement of Changes in Net Assets

	Period from December 1, 2011 through May 31, 2012 (unaudited)	Period from October 31, 2011 ⁽¹⁾ through November 30, 2011
Operations		
Net investment income (loss)	\$ 533,131	\$ (172,042)
Net realized gains	139,914	54,736
Net unrealized appreciation	945,625	6,031,267
Net increase in net assets applicable to common stockholders resulting from operations	1,618,670	5,913,961
Distributions to Common Stockholders		
Net investment income	(521,542)	
Net realized gain	(35,655)	
Return of capital	(7,571,216)	
Total distributions to common stockholders	(8,128,413)	
Capital Stock Transactions		
Proceeds from initial public offering of 10,000,000 common shares		250,000,000
Underwriting discounts and offering expenses associated with the issuance of common stock		(11,750,000)
Net increase in net assets applicable to common stockholders from capital stock transactions		238,250,000
Total increase (decrease) in net assets applicable to common stockholders	(6,509,743)	244,163,961
Net Assets		
Beginning of period	244,264,236	100,275
End of period	\$237,754,493	\$244,264,236
Accumulated net investment loss, end of period	\$	\$ (11,589)

(1) Commencement of Operations.

See accompanying Notes to Financial Statements.

Statement of Cash Flows (unaudited)
Period from Dec. 1, 2011 through May 31, 2012

Cash Flows From Operating Activities	
Distributions received from master limited partnerships	\$ 2,293,730
Interest and dividend income received	2,925,049
Purchases of long-term investments	(163,078,773)
Proceeds from sales of long-term investments	36,741,603
Proceeds from sales of short-term investments, net	83,575,158
Call options written, net	1,138,510
Interest expense paid	(529,860)
Other leverage expenses paid	(474)
Distributions to mandatory redeemable preferred stockholders	(207,827)
Operating expenses paid	(1,400,739)
Net cash used in operating activities	(38,543,623)
Cash Flows From Financing Activities	
Advances from revolving line of credit	38,700,000
Repayments on revolving line of credit	(28,000,000)
Common stock issuance costs	(498,240)
Issuance of long-term debt obligations	24,500,000
Issuance of mandatory redeemable preferred stock	8,000,000
Debt issuance costs	(93,931)
Distributions paid to common stockholders	(4,064,206)
Net cash provided by financing activities	38,543,623
Net change in cash	
Cash beginning of period	
Cash end of period	\$
Reconciliation of net increase in net assets applicable to common stockholders resulting from operations to net cash used in operating activities	
Net increase in net assets applicable to common stockholders resulting from operations	\$ 1,618,670
Adjustments to reconcile net increase in net assets applicable to common stockholders resulting from operations to net cash used in operating activities:	
Purchases of long-term investments	(132,334,658)
Proceeds from sales of long-term investments	36,741,603
Proceeds from sales of short-term investments, net	83,575,158
Call options written, net	1,121,310
Return of capital on distributions received	2,139,917
Net unrealized appreciation	(945,625)
Net realized gain	(139,914)
Amortization of debt issuance costs	55,889
Changes in operating assets and liabilities:	
Increase in interest and dividend receivable	(423,302)
Decrease in prepaid expenses and other assets	8,743
Decrease in receivable for call options written	17,200
Decrease in payable for investments purchased	(30,744,115)
Increase in payable to Adviser, net of expense reimbursement	287,002
Increase in accrued expenses and other liabilities	478,499
Total adjustments	(40,162,293)
Net cash used in operating activities	\$ (38,543,623)

See accompanying Notes to Financial Statements.

Financial Highlights

	Period from December 1, 2011 through May 31, 2012 (unaudited)	Period from October 31, 2011 ⁽¹⁾ through November 30, 2011
Per Common Share Data⁽²⁾		
Net Asset Value, beginning of period	\$ 24.42	\$ 25.00
Public offering price		25.00
Income from Investment Operations		
Net investment income (loss) ⁽³⁾	0.05	(0.02)
Net realized and unrealized gains ⁽³⁾	0.11	0.61
Total income from investment operations	0.16	0.59
Distributions to Common Stockholders		
Net investment income	(0.05)	
Net realized gain ⁽⁴⁾	(0.00)	
Return of capital	(0.76)	
Total distributions to common stockholders	(0.81)	
Underwriting discounts and offering costs on issuance of common stock ⁽⁵⁾		(1.17)
Net Asset Value, end of period	\$ 23.77	\$ 24.42
Per common share market value, end of period	\$ 23.24	\$ 25.01
Total Investment Return Based on Market Value ⁽⁶⁾	(3.91)%	0.04%
Supplemental Data and Ratios		
Net assets applicable to common stockholders, end of period (000 s)	\$ 237,754	\$ 244,264
Average net assets (000 s)	\$ 255,025	\$ 237,454
Ratio of Expenses to Average Net Assets ⁽⁷⁾		
Advisory fees	1.43%	1.17%
Other operating expenses	0.22	0.56
Expense reimbursement	(0.33)	(0.27)
Subtotal	1.32	1.46
Leverage expenses	1.01	0.31
Total expenses	2.33%	1.77%
Ratio of net investment income (loss) to average net assets before expense reimbursement ⁽⁷⁾	0.09%	(1.12)%
Ratio of net investment income (loss) to average net assets after expense reimbursement ⁽⁷⁾	0.42%	(0.85)%
Portfolio turnover rate	11.50%	1.68%
Short-term borrowings, end of period (000 s)	\$ 10,700	
Long-term debt obligations, end of period (000 s)	\$ 49,000	\$ 24,500
Preferred stock, end of period (000 s)	\$ 16,000	\$ 8,000
Per common share amount of long-term debt obligations outstanding, end of period	\$ 4.90	\$ 2.45
Per common share amount of net assets, excluding long-term debt obligations, end of period	\$ 28.67	\$ 26.87
Asset coverage, per \$1,000 of principal amount of long-term debt obligations and short-term borrowings ⁽⁸⁾	\$ 5,250	\$ 11,296
Asset coverage ratio of long-term debt obligations and short-term borrowings ⁽⁸⁾	525%	1,130%
Asset coverage, per \$25 liquidation value per share of mandatory redeemable preferred stock ⁽⁹⁾	\$ 104	\$ 213
Asset coverage ratio of preferred stock ⁽⁹⁾	414%	852%

(1) Commencement of Operations.

(2) Information presented relates to a share of common stock outstanding for the entire period.

(3) The per common share data for the period from October 31, 2011 through November 30, 2011 do not reflect the change in estimate of investment income and return of capital. See Note 2C to the financial statements for further disclosure.

(4) Less than \$0.01 per share for the period ended May 31, 2012.

(5) Represents the dilution per common share from underwriting and other offering costs for the period from October 31, 2011 through November 30, 2011.

(6) Not annualized. Total investment return is calculated assuming a purchase of common stock at the beginning of the period (or initial public offering price) and a sale at the closing price on the last day of the period reported (excluding brokerage commissions). The calculation also assumes reinvestment of distributions at actual prices pursuant to the Company's dividend reinvestment plan.

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(7) Annualized for periods less than one full year.

(8) Represents value of total assets less all liabilities and indebtedness not represented by long-term debt obligations, short-term borrowings and preferred stock at the end of the period divided by long-term debt obligations and short-term borrowings outstanding at the end of the period.

(9) Represents value of total assets less all liabilities and indebtedness not represented by long-term debt obligations, short-term borrowings and preferred stock at the end of the period divided by long-term debt obligations, short-term borrowings and preferred stock outstanding at the end of the period.

See accompanying Notes to Financial Statements.

Tortoise Pipeline & Energy Fund, Inc.

www.tortoiseadvisors.com

Notes to Financial Statements (unaudited)

May 31, 2012

1. Organization

Tortoise Pipeline & Energy Fund, Inc. (the Company) was organized as a Maryland corporation on July 19, 2011, and is a non-diversified, closed-end management investment company under the Investment Company Act of 1940, as amended (the 1940 Act). The Company's primary investment objective is to provide a high level of total return, with an emphasis on current distributions. The Company seeks to provide its stockholders an efficient vehicle to invest in a portfolio consisting primarily of equity securities of pipeline and other energy infrastructure companies. The Company commenced operations on October 31, 2011. The Company's stock is listed on the New York Stock Exchange under the symbol TTP.

2. Significant accounting policies

A. Use of estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, recognition of distribution income and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

B. Investment valuation

The Company primarily owns securities that are listed on a securities exchange or over-the-counter market. The Company values those securities at their last sale price on that exchange or over-the-counter market on the valuation date. If the security is listed on more than one exchange, the Company uses the price from the exchange that it considers to be the principal exchange on which the security is traded. Securities listed on the NASDAQ will be valued at the NASDAQ Official Closing Price, which may not necessarily represent the last sale price. If there has been no sale on such exchange or over-the-counter market on such day, the security will be valued at the mean between the last bid price and last ask price on such day.

The Company may invest up to 30 percent of its total assets in unregistered or otherwise restricted securities. Restricted securities are subject to statutory or contractual restrictions on their public resale, which may make it more difficult to obtain a valuation and may limit the Company's ability to dispose of them. Investments in restricted securities and other securities for which market quotations are not readily available will be valued in good faith by using fair value procedures approved by the Board of Directors. Such fair value procedures consider factors such as discounts to publicly traded issues, time until conversion date, securities with similar yields, quality, type of issue, coupon, duration and rating. If events occur that will affect the value of the Company's portfolio securities before the net asset value has been calculated (a significant event), the portfolio securities so affected will generally be priced using fair value procedures.

An equity security of a publicly traded company acquired in a direct placement transaction may be subject to restrictions on resale that can affect the security's liquidity and fair value. Such securities that are convertible or otherwise will become freely tradable will be valued based on the market value of the freely tradable security less an applicable discount. Generally, the discount will initially be equal to the discount at which the Company purchased the securities. To the extent that such securities are convertible or otherwise become freely tradable within a time frame that may be reasonably determined, an amortization schedule may be used to determine the discount.

Exchange-traded options are valued at the mean of the highest bid and lowest asked prices across all option exchanges.

The Company generally values debt securities at prices based on market quotations for such securities, except those securities purchased with 60 days or less to maturity are valued on the basis of amortized cost, which approximates market value.

C. Security transactions and investment income

Security transactions are accounted for on the date the securities are purchased or sold (trade date). Realized gains and losses are reported on an identified cost basis. Interest income is recognized on the accrual basis, including amortization of premiums and accretion of discounts. Dividend and distribution income is recorded on the ex-dividend date. Distributions received from the Company's investments in master limited partnerships (MLPs) generally are comprised of ordinary income and return of capital from the MLPs. The Company allocates distributions between investment income and return of capital based on estimates made at the time such distributions are received. Such estimates are based on information provided by each MLP and other industry sources. These estimates may subsequently be revised based on actual allocations received from MLPs after their tax reporting periods are concluded, as the actual character of these distributions is not known until after the fiscal year end of the Company.

For the period from October 31, 2011 through November 30, 2011, the Company estimated the allocation of investment income and return of capital for the distributions received from MLPs within the Statement of Operations. For this period, the Company had estimated approximately 6 percent of total distributions as investment income and approximately 94 percent as return of capital.

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Subsequent to November 30, 2011, the Company reallocated the amount of investment income and return of capital it recognized for the period from October 31, 2011 through November 30, 2011 based on the 2011 tax reporting information received from the individual MLPs. This reclassification amounted to a decrease in net investment income of approximately \$3,700 or \$0.000 per share and an increase in unrealized appreciation of investments of approximately \$3,700 or \$0.000 per share for the period from December 1, 2011 through May 31, 2012.

Subsequent to the period ended February 29, 2012, the Company reallocated the amount of investment income and return of capital it recognized in the current fiscal year based on its revised 2012 estimates, after considering the final allocations for 2011. This reclassification amounted to a decrease in net investment income of approximately \$12,000 or \$0.001 per share, an increase in unrealized appreciation of investments of approximately \$11,600 or \$0.001 per share, and an increase in realized gains of approximately \$400 or \$0.000 per share.

In addition, the Company may be subject to withholding taxes on foreign-sourced income. The Company accrues such taxes when the related income is earned.

D. Foreign currency translation

For foreign currency, investments in foreign securities, and other assets and liabilities denominated in a foreign currency, the Company translates these amounts into U.S. dollars on the following basis: (i) market value of investment securities, assets and liabilities at the current rate of exchange on the valuation date, and

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Notes to Financial Statements (unaudited) (continued)

(ii) purchases and sales of investment securities, income and expenses at the relevant rates of exchange on the respective dates of such transactions. The Company does not isolate that portion of gains and losses on investments that is due to changes in the foreign exchange rates from that which is due to changes in market prices of equity securities.

E. Distributions to stockholders

Distributions to common stockholders will be recorded on the ex-dividend date. The Company intends to make quarterly cash distributions to common stockholders. In addition, on an annual basis, the Company may distribute additional capital gains in the last fiscal quarter if necessary to meet minimum distribution requirements and thus avoid being subject to excise taxes. The amount of any distributions will be determined by the Board of Directors. The character of distributions to common stockholders made during the year may differ from their ultimate characterization for federal income tax purposes. Distributions paid to stockholders in excess of investment company taxable income and net realized gains will be treated as return of capital to stockholders. The tax character of distributions paid to common stockholders for the current year will be determined subsequent to November 30, 2012.

Distributions to mandatory redeemable preferred (MRP) stockholders are accrued daily and paid quarterly based on fixed annual rates. The Company may not declare or pay distributions to its preferred stockholders if it does not meet a 200 percent asset coverage ratio for its debt or the rating agency basic maintenance amount for the debt following such distribution. The character of distributions to MRP stockholders made during the year may differ from their ultimate characterization for federal income tax purposes. Distributions paid to stockholders in excess of investment company taxable income and net realized gains will be treated as return of capital to stockholders. There were no distributions paid to MRP stockholders for the year ended November 30, 2011. The tax character of distributions paid to MRP stockholders for the current year will be determined subsequent to November 30, 2012.

F. Federal income taxation

The Company intends to elect to be treated and to qualify each year as a regulated investment company (RIC) under the U.S. Internal Revenue Code of 1986, as amended (the Code). As a result, the Company generally will not be subject to U.S. federal income tax on income and gains that it distributes each taxable year to stockholders if it meets certain minimum distribution requirements. The Company is required to distribute substantially all of its income, in addition to other asset diversification requirements. The Company is subject to a 4 percent non-deductible U.S. federal excise tax on certain undistributed income unless the Company makes sufficient distributions to satisfy the excise tax avoidance requirement. The Company invests in MLPs, which generally are treated as partnerships for federal income tax purposes. As a limited partner in the MLPs, the Company reports its allocable share of the MLP s taxable income in computing its own taxable income.

The Company has adopted financial reporting rules regarding recognition and measurement of tax positions taken or expected to be taken on a tax return. The Company has reviewed all open tax years and major jurisdictions and concluded that there is no impact on the Company s net assets and no tax liability resulting from unrecognized tax benefits relating to uncertain income tax positions taken or expected to be taken on a tax return. All tax years since inception remain open to examination by federal and state tax authorities.

G. Offering and debt issuance costs

Offering costs related to the issuance of common stock are charged to additional paid-in capital when the stock is issued. Debt issuance costs related to long-term debt obligations and MRP Stock are capitalized and amortized over the period the debt and MRP Stock is outstanding. Capitalized costs (excluding underwriter commissions) were reflected for the Series A Notes (\$939), Series B Notes (\$1,597), Series C Notes (\$564), Series D Notes (\$1,503) and MRP Stock (\$1,503) that were each issued in December 2011.

H. Derivative financial instruments

The Company seeks to provide current income from gains earned through an option strategy which will normally consist of writing (selling) call options on selected equity securities in the portfolio (covered calls). The premium received on a written call option will initially be recorded as a liability and subsequently adjusted to the then current fair value of the option written. Premiums received from writing call options that expire unexercised will be recorded as a realized gain on the expiration date. Premiums received from writing call options that are exercised will be added to the proceeds from the sale of the underlying security to calculate the realized gain (loss). If a written call option is repurchased prior to its exercise, the realized gain (loss) will be the difference between the premium received and the amount paid to repurchase the option.

I. Indemnifications

Under the Company s organizational documents, its officers and directors are indemnified against certain liabilities arising out of the performance of their duties to the Company. In addition, in the normal course of business, the Company may enter into contracts that provide general indemnification to other parties. The Company s maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not yet occurred, and may not occur. However, the Company has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

J. Recent accounting pronouncement

In May 2011, the FASB issued ASU No. 2011-04 Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in GAAP and the International Financial Reporting Standards (IFRSs). ASU No. 2011-04 amends FASB ASC Topic 820, Fair Value Measurements

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and Disclosures, to establish common requirements for measuring fair value and for disclosing information about fair value measurements in accordance with GAAP and IFRSs. ASU No. 2011-04 is effective for fiscal years beginning after December 15, 2011 and for interim periods within those fiscal years. Management is evaluating the impact of these amendments, but currently does not believe they will have a material impact on the Company's financial statements.

3. Concentration of risk

Under normal circumstances, the Company will have at least 80 percent of its total assets (including any assets obtained through leverage) in equity securities of pipeline and other energy infrastructure companies. Energy infrastructure companies own and operate a network of asset systems that transport, store, distribute, gather and/or process, explore, develop, manage or produce crude oil, refined petroleum products (including biodiesel

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Notes to Financial Statements (unaudited) (continued)

and ethanol), natural gas or natural gas liquids (NGLs) or that provide electric power generation (including renewable energy), transmission and/or distribution. The Company may invest up to 30 percent of its total assets in restricted securities, primarily through direct investments in securities of listed companies. The Company may also invest up to 25 percent of its total assets in securities of MLPs. The Company will not invest in privately-held companies.

4. Agreements

The Company has entered into an Investment Advisory Agreement with the Adviser. Under the terms of the Agreement, the Company pays the Adviser a fee equal to an annual rate of 1.10 percent of the Company's average monthly total assets (including any assets attributable to leverage) minus accrued liabilities (other than debt entered into for purposes of leverage and the aggregate liquidation preference of outstanding preferred stock, if any) (Managed Assets), in exchange for the investment advisory services provided. The Adviser has contractually agreed to waive fees in an amount equal to an annual rate of 0.25 percent of the Company's average monthly Managed Assets for the first year following the commencement of operations, 0.20 percent of average monthly Managed Assets for the second year following the commencement of operations and 0.15 percent of average monthly Managed Assets for the third year following the commencement of operations.

U.S. Bancorp Fund Services, LLC serves as the Company's administrator. The Company pays the administrator a monthly fee computed at an annual rate of 0.04 percent of the first \$1,000,000,000 of the Company's Managed Assets, 0.01 percent on the next \$1,000,000,000 of Managed Assets and 0.005 percent on the balance of the Company's Managed Assets.

Computershare Trust Company, N.A. serves as the Company's transfer agent and registrar and Computershare Inc. serves as the Company's dividend paying agent and agent for the automatic dividend reinvestment plan.

U.S. Bank, N.A. serves as the Company's custodian. The Company pays the custodian a monthly fee computed at an annual rate of 0.004 percent of the average daily market value of the Company's domestic assets and 0.015 percent of the average daily market value of the Company's Canadian Dollar-denominated assets, plus portfolio transaction fees.

5. Income taxes

It is the Company's intention to continue to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code and distribute all of its taxable income. Accordingly, no provision for federal income taxes is required in the financial statements.

The amount and character of income and capital gain distributions to be paid, if any, are determined in accordance with federal income tax regulations, which may differ from U.S. generally accepted accounting principles. These differences are primarily due to differences in the timing of recognition of gains or losses on investments. Permanent book and tax basis differences, if any, may result in reclassifications to undistributed net investment income (loss), undistributed net realized gain (loss) and additional paid-in capital.

As of November 30, 2011, the components of accumulated earnings on a tax basis were as follows:

Unrealized appreciation	\$5,916,756
Undistributed ordinary income	13,916
Other temporary differences	(15,253)
Accumulated earnings	\$5,915,419

As of May 31, 2012, the aggregate cost of securities for federal income tax purposes was \$309,975,091. The aggregate gross unrealized appreciation for all securities in which there was an excess of fair value over tax cost was \$19,596,411, the aggregate gross unrealized depreciation for all securities in which there was an excess of tax cost over fair value was \$11,880,461 and the net unrealized appreciation was \$7,715,950.

6. Fair Value of financial instruments

Various inputs are used in determining the value of the Company's investments. These inputs are summarized in the three broad levels listed below:

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, market corroborated inputs, etc.)

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Level 3 significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments)
The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following table provides the fair value measurements of applicable Company assets and liabilities by level within the fair value hierarchy as of May 31, 2012. These assets and liabilities are measured on a recurring basis.

Description	Fair Value at			
	May 31, 2012	Level 1	Level 2	Level 3
Assets				
Equity Securities:				
Common Stock ^(a)	\$ 213,669,763	\$ 213,669,763	\$	\$
Master Limited Partnerships and Related Companies ^(a)	103,780,118	103,780,118		
Total Equity Securities	317,449,881	317,449,881		
Other:				
Short-Term Investment ^(b)	241,160	241,160		
Total Assets	\$ 317,691,041	\$ 317,691,041	\$	\$
Liabilities				
Written Call Options	\$ 298,565	\$ 298,565	\$	\$

(a) All other industry classifications are identified in the Schedule of Investments.

(b) Short-term investment is a sweep investment for cash balances in the Company at May 31, 2012.

The Company did not hold any Level 3 securities during the period ended May 31, 2012.

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Notes to Financial Statements (unaudited) (continued)**Valuation techniques**

In general, and where applicable, the Company uses readily available market quotations based upon the last updated sales price from the principal market to determine fair value. This pricing methodology applies to the Company's Level 1 investments.

An equity security of a publicly traded company acquired in a private placement transaction without registration under the Securities Act of 1933, as amended (the "1933 Act"), is subject to restrictions on resale that can affect the security's fair value. If such a security is convertible into publicly-traded common shares, the security generally will be valued at the common share market price adjusted by a percentage discount due to the restrictions and categorized as Level 2 in the fair value hierarchy. If the security has characteristics that are dissimilar to the class of security that trades on the open market, the security will generally be valued and categorized as Level 3 in the fair value hierarchy.

The Company utilizes the beginning of reporting period method for determining transfers between levels. For the period from December 1, 2011 through May 31, 2012, Teekay Offshore Partners, L.P. common units in the amount of \$3,944,394 were transferred from Level 2 to Level 1 when they converted into registered units and quoted prices in active markets were available. There were no other transfers between levels.

7. Derivative financial instruments

The Company has adopted the disclosure provisions of FASB Accounting Standard Codification 815, Derivatives and Hedging (ASC 815). ASC 815 requires enhanced disclosures about the Company's use of and accounting for derivative instruments and the effect of derivative instruments on the Company's results of operations and financial position. Tabular disclosure regarding derivative fair value and gain/loss by contract type (e.g., interest rate contracts, foreign exchange contracts, credit contracts, etc.) is required and derivatives accounted for as hedging instruments under ASC 815 must be disclosed separately from those that do not qualify for hedge accounting. Even though the Company may use derivatives in an attempt to achieve an economic hedge, the Company's derivatives are not accounted for as hedging instruments under ASC 815 because investment companies account for their derivatives at fair value and record any changes in fair value in current period earnings.

Transactions in written option contracts for the period from December 1, 2011 through May 31, 2012, are as follows:

	Number of Contracts	Premium
Options outstanding at November 30, 2011	12,097	\$ 741,641
Options written	61,746	4,598,790
Options closed	(42,464)	(2,978,934)
Options exercised	(607)	(15,275)
Options expired	(21,487)	(1,591,276)
Options outstanding at May 31, 2012	9,285	\$ 754,946

The following table presents the types and fair value of derivatives by location as presented on the Statement of Assets and Liabilities at May 31, 2012:

Derivatives not accounted for as	Liabilities	
	Location	Fair Value
hedging instruments under ASC 815		
Written equity call options	Options written, at fair value	\$298,565

The following table presents the effect of derivatives on the Statement of Operations for the period ended May 31, 2012:

Derivatives not accounted for as hedging instruments under ASC 815	Location of Gains (Losses) on Derivatives	Net Realized Gain on Derivatives	Net Unrealized Appreciation of Derivatives
Written equity call options	Options	\$1,108,106	\$545,526

8. Investment transactions

For the period from December 1, 2011 through May 31, 2012, the Company purchased (at cost) and sold securities (proceeds received) in the amount of \$132,334,658 and \$36,741,603 (excluding short-term debt securities), respectively.

9. Long-term debt obligations

The Company has \$49,000,000 aggregate principal amount of private senior notes, Series A, Series B, Series C, and Series D (collectively, the Notes), outstanding. The Notes were issued in two separate tranches, with half of each series issued on November 15, 2011 and the remaining half of each series issued on December 8, 2011. The Notes are unsecured obligations of the Company and, upon liquidation, dissolution or winding up of the Company, will rank: (1) senior to all of the Company's outstanding preferred shares; (2) senior to all of the Company's outstanding common shares; (3) on parity with any unsecured creditors of the Company and any unsecured senior securities representing indebtedness of the Company and (4) junior to any secured creditors of the Company. Holders of the Notes are entitled to receive cash interest payments each quarter until maturity. The Series B, Series C and Series D Notes accrue interest at fixed rates and the Series A Notes accrue interest at an annual rate that resets each quarter based on the 3-month LIBOR plus 1.75 percent. The Notes are not listed on any exchange or automated quotation system.

The Notes are redeemable in certain circumstances at the option of the Company. The Notes are also subject to a mandatory redemption if the Company fails to meet asset coverage ratios required under the 1940 Act or the rating agency guidelines if such failure is not waived or cured. At May 31, 2012, the Company was in compliance with asset coverage covenants and basic maintenance covenants for its senior notes.

The estimated fair value of each series of fixed-rate Notes was calculated, for disclosure purposes, by discounting future cash flows by a rate equal to the current U.S. Treasury rate with an equivalent maturity date, plus either 1) the spread between the interest rate on recently issued debt and the U.S. Treasury rate with a similar maturity date or 2) if there has not been a recent debt issuance, the spread between the AAA corporate finance debt rate and the U.S. Treasury rate with an equivalent maturity date plus the spread between the fixed rates of the Notes and the AAA corporate finance debt rate. The estimated fair value of the

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Notes to Financial Statements (unaudited) (continued)

Series A Notes approximates the carrying amount because the interest rate fluctuates with changes in interest rates available in the current market. The following table shows the maturity date, interest rate, notional/carrying amount and estimated fair value for each series of Notes outstanding at May 31, 2012.

Series	Maturity	Interest	Notional/Carrying	Estimated
	Date	Rate	Amount	Fair Value
Series A	December 15, 2016	2.22% ⁽¹⁾	\$ 10,000,000	\$ 10,000,000
Series B	December 15, 2014	2.50%	17,000,000	17,153,330
Series C	December 15, 2018	3.49%	6,000,000	6,249,848
Series D	December 15, 2021	4.08%	16,000,000	16,957,793
			\$ 49,000,000	\$ 50,360,971

(1) Floating rate; rate effective for period from March 15, 2012 through June 15, 2012. The weighted-average interest rate for the period from December 1, 2011 through May 31, 2012 was 2.21 percent.

10. Preferred stock

The Company has 10,000,000 shares of preferred stock authorized. Of that amount, the Company has 640,000 shares of Series A Mandatory Redeemable Preferred (MRP) Stock authorized and 640,000 shares are outstanding at May 31, 2012. The MRP Stock was issued in two separate tranches, with half of the shares issued on November 15, 2011 and the remaining half of the shares issued on December 8, 2011. The MRP Stock has a liquidation value of \$25.00 per share plus any accumulated but unpaid distributions, whether or not declared. Holders of the MRP Stock are entitled to receive cash interest payments each quarter at a fixed rate until maturity. The MRP Stock is not listed on any exchange or automated quotation system.

The MRP Stock has rights determined by the Board of Directors. Except as otherwise indicated in the Company's Charter or Bylaws, or as otherwise required by law, the holders of MRP Stock have voting rights equal to the holders of common stock (one vote per MRP share) and will vote together with the holders of shares of common stock as a single class except on matters affecting only the holders of preferred stock or the holders of common stock. The 1940 Act requires that the holders of any preferred stock (including MRP Stock), voting separately as a single class, have the right to elect at least two directors at all times.

The estimated fair value of MRP Stock was calculated, for disclosure purposes, by discounting future cash flows by a rate equal to the current U.S. Treasury rate with an equivalent maturity date, plus either 1) the spread between the interest rate on recently issued preferred stock and the U.S. Treasury rate with a similar maturity date or 2) if there has not been a recent preferred stock issuance, the spread between the AA corporate finance debt rate and the U.S. Treasury rate with an equivalent maturity date plus the spread between the fixed rates of the MRP Stock and the AA corporate finance debt rate. The following table shows the mandatory redemption date, fixed rate, number of shares outstanding, aggregate liquidation preference and estimated fair value as of May 31, 2012.

Series	Mandatory Redemption	Fixed Rate	Shares	Aggregate Liquidation	Estimated
	Date		Outstanding	Preference	Fair Value
Series A	December 15, 2018	4.29%	640,000	\$16,000,000	\$16,678,766

The MRP Stock is redeemable in certain circumstances at the option of the Company. Under the Investment Company Act of 1940, the Company may not declare dividends or make other distributions on shares of common stock or purchases of such shares if, at the time of the declaration, distribution or purchase, asset coverage with respect to the outstanding MRP Stock would be less than 200 percent. The MRP Stock is also subject to a mandatory redemption if the Company fails to meet an asset coverage ratio of at least 225 percent as determined in accordance with the 1940 Act or a rating agency basic maintenance amount if such failure is not waived or cured. At May 31, 2012, the Company was in compliance with asset coverage covenants and basic maintenance covenants for its MRP Stock.

11. Credit facility

On November 9, 2011, the Company entered into a \$25,000,000 committed credit facility maturing November 7, 2012. Under the terms of the credit facility, The Bank of Nova Scotia serves as a lender and the lending syndicate agent on behalf of other lenders participating in the facility. The credit facility has a variable annual interest rate equal to one-month LIBOR plus 1.25 percent and unused portions of the credit facility will accrue a non-usage fee equal to an annual rate of 0.20 percent.

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The average principal balance and interest rate for the period during which the credit facility was utilized during the period ended May 31, 2012 was approximately \$13,300,000 and 1.51 percent, respectively. At May 31, 2012, the principal balance outstanding was \$10,700,000 at an interest rate of 1.49 percent.

Under the terms of the credit facility, the Company must maintain asset coverage required under the 1940 Act. If the Company fails to maintain the required coverage, it may be required to repay a portion of an outstanding balance until the coverage requirement has been met. At May 31, 2012, the Company was in compliance with the terms of the credit facility.

12. Common stock

The Company has 100,000,000 shares of capital stock authorized and 10,004,200 shares outstanding at May 31, 2012 and November 30, 2011.

13. Subsequent events

On June 1, 2012, the Company paid a distribution in the amount of \$0.40625 per common share, for a total of \$4,064,206. Of this total, the dividend reinvestment amounted to \$521,615.

On June 18, 2012, the Company entered into an amendment to its credit facility that extends the credit facility through June 17, 2013. The terms of the amendment provide for an unsecured revolving credit facility of \$25,000,000. During the extension, outstanding balances generally will accrue interest at a variable annual rate equal to one-month LIBOR plus 1.25 percent and unused portions of the credit facility will accrue a non-usage fee equal to an annual rate of 0.20 percent.

The Company has performed an evaluation of subsequent events through the date the financial statements were issued and has determined that no additional items require recognition or disclosure.

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Additional Information (unaudited)**Stockholder proxy voting results**

The annual meeting of stockholders was held on May 24, 2012. The matters considered at the meeting, together with the actual vote tabulations relating to such matters are as follows:

1. To elect one director of the Company, to hold office for a term of three years and until his successor is duly elected and qualified.

	No. of Shares
Charles E. Heath*	
Affirmative	1,600,000
Withheld	0
TOTAL	1,600,000

*Only preferred stockholders are entitled to vote on this director.

Each of H. Kevin Birzer and John Graham continued as a director with a term expiring on the date of the 2013 annual meeting of stockholders. Conrad S. Ciccotello continued as a director and his term expires on the date of the 2014 annual meeting of stockholders.

2. To approve a proposal to authorize flexibility to the Company to sell its common shares for less than net asset value, subject to certain conditions.

Vote of Common Stockholders of Record (2 Stockholders of Record as of Record Date)	No. of Recordholders Voting
Affirmative	2
Against	0
Abstain	0
Broker Non-votes	0
TOTAL	2

Vote of Stockholders	No. of Shares
Affirmative	3,202,982
Against	166,469
Abstain	52,115
Broker Non-votes	7,522,560
TOTAL	10,944,126

3. To ratify the selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending November 30, 2012.

	No. of Shares
Affirmative	10,835,470
Against	54,081
Abstain	54,575
TOTAL	10,944,126

Based upon votes required for approval, each of these matters passed.

Director and officer compensation

The Company does not compensate any of its directors who are interested persons, as defined in Section 2(a)(19) of the 1940 Act, nor any of its officers. For the period ended May 31, 2012, the aggregate compensation paid by the Company to the independent directors was \$34,500. The

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Company did not pay any special compensation to any of its directors or officers.

Forward-looking statements

This report contains forward-looking statements within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934. By their nature, all forward-looking statements involve risks and uncertainties, and actual results could differ materially from those contemplated by the forward-looking statements. Several factors that could materially affect the Company's actual results are the performance of the portfolio of investments held by it, the conditions in the U.S. and international financial, petroleum and other markets, the price at which shares of the Company will trade in the public markets and other factors discussed in filings with the SEC.

Proxy voting policies

A description of the policies and procedures that the Company uses to determine how to vote proxies relating to portfolio securities owned by the Company is available to stockholders (i) without charge, upon request by calling the Company at (913) 981-1020 or toll-free at (866) 362-9331 and on the Company's Web site at www.tortoiseadvisors.com; and (ii) on the SEC's Web site at www.sec.gov.

The Company has not yet been required to file a Form N-PX disclosing its proxy voting record. Once the Company has made that initial filing for the period ending June 30, 2012, it will be required to make such filings on an annual basis and information regarding how the Company voted proxies will be available without charge by calling us at (913) 981-1020 or toll-free at (866) 362-9331 and on the Company's Web site at www.tortoiseadvisors.com. You will also be able to access this information on the SEC's Web site at www.sec.gov.

Form N-Q

The Company will file its complete schedule of portfolio holdings for the first and third quarters of each fiscal year with the SEC on Form N-Q. The Company's Form N-Q will be available without charge upon request by calling the Company at (866) 362-9331 or by visiting the SEC's Web site at www.sec.gov. In addition, you may review and copy the Company's Form N-Q at the SEC's Public Reference Room in Washington D.C. You may obtain information on the operation of the Public Reference Room by calling (800) SEC-0330.

The Company's Form N-Qs will also be available on the Company's Web site at www.tortoiseadvisors.com.

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Additional Information (unaudited) (continued)**Statement of additional information**

The Statement of Additional Information (SAI) includes additional information about the Company s directors and is available upon request without charge by calling the Company at (866) 362-9331 or by visiting the SEC s Web site at www.sec.gov.

Certifications

The Company s Chief Executive Officer submitted to the New York Stock Exchange the annual CEO certification in 2012 as required by Section 303A.12(a) of the NYSE Listed Company Manual.

The Company has filed with the SEC, as an exhibit to its most recently filed Form N-CSR, the certification of its Chief Executive Officer and Chief Financial Officer required by Section 302 of the Sarbanes-Oxley Act.

Privacy policy

In order to conduct its business, the Company collects and maintains certain nonpublic personal information about its stockholders of record with respect to their transactions in shares of the Company s securities. This information includes the stockholder s address, tax identification or Social Security number, share balances, and distribution elections. We do not collect or maintain personal information about stockholders whose share balances of our securities are held in street name by a financial institution such as a bank or broker.

We do not disclose any nonpublic personal information about you, the Company s other stockholders or the Company s former stockholders to third parties unless necessary to process a transaction, service an account, or as otherwise permitted by law.

To protect your personal information internally, we restrict access to nonpublic personal information about the Company s stockholders to those employees who need to know that information to provide services to our stockholders. We also maintain certain other safeguards to protect your nonpublic personal information.

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of the Investment Adviser**
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**Managing Directors of Tortoise
Capital Advisors, L.L.C.**
Kevin Birzer, CFA
Zach Hamel, CFA
Ken Malvey, CFA
Terry Matlack, CFA
David Schulte, CFA

**Board of Directors of Tortoise
Pipeline & Energy Fund, Inc.**
Kevin Birzer, Chairman
Tortoise Capital Advisors, L.L.C.

Conrad S. Ciccotello
Independent

John R. Graham
Independent

Charles E. Heath
Independent

Administrator
U.S. Bancorp Fund Services, LLC
615 East Michigan St.
Milwaukee, Wis. 53202

Custodian
U.S. Bank, N.A.
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Stock Symbol
Listed NYSE Symbol: TTP

This report is for stockholder information. This is not a prospectus intended for use in the purchase or sale of fund shares. Past performance is no guarantee of future results and your investment may be worth more or less at the time you sell.

Tortoise Capital Advisors Closed-end Funds

Pureplay MLP Funds				Broader Funds			
Name	Ticker	Focus	Total Assets ⁽¹⁾ (\$ in millions)	Name	Ticker	Focus	Total Assets ⁽¹⁾ (\$ in millions)
Tortoise Energy Infrastructure Corp.		Midstream Equity	\$1,614	Tortoise Pipeline & Energy Fund, Inc.		Pipeline Equity	
Tortoise Energy Capital Corp.		Midstream Equity	\$826	Tortoise Power and Energy Infrastructure Fund, Inc.		Power & Energy Infrastructure Debt & Dividend Paying Equity	
Tortoise MLP Fund, Inc.		Natural Gas Equity	\$1,583				
Tortoise North American Energy Corp.		Midstream/Upstream Equity	\$211				

(1) As of 6/30/12

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www.tortoiseadvisors.com

Investment Adviser to
Tortoise Pipeline & Energy Fund, Inc.

11550 Ash Street, Suite 300
Leawood, KS 66211

www.tortoiseadvisors.com

Item 2. Code of Ethics.

Not applicable for semi-annual reports.

Item 3. Audit Committee Financial Expert.

Not applicable for semi-annual reports.

Item 4. Principal Accountant Fees and Services.

Not applicable for semi-annual reports.

Item 5. Audit Committee of Listed Registrants.

Not applicable for semi-annual reports.

Item 6. Investments.

Schedule of Investments is included as part of the report to shareholders filed under Item 1.

Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.

Not applicable for semi-annual reports.

Item 8. Portfolio Managers of Closed-End Management Investment Companies.

There have been no changes in the portfolio managers identified in response to this Item in the Registrant's most recent annual report on Form N-CSR.

Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Month #1 12/1/11-12/31/11	0	0	0	0
Month #2 1/1/12-1/31/12	0	0	0	0
Month #3 2/1/12-2/29/12	0	0	0	0
Month #4 3/1/12-3/31/12	0	0	0	0
Month #5 4/1/12-4/30/12	0	0	0	0
Month #6 5/1/12-5/31/12	0	0	0	0
Total	0	0	0	0

Item 10. Submission of Matters to a Vote of Security Holders.

None.

Item 11. Controls and Procedures.

(a) The Registrant's Chief Executive Officer and its Chief Financial Officer have concluded that the Registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 (the "1940 Act")) are effective as of a date within 90 days of the filing date of this report, based on the evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act and Rules 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, as amended.

(b) There were no changes in the Registrant's internal controls over financial reporting (as defined in Rule 30a-3(d) under 1940 Act) that occurred during the Registrant's second fiscal quarter of the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

Item 12. Exhibits.

(a)(1) *Any code of ethics or amendment thereto, that is the subject of the disclosure required by Item 2, to the extent that the Registrant intends to satisfy Item 2 requirements through filing of an exhibit.* Not applicable.

(2) *Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.* Filed herewith.

(3) *Any written solicitation to purchase securities under Rule 23c-1 under the Act sent or given during the period covered by the report by or on behalf of the Registrant to 10 or more persons.* None.

(b) *Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.* Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Tortoise Pipeline and Energy Fund, Inc.

By (Signature and Title) /s/ Terry Matlack
Terry Matlack, Chief Executive Officer

Date July 24, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By (Signature and Title) /s/ Terry Matlack
Terry Matlack, Chief Executive Officer

Date July 24, 2012

By (Signature and Title) /s/ P. Bradley Adams
P. Bradley Adams, Chief Financial Officer

Date July 24, 2012
