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 June 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)	**36-4277050** (IRS Employer Identification No.)
1955 West Field Court **Lake Forest, Illinois** (Address of Principal Executive Offices)	**60045** (Zip Code)

(847) 482-3000
(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 July 31, 2013, the Registrant had outstanding 98,132,759 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

(In thousands, except share and per share amounts)	June 30, 2013 (Unaudited)	December 31, 2012 (Audited)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 370,057	$ 207,393
Accounts receivable, net of allowance for doubtful accounts and customer deductions of $5,782 and $5,353 as of June 30, 2013 and December 31, 2012, respectively	403,367	352,142
Inventories	263,008	268,767
Prepaid expenses and other current assets	37,704	20,915
Federal and state income taxes receivable	4,707	65,488
Deferred income taxes	23,490	22,328
Total current assets	1,102,333	937,033
Property, plant and equipment, net	1,363,681	1,366,069
Goodwill	67,160	67,160
Other intangible assets, net	36,589	38,283
Other long-term assets	45,058	45,223
Total assets	$2,614,821	$2,453,768
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current maturities of long-term debt	$ 15,000	$ 15,000
Capital lease obligations	997	964
Accounts payable	164,910	117,510
Dividends payable	39,226	—
Accrued interest	3,682	3,676
Accrued liabilities	120,335	122,696
Total current liabilities	344,150	259,846
Long-term liabilities:		
Long-term debt	771,151	778,630
Capital lease obligations	24,397	24,904
Deferred income taxes	127,866	125,109
Pension and postretirement benefit plans	163,969	164,538
Cellulosic biofuel tax reserve	102,051	102,051
Other long-term liabilities	29,951	29,229
Total long-term liabilities	1,219,385	1,224,461
Stockholders' equity:		
Common stock, par value $0.01 per share, 300,000,000 shares authorized, 98,296,354 and 98,142,782 shares issued as of June 30, 2013 and December 31, 2012, respectively	983	981
Additional paid in capital	392,178	378,794
Retained earnings	753,439	703,728
Accumulated other comprehensive loss, net of tax:		
Unrealized loss on treasury locks, net	(29,922)	(31,651)
Unrealized loss on foreign currency exchange contracts	(382)	(392)
Unfunded employee benefit obligations	(65,010)	(81,999)
Total accumulated other comprehensive loss	(95,314)	(114,042)
Total stockholders' equity	1,051,286	969,461
Total liabilities and stockholders' equity	$2,614,821	$2,453,768

See notes to condensed consolidated financial statements.

Packaging Corporation of America

Condensed Consolidated Statements of Income and Comprehensive Income
(Unaudited)

(In thousands, except per share amounts)	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012
Statement of Income:		
Net sales	$ 800,230	$ 712,468
Cost of sales	(608,107)	(554,360)
Gross profit	192,123	158,108
Selling and administrative expenses	(54,854)	(52,868)
Corporate overhead	(19,171)	(17,736)
Other expense, net	(10,828)	(3,646)
Income from operations	107,270	83,858
Interest expense, net	(9,232)	(13,256)
Income before taxes	98,038	70,602
Provision for income taxes	(33,573)	(25,448)
Net income	$ 64,465	$ 45,154
Weighted average common shares outstanding:		
Basic	96,432	96,266
Diluted	97,494	97,411
Net income per common share:		
Basic	$ 0.67	$ 0.47
Diluted	$ 0.66	$ 0.46
Dividends declared per common share	$ 0.40	$ 0.25
Statement of Comprehensive Income:		
Net income	$ 64,465	$ 45,154
Other comprehensive income (loss), net of tax:		
Fair value adjustments to cash flow hedges	—	(17,701)
Reclassification adjustment for cash flow hedges included in net income	870	1,859
Amortization of pension and postretirement plans actuarial loss and prior service cost	6,645	1,672
Unfunded employee benefit obligations	8,455	—
Other comprehensive income (loss)	15,970	(14,170)
Comprehensive income	$ 80,435	$ 30,984

See notes to condensed consolidated financial statements.

Packaging Corporation of America

Condensed Consolidated Statements of Income and Comprehensive Income
(Unaudited)

(In thousands, except per share amounts)	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Statement of Income:		
Net sales	$ 1,555,437	$ 1,383,825
Cost of sales	(1,180,883)	(1,080,698)
Gross profit	374,554	303,127
Selling and administrative expenses	(110,540)	(104,810)
Corporate overhead	(38,709)	(34,624)
Alternative fuel mixture credits	—	95,500
Other expense, net	(14,789)	(6,225)
Income from operations	210,516	252,968
Interest expense, net	(18,483)	(22,939)
Income before taxes	192,033	230,029
Provision for income taxes	(66,955)	(167,031)
Net income	$ 125,078	$ 62,998
Weighted average common shares outstanding:		
Basic	96,424	96,432
Diluted	97,461	97,596
Net income per common share:		
Basic	$ 1.30	$ 0.65
Diluted	$ 1.28	$ 0.65
Dividends declared per common share	$ 0.7125	$ 0.50
Statement of Comprehensive Income:		
Net income	$ 125,078	$ 62,998
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	1,739	1,582
Amortization of pension and postretirement plans actuarial loss and prior service cost	8,534	3,344
Unfunded employee benefit obligations	8,455	—
Other comprehensive income (loss)	18,728	(5,257)
Comprehensive income	$ 143,806	$ 57,741

See notes to condensed consolidated financial statements.

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Packaging Corporation of America

Condensed Consolidated Statements of Cash Flows
(Unaudited)

(In thousands)	Six Months Ended June 30, 2013	2012
Cash Flows from Operating Activities:		
Net income	$125,078	$ 62,998
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	85,742	85,082
Amortization of financing costs	410	396
Amortization of net loss on treasury lock	2,827	2,572
Share-based compensation expense	6,774	5,731
Deferred income tax provision	(8,999)	159,157
Alternative fuel mixture credits	72,437	(87,897)
Loss on disposals of property, plant and equipment	3,455	3,672
Pension and postretirement benefits	28,023	6,905
Other, net	(961)	(14)
Changes in operating assets and liabilities, excluding effects of acquisition:		
(Increase) decrease in assets —		
Accounts receivable	(51,225)	(26,380)
Inventories	5,759	(2,065)
Prepaid expenses and other current assets	(15,695)	(15,184)
Increase (decrease) in liabilities —		
Accounts payable	47,400	(23,845)
Accrued liabilities	(17,988)	(21,083)
Net cash provided by operating activities	283,037	150,045
Cash Flows from Investing Activities:		
Additions to property, plant and equipment	(80,891)	(69,322)
Acquisition of business	—	(35,393)
Treasury grant proceeds	—	57,399
Additions to other long term assets	(2,196)	(1,601)
Proceeds from disposals of property, plant and equipment	234	20
Net cash used for investing activities	(82,853)	(48,897)
Cash Flows from Financing Activities:		
Proceeds on long-term debt	—	397,044
Payments on long-term debt	(7,974)	(7,929)
Financing costs paid	—	(892)
Settlement of treasury lock	—	(65,500)
Common stock dividends paid	(30,658)	(44,296)
Repurchases of common stock	(5,149)	(33,305)
Proceeds from exercise of stock options	2,125	11,184
Excess tax benefits from share-based awards	5,444	1,354
Other	(1,308)	—
Net cash (used for) provided by financing activities	(37,520)	257,660
Net increase in cash and cash equivalents	162,664	358,808
Cash and cash equivalents, beginning of period	207,393	156,313
Cash and cash equivalents, end of period	$370,057	$515,121

See notes to condensed consolidated financial statements.

Packaging Corporation of America

Notes to Condensed Consolidated Financial Statements
(Unaudited)
June 30, 2013

1. Basis of Presentation

The condensed consolidated financial statements of Packaging Corporation of America ("PCA" or the "Company") as of June 30, 2013 and 2012 and for the three- and six-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 June 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") 2013-10, "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.

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3. Earnings Per Share

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

(In thousands, except per share data)	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012
Numerator:		
Net income	$ 64,465	$45,154
Denominator:		
Basic common shares outstanding	96,432	96,266
Effect of dilutive securities:		
Stock options, unvested restricted stock and performance units	1,062	1,145
Diluted common shares outstanding	97,494	97,411
Basic income per common share	$ 0.67	$ 0.47
Diluted income per common share	$ 0.66	$ 0.46

(In thousands, except per share data)	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Numerator:		
Net income	$125,078	$62,998
Denominator:		
Basic common shares outstanding	96,424	96,432
Effect of dilutive securities:		
Stock options, unvested restricted stock and performance units	1,037	1,164
Diluted common shares outstanding	97,461	97,596
Basic income per common share	$ 1.30	$ 0.65
Diluted income per common share	$ 1.28	$ 0.65

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)	Unrealized Loss on Treasury Locks, Net	Unrealized Loss on Foreign Exchange Contracts	Unfunded Employee Benefit Obligations	Total
Balance at December 31, 2012	$ (31,651)	$ (392)	$ (81,999)	$ (114,042)
Other comprehensive income before reclassifications	—	—	8,455	8,455
Amounts reclassified from AOCI	1,729	10	8,534	10,273
Net current period other comprehensive income	1,729	10	16,989	18,728
Balance at June 30, 2013	$ (29,922)	$ (382)	$ (65,010)	$ (95,314)

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

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

Details about AOCI Components (In thousands)	Amounts Reclassified from AOCI: Three Months Ended June 30, 2013	Amounts Reclassified from AOCI: Six Months Ended June 30, 2013	Affected Line Item in the Statement Where Net Income is Presented
Unrealized loss on treasury locks, net	$ (1,414)	$ (2,827)	See (1) below
	549	1,098	Tax benefit
	$ (865)	$ (1,729)	Net of tax
Unrealized loss on foreign exchange contracts	$ (9)	$ (17)	See (2) below
	4	7	Tax benefit
	$ (5)	$ (10)	Net of tax
Unfunded employee benefit obligations			
Amortization of prior service costs	$ (1,454)	$ (2,908)	See (3) below
Curtailment loss	(7,776)	(7,776)	See (3) below
Amortization of actuarial gains / (losses)	(1,636)	(3,271)	See (3) below
	(10,866)	(13,955)	Total before tax
	4,221	5,421	Tax benefit
	$ (6,645)	$ (8,534)	Net of tax

(1) This AOCI component is included in interest expense, net. See Note 10 for additional information.
(2) This AOCI component is included as depreciation in cost of sales.
(3) These AOCI components 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 June 30, 2013, share-based awards for 8,320,115 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.

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

(Dollars in thousands)	2013 Shares	2013 Fair Market Value at Date of Grant	2012 Shares	2012 Fair Market Value at Date of Grant
Restricted stock at January 1	1,771,664	$ 41,522	1,817,745	$ 40,655
Granted	234,537	11,211	394,928	10,846
Vested	(451,583)	(8,430)	(104,069)	(2,823)
Cancellations	(25,980)	(604)	(7,550)	(157)
Restricted stock at June 30	1,528,638	$ 43,699	2,101,054	$ 48,521

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 started granting performance unit awards to certain key employees in 2013. The number of units that vest at the end of a four-year period are based on the Company's performance and its performance compared to a peer group. The performance awards 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:

(Dollars in thousands)	2013 Units	2013 Fair Market Value at Date of Grant
Performance units at January 1	—	$ —
Granted	70,600	3,377
Performance units at June 30	70,600	$ 3,377

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

(In thousands)	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Impact on income before income taxes	$(3,137)	$(3,137)	$(6,774)	$(5,731)
Income tax benefit	1,219	1,219	2,631	2,228
Impact on net income	$(1,918)	$(1,918)	$(4,143)	$(3,503)

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 June 30, 2013, there was $25.9 million and $3.4 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 2.9 years for restricted stock and 4.0 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.

6. Inventories

The components of inventories are as follows:

(In thousands)	June 30, 2013	December 31, 2012
Raw materials	$124,937	$ 125,909
Work in process	8,120	8,287
Finished goods	82,256	78,788
Supplies and materials	116,876	119,284
Inventories at FIFO or average cost	332,189	332,268
Excess of FIFO or average cost over LIFO cost	(69,181)	(63,501)
Inventories, net	$263,008	$ 268,767

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:

(In thousands)	Weighted Average Life	As of June 30, 2013 Gross Carrying Amount	As of June 30, 2013 Accumulated Amortization	As of December 31, 2012 Gross Carrying Amount	As of December 31, 2012 Accumulated Amortization
Customer relationships	16.4 years	$48,261	$ 12,219	$48,261	$ 10,663
Other	2.5 years	990	443	990	305
Total other intangible assets		$49,251	$ 12,662	$49,251	$ 10,968

8. Employee Benefit Plans and Other Postretirement Plans

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

(In thousands)	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Components of Net Pension Costs				
Service cost for benefits earned during the year	$ 6,249	$ 5,606	$12,497	$11,212
Interest cost on accumulated benefit obligation	3,991	3,700	7,982	7,400
Expected return on assets	(3,751)	(3,027)	(7,501)	(6,054)
Net amortization of unrecognized amounts				
Prior service cost	1,560	1,498	3,121	2,996
Curtailment loss	7,776	—	7,776	—
Actuarial loss	1,502	1,229	3,003	2,458
Net pension costs	$17,327	$ 9,006	$26,878	$18,012

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.

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 expects to contribute $30.1 million to the pension plans in 2013.

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For the three- and six-month periods ended June 30, 2013 and 2012, net postretirement costs were comprised of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In thousands)	2013	2012	2013	2012
Components of Net Postretirement Costs				
Service cost for benefits earned during the year	$ 515	$ 464	$1,030	$ 928
Interest cost on accumulated benefit obligation	311	310	623	620
Net amortization of unrecognized amounts				
Prior service cost	(106)	(104)	(212)	(209)
Actuarial loss	134	113	267	226
Net postretirement costs	$ 854	$ 783	$1,708	$1,565

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 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 June 30, 2013, $109.0 million was outstanding and included in “Long-term debt” on the condensed consolidated balance sheet. Substantially all accounts receivable at June 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 June 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 ($3.5 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

(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 in active markets for identical assets (Level 1)	Other observable inputs (Level 2)	Unobservable inputs (Level 3)
June 30, 2013				
Cash and Cash Equivalents				
Cash	$ 4,457	$ 4,457	$ —	$ —
Money market funds	365,600	365,600	—	—
December 31, 2012				
Cash and Cash Equivalents				
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 $786.2 million and a fair value of $786.7 million at June 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 June 30, 2013, remediation costs at PCA's mills and corrugated plants totaled approximately $3.2 million. As of June 30, 2013, the Company maintained an environmental reserve of $12.0 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 $12.0 million accrued as of June 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 six months of 2013, the Company repurchased 121,263 shares of common stock for $5.1 million, or $42.47 per share, under this authorization. No shares were purchased during the second quarter. All of the shares purchased during the six months of 2013 were retired prior to June 30, 2013. As of June 30, 2013, $100.7 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 June 30, 2013, including the reserve for uncertain tax positions, PCA had as much as $3.9 million of 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 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 the lawsuit is in the document production phase of discovery, 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 evaluated subsequent events through the filing date of this Form 10-Q and determined there were no events to disclose.

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.

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 1.3% for the three months ended June 30, 2013 compared to the same period in 2012. Reported industry containerboard production for the three months ended June 30, 2013 increased 4.1% compared to the same period in 2012. Trade publications reported that containerboard inventories at the end of the second quarter of 2013 were approximately 2.22 million tons compared to first quarter 2013 ending inventories of 2.23 million tons, essentially unchanged. Reported industry shipments to export markets increased 3.8% for the second quarter of 2013 compared to the last year's second quarter. Published containerboard prices increased $50 per ton in April 2013.

During the second quarter of 2013, PCA produced approximately 629,000 tons of containerboard at our mills and sold about 9.3 billion square feet ("bsf") of corrugated products. Our corrugated products shipments for the second quarter of 2013 were up 6.8% compared to the second quarter of 2012. Containerboard volume sold to domestic and export customers for the three months ended June 30, 2013 was 9,000 tons lower than the same period in 2012.

Published prices for recycled fiber were 10% lower in the second quarter of 2013 compared to the second quarter of 2012 average price and were essentially unchanged compared to the first quarter of 2013. Our wood costs increased slightly compared to last year's second quarter. Our chemicals and maintenance costs in the second quarter of 2013 were slightly higher than the comparable period in 2012 due to more scheduled maintenance mill outages in the current quarter. Purchased fuel prices increased primarily due to higher prices for natural gas and coal. Our transportation costs increased 1% compared to last year's second quarter.

Excluding a pension curtailment charge of $5.0 million, or $0.05 per share, we earned net income of $69.5 million ($0.71 per diluted share) in the second quarter of 2013, compared with net income before special

items of $47.7 million ($0.49 per diluted share) in the second quarter of 2012. Special items in the second quarter of 2012 included debt refinancing charges of $2.5 million ($0.025 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 third quarter, we expect higher corrugated products prices, higher sales volume, and with no planned annual outages, increased mill production and lower mill operating costs. We also expect higher purchased electricity costs with summer pricing, higher amortization of annual outage repair costs, and a higher tax rate. Considering these items, we currently expect third quarter earnings to be higher than the second quarter.

Results of Operations

Three Months Ended June 30, 2013 Compared to Three Months Ended June 30, 2012

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

	Three Months Ended June 30,		
(In thousands)	2013	2012	Change
Net sales	$800,230	$712,468	$87,762
Income from operations	$107,270	$ 83,858	$23,412
Interest expense, net	(9,232)	(13,256)	4,024
Income before taxes	98,038	70,602	27,436
Provision for income taxes	(33,573)	(25,448)	(8,125)
Net income	$ 64,465	$ 45,154	$19,311

Net Sales

Net sales increased by $87.8 million, or 12.3%, for the three months ended June 30, 2013 from the comparable period in 2012, as a result of higher sales price and improved mix ($41.3 million) and higher sales volume ($46.5 million).

Corrugated products shipments for the second quarter increased 5.2% compared to the second quarter of 2012 on a shipments-per-workday basis. Total corrugated products volume sold for the three months ended June 30, 2013 increased 6.8% over last year's second quarter. The difference in the percentage increase between the total shipments increase and the increase on a per-workday basis is that the second quarter of 2013 contained one more workday, those days not falling on a weekend or holiday, than the same period in 2012. Second quarter 2013 contained 64 workdays compared to 63 workdays in second quarter 2012.

Containerboard volume sold to outside domestic and export customers for the three months ended June 30, 2013 was 9,000 tons lower than the same period in 2012. Containerboard mill production during the second quarter was 629,000 tons compared to 638,000 tons during the second quarter of 2012.

Income from Operations

Income from operations increased $23.4 million, or 27.9%, for the three months ended June 30, 2013 compared to the three months ended June 30, 2012. As noted in Note 8 to the condensed consolidated financial statements, PCA recorded a pre-tax charge of $7.8 million for pension curtailment. Excluding the

charge for pension curtailment, income from operations increased $31.2 million, driven by higher pricing and improved mix ($41.3 million) and higher corrugated products volume ($7.2 million). These improvements were partially offset by higher expenses for energy ($5.8 million), labor ($5.2 million), and the timing of annual mill maintenance outages ($4.7 million).

Gross profit increased $34.0 million, or 21.5%, for the three months ended June 30, 2013 from the comparable period in 2012. Gross profit as a percentage of net sales increased to 24.0% for second quarter 2013 compared to 22.2% in second quarter 2012 primarily attributable to the price and volume increases previously described.

Selling and administrative expenses increased $2.0 million, or 3.8%, for the three months ended June 30, 2013 compared to the same period in 2012, primarily as a result of increased salary costs ($1.7 million) and related fringe benefits ($0.5 million).

Corporate overhead increased $1.4 million, or 8.1%, for the three months ended June 30, 2013 compared to the second quarter of 2012, primarily due to increased costs related to salary and fringe benefits ($0.7 million), and travel ($0.5 million).

Other expense for the three months ended June 30, 2013 increased $7.2 million or 197.0% compared to the comparable period in 2012, primarily due to the pension plan curtailment charge ($7.8 million) partially offset by reduced costs related to legal matters ($0.7 million).

Interest Expense, Net and Income Taxes

Net interest expense decreased $4.0 million, or 30.4%, from $13.3 million in the second quarter of 2012 to $9.2 million in the comparable period in 2013. Net interest expense in 2012 included $3.7 million of charges related to the Company’s debt refinancing completed in June 2012. Excluding these charges, net interest expense was $0.3 million lower for the three months ended June 30, 2013 compared to the same period in 2012. The decrease is due to lower interest rates on PCA’s $400.0 million of notes that were refinanced in June 2012 and on PCA’s variable rate debt (term loan and receivables revolver), resulting in lower interest expense of $2.1 million. This was partially offset by $1.9 million in additional amortization of treasury lock settlements due to the settlement of the treasury lock related to the refinancing noted above.

PCA’s effective tax rate was 34.2% for the three months ended June 30, 2013 compared to 36.0% for the same period in 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 second 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.

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Six Months Ended June 30, 2013 Compared to Six Months Ended June 30, 2012

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

	Six Months Ended June 30,		
(In thousands)	2013	2012	Change
Net sales	$1,555,437	$1,383,825	$171,612
Income from operations	$ 210,516	$ 252,968	$ (42,452)
Interest expense, net	(18,483)	(22,939)	4,456
Income before taxes	192,033	230,029	(37,996)
Provision for income taxes	(66,955)	(167,031)	100,076
Net income	$ 125,078	$ 62,998	$ 62,080

Net Sales

Net sales increased by $171.6 million, or 12.4%, for the six months ended June 30, 2013 from the comparable period in 2012, primarily as a result of higher sales price and mix ($75.9 million) and higher sales volume ($95.7 million).

Corrugated products shipments for the first half of 2013 increased 6.2% compared to the first half of 2012 on a shipments-per-workday basis. Total corrugated products volume sold for the six months ended June 30, 2013 increased 5.3% over the comparable period last year. The first half of 2013 contained 126 workdays, those days not falling on a weekend or holiday, compared to 127 workdays in the first half of 2012.

Containerboard volume sold to outside domestic and export customers decreased 4.3% for the six months ended June 30, 2013 compared to the same period in 2012 primarily related to decreased export sales. Containerboard mill production during the first half of 2013 was 1,275,000 tons compared to 1,278,000 tons during the first half of 2012.

Income from Operations

Income from operations in the first six months of 2013 was $210.5 million including the $7.8 million pension curtailment charge previously discussed. As noted 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 six months ended June 30, 2012 by $95.5 million to $253.0 million with an offsetting amount recorded in tax expense of $118.5 million.

Excluding special items (as detailed below under “Reconciliations of Non-GAAP Financial Measures to Reported Amounts”), income from operations increased $60.8 million, primarily due to increased sales price and improved mix ($75.9 million) and higher sales volume ($10.3 million). Partially offsetting these items were increased expenses related to labor and benefits ($14.3 million), energy ($7.4 million) and transportation ($2.8 million).

Gross profit increased $71.4 million, or 23.6%, for the six months ended June 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 24.1% of net sales for the first half of 2013 compared to 21.9% in the first six months of 2012.

Selling and administrative expenses increased $5.7 million, or 5.5%, for the six months ended June 30, 2013 compared to the same period in 2012, primarily as a result of higher salaries ($4.1 million), related fringe benefits ($0.9 million) and travel related costs ($0.5 million).

Corporate overhead increased $4.1 million, or 11.8%, for the first half of 2013 compared to the first half of 2012, primarily due to higher salary and fringe benefits expense ($2.2 million), legal costs ($1.1 million) and travel and meeting costs ($0.6 million).

Other expense for the six months ended June 30, 2013 increased $8.6 million or 137.6% compared to the same period in 2012, primarily due to the pension plan curtailment charge ($7.8 million) and increased expenses related to worker's compensation ($0.8 million).

Interest Expense, Net and Income Taxes

Net interest expense decreased $4.5 million, or 19.4%, from $22.9 million for the six months ended June 30, 2012 to $18.5 million for the comparable period in 2013. Net interest expense in 2012 included $3.7 million of charges related to the Company's debt refinancing completed in June 2012. Excluding these charges, net interest expense was $0.8 million lower for the six months ended June 30, 2013 compared to the same period in 2012. The decrease is due to lower interest rates on PCA's $400.0 million of notes that were refinanced in June 2012 and on PCA's variable rate debt (term loan and receivables revolver), resulting in lower interest expense of $4.2 million. This was partially offset by $3.8 million in additional amortization of treasury lock settlements due to the settlement of the treasury lock related to the refinancing noted above.

PCA's effective tax rate was 34.9% for the six months ended June 30, 2013. This compares to 72.6% for the six months ended June 30, 2012, which included a 36.6% 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 half of 2012 would have been 36.0%. 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:

	Six Months Ended June 30,		
(In thousands)	2013	2012	Change
Net cash provided by (used for):			
Operating activities	$283,037	$150,045	$ 132,992
Investing activities	(82,853)	(48,897)	(33,956)
Financing activities	(37,520)	257,660	(295,180)
Net increase in cash and cash equivalents	$162,664	$358,808	$(196,144)

Operating Activities

Net cash provided by operating activities for the six months ended June 30, 2013 was $283.0 million compared to $150.0 million for the six months ended June 30, 2012, an increase of $133.0 million, or 88.6%. Cash provided by operating activities before changes in operating assets and liabilities was $314.8 million for the first six months of 2013 compared to $238.6 million for the comparable period in 2012, an increase of $76.2 million that was driven by the stronger operations in 2013 as previously discussed and an additional $28.5

million of alternative energy tax credits used to reduce federal income tax payments during the first six months of 2013. Cash used for operating assets and liabilities totaled $31.7 million for the six month period ended June 30, 2013 compared to $88.6 million for the comparable period in 2012, a decrease of $56.9 million. The lower requirements for operating assets and liabilities in 2013 were driven by higher accounts payable levels in 2013 partially offset by higher levels of accounts receivable due to higher sales prices and volumes in 2013 as previously described. 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 six months ended June 30, 2013 increased $34.0 million, or 69.4%, to $82.9 million, compared to the six months ended June 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 $11.6 million during the first six 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 $37.5 million for the six months ended June 30, 2013 compared to net cash provided by financing activities of $257.7 million for the comparable period in 2012, a difference of $295.2 million. The difference was primarily attributable to $397.0 million in net proceeds received from the Company's senior notes issuance that was completed on June 26, 2012 and lower proceeds received from stock option exercises of $5.0 million during the first half of 2013 compared to the same period in 2012. This was partially offset by a $65.5 million payment to settle a treasury lock on June 26, 2012, lower repurchases of PCA common stock of $28.2 million in 2013, and lower dividends paid of $13.6 million in 2013 primarily due to accelerating a dividend payment into 2012, resulting in no dividends paid in the first quarter 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. As of June 30, 2013, PCA had $329.0 million in unused borrowing capacity under its existing credit facilities, with $12.0 million of the borrowing capacity used for outstanding letters of credit. 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 June 30, 2013 for PCA's senior credit facility, the receivables credit facility, and the senior notes:

Borrowing Arrangement (Dollars in thousands)	Balance at June 30, 2013	Weighted Average Interest Rate	Projected Annual Cash Interest Payments
Revolving Credit Facility	$ —	N/A	N/A
Term Loan	127,500	1.70%	$ 2,162
Receivables Credit Facility	109,000	1.04	1,139
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	$786,500	3.64%	$ 28,651

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.

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.

In addition, PCA must maintain a minimum interest coverage ratio and a maximum leverage ratio under its senior credit facility. 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 June 30, 2013, PCA was in compliance with these covenants.

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 either box plant acquisitions or strategic investments in our existing box plants and $10.0 million required for compliance with the Boiler MACT rules. As of June 30, 2013, PCA incurred $80.9 million of capital expenditures and had committed to an additional $76.2 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.

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 six months ended June 30, 2013 and 2012 follow:

	Three Months Ended June 30,					
	2013			2012		
(In millions, except per share amounts)	Income from Operations	Net Income	Diluted EPS	Income from Operations	Net Income	Diluted EPS
As reported in accordance with GAAP	$ 107.3	$ 64.5	$ 0.66	$ 83.9	$ 45.2	$ 0.46
Special items:						
Pension curtailment charge (a)	7.8	5.0	0.05	—	—	—
Debt refinancing charges (b)	—	—	—	—	2.5	0.03
Total special items	7.8	5.0	0.05	—	2.5	0.03
Excluding special items	$ 115.1	$ 69.5	$ 0.71	$ 83.9	$ 47.7	$ 0.49

	Six Months Ended June 30,					
	2013			2012		
(In millions, except per share amounts)	Income from Operations	Net Income	Diluted EPS	Income from Operations	Net Income	Diluted EPS
As reported in accordance with GAAP	$ 210.5	$ 125.1	$ 1.28	$ 253.0	$ 63.0	$ 0.65
Special items:						
Pension curtailment charge (a)	7.8	5.0	0.05	—	—	—
Debt refinancing charges	—	—	—	—	2.5	0.03
Biofuel energy tax credits (c)	—	—	—	(95.5)	23.0	0.24
Total special items	7.8	5.0	0.05	(95.5)	25.5	0.26
Excluding special items	$ 218.3	$ 130.1	$ 1.33	$ 157.5	$ 88.5	$ 0.91

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

(a) Represents a curtailment charge of $7.8 million pre-tax less $2.8 million in taxes, or $5.0 million after-tax, related to the Company's hourly defined benefit plan.

(b) Represents charges from the company's debt refinancing completed June 26, 2012 of $3.7 million pre-tax less $1.2 million in taxes, or $2.5 million after-tax.

(c) Represents a charge from amending the Company's 2009 federal income tax return to reduce the gallons of black liquor claimed as cellulosic biofuel producer credits previously recorded as a tax benefit, and to increase the gallons claimed for alternative fuel mixture credits previously recorded as income. The total number of gallons of black liquor remained the same. The increase in gallons claimed as alternative fuel mixture credits resulted in income of $95.5 million, and the decrease in gallons claimed as cellulosic biofuel producer credits resulted in a decrease in tax benefits of $118.5 million, for a net non-cash, after-tax charge of $23.0 million.

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 $2.4 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 June 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 six-month periods ending June 30, 2013 and 2012.

Off-Balance Sheet Arrangements

PCA does not have any off-balance sheet arrangements as of June 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 six 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 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;
- 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 June 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 June 30, 2013.

During the quarter ended June 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***

There have been no material changes to the risk factors disclosed in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012.

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

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

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that may yet be Purchased Under the Plan or Program (In thousands)
April 1, 2013 to April 30, 2013	—	$ —	—	$ 100,735
May 1, 2013 to May 31, 2013	—	—	—	100,735
June 1, 2013 to June 30, 2013	—	—	—	100,735
Total	—	$ —	—	

Item 6. ***Exhibits.***

10.1	Form of 2013 Named Executive Officer Restricted Stock Award
10.2	Form of 2013 Named Executive Officer Performance Unit Award
10.3	2013 Performance Based Equity Award Pool for Executive Officers
10.4	Agreement, dated June 24, 2013, between Packaging Corporation of America and Paul T. Stecko (Incorporated herein by reference to Exhibit 10.1 to PCA's Current Report on Form 8-K filed June 27, 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 June 30, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets at June 30, 2013 and December 31, 2012, (ii) Condensed Consolidated Statements of Income and Comprehensive Income for the three and six months ended June 30, 2013 and 2012, (iii) Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2013 and 2012, and (iv) the Notes to Condensed Consolidated Financial Statements.

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: August 6, 2013

Exhibit 10.1

Packaging Corporation of America
Amended and Restated 1999 Long-Term Equity Incentive Plan
Executive Officer Restricted Stock Award Agreement

By this agreement, Packaging Corporation of America grants to you the following restricted shares of the Company's common stock, $.01 par value, subject to the terms and conditions set forth below, in the attached Plan Prospectus, and in the Amended and Restated 1999 Long-Term Equity Incentive Plan, as may from time to time be amended and/or restated, all of which are an integral part of this Agreement. A copy of the Amended and Restated 1999 Long-Term Equity Incentive Plan may be obtained from the Company upon request.

Grant Date: **June 24, 2013**
Number of Restricted Shares Awarded **:**
Fair Market Value at Grant**:**
Restriction expires: **June 24, 2017**

The shares of restricted stock granted under the Plan will be held in escrow by the Company on the participant's behalf during any period of restriction and will bear an appropriate legend specifying the applicable restrictions thereon, and, if requested, the participant will be required to execute a blank stock power therefor. During the period of restriction the participant shall have all of the rights of a holder of Common Stock, including but not limited to the rights to receive dividends and to vote, and any stock or other securities received as a distribution with respect to such participant's restricted stock shall be subject to the same restrictions as then in effect for the restricted stock.

This award is subject to the "Performance-Based Award Pool for Executive Officers" provisions (the "Pool Provisions") adopted by the Compensation Committee on the date of this award. If the number of shares of restricted stock available to be awarded to you under the Pool Provisions (as certified by the Compensation Committee) is less than the number of restricted shares awarded hereby, then the excess number of shares (i.e. the number by which this award exceeds the number certified by the Compensation Committee) will be forfeited at the time of such certification, and only the number certified by the Compensation Committee will vest at the time the restrictions herein expire.

This award is further subject to the company's compensation recovery policy in effect from time to time.

Except as otherwise provided by the Board of Directors:

(1) immediately prior to a Change in Control or at such time as a participant ceases to be a director, officer, or employee of, or to otherwise perform services for, the Company and its Subsidiaries due to death or Disability, during any period of restriction, all restrictions on the shares granted to the participant shall lapse (and, for the avoidance of doubt, if a Change of Control shall occur prior to the time of certification of the number of shares to which you are entitled under the Pool Provisions, then restrictions will lapse as to all shares awarded hereby);

(2) at such time as a participant ceases to be, or in the event a participant does not become, a director, officer, or employee of, or otherwise perform services for, the Company or its Subsidiaries for any other reason, all shares of restricted stock granted to such participant on which the restrictions have not lapsed shall be immediately forfeited to the Company.

Please indicate your acceptance of this Agreement by signing in the space provided below and returning this page to Halane Young, Executive Director, Total Rewards & HRIS, located in Lake Forest.

Packaging Corporation of America

By:

Paul T. Stecko
Executive Chairman

Accepted and Agreed:

____

Date

Exhibit 10.2

PACKAGING CORPORATION OF AMERICA
AMENDED AND RESTATED 1999 LONG-TERM EQUITY INCENTIVE PLAN
PERFORMANCE UNIT AGREEMENT

PARTICIPANT:	
DATE OF GRANT:	June 24, 2013
NUMBER OF PERFORMANCE UNITS:	
PERFORMANCE PERIOD:	2014-2016
SERVICE VESTING DATE	June 24, 2017

This Agreement is entered into between Packaging Corporation of America., a Delaware corporation (the "Company"), and the Participant named above. In consideration of the mutual covenants hereinafter set forth and for other good and valuable consideration, the Company and the Participant hereby agree as follows:

1. Grant of Performance Units. Subject to the restrictions, terms and conditions of this Agreement and the Plan Documents (as hereafter defined), the Company hereby awards to the Participant the number of performance units stated above (the "Performance Units").

2. Governing Documents. This Agreement and the Performance Units awarded hereby are subject to all the restrictions, terms and provisions of the Amended and Restated 1999 Long-Term Equity Incentive Plan (the "Plan") and the 2013 Performance-Based Equity Award Pool for Executive Officers (the "Award Pool") adopted by the Compensation Committee on June 24, 2013 (together with the Plan, the "Plan Documents") which are herein incorporated by reference and to the terms of which the Participant hereby agrees. Capitalized terms used in this Agreement that are not defined herein shall have the meaning set forth in the Plan Documents.

3. No Stockholder Rights. The Performance Units will be a book entry credited in the name of the Participant representing a Full Value Award under the Plan and are not actual Shares. The Participant will not have the right to vote the Performance Units.

4. Vesting. Except as otherwise provided in the Plan Documents and subject to paragraphs 6 and 8 hereof, all of the Participant's Performance Units covered hereby shall (to the extent not previously forfeited) vest as of the occurrence of a Vesting Date (as defined on Exhibits A and B). The terms and conditions of vesting shall be as provided on Exhibit A and Exhibit B, which are separate and independent from each other, with the amount of Shares being paid out on vesting to equal the sum of (i) the number of Shares vesting pursuant to Exhibit A; and (ii) the number of Shares vesting pursuant to Exhibit B. Payout on any vesting shall be in the form of Shares.

5. Forfeiture Upon Separation from Service. Except as provided by the Company's Compensation Committee or the Board of Directors, upon the Participant's cessation of employment (or provision of other services as permitted under the Plan Documents) prior to a Vesting Date for any reason, all Performance Units granted hereunder shall be forfeited.

6. <u>Recovery of Unearned Compensation</u>. The Performance Units are subject to the Company's compensation recovery policy as shall be in effect from time to time.

7. <u>Dividend Equivalents</u>. The Company shall pay dividend equivalents on the Performance Units in cash as, when and if dividends are declared and paid on the Shares of the Company's common stock. For purposes of calculating the amount of dividend equivalents, the Participant will be deemed to hold a number of Shares equal to the number of Performance Units in this award (subject to paragraph 8 below).

8. <u>Pool Provisions</u>. This award is subject to the Award Pool. The number of Shares to be awarded on any Vesting Date may in no event exceed the number of Shares to which Participant is entitled under the Award Pool for this Award as certified by the Committee in accordance with the Award Pool (the "Certified Share Amount"). In the event the number of Performance Units awarded hereby exceeds the Certified Share Amount, then such excess will be forfeited as of the date of such certification.

9. <u>Miscellaneous</u>. The Committee may from time to time modify or amend this Agreement in accordance with the provisions of the Plan Documents. This Agreement shall be binding upon and inure to the benefit of the Company and its successors and assigns and shall be binding upon and inure to the benefit of the Participant and his or her legatees, distributees and personal representatives. By signing this Agreement, the Participant acknowledges and expressly agrees that the Participant has read the Agreement and the Plan Documents and agrees to their terms. This Agreement may be executed by the Company and the Participant by means of electronic or digital signatures, which shall have the same force and effect as manual signatures. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

10. Section 409A Compliance. It is the intention that this Agreement conform and be administered in all respects in a manner that complies with Section 409A of the Code; provided, however, that the Company does not make any representations or guarantees of the tax treatment of the award under Section 409A or otherwise.

Notwithstanding any provision contained in this Agreement to the contrary, if (i) any payment hereunder is subject to Section 409A of the Code, (ii) such payment is to be paid on account of the Participant's separation from service (within the meaning of Section 409A of the Code) and (iii) the Participant is a "specified employee" (within the meaning of Section 409A(a)(2)(B) of the Code), then such payment shall be delayed, if necessary, until the first day of the seventh month following the Participant's separation from service (or, if later, the date on which such payment is otherwise to be paid under this Agreement). With respect to any payments hereunder that are subject to Section 409A of the Code and that are payable on account of a separation from service, the determination of whether the Recipient has had a separation from service shall be determined in accordance with Section 409A of the Code.

IN WITNESS WHEREOF, the Company has caused this Agreement to be duly executed by its officer thereunto duly authorized, and the Participant has hereunto set his or her hand, all as of the Date of Grant written above.

PACKAGING CORPORATION OF AMERICA

BY: ________________________________ ________________________________

Participant

Exhibit A

Vesting Provision—Formula Component

1. *Vesting Date.* Vesting Date means, with respect to the vesting of Performance Units pursuant to this Exhibit A, the earliest of (i) the fourth anniversary of the Date of Grant (subject to the terms and conditions of paragraph 2 below) (the "Service Vesting Date"), (ii) the occurrence of a Change in Control, and (iii) the Participant's death or termination on account of Disability.

2. *ROIC Peer Group Rank:* In determining the actual number of Shares to vest pursuant to this Exhibit A on the Service Vesting Date, the Committee will determine the Company's average ROIC (as hereinafter defined) over the three years comprising the Performance Period (i.e., the arithmetic mean of ROICs for the three individual years) and compare such number against the average ROIC for the companies included in the Peer Group (as hereinafter defined). Based on the ranking of the Company's ROIC with the Peer Group, the Applicable Percentage of Shares will vest as follows:

Peer Group Ranking	Applicable Percentage
Top quartile	100%
Second quartile	80%
Third quartile	40%
Fourth quartile	0%

The "Peer Group" will include Aptargroup, Bemis, Berry Plastics, Boise, Cascades, Clearwater Paper, Crown Holdings, Domtar, Glatfelter, Graphic Packaging, Grief, International Paper, KapStone, Owens Illinois, Resolute Forest Products, Rock Tenn, Sealed Air, Silgan and Sonoco. The Committee may modify the Peer Group for significant or extraordinary events outside the ordinary course of business, such as mergers or acquisitions, recapitalizations, bankruptcy or other events in which a Peer Group company ceases reporting financial results to the public.

"ROIC" means return on invested capital, which is calculated by dividing (a) operating profit by (b) average invested capital over the applicable period. In calculating ROIC for the Company or a Peer Group company, the Committee may adjust for reported special, non-recurring or non-operating items or the effects of mergers, acquisitions or extraordinary transactions. The Committee may establish rules for calculating ROIC for purposes of ensuring consistency in calculations across the Company and the Peer Group.

3. *Vesting Upon Change in Control or Death or Disability*. In the event a Vesting Date occurs as a result of a Change in Control or the Participant's death or termination on account of Disability, then the number of Shares to be awarded to such Participant shall equal 100% of the number of Performance Units.

Exhibit B

Vesting Provision—Committee Determination Component

1. *Vesting Date.* Vesting Date means, with respect any vesting of Performance Units pursuant to this Exhibit B, the Service Vesting Date. No vesting may occur under this Exhibit B in any other case.

2. *Committee Determination.* The Committee shall have the right to determine, on or around the Service Vesting Date, to pay out a number of Shares vested pursuant to this Exhibit B. The number of Shares that the Committee may pay out on vesting pursuant to this Exhibit B will depend upon the Company's ranking on average ROIC against the Peer Group (as determined pursuant to Exhibit A). The Committee is not obligated to award any Shares pursuant to this Exhibit B. The maximum number of Shares that may be awarded pursuant to vesting under this Exhibit B are as follows:

Peer Group Ranking	Applicable Percentage
Top quartile	Up to 20% of the Performance Units
Second quartile	Up to 20% of the Performance Units
Third quartile	Up to 40% of the Performance Units
Fourth quartile	No Performance Units may be vested under this Exhibit B

The Committee shall determine whether to pay out any Shares and the amount of Shares to be paid out. In making such determination, the Committee may consider the level of ROIC performance within the quartile, the business conditions relating to the Company's and the Peer Group companies' performance during the Performance Period and such other factors that the Committee determines to be appropriate for purposes of assessing performance over the Performance Period.

Exhibit 10.3

Packaging Corporation of America

2013 Performance-Based Equity Award Pool for Executive Officers

Adopted June 24, 2013

1. Purpose. The Committee intends to grant the Full Value Awards described herein (the "Awards") to the executive officers of Packaging Corporation of America (the "Company") named herein (the "Participants") pursuant to the Company's Amended and Restated 1999 Long-Term Equity Incentive Plan (the "Plan") on or around the date hereof. The Committee desires to designate such Awards as Performance-Based Compensation and hereby adopts an award pool (the "Award Pool") of Shares available for such Awards subject to the Performance Criterion and other terms and conditions provided herein. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Plan.

2. Performance Criterion. The Company's Earnings before Interest, Taxes, Depreciation and Amoritzation ("EBITDA") shall be established as the Performance Criterion for the Award Pool.

3. Award Pool Shares. The aggregate amount of Shares (the "Award Pool Shares") available for award to all Participants in the Award Pool shall be the number equal to (i) 4.0% of the Corporation's EBITDA for the period beginning April 1, 2013 and ending March 31, 2014 (the "EBITDA Performance Period"); divided by (ii) the closing price of a Share on the New York Stock Exchange on the date hereof.

4. Awards. Awards shall be in the form of "Restricted Stock Awards" (pursuant to the Restricted Stock Award Agreement attached hereto as Exhibit A) and "Performance Unit Awards" (pursuant to the Performance Unit Agreement attached hereto as Exhibit B).

5. Participant Percentages and Maximums. The percentage of Award Pool Shares (the "Award Pool Percentage") and the maximum number of Award Pool Shares (the "Participant Maximum") available to be awarded to each Participant for each Award, shall be as set forth in the following table. For each Participant, half of his percentage of Award Pool shares is allocated to each type of Award.

Participant	Percentage of Award Pool Shares	Maximum for Restricted Stock Awards (in shares)	Maximum for Performance Units (in shares)
Mark W. Kowlzan	37.0%	26,000	31,200
Thomas A. Hassfurther	28.0%	20,000	24,000
Richard B. West	17.0%	12,000	14,400
Thomas W.H. Walton	8.5%	5,750	6,900
Kent A. Pflederer	5.0%	3,600	4,320
Charles J. Carter	4.5%	3,250	3,900

6. Certification of Award Pool. The Committee shall certify the number of Award Pool Shares available for each Participant for each Award (the "Certified Share Number") within 75 days after the end of the EBITDA Performance Period, which shall be calculated by (a) multiplying (i) the Award Pool Percentage for such Participant for such Award by (ii) the aggregate number of Award Pool Shares and (b) if applicable, reducing the number calculated pursuant to subsection (a) to the Participant Maximum for such Award.

7. Award Agreement. The Committee will reduce (but not increase) the actual number of Shares to be awarded to a Participant on vesting of an Award from the Certified Share Number for such Award to the extent necessary to achieve the level of vesting provided in the Award agreements attached hereto.

8. Plan Provisions. The Award Pool and Awards described herein are subject to, and made pursuant to, the terms and conditions of the Plan. If there is any inconsistency between the terms of the Award Pool or any Award agreement and the terms of the Plan, the terms of the Plan shall control unless expressly stated that an exception to the Plan is being made.

Exhibit 31.1

CERTIFICATION

I, Mark W. Kowlzan, certify that:

(1) I have reviewed this quarterly report on Form 10-Q of Packaging Corporation of America (PCA);

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of PCA as of, and for, the periods presented in this report;

(4) PCA's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for PCA and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to PCA, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of PCA's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in PCA's internal control over financial reporting that occurred during PCA's most recent fiscal quarter (PCA's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, PCA's internal control over financial reporting; and

(5) PCA's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to PCA's auditors and the Audit Committee of PCA's Board of Directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect PCA's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in PCA's internal control over financial reporting.

/S/ MARK W. KOWLZAN

Mark W. Kowlzan
Chief Executive Officer

Dated: August 6, 2013

Exhibit 31.2

CERTIFICATION

I, Richard B. West, certify that:

(1) I have reviewed this quarterly report on Form 10-Q of Packaging Corporation of America (PCA);

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of PCA as of, and for, the periods presented in this report;

(4) PCA's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for PCA and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to PCA, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of PCA's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in PCA's internal control over financial reporting that occurred during PCA's most recent fiscal quarter (PCA's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, PCA's internal control over financial reporting; and

(5) PCA's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to PCA's auditors and the Audit Committee of PCA's Board of Directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect PCA's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in PCA's internal control over financial reporting.

/S/ RICHARD B. WEST

Richard B. West
Senior Vice President and Chief Financial Officer

Dated: August 6, 2013

Exhibit 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

I, Mark W. Kowlzan, Chief Executive Officer of Packaging Corporation of America (the "Company"), certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Quarterly Report of the Company on Form 10-Q for the period ended June 30, 2013 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in such Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/S/ MARK W. KOWLZAN
Mark W. Kowlzan
Chief Executive Officer

Dated: August 6, 2013

Exhibit 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**

I, Richard B. West, Chief Financial Officer of Packaging Corporation of America (the "Company"), certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Quarterly Report of the Company on Form 10-Q for the period ended June 30, 2013 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in such Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/S/ RICHARD B. WEST
Richard B. West
Senior Vice President and Chief Financial Officer

Dated: August 6, 2013