

PACKAGING CORP OF AMERICA

Form 10-Q

November 08, 2013

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Quarterly Period Ended September 30, 2013**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 1-15399**

**PACKAGING CORPORATION OF AMERICA**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or other Jurisdiction of**  
**Incorporation or Organization)**  
**1955 West Field Court**  
**Lake Forest, Illinois**  
**(Address of Principal Executive Offices)**  
**(847) 482-3000**

**36-4277050**  
**(IRS Employer**  
**Identification No.)**  
**60045**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name, former address and former fiscal year, if changed since last report)**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for shorter period that the Registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of November 6, 2013, the Registrant had outstanding 98,075,901 shares of common stock, par value \$0.01 per share.



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**PART I**  
**FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

**Packaging Corporation of America**  
**Condensed Consolidated Balance Sheets**  
**(Unaudited)**

|   | September 30,<br>2013 | December 31,<br>2012 |
|---|-----------------------|----------------------|
| <b>(In thousands, except share and per share amounts)</b>   |                       |                      |
| <b>ASSETS</b>   |                       |                      |
| Current assets:   |                       |                      |
| Cash and cash equivalents   | \$ 396,595            | \$ 207,393           |
| Accounts receivable, net of allowance for doubtful accounts and customer deductions of \$6,795 and \$5,353 as of September 30, 2013 and December 31, 2012, respectively | 409,725               | 352,142              |
| Inventories   | 266,892               | 268,767              |
| Prepaid expenses and other current assets   | 31,478                | 20,915               |
| Federal and state income taxes receivable   | 9,424                 | 65,488               |
| Deferred income taxes   | 21,814                | 22,328               |
| <b>Total current assets</b>   | <b>1,135,928</b>      | <b>937,033</b>       |
| Property, plant and equipment, net  | 1,369,053             | 1,366,069            |
| Goodwill  | 67,160                | 67,160               |
| Other intangible assets, net  | 35,742                | 38,283               |
| Other long-term assets  | 49,226                | 45,223               |
| <b>Total assets</b>   | <b>\$ 2,657,109</b>   | <b>\$ 2,453,768</b>  |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>  |                       |                      |
| Current liabilities:  |                       |                      |
| Current maturities of long-term debt  | \$ 15,000             | \$ 15,000            |
| Capital lease obligations   | 1,013                 | 964                  |
| Accounts payable  | 163,928               | 117,510              |
| Dividends payable   | 39,261                |                      |
| Accrued interest  | 5,131                 | 3,676                |
| Accrued liabilities   | 129,569               | 122,696              |
| <b>Total current liabilities</b>  | <b>353,902</b>        | <b>259,846</b>       |

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|   |                     |                     |
|---|---------------------|---------------------|
| Long-term liabilities:  |                     |                     |
| Long-term debt  | 767,411             | 778,630             |
| Capital lease obligations   | 24,138              | 24,904              |
| Deferred income taxes   | 144,332             | 125,109             |
| Pension and postretirement benefit plans  | 132,486             | 164,538             |
| Cellulosic biofuel tax reserve  | 102,051             | 102,051             |
| Other long-term liabilities   | 33,661              | 29,229              |
| <b>Total long-term liabilities</b>  | <b>1,204,079</b>    | <b>1,224,461</b>    |
| Stockholders' equity:   |                     |                     |
| Common stock, par value \$0.01 per share, 300,000,000 shares authorized, 98,073,901 and 98,142,782 shares issued as of September 30, 2013 and December 31, 2012, respectively | 981                 | 981                 |
| Additional paid in capital  | 396,557             | 378,794             |
| Retained earnings   | 787,684             | 703,728             |
| Accumulated other comprehensive loss, net of tax:   |                     |                     |
| Unrealized loss on treasury locks, net  | (29,057)            | (31,651)            |
| Unrealized loss on foreign currency exchange contracts  | (377)               | (392)               |
| Unfunded employee benefit obligations   | (56,660)            | (81,999)            |
| Total accumulated other comprehensive loss  | (86,094)            | (114,042)           |
| <b>Total stockholders' equity</b>   | <b>1,099,128</b>    | <b>969,461</b>      |
| <b>Total liabilities and stockholders' equity</b>   | <b>\$ 2,657,109</b> | <b>\$ 2,453,768</b> |

See notes to condensed consolidated financial statements.

**Table of Contents****Packaging Corporation of America****Condensed Consolidated Statements of Income and Comprehensive Income****(Unaudited)**

|  | <b>Three Months Ended<br/>September 30,</b> |             |
|--|---|-------------|
|  | <b>2013</b>                                 | <b>2012</b> |
| <b>(In thousands, except per share amounts)</b>  |   |             |
| <b>Statement of Income:</b>  |   |             |
| Net sales  | \$ 845,440                                  | \$ 723,473  |
| Cost of sales  | (619,626)                                   | (560,921)   |
| Gross profit   | 225,814                                     | 162,552     |
| Selling and administrative expenses  | (56,469)                                    | (51,529)    |
| Corporate overhead   | (21,143)                                    | (16,990)    |
| Other expense, net   | (6,242)                                     | (1,961)     |
| Income from operations   | 141,960                                     | 92,072      |
| Interest expense, net  | (11,850)                                    | (30,590)    |
| Income before taxes  | 130,110                                     | 61,482      |
| Provision for income taxes   | (45,930)                                    | (21,691)    |
| Net income   | \$ 84,180                                   | \$ 39,791   |
| Weighted average common shares outstanding:  |   |             |
| Basic  | 96,758                                      | 96,360      |
| Diluted  | 97,597                                      | 97,349      |
| Net income per common share:   |   |             |
| Basic  | \$ 0.87                                     | \$ 0.41     |
| Diluted  | \$ 0.86                                     | \$ 0.41     |
| Dividends declared per common share  | \$ 0.40                                     | \$ 0.25     |
| <b>Statement of Comprehensive Income:</b>  |   |             |
| Net income   | \$ 84,180                                   | \$ 39,791   |
| Other comprehensive income (loss), net of tax:   |   |             |
| Reclassification adjustment for cash flow hedges included in net income                | 870   | (605)       |
| Amortization of pension and postretirement plans actuarial loss and prior service cost | 3,387                                       | 1,672       |
| Unfunded employee benefit obligations  | 4,963                                       |             |
| Other comprehensive income   | 9,220                                       | 1,067       |

|                      |           |           |
|----------------------|-----------|-----------|
| Comprehensive income | \$ 93,400 | \$ 40,858 |
|----------------------|-----------|-----------|

See notes to condensed consolidated financial statements.



**Table of Contents****Packaging Corporation of America****Condensed Consolidated Statements of Income and Comprehensive Income****(Unaudited)**

|  | <b>Nine Months Ended<br/>September 30,</b> |              |
|--|--|--------------|
|  | <b>2013</b>                                | <b>2012</b>  |
| <b>(In thousands, except per share amounts)</b>  |  |              |
| <b>Statement of Income:</b>  |  |              |
| Net sales  | \$ 2,400,877                               | \$ 2,107,298 |
| Cost of sales  | (1,800,509)                                | (1,641,619)  |
| Gross profit   | 600,368                                    | 465,679      |
| Selling and administrative expenses  | (167,009)                                  | (156,339)    |
| Corporate overhead   | (59,852)                                   | (51,614)     |
| Alternative fuel mixture credits   |  | 95,500       |
| Other expense, net   | (21,031)                                   | (8,186)      |
| Income from operations   | 352,476                                    | 345,040      |
| Interest expense, net  | (30,333)                                   | (53,529)     |
| Income before taxes  | 322,143                                    | 291,511      |
| Provision for income taxes   | (112,885)                                  | (188,722)    |
| Net income   | \$ 209,258                                 | \$ 102,789   |
| Weighted average common shares outstanding:  |  |              |
| Basic  | 96,536                                     | 96,408       |
| Diluted  | 97,512                                     | 97,520       |
| Net income per common share:   |  |              |
| Basic  | \$ 2.17                                    | \$ 1.07      |
| Diluted  | \$ 2.15                                    | \$ 1.05      |
| Dividends declared per common share  | \$ 1.1125                                  | \$ 0.75      |
| <b>Statement of Comprehensive Income:</b>  |  |              |
| Net income   | \$ 209,258                                 | \$ 102,789   |
| Other comprehensive income (loss), net of tax:   |  |              |
| Fair value adjustments to cash flow hedges   |  | (10,183)     |
| Reclassification adjustment for cash flow hedges included in net income                | 2,609                                      | 977          |
| Amortization of pension and postretirement plans actuarial loss and prior service cost | 11,921                                     | 5,016        |
| Unfunded employee benefit obligations  | 13,418                                     |              |

|                                   |            |           |
|-----------------------------------|------------|-----------|
| Other comprehensive income (loss) | 27,948     | (4,190)   |
| Comprehensive income              | \$ 237,206 | \$ 98,599 |

See notes to condensed consolidated financial statements.

**Table of Contents****Packaging Corporation of America****Condensed Consolidated Statements of Cash Flows****(Unaudited)**

|   | <b>Nine Months Ended<br/>September 30,</b> |                 |
|---|--|-----------------|
|   | <b>2013</b>                                | <b>2012</b>     |
| <b>(In thousands)</b>   |  |                 |
| <b>Cash Flows from Operating Activities:</b>                                      |  |                 |
| Net income  | \$ 209,258                                 | \$ 102,789      |
| Adjustments to reconcile net income to net cash provided by operating activities: |  |                 |
| Depreciation, depletion and amortization  | 129,838                                    | 127,994         |
| Amortization of financing costs   | 3,332                                      | 912             |
| Amortization of net loss on treasury lock   | 4,242                                      | 1,574           |
| Share-based compensation expense  | 9,956                                      | 8,477           |
| Deferred income tax provision   | 3,604                                      | 173,696         |
| Alternative fuel mixture credits  | 76,280                                     | (72,436)        |
| Loss on disposals of property, plant and equipment                                | 5,147                                      | 4,668           |
| Loss on early extinguishment of debt  |  | 21,296          |
| Pension and postretirement benefits   | 10,600                                     | (7,775)         |
| Other, net  | (496)                                      | (3,354)         |
| Changes in operating assets and liabilities, excluding effects of acquisition:    |  |                 |
| (Increase) decrease in assets   |  |                 |
| Accounts receivable   | (57,583)                                   | (52,528)        |
| Inventories   | 1,875                                      | (4,217)         |
| Prepaid expenses and other current assets   | (9,196)                                    | (8,587)         |
| Increase (decrease) in liabilities  |  |                 |
| Accounts payable  | 46,418                                     | (10,650)        |
| Accrued liabilities   | (13,107)                                   | (30,048)        |
| <b>Net cash provided by operating activities</b>                                  | <b>420,168</b>                             | <b>251,811</b>  |
| <b>Cash Flows from Investing Activities:</b>                                      |  |                 |
| Additions to property, plant and equipment  | (130,410)                                  | (94,396)        |
| Acquisition of business   |  | (35,393)        |
| Treasury grant proceeds   |  | 57,399          |
| Additions to other long term assets   | (2,459)                                    | (1,181)         |
| Proceeds from disposals of property, plant and equipment                          | 350  | 25              |
| <b>Net cash used for investing activities</b>                                     | <b>(132,519)</b>                           | <b>(73,546)</b> |
| <b>Cash Flows from Financing Activities:</b>                                      |  |                 |
| Proceeds on long-term debt  |  | 397,044         |
| Payments on long-term debt  | (11,967)                                   | (433,202)       |

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|   |                   |                   |
|---|-------------------|-------------------|
| Financing costs paid  | (8,220)           | (821)             |
| Settlement of treasury lock                                 |                   | (65,500)          |
| Common stock dividends paid                                 | (69,883)          | (68,776)          |
| Repurchases of common stock                                 | (7,799)           | (41,524)          |
| Proceeds from exercise of stock options                     | 2,756             | 16,121            |
| Excess tax benefits from share-based awards                 | 7,539             | 2,986             |
| Shares withheld to cover employee restricted stock taxes    | (10,873)          |                   |
| <b>Net cash used for financing activities</b>               | <b>(98,447)</b>   | <b>(193,672)</b>  |
| <b>Net increase (decrease) in cash and cash equivalents</b> | <b>189,202</b>    | <b>(15,407)</b>   |
| <b>Cash and cash equivalents, beginning of period</b>       | <b>207,393</b>    | <b>156,313</b>    |
| <b>Cash and cash equivalents, end of period</b>             | <b>\$ 396,595</b> | <b>\$ 140,906</b> |

See notes to condensed consolidated financial statements.

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**Packaging Corporation of America**

**Notes to Condensed Consolidated Financial Statements**

**(Unaudited)**

**September 30, 2013**

**1. Basis of Presentation**

The condensed consolidated financial statements of Packaging Corporation of America ( PCA or the Company ) as of September 30, 2013 and 2012 and for the three- and nine-month periods ended are unaudited but include all adjustments (consisting only of normal recurring adjustments) that management considers necessary for a fair presentation of such financial statements. These financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with Article 10 of SEC Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete audited financial statements. Operating results for the period ended September 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013. These condensed consolidated financial statements should be read in conjunction with PCA's Annual Report on Form 10-K for the year ended December 31, 2012.

**2. Summary of Accounting Policies**

***Basis of Consolidation***

The accompanying condensed consolidated financial statements of PCA include all majority-owned subsidiaries. All intercompany transactions have been eliminated. The Company has two joint ventures that are accounted for under the equity method.

***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 amounts in the financial statements and the accompanying notes. Actual results could differ from those estimates.

***Revenue Recognition***

The Company recognizes revenue as title to the products is transferred to customers. The cost of shipping and handling products billed to a customer are included in net sales. Shipping and product handling costs not billed to a customer are included in cost of sales. In addition, the Company offers volume rebates to certain of its customers. The cost of these rebates is estimated and accrued as a reduction to net sales at the time of the respective sale.

***Segment Information***

PCA is engaged in one line of business: the integrated manufacture and sale of packaging materials, boxes and containers for industrial and consumer markets. No single customer accounts for more than 10% of total net sales.

***Recent Accounting Pronouncements***

In July 2013, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2013-11, Income Taxes (Topic 740) Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. This ASU requires that liabilities related to unrecognized tax benefits offset deferred tax assets for net operating loss carryforwards, a similar tax loss or a tax credit carryforward if such settlement is required or expected in the event the uncertain

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tax position is disallowed. In situations in which carryforwards cannot be used or the deferred tax asset is not intended to be used for such purpose, the unrecognized tax benefit should be recorded as a liability and should not offset deferred tax assets. The amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The Company is currently evaluating the potential impact of the adoption of this ASU on its financial position and results of operations.

Also in July 2013, the FASB issued ASU 2013-10, Derivatives and Hedging (Topic 815) Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes. The amendments in this ASU permit the Fed Funds Effective Swap rate to be used as a benchmark interest rate for hedge accounting purposes under Topic 815, in addition to interest rates on Treasury obligations of the U.S. government and the London Interbank Offered Rate (or LIBOR). The amendments also remove the restriction on using different benchmark rates for similar hedges. This ASU is effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The guidance in this ASU will impact the Company's accounting for hedging relationships to the extent the Company has any such relationships.

In February 2013, the FASB issued ASU 2013-02, Comprehensive Income (Topic 220) Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. The amendments in this ASU require an entity to provide information about the amounts reclassified out of accumulated other comprehensive income ( AOCI ) by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of AOCI by the respective line items of net income but only if the amount reclassified is required under U.S. generally accepted accounting principles ( GAAP ) to be reclassified to net income in its entirety in the same reporting period. For other amounts not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures that provide additional detail about those amounts. The amendments in this ASU are effective prospectively for reporting periods beginning after December 15, 2012. Early adoption is permitted. The Company has complied with the provisions of ASU 2013-02 upon its adoption on January 1, 2013. See Note 4 for additional information.

Also in February 2013, the FASB issued ASU 2013-04, Liabilities (Topic 405) Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the Reporting Date. This ASU requires an entity to measure obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this guidance is fixed at the reporting date, as the sum of (a) the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and (b) any additional amount the reporting entity expects to pay on behalf of its co-obligors. This ASU also requires an entity to disclose the nature and amount of the obligation as well as other information about those obligations. The amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013 and should be applied retrospectively to all prior periods presented. To the extent the Company has any joint and several liability arrangements, this ASU will impact the Company's accounting for such arrangements.

In July 2012, the FASB issued ASU 2012-02, Intangibles Goodwill and Other (Topic 350) Testing Indefinite-Lived Intangible Assets for Impairment. The amendments in this ASU allow an entity to first assess qualitative factors to determine whether it is necessary to perform a quantitative impairment test. An entity would not be required to calculate the fair value of an indefinite-lived intangible asset unless the entity determines, based on a qualitative assessment, that it is more likely than not that the indefinite-lived intangible asset is impaired. The amendments in this ASU are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted. The adoption of this guidance on January 1, 2013 did not impact the Company's financial position, results of operations or cash flows.





**Table of Contents****3. Earnings Per Share**

The following table sets forth the computation of basic and diluted income per common share for the periods presented.

|  | <b>Three Months Ended<br/>September 30,</b> |               |
|--|---|---------------|
|  | <b>2013</b>                                 | <b>2012</b>   |
| <b>(In thousands, except per share data)</b>                   |   |               |
| Numerator:   |   |               |
| Net income   | \$ 84,180                                   | \$ 39,791     |
| Denominator:   |   |               |
| Basic common shares outstanding                                | 96,758                                      | 96,360        |
| Effect of dilutive securities:                                 |   |               |
| Stock options, unvested restricted stock and performance units | 839   | 989           |
| <b>Diluted common shares outstanding</b>                       | <b>97,597</b>                               | <b>97,349</b> |
| Basic income per common share                                  | \$ 0.87                                     | \$ 0.41       |
| Diluted income per common share                                | \$ 0.86                                     | \$ 0.41       |

|  | <b>Nine Months Ended<br/>September 30,</b> |               |
|--|--|---------------|
|  | <b>2013</b>                                | <b>2012</b>   |
| <b>(In thousands, except per share data)</b>                   |  |               |
| Numerator:   |  |               |
| Net income   | \$ 209,258                                 | \$ 102,789    |
| Denominator:   |  |               |
| Basic common shares outstanding                                | 96,536                                     | 96,408        |
| Effect of dilutive securities:                                 |  |               |
| Stock options, unvested restricted stock and performance units | 976  | 1,112         |
| <b>Diluted common shares outstanding</b>                       | <b>97,512</b>                              | <b>97,520</b> |
| Basic income per common share                                  | \$ 2.17                                    | \$ 1.07       |
| Diluted income per common share                                | \$ 2.15                                    | \$ 1.05       |

All outstanding options to purchase shares for the remaining periods presented were included in the computation of diluted common shares outstanding.

**4. Accumulated Other Comprehensive Income**

Changes in accumulated other comprehensive income ( AOCI ) by component follows:

(In thousands)

Total

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|  | Unrealized Loss<br>on Treasury<br>Locks, Net | Unrealized Loss<br>on Foreign<br>Exchange<br>Contracts | Unfunded<br>Employee<br>Benefit<br>Obligations |              |
|--|--|--|--|--------------|
| Balance at December 31, 2012                           | \$ (31,651)                                  | \$ (392)   | \$ (81,999)                                    | \$ (114,042) |
| Other comprehensive income before<br>reclassifications |  |  | 13,418   | 13,418       |
| Amounts reclassified from AOCI                         | 2,594  | 15   | 11,921   | 14,530       |
| Net current period other comprehensive<br>income       | 2,594  | 15   | 25,339   | 27,948       |
| Balance at September 30, 2013                          | \$ (29,057)                                  | \$ (377)   | \$ (56,660)                                    | \$ (86,094)  |

The above amounts are shown net of tax. Amounts in parentheses indicate debits.

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The following table presents information about reclassification adjustments out of AOCI for the three- and nine-month periods ended September 30, 2013:

| Details about AOCI Components (In thousands)  | Amounts<br>Reclassified<br>from AOCI   |                                       | Affected Line Item in the Statement Where<br>Net Income is Presented |
|---|--|---------------------------------------|--|
|   | Three Months<br>Ended<br>September 30, | Nine Months<br>Ended<br>September 30, |  |
|   | 2013                                   | 2013                                  |  |
| Unrealized loss on treasury locks, net        | \$ (1,414)                             | \$ (4,242)                            | See (1) below  |
|   | 549                                    | 1,648                                 | Tax benefit  |
|   | \$ (865)                               | \$ (2,594)                            | Net of tax   |
| Unrealized loss on foreign exchange contracts | \$ (8)                                 | \$ (25)                               | See (2) below  |
|   | 3                                      | 10                                    | Tax benefit  |
|   | \$ (5)                                 | \$ (15)                               | Net of tax   |
| Unfunded employee benefit obligations         |  |                                       |  |
| Amortization of prior service costs           | \$ (57)                                | \$ (2,965)                            | See (3) below  |
| Curtailment loss                              | (3,132)                                | (10,908)                              | See (3) below  |
| Amortization of actuarial gains / (losses)    | (2,351)                                | (5,622)                               | See (3) below  |
|   | (5,540)                                | (19,495)                              | Total before tax   |
|   | 2,153                                  | 7,574                                 | Tax benefit  |
|   | \$ (3,387)                             | \$ (11,921)                           | Net of tax   |

- (1) This amount reclassified from AOCI is included in interest expense, net. See Note 10 for additional information.
- (2) This amount reclassified from AOCI is included as depreciation in cost of sales.
- (3) These amounts reclassified from AOCI are included in the computation of net pension and postretirement costs. See Note 8 for additional information.

Amounts in parentheses shown above indicate expenses in the statement of income.

**5. Stock-Based Compensation**

In October 1999, the Company adopted a long-term equity incentive plan, which allows for grants of stock options, stock appreciation rights, restricted stock and performance awards to directors, officers and employees of PCA, as well as others who engage in services for PCA. The Company has not granted any option awards since 2007. The plan, which was scheduled to terminate on October 19, 2014, was amended effective with the approval by the Company's stockholders on May 1, 2013. The amendment extended the plan's term by ten years to May 1, 2023 and increased the number of shares that may be granted under the plan by 2,000,000 shares to a total issuance of up to

10,550,000 shares of common stock over the life of the plan (including prior awards). As of September 30, 2013, share-based awards for 8,313,735 shares have been granted, net of forfeitures. Forfeitures are added back to the pool of shares of common stock available to be granted at a future date.

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A summary of the Company's restricted stock activity follows:

|   |               | <b>2013</b>   |               | <b>2012</b>   |
|---|---------------|---|---------------|---|
|   | <b>Shares</b> | <b>Fair Market<br/>Value at<br/>Date of<br/>Grant</b> | <b>Shares</b> | <b>Fair Market<br/>Value at<br/>Date of<br/>Grant</b> |
| <b>(Dollars in thousands)</b>                   |               |   |               |   |
| Restricted stock outstanding at January 1       | 1,771,664     | \$ 41,522   | 1,817,745     | \$ 40,655   |
| Granted   | 234,537       | 11,211  | 394,928       | 10,846  |
| Vested  | (600,088)     | (11,686)  | (405,309)     | (9,185)   |
| Cancellations                                   | (32,360)      | (795)   | (8,945)       | (188)   |
| Restricted stock outstanding at<br>September 30 | 1,373,753     | \$ 40,252   | 1,798,419     | \$ 42,128   |

Restricted stock awards granted to officers and employees generally vest at the end of a four-year period, and restricted stock awards granted to directors vest immediately. The fair value of restricted stock is determined based on the closing price of the Company's stock on the grant date.

The Company granted performance unit awards to certain key employees on June 24, 2013. The number of units that vest at the end of a four-year period are based on the Company's performance compared to a peer group. The performance units are paid out entirely in shares of the Company's common stock. The award is valued at the closing price of the Company's stock on the grant date and is expensed over the requisite service period based on the most probable number of awards expected to vest. A summary of the Company's performance unit activity follows:

|                                   |              | <b>2013</b>   |
|-----------------------------------|--------------|---|
|                                   | <b>Units</b> | <b>Fair Market<br/>Value at<br/>Date of<br/>Grant</b> |
| <b>(Dollars in thousands)</b>     |              |   |
| Performance units at January 1    |              | \$  |
| Granted                           | 70,600       | 3,377   |
| Performance units at September 30 | 70,600       | \$ 3,377  |

Compensation expense for share-based awards recognized in the condensed consolidated statements of income for the three- and nine-month periods ended September 30, 2013 and 2012 was as follows:

| <b>Three Months Ended<br/>September 30,</b> | <b>Nine Months<br/>Ended<br/>September 30,</b> |
|---|--|
|---|--|

|                                      | <b>2013</b> | <b>2012</b> | <b>2013</b> | <b>2012</b> |
|--------------------------------------|-------------|-------------|-------------|-------------|
| <b>(In thousands)</b>                |             |             |             |             |
| Impact on income before income taxes | \$ (3,182)  | \$ (2,746)  | \$ (9,956)  | \$ (8,477)  |
| Income tax benefit                   | 1,237       | 1,068       | 3,868       | 3,296       |
| Impact on net income                 | \$ (1,945)  | \$ (1,678)  | \$ (6,088)  | \$ (5,181)  |

The Company generally recognizes compensation expense associated with share-based awards ratably over their vesting periods. As PCA's Board of Directors has the ability to accelerate vesting of share-based awards upon an employee's retirement, the Company accelerates the recognition of compensation expense for certain employees approaching normal retirement age. As of September 30, 2013, there was \$22.9 million and \$3.2 million of total unrecognized compensation costs related to restricted stock awards and performance unit awards, respectively. The Company expects to recognize the cost of these awards over a weighted-average period of 2.8 years for restricted stock and 3.8 years for performance units. There is no unrecognized compensation cost related to stock option awards granted under the Company's equity incentive plan as all outstanding awards have vested.

**Table of Contents****6. Inventories**

The components of inventories are as follows:

|   | <b>September 30,<br/>2013</b> | <b>December 31,<br/>2012</b> |
|---|-------------------------------|------------------------------|
| <b>(In thousands)</b>                         |                               |                              |
| Raw materials                                 | \$ 134,709                    | \$ 125,909                   |
| Work in process                               | 9,680                         | 8,287                        |
| Finished goods                                | 78,533                        | 78,788                       |
| Supplies and materials                        | 113,973                       | 119,284                      |
| Inventories at FIFO or average cost           | 336,895                       | 332,268                      |
| Excess of FIFO or average cost over LIFO cost | (70,003)                      | (63,501)                     |
| <b>Inventories, net</b>                       | <b>\$ 266,892</b>             | <b>\$ 268,767</b>            |

An actual valuation of inventory under the LIFO method is made only at the end of each year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations must necessarily be based on management's estimates of expected year-end inventory levels and costs. Because these are subject to many factors beyond management's control, interim results are subject to the final year-end LIFO inventory valuation.

**7. Other Intangible Assets**

The components of other intangible assets are as follows:

|                                      | <b>Weighted<br/>Average<br/>Remaining Life</b> | <b>As of September 30, 2013</b>      |                                     | <b>As of December 31, 2012</b>       |                                     |
|--------------------------------------|--|--------------------------------------|-------------------------------------|--------------------------------------|-------------------------------------|
|                                      |  | <b>Gross<br/>Carrying<br/>Amount</b> | <b>Accumulated<br/>Amortization</b> | <b>Gross<br/>Carrying<br/>Amount</b> | <b>Accumulated<br/>Amortization</b> |
| <b>(In thousands)</b>                |  |                                      |                                     |                                      |                                     |
| Customer relationships               | 16.3 years                                     | \$ 48,261                            | \$ 12,997                           | \$ 48,261                            | \$ 10,663                           |
| Other                                | 2.3 years                                      | 990                                  | 512                                 | 990                                  | 305                                 |
| <b>Total other intangible assets</b> |  | <b>\$ 49,251</b>                     | <b>\$ 13,509</b>                    | <b>\$ 49,251</b>                     | <b>\$ 10,968</b>                    |

**8. Employee Benefit Plans and Other Postretirement Plans**

For the three- and nine-month periods ended September 30, 2013 and 2012, net pension costs were comprised of the following:

|  | <b>Three Months<br/>Ended<br/>September 30,<br/>2013</b> |             | <b>Nine Months<br/>Ended<br/>September 30,<br/>2013</b> |             |
|--|--|-------------|---|-------------|
|  | <b>2012</b>  | <b>2012</b> | <b>2012</b>   | <b>2012</b> |
| <b>(In thousands)</b>                            |  |             |   |             |
| <b>Components of Net Pension Costs</b>           |  |             |   |             |
| Service cost for benefits earned during the year | \$ 5,825   | \$ 5,606    | \$ 18,322   | \$ 16,818   |
| Interest cost on accumulated benefit obligation  | 4,269  | 3,700       | 12,250  | 11,100      |
| Expected return on assets                        | (3,796)  | (3,027)     | (11,297)  | (9,081)     |
| Net amortization of unrecognized amounts         |  |             |   |             |
| Prior service cost                               | 163  | 1,498       | 3,284   | 4,495       |
| Curtailment loss                                 | 3,132  |             | 10,908  |             |
| Actuarial loss                                   | 2,217  | 1,229       | 5,220   | 3,687       |
| Net pension costs                                | \$ 11,810  | \$ 9,006    | \$ 38,687   | \$ 27,019   |



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In June 2013, the United Steelworkers ( USW ) ratified a master labor agreement with PCA under which certain USW-represented corrugated plant employees will have pension accruals frozen under PCA s hourly pension plan. As of the date of the pension freeze, affected USW-represented employees will transition to a defined contribution 401k plan for future service. In accordance with ASC 715, Compensation Retirement Benefits, the Company recorded a \$7.8 million pre-tax pension curtailment charge related to the unrecognized prior service costs of employees impacted by the pension freeze during the second quarter of 2013. The Company also remeasured the hourly pension plan benefit obligation using current fair values of plan assets and current assumptions, resulting in a decrease in the benefit obligation of \$13.8 million with a corresponding decrease in accumulated other comprehensive income (loss) of \$8.4 million and deferred taxes of \$5.4 million.

In September 2013, the USW ratified a master labor agreement with PCA under which certain USW-represented containerboard mill employees will have pension accruals frozen under PCA s hourly pension plan. As of the date of the pension freeze, affected USW-represented employees will transition to a defined contribution 401k plan for future service. The Company recorded a \$3.1 million pre-tax pension curtailment charge related to the unrecognized prior service costs of employees impacted by the pension freeze during the third quarter of 2013. The Company also remeasured the hourly pension plan benefit obligation using current fair values of plan assets and current assumptions, resulting in a decrease in the benefit obligation of \$8.1 million with a corresponding decrease in accumulated other comprehensive income (loss) of \$5.0 million and deferred taxes of \$3.1 million.

The Company makes pension plan contributions that are sufficient to fund its actuarially determined costs, generally equal to the minimum amounts required by the Employee Retirement Income Security Act (ERISA). However, from time to time the Company may make discretionary contributions in excess of the required minimum amounts. The Company contributed \$30.0 million to the pension plans in September 2013.

For the three- and nine-month periods ended September 30, 2013 and 2012, net postretirement costs relating to certain medical benefits for retirees were comprised of the following:

|  | <b>Three Months<br/>Ended<br/>September 30,<br/>2013      2012</b> |        | <b>Nine Months<br/>Ended<br/>September 30,<br/>2013      2012</b> |          |
|--|--|--------|---|----------|
| <b>(In thousands)</b>                            |  |        |   |          |
| <b>Components of Net Postretirement Costs</b>    |  |        |   |          |
| Service cost for benefits earned during the year | \$ 515   | \$ 464 | \$ 1,545  | \$ 1,392 |
| Interest cost on accumulated benefit obligation  | 311  | 310    | 934   | 931      |
| Net amortization of unrecognized amounts         |  |        |   |          |
| Prior service cost                               | (106)  | (104)  | (319)   | (314)    |
| Actuarial loss                                   | 134  | 113    | 401   | 339      |
| Net postretirement costs                         | \$ 854   | \$ 783 | \$ 2,561  | \$ 2,348 |

**9. Transfers of Financial Assets**

PCA has an on-balance sheet securitization program for its trade accounts receivable that is accounted for as a secured borrowing under ASC 860, Transfers and Servicing. To effectuate this program, the Company formed a wholly owned, limited-purpose subsidiary, Packaging Credit Company, LLC ( PCC ), which in turn formed a wholly owned,

bankruptcy-remote, special-purpose subsidiary, Packaging Receivables Company, LLC ( PRC ), for the purpose of acquiring receivables from PCC. Both of these entities are included in the consolidated financial statements of the Company. Under this program, PCC purchases on an ongoing basis substantially all of the receivables of the Company and sells such receivables to PRC. PRC and lenders established a \$200.0 million receivables-backed revolving credit facility ( Receivables Credit Facility ) through which PRC obtains funds to purchase receivables from PCC. The receivables purchased by PRC are solely the property of PRC. In the event of liquidation of PRC, the creditors of PRC would be entitled to satisfy their claims

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from PRC's assets prior to any distribution to PCC or the Company. Credit available under the receivables credit facility is on a borrowing-base formula. As a result, the full amount of the facility may not be available at all times. At September 30, 2013, \$109.0 million was outstanding and included in Long-term debt on the condensed consolidated balance sheet. Substantially all accounts receivable at September 30, 2013 have been sold to PRC and are included in Accounts receivable, net of allowance for doubtful accounts and customer deductions on the condensed consolidated balance sheet.

**10. Derivative Instruments and Hedging Activities**

The Company records its derivatives in accordance with ASC 815, Derivatives and Hedging. The guidance requires the Company to recognize derivative instruments as either assets or liabilities in the balance sheet at fair value. The accounting for changes in the fair value of a derivative depends on the intended use and designation of the derivative instrument. For a derivative designated as a fair value hedge, the gain or loss on the derivative is recognized in earnings in the period of change in fair value together with the offsetting gain or loss on the hedged item. For a derivative instrument designated as a cash flow hedge, the effective portion of the derivative's gain or loss is initially reported as a component of accumulated other comprehensive income (loss) (AOCI) and is subsequently recognized in earnings when the hedged exposure affects earnings. The ineffective portion of the gain or loss is recognized in earnings. At September 30, 2013, PCA did not have any derivative instruments outstanding.

***Hedging Strategy***

PCA is exposed to certain risks relating to its ongoing operations. When appropriate, the Company uses derivatives as a risk management tool to mitigate the potential impact of certain market risks. The primary risks managed by using derivative financial instruments are interest rate and foreign currency exchange rate risks. PCA does not enter into derivative financial instruments for trading or speculative purposes.

***Interest Rate Risk***

The Company has historically used treasury lock derivative instruments to manage interest costs and the risk associated with changing interest rates. In connection with contemplated issuances of ten-year debt securities, PCA entered into interest rate protection agreements with counterparties in 2008, 2010 and 2011 to protect against increases in the ten-year U.S. Treasury Note rate. These treasury rates served as references in determining the interest rates applicable to the debt securities the Company issued in March 2008 and June 2012. As a result of changes in the interest rates on those treasury securities between the time PCA entered into the agreements and the time PCA priced and issued the debt securities, the Company: (1) made a payment of \$4.4 million to the counterparty upon settlement of the 2008 interest rate protection agreement on March 25, 2008; (2) received a payment of \$9.9 million from the counterparties upon settlement of the 2010 interest rate protection agreements on February 4, 2011; and (3) made a payment of \$65.5 million to the counterparty upon settlement of the 2011 interest rate protection agreement on June 26, 2012. The Company recorded the effective portion of the settlements in AOCI, and these amounts are being amortized over the terms of the respective notes. The net amount of settlement gains or losses on derivative instruments included in AOCI to be amortized over the next 12 months is a net loss of \$5.7 million (\$3.7 million after tax).

**11. Fair Value Measurements**

The following presents information about PCA's assets and liabilities measured at fair value and the valuation techniques used to determine those fair values. The inputs used in the determination of fair values are categorized according to the fair value hierarchy as being Level 1, Level 2 or Level 3 in accordance with ASC 820, Fair Value

Measurements and Disclosures. The valuation techniques are as follows:

- (a) Market approach – prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities

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- (b) Cost approach amount that would be required to replace the service capacity of an asset (replacement cost)
- (c) Income approach techniques to convert future amounts to a single present amount based on market expectations (including present value techniques, option-pricing and excess earnings models)

A summary of financial instruments recognized at fair value on a recurring basis follows:

| (In thousands)                   | Total    | Quoted prices<br>in active<br>markets for<br>identical assets<br>(Level 1) | Other<br>observable<br>inputs<br>(Level 2) | Unobservable<br>inputs<br>(Level 3) |
|----------------------------------|----------|--|--|-------------------------------------|
| <u>September 30, 2013</u>        |          |  |  |                                     |
| <i>Cash and Cash Equivalents</i> |          |  |  |                                     |
| Cash                             | \$ 2,895 | \$ 2,895   | \$   | \$                                  |
| Money market funds               | 393,700  | 393,700  |  |                                     |
| <u>December 31, 2012</u>         |          |  |  |                                     |
| <i>Cash and Cash Equivalents</i> |          |  |  |                                     |
| Cash                             | \$ 3,893 | \$ 3,893   | \$   | \$                                  |
| Money market funds               | 203,500  | 203,500  |  |                                     |

PCA values its financial instruments using the market approach. No financial instruments were recognized using unobservable inputs.

There were no changes in the Company's valuation techniques used to measure fair values on a recurring basis since December 31, 2012. PCA had no assets or liabilities that were measured on a nonrecurring basis.

**Other Fair Value Measurements**

Long-term debt and the current maturities of long-term debt had a carrying value of \$782.4 million and a fair value of \$787.4 million at September 30, 2013 compared to \$793.6 million and \$825.0 million, respectively, at December 31, 2012. The fair value of the Company's senior notes is determined based on quoted market prices. The carrying value of the Company's variable rate debt approximates its market value due to the variable interest-rate feature of the instrument. These are considered Level 2 fair value measurements.

**12. Environmental Liabilities**

The potential costs for various environmental matters are uncertain due to such factors as the unknown magnitude of possible cleanup costs, the complexity and evolving nature of governmental laws and regulations and their interpretations, and the timing, varying costs and effectiveness of alternative cleanup technologies. From 1994 through September 30, 2013, remediation costs at PCA's mills and corrugated plants totaled approximately \$3.2 million. As of September 30, 2013, the Company maintained an environmental reserve of \$12.2 million relating to on-site landfills and surface impoundments as well as ongoing and anticipated remedial projects. Liabilities recorded for environmental contingencies are estimates of the probable costs based upon available information and assumptions. Because of these uncertainties, PCA's estimates may change. As of the date of this filing, the Company believes that it is not reasonably possible that future environmental expenditures for remediation costs and asset retirement obligations above the \$12.2 million accrued as of September 30, 2013 will have a material impact on its financial

condition, results of operations, or cash flows.

### **13. Stock Repurchase Program**

On December 14, 2011, the Company announced that its Board of Directors had authorized the repurchase of \$150.0 million of the Company's outstanding common stock. During the first nine months of 2013, the Company repurchased 171,263 shares of common stock for \$7.8 million, or \$45.54 per share, under this

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authorization. All of the shares purchased during the nine months of 2013 were retired prior to September 30, 2013. As of September 30, 2013, \$98.1 million of the \$150.0 million authorization remained available for repurchase of the Company's common stock.

**14. Alternative Energy Tax Credits**

The Company generates black liquor as a by-product of its pulp manufacturing process, which entitled it to certain federal income tax credits. When black liquor is mixed with diesel, it is considered an alternative fuel that was eligible for a \$0.50 per gallon refundable alternative fuel mixture credit for gallons produced before December 31, 2009. Black liquor is also eligible for a \$1.01 per gallon taxable cellulosic biofuel producer credit for gallons of black liquor produced and used in 2009. In an Internal Revenue Service (IRS) memorandum released in 2010, the IRS concluded that a black liquor producer may claim the alternative fuel mixture credit and the cellulosic biofuel producer credit in the same taxable year for different volumes of black liquor (the same gallon of fuel cannot receive both credits but can be claimed as either an alternative fuel mixture credit or a cellulosic biofuel producer credit).

During 2010, the IRS released guidance related to the alternative energy credits which resulted in: (1) reallocation of gallons of black liquor from the alternative fuel mixture credit to the cellulosic biofuel credit; and (2) the determination that the Company's proprietary biofuel process at its Filer City, Michigan mill would likely qualify for the cellulosic biofuel producer credit. The Company amended its 2009 federal income tax return in December 2010 to claim the additional Filer City gallons, resulting in \$107.0 million of cellulosic biofuel producer credits. In addition, the Company recorded in 2010 a reserve for unrecognized tax benefits under ASC 740, Income Taxes, of \$102.0 million (net of the federal benefit for state taxes) because the IRS guidelines do not specifically address the unique and proprietary nature of the Filer City mill process and uncertainty exists.

On February 3, 2012, PCA again amended its 2009 federal tax return to reallocate claimed gallons from cellulosic biofuel producer credits to alternative fuel mixture credits. As a result of this change, the Company recorded a charge of \$118.5 million in Provision for income taxes and income of \$95.5 million in Alternative fuel mixture credits, together resulting in a first quarter 2012 net non-cash, after tax charge of \$23.0 million.

The cellulosic biofuel producer credit is a taxable credit. However, the laws governing the taxability of the alternative fuel mixture credit are not completely defined. The IRS has not issued definitive guidance regarding such taxability. PCA believes that the manner in which the credit was claimed will not subject the Company to federal or state income taxes on such benefits. If it is determined that any of the alternative fuel mixture credits are subject to taxation, PCA will be required to pay those taxes and take a corresponding charge to its net income. During March of 2011, the IRS began its review of PCA's 2008 and 2009 federal income tax returns including the alternative energy tax credits claimed. Due to the anticipated conclusion of this audit, PCA expects the reserve for unrecognized tax benefits for the Filer City mill alternative energy tax credits to change significantly by the end of 2013. PCA estimates the change in the reserve for unrecognized tax benefits to be between \$0 and \$105.0 million.

As of September 30, 2013, PCA had no alternative energy tax credits available to offset future tax payments.

**15. Legal Proceedings**

During September and October 2010, PCA and eight other U.S. and Canadian containerboard producers were named as defendants in five purported class action lawsuits filed in the United States District Court for the Northern District of Illinois, alleging violations of the Sherman Act. The lawsuits have been consolidated in a single complaint under the caption *Kleen Products LLC v Packaging Corp. of America et al.* The consolidated complaint alleges that the defendants conspired to limit the supply of containerboard, and that the purpose and





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effect of the alleged conspiracy was to artificially increase prices of containerboard products during the period of August 2005 to the time of filing of the complaint. The complaint was filed as a purported class action suit on behalf of all purchasers of containerboard products during such period. The complaint seeks treble damages and costs, including attorney's fees. The defendants' motions to dismiss the complaint were denied by the court in April 2011. PCA believes the allegations are without merit and is defending this lawsuit vigorously. However, as discovery has not been completed, PCA is unable to predict the ultimate outcome or estimate a range of reasonably possible losses.

PCA is a party to various other legal actions arising in the ordinary course of our business. These legal actions cover a broad variety of claims spanning our entire business. As of the date of this filing, we believe it is not reasonably possible that the resolution of these legal actions will, individually or in the aggregate, have a material adverse effect on our financial condition, results of operations or cash flows.

**16. Acquisition**

On March 16, 2012, PCA acquired Packaging Specialists, a corrugated products manufacturer located near Pittsburgh, Pennsylvania, for \$35.4 million. Sales and total assets of the acquisition were not material to PCA's overall sales and total assets prior to the acquisition. Operating results of the acquisition subsequent to March 16, 2012 are included in the Company's operating results. The Company has allocated the purchase price to the assets acquired and liabilities assumed, of which \$9.6 million has been allocated to goodwill (which is deductible for tax purposes), \$15.5 million to customer relationships (to be amortized over a life of 15 years) and \$0.6 million to other intangible assets (to be amortized over a life of four years).

**17. Subsequent Events**

The Company has disclosed the following subsequent event in accordance with ASC 855, Subsequent Events. Subsequent events have been evaluated through the filing date of this Form 10-Q.

On October 25, 2013 we completed the acquisition of Boise Inc. (Boise), a large manufacturer of packaging and paper products with \$2.6 billion in net sales for the year ended December 31, 2012, for \$12.55 per share. In connection with the acquisition, PCA refinanced approximately \$775.0 million of Boise's indebtedness. The total transaction value, net of cash acquired, was approximately \$1.94 billion, including the \$775.0 million of Boise indebtedness. PCA incurred approximately \$4.2 million in expenses relating to the transaction during the third quarter and will incur significant expenses relating to the transaction during the fourth quarter, including \$55.7 million in redemption premiums paid to redeem Boise notes which will be recorded as interest expense. PCA used the proceeds of approximately \$2.0 billion of new borrowings, including \$1.3 billion in new term loan facilities and \$700.0 million in new 4.50% ten year notes, together with cash on hand to finance the acquisition and related expenses and refinance Boise and certain PCA indebtedness.

The transaction is expected to increase PCA's containerboard capacity to approximately 3.7 million tons from its current level of 2.6 million tons, including the announced expansion of the DeRidder, Louisiana mill. PCA's corrugated products volume will increase by approximately 30%. As a result of the acquisition, PCA's corrugated products presence will expand in the Pacific Northwest. In addition to the Boise packaging business, PCA also acquired the Boise paper business, a major producer of uncoated freesheet and specialty papers. The results of operations of Boise will be included in PCA's results for periods on and after October 25, 2013.

Due to the limited time between the acquisition date and the date of this filing, the initial accounting for the Boise acquisition is incomplete at this time. As a result, as of the acquisition date, the Company is unable to provide pro forma financial statements, including the amounts recognized for the major classes of assets acquired and liabilities

assumed. This information will be included in the Company's 2013 Annual Report on Form 10-K.

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**Item 2. *Management's Discussion and Analysis of Financial Condition and Results of Operations.***  
**Overview**

Packaging Corporation of America, or PCA, is the fourth largest producer of containerboard and corrugated products in the United States, based on production capacity. We produce a wide variety of corrugated products ranging from basic corrugated shipping containers to specialized packaging, such as wax-coated boxes for the agriculture industry. We also have multi-color printing capabilities to make high-impact graphics boxes and displays that offer our customers more attractive packaging. Our operating facilities and customers are located primarily in the United States.

On October 25, 2013 we completed the acquisition of Boise Inc. ( Boise ), a large manufacturer of packaging and paper products with \$2.6 billion in net sales for the year ended December 31, 2012, for \$12.55 per share. In connection with the acquisition, PCA refinanced approximately \$775.0 million of Boise's indebtedness. The total transaction value, net of cash acquired, was approximately \$1.94 billion, including the \$775.0 million of Boise indebtedness. PCA incurred approximately \$4.2 million in expenses relating to the transaction during the third quarter and will incur significant expenses relating to the transaction during the fourth quarter, including \$55.7 million in redemption premiums paid to redeem Boise notes which will be recorded as interest expense. PCA used the proceeds of approximately \$2.0 billion of new borrowings, including \$1.3 billion in new term loan facilities and \$700.0 million in new 4.50% ten year notes, together with cash on hand to finance the acquisition and related expenses and refinance Boise and certain PCA indebtedness.

The transaction is expected to increase PCA's containerboard capacity to approximately 3.7 million tons from its current level of 2.6 million tons, including the announced expansion of the DeRidder, Louisiana mill, PCA's corrugated products volume will increase by approximately 30%. As a result of the acquisition, PCA's corrugated products presence will expand in the Pacific Northwest. In addition to the Boise packaging business, PCA also acquired the Boise paper business, a major producer of uncoated freesheet and specialty papers. The results of operations of Boise will be included in PCA's results for periods on and after October 25, 2013.

In analyzing our operating performance, we focus on the following factors that affect our business and are important to consider when reviewing our financial and operating results:

containerboard and corrugated products demand;

corrugated products and containerboard pricing and mix;

cost trends and volatility for our major costs, including wood and recycled fiber, purchased fuels, electricity, labor and fringe benefits, and transportation costs; and

cash flow from operations and capital expenditures.

The cost to manufacture containerboard is dependent, in large part, on the costs of wood fiber, recycled fiber, purchased fuels, electricity and labor and fringe benefits. Excluding the cost of containerboard, labor and benefits costs make up the largest component of corrugated products' manufactured costs.

The market for containerboard is generally subject to changes in the U.S. economy. Historically, supply and demand, as well as industry-wide inventory levels, have influenced prices of containerboard and corrugated products. In addition to U.S. shipments, approximately 10% of domestically produced containerboard has been exported annually for use in other countries.

As reported by the Fibre Box Association, industry-wide shipments of corrugated products increased 0.6% for the three months ended September 30, 2013 compared to the same period in 2012. Reported industry containerboard production for the three months ended September 30, 2013 increased 3.3% compared to the same period in 2012. Trade publications reported that containerboard inventories at the end of the third quarter of 2013 were approximately 2.4 million tons compared to second quarter 2013 ending inventories of 2.2 million tons. Reported industry shipments to export markets decreased 8.7% for the third quarter of 2013 compared to last year's third quarter. Published containerboard prices did not change during the third quarter of 2013.

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During the third quarter of 2013, PCA produced approximately 671,000 tons of containerboard at our mills and sold 9.3 billion square feet ( bsf ) of corrugated products. Our corrugated products shipments for the third quarter of 2013 were up 7.8% compared to the third quarter of 2012. Containerboard volume sold to domestic and export customers for the three months ended September 30, 2013 was 12,000 tons lower than the same period in 2012 due to increased internal demand for containerboard at our box plants.

Published prices for recycled fiber were 25% higher in the third quarter of 2013 compared to the third quarter 2012 average price and were up approximately 5% compared to the second quarter of 2013. Our wood costs increased compared to last year s third quarter due to an unusually wet third quarter in the U. S. Southeast which made it more difficult to access wood. Purchased fuel prices increased primarily due to higher prices for natural gas and coal. Our chemical costs in the third quarter of 2013 were slightly higher than the comparable period in 2012 due to higher purchase prices and usage. Transportation costs increased 3% compared to last year s third quarter.

Excluding after-tax costs related to the Boise acquisition of \$2.7 million, or \$0.03 per diluted share, and a pension curtailment charge of \$2.0 million, or \$0.02 per diluted share, we earned net income of \$89.0 million (\$0.91 per diluted share) in the third quarter of 2013, compared with net income before special items of \$53.3 million (\$0.55 per diluted share) in the third quarter of 2012. Special items in the third quarter of 2012 included debt refinancing charges of \$13.5 million, or \$0.14 per diluted share. Information regarding our use of non-GAAP financial measures and reconciliations of non-GAAP measures used in this Item 2 to the most comparable measure reported in accordance with GAAP are included elsewhere in this section under Reconciliations of Non-GAAP Financial Measures to Reported Amounts.

Looking ahead to the fourth quarter, we expect seasonally lower corrugated products volume than the third quarter resulting, in part, from two less corrugated products shipping days. We also expect lower mill production and higher operating costs related to the annual maintenance outage at our Filer City, Michigan mill. We also expect fuel costs to be seasonally higher with colder weather. Considering these items and excluding any impact from the Boise acquisition, we currently expect fourth quarter earnings to be lower than the third quarter.

**Results of Operations*****Three Months Ended September 30, 2013 Compared to Three Months Ended September 30, 2012***

The historical results of operations of PCA for the three months ended September 30, 2013 and 2012 are set forth below:

|                            | <b>Three Months Ended</b> |             | <b>Change</b> |
|----------------------------|---------------------------|-------------|---------------|
|                            | <b>September 30,</b>      |             |               |
| <b>(In thousands)</b>      | <b>2013</b>               | <b>2012</b> |               |
| Net sales                  | \$ 845,440                | \$ 723,473  | \$ 121,967    |
| Income from operations     | \$ 141,960                | \$ 92,072   | \$ 49,888     |
| Interest expense, net      | (11,850)                  | (30,590)    | 18,740        |
| Income before taxes        | 130,110                   | 61,482      | 68,628        |
| Provision for income taxes | (45,930)                  | (21,691)    | (24,239)      |

|            |           |           |           |
|------------|-----------|-----------|-----------|
| Net income | \$ 84,180 | \$ 39,791 | \$ 44,389 |
|------------|-----------|-----------|-----------|

***Net Sales***

Net sales increased by \$122.0 million, or 16.9%, for the three months ended September 30, 2013 from the comparable period in 2012, as a result of higher sales price and improved mix (\$68.9 million) and higher sales volume (\$53.1 million).

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Corrugated products shipments for the third quarter increased 7.8% compared to the third quarter of 2012 both on a total basis and a shipments-per-workday basis. Total corrugated products volume sold for the three months ended September 30, 2013 increased 0.7 bsf to 9.3 bsf compared to 8.6 bsf in last year's third quarter. Both the third quarter of 2013 and 2012 contained 63 workdays, those days not falling on a weekend or holiday.

Containerboard volume sold to outside domestic and export customers for the three months ended September 30, 2013 was 12,000 tons lower than the same period in 2012. Containerboard mill production for the third quarter was 671,000 tons compared to 670,000 tons in the third quarter of 2012.

***Income from Operations***

Income from operations increased \$49.9 million, or 54.2%, for the three months ended September 30, 2013 compared to the three months ended September 30, 2012. Income from operations includes a pre-tax pension curtailment charge of \$3.1 million and costs related to the Boise acquisition of \$1.5 million. Excluding special items, income from operations increased \$54.5 million, driven by higher pricing and improved mix (\$68.9 million) and higher corrugated products volume (\$8.1 million). These improvements were partially offset by higher expenses for incentive compensation (\$4.7 million), labor (\$4.3 million), fiber (\$4.1 million), energy (\$2.7 million), transportation (\$1.8 million), chemicals (\$1.7 million) and depreciation (\$1.2 million).

Gross profit increased \$63.3 million, or 38.9%, for the three months ended September 30, 2013 from the comparable period in 2012. Gross profit as a percentage of net sales increased to 26.7% for third quarter 2013 compared to 22.5% in third quarter 2012 primarily attributable to the price and volume increases previously described.

Selling and administrative expenses increased \$4.9 million, or 9.6%, for the three months ended September 30, 2013 compared to the same period in 2012, primarily as a result of increased costs for incentive compensation (\$2.4 million), salaries (\$1.3 million), related fringe benefits (\$0.5 million), and broker commissions (\$0.4 million).

Corporate overhead increased \$4.2 million, or 24.4%, for the third quarter 2013 compared to third quarter 2012. Excluding the costs related to the Boise acquisition of \$1.5 million, corporate overhead increased \$2.7 million, primarily due to increased costs related to incentive compensation (\$1.2 million), salary and fringe benefits (\$0.7 million), legal matters (\$0.5 million) and travel (\$0.3 million).

Other expense for the three months ended September 30, 2013 increased \$4.3 million or 218.3% compared to the comparable period in 2012, primarily due to the pension plan curtailment charge (\$3.1 million) and increased expenses related to fixed asset disposals (\$1.2 million).

***Interest Expense, Net and Income Taxes***

Net interest expense decreased \$18.7 million, or 61.3%, for the three months ended September 30, 2013 compared to the same period in 2012. Net interest expense in the third quarter of 2013 included a \$2.7 million charge for bridge financing fees related to the Boise acquisition, and net interest expense in the third quarter of 2012 included a \$21.1 million charge primarily as a result of the premium associated with the early redemption of the Company's 5.75% notes due in 2013 in July 2012. Excluding these special items, net interest expense was \$0.3 million lower for the three months ended September 30, 2013 compared to the same period in 2012.

PCA's effective tax rate was 35.3% for the three months ended September 30, 2013 and 2012. The effective tax rate varies from the U.S. federal statutory rate of 35.0% principally due to the impact of state and local income taxes and the domestic manufacturers' deduction. PCA had no material changes to its reserve for unrecognized tax benefits under

ASC 740, Income Taxes, during the third quarter of 2013 but does expect a significant change by the end of the year as described in Note 14 to the condensed consolidated financial statements.



**Table of Contents*****Nine Months Ended September 30, 2013 Compared to Nine Months Ended September 30, 2012***

The historical results of operations of PCA for the nine months ended September 30, 2013 and 2012 are set forth below:

|                            | <b>Nine Months Ended<br/>September 30,</b> |              | <b>Change</b> |
|----------------------------|--|--------------|---------------|
|                            | <b>2013</b>                                | <b>2012</b>  |               |
| <b>(In thousands)</b>      |  |              |               |
| Net sales                  | \$ 2,400,877                               | \$ 2,107,298 | \$ 293,579    |
| Income from operations     | \$ 352,476                                 | \$ 345,040   | \$ 7,436      |
| Interest expense, net      | (30,333)                                   | (53,529)     | 23,196        |
| Income before taxes        | 322,143                                    | 291,511      | 30,632        |
| Provision for income taxes | (112,885)                                  | (188,722)    | 75,837        |
| Net income                 | \$ 209,258                                 | \$ 102,789   | \$ 106,469    |

***Net Sales***

Net sales increased by \$293.6 million, or 13.9%, for the nine months ended September 30, 2013 from the comparable period in 2012, primarily as a result of higher sales price and mix (\$144.8 million) and higher sales volume (\$148.8 million).

Corrugated products shipments for the first three quarters of 2013 increased 6.7% compared to the same period in 2012 on a shipments-per-workday basis. Total corrugated products volume sold for the nine months ended September 30, 2013 increased 6.1% over the same period last year. The first nine months of 2013 contained 189 workdays, those days not falling on a weekend or holiday, compared to 190 workdays in the comparable period in 2012.

Containerboard volume sold to outside domestic and export customers decreased 22,000 tons for the nine months ended September 30, 2013 compared to the same period in 2012 primarily related to decreased export sales. Containerboard mill production during the first three quarters of 2013 was 1,945,000 tons compared to 1,948,000 tons in the comparable period of 2012.

***Income from Operations***

Income from operations in the first nine months of 2013 was \$352.5 million including \$10.9 million of pension curtailment charges and \$1.5 million of costs related to the Boise acquisition. As described in Note 14 to the condensed consolidated financial statements, PCA amended its 2009 federal tax return in February 2012 to reallocate gallons between the alternative fuel mixture credits and the cellulosic biofuel producer credits. As a result, income from operations was increased for the nine months ended September 30, 2012 by \$95.5 million to \$345.0 million with an offsetting amount recorded in tax expense of \$118.5 million.

Excluding special items, income from operations increased \$115.4 million, primarily due to increased sales price and improved mix (\$144.8 million) and higher sales volume (\$18.7 million). Partially offsetting these items were increased expenses related to labor and benefits (\$14.1 million), energy (\$10.1 million), incentive compensation (\$8.9 million), wood fiber (\$4.8 million), transportation (\$4.6 million) and chemicals (\$2.7 million).

Gross profit increased \$134.7 million, or 28.9%, for the nine months ended September 30, 2013 from the comparable period in 2012, primarily due to the sales price and volume increases described above. Gross profit as a percentage of net sales increased to 25.0% of net sales for the first three quarters of 2013 compared to 22.1% in the same period in 2012.

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Selling and administrative expenses increased \$10.7 million, or 6.8%, for the nine months ended September 30, 2013 compared to the comparable period in 2012, primarily as a result of higher costs for incentive compensation (\$4.6 million), salaries (\$3.1 million), related fringe benefits (\$1.4 million), travel (\$0.7 million) and broker commissions \$(0.8 million).

Corporate overhead increased \$8.2 million, or 16.0%, for the nine months ended September 30, 2013 compared to the same period in 2012, including the \$1.5 million of costs related to the Boise acquisition. The remaining increase was primarily due to higher salary and fringe benefits expense (\$2.2 million), incentive compensation (\$1.9 million), legal costs (\$1.7 million) and travel and meeting costs (\$0.9 million).

Other expense for the nine months ended September 30, 2013 increased \$12.8 million or 156.9% compared to the nine months ended September 30, 2012, primarily due to pension plan curtailment charges (\$10.9 million), higher fixed asset disposal charges (\$1.1 million) and increased expenses related to worker's compensation (\$1.0 million).

**Interest Expense, Net and Income Taxes**

Net interest expense decreased \$23.2 million, or 43.3%, for the nine months ended September 30, 2013 compared to the same period in 2012. The 2013 period included a \$2.7 million charge for bridge financing fees related to the Boise acquisition. The 2012 period included charges of \$24.8 million, primarily as a result of the \$21.3 million premium associated with the early redemption of the Company's 5.75% notes due in 2013 in July 2012 and a \$3.4 million loss from settling a treasury lock prior to its maturity. Excluding these special items, net interest expense was \$1.1 million lower for the nine months ended September 30, 2013 compared to the same period in 2012. This decrease was driven by lower interest rates on PCA's variable rate debt (\$0.5 million) and higher capitalized interest (\$0.4 million) in 2013 compared to 2012.

PCA's effective tax rate was 35.0% for the nine months ended September 30, 2013. This compares to 64.7% for the nine months ended September 30, 2012, which included a 28.9% higher rate from amending our 2009 tax return in February 2012 related to the alternative energy tax credits described in Note 14 of the condensed consolidated financial statements. Excluding the amendment, the effective tax rate for the first nine months of 2012 would have been 35.8%. The effective tax rate varies from the U.S. federal statutory rate of 35.0% principally due to the impact of the alternative energy tax credits in 2012, state and local income taxes and the domestic manufacturers' deduction.

**Liquidity and Capital Resources**

The following table presents a summary of our cash flows for the periods presented:

|                                  | <b>Nine Months Ended</b> |                    | <b>Change</b>     |
|----------------------------------|--------------------------|--------------------|-------------------|
|                                  | <b>September 30,</b>     |                    |                   |
|                                  | <b>2013</b>              | <b>2012</b>        |                   |
| <b>(In thousands)</b>            |                          |                    |                   |
| Net cash provided by (used for): |                          |                    |                   |
| Operating activities             | \$ 420,168               | \$ 251,811         | \$ 168,357        |
| Investing activities             | (132,519)                | (73,546)           | (58,973)          |
| Financing activities             | (98,447)                 | (193,672)          | 95,225            |
|                                  | <b>\$ 189,202</b>        | <b>\$ (15,407)</b> | <b>\$ 204,609</b> |

Net increase (decrease) in cash and cash  
equivalents

***Operating Activities***

Net cash provided by operating activities for the nine months ended September 30, 2013 was \$420.2 million compared to \$251.8 million for the nine months ended September 30, 2012, an increase of \$168.4 million, or 66.9%. Cash provided by operating activities before changes in operating assets and liabilities was \$451.8 million for the first nine months of 2013 compared to \$357.8 million for the comparable period in 2012,

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an increase of \$94.0 million that was driven by the stronger operations in 2013 as previously discussed and an additional \$10.6 million of alternative energy tax credits used to reduce federal income tax payments during the first nine months of 2013, partially offset by higher pension contributions of \$6.0 million made in 2013 compared to 2012. Cash used for operating assets and liabilities totaled \$31.6 million for the nine month period ended September 30, 2013 compared to \$106.0 million for the comparable period in 2012. The lower requirements for operating assets and liabilities in 2013 were driven by higher accounts payable and accrued liability levels in 2013 compared to 2012. Cash requirements for operating activities are subject to PCA's operating needs and the timing of collection of receivables and payments of payables and expenses.

**Investing Activities**

Net cash used for investing activities for the nine months ended September 30, 2013 increased \$59.0 million, or 80.2%, to \$132.5 million, compared to the nine months ended September 30, 2012. The increase was related to the receipt of \$57.4 million in grant proceeds from the U.S. Treasury in 2012 and higher additions to property, plant and equipment of \$36.0 million during the first nine months of 2013 compared to the same period in 2012. This was partially offset by a \$35.4 million acquisition completed in the first quarter of 2012.

**Financing Activities**

Net cash used for financing activities totaled \$98.4 million for the nine months ended September 30, 2013 compared to \$193.7 million for the comparable period in 2012, a decrease of \$95.2 million, or 49.2%. The decrease was primarily attributable to the July 2012 redemption of the Company's 5.75% senior notes due in 2013 for \$421.3 million, a \$65.5 million payment to settle a treasury lock in June 2012, and lower repurchases of PCA common stock of \$33.7 million in 2013. This was partially offset by \$397.0 million in net proceeds received from the Company's senior notes issuance that was completed in June 2012, lower proceeds and excess tax benefits from share-based awards of \$8.8 million in 2013 and \$8.2 million in bridge financing fees paid related to the Boise acquisition in 2013. Beginning in 2013, the Company began withholding shares from vesting equity awards to cover employee tax liabilities, which amounted to \$10.9 million for the first nine months of 2013.

PCA's primary sources of liquidity are net cash provided by operating activities and borrowing availability under its revolving credit facility and receivables credit facility. Currently, PCA's primary uses of cash are for operations, capital expenditures, debt service and declared common stock dividends, which it expects to be able to fund from these sources.

The following table provides the outstanding balances, excluding unamortized debt discount, and the weighted average interest rates as of September 30, 2013 for PCA's senior credit facility, the receivables credit facility, and the senior notes:

| <b>Borrowing Arrangement<br/>(Dollars in thousands)</b> | <b>Balance at<br/>September 30,<br/>2013</b> | <b>Weighted<br/>Average<br/>Interest Rate</b> | <b>Projected<br/>Annual<br/>Cash Interest<br/>Payments</b> |
|---|--|---|--|
| Revolving Credit Facility                               | \$   | N/A   | N/A  |
| Term Loan   | 123,750                                      | 1.68%   | \$ 2,078   |
| Receivables Credit Facility                             | 109,000                                      | 1.03  | 1,121  |

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|   |            |       |           |
|---|------------|-------|-----------|
| 3.90% Senior Notes (due June 15, 2022)  | 400,000    | 3.90  | 15,600    |
| 6.50% Senior Notes (due March 15, 2018) | 150,000    | 6.50  | 9,750     |
| Total                                   | \$ 782,750 | 3.65% | \$ 28,549 |

The above table excludes the annual non-cash recorded interest expense of \$5.7 million from the annual amortization of the treasury locks over the terms for both the 6.50% senior notes due 2018 and the 3.90% senior notes due 2022.

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The instruments governing PCA's indebtedness contain covenants that limit, among other things, the ability of PCA and its subsidiaries to:

enter into sale and leaseback transactions,

incur liens or secured indebtedness,

incur indebtedness at the subsidiary level,

enter into certain transactions with affiliates, or

merge or consolidate with any other person or sell or otherwise dispose of all or substantially all of the assets of PCA.

These limitations could limit corporate and operating activities.

A failure to comply with the covenants contained in the senior credit facility could lead to an event of default, which could result in an acceleration of any outstanding indebtedness and/or prohibit PCA from drawing on its revolving credit facility. Such acceleration may also constitute events of default under the senior notes indentures and the receivables credit facility. As of September 30, 2013, PCA was in compliance with these covenants.

To finance the Boise acquisition, refinance Boise's indebtedness and refinance the \$123.8 million term loan under PCA's old credit agreement. PCA entered into a new senior unsecured credit agreement on October 18, 2013 and issued \$700.0 million of new 4.50% ten year senior notes on October 22, 2013. The new credit agreement provides for a total of \$1.65 billion in financing, consisting of a \$350.0 million five year revolving credit facility, a \$650.0 million five year term loan facility and a \$650.0 million seven year term loan facility. PCA drew down the term loans on October 25, 2013. PCA may prepay loans under the new credit agreement at any time without premium or penalty. Except for \$19.0 million in letters of credit, there are no outstanding borrowings under the revolving credit facility. The new credit agreement replaced PCA's old credit agreement dated October 11, 2011 and all amounts outstanding under the old credit agreement were repaid on October 25, 2013.

The term loans bear interest at the LIBOR rate plus a margin that is determined based on PCA's credit rating. The credit agreement contains customary covenants, including limitations on liens, mergers and consolidations, sales of assets and subsidiary indebtedness. PCA must maintain a minimum interest coverage ratio and may not exceed the leverage ratio specified by the credit agreement.

PCA currently expects to incur normal capital expenditures of about \$130.0 million in 2013, primarily for maintenance capital, cost reduction, business growth and environmental compliance, plus \$75.0 million for strategic investments in our existing box plants and \$10.0 million required for compliance with the Boiler MACT rules. As of September 30, 2013, PCA incurred \$130.4 million of capital expenditures and had committed to an additional \$75.8 million of capital expenditures for the remainder of 2013 and beyond.

PCA believes that net cash generated from operating activities, cash on hand, available borrowings under its existing credit facilities and available capital through access to capital markets will be adequate to meet its liquidity and capital requirements, including payments of any declared common stock dividends, for the foreseeable future. As its debt or credit facilities become due, PCA will need to repay, extend or replace such facilities. Its ability to do so will be subject to future economic conditions and financial, business and other factors, many of which are beyond PCA's control.

***Contractual Obligations***

There have been no material changes to the contractual obligations table disclosed in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2012.



**Table of Contents****Reconciliations of Non-GAAP Financial Measures to Reported Amounts**

Income from operations, net income and diluted earnings per share excluding special items are non-GAAP financial measures. Management presents income from operations, net income and diluted earnings per share excluding these special items to focus on PCA's ongoing operations and assess its operating performance and believes that these measures provide useful information to investors because they enable them to perform meaningful comparisons of past and present operating results. Reconciliations of those non-GAAP measures to the most comparable measure reported in accordance with GAAP for the three and nine months ended September 30, 2013 and 2012 follow:

| (In millions, except per share amounts) | Three Months Ended September 30, |            |             |                        |            |             |
|---|----------------------------------|------------|-------------|------------------------|------------|-------------|
|   | 2013                             |            |             | 2012                   |            |             |
|   | Income from Operations           | Net Income | Diluted EPS | Income from Operations | Net Income | Diluted EPS |
| As reported in accordance with GAAP     | \$ 142.0                         | \$ 84.2    | \$ 0.86     | \$ 92.1                | \$ 39.8    | \$ 0.41     |
| Special items:                          |                                  |            |             |                        |            |             |
| Pension curtailment charge (a)          | 3.1                              | 2.0        | 0.02        |                        |            |             |
| Acquisition costs (b)                   | 1.5                              | 2.7        | 0.03        |                        |            |             |
| Debt refinancing charges (c)            |                                  |            |             |                        | 13.5       | 0.14        |
| Total special items                     | 4.6                              | 4.7        | 0.05        |                        | 13.5       | 0.14        |
| Excluding special items                 | \$ 146.6                         | \$ 88.9    | \$ 0.91     | \$ 92.1                | \$ 53.3    | \$ 0.55     |

| (In millions, except per share amounts) | Nine Months Ended September 30, |            |             |                        |            |             |
|---|---------------------------------|------------|-------------|------------------------|------------|-------------|
|   | 2013                            |            |             | 2012                   |            |             |
|   | Income from Operations          | Net Income | Diluted EPS | Income from Operations | Net Income | Diluted EPS |
| As reported in accordance with GAAP     | \$ 352.5                        | \$ 209.3   | \$ 2.15     | \$ 345.0               | \$ 102.8   | \$ 1.05     |
| Special items:                          |                                 |            |             |                        |            |             |
| Pension curtailment charge (a)          | 10.9                            | 7.0        | 0.07        |                        |            |             |
| Acquisition costs (b)                   | 1.5                             | 2.7        | 0.03        |                        |            |             |
| Debt refinancing charges (c)            |                                 |            |             |                        | 16.0       | 0.16        |
| Biofuel energy tax credits (d)          |                                 |            |             | (95.5)                 | 23.0       | 0.24        |
| Total special items                     | 12.4                            | 9.7        | 0.10        | (95.5)                 | 39.0       | 0.40        |
| Excluding special items                 | \$ 364.9                        | \$ 219.0   | \$ 2.25     | \$ 249.5               | \$ 141.8   | \$ 1.45     |

Note: The sum of diluted EPS may not equal the total for the respective period's diluted EPS due to rounding.

- (a) Represents a pension curtailment charge of \$3.1 million pre-tax less \$1.1 million in taxes, or \$2.0 million after-tax, recorded in the third quarter of 2013. For the nine months ended September 30, 2013, represents pension curtailment charges of \$10.9 million pre-tax less \$3.9 million in taxes, or \$7.0 million after-tax. See Note 8 to the condensed consolidated financial statements for additional information.
- (b) Represent charges of \$4.2 million pre-tax (\$1.5 million recorded in income from operations and \$2.7 million recorded in interest expense) less \$1.5 million in taxes, or \$2.7 million after-tax, for costs related to the Boise acquisition.
- (c) Represents debt refinancing charges of \$21.1 million pre-tax less \$7.6 million in taxes, or \$13.5 million after-tax, recorded in the third quarter of 2012. For the nine month period ended September 30, 2012, represents debt refinancing charges of \$24.8 million pre-tax less \$8.8 million in taxes, or \$16.0 million after-tax.
- (d) Represents a charge from amending the Company's 2009 federal income tax return to reallocate gallons between the alternative fuel mixture credits and the cellulosic biofuel producer credits as described in Note 14 to the condensed consolidated financial statements.

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### **Market Risk and Risk Management Policies**

PCA is exposed to the impact of interest rate changes and changes in the market value of its financial instruments. PCA periodically enters into derivatives in order to minimize these risks, but not for trading purposes. For a discussion of derivatives and hedging activities, see Note 10 to PCA's unaudited condensed consolidated financial statements included elsewhere in this report.

The interest rates on approximately 70% of PCA's debt are fixed. A one percent increase in interest rates related to variable rate debt would have resulted in an increase in interest expense and a corresponding decrease in income before taxes of \$2.3 million annually.

### **Environmental Matters**

There have been no material changes to the disclosure set forth in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Environmental Matters in our Annual Report on Form 10-K for the year ended December 31, 2012. For a discussion of PCA's reserve for environmental matters as of September 30, 2013, please see Note 12 to the financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

### **Impact of Inflation**

PCA does not believe that inflation has had a material impact on its financial position or results of operations during the three- and nine-month periods ending September 30, 2013 and 2012.

### **Off-Balance Sheet Arrangements**

PCA does not have any off-balance sheet arrangements as of September 30, 2013 that would require disclosure under SEC FR-67, Disclosure in Management's Discussion and Analysis about Off-Balance Sheet Arrangements and Aggregate Contractual Obligations.

### **Critical Accounting Policies and Estimates**

Management's discussion and analysis of PCA's financial condition and results of operations are based upon the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an ongoing basis, PCA evaluates its estimates, including those related to bad debts, inventories, intangible assets, pensions and other postretirement benefits, income taxes, contingencies and litigation. PCA bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

PCA has included in its Annual Report on Form 10-K for the year ended December 31, 2012, a discussion of its critical accounting policies which it believes affect its more significant judgments and estimates used in the preparation of its consolidated financial statements. PCA has not made any changes in any of these critical accounting policies during the first nine months of 2013.

### **Forward-Looking Statements**

Some of the statements in this Quarterly Report on Form 10-Q, and in particular, statements found in Management's Discussion and Analysis of Financial Condition and Results of Operations, that are not historical in nature are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of

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1995. These statements are often identified by the words will, should, anticipate, believe, expect, intend, estimate, hope, or similar expressions. These statements reflect management's current views with respect to future events and are subject to risks and uncertainties. There are important factors that could cause actual results to differ materially from those in forward-looking statements, many of which are beyond our control. These factors, risks and uncertainties include the following:

the impact of general economic conditions;

the impact of the Boise acquisition and risks and uncertainties relating to the integration of Boise's business into our business;

containerboard and corrugated products general industry conditions, including competition, product demand and product pricing;

fluctuations in wood fiber and recycled fiber costs;

fluctuations in purchased energy costs;

the possibility of unplanned outages or interruptions at our principal facilities; and

legislative or regulatory actions or requirements, particularly concerning environmental or tax matters. Our actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements, and accordingly, we can give no assurances that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do occur, what impact they will have on our results of operations or financial condition. In view of these uncertainties, investors are cautioned not to place undue reliance on these forward-looking statements. We expressly disclaim any obligation to publicly revise any forward-looking statements that have been made to reflect the occurrence of events after the date hereof. For a discussion of other factors, risks and uncertainties that may affect our business, see Item 1A. Risk Factors included in our Annual Report on Form 10-K for the year ended December 31, 2012.

**Item 3. *Quantitative and Qualitative Disclosures About Market Risk.***

For a discussion of market risks related to PCA, see Part I, Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations - Market Risk and Risk Management Policies in this Quarterly Report on Form 10-Q.

**Item 4. *Controls and Procedures.***

PCA maintains disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934) that are designed to provide reasonable assurance that information required to be disclosed in PCA's filings under the Securities Exchange Act is recorded, processed, summarized and reported within the periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to PCA's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Prior to filing this report, PCA completed an evaluation under the supervision and with the participation of PCA's management, including PCA's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of PCA's disclosure controls and procedures as of September 30, 2013. The evaluation of PCA's disclosure controls and procedures included a review of the controls' objectives and design, PCA's implementation of the controls and the effect of the controls on the information generated for use in this report. Based on this evaluation, PCA's Chief Executive Officer and Chief Financial Officer concluded that PCA's disclosure controls and procedures were effective at the reasonable assurance level as of September 30, 2013.

During the quarter ended September 30, 2013, there were no changes in internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, PCA's internal control over financial reporting.

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**PART II**

**OTHER INFORMATION**

**Item 1. *Legal Proceedings.***

The disclosure set forth in Note 15 to the financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q is incorporated herein by reference.

**Item 1A. *Risk Factors***

Please refer to Item 1A. in PCA's Annual Report on Form 10-K for the year ended December 31, 2012 for a discussion of risks to which PCA's business, financial condition, results of operations and cash flows are subject. The following are additional risk factors as a result of PCA's acquisition of Boise, Inc., which was completed on October 25, 2013.

***OfficeMax represented a significant portion of Boise's business and will represent a significant portion of PCA's paper business.***

The largest customer in the paper business, OfficeMax, accounted for approximately 19% and 21% of Boise's historical sales for the years ended December 31, 2012 and December 31, 2011, respectively, and 19% and 20% of its sales for the six months ended June 30, 2013 and June 30, 2012, respectively. The agreement with OfficeMax requires OfficeMax to buy and we to supply at least 80% of OfficeMax's requirements for office papers through December 2017; however, there are circumstances that could cause the agreement to terminate before 2017. On February 20, 2013, OfficeMax announced it had signed a definitive merger agreement with its competitor, Office Depot. The agreement with OfficeMax provides that it would survive the merger with respect to the office paper requirements of the legacy OfficeMax business. We cannot predict how the merger, if finalized, would affect the financial condition of the combined company, the paper requirements of the legacy OfficeMax business, or the effects the combined company would have on the pricing and competition for office papers. Significant reductions in paper purchases from OfficeMax (or the post-merger entity) would cause our paper business to expand its customer base and could potentially decrease its profitability if new customer sales required either a decrease in its pricing and/or an increase in its cost of sales. Any significant deterioration in the financial condition of OfficeMax (or the post-merger entity) affecting the ability to pay or causing a significant change in the willingness to continue to purchase our products could harm our business and results of operations.

***The acquired businesses of Boise may underperform relative to our expectations, and we may not be able to successfully integrate our existing business with the business of Boise.***

The acquired business of Boise may underperform relative to our expectations, which may cause our financial results to differ from our own or the investment community's expectations. There may be substantial difficulties, costs and delays involved in the integration of our business with Boise's business. Integration of Boise will also require PCA to modify its operational and financial systems, and may result in significant additional expenses.

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If Boise's business underperforms relative to our expectations, or if we fail to successfully integrate our business with Boise, our business, financial condition and results of operations may be materially and adversely affected.

***Increased leverage may harm our financial condition and results of operations.***

We materially increased our indebtedness in connection with our acquisition of Boise from \$807.6 million (including capital leases) as of the end of the third quarter to approximately \$2.7 billion after the acquisition. We and our subsidiaries may incur additional indebtedness in the future. This increase and any future increase in our level of indebtedness will have several important effects on our future operations, including, without limitation:

we will have additional cash requirements in order to support the payment of interest on our outstanding indebtedness;

increases in our outstanding indebtedness and leverage may increase our vulnerability to adverse changes in our business;

our ability to obtain additional financing for working capital, capital expenditures, general corporate and other purposes may be reduced;

our flexibility in planning for, or reacting to, changes in our business and our industry may be reduced; and

our flexibility to make acquisitions may be limited.

Further, if we cannot service our indebtedness, we may have to take actions to secure additional cash by selling assets, seeking additional equity or reducing investments.

**Item 2. *Unregistered Sales of Equity Securities and Use of Proceeds.***

The following table summarizes the Company's stock repurchases in the third quarter of 2013:

| <b>Period</b>                     | <b>Total Number of Shares Purchased</b> | <b>Average Price Paid per Share</b> | <b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b> | <b>Approximate Dollar Value of Shares that may yet be Purchased Under the Plan or Program (In thousands)</b> |
|-----------------------------------|---|-------------------------------------|---|--|
| July 1, 2013 to July 31, 2013     | 50,000                                  | \$ 52.98                            | 50,000  | \$ 98,086  |
| August 1, 2013 to August 31, 2013 |   |                                     |   | 98,086   |



|   |  |  |  |        |
|---|--|--|--|--------|
| September 1, 2013 to September 30, 2013 |  |  |  | 98,086 |
|---|--|--|--|--------|

|       |        |          |        |  |
|-------|--------|----------|--------|--|
| Total | 50,000 | \$ 52.98 | 50,000 |  |
|-------|--------|----------|--------|--|

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**Item 6. Exhibits.**

- 2.1 Agreement and Plan of Merger, dated as of September 16, 2013, by and among Packaging Corporation of America, Bee Acquisition Corporation and Boise Inc. (Incorporated herein by reference to Exhibit 2.1 to PCA's Current Report on Form 8-K filed September 17, 2013, File No. 1-15399).
- 4.1 Officers' Certificate, dated October 22, 2013, pursuant to Section 301 of the Indenture, dated July 21, 2003, by and between Packaging Corporation of America and U.S. Bank National Association (Incorporated herein by reference to Exhibit 4.1 to PCA's Current Report on Form 8-K filed October 22, 2013, File No. 1-15399).
- 4.2 4.500% Senior Notes due 2023 (Incorporated herein by reference to Exhibit 4.2 to PCA's Current Report on Form 8-K filed October 22, 2013, File No. 1-15399).
- 10.1 Credit Agreement, dated October 18, 2013, by and among the Company, as borrower, the initial lenders named therein and Bank of America N.A., as agent (Incorporated herein by reference to Exhibit 10.1 to PCA's Current Report on Form 8-K filed October 22, 2013, File No. 1-15399).
- 31.1 Certification of Chief Executive Officer, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Chief Financial Officer, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. §1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. §1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101 The following financial information from Packaging Corporation of America's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets at September 30, 2013 and December 31, 2012, (ii) Condensed Consolidated Statements of Income and Comprehensive Income for the three and nine months ended September 30, 2013 and 2012, (iii) Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2013 and 2012, and (iv) the Notes to Condensed Consolidated Financial Statements.

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**SIGNATURES**

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

**PACKAGING CORPORATION OF AMERICA**  
(Registrant)

By: /s/ MARK W. KOWLZAN  
*Chief Executive Officer*

By: /s/ RICHARD B. WEST  
*Senior Vice President and Chief Financial Officer*

Date: November 8, 2013