

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1994-03-16**
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SUBJECT COMPANY

FIBREBOARD CORP /DE

CIK: **833053** | IRS No.: **940751580** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-39849** | Film No.: **94516195**
SIC: **2421** Sawmills & planting mills, general

Business Address
2121 NORTH CALIFORNIA
BLVD STE 560
WALNUT CREEK CA 94596
5102740700

FILED BY

CRP 3800 INC

CIK: **916401** | State of Incorpor.: **MN** | Fiscal Year End: **1231**
Type: **SC 13D/A**

Business Address
3880 DAIN BOSWORTH
PLAZA 60 S SIXTH ST
MINNEAPOLIS MN 55402
6126613800

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 1)

Fibreboard Corp.

(Name of Issuer)

Common Stock, \$.01 par value

315712109

(Title of class of securities)

(CUSIP number)

Stephen E. Jacobs
Weil, Gotshal & Manges
767 Fifth Ave., New York, NY 10153
(212) 310-8000

(Name, address and telephone number of person authorized to receive
notices and communications)

March 11, 1994

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box .

Check the following box if a fee is being paid with the statement .

(A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: When filing this statement in paper format, six copies of this statement, including exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

(Continued on following page(s))
(Page 1 of 10 Pages)

CUSIP No. 315712109

13D

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1 NAME OF REPORTING PERSON: CRP 3800 Inc.

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) []
(b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): []

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Minnesota

NUMBER OF SHARES BENEFICIALLY OWNED BY

7 SOLE VOTING POWER: 300,900

8 SHARED VOTING POWER:

EACH REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER: 300,900

10 SHARED DISPOSITIVE

POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 300,900

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 7.2

14 TYPE OF REPORTING PERSON: CO

This amends and supplements the Statement on Schedule 13-D filed with the Securities and Exchange Commission (the "SEC") on December 20, 1993 (the "Original Schedule 13-D"), by CRP 3800 Inc., a Minnesota corporation (the "Purchaser"), with respect to its ownership of shares of common stock, par value \$.01 per share (the "Shares"), of Fiberboard Corporation, a Delaware corporation (the "Company").

Unless otherwise indicated, the information set forth in the Original Schedule 13-D remains unchanged. Unless otherwise defined herein, all capitalized terms used herein shall have the meanings ascribed to them in the Original Schedule 13-D.

Item 3. Source and Amount of Funds or Other Consideration.

Since the date of the Original Schedule 13-D the Purchaser purchased an aggregate of 17,000 Shares for a total consideration (including brokerage commissions) of \$541,605. The Purchaser acquired such Shares by using equal amounts of its capital and borrowing from its margin account at Jefferies & Co., Inc.

Item 4. Purpose of Transaction.

On March 11, 1994, Mr. Pohlada, on behalf of an entity to be organized by himself, members of the Pohlada family and entities controlled by them (the "Acquisition Entity"), sent a letter to the Company's Board of Directors (the "Proposal Letter") proposing a merger or other business combination

transaction between the Company and the Acquisition Entity, pursuant to which all shareholders of the Company would receive \$42.50 per Share in cash. Consummation of the proposed merger or business combination transaction (the "Proposal") would be subject to, among other things, (i) the satisfactory conclusion of a due diligence investigation of the Company, (ii) the execution of mutually satisfactory documentation and (iii) the obtaining of all requisite government regulatory approvals. A copy of the Proposal Letter is attached hereto as Exhibit 1, and the foregoing disclosure is qualified in its entirety by reference to the terms and conditions of the Proposal Letter, which terms and conditions are incorporated herein by reference.

Although Mr. Pohlada is the President and sole director of the Purchaser and the beneficial owner of 32% of the capital stock of the Purchaser and members of his family own an additional 18% of the Purchaser's capital stock, the Proposal is being made on behalf of the Acquisition Entity and not on behalf of the Purchaser.

Except as set forth above, neither the Purchaser nor the members of the Acquisition Entity has any present plans or intentions that would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13-D.

Item 5. Interest in Securities of the Issuer.

(a) As of the date of this Statement, the Purchasers beneficially owned 300,900 Shares constituting 7.2% of the outstanding Shares (the Percentage of Shares owned being indicated in parentheses and based upon 4,188,920 Shares outstanding on November 10, 1993 as set forth in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 1993):

(b) The Purchaser has the sole power to vote or direct the vote of the Shares referred to in (a) above and the sole power to dispose or direct the disposition of such Shares. By virtue of his position as President and sole director of the Purchaser and owner of 32% of its capital stock, Mr. Pohlad may also be deemed to beneficially own all of the Shares beneficially owned by the Purchaser and to share in the power to vote and dispose of such Shares.

(c) The information concerning transactions in the Shares by the Purchaser since the date of the Original Schedule 13-D is set forth in Exhibit 2 attached hereto. All of such transactions were effected on the open market.

(d) Not applicable.

(e) Not applicable.

Item 7. Materials to be Filed as Exhibits.

The following Exhibits are filed herewith:

1. Proposal Letter, dated March 11, 1994, from Mr. Pohlad addressed to the Board of Directors of the Company.
2. Information concerning transactions in the Shares effected by the Purchaser.

SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information contained in this Statement is true, complete and correct.

Dated: March 16, 1994

CRP 3800 Inc.

By: /s/ Carl R. Pohlada

Carl R. Pohlada
President

EXHIBIT INDEX

EXHIBIT
NO.

DESCRIPTION

1. Proposal Letter, dated March 11, 1994, from Mr. Pohlada addressed to the Board of Directors of the Company.
2. Information concerning transactions in the Shares effected by the Purchaser.

Carl R. Pohlada
3800 Dain Bosworth Plaza
60 South Sixth Street
Minneapolis, MN 55402

612/661-3800
612/661-3803 (FAX)

March 11, 1994

Board of Directors of
Fibreboard Corporation
California Plaza
2121 North California Boulevard
Suite 560
Walnut Creek, California 94596

Attention: John D. Roach, Chairman

Gentlemen:

I am writing to you on behalf of an entity to be organized by myself, members of the Pohlada family and entities controlled by us. This entity will be formed for the purpose of pursuing a friendly transaction with Fibreboard Corporation (the "Company").

We are pleased to propose a merger or other business combination transaction with the Company pursuant to which all shareholders of the Company would receive \$42.50 per share in cash. Our proposal and any such transaction would be subject to the satisfactory conclusion of a due diligence of the Company and the execution of mutually satisfactory documentation. If the results of the investigation demonstrate to us additional value in the Company, we would be prepared to increase the proposal. In addition, the transaction would also be subject to the obtaining of all requisite government regulatory approvals.

I, along with the members of my organization, expect to have a major role in structuring the proposed transaction and working with the

Company on an ongoing basis.

We would be happy to discuss our proposal with the Board of Directors or its designated representatives at your earliest convenience. I look forward to hearing from you in hopes of working with you toward our mutual goal of enhancing shareholder value.

Sincerely,

/s/ Carl R. Pohlad
Carl R. Pohlad

CRP/as

BY FEDERAL EXPRESS AND FAX

TRANSACTIONS IN COMMON STOCK

TRADE -----	SETTLE -----	NUMBER SHARES BOUGHT -----	PRICE PER SHARE -----	COST -----	COMMISSION -----	TOTAL -----
12/20/93	12/28/93	14,500	31.69	459,505	725	460,230
01/04/94	01/11/94	2,500	32.50	81,250	125	81,375
		-----		-----	---	-----
		17,000		540,755	850	541,605
		=====		=====	===	=====

