AMAZON COM INC
Form 4
November 18, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PIACENTINI DIEGO

(Last) (First) (Middle)

P.O. BOX 81226

(Street)

SEATTLE, WA 98108-1226

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AMAZON COM INC [AMZN]

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $.01 per share	11/15/2014		M		2,318	A	$ 0	130,464	D	
Common Stock, par value $.01 per share	11/15/2014		M		5,750	A	$ 0	136,214	D	
Common Stock, par value $.01 per share	11/17/2014		S (1)		1,407	D	$ 318.7981 (2)	134,807	D	

Common Stock, par value $.01 per share	11/17/2014		S(1)	810	D	$ 319.8483 (3)	133,997	D	
Common Stock, par value $.01 per share	11/17/2014		S(1)	638	D	$ 320.9171 (4)	133,359	D	
Common Stock, par value $.01 per share	11/17/2014		S(1)	1,100	D	$ 322.1436 (5)	132,259	D	
Common Stock, par value $.01 per share	11/17/2014		S(1)	1,006	D	$ 323.5273 (6)	131,253	D	
Common Stock, par value $.01 per share	11/17/2014		S(1)	568	D	$ 324.5332 (7)	130,685	D	
Common Stock, par value $.01 per share	11/17/2014		S(1)	1,339	D	$ 326.6178 (8)	129,346	D	
Common Stock, par value $.01 per share	11/17/2014		S(1)	100	D	$ 325.06	129,246	D	
Common Stock, par value $.01 per share	11/17/2014		S(1)	100	D	$ 327.38	129,146	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)

					(D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Restricted Stock Unit Award	$ 0 (9)	11/15/2014	M			2,318	05/15/2013 (10)	02/15/2018	Common Stock, par value $.01 per share	2,31
Restricted Stock Unit Award	$ 0 (9)	11/15/2014	M			5,750	05/15/2014 (11)	02/15/2016	Common Stock, par value $.01 per share	5,75

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PIACENTINI DIEGO P.O. BOX 81226 SEATTLE, WA 98108-1226			Senior Vice President	

Signatures

/s/ DIEGO PIACENTINI, Senior Vice President	11/18/2014
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(2) Represents the weighted average sale price. The highest price at which shares were sold was $319.40 and the lowest price at which shares were sold was $318.42.

(3) Represents the weighted average sale price. The highest price at which shares were sold was $320.42 and the lowest price at which shares were sold was $319.46.

(4) Represents the weighted average sale price. The highest price at which shares were sold was $321.47 and the lowest price at which shares were sold was $320.52.

(5) Represents the weighted average sale price. The highest price at which shares were sold was $322.53 and the lowest price at which shares were sold was $321.62.

(6) Represents the weighted average sale price. The highest price at which shares were sold was $323.81 and the lowest price at which shares were sold was $322.98.

(7)

Represents the weighted average sale price. The highest price at which shares were sold was $324.97 and the lowest price at which shares were sold was $324.03.

(8) Represents the weighted average sale price. The highest price at which shares were sold was $327.08 and the lowest price at which shares were sold was $326.37.

(9) Converts into Common Stock on a one-for-one basis.

(10) This award vests based upon the following vesting schedule and the satisfaction of certain business criteria intended to qualify the award as tax-deductible compensation under Section 162(m) of the Internal Revenue Code: 1,779 shares on each of May 15, 2013, August 15, 2013, November 15, 2013, and February 15, 2014; 2,319 shares on each of May 15, 2014 and August 15, 2014; 2,318 shares on each of November 15, 2014 and February 15, 2015; 1,267 shares on May 15, 2015; 1,266 shares on each of August 15, 2015, November 15, 2015, and February 15, 2016; 5,478 shares on May 15, 2016; 5,477 shares on each of August 15, 2016, November 15, 2016, and February 15, 2017; 4,221 shares on each of May 15, 2017 and August 15, 2017; and 4,220 shares on each of November 15, 2017 and February 15, 2018.

(11) This award vests based upon the following vesting schedule and the satisfaction of certain business criteria intended to qualify the award as tax-deductible compensation under Section 162(m) of the Internal Revenue Code: 5,750 shares on each of May 15, 2014, August 15, 2014, November 15, 2014, February 15, 2015, May 15, 2015, August 15, 2015, November 15, 2015, and February 15, 2016.

Remarks:

The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer,

 D> 382.3

Inventories, Net
441.5 436.5
Other Current Assets
70.6 52.7
Total Current Assets
1,090.5 1,021.3

Property, Plant and Equipment, Net
1,683.4 1,797.4
Goodwill
1,204.0 1,204.6
Intangible Assets, Net
597.8 620.0
Other Assets
53.3 58.5
Total Assets
$4,629.0 $4,701.8

LIABILITIES

Current Liabilities:

Short Term Debt and Current Portion of Long-Term Debt
$27.1 $17.6
Accounts Payable

	319.4	350.8
Interest Payable	36.7	42.7
Other Accrued Liabilities	223.6	233.2
Total Current Liabilities	606.8	644.3
Long-Term Debt	2,738.6	2,782.6
Deferred Income Tax Liabilities	242.9	226.9
Other Noncurrent Liabilities	338.7	319.2
Total Liabilities	3,927.0	3,973.0
SHAREHOLDERS EQUITY		
Preferred Stock, par value $.01 per share; 100,000,000 shares authorized; no shares issued or outstanding		
Common Stock, par value $.01 per share; 1,000,000,000 shares authorized; 343,620,179 and 343,245,250 shares issued and outstanding at June 30, 2010 and December 31, 2009, respectively	3.4	3.4
Capital in Excess of Par Value	1,961.9	1,958.2
Accumulated Deficit	(1,045.5)	(1,019.0)
Accumulated Other Comprehensive Loss	(217.8)	(213.8)
Total Shareholders Equity	702.0	728.8
Total Liabilities and Shareholders Equity	$4,629.0	$4,701.8

The accompanying notes are an integral part of the Condensed Consolidated Financial Statements.

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GRAPHIC PACKAGING HOLDING COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

In millions	Six Months Ended June 30, 2010	2009
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	$ (26.5)	$ (8.6)
Noncash Items Included in Net Loss:		
Depreciation and Amortization	147.6	151.8
Deferred Income Taxes	16.6	20.0
Amount of Postemployment Expense (Less) Greater Than Funding	(3.9)	24.1
Other, Net	27.0	9.0
Changes in Operating Assets and Liabilities	(60.1)	(22.4)
Net Cash Provided by Operating Activities	100.7	173.9
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital Spending	(39.7)	(66.4)
Proceeds from Sale of Assets, Net of Selling Costs		9.8
Other, Net	(2.5)	(0.5)
Net Cash Used in Investing Activities	(42.2)	(57.1)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from Issuance of Debt		238.4
Payments on Debt	(34.9)	(225.3)
Borrowings under Revolving Credit Facilities	110.4	125.5
Payments on Revolving Credit Facilities	(110.4)	(253.7)
Redemption and Early Tender Premiums and Debt Issuance Costs	(0.5)	(11.2)
Net Cash Used in Financing Activities	(35.4)	(126.3)
Effect of Exchange Rate Changes on Cash	(1.3)	
Net Increase (Decrease) in Cash and Cash Equivalents	21.8	(9.5)
Cash and Cash Equivalents at Beginning of Period	149.8	170.1
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 171.6	$ 160.6

The accompanying notes are an integral part of the Condensed Consolidated Financial Statements.

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GRAPHIC PACKAGING HOLDING COMPANY
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 GENERAL INFORMATION

Nature of Business and Basis of Presentation

Graphic Packaging Holding Company (GPHC and, together with its subsidiaries, the Company) is a leading provider of packaging solutions for a wide variety of products to food, beverage and other consumer products companies. The Company is the largest U.S. producer of folding cartons and holds a leading market position in coated unbleached kraft paperboard, coated-recycled boxboard and multi-wall bags. The Company s customers include some of the most widely recognized companies in the world. The Company strives to provide its customers with packaging solutions designed to deliver marketing and performance benefits at a competitive cost by capitalizing on its low-cost paperboard mills and converting plants, its proprietary carton and packaging designs, and its commitment to customer service.

GPHC and Graphic Packaging Corporation (GPC) conduct no significant business and have no independent assets or operations other than GPHC s ownership of all of GPC s outstanding common stock, and GPC s ownership of all of Graphic Packaging International, Inc. s (GPII) outstanding common stock.

The Company s Condensed Consolidated Financial Statements include all subsidiaries in which the Company has the ability to exercise direct or indirect control over operating and financial policies. Intercompany transactions and balances are eliminated in consolidation.

In the Company s opinion, the accompanying Condensed Consolidated Financial Statements contain all normal recurring adjustments necessary to present fairly the financial position, results of operations and cash flows for the interim periods. The Company s year end Condensed Consolidated Balance Sheet data was derived from audited financial statements. The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with instructions to Form 10-Q and Rule 10-01 of Regulation S-X and do not include all the information required by accounting principles generally accepted in the United States of America (U.S. GAAP) for complete financial statements. Therefore, these Condensed Consolidated Financial Statements should be read in conjunction with GPHC s Annual Report on Form 10-K for the year ended December 31, 2009. In addition, the preparation of the Condensed Consolidated Financial Statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Condensed Consolidated Financial Statements and the reported amounts of revenues and expenses during the reporting period. Actual amounts could differ from those estimates and changes in these statements are recorded as known.

The Company has reclassified the presentation of certain prior period information to conform to the current presentation format. This includes the reclassification of certain amounts within Selling, General and Administrative to Restructuring and Other Special Charges (Credits). These reclassifications had no impact on the Condensed Consolidated Balance Sheets or Condensed Consolidated Statements of Cash Flows and had an immaterial impact on certain captions on the Condensed Consolidated Statements of Operations.

For a summary of the Company s significant accounting policies, please refer to GPHC s Annual Report on Form 10-K for the year ended December 31, 2009.

Alternative Fuel Tax Credit

The Company burns alternative fuel at its West Monroe, LA and Macon, GA mills in order to produce energy and recover chemicals. During 2009, the U.S. Internal Revenue Code allowed an excise tax credit under certain circumstances for the use of alternative fuels and alternative fuel mixtures. In the first quarter of 2009, the Company filed an application with the Internal Revenue Service (the IRS) for certification of eligibility to receive the tax credit for its use of black liquor in alternative fuel mixtures in the recovery boilers at the mills. During the second quarter of 2009, the Company received notification from the IRS that its registration as an alternate fuel mixer had been approved. As of June 30, 2009, the Company had submitted refund claims based on fuel usage at the two mills from mid-January 2009 through June 30, 2009 totaling $61.9 million and had received refunds totaling $51.6 million. The net impact of the tax credit is included in Restructuring and Other Special Charges (Credits) in the amount of

$61.9 million for the

three and six months ended June 30, 2009, and is included in Corporate for segment reporting purposes. The excise tax credit expired on December 31, 2009.

Adoption of New Accounting Standards

Effective in the first quarter of 2010, the Company adopted guidance as required by the *Subsequent Events* topic of the Financial Accounting Standards Board (FASB) Accounting Standards Codification™ (the FASB Codification). The new guidance asserts that an entity that is a United States Securities and Exchange Commission (SEC) filer is not required to disclose the date through which subsequent events have been evaluated. This change alleviates potential conflicts between the *Subsequent Events* topic and the SEC s requirements. The guidance removes a disclosure only and will have no impact on the Company s financial position, results of operations or cash flows.

Effective January 1, 2010, the Company adopted guidance as required by the *Consolidation* topic of the FASB Codification which clarifies the accounting and reporting for decreases in ownership of a subsidiary. The adoption did not have an impact on the Company s financial position, results of operations or cash flows.

Effective January 1, 2010, the Company adopted guidance contained within the *Fair Value Measurements and Disclosures* topic of the FASB Codification to improve the disclosure requirements related to Level 1 and Level 2 fair value measurements. The guidance requires entities to disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and to describe the reasons for the transfers. In addition, entities are required to present separately information about purchases, sales, issuances, and settlements for fair value measurements using significant unobservable inputs (Level 3). The disclosures related to Level 3 fair value measurements are effective for the Company in 2011. The guidance requires new disclosures only and did not have an impact on the Company s financial position, results of operations or cash flows.

NOTE 2 INVENTORIES

Inventories by major class:

In millions	**June 30, 2010**	**December 31, 2009**
Finished Goods	$242.0	$ 251.9
Work in Progress	46.9	40.3
Raw Materials	110.6	105.2
Supplies	63.3	63.6
	462.8	461.0
Less: Allowance	(21.3)	(24.5)
Total	$441.5	$ 436.5

NOTE 3 RESTRUCTURING RESERVES

Over the last two years, the Company formulated plans to close or exit certain production facilities resulting from the combination in March 2008 of the businesses of GPC and Altivity Packaging, LLC (Altivity). Restructuring reserves were established in accordance with the requirements of Emerging Issues Task Force 95-3, *Recognition of Liabilities in Connection with a Purchase Business Combination,* and the *Exit or Disposal Cost Obligations* topic of the FASB Codification.

The amount of termination benefits recorded in the three and six months ended June 30, 2010 totaled $1.0 million and $2.2 million, respectively. The amount of termination benefits recorded in the three and six months ended June 30, 2009 totaled $1.4 million and $3.3 million, respectively. These termination benefits are included in Restructuring and Other Special Charges (Credits) in the Condensed Consolidated Statements of Operations. The restructuring reserves are included in Other Accrued Liabilities on the Company s Condensed Consolidated Balance Sheets.

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The following table summarizes the transactions within the restructuring reserves:

In millions	Severance and Benefits	Facility Closure Costs	Equipment Removal	Total
Balance at December 31, 2009	$ 3.5	$ 3.5	$ 0.6	$ 7.6
Additions to Reserves	2.2			2.2
Cash Payments	(1.7)	(1.2)	(0.3)	(3.2)
Other Adjustments	(0.3)	(0.1)		(0.4)
Balance at June 30, 2010	$ 3.7	$ 2.2	$ 0.3	$ 6.2

Accelerated or incremental depreciation was recorded for assets that will be removed from service before the end of their originally estimated useful lives due to the facility closures. The following table summarizes the accelerated depreciation:

	Three Months Ended June 30,		Six Months Ended June 30,	
In millions	2010	2009	2010	2009
Accelerated Depreciation	$1.7	$4.2	$3.2	$8.3

During the second quarter, the Company finalized its restructuring activities. The Company concluded that certain facilities were no longer an essential part of its manufacturing and warehouse footprint and that the facilities would be disposed. Accordingly the facilities are reported at the lower of their carrying value or fair market value less costs to sell and reclassified as assets held for sale and are included in other current assets. In addition, estimated liabilities related to the partial or complete withdrawal from certain multi-employment benefit plans for union employees at certain of these facilities were established. Charges of $21.9 million for estimated multiemployer pension plan withdrawal liabilities and $7.8 million related to assets written down to fair market value less costs to sell were recorded, and are included in Restructuring and Other Special Charges (Credits) in the Condensed Consolidated Statements of Operations for the quarter ended June 30, 2010.

NOTE 4 DEBT

Credit Agreement

On May 16, 2007, the Company entered into a $1,355 million Credit Agreement (Credit Agreement). The Credit Agreement provided for a $300 million revolving credit facility due on May 16, 2013 and a $1,055 million term loan facility due on May 16, 2014. The revolving credit facility bears interest at a rate of LIBOR plus 225 basis points and the term loan facility bears interest at a rate of LIBOR plus 200 basis points. The Company s obligations under the Credit Agreement are collateralized by substantially all of the Company s domestic assets.

On March 10, 2008, the Company entered into Amendment No. 1 and Amendment No. 2 to the Credit Agreement. Under such amendments, the Company obtained (i) a new $1,200 million term loan facility, due on May 16, 2014, to refinance the outstanding amounts under Altivity s parent company s existing first and second lien credit facilities and (ii) an increase to the Company s existing revolving credit facility to $400 million due on May 16, 2013. The Company s existing $1,055 million term loan facility remains in place. The new term loan bears interest at LIBOR plus 275 basis points. The Company s weighted average interest rate on senior secured term debt equals approximately LIBOR plus 241 basis points.

On December 3, 2009, the Company entered into Amendment No. 3 to the Credit Agreement. In satisfaction of a condition precedent to the effectiveness of Amendment No. 3, the Company made a $150.0 million voluntary prepayment of the outstanding term loans under the Credit Agreement (the Initial Term Loan Prepayment). Amendment No. 3 increases the basket under which the Company may voluntarily redeem or repurchase prior to maturity its 9.5% Senior Subordinated Notes due 2013 from time to time outstanding by an amount equal to $37.5 million plus 75.0% of the aggregate principal amount of prepayments of the term loans under the Company s Credit Agreement made after the effective date of Amendment No. 3 (excluding the Initial Term Loan Prepayment). As a condition precedent to any future redemption or repurchase of the notes prior to their maturity, Amendment No. 3 requires that the Company have available liquidity (defined as cash and cash equivalents on hand plus availability under the Company s senior secured revolver) of at least $250.0 million. In connection with Amendment No. 3, the Company recorded deferred financing costs of approximately $1 million. These costs are being amortized using the effective interest method over the term of the facilities.

Senior and Senior Subordinated Notes

On June 16, 2009, the Company completed the issuance and sale of $245 million aggregate principal amount of its 9.5% Senior Notes due in 2017. The proceeds from the offering were $238.4 million after deducting the original issue discount. The proceeds were used to retire, through a tender offer, $225 million aggregate principal amount of the 8.5% Senior Notes due in 2011 and to pay applicable early tender premiums and offering expenses.

On August 5, 2009, the Company announced that it would redeem and prepay approximately $20 million in aggregate principal and interest of the 8.5% Senior Notes due in 2011. The Credit Agreement contains, among other exceptions to the restrictions on prepayment of the Senior Notes, a $20 million basket for such redemptions. The redemption occurred on September 4, 2009 (the Redemption Date), at a redemption price equal to 100% of the principal amount of the notes redeemed, plus accrued and unpaid interest up to, but not including the Redemption Date. In total, $19.9 million aggregate principal amount of the 8.5% Senior Notes due in 2011 was redeemed on September 4, 2009.

On August 20, 2009, the Company completed the issuance and sale of an additional $180 million of 9.5% Senior Notes due in 2017. The proceeds from the offering were $185.4 million, including a premium of $5.4 million. These proceeds were used to redeem the remaining $180.1 million aggregate principal amount of the 8.5% Senior Notes due in 2011, to pay accrued interest on these existing notes, and to pay fees and expenses incurred in connection with the offering and redemption. In connection with the 9.5% Senior Notes due in 2017, the Company recorded deferred financing costs of approximately $10 million. These costs are being amortized using the effective interest method over the term of the 9.5% Senior Notes due in 2017.

In connection with the above retirements, the Company recorded charges totaling $7.1 million in 2009, of which $6.1 million was related to the June 2009 retirement and is reflected as Loss on Early Extinguishment of Debt in the Company s Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2009. The charges consisted of unamortized deferred financing costs and, in regards to the June 2009 retirement, the early tender premiums associated with the 8.5% Senior Notes due in 2011.

In June 2010 under Amendment No. 3 to the Credit Agreement, the Company redeemed and prepaid $34.9 million aggregate principal amount of its 9.5% Senior Subordinated Notes due 2013 at redemption prices ranging from 101.75% to 101.833% of the principal amount of the notes redeemed, plus accrued and unpaid interest up to, but not including the date of redemption.

In connection with the June 2010 retirement, the Company recorded a charge of $0.9 million which consisted of the unamortized deferred financing costs and the excess of the redemption price over the principal amount and is reflected as Loss on Early Extinguishment of Debt.

Long-Term Debt is composed of the following:

In millions	**June 30, 2010**	**December 31, 2009**
Senior Notes with interest payable semi-annually at 9.5%, payable in 2017 ($425.0 million face amount)	$ 423.5	$ 423.7
Senior Subordinated Notes with interest payable semi-annually at 9.5%, payable in 2013	390.1	425.0
Senior Secured Term Loan Facility with interest payable at various dates at floating rates (2.30% at June 30, 2010) payable through 2014	890.7	890.7
Senior Secured Term Loan Facility with interest payable at various dates at floating rates (3.04% at June 30, 2010) payable through 2014	1,052.4	1,052.4
Senior Secured Revolving Facility with interest payable at various dates at floating rates (2.68% at June 30, 2010) payable in 2013		
Other	1.9	0.8
	2,758.6	2,792.6

Less, current portion	20.0	10.0
Total	$2,738.6	$2,782.6

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At June 30, 2010, the Company and its U.S. and international subsidiaries had the following commitments, amounts outstanding and amounts available under revolving credit facilities:

In millions	Total Amount of Commitments	Total Amount Outstanding	Total Amount Available(a)
Revolving Credit Facility	$ 400.0	$	$ 365.2
International Facilities	17.1	8.2	8.9
Total	$ 417.1	$ 8.2	$ 374.1

Note:

(a) In accordance with its debt agreements, the Company s availability under its Revolving Credit Facility has been reduced by the amount of standby letters of credit issued of $34.8 million as of June 30, 2010. These letters of credit are used primarily as security against its self-insurance obligations and workers compensation obligations. These letters of credit expire at various dates through 2011 unless extended.

The Credit Agreement and the indentures governing the 9.5% Senior Notes due 2017 and the 9.5% Senior Subordinated Notes due 2013 (the Indentures) limit the Company s ability to incur additional indebtedness. Additional covenants contained in the Credit Agreement and the Indentures, among other things, restrict the ability of the Company to dispose of assets, incur guarantee obligations, prepay other indebtedness, make dividend and other restricted payments, create liens, make equity or debt investments, make acquisitions, modify terms of the Indentures, engage in mergers or consolidations, change the business conducted by the Company and its subsidiaries, and engage in certain transactions with affiliates. Such restrictions, together with the highly leveraged nature of the Company, could limit the Company s ability to respond to changing market conditions, fund its capital spending program, provide for unexpected capital investments or take advantage of business opportunities. As of June 30, 2010, the Company was in compliance with the financial covenant in the Credit Agreement.

NOTE 5 STOCK INCENTIVE PLANS

The Company has five equity compensation plans, but since 2004 the Company s only plan pursuant to which new grants are made is the Graphic Packaging Holding Company Amended and Restated 2004 Stock and Incentive Compensation Plan (previously named the Graphic Packaging Corporation 2004 Stock and Incentive Compensation Plan) (the 2004 Plan). Under the 2004 Plan, the Company may grant stock options, stock appreciation rights, restricted stock, restricted stock units (RSUs) and other types of stock-based and cash awards to employees and directors of the Company. Stock options and other awards granted under all of the Company s plans generally vest and expire in accordance with terms established at the time of grant. Shares issued pursuant to awards under the plans are from the Company s authorized but unissued shares. Compensation costs are recognized on a straight-line basis over the requisite service period of the award.

Stock Options

GPC and the Company have not granted any stock options since 2004. During the six months ended June 30, 2010, 4,000 stock options were exercised and 1,081,675 stock options were cancelled. The total number of shares subject to options at June 30, 2010 was 5,356,417 at a weighted average exercise price of $7.43.

Stock Awards, Restricted Stock and Restricted Stock Units

The Company s 2004 Plan permits the grant of stock awards, restricted stock and RSUs. All RSUs vest and become payable in one to four years from date of grant. Upon vesting, RSUs are payable in cash and shares of common stock, based on the proportion set forth in the grant agreements.

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Data concerning RSUs and stock awards granted in the first six months of 2010 is as follows:

Shares in thousands	**Shares**	**Weighted Avg. Grant Date Fair Value Per Share**
RSUs Employees	5,544	$ 3.60
Stock Awards Board of Directors	340	$ 3.18

The value of the RSUs is based on the market value of the Company s common stock on the date of grant. The RSUs payable in cash are subject to variable accounting and marked to market accordingly. The RSUs payable in cash are recorded as liabilities, whereas the RSUs payable in shares are recorded in Shareholders Equity.

The value of a stock award is based on the market value of the Company s common stock on the date of grant. These awards are unrestricted on the date of grant.

During the six months ended June 30, 2010 and 2009, $4.5 million and $1.7 million, respectively, were charged to compensation expense for stock incentive plans.

The unrecognized expense as of June 30, 2010 is approximately $23 million and is expected to be recognized over a weighted average period of 2 years.

NOTE 6 PENSIONS AND OTHER POSTRETIREMENT BENEFITS

The Company maintains both defined benefit pension plans and postretirement health care plans that provide medical and life insurance coverage to eligible salaried and hourly retired employees in North America and their dependents. The Company maintains international defined benefit pension plans which are both noncontributory and contributory and are funded in accordance with applicable local laws. Pension or termination benefits are based primarily on years of service and the employee s compensation.

Currently, the North American plans are closed to newly-hired salaried and non-union hourly employees. The U.K. defined benefit plan was frozen effective March 31, 2001 and replaced with a defined contribution plan.

Pension and Postretirement Expense

The pension and postretirement expenses related to the Company s plans consisted of the following:

	Pension Benefits				**Postretirement Health Care Benefits**			
	Three Months Ended June 30,		**Six Months Ended June 30,**		**Three Months Ended June 30,**		**Six Months Ended June 30,**	
In millions	**2010**	**2009**	**2010**	**2009**	**2010**	**2009**	**2010**	**2009**
Components of Net Periodic Cost:								
Service Cost	$ 5.0	$ 4.8	$ 10.0	$ 9.7	$ 0.3	$ 0.4	$ 0.6	$ 0.8
Interest Cost	12.7	12.6	25.4	25.0	0.7	0.8	1.4	1.7
Expected Return on Plan Assets	(12.6)	(10.6)	(25.3)	(21.1)				
Amortizations:								
Prior Service Cost	0.1	0.3	0.2	0.6	(0.1)	(0.1)	(0.1)	(0.1)
Actuarial Loss (Gain)	2.3	5.2	4.6	10.3	(0.3)	(0.1)	(0.8)	(0.3)
Net Periodic Cost	$ 7.5	$ 12.3	$ 14.9	$ 24.5	$ 0.6	$ 1.0	$ 1.1	$ 2.1

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Employer Contributions

The Company made contributions of $18.7 million and $13.9 million to its pension plans during the first six months of 2010 and 2009, respectively. The Company expects to make contributions of $45 million to $70 million for the full year 2010. During 2009, the Company made $43.6 million of contributions to its pension plans.

The Company made postretirement health care benefit payments of $0.9 million and $1.3 million during the first six months of 2010 and 2009, respectively. The Company estimates its postretirement health care benefit payments for the full year 2010 to be approximately $3 million. During 2009, the Company made postretirement health care benefit payments of $2.9 million.

NOTE 7 FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT

The Company enters into derivative instruments for risk management purposes only, including derivatives designated as hedging instruments under the *Derivatives and Hedging* topic of the FASB Codification and those not designated as hedging instruments under this guidance. The Company uses interest rate swaps, natural gas swap contracts, and forward exchange contracts. These derivative instruments are designated as cash flow hedges and, to the extent they are effective in offsetting the variability of the hedged cash flows, changes in the derivatives fair value are not included in current earnings but are included in Accumulated Other Comprehensive Loss. These changes in fair value will subsequently be reclassified to earnings.

Interest Rate Risk

The Company uses interest rate swaps to manage interest rate risks on future interest payments caused by interest rate changes on its variable rate term loan facility. At June 30, 2010, the Company had interest rate swap agreements with a notional amount of $1,460.0 million which expire on various dates from 2010 to 2012 under which the Company will pay fixed rates of 2.24% to 3.84% and receive the three-month LIBOR rates. At December 31, 2009, the Company had interest rate swap agreements with a notional amount of $2,170.0 million, including $400.0 million in forward starting interest rate swaps, which expire on various dates from 2010 to 2012 under which the Company will pay fixed rates of 2.24% to 5.06% and receive the three-month LIBOR rates.

Changes in fair value will subsequently be reclassified into earnings as a component of Interest Expense, Net as interest is incurred on amounts outstanding under the term loan facility. Ineffectiveness measured in the hedging relationship is recorded in earnings in the period it occurs.

During the first six months of 2010 and 2009, there were minimal amounts of ineffectiveness related to changes in the fair value of interest rate swap agreements. Additionally, there were no amounts excluded from the measure of effectiveness.

Commodity Risk

To manage risks associated with future variability in cash flows and price risk attributable to certain commodity purchases, the Company enters into natural gas swap contracts to hedge prices for a designated percentage of its expected natural gas usage. The Company has entered into natural gas swap contracts to hedge prices for approximately 75% of its expected natural gas usage for the remainder of 2010 with a weighted average contractual rate of $5.68 per one million British Thermal Units (mmbtu). Additionally, the Company has hedged approximately 25% of its expected usage for the first quarter of 2011 at a weighted average contractual price of $5.30 per mmbtu. When a contract matures, the resulting gain or loss is reclassified into Cost of Sales concurrently with the recognition of the commodity purchased. The ineffective portion of the swap contracts change in fair value, if any, would be recognized immediately in earnings.

During the first six months of 2010 and 2009, there were minimal amounts of ineffectiveness related to changes in the fair value of natural gas swap contracts. Additionally, there were no amounts excluded from the measure of effectiveness.

Foreign Currency Risk

The Company enters into forward exchange contracts to manage risks associated with future variability in cash flows resulting from anticipated foreign currency transactions that may be adversely affected by changes in exchange rates. Gains/losses related to these contracts are recognized in Other Expense (Income), Net when the anticipated transaction affects income.

At June 30, 2010 and at December 31, 2009, multiple forward exchange contracts existed that expire on various dates throughout 2010. Those purchased forward exchange contracts outstanding at June 30, 2010 and December 31, 2009, when aggregated and measured in U.S. dollars at contractual rates at June 30, 2010 and December 31, 2009, respectively, had notional amounts totaling $29.4 million and $60.6 million.

No amounts were reclassified to earnings during the first six months of 2010 or during 2009 in connection with forecasted transactions that were no longer considered probable of occurring, and there was no amount of ineffectiveness related to changes in the fair value of foreign currency forward contracts. Additionally, there were no amounts excluded from the measure of effectiveness.

Derivatives not Designated as Hedges

The Company enters into forward exchange contracts to effectively hedge substantially all of accounts receivable resulting from transactions denominated in foreign currencies in order to manage risks associated with foreign currency transactions adversely affected by changes in exchange rates. At June 30, 2010 and December 31, 2009, multiple foreign currency forward exchange contracts existed, with maturities ranging up to three months. Those foreign currency exchange contracts outstanding at June 30, 2010 and December 31, 2009, when aggregated and measured in U.S. dollars at exchange rates at June 30, 2010 and December 31, 2009, respectively, had net notional amounts totaling $13.3 million and $10.1 million. Unrealized gains and losses resulting from these contracts are recognized in Other Expense (Income), Net and approximately offset corresponding recognized but unrealized gains and losses on these accounts receivable.

Fair Value of Financial Instruments

The Company s derivative instruments are carried at fair value. The Company has determined that the inputs to the valuation of these derivative instruments are level 2 in the fair value hierarchy. Level 2 inputs are defined as quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument.

As of June 30, 2010, there has not been any significant impact to the fair value of the Company s derivative liabilities due to its own credit risk. Similarly, there has not been any significant adverse impact to the Company s derivative assets based on evaluation of the Company s counterparties credit risks.

The fair value of the Company s derivative instruments is as follows:

	Derivative Assets			**Derivative Liabilities**		
In millions	**Balance Sheet Location**	**June 30, 2010**	**December 31, 2009**	**Balance Sheet Location**	**June 30, 2010**	**December 31, 2009**
Derivative Contracts Designated as Hedging Instruments						
Commodity Contracts	Other Current Assets	$	$ 0.3	Other Accrued Liabilities	$ 2.8	$
Foreign Currency Contracts	Other Current Assets	2.0	1.0	Other Accrued Liabilities	0.7	
	Other Current Assets			Other Accrued Liabilities	34.9	36.1

Interest Rate Swap Agreements						
		$2.0	$ 1.3		$38.4	$ 36.1
Derivative Contracts Not Designated as Hedging Instruments						
Foreign Currency Contracts	Other Current Assets	$	$	Other Accrued Liabilities	$ 0.1	$
Total Derivative Contracts		$2.0	$ 1.3		$38.5	$ 36.1

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The fair values of the Company s other financial assets and liabilities at June 30, 2010 and December 31, 2009 approximately equal the carrying values reported on the Condensed Consolidated Balance Sheets except for Long-Term Debt. The fair value of the Company s Long-Term Debt was $2,701.0 million and $2,762.6 million as compared to the carrying amounts of $2,758.6 million and $2,792.6 million as of June 30, 2010 and December 31, 2009, respectively. The fair value of Long-Term Debt is based on Level 1 inputs in the fair value hierarchy. Level 1 inputs are defined as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Effect of Derivative Instruments

The effect of derivative instruments in cash flow hedging relationships on the Company s Condensed Consolidated Statements of Operations is as follows:

	Amount of Loss (Gain) Recognized in Accumulated Other Comprehensive Loss Three Months Ended June 30,		**Location in Statement of Operations (Effective Portion)**	**Amount of Loss (Gain) Recognized in Statement of Operations (Effective Portion) Three Months Ended June 30,**		**Location in Statement of Operations (Ineffective Portion)**	**Amount of Loss (Gain) Recognized in Statement of Operations (Ineffective Portion) Three Months Ended June 30,**	
In millions	**2010**	**2009**		**2010**	**2009**		**2010**	**2009**
Commodity Contracts	$ (1.4)	$ 1.0	Cost of Sales	$ 2.0	$ 10.2	Cost of Sales	$ (0.1)	$ (0.1)
Foreign Currency Contracts	(0.2)	1.7	Other Expense (Income), Net	(0.3)	(0.9)	Other Expense (Income), Net		
Interest Rate Swap Agreements	5.4	(4.4)	Interest Expense, Net	9.0	10.5	Interest Expense, Net		(0.1)
Total	$ 3.8	$ (1.7)		$ 10.7	$ 19.8		$ (0.1)	$ (0.2)

	Amount of Loss (Gain) Recognized in Accumulated Other Comprehensive Loss Six Months Ended June 30,		**Location in Statement of Operations (Effective Portion)**	**Amount of Loss (Gain) Recognized in Statement of Operations (Effective Portion) Six Months Ended June 30,**		**Location in Statement of Operations (Ineffective Portion)**	**Amount of Loss (Gain) Recognized in Statement of Operations (Ineffective Portion) Six Months Ended June 30,**	
In millions	**2010**	**2009**		**2010**	**2009**		**2010**	**2009**

Commodity Contracts	$ 5.6	$ 13.8	Cost of Sales	$ 2.1	$ 22.1	Cost of Sales	$ 0.1	$ (0.6)
Foreign Currency Contracts	(1.7)	(2.8)	Other Expense (Income), Net	0.5	(0.4)	Other Expense (Income), Net		
Interest Rate Swap Agreements	17.6	8.0	Interest Expense, Net	18.5	19.6	Interest Expense, Net	(0.2)	(0.1)
Total	$ 21.5	$ 19.0		$ 21.1	$ 41.3		$ (0.1)	$ (0.7)

The effect of derivative instruments not designated as hedging instruments on the Company s Condensed Consolidated Statements of Operations is as follows:

	Location	Amount of Gain Recognized in Statement of Operations			
		Three Months Ended June 30,		Six Months Ended June 30,	
In millions	in Statement of Operations	2010	2009	2010	2009
Foreign Currency Contracts	Other Expense (Income), Net	$ 0.5	$ 0.2	$ 0.4	$ 0.2

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Accumulated Derivative Instruments (Loss) Gain

The following is a rollforward of Accumulated Derivative Instruments (Loss) Gain which is included in the Company s Condensed Consolidated Balance Sheets:

In millions	
Balance at December 31, 2009	$ (35.1)
Reclassification to earnings	21.1
Current period change in fair value	(21.5)
Balance at June 30, 2010	$ (35.5)

At June 30, 2010, the Company expects to reclassify approximately $8.1 million of losses in the next twelve months from Accumulated Other Comprehensive Loss to earnings, contemporaneously with and offsetting changes in the related hedged exposure. The actual amount that will be reclassified to future earnings may vary from this amount as a result of changes in market conditions.

NOTE 8 COMPREHENSIVE (LOSS) INCOME

The following table shows the components of Comprehensive (Loss) Income:

	Three Months Ended June 30,		**Six Months Ended June 30,**	
In millions	**2010**	**2009**	**2010**	**2009**
Net (Loss) Income	$(32.8)	$19.6	$(26.5)	$ (8.6)
Other Comprehensive (Loss) Income:				
Derivative Instruments Income (Loss)	6.9	21.5	(0.4)	22.3
Pension Benefit Plans	2.4	5.5	4.8	10.9
Postretirement Benefit Plans	(0.4)	(0.2)	(0.9)	(0.4)
Postemployment Benefit Plans	0.1	0.1	0.2	0.3
Currency Translation Adjustment	(6.9)	12.6	(7.7)	(2.0)
Total Comprehensive (Loss) Income	$(30.7)	$59.1	$(30.5)	$22.5

NOTE 9 ENVIRONMENTAL AND LEGAL MATTERS

Environmental Matters

The Company is subject to a broad range of foreign, federal, state and local environmental, health and safety laws and regulations, including those governing discharges to air, soil and water, the management, treatment and disposal of hazardous substances, solid waste and hazardous wastes, the investigation and remediation of contamination resulting from historical site operations and releases of hazardous substances, and the health and safety of employees. Compliance initiatives could result in significant costs, which could negatively impact the Company s consolidated financial position, results of operations or cash flows, although the Company is not currently aware of any required compliance initiatives that are expected to require material expenditures. Any failure to comply with environmental or health and safety laws and regulations or any permits and authorizations required thereunder could subject the Company to fines, corrective action or other sanctions.

Some of the Company s current and former facilities are the subject of environmental investigations and remediations resulting from historic operations and the release of hazardous substances or other constituents. Some current and former facilities have a history of industrial usage for which investigation and remediation obligations may be imposed in the future or for which indemnification claims may be asserted against the Company. Also, potential future closures or sales of facilities may necessitate further investigation and may result in future remediation at those facilities.

On October 8, 2007, the Company received a notice from the United States Environmental Protection Agency (the EPA) indicating that it is a potentially responsible party for the remedial investigation and feasibility study to be conducted at the Devil s Swamp Lake site in East Baton Rouge Parish, Louisiana. The Company believes it is a de minimis contributor to the site and expects to enter into

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negotiations with the EPA and other potentially responsible parties regarding its potential responsibility and liability, but it is too early in the investigation process to quantify possible costs with respect to such site.

The Company has established reserves for those facilities or issues where liability is probable and the costs are reasonably estimable. The Company believes that the amounts accrued for all of its loss contingencies, and the reasonably possible loss beyond the amounts accrued, are not material to the Company s consolidated financial position, results of operations or cash flows. The Company cannot estimate with certainty other future corrective compliance, investigation or remediation costs. Costs relating to historic usage that the Company considers to be reasonably possible are not quantifiable at this time. The Company will continue to monitor environmental issues at each of its facilities, as well as regulatory developments, and will revise its accruals, estimates and disclosures relating to past, present and future operations, as additional information is obtained.

Legal Matters

The Company is a party to a number of lawsuits arising in the ordinary conduct of its business. Although the timing and outcome of these lawsuits cannot be predicted with certainty, the Company does not believe that disposition of these lawsuits will have a material adverse effect on the Company s consolidated financial position, results of operations or cash flows.

NOTE 10 BUSINESS SEGMENT INFORMATION

The Company reports its results in three business segments: paperboard packaging, multi-wall bag and specialty packaging. These segments are evaluated by the chief operating decision maker based primarily on Income from Operations. The Company s reportable segments are based upon strategic business units that offer different products. The accounting policies of the reportable segments are the same as those described in GPHC s Annual Report on Form 10-K for the year ended December 31, 2009.

The paperboard packaging segment is highly integrated and includes a system of mills and plants that produces a broad range of paperboard grades convertible into folding cartons. Folding cartons are used primarily to protect products, such as food, detergents, paper products, beverages, and health and beauty aids, while providing point of purchase advertising. The paperboard packaging business segment includes the design, manufacture and installation of packaging machinery related to the assembly of cartons and the production and sale of corrugated medium and kraft paper from paperboard mills in the U.S.

The multi-wall bag business segment converts kraft and specialty paper into multi-wall bags, consumer bags and specialty retail bags. The bags are designed to ship and protect a wide range of industrial and consumer products including fertilizers, chemicals, concrete and pet and food products.

The specialty packaging business segment primarily includes flexible packaging, label solutions and laminations. This segment converts a wide variety of technologically advanced films for use in the food, pharmaceutical and industrial end-markets. Flexible packaging paper and metallicized paper labels and heat transfer labels are used in a wide range of consumer applications.

Business segment information is as follows:

In millions	**Three Months Ended June 30, 2010**	**Three Months Ended June 30, 2009**	**Six Months Ended June 30, 2010**	**Six Months Ended June 30, 2009**
NET SALES:				
Paperboard Packaging	$ 867.8	$ 879.3	$1,702.4	$1,719.7
Multi-wall Bag	113.8	115.3	232.7	240.1
Specialty Packaging	54.9	49.2	105.5	103.2
Total	$1,036.5	$1,043.8	$2,040.6	$2,063.0

INCOME (LOSS) FROM OPERATIONS:

Paperboard Packaging	$ 75.0	$ 85.4	$ 150.7	$ 141.4
Multi-wall Bag	(0.1)	(1.7)	2.3	1.4
Specialty Packaging	4.6	3.6	8.9	6.1
Corporate	(56.7)	0.7	(79.5)	(27.8)
Total	$ 22.8	$ 88.0	$ 82.4	$ 121.1

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NOTE 11 EARNINGS PER SHARE

In millions, except per share data	Three Months Ended June 30, 2010	Three Months Ended June 30, 2009	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
Net (Loss) Income	$ (32.8)	$ 19.6	$ (26.5)	$ (8.6)
Weighted Average Shares:				
Basic	343.7	343.0	343.5	342.8
Stock Awards		1.3		
Diluted	343.7	344.3	343.5	342.8
Earnings Per Share Basic and Diluted	$ (0.10)	$ 0.06	$ (0.08)	$ (0.03)

The following are the potentially dilutive securities excluded from the above calculation because the effect would have been anti-dilutive:

	Three Months Ended June 30, 2010	Three Months Ended June 30, 2009	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
Employee Stock Options		6,054,592		
Restricted Stock Unit Awards		15,000		
Total		6,069,592		

NOTE 12 GUARANTOR CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

These Condensed Consolidated Financial Statements reflect GPHC and GPC (collectively the Parent); GPII (the Subsidiary Issuer); and the Subsidiary Guarantors, which consist of all material 100% owned subsidiaries of GPII other than its foreign subsidiaries. The nonguarantor subsidiaries are herein referred to as Nonguarantor Subsidiaries. Separate complete financial statements of the Subsidiary Guarantors are not presented because the guarantors are jointly and severally, fully and unconditionally liable under the guarantees.

	Three Months Ended June 30, 2010					
In millions	Parent	Subsidiary Issuer	Combined Guarantor Subsidiaries	Combined Nonguarantor Subsidiaries	Consolidating Eliminations	Consolidated
Net Sales	$	$841.5	$130.8	$ 111.8	$ (47.6)	$1,036.5
Cost of Sales		720.6	115.6	99.1	(47.6)	887.7
Selling, General and Administrative		62.1	8.7	7.6		78.4
Other Expense, Net		0.6		0.4		1.0
Restructuring and Other Special Charges		46.6				46.6
Income from Operations		11.6	6.5	4.7		22.8
Interest Expense, Net		(44.6)		(0.4)		(45.0)

Loss on Early Extinguishment of Debt		(0.9)				(0.9)
(Loss) Income before Income Taxes and Equity in Net Earnings of Affiliates		(33.9)	6.5	4.3		(23.1)
Income Tax Expense		(8.1)		(2.1)		(10.2)
(Loss) Income before Equity in Net Earnings of Affiliates		(42.0)	6.5	2.2		(33.3)
Equity in Net Earnings of Affiliates				0.5		0.5
Equity in Net Earnings of Subsidiaries	(32.8)	9.2	0.1		23.5	
Net (Loss) Income	$(32.8)	$ (32.8)	$ 6.6	$ 2.7	$ 23.5	$ (32.8)

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In millions	Parent	Subsidiary Issuer	Three Months Ended June 30, 2009 Combined Guarantor Subsidiaries	Combined Nonguarantor Subsidiaries	Consolidating Eliminations	Consolidated
Net Sales	$	$845.4	$130.9	$ 101.0	$ (33.5)	$1,043.8
Cost of Sales		721.3	121.3	92.6	(33.5)	901.7
Selling, General and Administrative		67.3	9.6	8.0		84.9
Other Income, Net		(0.9)	(5.5)	(3.5)		(9.9)
Restructuring and Other Special Credits		(20.9)				(20.9)
Income from Operations		78.6	5.5	3.9		88.0
Interest Expense, Net		(52.1)	0.1	(0.5)		(52.5)
Loss on Early Extinguishment of Debt		(6.1)				(6.1)
Income before Income Taxes and Equity in Net Earnings of Affiliates		20.4	5.6	3.4		29.4
Income Tax Expense		(9.0)		(1.1)		(10.1)
Income before Equity in Net Earnings of Affiliates		11.4	5.6	2.3		19.3
Equity in Net Earnings of Affiliates				0.3		0.3
Equity in Net Earnings of Subsidiaries	19.6	8.2	0.9		(28.7)	
Net Income (Loss)	$19.6	$ 19.6	$ 6.5	$ 2.6	$ (28.7)	$ 19.6

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	Six Months Ended June 30, 2010					
In millions	**Parent**	**Subsidiary Issuer**	**Combined Guarantor Subsidiaries**	**Combined Nonguarantor Subsidiaries**	**Consolidating Eliminations**	**Consolidated**
Net Sales	$	$1,652.4	$264.6	$ 211.6	$ (88.0)	$2,040.6
Cost of Sales		1,409.9	231.4	192.7	(88.0)	1,746.0
Selling, General and Administrative		122.9	17.7	15.2		155.8
Other Expense (Income), Net		1.6		(0.3)		1.3
Restructuring and Other Special Charges		55.1				55.1
Income from Operations		62.9	15.5	4.0		82.4
Interest Expense, Net		(89.2)		(0.8)		(90.0)
Loss on Early Extinguishment of Debt		(0.9)				(0.9)
(Loss) Income before Income Taxes and Equity in Net Earnings of Affiliates		(27.2)	15.5	3.2		(8.5)
Income Tax Expense		(15.8)		(3.0)		(18.8)
(Loss) Income before Equity in Net Earnings of Affiliates		(43.0)	15.5	0.2		(27.3)
Equity in Net Earnings of Affiliates				0.8		0.8
Equity in Net Earnings of Subsidiaries	(26.5)	16.5	1.4		8.6	
Net (Loss) Income	$(26.5)	$ (26.5)	$ 16.9	$ 1.0	$ 8.6	$ (26.5)

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	Six Months Ended June 30, 2009					
In millions	**Parent**	**Subsidiary Issuer**	**Combined Guarantor Subsidiaries**	**Combined Nonguarantor Subsidiaries**	**Consolidating Eliminations**	**Consolidated**
Net Sales	$	$1,670.6	$274.2	$ 186.5	$ (68.3)	$2,063.0
Cost of Sales		1,446.9	246.4	172.4	(71.1)	1,794.6
Selling, General and Administrative		127.9	20.6	15.1		163.6
Other Income, Net		(1.7)	(5.6)	(3.0)		(10.3)
Restructuring and Other Special Credits		(6.0)				(6.0)
Income from Operations		103.5	12.8	2.0	2.8	121.1
Interest Expense, Net		(103.7)	0.1	(1.1)		(104.7)
Loss on Early Extinguishment of Debt		(6.1)				(6.1)
(Loss) Income before Income Taxes and Equity in Net Earnings of Affiliates		(6.3)	12.9	0.9	2.8	10.3
Income Tax Expense		(16.9)		(2.5)		(19.4)
(Loss) Income before Equity in Net Earnings of Affiliates		(23.2)	12.9	(1.6)	2.8	(9.1)
Equity in Net Earnings of Affiliates				0.5		0.5
Equity in Net Earnings of Subsidiaries	(8.6)	14.6	2.0		(8.0)	
Net (Loss) Income	$(8.6)	$ (8.6)	$ 14.9	$ (1.1)	$ (5.2)	$ (8.6)

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			June 30, 2010			
In millions	**Parent**	**Subsidiary Issuer**	**Combined Guarantor Subsidiaries**	**Combined Nonguarantor Subsidiaries**	**Consolidating Eliminations**	**Consolidated**
ASSETS						
Current Assets:						
Cash and Cash Equivalents	$	$ 142.8	$	$ 28.8	$	$ 171.6
Receivables, Net		279.7	45.8	81.3		406.8
Inventories, Net		324.1	65.0	52.4		441.5
Intercompany	5.5	190.8	(119.3)	(77.0)		
Other Current Assets		63.1	1.5	6.0		70.6
Total Current Assets	5.5	1,000.5	(7.0)	91.5		1,090.5
Property, Plant and Equipment, Net		1,501.8	124.7	57.1	(0.2)	1,683.4
Investment in Consolidated Subsidiaries	696.5	197.9	1.4	112.5	(1,008.3)	
Goodwill		1,171.5		32.5		1,204.0
Intangible Assets, Net		586.0		11.8		597.8
Other Assets		37.4	0.8	15.1		53.3
Total Assets	$702.0	$4,495.1	$ 119.9	$ 320.5	$(1,008.5)	$4,629.0
LIABILITIES						
Current Liabilities:						
Short-Term Debt and Current Portion of Long-Term Debt	$	$ 20.0	$	$ 7.1	$	$ 27.1
Accounts Payable		244.9	36.1	38.4		319.4
Interest Payable		36.7				36.7
Other Accrued Liabilities		195.7	10.9	17.0		223.6
Total Current Liabilities		497.3	47.0	62.5		606.8
Long-Term Debt		2,737.5		1.1		2,738.6
Deferred Income Tax Liabilities		237.6	0.9	4.4		242.9
Other Noncurrent Liabilities		326.2		12.5		338.7
Total Liabilities		3,798.6	47.9	80.5		3,927.0

SHAREHOLDERS EQUITY						
Total Shareholders Equity	702.0	696.5	72.0	240.0	(1,008.5)	702.0
Total Liabilities and Shareholders Equity	$702.0	$4,495.1	$ 119.9	$ 320.5	$(1,008.5)	$4,629.0

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	December 31, 2009					
In millions	**Parent**	**Subsidiary Issuer**	**Combined Guarantor Subsidiaries**	**Combined Nonguarantor Subsidiaries**	**Consolidating Eliminations**	**Consolidated**
ASSETS						
Current Assets:						
Cash and Cash Equivalents	$	$ 124.3	$	$ 25.5	$	$ 149.8
Receivables, Net		266.0	41.6	74.7		382.3
Inventories, Net		333.2	56.8	46.5		436.5
Intercompany	1.8	193.5	(130.9)	(64.4)		
Other Current Assets		48.2	0.7	3.8		52.7
Total Current Assets	1.8	965.2	(31.8)	86.1		1,021.3
Property, Plant and Equipment, Net		1,594.9	139.1	63.6	(0.2)	1,797.4
Investment in Consolidated Subsidiaries	727.0	184.2	(0.2)	123.2	(1,034.2)	
Goodwill		1,171.9		32.7		1,204.6
Intangible Assets, Net		607.7		12.3		620.0
Other Assets		41.5	0.7	16.3		58.5
Total Assets	$728.8	$4,565.4	$ 107.8	$ 334.2	$(1,034.4)	$4,701.8
LIABILITIES						
Current Liabilities:						
Short-Term Debt and Current Portion of Long-Term Debt	$	$ 10.0	$	$ 7.6	$	$ 17.6
Accounts Payable		274.1	37.4	39.3		350.8
Interest Payable		42.7				42.7
Other Accrued Liabilities		203.0	14.7	15.5		233.2
Total Current Liabilities		529.8	52.1	62.4		644.3
Long-Term Debt		2,782.6				2,782.6
Deferred Income Tax Liabilities		221.7	0.9	4.3		226.9
Other Noncurrent Liabilities		304.3		14.9		319.2
Total Liabilities		3,838.4	53.0	81.6		3,973.0

SHAREHOLDERS EQUITY						
Total Shareholders Equity	728.8	727.0	54.8	252.6	(1,034.4)	728.8
Total Liabilities and Shareholders Equity	$728.8	$4,565.4	$ 107.8	$ 334.2	$(1,034.4)	$4,701.8

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	Six Months Ended June 30, 2010					
In millions	**Parent**	**Subsidiary Issuer**	**Combined Guarantor Subsidiaries**	**Combined Nonguarantor Subsidiaries**	**Consolidating Eliminations**	**Consolidated**
CASH FLOWS FROM OPERATING ACTIVITIES:						
Net (Loss) Income	$(26.5)	$ (26.5)	$ 16.9	$ 1.0	$ 8.6	$ (26.5)
Noncash Items Included in Net (Loss) Income:						
Depreciation and Amortization		134.7	8.5	4.4		147.6
Deferred Income Taxes		15.9		0.7		16.6
Amount of Postemployment Expense Less Than Funding		(2.7)		(1.2)		(3.9)
Equity in Subsidiaries	26.5	(16.5)	(1.4)		(8.6)	
Other, Net		27.0				27.0
Changes in Operating Assets and Liabilities		(37.8)	(22.9)	0.6		(60.1)
Net Cash Provided by Operating Activities		94.1	1.1	5.5		100.7
CASH FLOWS FROM INVESTING ACTIVITIES:						
Capital Spending		(36.9)	(1.1)	(1.7)		(39.7)
Other, Net		(2.5)				(2.5)
Net Cash Used in Investing Activities		(39.4)	(1.1)	(1.7)		(42.2)
CASH FLOWS FROM FINANCING ACTIVITIES:						
Payments on Debt		(34.9)				(34.9)
Borrowings under Revolving Credit Facilities		84.5		25.9		110.4
Payments on Revolving Credit Facilities		(85.3)		(25.1)		(110.4)
Redemption and Early Tender Premiums and Debt Issuance Costs		(0.5)				(0.5)
		(36.2)		0.8		(35.4)

Net Cash (Used in) Provided by Financing Activities			
Effect of Exchange Rate Changes on Cash		(1.3)	(1.3)
Net Increase in Cash and Cash Equivalents	18.5	3.3	21.8
Cash and Cash Equivalents at Beginning of Period	124.3	25.5	149.8
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ $142.8	$ $ 28.8	$ $ 171.6

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	Six Months Ended June 30, 2009					
In millions	**Parent**	**Subsidiary Issuer**	**Combined Guarantor Subsidiaries**	**Combined Nonguarantor Subsidiaries**	**Consolidating Eliminations**	**Consolidated**
CASH FLOWS FROM OPERATING ACTIVITIES:						
Net (Loss) Income	$(8.6)	$ (8.6)	$ 14.9	$ (1.1)	$ (5.2)	$ (8.6)
Noncash Items Included in Net (Loss) Income:						
Depreciation and Amortization		133.4	13.5	4.9		151.8
Deferred Income Taxes		15.9		4.1		20.0
Amount of Postemployment Expense Greater (Less) Than Funding		24.9		(0.8)		24.1
Equity in Subsidiaries	8.6	(14.6)	(2.0)		8.0	
Other, Net		10.2	(1.2)			9.0
Changes in Operating Assets and Liabilities		(11.4)	(15.5)	7.3	(2.8)	(22.4)
Net Cash Provided by Operating Activities		149.8	9.7	14.4		173.9
CASH FLOWS FROM INVESTING ACTIVITIES:						
Capital Spending		(57.1)	(5.1)	(4.2)		(66.4)
Proceeds from Sales of Assets, Net of Selling Costs		5.7	4.1			9.8
Other, Net		0.7	(1.2)			(0.5)
Net Cash Used in Investing Activities		(50.7)	(2.2)	(4.2)		(57.1)
CASH FLOWS FROM FINANCING ACTIVITIES:						
Proceeds from Issuance of Debt		238.4				238.4
Payments on Debt		(225.3)				(225.3)
Borrowings under Revolving Credit Facilities		100.6		24.9		125.5
		(227.4)		(26.3)		(253.7)

Payments on Revolving Credit Facilities						
Redemption and Early Tender Premiums and Debt Issuance Costs		(11.2)				(11.2)
Net Cash Used in Financing Activities		(124.9)		(1.4)		(126.3)
Effect of Exchange Rate Changes on Cash						
Net (Decrease) Increase in Cash and Cash Equivalents		(25.8)	7.5	8.8		(9.5)
Cash and Cash Equivalents at Beginning of Period		170.8	(7.5)	6.8		170.1
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$	$ 145.0	$	$ 15.6	$	$ 160.6

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INTRODUCTION

This management s discussion and analysis of financial conditions and results of operations is intended to provide investors with an understanding of Graphic Packaging Holding Company s (GPHC and, together with its subsidiaries, the Company) past performance, its financial condition and its prospects. The following will be discussed and analyzed:

Ø Overview of Business

Ø Overview of 2010 Results

Ø Results of Operations

Ø Financial Condition, Liquidity and Capital Resources

Ø Critical Accounting Policies

Ø New Accounting Standards

Ø Business Outlook

OVERVIEW OF BUSINESS

The Company s objective is to strengthen its position as a leading provider of packaging solutions. To achieve this objective, the Company offers customers its paperboard, cartons and packaging machines, either as an integrated solution or separately. Cartons and carriers are designed to protect and contain products. Product offerings include a variety of laminated, coated and printed packaging structures that are produced from the Company s coated unbleached kraft (CUK), coated-recycled board (CRB) and uncoated-recycled board, as well as other grades of paperboard that are purchased from third party suppliers. Innovative designs and combinations of paperboard, films, foils, metallization, holographics and embossing are customized to the individual needs of the customers.

The Company is also a leading supplier of multi-wall bags and in addition to a full range of products, provides customers with value-added graphical and technical support, and packaging workshops to help educate customers.

The Company s specialty packaging business has an established position in end-markets for food products, pharmaceutical and medical products, personal care, industrial, pet food and pet care products. In addition, the Company s label business focuses on two product lines: heat transfer labels and lithographic labels.

The Company is implementing strategies (i) to expand market share in its current markets and to identify and penetrate new markets; (ii) to capitalize on the Company s customer relationships, business competencies, and low-cost mills and converting assets; (iii) to develop and market innovative, sustainable products and applications; and (iv) to continue to reduce costs by focusing on operational improvements. The Company s ability to fully implement its strategies and achieve its objective may be influenced by a variety of factors, many of which are beyond its control, such as inflation of raw material and other costs, which the Company cannot always pass through to its customers, and the effect of overcapacity in the worldwide paperboard packaging industry.

Significant Factors That Impact The Company s Business

Impact of Inflation. The Company s cost of sales consists primarily of energy (including natural gas, fuel oil and electricity), pine pulpwood, chemicals, recycled fibers, purchased paperboard, paper, aluminum foil, ink, plastic films and resins, depreciation expense and labor. Although the Company is currently experiencing inflation with certain input costs, its cost of goods sold during the first six months of 2010 reflects the lower cost associated with the inventory on hand at December 31, 2009. Inflation increased costs in the

first six months of 2010 by $23.5 million, compared to the first six months of 2009. The higher costs in 2010 are primarily related to secondary fiber and wood ($28.6 million); resin and inks and coatings ($17.6 million); freight ($3.7 million); and other costs ($5.0 million). These higher costs were partially offset by lower energy costs ($20.6 million), mainly due to the price of natural gas, chemicals ($6.7 million), and external board ($4.1 million).
As the price of natural gas has experienced significant variability, the Company has entered into contracts designed to manage risks associated with future variability in cash flows caused by changes in the price of natural gas. The Company has hedged approximately 75% of its expected natural gas usage for the remainder of 2010 with a weighted average contractual rate of $5.68 per one million British Thermal Units (mmbtu). Additionally, the Company has hedged approximately 25% of its expected usage for the first quarter of 2011 at a weighted average contractual price of $5.30 per mmbtu. Since negotiated sales contracts and the market largely determine the pricing for its products, the Company is at times limited in its ability to raise prices and pass through to its customers any inflationary or other cost increases that the Company may incur.
Substantial Debt Obligations. The Company has $2,765.7 million of outstanding debt obligations as of June 30, 2010. This debt can have significant consequences for the Company, as it requires a significant portion of cash flow from operations to be used for the payment of principal and interest, exposes the Company to the risk of increased interest rates and restricts the Company s ability to obtain additional financing. Covenants in the Company s Credit Agreement dated May 15, 2007, as amended (the Credit Agreement) and the indentures governing its 9.5% Senior Notes due 2017 and 9.5% Senior Subordinated Notes due 2013 (the Indentures) also prohibit or restrict, among other things, the disposal of assets, the incurrence of additional indebtedness (including guarantees), payment of dividends, loans or advances and certain other types of transactions. These restrictions could limit the Company s flexibility to respond to changing market conditions and competitive pressures. The Credit Agreement also requires compliance with a maximum consolidated secured leverage ratio. The Company s ability to comply in future periods with the financial covenant will depend on its ongoing financial and operating performance, which in turn will be subject to many other factors, many of which are beyond the Company s control. See Financial Condition, Liquidity and Capital Resources Liquidity and Capital Resources for additional information regarding the Company s debt obligations.
The substantial debt and the restrictions under the Credit Agreement and the Indentures could limit the Company s flexibility to respond to changing market conditions and competitive pressures. The material outstanding debt obligations and the restrictions may also leave the Company more vulnerable to a downturn in general economic conditions or its business, or unable to carry out capital expenditures that are necessary or important to its growth strategy and productivity improvement programs.
Commitment to Cost Reduction. In light of increasing margin pressure throughout the packaging industry, the Company has programs in place that are designed to reduce costs, improve productivity and increase profitability. The Company utilizes a global continuous improvement initiative that uses statistical process control to help design and manage many types of activities, including production and maintenance. This includes a Six Sigma process focused on reducing variable and fixed manufacturing and administrative costs. The Company expanded the continuous improvement initiative to include the deployment of Lean Sigma principles into manufacturing and supply chain services. As the Company strengthens the systems approach to continuous improvement, Lean Sigma supports the efforts to build a high performing culture. During the first six months of 2010, the Company achieved $81.3 million in cost savings as compared to the first six months of 2009, through its continuous improvement programs and integration synergies. The Company s ability to continue to successfully implement its business strategies and to realize anticipated savings and operating efficiencies is subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the Company s control. If the Company cannot successfully implement the strategic cost reductions or other cost savings plans, it may not be able to continue to compete successfully against other manufacturers. In addition, any failure to generate the anticipated efficiencies and savings could adversely affect the Company s financial results.
Competition and Market Factors. As some products can be packaged in different types of materials, the Company s sales are affected by competition from other manufacturers CUK board and other substrates such as solid bleached sulfate and recycled clay-coated news. Substitute products also include plastic, shrink film and corrugated containers. In addition, while the Company has long-term relationships with many of its customers, the underlying contracts may

be re-bid or renegotiated from time to time, and the Company may not be successful in renewing on favorable terms or at all. The Company works to maintain market share through efficiency, product innovation and strategic sourcing to its customers; however, pricing and other competitive pressures may occasionally result in the loss of a customer relationship.

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The Company s sales historically are also driven by consumer buying habits in the markets its customers serve. Increases in the costs of living, conditions in the residential real estate market, high unemployment rates, tight credit markets and declines in consumer disposable income, as well as other macroeconomic factors, may significantly negatively affect consumer spending behavior, which could have a material adverse effect on demand for the Company s products. New product introductions and promotional activity by the Company s customers and the Company s introduction of new packaging products also impact its sales. The Company s containerboard business is subject to conditions in the cyclical worldwide commodity paperboard markets, which have a significant impact on containerboard sales.

Alternative Fuel Tax Credit. The Company burns alternative fuel at its West Monroe, LA and Macon, GA mills in order to produce energy and recover chemicals. During 2009, the U.S. Internal Revenue Code allowed an excise tax credit under certain circumstances for the use of alternative fuels and alternative fuel mixtures. In the first quarter of 2009, the Company filed an application with the Internal Revenue Service (the IRS) for certification of eligibility to receive the tax credit for its use of black liquor in alternative fuel mixtures in the recovery boilers at the mills. During the second quarter of 2009, the Company received notification from the IRS that its registration as an alternate fuel mixer had been approved. As of June 30, 2009, the Company had submitted refund claims based on fuel usage at the two mills from mid-January 2009 through June 30, 2009 totaling $61.9 million and had received refunds totaling $51.6 million. The net impact of the tax credit is included in Restructuring and Other Special Charges (Credits) in the amount of $61.9 million for the three and six months ended June 30, 2009, and is included in Corporate for segment reporting purposes. The excise tax credit expired on December 31, 2009.

OVERVIEW OF 2010 RESULTS

This management s discussion and analysis contains an analysis of Net Sales, Income from Operations and other information relevant to an understanding of results of operations.

Net Sales for the three months ended June 30, 2010 decreased by $7.3 million, or 0.7%, to $1,036.5 million from $1,043.8 million for the three months ended June 30, 2009 primarily due to lower pricing in the paperboard packaging and multi-wall bag segments and the impact of the divested businesses. These decreases were partially offset by volume improvement in the multi-wall bag and specialty packaging segments, higher pricing in specialty packaging, and favorable currency exchange rates in Japan, Canada, and Australia which offset the unfavorable impact in Europe.

Income from Operations for the three months ended June 30, 2010 decreased by $65.2 million, or 74.1%, to $22.8 million from $88.0 million for the three months ended June 30, 2009. This decrease was primarily due to the $55.3 million alternative fuel tax credit net of expenses received in the second quarter of 2009 and $12.2 million in merger-related charges associated with the Company s finalization of its restructuring activities. The negative impacts of the higher inflation and lower pricing were partially offset by cost savings achieved through continuous improvement programs and integration synergies.

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RESULTS OF OPERATIONS

Segment Information

The Company reports its results in three business segments: paperboard packaging, multi-wall bag and specialty packaging.

	Three Months Ended June 30,		Six Months Ended June 30,	
In millions	**2010**	**2009**	**2010**	**2009**
NET SALES:				
Paperboard Packaging	$ 867.8	$ 879.3	$1,702.4	$1,719.7
Multi-wall Bag	113.8	115.3	232.7	240.1
Specialty Packaging	54.9	49.2	105.5	103.2
Total	$1,036.5	$1,043.8	$2,040.6	$2,063.0
INCOME (LOSS) FROM OPERATIONS:				
Paperboard Packaging	$ 75.0	$ 85.4	$ 150.7	$ 141.4
Multi-wall Bag	(0.1)	(1.7)	2.3	1.4
Specialty Packaging	4.6	3.6	8.9	6.1
Corporate	(56.7)	0.7	(79.5)	(27.8)
Total	$ 22.8	$ 88.0	$ 82.4	$ 121.1

SECOND QUARTER 2010 COMPARED WITH SECOND QUARTER 2009

Net Sales

	Three Months Ended June 30,			
In millions	**2010**	**2009**	**Increase (Decrease)**	**Percent Change**
Paperboard Packaging	$ 867.8	$ 879.3	$ (11.5)	(1.3%)
Multi-wall Bag	113.8	115.3	(1.5)	(1.3%)
Specialty Packaging	54.9	49.2	5.7	11.6%
Total	$1,036.5	$1,043.8	$ (7.3)	(0.7%)

The components of the change in Net Sales by segment are as follows:

	Three Months Ended June 30,						
			Variances				
In millions	**2009**	**Price**	**Volume/Mix**		**Exchange**	**Total**	**2010**
			Divested Businesses	**Organic**			
Paperboard Packaging	$ 879.3	$(12.1)		$0.8	$(0.2)	$(11.5)	$ 867.8

Multi-wall Bag	115.3	(2.1)	(0.8)	1.4		(1.5)	113.8
Specialty Packaging	49.2	2.6	(2.8)	4.2	1.7	5.7	54.9
Total	$1,043.8	$(11.6)	$(3.6)	$6.4	$ 1.5	$ (7.3)	$1,036.5

Paperboard Packaging

The Company s Net Sales from paperboard packaging for the three months ended June 30, 2010 decreased by $11.5 million, or 1.3%, to $867.8 million from $879.3 million for the same period in 2009 as a result of lower pricing for consumer and beverage products. The lower pricing for consumer and beverage products is primarily due to the timing of deflationary cost pass throughs as a result of deflation during 2009. These cost pass throughs usually lag deflation by two to three quarters. The Company s announced March 2010 and April 2010 price increases for open market CRB and CUK, respectively, had a slight benefit on the quarter. The Company announced additional price increases in July 2010 for open market CRB and CUK effective in August 2010 which should impact sales in the second half of the year. Increased volumes for containerboard, open market CRB and CUK, and Europe were partially offset by lower volume for consumer and beverage products. The corrugated medium machine was down for 17 days during the second quarter of 2009 due to softness in that market. The lower consumer products sales were due to the continuing impact of general market conditions in which volume has remained steady in staples (e.g., dry mixes, pizza) and was down in discretionary items (e.g., eating out). The decrease in beverage

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volume due to general market conditions and shift from beer to wine and spirits was partially offset by increased soft drink volumes due to promotional activities and new international and non-carbonated beverage business. Unfavorable exchange rates in Europe were partially offset by favorable rates in Japan and Australia.

Multi-wall Bag

The Company s Net Sales from multi-wall bag for the three months ended June 30, 2010 decreased by $1.5 million, or 1.3%, to $113.8 million from $115.3 million for the same period in 2009 as a result of lower pricing primarily due to negotiated deflationary pass throughs and the impact of the divested bag equipment business. These decreases were partially offset by higher volume as a result of market improvements in the building products, chemical and mineral industries.

Specialty Packaging

The Company s Net Sales from specialty packaging for the three months ended June 30, 2010 increased by $5.7 million, or 11.6%, to $54.9 million from $49.2 million for the same period in 2009 as a result of higher volume/mix due to market improvements in the building products, chemical, and food and pharmaceutical industries; higher pricing, and favorable exchange rates in Canada. These increases were partially offset by the impact of the divested ink business.

Income (Loss) from Operations

	Three Months Ended June 30,			
In millions	**2010**	**2009**	**Increase (Decrease)**	**Percent Change(a)**
Paperboard Packaging	$ 75.0	$85.4	$(10.4)	(12.2%)
Multi-wall Bag	(0.1)	(1.7)	1.6	94.1%
Specialty Packaging	4.6	3.6	1.0	27.8%
Corporate	(56.7)	0.7	(57.4)	N.M.(a)
Total	$ 22.8	$88.0	$(65.2)	(74.1%)

Note:

(a) Percentage calculation not meaningful.

The components of the change in Income (Loss) from Operations by segment are as follows:

		Three Months Ended June 30, Variances						
In millions	**2009**	**Price**	**Volume/Mix**	**Inflation**	**Exchange**	**Other(a)**	**Total**	**2010**
Paperboard Packaging	$85.4	$(12.1)	$ (0.3)	$(19.0)	$(0.7)	$ 21.7	$(10.4)	$ 75.0
Multi-wall Bag	(1.7)	(2.1)	0.1	1.9		1.7	1.6	(0.1)
Specialty Packaging	3.6	2.6	0.2	(6.1)	0.3	4.0	1.0	4.6
Corporate	0.7				(2.5)	(54.9)	(57.4)	(56.7)
Total	$88.0	$(11.6)	$	$(23.2)	$(2.9)	$(27.5)	$(65.2)	$ 22.8

Note:

(a) Includes the Company s cost reduction initiatives and expenses related to the combination of Graphic Packaging Corporation and Altivity Packaging, LLC (the Altivity Transaction).

Paperboard Packaging

The Company s Income from Operations from paperboard packaging for the three months ended June 30, 2010 decreased by $10.4 million, or 12.2%, to $75.0 million from $85.4 million for the same period in 2009 as a result of higher inflation, the lower pricing in consumer and beverage products and the timing of maintenance outages, partially offset by cost savings through continuous improvement programs and integration synergies. The inflation was primarily related to higher secondary fiber and wood ($18.2

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million); resin and inks and coatings ($6.7 million); freight ($3.6 million); external board ($2.3 million); and other costs ($0.9 million). These higher costs were partially offset by lower labor and related benefits ($7.6 million) and lower energy costs ($5.1 million), mainly due to the price of natural gas.

Multi-wall Bag

The Company s Loss from Operations from multi-wall bag for the three months ended June 30, 2010 decreased by $1.6 million, or 94.1%, to $0.1 million from $1.7 million for the same period in 2009 as a result of lower inflation, primarily for labor and related benefits and external paper, and cost savings. These increases were partially offset by the lower pricing. In the second quarter of 2009 the Company incurred accelerated depreciation for assets that would be removed from service before the end of their useful lives due to a facility closure.

Specialty Packaging

The Company s Income from Operations from specialty packaging for the three months ended June 30, 2010 increased by $1.0 million, or 27.8%, to $4.6 million from $3.6 million for the same period in 2009 as a result of cost savings and the higher pricing and volume. These increases were partially offset by higher costs, primarily for resin, and a gain on the sale of the ink business in 2009.

Corporate

The Company s Loss from Operations from corporate for the three months ended June 30, 2010 was $56.7 million compared to a $0.7 million Income from Operations for the same period in 2009. The change was primarily due to the $55.3 million alternative fuel tax credit net of expenses received in the second quarter of 2009 and higher merger related expenses of $12.2 million. During the second quarter of 2010, the Company finalized its restructuring activities and concluded that certain facilities were no longer an essential part of its manufacturing and warehouse footprint and that the facilities would be disposed. The Company recorded charges of $29.7 million to write down to fair market value less costs to sell these facilities and to establish a liability for multi-employer postemployment benefits for union employees at these facilities. Merger-related expenses in 2009 included a $19.4 million noncash charge related to excess maintenance, repair and overhaul (MRO) inventory.

FIRST SIX MONTHS 2010 COMPARED WITH FIRST SIX MONTHS 2009

Net Sales

	Six Months Ended June 30,			
In millions	**2010**	**2009**	**Increase (Decrease)**	**Percent Change**
Paperboard Packaging	$1,702.4	$1,719.7	$(17.3)	(1.0%)
Multi-wall Bag	232.7	240.1	(7.4)	(3.1%)
Specialty Packaging	105.5	103.2	2.3	2.2%
Total	$2,040.6	$2,063.0	$(22.4)	(1.1%)

The components of the change in Net Sales by segment are as follows:

		Six Months Ended June 30,					
		Variances					
In millions	**2009**	**Price**	**Volume/Mix**		**Exchange**	**Total**	**2010**
			Divested Businesses	**Organic**			
Paperboard Packaging	$1,719.7	$(24.7)		$ 0.9	$6.5	$(17.3)	$1,702.4
Multi-wall Bag	240.1	(11.1)	(3.6)	7.3		(7.4)	232.7
Specialty Packaging	103.2	3.1	(8.9)	6.4	1.7	2.3	105.5

Total	$2,063.0	$(32.7)	$(12.5)	$14.6	$8.2	$(22.4)	$2,040.6

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Paperboard Packaging

The Company s Net Sales from paperboard packaging for the first six months of 2010 decreased by $17.3 million, or 1.0%, to $1,702.4 million from $1,719.7 million for the same period in 2009 as a result of lower pricing for consumer and beverage products and containerboard. The lower pricing for consumer and beverage products is primarily due to the timing of deflationary cost pass throughs as a result of deflation during 2009. The Company announced price increases which should impact sales in the second half of the year. Lower volume for consumer and beverage products was offset by increased volume for containerboard and open market CRB and CUK sales. The corrugated medium machine was down for 36 days during the first six months of 2009 due to softness in that market. The lower consumer products sales were due to a decision to exit lower margin business, as well as the continuing impact of general market conditions in which volume has remained steady in staples (e.g., dry mixes, cereal, pizza) and was flat or down in discretionary items (e.g., frozen foods, eating out). The decrease in beverage volume was due to general market conditions and shift from beer to wine and spirits which was partially offset by improved soft drink volumes and new international and non-carbonated beverage business. Favorable currency exchange rate changes, primarily in Australia and Japan, also positively impacted Net Sales.

Multi-wall Bag

The Company s Net Sales from multi-wall bag for the first six months of 2010 decreased by $7.4 million, or 3.1%, to $232.7 million from $240.1 million for the same period in 2009 as a result of lower pricing primarily due to negotiated deflationary pass throughs and the impact of the divested bag equipment business. These decreases were partially offset by higher volume as a result of market improvements in the building products, chemical and mineral industries.

Specialty Packaging

The Company s Net Sales from specialty packaging for the first six months of 2010 increased by $2.3 million, or 2.2%, to $105.5 million from $103.2 million for the same period in 2009 as a result of higher volume/mix due to market improvements in the building products, chemical, and food and pharmaceutical industries; higher pricing and favorable currency exchange rates in Canada, partially offset by the impact of the divested ink business.

Income (Loss) from Operations

	Six Months Ended June 30,			
In millions	**2010**	**2009**	**Increase (Decrease)**	**Percent Change[(a)]**
Paperboard Packaging	$150.7	$141.4	$ 9.3	6.6%
Multi-wall Bag	2.3	1.4	0.9	64.3%
Specialty Packaging	8.9	6.1	2.8	45.9%
Corporate	(79.5)	(27.8)	(51.7)	N.M.(a)
Total	$ 82.4	$121.1	$(38.7)	32.0%

Note:
(a) Percentage calculation not meaningful.

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The components of the change in Income (Loss) from Operations by segment are as follows:

	Six Months Ended June 30,							
		Variances						
In millions	**2009**	**Price**	**Volume/Mix**	**Inflation**	**Exchange**	**Other[(a)]**	**Total**	**2010**
Paperboard Packaging	$141.4	$(24.7)	$ (1.2)	$(18.4)	$(0.9)	$ 54.5	$ 9.3	$150.7
Multi-wall Bag	1.4	(11.1)	0.4	3.0		8.6	0.9	2.3
Specialty Packaging	6.1	3.1	0.7	(8.1)	0.2	6.9	2.8	8.9
Corporate	(27.8)				(3.8)	(47.9)	(51.7)	(79.5)
Total	$121.1	$(32.7)	$ (0.1)	$(23.5)	$(4.5)	$ 22.1	$(38.7)	$ 82.4

Note:
(a) Includes the Company s cost reduction initiatives and expenses related to the combination of Graphic Packaging Corporation and Altivity Packaging, LLC (the Altivity Transaction).

Paperboard Packaging

The Company s Income from Operations from paperboard packaging for the first six months of 2010 increased by $9.3 million, or 6.6%, to $150.7 million from $141.4 million for the same period in 2009 as a result of cost savings through continuous improvement programs and integration synergies primarily focused on maximizing productivity and minimizing waste in the production cycle. These cost savings were partially offset by the lower pricing in consumer and beverage products, inflation, and the lower volume. In 2009, the Company incurred higher accelerated depreciation related to assets that will be removed from service before the end of their useful lives due to facility closures, higher costs associated with the then pending closure of the Company s plant in Grenoble, France and higher unabsorbed fixed costs due to 36 days of market downtime. The inflation was primarily related to higher secondary fiber and wood ($28.6 million); freight ($3.7 million); other costs ($3.6 million); external board ($2.1 million); and resin and inks and coatings ($7.7 million). These higher costs were partially offset by lower energy costs ($20.6 million), mainly due to the price of natural gas, and chemicals ($6.7 million).

Multi-wall Bag

The Company s Income from Operations from multi-wall bag for the first six months of 2010 increased by $0.9 million, or 64.3%, to $2.3 million from $1.4 million for the same period in 2009 as a result of cost savings through continuous improvement programs and lower inflation, primarily for external paper. These cost savings were partially offset by the lower pricing. In the second quarter of 2009, the Company recorded accelerated depreciation for assets that would be removed from service before the end of their useful lives due to a facility closure.

Specialty Packaging

The Company s Income from Operations from specialty packaging for the first six months of 2010 increased by $2.8 million, or 45.9%, to $8.9 million from $6.1 million for the same period in 2009 as a result of cost savings and the higher pricing and volume. These increases were partially offset by higher costs, primarily for resin, and the gain on the sale of the ink business in 2009.

Corporate

The Company s Loss from Operations from corporate for the first six months of 2010 was $79.5 million compared to $27.8 million for the same period in 2009. The change was primarily due to the $55.3 million alternative fuel tax credit net of expenses received in the second quarter of 2009 and higher merger-related expense primarily for the charges related to finalizing restructuring activities and, in 2009, the charge related to MRO inventory.

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INTEREST EXPENSE, NET AND INCOME TAX EXPENSE

Interest Expense, Net

Interest Expense, Net was $90.0 million and $104.7 million for the first six months of 2010 and 2009, respectively. Interest Expense decreased due to lower levels of debt as well as lower average rates on the unhedged portion of the Company s debt. As of June 30, 2010, approximately 18% of the Company s total debt was subject to floating interest rates.

Income Tax Expense

During the first six months of 2010, the Company recognized Income Tax Expense of $18.8 million on Loss before Income Taxes and Equity in Net Earnings of Affiliates of $8.5 million. During the first six months of 2009, the Company recognized Income Tax Expense of $19.4 million on Income before Income Taxes and Equity in Net Earnings of Affiliates of $10.3 million. Income Tax Expense for the first six months of both 2010 and 2009 primarily relates to the noncash expense of $15.9 million, associated with the amortization of goodwill for tax purposes. The Company has approximately $1.3 billion of net operating loss carryforwards for U.S. federal income tax purposes, which may be used to offset future taxable income.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

The Company broadly defines liquidity as its ability to generate sufficient funds from both internal and external sources to meet its obligations and commitments. In addition, liquidity includes the ability to obtain appropriate debt and equity financing and to convert into cash those assets that are no longer required to meet existing strategic and financial objectives. Therefore, liquidity cannot be considered separately from capital resources that consist of current or potentially available funds for use in achieving long-range business objectives and meeting debt service commitments. The expiration of the alternative fuel tax credit on December 31, 2009 is not expected to negatively impact the Company s ability to fund operations, make appropriate capital expenditures or meet its annual debt reduction targets.

Cash Flows

	Six Months Ended June 30,	
In millions	**2010**	**2009**
Net Cash Provided by Operating Activities	$100.7	$ 173.9
Net Cash Used in Investing Activities	(42.2)	(57.1)
Net Cash Used in Financing Activities	(35.4)	(126.3)

Net cash provided by operating activities for the first six months of 2010 totaled $100.7 million, compared to $173.9 million for the same period in 2009. The decrease was primarily due to the alternative fuel tax credit received in 2009 of $51.6 million, higher working capital requirements of $37.7 million primarily as a result of higher inventory levels and increased contributions to the pension plans, partially offset by higher accruals associated with the finalization of the Company s restructuring activities. In 2009, a heightened focus on cash management drove down inventory levels.

Net cash used in investing activities for the first six months of 2010 totaled $42.2 million, compared to $57.1 million for the same period in 2009. This year over year change was due primarily to a decrease in capital spending of $26.7 million as a result of management s continued focus on tighter cash management.

Net cash used in financing activities for the first six months of 2010 totaled $35.4 million compared to net cash used in financing activities of $126.3 million for the same period in 2009. This decrease was primarily due to lower net payments under the Company s revolving credit facilities, partially offset by the Company s redemption in June 2010 of $34.9 million of its Senior Subordinated Notes due 2013.

In July 2009, the Company called an additional $67 million of its Senior Subordinated Notes due 2013 for settlement on August 16, 2010.

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Liquidity and Capital Resources

The Company s liquidity needs arise primarily from debt service on its substantial indebtedness and from the funding of its capital expenditures, ongoing operating costs and working capital. Principal and interest payments under the term loan facility and the revolving credit facility, together with principal and interest payments on the Company s 9.5% Senior Notes due 2017 and 9.5% Senior Subordinated Notes due 2013, represent significant liquidity requirements for the Company. Based upon current levels of operations, anticipated cost savings and expectations as to future growth, the Company believes that cash generated from operations, together with amounts available under its revolving credit facility and other available financing sources, will be adequate to permit the Company to meet its debt service obligations, necessary capital expenditure program requirements and ongoing operating costs and working capital needs, although no assurance can be given in this regard. The Company s future financial and operating performance, ability to service or refinance its debt and ability to comply with the covenants and restrictions contained in its debt agreements (see Covenant Restrictions) will be subject to future economic conditions, including conditions in the credit markets, and to financial, business and other factors, many of which are beyond the Company s control, and will be substantially dependent on the selling prices and demand for the Company s products, raw material and energy costs, and the Company s ability to successfully implement its overall business and profitability strategies.

Covenant Restrictions

The Credit Agreement and the Indentures limit the Company s ability to incur additional indebtedness. Additional covenants contained in the Credit Agreement and the Indentures, among other things, restrict the ability of the Company to dispose of assets, incur guarantee obligations, prepay other indebtedness, make dividends and other restricted payments, create liens, make equity or debt investments, make acquisitions, modify terms of the Indentures, engage in mergers or consolidations, change the business conducted by the Company and its subsidiaries, and engage in certain transactions with affiliates. Such restrictions, together with the highly leveraged nature of the Company and recent disruptions in the credit markets, could limit the Company s ability to respond to changing market conditions, fund its capital spending program, provide for unexpected capital investments or take advantage of business opportunities.

Under the terms of the Credit Agreement, the Company must comply with a maximum consolidated secured leverage ratio, which is defined as the ratio of: (a) total long-term and short-term indebtedness of the Company and its consolidated subsidiaries as determined in accordance with generally accepted accounting principles in the United States (U.S. GAAP), plus the aggregate cash proceeds received by the Company and its subsidiaries from any receivables or other securitization but excluding therefrom (i) all unsecured indebtedness, (ii) all subordinated indebtedness permitted to be incurred under the Credit Agreement, and (iii) all secured indebtedness of foreign subsidiaries to (b) Adjusted EBITDA, which we refer to as Credit Agreement EBITDA(1). Pursuant to this financial covenant, the Company must maintain a maximum consolidated secured leverage ratio of less than the following:

	Maximum Consolidated Secured Leverage Ratio(1)
October 1, 2009 and thereafter	4.75 to 1.00

Note:

(1) Credit Agreement EBITDA is defined in the Credit Agreement as consolidated net income before consolidated net interest expense, non-cash expenses and charges, total income tax expense, depreciation expense, expense associated with amortization of intangibles and other assets, non-cash provisions for reserves for discontinued operations, extraordinary, unusual or non-recurring gains or losses or charges or credits, gain or loss associated with sale or write-down of assets not in the ordinary course of business, any income or loss accounted for by the equity method of accounting, and projected run rate cost savings, prior to or within a twelve month period.

At June 30, 2010, the Company was in compliance with the financial covenant in the Credit Agreement and the ratio was as follows:

Consolidated Secured Leverage Ratio	2.89 to 1.00

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The Company s management believes that presentation of the consolidated secured leverage ratio and Credit Agreement EBITDA herein provides useful information to investors because borrowings under the Credit Agreement are a key source of the Company s liquidity, and the Company s ability to borrow under the Credit Agreement is dependent on, among other things, its compliance with the financial ratio covenant. Any failure by the Company to comply with this financial covenant could result in an event of default, absent a waiver or amendment from the lenders under such agreement, in which case the lenders may be entitled to declare all amounts owed to be due and payable immediately.

Credit Agreement EBITDA is a financial measure not calculated in accordance with U.S. GAAP, and is not a measure of net income, operating income, operating performance or liquidity presented in accordance with U.S. GAAP. Credit Agreement EBITDA should be considered in addition to results prepared in accordance with U.S. GAAP, but should not be considered a substitute for or superior to U.S. GAAP results. In addition, Credit Agreement EBITDA may not be comparable to EBITDA or similarly titled measures utilized by other companies because other companies may not calculate Credit Agreement EBITDA in the same manner as the Company does.

The calculations of the components of the maximum consolidated secured leverage ratio as of and for the twelve month period ended June 30, 2010 are listed below:

In millions	**Twelve Months Ended June 30, 2010**
Net Income	$ 38.5
Income Tax Expense	23.5
Interest Expense, Net	181.7
Depreciation and Amortization	301.2
Dividends Received, Net of Earnings of Equity Affiliates	(0.4)
Non-Cash Provisions for Reserves for Discontinued Operations	
Other Non-Cash Charges	47.5
Merger Related Expenses	80.4
Losses Associated with Sale/Write-Down of Assets	21.6
Other Non-Recurring/Extraordinary/Unusual Items	(83.3)
Projected Run Rate Cost Savings [(a)]	61.1
Credit Agreement EBITDA	$ 671.8

In millions	**As of June 30, 2010**
Short-Term Debt	$ 27.1
Long-Term Debt	2,738.6
Total Debt	$ 2,765.7
Less Adjustments [(b)]	822.5
Consolidated Secured Indebtedness	$ 1,943.2

Notes:

(a) As defined by the Credit Agreement, this represents projected cost savings expected by the Company to be realized as a result of specific actions taken or expected to be taken prior to or within twelve months of the period in which Credit Agreement EBITDA is to be calculated, net of the amount of actual benefits realized or expected to be realized from such actions.

The terms of the Credit Agreement limit the amount of projected run rate cost savings that may be used in calculating Credit Agreement EBITDA by stipulating that such amount may not exceed the lesser of (i) ten percent of EBITDA as defined in the Credit Agreement for the last twelve-month period (before giving effect to projected run rate cost savings) and (ii) $100 million. As a result, in calculating Credit Agreement EBITDA above, the Company used projected run rate cost savings of $61.1 million or ten percent of EBITDA as calculated in accordance with the Credit Agreement, which amount is lower than total projected cost savings identified by the Company, net of actual benefits realized for the twelve month period ended June 30, 2010. Projected run rate cost savings were calculated by the Company solely for its use in calculating Credit Agreement EBITDA for purposes of determining compliance with the maximum consolidated secured leverage ratio contained in the Credit Agreement and should not be used for any other purpose.

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(b) Represents consolidated indebtedness/securitization that is either (i) unsecured, or (ii) all subordinated indebtedness permitted to be incurred under the Credit Agreement, or secured indebtedness permitted to be incurred by the Company s foreign subsidiaries per the Credit Agreement.

If inflationary pressures on key inputs resume, or depressed selling prices, lower sales volumes, increased operating costs or other factors have a negative impact on the Company s ability to increase its profitability, the Company may not be able to maintain its compliance with the financial covenant in its Credit Agreement. The Company s ability to comply in future periods with the financial covenant in the Credit Agreement will depend on its ongoing financial and operating performance, which in turn will be subject to economic conditions and to financial, business and other factors, many of which are beyond the Company s control, and will be substantially dependent on the selling prices for the Company s products, raw material and energy costs, and the Company s ability to successfully implement its overall business strategies, and meet its profitability objective. If a violation of the financial covenant or any of the other covenants occurred, the Company would attempt to obtain a waiver or an amendment from its lenders, although no assurance can be given that the Company would be successful in this regard. The Credit Agreement and the Indentures have certain cross-default or cross-acceleration provisions; failure to comply with these covenants in any agreement could result in a violation of such agreement which could, in turn, lead to violations of other agreements pursuant to such cross-default or cross-acceleration provisions. If an event of default occurs, the lenders are entitled to declare all amounts owed to be due and payable immediately. The Credit Agreement is collateralized by substantially all of the Company s domestic assets.

Capital Investment

The Company s capital investment in the first six months of 2010 was $39.7 million compared to $66.4 million in the first six months of 2009. During the first six months of 2010, the Company had capital spending of $27.2 million for improving process capabilities, $8.6 million for capital spares and $3.9 million for manufacturing packaging machinery.

Environmental Matters

Some of the Company s current and former facilities are the subject of environmental investigations and remediations resulting from historical operations and the release of hazardous substances or other constituents. Some current and former facilities have a history of industrial usage for which investigation and remediation obligations may be imposed in the future or for which indemnification claims may be asserted against the Company. Also, potential future closures or sales of facilities may necessitate further investigation and may result in future remediation at those facilities. The Company has established reserves for those facilities or issues where liability is probable and the costs are reasonably estimable.

For further discussion of the Company s environmental matters, see Note 9 in Part I, Item 1, Notes to Condensed Consolidated Financial Statements.

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of net sales and expenses during the reporting period. Actual results could differ from these estimates, and changes in these estimates are recorded when known. The critical accounting policies used by management in the preparation of the Company s consolidated financial statements are those that are important both to the presentation of the Company s financial condition and results of operations and require significant judgments by management with regard to estimates used.

The Company s most critical accounting policies which require significant judgment or involve complex estimations are described in GPHC s Annual Report on Form 10-K for the year ended December 31, 2009.

NEW ACCOUNTING STANDARDS

For a discussion of recent accounting pronouncements impacting the Company, see Note 1 in Part I, Item 1, Notes to Condensed Consolidated Financial Statements.

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BUSINESS OUTLOOK

The Company expects to realize between $90 million and $110 million of year over year operating cost savings from its continuous improvement programs, including Lean Sigma manufacturing projects, and integration synergies.

Total capital investment for 2010 is expected to be approximately $130 million and is expected to relate principally to the Company s process capability improvements (approximately $103 million), acquiring capital spares (approximately $20 million), and producing packaging machinery (approximately $7 million).

The Company also expects the following in 2010:

Depreciation and amortization of approximately $310 million.

Interest expense of $175 million to $180 million, including $9 million of noncash interest expense associated with amortization of debt issuance costs.

Net debt reduction of approximately $200 million.

Pension plan contributions of $45 million to $70 million.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

For a discussion of certain market risks related to the Company, see Part II, Item 7A, Quantitative and Qualitative Disclosure about Market Risk , in GPHC s Annual Report on Form 10-K for the year ended December 31, 2009. There have been no significant developments with respect to derivatives or exposure to market risk during the first six months of 2010. For a discussion of the Company s Financial Instruments, Derivatives and Hedging Activities, see GPHC s Annual Report on Form 10-K for the year ended December 31, 2009 and Management s Discussion and Analysis of Financial Condition and Results of Operations Financial Condition, Liquidity and Capital Resources.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company s management has carried out an evaluation, with the participation of its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company s disclosure controls and procedures pursuant to Rule 13a-15 of the Securities Exchange Act of 1934, as amended. Based upon such evaluation, management has concluded that the Company s disclosure controls and procedures were effective as of June 30, 2010.

Changes in Internal Control over Financial Reporting

There was no change in the Company s internal control over financial reporting that occurred during the fiscal quarter ended June 30, 2010 that has materially affected, or is likely to materially affect, the Company s internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is a party to a number of lawsuits arising in the ordinary conduct of its business. Although the timing and outcome of these lawsuits cannot be predicted with certainty, the Company does not believe that disposition of these lawsuits will have a material adverse effect on the Company s consolidated financial position, results of operations or cash flows. For more information see Management s Discussion and Analysis of Financial Condition and Results of Operations Environmental Matters.

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ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors previously disclosed in GPHC s Annual Report on Form 10-K for the year ended December 31, 2009.

ITEM 6. EXHIBITS

a) Exhibit Index

Exhibit Number	Description
31.1	Certification required by Rule 13a-14(a).
31.2	Certification required by Rule 13a-14(a).
32.1	Certification required by Section 1350 of Chapter 63 of Title 18 of the United States Code.
32.2	Certification required by Section 1350 of Chapter 63 of Title 18 of the United States Code.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

GRAPHIC PACKAGING HOLDING COMPANY
(Registrant)

/s/ STEPHEN A. HELLRUNG Stephen A. Hellrung	Senior Vice President, General Counsel and Secretary	August 5, 2010
/s/ DANIEL J. BLOUNT Daniel J. Blount	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	August 5, 2010
/s/ DEBORAH R. FRANK Deborah R. Frank	Vice President and Chief Accounting Officer (Principal Accounting Officer)	August 5, 2010

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