WAUSAU PAPER CORP.
Form 10-Q
August 09, 2012
Table of Contents

## FORM 10-Q

# SECURITIES AND EXCHANGE COMMISSION 

Washington, D.C. 20549

(Mark One)
$x$ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2012

OR
o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
(Exact name of registrant as specified in charter)

## WISCONSIN

(State of incorporation)

39-0690900
(I.R.S. Employer Identification Number)

## 100 Paper Place

Mosinee, Wisconsin 54455-9099
(Address of principal executive office)

Registrant $s$ telephone number, including area code: 715-693-4470

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 report), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

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

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 definition of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

| Large accelerated filer o | Accelerated filer x |
| :---: | :---: |
| Non-accelerated filer o | Smaller reporting company o |
| (Do not check if a 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 o No $x$

The number of common shares outstanding at July 31, 2012 was 49,322,921.

## WAUSAU PAPER CORP.

## AND SUBSIDIARIES

## INDEX

## PART I. FINANCIAL INFORMATION

| Item 1. |  | Financial Statements <br> Condensed Consolidated Statements of Comprehensive Income, Three Months and Six Months Ended June 30, 2012 (unaudited) and June 30, 2011 (unaudited) |  |
| :---: | :---: | :---: | :---: |
|  |  |  | 1 |
|  |  | Condensed Consolidated Balance Sheets, June 30, 2012 (unaudited) and December 31, 2011 (derived from audited financial statements) | 2 |
|  |  | Condensed Consolidated Statements of Cash Flows, Six Months Ended June 30, $\underline{2012 \text { (unaudited) and June 30, } 2011 \text { (unaudited) }}$ | 3 |
|  |  | Notes to Condensed Consolidated Financial Statements (unaudited) | 4-15 |
| Item 2. |  | Management s Discussion and Analysis of Financial Condition and Results of Operations | 16-25 |
| Item 3. |  | Quantitative and Qualitative Disclosures About Market Risk | 26 |
| Item 4. |  | Controls and Procedures | 26 |
| PART II. OTHER INFORMATION |  |  |  |
| Item 1A. |  | Risk Factors | 27 |
| Item 6. |  | Exhibits | 27 |

## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

Wausau Paper Corp. and Subsidiaries

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(unaudited)


| Comprehensive (loss) income | $\$$ | $\mathbf{( 3 4 2 )}$ | $\$$ | 3,948 | $\$$ | $\mathbf{1 0 , 3 8 9}$ | $\$$ | 215 |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

Wausau Paper Corp. and Subsidiaries

## CONDENSED CONSOLIDATED BALANCE SHEETS

| (all dollar amounts in thousands) | $\begin{gathered} \text { June 30, } \\ 2012 \\ \text { (unaudited) } \end{gathered}$ |  | December 31, 2011 <br> (derived from audited financial statements) |  |
| :---: | :---: | :---: | :---: | :---: |
| Assets |  |  |  |  |
| Current assets: |  |  |  |  |
| Cash and cash equivalents | \$ | 33,085 | \$ | 26,661 |
| Receivables, net |  | 84,869 |  | 87,918 |
| Inventories |  | 42,079 |  | 80,525 |
| Spare parts |  | 26,535 |  | 26,532 |
| Other current assets |  | 4,018 |  | 4,698 |
| Assets of discontinued operations - current |  | 5,416 |  |  |
| Total current assets |  | 196,002 |  | 226,334 |
| Property, plant, and equipment, net |  | 411,609 |  | 369,836 |
| Deferred income taxes |  | 25,591 |  | 32,607 |
| Other assets |  | 53,658 |  | 50,053 |
| Assets of discontinued operations long-term |  | 10,376 |  |  |
|  |  |  |  |  |
| Total Assets | \$ | 697,236 | \$ | 678,830 |
|  |  |  |  |  |
| Liabilities and Stockholders Equity |  |  |  |  |
|  |  |  |  |  |
| Current liabilities: |  |  |  |  |
| Accounts payable | \$ | 65,825 | \$ | 77,925 |
| Accrued and other liabilities |  | 69,039 |  | 77,370 |
| Liabilities of discontinued operations - current |  | 2,972 |  |  |
| Total current liabilities |  | 137,836 |  | 155,295 |
| Long-term debt |  | 150,000 |  | 127,650 |
| Post-retirement benefits |  | 99,110 |  | 97,421 |
| Pension |  | 78,287 |  | 77,824 |
| Other noncurrent liabilities |  | 27,264 |  | 24,396 |
| Total liabilities |  | 492,497 |  | 482,586 |
| Stockholders equity |  | 204,739 |  | 196,244 |
|  |  |  |  |  |
| Total Liabilities and Stockholders Equity | \$ | 697,236 | \$ | 678,830 |

See Notes to Condensed Consolidated Financial Statements.

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Table of Contents

Wausau Paper Corp. and Subsidiaries

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)



See Notes to Condensed Consolidated Financial Statements.

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) 

## Note 1. <br> Basis of Presentation


#### Abstract

The condensed consolidated financial statements include the results of Wausau Paper Corp. and our consolidated subsidiaries. All significant intercompany transactions have been eliminated. The accompanying condensed consolidated financial statements, in the opinion of management, reflect all adjustments, which are normal and recurring in nature and which are necessary for a fair statement of the results for the periods presented. Results for the interim period are not necessarily indicative of future results. In all regards, the financial statements have been presented in accordance with accounting principles generally accepted in the United States of America. Refer to notes to consolidated financial statements, which appear in the Annual Report on Form 10-K for the year ended December 31, 2011, for our accounting policies and other disclosures, which are pertinent to these statements.


The results of operations of the Paper segment s Brokaw, Wisconsin paper mill have been reported as discontinued operations in the Condensed Consolidated Statements of Comprehensive Income for all periods presented. The corresponding assets and liabilities of the discontinued operation in the Condensed Consolidated Balance Sheets have been reclassified at June 30, 2012 in accordance with the authoritative literature on assets held for sale and discontinued operations. The assets and liabilities of the discontinued operation were not retroactively reclassified in the December 31, 2011 Condensed Consolidated Balance Sheet, and as a result, the balances are not comparable between periods. Also, in accordance with the authoritative literature, we have elected to not separately disclose the cash flows related to the discontinued operation. See Note 3 for further information regarding discontinued operations.

## Note 2. New Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update No. 2011-05, Presentation of Comprehensive Income ( ASU 2011-05 ), which amends Accounting Standards Codification (ASC ) 220, Comprehensive Income . This guidance requires the presentation of total comprehensive income, total net income and the components of net income and comprehensive income either in a single continuous statement or in two separate but consecutive statements. The requirements do not change how earnings per share is calculated or presented. We adopted ASU 2011-05 in the first quarter of 2012, and have presented comprehensive income as a single continous statement in our Condensed Consolidated Statements of Comprehensive Income.

On January 1, 2012, we adopted FASB ASU 2011-04, an amendment to ASC 820, Fair Value Measurements . The amendments in ASU 2011-04 generally represent clarifications of fair value measurement, but also include some instances where a particular principle or requirement for measuring fair value or disclosing information about fair measurements has changed. ASU 2011-04 results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements. Adopting these amendments had no effect on the condensed consolidated financial statements.

The FASB defines fair value as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The FASB s guidance classifies the inputs used to measure fair value into the following hierarchy:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs, other than quoted market prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3 Unobservable inputs based on the reporting entity s own assumptions.

A financial asset or liability s classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

4

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Table of Contents

## Note 3. Discontinued Operations and Other

In December 2011, we announced that our Board of Directors had approved the sale of our premium Print \& Color brands, and the closure of our Brokaw, Wisconsin paper mill. The sale of the premium Print \& Color brands, select paper inventory, and certain manufacturing equipment to Neenah Paper, Inc. closed on January 31, 2012. We permanently ceased papermaking operations at the mill on February 10, 2012. We have determined that the assets of the Brokaw mill, which are part of our Paper segment, meet the criteria for held for sale classification, and are reported as discontinued operations in accordance with FASB ASC Subtopic 205-20, Discontinued Operations. We expect to complete the disposal of the Brokaw mill assets within the next nine months. In addition, at June 30, 2012, we have evaluated the recoverability of the carrying amount of the long-lived assets of the discontinued operation. As part of the evaluation, we have estimated the future cash flows related to the long-lived assets using a probability weighted estimate and determined those cash flows are sufficient to recover the carrying value of the assets recorded at June 30, 2012. As there are no quoted market prices available for these or similar assets, we have used our best estimates in determining the fair value of the long-lived assets of the discontinued operation based upon a range of anticipated sales prices for these assets. The use of these unobservable inputs, or level 3 inputs, resulted in no pre-tax impairment charges for the three months ended June 30, 2012. For the six months ended, we recorded impairment charges of $\$ 2.1$ million, which are included in earnings from discontinued operations in the Condensed Consolidated Statements of Comprehensive Income.

The sale of the premium Print \& Color brands, select paper inventory, and certain manufacturing equipment generated a pre-tax gain of \$12.2 million, which is recorded in earnings from discontinued operations in the Condensed Consolidated Statements of Comprehensive Income for the six months ended June 30, 2012. With the sale of the premium Print \& Color brands and closure of the Brokaw mill, we have eliminated our material participation in the Print \& Color markets in which we have historically competed. We continue to manufacture and convert select Print \& Color products for the buyer during a post-closing period which is expected to expire in late 2012. The continuing cash flows from this supply agreement are not a result of participation in an active market, and are not considered direct cash flows under ASC 205-20.

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## Table of Contents

The following table details the components of assets and liabilities that are classified as discontinued operations in the Condensed Consolidated Balance Sheets:

| (all dollar amounts in thousands) | June 30, |
| :--- | ---: |
| Receivables | $\mathbf{2 0 1 2}$ |
| Deferred income taxes | $\mathbf{\$}$ |
| Other current assets | $\mathbf{2 , 0 3 6}$ |
| Assets of discontinued operations - current | $\mathbf{3 , 2 6 9}$ |
| Property, plant, and equipment - net | $\mathbf{5 , 4 1}$ |
| Deferred income taxes | $\mathbf{4 , 6 0 0}$ |
| Assets of discontinued operations | $\mathbf{5 , 7 7 6}$ |
| Accounts payable | $\mathbf{1 5 , 7 9 2}$ |
| Accrued and other liabilities, net | $\mathbf{8 3 1}$ |
| Liabilities of discontinued operations - current | $\mathbf{2 , 1 4 1}$ |
| Net assets of discontinued operations | $\mathbf{2 , 9 7 2}$ |

The following table summarizes certain Condensed Consolidated Statements of Comprehensive Income information for discontinued operations:


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Table of Contents

During the second quarter of 2012, we continued to execute restructuring activities related to the closure of the Brokaw mill, and have recognized pre-tax charges of $\$ 2.9$ million during the three months ended June 30,2012 , and, exclusive of the gain recorded for the sales transaction, net pre-tax charges of $\$ 6.3$ million during the six months ended June 30, 2012. These net charges, which are detailed in the following table, are recorded in earnings from discontinued operations in the Condensed Consolidated Statements of Comprehensive Income.

| (all dollar amounts in thousands) | Three Months <br> Ended June 30, <br> $\mathbf{2 0 1 2}$ | Six Months <br> Ended June 30, <br> 2012 |  |
| :--- | ---: | ---: | ---: |
| Impairment of long-lived assets | $\$$ | 985 | 2,075 |
| Inventory and spare parts write-downs | 622 | 985 |  |
| Severance and benefit continuation costs | 1,246 | 1,730 |  |
| Other associated costs, net | $\$$ | 2,853 | $\$$ |
| Total |  | 1,491 |  |

Additional pre-tax closure charges of approximately $\$ 0.6$ million are expected to be incurred during the remainder of 2012.

Following is a summary of the liabilities for restructuring expenses through June 30, 2012, related to the closure of the Brokaw mill, all of which are included in liabilities of discontinued operations - current:

| (all dollar amounts in thousands) | December 31, <br> 2011 | Reserve <br> Provisions | Payments/ <br> Usage | June 30, <br> $\mathbf{2 0 1 2}$ |  |  |
| :--- | ---: | ---: | ---: | ---: | ---: | ---: |
| Severance and benefit continuation | $\$$ | 4,997 | $\$$ | 1,730 | $\$$ | $(5,943)$ |
| Contract termination and other | 570 | 239 | $(688)$ | $\mathbf{7 8 4}$ |  |  |
| Total | $\$$ | 5,567 | $\$$ | 1,969 | $\$$ | $(6,631)$ |

In the first quarter of 2012, we incurred pre-tax charges of $\$ 3.3$ million related to a previously terminated natural gas contract for our previously closed Groveton, New Hampshire mill. The charge is included in selling and administrative expenses in the Condensed Consolidated Statements of Comprehensive Income. During the first six months of 2012, we have made payments related to this natural gas contract of $\$ 0.9$ million. We will continue to make payments related to the contract over the original contractual term. At June 30, 2012, \$2.2 million and \$10.5 million are included in current liabilities and noncurrent liabilities, respectively, consisting of contract termination costs associated with the Groveton, New Hampshire mill. At December 31, 2011, $\$ 2.3$ million and $\$ 7.9$ million are included in current liabilities and noncurrent liabilities, respectively, related to these contract termination costs.

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## Table of Contents

## Note 4. Earnings Per Share ( EPS )

The following table reconciles basic weighted average outstanding shares to diluted weighted average outstanding shares:

| (all amounts in thousands, except per share data) | 2012 | Three Months Ended June 30, |  | 2011 |  | Six Months Ended June 30, |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  |  |  |  |  |  |
| Basic weighted average common shares outstanding |  | 49,309 |  | 49,164 |  | 49,302 |  | 49,147 |
| Dilutive securities: |  |  |  |  |  |  |  |  |
| Stock compensation plans |  |  |  | 234 |  | 222 |  | 219 |
| Diluted weighted average common shares outstanding |  | 49,309 |  | 49,398 |  | 49,524 |  | 49,366 |
| Earnings from continuing operations, net of tax (Loss) earnings from discontinued operations, net of tax | \$ | 2,101 | \$ | 4,831 | \$ | 3,641 | \$ | 4,637 |
|  |  | $(3,416)$ |  | $(1,601)$ |  | 4,802 |  | $(2,798)$ |
| Net (loss) earnings | \$ | $(1,315)$ | \$ | 3,230 | \$ | 8,443 | \$ | 1,839 |
| Earnings from continuing operations, net of tax, per share basic and diluted | \$ | 0.04 | \$ | 0.10 | \$ | 0.07 | \$ | 0.09 |
| (Loss) earnings from discontinued operations, net of tax, per share basic and diluted |  | (0.07) |  | (0.03) |  | 0.10 |  | (0.06) |
| Net earnings per share basic and diluted | \$ | (0.03) | \$ | 0.07 | \$ | 0.17 | \$ | 0.04 |

Stock options for which the exercise price exceeds the average market price over the applicable period have an antidilutive effect on EPS, and accordingly, are excluded from the calculation of diluted EPS. Due to the net loss for the three months ended June 30, 2012, stock-based grants for $1,821,546$ shares were considered to be antidilutive. For the three months ended June 30,2011 , stock-based grants for $1,861,835$ shares were excluded from the diluted EPS calculation because the shares were antidilutive. For the six months ended June 30, 2012 and 2011 , stock-based grants for $1,187,959$ shares and $1,962,792$ shares, respectively, were excluded from the diluted EPS calculation because the shares were antidilutive.

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## Table of Contents

## Note 5.

 ReceivablesReceivables at June 30, 2012 exclude discontinued operations. The receivables related to discontinued operations were not retroactively reclassified and are included in the following table at December 31, 2011.

| (all dollar amounts in thousands) | June 30, <br> $\mathbf{2 0 1 2}$ | December 31, <br> $\mathbf{2 0 1 1}$ |  |
| :--- | ---: | ---: | ---: |
| Trade | $\mathbf{\$}$ | $\mathbf{8 4 , 5 1 1}$ | $\$$ |
| Other | $\mathbf{1 , 0 5 5}$ | 87,152 |  |
| Less: allowances for doubtful accounts | $\mathbf{8 5 , 5 6 6}$ | 1,719 |  |
|  | $\mathbf{( 6 9 7 )}$ | 88,871 |  |

## Note 6.

## Inventories

Inventories at June 30, 2012 exclude discontinued operations. The inventories related to discontinued operations were not retroactively reclassified and are included in the following table at December 31, 2011.

| (all dollar amounts in thousands) |  | June 30, <br> 2012 | December 31, <br> 2011 |
| :--- | ---: | ---: | ---: |
| Raw materials | $\mathbf{\$}$ | $\mathbf{3 4 , 3 5 4}$ | $\$$ |
| Work in process and finished goods | $\mathbf{4 6 , 8 8 5}$ | 32,069 |  |
| Supplies | $\mathbf{4 , 7 0 5}$ | 100,044 |  |
| Inventories at cost | $\mathbf{8 5 , 9 4 4}$ | 4,166 |  |
| Less: LIFO reserve | $\mathbf{( 4 3 , 8 6 5 )}$ | 136,279 |  |
|  | $\mathbf{4}$ | $(55,754)$ |  |

## Edgar Filing: WAUSAU PAPER CORP. - Form 10-Q

## Table of Contents

## Note 7.

 Property, Plant, and EquipmentProperty, plant, and equipment at June 30, 2012 excludes discontinued operations. Property, plant, and equipment related to discontinued operations was not retroactively reclassified and is included in the following table at December 31, 2011.

|  |  | June 30, <br> $\mathbf{2 0 1 2}$ |
| :--- | ---: | ---: |

Excluding discontinued operations, the provision for depreciation, amortization, and depletion for the three months ended June 30, 2012 and 2011 was $\$ 11.4$ million and $\$ 12.6$ million, respectively. Excluding discontinued operations, the provision for depreciation, amortization, and depletion for the six months ended June 30, 2012 and 2011 was $\$ 22.8$ million and $\$ 25.1$ million, respectively.

During the three and six months ended June 30, 2012, interest capitalized on projects with a construction period exceeding one year totaled $\$ 1.2$ million and $\$ 2.1$ million, respectively. Interest capitalized on projects with a construction period exceeding one year during the three and six months ended June 30, 2011, amounted to $\$ 0.1$ million and $\$ 0.2$ million, respectively.

# Edgar Filing: WAUSAU PAPER CORP. - Form 10-Q 

Table of Contents

## Note 8. Debt

A summary of total debt is as follows:

| (all dollar amounts in thousands) | June 30,$2012$ |  | $\begin{gathered} \text { December 31, } \\ 2011 \end{gathered}$ |  |
| :---: | :---: | :---: | :---: | :---: |
| Unsecured private placement notes | \$ | 150,000 | \$ | 100,000 |
| Industrial development bonds |  |  |  | 19,000 |
| Commercial paper placement agreement |  |  |  | 8,650 |
| Total long-term debt | \$ | 150,000 | \$ | 127,650 |

On March 31, 2010, we entered into a note purchase and private-shelf agreement. This agreement provided for the April 9, 2010, issuance of $\$ 50$ million of unsecured senior notes having an interest rate of $5.69 \%$ with a maturity date of April 9,2017 , and also established a three-year private shelf facility under which up to $\$ 125$ million of additional promissory notes may be issued at terms agreed upon by the parties at the time of issuance. On April 4, 2011, we issued an additional aggregate principal amount of $\$ 50$ million of our senior notes under the terms of this note purchase and private-shelf agreement. The notes bear interest at $4.68 \%$ and mature on April 4, 2018. On August 22, 2011, the private-shelf agreement was amended to expand the total amount available under the private-shelf agreement to $\$ 150$ million. On April 9, 2012, we issued an additional aggregate principal amount of $\$ 50$ million of our senior notes under this note purchase and private-shelf agreement. The notes bear interest at $4.00 \%$ and mature on June 30,2016 . At June $30,2012, \$ 150$ million was currently outstanding under the note purchase and private-shelf agreement.

We have estimated the fair value of our long-term debt in accordance with FASB authoritative guidance. The FASB defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between participants at the measurement date. Fair value information for long-term debt is within Level 2 of the fair value hierarchy and is based on current market interest rates and estimates of current market conditions for instruments with similar terms and maturities. At June 30, 2012, the estimated fair value of long-term debt is approximately $\$ 163$ million, which compares to the carrying value of $\$ 150$ million. At December 31, 2011, the estimated fair value of long-term debt was approximately $\$ 138$ million, which compares to the carrying value of $\$ 128$ million.

During the second quarter of 2012, we settled our obligations related to the $\$ 19$ million of industrial development bonds. There were no prepayment penalties or additional costs associated with the retirement of these obligations.

On June 23, 2010, we entered into a $\$ 125$ million revolving-credit agreement with five financial institutions that will expire on June 23, 2014. At June 30, 2012, there were no amounts outstanding under the revolving-credit agreement.

During the second quarter of 2011, we settled our obligations related to the $\$ 35$ million unsecured private placement notes scheduled to expire in August 2011. The settlement of these obligations resulted in the recognition of a loss on early extinguishment of debt of $\$ 0.7$ million in the three months ended June 30, 2011, which reflects the premiums paid to retire the unsecured private placement notes, net of unamortized premiums and issuance costs.

We are subject to certain financial and other covenants under the revolving-credit agreement and the note purchase and private-shelf agreement. At June 30, 2012, we were in compliance with all required covenants and expect to remain in full compliance throughout the remainder of 2012.

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## Table of Contents

## Note 9. Pension and Other Post-retirement Benefit Plans

Inclusive of discontinued operations, the components of net periodic benefit cost recognized in the Condensed Consolidated Statements of Comprehensive Income for the three months ended June 30, 2012 and 2011 are as follows:


The settlement recognized during the three months ended June 30, 2012, relates to settlement charges associated with the payment of pension liabilities with respect to one of our defined benefit pension plans.

Inclusive of discontinued operations, the components of net periodic benefit cost recognized in the Condensed Consolidated Statements of Comprehensive Income for the six months ended June 30, 2012 and 2011 are as follows:

|  |  |  |  | Other <br> Post-retirement <br> Benefits |  |  |  |
| :--- | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Pervice cost | $\mathbf{2 0 1 2}$ |  |  | $\mathbf{2 0 1 1}$ | $\mathbf{2 0 1 2}$ |  | $\mathbf{2 0 1 1}$ |

The settlement recognized during the six months ended June 30, 2012, relates to settlement charges associated with the payment of pension liabilities with respect to one of our defined benefit pension plans. The other post-retirement benefits curtailment recognized in the six months ended June 30, 2012, relates to the closure of the Paper segment s Brokaw, Wisconsin mill.

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We previously disclosed in our consolidated financial statements for the year ended December 31, 2011 that we anticipate making contributions of approximately $\$ 23$ million directly to our pension and retirement plans as a result of minimum funding requirements and elective contributions in 2012. As of June 30, 2012, we have made payments of approximately $\$ 3.2$ million to our pension and retirement plans in 2012. We now expect to contribute approximately $\$ 25$ million to our pension and retirement plans. In addition, as previously reported, we expected to contribute approximately $\$ 4$ million, net of subsidy reimbursements, directly to other post-retirement plans in 2012. As of June 30, 2012, we have contributed approximately $\$ 1.6$ million to our other post-

# Edgar Filing: WAUSAU PAPER CORP. - Form 10-Q 

Table of Contents
retirement plans. We now expect to contribute approximately $\$ 3$ million to our other post-retirement plans in 2012.

## Note 10. Share-Based Compensation

We account for share-based compensation pursuant to the provisions of FASB Accounting Standards Codification ( ASC ) Subtopic 718-10.

## Stock Options, Restricted Stock Awards, and Performance Units

During the three and six months ended June 30, 2012, share-based compensation expense related to non-qualified stock option grants, restricted stock awards, and performance unit awards was approximately $\$ 0.5$ million and $\$ 1.5$ million, respectively. During the three and six months ended June 30, 2011, share-based compensation expense related to non-qualified stock option grants, restricted stock awards, and performance unit awards was approximately $\$ 0.5$ million and $\$ 2.1$ million, respectively. We recognize compensation expense on grants of stock options, and performance unit share-based compensation awards on a straight-line basis over the requisite service period of each award. Forfeiture rates are estimated based upon our historical experience for each grant type. As of June 30, 2012, total unrecognized compensation cost, net of estimated forfeitures, related to share-based compensation awards was approximately $\$ 3.0$ million, which we expect to recognize over a weighted average period of approximately 1.0 years.

During the six months ended June 30, 2012, as part of compensation for our directors and certain employees of Wausau Paper, we granted awards of performance units. Of the awards granted, 46,787 performance units were granted to directors. The grants to certain employees were comprised of three types of awards. The first type of award included 74,435 performance units with vesting based upon the completion of a requisite period of service. The second type of award included 288,387 of performance units with the award subject to achievement of a targeted shareholder return on our common stock over a three-year period. The third type of award was comprised of 531,985 performance units with vesting contingent on (1) achieving certain operating profit levels and (2) completion of a service requirement. We have recognized compensation expense related to these performance-based awards during the three and six months ended June 30, 2012, as it is probable a portion of the awards will vest as performance criteria are met.

## Stock Appreciation Rights and Dividend Equivalents

Share-based compensation provisions or credits related to stock appreciation rights and dividend equivalents are determined based upon a remeasurement to their fair value at each interim reporting period in accordance with the provisions of ASC Subtopic 718-10. During the three and six months ended June 30, 2012, we recognized expense of less than $\$ 0.1$ million and approximately $\$ 0.1$ million, respectively, in share-based compensation related to stock appreciation rights and dividend equivalents. During the three and six months ended June 30, 2011, we recognized credits of less than $\$ 0.1$ million and approximately $\$ 0.1$ million, respectively, in share-based compensation related to stock appreciation rights and dividend equivalents.

# Edgar Filing: WAUSAU PAPER CORP. - Form 10-Q 

## Table of Contents

## Note 11. Interim Segment Information

## Factors Used to Identify Reportable Segments

We have evaluated our disclosures of our business segments in accordance with ASC Subtopic 280-10, and as a result we have classified our operations into two principal reportable segments: Tissue and Paper, each providing different products. Separate management of each segment is required because each business unit is subject to different marketing, production, and technology strategies.

## Products from which Revenue is Derived

The Tissue segment produces a complete line of towel and tissue products that are marketed along with soap and dispensing systems for the away-from-home market. Tissue operates a paper mill in Middletown, Ohio, and a converting facility in Harrodsburg, Kentucky.

The Paper segment produces specialty papers within three core markets Food, Tape \& Industrial, and Coated \& Liner. These products are produced at manufacturing facilities located in Brainerd, Minnesota, and in Rhinelander and Mosinee, Wisconsin. In 2011 and into 2012, the Paper segment produced fine printing and writing papers at a manufacturing facility in Brokaw, Wisconsin. Papermaking operations at the Brokaw facility permanently ceased on February 10, 2012. In accordance with authoritative literature, we have reported the Brokaw facility as a discontinued operation. See Note 3 for additional information on facility closures.

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Table of Contents

## Reconciliations

The following are reconciliations to corresponding totals in the accompanying condensed consolidated financial statements. The sales and operating profit (loss) information excludes discontinued operations in all periods presented. The assets and liabilities of discontinued operations were not retroactively reclassified in the December 31, 2011 Condensed Consolidated Balance Sheet, and as a result, the asset information for the Paper segment includes assets of discontinued operations at December 31, 2011.

| (all dollar amounts in thousands) | Three Months <br> Ended June 30, |  |  |  | Six Months Ended June 30, |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  |  | 2012 |  | 2011 |  |
| Net sales external customers: |  |  |  |  |  |  |  |  |
| Tissue | \$ | 88,383 | \$ | 86,029 | \$ | 170,069 |  | 162,920 |
| Paper |  | 124,489 |  | 129,841 |  | 258,985 |  | 244,647 |
|  | \$ | 212,872 | \$ | 215,870 | \$ | 429,054 |  | 407,567 |
|  |  |  |  |  |  |  |  |  |
| Operating profit (loss): |  |  |  |  |  |  |  |  |
| Tissue | \$ | 9,083 | \$ | 8,657 | \$ | 18,260 |  | 14,968 |
| Paper |  | 2,024 |  | 4,902 |  | 2,313 |  | 5,467 |
| Corporate \& eliminations |  | $(6,894)$ |  | $(3,421)$ |  | $(13,044)$ |  | $(8,808)$ |
|  | \$ | 4,213 | \$ | 10,138 | \$ | 7,529 |  | 11,627 |
|  |  |  |  |  |  |  |  |  |
| Segment assets: |  |  |  |  |  |  |  |  |
| Tissue |  |  |  | \$ |  | 317,891 | \$ | 224,949 |
| Paper |  |  |  |  |  | 281,659 |  | 367,249 |
| Discontinued operations |  |  |  |  |  | 15,792 |  |  |
| Corporate \& unallocated* |  |  |  |  |  | 81,894 |  | 86,632 |
|  |  |  |  | \$ |  | 697,236 | \$ | 678,830 |

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Table of Contents

## Item 2.

 Management s Discussion and Analysis of Financial Condition and Results of OperationsManagement s discussion and analysis of financial condition and results of operations is provided as a supplement to our condensed consolidated financial statements and accompanying notes to help provide an understanding of our financial condition, the changes in our financial condition, and our results of operations. The following discussion of the financial condition and results of operations of Wausau Paper Corp. should be read together with the condensed consolidated financial statements for the three and six months ended June 30, 2012 and 2011, including the notes thereto, included elsewhere in this report, and the audited consolidated annual financial statements as of and for the year ended December 31, 2011 and notes thereto included in the Company s Annual Report on Form 10-K.

## Critical Accounting Policies and Estimates

The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America which require us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed consolidated financial statements and revenues and expenses during the periods reported. Actual results could differ from those estimates. Please refer to the notes to the financial statements, which appear in the Annual Report on Form 10-K for the year ended December 31, 2011, for our accounting policies and other disclosures which are pertinent to these statements.

## Operations Review

In December 2011, our Board of Directors approved the sale of our premium Print \& Color brands and the closure of our Brokaw, Wisconsin paper mill. The Print \& Color portion of the Paper segment competed in the declining uncoated freesheet market, and was faced with continuing margin compression and volume pressures. During the first quarter of 2012, we completed the sale of the premium Print \& Color brands, inventory, and select equipment, and in February ceased papermaking operations at the Brokaw, Wisconsin paper mill. Consequently, the impact of this site and its related closure activities are reported as discontinued operations, and all results discussed below exclude the results of discontinued operations unless otherwise indicated. For additional information on discontinued operations, please refer to Note 3 Discontinued Operations and Other in the Notes to Condensed Consolidated Financial Statements.

Our exit from the Print \& Color business aligns the Paper segment with the growth-oriented technical markets in which it has historically competed: Food, Tape \& Industrial, and Coated \& Liner. The Tissue segment continues to focus on production and marketing of a broad line of paper towel and tissue products, which are marketed along with soap and dispensing system products for the industrial and commercial away-from-home market.

Table of Contents

## Overview

| Consolidated <br> (all dollar amounts in thousands, except per share data) |  | 2012 | Three Months Ended June 30, |  | 2011 |  | 2012 |  | Six Months Ended June 30, |  |  | 2011 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Earnings from continuing operations | \$ |  | 2,101 | \$ |  | 4,831 | \$ |  | 3,641 | \$ |  | 4,637 |
| Earnings from continuing operations per share and diluted | \$ |  | 0.04 | \$ |  | 0.10 | \$ |  | 0.07 | \$ |  | 0.09 |

In the second quarter of 2012, we reported net earnings from continuing operations of $\$ 2.1$ million, or $\$ 0.04$ per share, compared to prior-year net earnings from continuing operations of $\$ 4.8$ million, or $\$ 0.10$ per share. Net earnings from continuing operations for the second quarter of 2012 included after-tax capital-related expenses of $\$ 0.9$ million, or $\$ 0.02$ per share, related to an expansion project in our Tissue segment, and after-tax expenses of $\$ 1.4$ million, or $\$ 0.03$ per share, related to settlement charges associated with a defined benefit pension plan. Net earnings from continuing operations for the second quarter of 2011 included after-tax capital-related expenses of $\$ 0.7$ million, or $\$ 0.01$ per share, due to the rebuild of a paper machine in our Paper segment and an expansion project in our Tissue segment. In addition, net earnings from continuing operations for the second quarter of 2011 included after-tax gains on sales of timberlands of $\$ 0.2$ million, or less than $\$ 0.01$ per share.

For the six months ended June 30, 2012, we reported net earnings from continuing operations of $\$ 3.6$ million, or $\$ 0.07$ per share, compared to net earnings from continuing operations of $\$ 4.6$ million, or $\$ 0.09$ per share, in the first six months of 2011. Net earnings from continuing operations during the first six months of 2012 included after-tax capital-related expenses of $\$ 2.2$ million, or $\$ 0.04$ per share, due to an expansion in our Tissue segment, and after-tax expenses of $\$ 1.4$ million, or $\$ 0.03$ per share, related to settlement charges associated with a defined benefit pension plan. In addition, the first half of 2012 included after-tax expenses of $\$ 2.1$ million, or $\$ 0.04$ per share, related to a natural gas transportation contract for our former Groveton, New Hampshire paper mill. Net earnings from continuing operations during the first half of 2011 included after-tax capital-related expenses of $\$ 3.0$ million, or $\$ 0.06$ per share, due to the paper machine rebuild within our Paper segment and an expansion in our Tissue segment, and after-tax gains on sales of timberlands of $\$ 0.2$ million, or less than $\$ 0.01$ per share.

## Net Sales and Gross Profit on Sales



Consolidated net sales decreased by $1 \%$ during the three months ended June 30, 2012, as compared to the same period in 2011. Shipments remained relatively flat quarter-over-quarter. During the same comparative periods, average net selling price decreased approximately $1 \%$, or

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Table of Contents
approximately $\$ 4$ million, with substantially all of the decrease due to a decline in actual selling price.

Comparing the six months ended June 30, 2012 and 2011, consolidated net sales increased by more than 5\% year-over-year, while shipments increased almost $8 \%$ over the same comparative period. During the first six months of 2012, average net selling price decreased by more than $2 \%$, or almost $\$ 7$ million, as compared to the first six months of 2011 . Actual selling price decreases contributed to more than three-quarters of the decrease, while product mix changes contributed to the remaining decrease.

Gross profit for the three months ended June 30, 2012, was $\$ 25.7$ million compared to $\$ 26.2$ million for the three months ended June 30, 2011. Gross profit in the second quarter of 2012 included capital-related charges of $\$ 1.1$ million related to the expansion in our Tissue segment, while gross profit in the second quarter of 2011 included capital-related charges of $\$ 1.1$ million related to a paper machine rebuild at our Paper segment and the expansion in our Tissue segment. Our timberland sales program favorably impacted gross profit in the three months ended June 30, 2011 by $\$ 0.3$ million. There were no timberland sales in 2012. Comparing the three months ended June 30, 2012 with the same period in 2011, on a consolidated basis, sales price and mix deterioration offset decreases in fiber and energy costs of $\$ 5$ million and almost $\$ 2$ million, respectively.

Year-to-date, gross profit increased to $\$ 52.2$ million in 2012, from $\$ 47.0$ million reported in 2011. Gross profit in the six months ended June 30 , 2012 included capital-related charges of $\$ 2.2$ million related to our Tissue expansion project. Gross profit in the six months ended June 30, 2011 included capital-related charges of $\$ 4.6$ million, mostly due to a paper machine rebuild within our Paper segment. Our timberland sales program favorably impacted gross profit in the six months ended June 30, 2011 by $\$ 0.3$ million. On a consolidated basis, gross profit was also impacted by a decrease in fiber and energy costs of nearly $\$ 13$ million in the first half of 2012 compared to the first half of 2011, partially offset by sales price and mix deterioration.

| Consolidated Order Backlogs | $\mathbf{2 0 1 2}$ | June 30, |
| :--- | ---: | ---: |
| Order backlogs in tons: | $\mathbf{4 , 0 0 0}$ | $\mathbf{2 0 1 1}$ |
| Tissue | $\mathbf{2 9 , 3 0 0}$ | 4,100 |
| Paper | $\mathbf{3 3 , 3 0 0}$ | 33,400 |

Excluding discontinued operations, backlog tons at June 30, 2012 represent approximately $\$ 46$ million in sales compared to approximately $\$ 63$ million in sales at June 30, 2011. The entire backlog at June 30, 2012 is expected to be shipped during the remainder of 2012.

Table of Contents

## Tissue

| (all dollar amounts in thousands) | 2012 | Three Months Ended June 30, |  | 2011 | $2012 \begin{aligned} & \text { Six M } \\ & \text { Ended }\end{aligned}$ |  | ths |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  |  |  |  | 2011 |  |
| Net sales | \$ | 88,383 | \$ | 86,029 | \$ | 170,069 | \$ | 162,920 |
| Tons sold |  | 45,285 |  | 45,027 |  | 87,483 |  | 85,271 |
| Gross profit on sales | \$ | 16,796 | \$ | 14,003 | \$ | 33,546 | \$ | 26,581 |
| Gross profit margin |  | 19\% |  | 16\% |  | 20\% |  | 16\% |

In April 2011, the Company s Board of Directors approved plans to expand the Tissue segment s production capabilities in response to growing demand for its environmentally-friendly, value-added products. The expansion will include a new paper machine, located at our Harrodsburg, Kentucky converting facility, which will be capable of producing premium towel and tissue products from 100 percent recycled fiber. We anticipate systems testing and machine start-up to begin in the fourth quarter of 2012.

Tissue net sales and product shipments increased more than $2 \%$ and almost $1 \%$, respectively, during the second quarter of 2012 compared to the same period in 2011, due to mid-2011 pricing actions and growth in total cases shipped of $2 \%$. Average net selling price increased more than $1 \%$, or more than $\$ 2$ million, in the second quarter of 2012 over the second quarter of 2011 , with actual selling price improvements contributing to more than half of the increase, while product mix improvements provided the remaining increase. Gross profit for the three months ended June 30, 2012 and 2011 included $\$ 1.1$ million and $\$ 0.4$ million, respectively, of capital-related expenses due to the expansion to our facility in Harrodsburg, Kentucky. Comparing the second quarter of 2012 to the same period in 2011, a combined decrease in wastepaper, purchased parent rolls, and energy costs of more than $\$ 4$ million positively impacted gross profit margin.

Net sales and product shipments for the first six months of 2012, as compared to the same period in 2011, increased $4 \%$ and almost $3 \%$, respectively. Average net selling price increased approximately $1 \%$, or more than $\$ 2$ million, in the first half of 2012 compared to the first half of 2011. Gross profit margin increased 4 percentage points in the six months ended June 30, 2012, as compared to the same period in 2011. Gross profit for the first half of 2012 and 2011 included capital-related expenses of $\$ 2.2$ million and $\$ 0.6$ million, respectively, associated with the expansion of production capabilities at our Harrodsburg, Kentucky facility. During the first half of 2012 as compared to the same period in 2011, a more than $\$ 6$ million decrease in the cost of wastepaper and purchased parent rolls, as well as an almost $\$ 1$ million decrease in the cost of energy, positively affected gross profit margin.

## Paper

In December 2011, we announced that our Board of Directors had approved the sale of our premium Print \& Color brands, and the closure of our Paper segment s Brokaw, Wisconsin paper mill. The sale of the premium Print \& Color brands, select paper inventory, and certain manufacturing equipment to Neenah Paper, Inc. closed on January 31, 2012. We permanently

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Table of Contents
ceased papermaking operations at the mill on February 10, 2012. We have determined that the assets of the Brokaw mill, which are part of our Paper segment, meet the criteria for held for sale classification, and are reported as discontinued operations in accordance with ASC Subtopic 205-20, Discontinued Operations. We expect to complete the disposal of the Brokaw mill assets within the next nine months.

The sale of the premium Print \& Color brands, select paper inventory, and certain manufacturing equipment generated a pre-tax gain of $\$ 12.2$ million, which is recorded in earnings from discontinued operations in the Condensed Consolidated Statements of Comprehensive Income. With the sale of the premium Print \& Color brands and closure of the Brokaw mill, we have eliminated our material participation in the Print \& Color markets in which we have historically competed. The following information and discussion of the Paper segment exclude discontinued operations for all periods presented.


The Paper segment s net sales for the second quarter of 2012 decreased $4 \%$ compared to the same period in 2011, while shipments remained relatively flat. Average net selling price decreased $4 \%$, or more than $\$ 4$ million, in the second quarter of 2012 over the second quarter of 2011. Approximately $\$ 3$ million of the decrease is due to support of the transition of the Print \& Color business as a result of the sale to Neenah Paper, while the remaining decrease of approximately $\$ 1$ million is related to technical markets, with substantially all of the decline due to actual price decreases.

Paper recorded a gross profit margin of $7 \%$ in the second quarter of 2012 compared to a gross profit margin of $9 \%$ in the second quarter of 2011. During the second quarter of 2011 , gross profit was negatively impacted by $\$ 0.7$ million of capital-related expenses due to the rebuild of a paper machine at our Brainerd, Minnesota paper mill. Comparing the second quarter of 2012 to the same period in 2011, declines in fiber costs of $\$ 1$ million and energy costs of nearly $\$ 1$ million were more than offset by increases in other costs of manufacturing, including planned maintenance and transition costs associated with the exit from the Print \& Color business.

For the first half of 2012, the Paper segment s net sales and shipments increased $6 \%$ and $10 \%$, respectively, compared to the first half of 2011. The increase in net shipments was primarily due to growth within our technical paper markets of approximately $8 \%$. Average net selling price decreased approximately $4 \%$, or more than $\$ 8$ million, during the six months ended June 30, 2012, as compared to the same period in 2011. During these comparative periods, approximately $\$ 6$ million of the decline is due to support of the transition of the Print \& Color business as a result of the sale to Neenah Paper. The remaining decrease of approximately $\$ 2$ million is related to our technical product categories, with more than half of

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Table of Contents
the decline due to actual price decreases and the remaining amount a result of product mix degradation.

Paper s gross profit margin decreased to $7 \%$ during the first six months of 2012, from a gross profit margin of $8 \%$ during the first six months of 2011. Gross profit in the first half of 2011 included capital-related expenses of $\$ 4.0$ million due to the rebuild of a paper machine in our Brainerd, Minnesota paper mill. In the year-over-year six month comparison, a decrease in fiber-related costs of $\$ 4$ million combined with a decrease in energy costs of over $\$ 1$ million to positively impact gross profit margin. However, these favorable impacts were more than offset by increases in other costs of manufacturing, primarily a result of planned maintenance and transition costs associated with the exit from the Print \& Color business.

Selling and Administrative Expenses

| (all dollar amounts in thousands) | Three Months Ended June 30, |  |  |  | Six Months Ended June 30, |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | 2012 |  | 2011 |  | 2012 |  | 2011 |  |
| Selling and administrative expense | \$ | 21,468 | \$ | 16,104 | \$ | 44,652 | \$ | 35,348 |
| As a percent of net sales |  | 10\% |  | 7\% |  | 10\% |  | 9\% |

Excluding discontinued operations, selling and administrative expenses in the second quarter of 2012 were $\$ 21.5$ million compared to $\$ 16.1$ million in the same period of 2011. Stock-based incentive compensation programs resulted in expense of $\$ 0.6$ million for the three months ended June 30, 2012, compared to an expense of $\$ 0.3$ million for the three months ended June 30, 2011. During the three months ended June 30, 2012, we incurred pre-tax expenses of $\$ 2.2$ million related to settlement charges associated with a defined benefit pension plan. The remaining increase in selling and administrative expense is primarily due to increases in wages and benefits, as well as consulting and other professional services.

Selling and administrative expenses for the six months ended June 30 , 2012 were $\$ 44.7$ million compared to $\$ 35.3$ million in the same period of 2011. Stock-based incentive compensation programs resulted in expense of $\$ 1.8$ million for the first six months of 2012, compared to an expense of $\$ 1.7$ million for the first six months of 2011 . During the first half of 2012, we incurred a pre-tax charge of $\$ 3.3$ million to the value of a terminated natural gas transportation contract for our former Groveton, New Hampshire paper mill, and pre-tax expenses of $\$ 2.2$ million related to settlement charges associated with a defined benefit pension plan. The remaining increase in selling and administrative expense for the first six months of 2012 as compared to the same period in 2011 is primarily due to increases in wages, benefits, consulting, and other professional services.

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Table of Contents

Other Income and Expense


Interest expense in the second quarter of 2012 was $\$ 0.9$ million, compared to interest expense of $\$ 2.0$ million in the second quarter of 2011. For the first six months of 2012, interest expense decreased to $\$ 1.7$ million from $\$ 3.8$ million of interest expense recorded during the same period in 2011. The decrease in both the quarter-over-quarter and year-over-year comparisons is primarily due to the impact of capitalized interest on projects with a construction period exceeding one year of $\$ 1.2$ million and $\$ 0.1$ million during the three months ended June 30, 2012 and 2011, respectively, and $\$ 2.1$ million and $\$ 0.2$ million during the six months ended June 30, 2012 and 2011, respectively. Total debt was $\$ 150.0$ million and $\$ 140.8$ million at June 30, 2012 and 2011, respectively. Total debt at December 31, 2011 was $\$ 127.7$ million.

During the second quarter of 2011, we settled our obligations related to the $\$ 35$ million unsecured private placement notes scheduled to expire in August 2011. The settlement of these obligations resulted in a loss on early extinguishment of debt of $\$ 0.7$ million in the three months ended June 30, 2011, which reflects the premiums paid to retire the unsecured private placement notes, net of unamortized premiums and issuance costs.

## Income Taxes



The effective tax rate for the remainder of 2012 is expected to remain at approximately $37 \%$.

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Table of Contents

## Liquidity and Capital Resources

The liquidity and capital resources discussion below includes discontinued operations for all periods reported.

## Cash Flows and Capital Expenditures

|  |  | Six Months Ended June 30, |  |
| :--- | :--- | :--- | :--- |
| (all dollar amounts in thousands) |  | $\mathbf{2 0 1 2}$ |  |
| Net cash provided by operating activities | $\mathbf{\$}$ | $\mathbf{4 0 , 1 3 0}$ | $\$$ |
| Capital expenditures |  | $\mathbf{7 3 , 8 3 6}$ | 18,314 |

Net cash provided by operating activities was $\$ 40.1$ million for the six months ended June 30 , 2012, compared to $\$ 18.3$ million during the same period in 2011. The increase in year-over-year comparisons of cash provided by operating activities largely reflects working capital improvements, primarily significant reductions in inventories due to our exit from the Print \& Color business.

In April 2011, our Board of Directors approved a $\$ 220$ million project, $\$ 207$ million of which is capital-related, that will expand the Tissue segment s production capabilities in response to growing demand for its environmentally-friendly products. The expansion will include a new paper machine capable of producing premium towel and tissue products from 100 percent recycled fiber. Capital spending related to this project was $\$ 68.0$ million in the first half of 2012, with anticipated full-year capital spending on this project to be approximately $\$ 150$ million in 2012, and $\$ 12$ million in 2013. We expect to fund the project primarily from future operational cash flows and available credit from our established $\$ 325$ million borrowing base. Construction related to the new paper machine, which will be located at our converting facility in Harrodsburg, Kentucky, is underway, with systems testing and machine startup expected in the fourth quarter of 2012.

Capital spending for the first six months of 2012 was $\$ 73.8$ million compared to $\$ 29.4$ million during the first six months of 2011. The increase in capital expenditures in the first half of 2012 as compared to the same period in 2011 is primarily due to the Tissue expansion project. Total capital spending for the full year of 2012 is expected to be approximately $\$ 162$ million, including capital spending related to the Tissue expansion project.

We currently expect that our cash and cash equivalents, cash provided by operations, and the available credit under our credit agreements will provide sufficient liquidity to meet our cash flow needs for capital spending, working capital requirements, pension and retirement plan contributions, and other liquidity needs during the remainder of 2012.

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Table of Contents

## Debt and Equity

|  |  | June 30, <br> 2012 | December 31, <br> 2011 |
| :--- | ---: | ---: | ---: |
| (all dollar amounts in thousands) |  | $\mathbf{1 5 0 , 0 0 0}$ | $\$$ |
| Total debt |  | $\mathbf{2 0 4 , 7 3 9}$ | 127,650 |
| Stockholders equity | $\mathbf{3 5 4 , 7 3 9}$ | 196,244 |  |
| Total capitalization |  | $\mathbf{4 2 \%}$ | 323,894 |
| Long-term debt/capitalization ratio |  | $39 \%$ |  |

As of June 30, 2011, total debt increased $\$ 22.4$ million from the $\$ 127.7$ million borrowed at December 31, 2011. The increase in debt is due, in part, to the anticipated increase in capital expenditures related to the new towel and tissue machine in our Tissue segment.

On March 31, 2010, we entered into a note purchase and private-shelf agreement. This agreement provided for the April 9, 2010, issuance of $\$ 50$ million of unsecured senior notes having an interest rate of $5.69 \%$ with a maturity date of April 9,2017 , and also established a three-year private shelf facility under which up to $\$ 125$ million of additional promissory notes may be issued at terms agreed upon by the parties at the time of issuance. On April 4, 2011, we issued an additional aggregate principal amount of $\$ 50$ million of our senior notes under the terms of this note purchase and private-shelf agreement. The notes bear interest at $4.68 \%$ and mature on April 4, 2018. On August 22, 2011, the private-shelf agreement was amended to expand the total amount available under the private-shelf agreement to $\$ 150$ million. On April 9, 2012, we issued an additional aggregate principal amount of $\$ 50$ million of our senior notes under this note purchase and private-shelf agreement. The notes bear interest at $4.00 \%$ and mature on June 30, 2016. At June 30, 2012, $\$ 150$ million was currently outstanding under the note purchase and private-shelf agreement.

During the second quarter of 2012, we settled our obligations related to the $\$ 19$ million of industrial development bonds. There were no prepayment penalties or additional costs associated with the retirement of these obligations.

On June 23, 2010, we entered into a $\$ 125$ million revolving-credit agreement with five financial institutions that will expire on June 23, 2014. At June 30, 2012, there were no amounts outstanding under the revolving-credit agreement.

During the second quarter of 2011, we settled our obligations related to the $\$ 35$ million unsecured private placement notes scheduled to expire in August 2011. The settlement of these obligations resulted in the recognition of a loss on early extinguishment of debt of $\$ 0.7$ million in the three months ended June 30, 2011, which reflects the premiums paid to retire the unsecured private placement notes, net of unamortized premiums and issuance costs.

We are subject to certain financial and other covenants under the revolving-credit agreement and the note purchase and private-shelf agreement. At June 30, 2012, we were in compliance with all required covenants and expect to remain in full compliance throughout the remainder of 2012.

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At December 31, 2011, there were approximately 2.0 million shares available for repurchase through an authorization approved by our Board of Directors in 2008. There were no

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Table of Contents
repurchases during the first six months of 2012 or 2011. Repurchases may be made from time to time in the open market or through privately negotiated transactions. We do not intend to repurchase shares in the near future.

## Dividends

On December 15, 2011, the Board of Directors declared a quarterly cash dividend of $\$ 0.03$ per common share. The dividend was paid on February 15, 2012, to shareholders of record on February 1, 2012. On April 19, 2012, the Board of Directors declared a quarterly cash dividend of $\$ 0.03$ per common share. The dividend was paid on May 15, 2012 to shareholders of record on May 1, 2012. On June 18, 2012, the Board of Directors declared a quarterly cash dividend of $\$ 0.03$ per common share. The dividend is payable August 15,2012 to shareholders of record on August 1, 2012.

## Information Concerning Forward-Looking Statements

The foregoing discussion and analysis of our financial condition and results of operations contains forward-looking statements that involve risks, uncertainties, and assumptions. Forward-looking statements are not guarantees of performance. If the risks or uncertainties ever materialize or the assumptions prove incorrect, the results of Wausau Paper Corp. and our consolidated subsidiaries may differ materially from those expressed or implied by such forward-looking statements and assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. Forward-looking statements may be identified by, among other things, beliefs or expectations that certain events may occur or are anticipated and projections or statements of expectations with respect to various aspects of our business, our plans or intentions, our stock performance, the industry within which we operate, the markets in which we compete, the economy, and any other expressions of similar import or covering other matters relating to our business and operations. Risks, uncertainties, and assumptions relating to our forward-looking statements include the level of competition for our products, downturns in our target markets, changes in the paper industry, changes in the price or availability of raw materials and energy, the failure to develop new products that meet customer needs, adverse changes in our relationships with large customers and our labor unions, the failure to recruit and retain key personnel, costs of compliance with environmental regulations, our ability to fund our operations, unforeseen operating problems, changes in strategic plans or our ability to execute such plans, maintenance of adequate internal controls, changes in financial accounting standards, increasing costs of certain employee and retiree benefits, unforeseen liabilities arising from current or prospective claims, attempts by shareholders to effect changes at or acquire control over the Company, and the effect of certain organizational anti-takeover provisions. These and other risks, uncertainties, and assumptions are described under the caption Risk Factors in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2011, and from time to time in our other filings with the Securities and Exchange Commission after the date of such annual report. We assume no obligation, and do not intend, to update these forward-looking statements.

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Table of Contents

Item 3.
Quantitative and Qualitative Disclosures About Market Risk

There has been no material change in the information provided in response to Item 7A of our Form 10-K for the year ended December 31, 2011.

## Item 4.

Controls and Procedures

As of the end of the period covered by this report, management, under the supervision, and with the participation, of our President and Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e)) under the Securities and Exchange Act of 1934, as amended (the Exchange Act ) pursuant to Exchange Act Rule 13a-15. Based upon, and as of the date of such evaluation, the President and Chief Executive Officer and the Chief Financial Officer concluded that our disclosure controls and procedures were effective. There were no changes in our internal control over financial reporting (as such term is defined in Exchange Act Rule 13a-15(f)) during the fiscal quarter covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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## Table of Contents

## PART II. OTHER INFORMATION

## Item 1A. <br> Risk Factors

In addition to the other information set forth in this report, this report should be considered in light of the risk factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2011, which could materially affect our business, financial condition, or future results of operations. The risks described in our Annual Report on Form 10-K are not the only risks facing Wausau Paper. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, and/or operating results.

## Item 6.

Exhibits

| 31.1 | Certification of CEO pursuant to Section 302 of Sarbanes-Oxley Act of 2002 |
| :--- | :--- |
| 31.2 | Certification of CFO pursuant to Section 302 of Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification of CEO and CFO pursuant to Section 906 of Sarbanes-Oxley Act of 2002 |
| 101.INS | XBRL Instance Document* |
| 101.SCH | XBRL Taxonomy Extension Schema* |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase* |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase* |
| 101.PRE | XBRL Extension Presentation Linkbase* |
| 101.DEF | XBRL Taxonomy Definition Linkbase* |

[^1]
## 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.

## WAUSAU PAPER CORP.

August 9, 2012
SHERRI L. LEMMER
Sherri L. Lemmer
Senior Vice President and Chief Financial Officer,
Principal Accounting Officer
(On behalf of the Registrant and as
Principal Financial Officer)

## EXHIBIT INDEX

to

FORM 10-Q

## of

## WAUSAU PAPER CORP.

for the quarterly period ended June 30, 2012

Pursuant to Section 102(d) of Regulation S-T
(17 C.F.R. Section 232.102(d))

The following exhibits are filed as part of this report:

| 31.1 | Certification of CEO pursuant to Section 302 of Sarbanes-Oxley Act of 2002 |
| :--- | :--- |
| 31.2 | Certification of CFO pursuant to Section 302 of Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification of CEO and CFO pursuant to Section 906 of Sarbanes-Oxley Act of 2002 |
| 101.INS | XBRL Instance Document* |
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[^2]
[^0]:    * Segment assets do not include intersegment accounts receivable, cash, deferred tax assets, and certain other assets, which are not identifiable with segments.

[^1]:    * In accordance with Regulation S-T, the XBRL-related information in Exhibit 101 to this quarterly report on Form 10-Q shall be deemed furnished and not filed.

[^2]:    * In accordance with Regulation S-T, the XBRL-related information in Exhibit 101 to this quarterly report on Form 10-Q shall be deemed furnished and not filed.

