

TEMPLE INLAND INC  
Form SC TO-T  
July 12, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE TO**

**(RULE 14d-100)**

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

**TEMPLE-INLAND INC.**

**(Name of Subject Company)**

**METAL ACQUISITION INC.**

**(a wholly owned subsidiary of International Paper Company) and**

**INTERNATIONAL PAPER COMPANY**

**(Names of Filing Persons (Offerors))**

**COMMON STOCK, PAR VALUE \$1.00 PER SHARE**

**(Title of Class of Securities)**

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879868107

(Cusip Number of Class of Securities)

Sharon R. Ryan, Esq.

Vice President, Acting General Counsel and Corporate Secretary

International Paper Company

6400 Poplar Avenue

Memphis, Tennessee 38197

(901) 419-7000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

*Copies to:*

Jeffrey J. Rosen, Esq. and William D. Regner, Esq.

Debevoise & Plimpton LLP

919 Third Avenue

New York, New York 10022

(212) 909-6000

**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
**\$3,314,359,011.60**

**Amount of Filing Fee\*\***  
**\$384,797.08**

\* Estimated for purposes of calculating the amount of filing fee only. Transaction value derived by multiplying 108,312,386 (number of shares of common stock of subject company (which represents the number of shares issued and outstanding as of April 2, 2011, as reported in the subject company's Quarterly Report on Form 10-Q filed on May 10, 2011), less the number of shares owned by the Offerors and their subsidiaries) by \$30.60 (the purchase price per share offered by Offerors).

\*\* The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Advisory #5 for fiscal year 2011, issued December 22, 2010, by multiplying the transaction valuation by 0.0001161.

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

**Amount Previously Paid: Not applicable.**

**Filing Party: Not applicable.**

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**Form or Registration No.: Not applicable.**

**Date Filed: Not applicable.**

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.  
Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. ..

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Tender Offer Statement on Schedule TO is filed by International Paper Company, a New York corporation ( International Paper ), and Metal Acquisition Inc. (the Purchaser ), a Delaware corporation and a wholly owned subsidiary of International Paper. This Schedule TO relates to the offer by the Purchaser to purchase all outstanding shares of common stock, par value \$1.00 per share, together with the associated preferred stock purchase rights (the Shares ), of Temple-Inland Inc., a Delaware corporation ( Temple-Inland ), for a purchase price of \$30.60 per Share, net to the seller in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated July 12, 2011 (the Offer to Purchase ), and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1)(i) and (a)(1)(ii), respectively (which, together with any amendments or supplements thereto, collectively constitute the Offer ).

**Items 1 through 9; Item 11.**

All information contained in the Offer to Purchase and the accompanying Letter of Transmittal, including all schedules thereto, is hereby incorporated herein by reference in response to Items 1 through 9 and Item 11 in this Schedule TO.

**Item 10. Financial Statements.**

Not applicable.

**Item 12. Exhibits.**

- (a)(1)(i) Offer to Purchase dated July 12, 2011.
- (a)(1)(ii) Form of Letter of Transmittal.
- (a)(1)(iii) Form of Notice of Guaranteed Delivery.
- (a)(1)(iv) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(v) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(vi) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(1)(vii) Form of summary advertisement dated July 12, 2011.
- (a)(5)(i) Text of press release issued by International Paper Company, dated July 11, 2011.\*
- (a)(5)(ii) Letter to Employees of International Paper Company, dated July 11, 2011.\*
- (b)(1) Commitment letter described in Section 10 Source and Amount of Funds of the Offer to Purchase (the Commitment Letter ).
- (d) Not applicable.
- (g) Not applicable.
- (h) Not applicable.

\* Previously filed on July 11, 2011.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 12, 2011

**INTERNATIONAL PAPER COMPANY**

By: /s/ JOHN V. FARACI  
Name: John V. Faraci  
Title: Chairman & Chief Executive Officer

**METAL ACQUISITION INC.**

By: /s/ TIM S. NICHOLLS  
Name: Tim S. Nicholls  
Title: Vice President

**EXHIBIT INDEX**

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