

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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the fiscal year ended December 31, 2016

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 1-3157

**INTERNATIONAL PAPER COMPANY**

(Exact name of registrant as specified in its charter)

**New York**

(State or other jurisdiction of incorporation or organization)

**13-0872805**

(I.R.S. Employer Identification No.)

**6400 Poplar Avenue  
Memphis, Tennessee**

(Address of principal executive offices)

**38197**

(Zip Code)

**Registrant's telephone number, including area code: (901) 419-9000**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$1 per share par value	New York Stock Exchange

**Securities Registered Pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (section 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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

The aggregate market value of the Company's outstanding common stock held by non-affiliates of the registrant, computed by reference to the closing price as reported on the New York Stock Exchange, as of the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2016) was approximately \$17,330,052,160 .

The number of shares outstanding of the Company's common stock as of February 17, 2017 was 411,255,197 .

Documents incorporated by reference:

Portions of the registrant's proxy statement filed within 120 days of the close of the registrant's fiscal year in connection with registrant's 2017 annual meeting of shareholders are incorporated by reference into Part III of this Form 10-K.

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## **PART I.**

### **ITEM 1. BUSINESS**

#### **GENERAL**

International Paper Company (the “Company” or “International Paper,” which may also be referred to as “we” or “us”) is a global producer of renewable fiber-based packaging, pulp and paper products with manufacturing operations in North America, Latin America, Europe, North Africa, Asia and Russia. We are a New York corporation, incorporated in 1941 as the successor to the New York corporation of the same name organized in 1898. Our home page on the Internet is [www.internationalpaper.com](http://www.internationalpaper.com). You can learn more about us by visiting that site.

In the United States, at December 31, 2016, the Company operated 29 pulp, paper and packaging mills, 170 converting and packaging plants, 16 recycling plants and three bag facilities. Production facilities at December 31, 2016 in Canada, Europe, Asia, Africa, India, Latin America included 17 pulp, paper and packaging mills, 68 converting and packaging plants, and two recycling plants. We operate a printing and packaging products distribution business principally through 12 branches in Asia. At December 31, 2016, we owned or managed approximately 329,000 acres of forestland in Brazil and had, through licenses and forest management agreements, harvesting rights on government-owned forestlands in Russia. Substantially all of our businesses have experienced, and are likely to continue to experience, cycles relating to industry capacity and general economic conditions.

For management and financial reporting purposes, our businesses are separated into four segments: Industrial Packaging; Global Cellulose Fibers; Printing Papers; and Consumer Packaging. Subsequent to the acquisition of the Weyerhaeuser pulp business in December 2016, the Company began reporting the Global Cellulose Fibers business as a separate business segment due to the increased materiality of the results of this business. This segment includes the Company's legacy pulp business and the newly acquired pulp business. As such, amounts related to the legacy pulp business have been reclassified out of the Printing Papers business segment and into the new Global Cellulose Fibers business segment for all prior periods.

A description of these business segments can be found on pages 24 and 25 of [Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations](#). The Company's 50% equity interest in Ilim Holding S.A. (“Ilim”) is also a separate reportable industry segment.

From 2012 through 2016, International Paper's capital expenditures approximated \$6.8 billion, excluding mergers and acquisitions. These expenditures reflect

our continuing efforts to improve product quality and environmental performance, as well as lower costs and maintain reliability of operations. Capital spending in 2016 was approximately \$1.3 billion and is expected to be approximately \$1.5 billion in 2017. You can find more information about capital expenditures on pages 30 and 31 of [Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations](#).

Discussions of acquisitions can be found on page 31 of [Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations](#).

You can find discussions of restructuring charges and other special items on pages 23 and 24 of [Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations](#).

*Throughout this Annual Report on Form 10-K, we “incorporate by reference” certain information in parts of other documents filed with the Securities and Exchange Commission (SEC). The SEC permits us to disclose important information by referring to it in that manner. Please refer to such information. Our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, along with all other reports and any amendments thereto filed with or furnished to the SEC, are publicly available free of charge on the Investor Relations section of our Internet Web site at [www.internationalpaper.com](http://www.internationalpaper.com) as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The information contained on or connected to our Web site is not incorporated by reference into this Form 10-K and should not be considered part of this or any other report that we filed with or furnished to the SEC.*

#### **FINANCIAL INFORMATION CONCERNING INDUSTRY SEGMENTS**

The financial information concerning segments is set forth in [Note 19 Financial Information by Industry Segment and Geographic Area](#) on pages 79 through 81 of [Item 8. Financial Statements and Supplementary Data](#).

#### **FINANCIAL INFORMATION ABOUT INTERNATIONAL AND U.S. OPERATIONS**

The financial information concerning international and U.S. operations and export sales is set forth in [Note 19 Financial Information by Industry Segment and Geographic Area](#) on page 81 of [Item 8. Financial Statements and Supplementary Data](#).

#### **COMPETITION AND COSTS**

The markets in the pulp, paper and packaging product lines are large and fragmented. The major markets, both U.S. and non-U.S., in which the Company sells its principal products are very competitive. Our products

compete with similar products produced by other forest products companies. We also compete, in some instances, with companies in other industries and against substitutes for wood-fiber products.

Many factors influence the Company's competitive position, including price, cost, product quality and services. You can find more information about the impact of these factors on operating profits on pages 18 through 30 of [Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations](#). You can find information about the Company's manufacturing capacities on page A-4 of [Appendix II](#).

## SALES VOLUMES BY PRODUCT

Sales volumes of major products for 2016, 2015 and 2014 were as follows:

### Sales Volumes by Product (1)

<i>In thousands of short tons (except as noted)</i>	2016	2015	2014
<b>Industrial Packaging</b>			
North American Corrugated Packaging (3)	10,392	10,284	10,355
North American Containerboard	3,091	3,110	3,035
North American Recycling	2,402	2,379	2,459
North American Saturated Kraft	182	156	186
North American Gypsum/Release Kraft	200	171	168
North American Bleached Kraft	24	23	26
EMEA Industrial Packaging (3) (4)	1,477	1,417	1,379
Asian Box (3) (5)	208	426	407
Brazilian Packaging	371	348	362
<b>Industrial Packaging</b>	<b>18,347</b>	<b>18,314</b>	<b>18,377</b>
<b>Cellulose Fibers ( in thousands of metric tons) (2)</b>	<b>1,870</b>	<b>1,575</b>	<b>1,612</b>
<b>Printing Papers</b>			
U.S. Uncoated Papers	1,872	1,879	1,968
European and Russian Uncoated Papers	1,536	1,493	1,531
Brazilian Uncoated Papers	1,114	1,125	1,141
Indian Uncoated Papers	241	241	231
<b>Uncoated Papers</b>	<b>4,763</b>	<b>4,738</b>	<b>4,871</b>
<b>Consumer Packaging</b>			
North American Consumer Packaging	1,189	1,425	1,486
European and Russian Coated Paperboard	393	381	354
Asian Coated Paperboard (6)	—	958	1,358
<b>Consumer Packaging</b>	<b>1,582</b>	<b>2,764</b>	<b>3,198</b>

(1) Includes third-party and inter-segment sales and excludes sales of equity investees.

(2) Includes North American, European and Brazilian volumes and internal sales to mills. Includes sales volumes from the newly acquired pulp business beginning December 1, 2016.

(3) Volumes for corrugated box sales reflect consumed tons sold (CTS). Board sales by these businesses reflect invoiced tons.

(4) Excludes newsprint sales volumes at Madrid, Spain mill.

(5) Includes sales volumes through the date of sale on June 30, 2016.

(6) Includes sales volumes through the date of sale in October 2015.

## **RESEARCH AND DEVELOPMENT**

The Company operates its primary research and development center in Loveland, Ohio, as well as several other product development facilities, including the Global Cellulose Fibers technology center in Federal Way, Washington that was acquired in 2016. Additionally, the Company has an interest in ArborGen, Inc., a joint venture with certain other forest products companies.

We direct research and development activities to short-term, long-term and technical assistance needs of customers and operating divisions, and to process, equipment and product innovations. Activities include product development within the operating divisions; studies on innovation and improvement of pulping, bleaching, chemical recovery, papermaking, converting and coating processes; packaging design and materials development; mechanical packaging systems, environmentally sensitive printing inks and reduction of environmental discharges; re-use of raw materials in manufacturing processes; recycling of consumer and packaging paper products; energy conservation; applications of computer controls to manufacturing operations; innovations and improvement of products; and development of various new products. Our development efforts specifically address product safety as well as the minimization of solid waste. The cost to the Company of its research and development operations was \$20 million in 2016, \$27 million in 2015, and \$16 million in 2014.

We own numerous patents, copyrights, trademarks, trade secrets and other intellectual property rights relating to our products and to the processes for their production. We also license intellectual property rights to and from others where advantageous or necessary. Many of the manufacturing processes are among our trade secrets. Some of our products are covered by U.S. and non-U.S. patents and are sold under well known trademarks. We derive a competitive advantage by protecting our trade secrets, patents, trademarks and other intellectual property rights, and by using them as required to support our businesses.

## **ENVIRONMENTAL PROTECTION**

International Paper is subject to extensive federal and state environmental regulation as well as similar regulations internationally. Our continuing objectives include: (1) controlling emissions and discharges from our facilities into the air, water and groundwater to avoid adverse impacts on the environment, and (2) maintaining compliance with applicable laws and regulations. The Company spent \$83 million in 2016 for capital projects to control environmental releases into the air and water, and to assure environmentally sound management and disposal of waste. The 2016 spend

included costs associated with the U.S. Environmental Protection Agency's (EPA) Boiler MACT (maximum achievable control technology) regulations. We expect to spend \$111 million in 2017 for environmental capital projects. Capital expenditures for 2018 environmental projects are anticipated to be approximately \$54 million. Capital expenditures for 2019 environmental projects are estimated to be \$51 million. On January 31, 2013, EPA issued the final suite of Boiler MACT regulations. These regulations require owners of specified boilers to meet revised air emissions standards for certain substances. Several lawsuits have been filed to challenge all or portions of the Boiler MACT regulations. On December 23, 2016, the U.S. Court of Appeals for the D.C. Circuit remanded the Boiler MACT regulations to EPA requiring the agency to revise emission standards for boiler subcategories that had been affected by flawed calculations. The Court determined that the existing MACT standards should remain in place while the revised standards are being developed, but did not establish a deadline for EPA to complete the rulemaking. As such, the projected capital expenditures for environmental projects represent our current best estimate of future expenditures with the recognition that the Boiler MACT regulations could change as a result of new, revised standards.

Amendments lowering National Ambient Air Quality Standards (NAAQS) for sulfur dioxide (SO<sub>2</sub>), nitrogen dioxide (NO<sub>2</sub>), fine particulate (PM<sub>2.5</sub>), and ozone have been finalized in recent years but to date have not had a material impact on the Company.

## **CLIMATE CHANGE**

Climate change refers to any significant change in the measure of the earth's climatic conditions such as temperature, precipitation, or winds that persist for decades or longer. Climate change can be caused by natural factors, such as changes in the sun's intensity and ocean circulation, and human activities can also affect the composition of the earth's atmosphere, such as from the burning of fossil fuels. In an effort to mitigate the potential of climate change impacts from human activities, various international, national and sub-national (regional, state and local) governmental actions have been undertaken. Presently, these efforts have not materially impacted International Paper, but such efforts may have a material impact on the Company in the future.

### ***International Efforts***

A successor program to the 1997 Kyoto Protocol, the Paris Agreement went into effect in November 2016 which continued international efforts and voluntary commitments toward reducing Greenhouse gasses (GHGs). Consistent with this objective, participating

countries aim to balance GHG emissions generation and removal in the second half of this century, or in effect achieve a net-zero global GHG emissions. As part of the Paris agreement, many countries, including the U.S. and EU member states, established non-binding emissions reduction targets. The U.S non-binding commitment is for GHG emissions to be 7% below 2005 GHG emissions levels by 2020 and 26% to 28% below by 2025. Other countries in which we do business made similar non-binding commitments. The Company's voluntary GHG reductions, which are set out in the annual Global Reporting Initiative (GRI) report, are roughly in line with the percentages of the U.S. target reductions. It is not clear at this time what, if any, further reductions by the Company might be required by the countries in which we operate. Due to this uncertainty, it is not possible at this time to estimate the potential impacts of agreements on the Company.

To assist member countries in meeting obligations under the Kyoto Protocol, the EU established and continues to operate an Emissions Trading System (EU ETS). Currently, we have two sites directly subject to regulation under Phase III of the EU ETS, one in Poland and one in France. Other sites that we operate in the EU experience indirect impacts of the EU ETS through purchased power pricing. Neither the direct nor indirect impacts of the EU ETS have been material to the Company, but they could be material to the Company in the future depending on how the Paris Agreement non-binding commitments or allocation of and market prices for GHG credits under existing rules evolve over the coming years.

### **National Efforts**

In the U.S., the 1997 Kyoto Protocol was not ratified and Congress has not passed GHG legislation. EPA however has enacted regulations to: (i) control GHGs from mobile sources by adopting transportation fuel efficiency standards; (ii) control GHG emissions from new Electric Generating Units (EGUs), (iii) require reporting of GHGs from sources of GHGs greater than 25,000 tons per year, (iv) in 2015, require states to develop plans to reduce GHGs from utility electric generating units (EGUs) and (v) in 2016 EPA took the first steps in the process of developing emissions standards for existing sources in the oil and gas sector. The EPA has not yet identified the pulp and paper industry in the sectors to be covered by new standards. However, we anticipate that at some future time pulp and paper sources may be subject to new GHG NSPS rules. It is unclear what impacts, if any, future GHG NSPS rules will have on the Company's operations.

In 2015, EPA promulgated the Clean Power Plan (CPP) rule to address climate change by reducing carbon dioxide (CO<sub>2</sub>) and other designated greenhouse gas pollutant emissions from utility EGUs. In response,

states are to develop and begin implementing programs to reduce GHGs from EGUs by about 32 percent by the 2022 to 2033 timeframe as compared to 2005 baseline levels. These plans, if implemented could pose potential cost increases for electricity purchased by the Company. The magnitude of cost increases to the Company, if any, are not possible to estimate reliably at this time. Adding to the uncertainty, states and some industry parties have filed lawsuits challenging the rule, and on February 9, 2016, the U.S. Supreme Court granted a stay of the Clean Power Plan. The stay will remain in effect until final disposition of the case, and as such, the rule's potential impact on the Company remains unclear.

### **State, Regional and Local Measures**

A few U.S. states have enacted or are considering legal measures to require the reduction of emissions of GHGs by companies and public utilities, primarily through the development of GHG emission inventories or regional GHG cap-and-trade programs. California has already enacted such a program and similar actions are being considered by Oregon. The Company does not have any sites currently subject to California's GHG regulatory plan and since the Oregon program is still being developed, it is too early to know how or if Company owned sites in Oregon may be affected. There may be indirect impacts from changing input costs (such as electricity) at some of our California converting operations but these have yet to manifest themselves in material impacts. Although we are monitoring proposed programs in other states, it is unclear what impacts, if any, state-level GHG rules will have on the Company's operations. Further state measures are under substantive review as they respond to EPA's 2015 Clean Power Plan and develop an implementation plan over the next 1 to 3 years. The CPP allows significant flexibility in how states develop their plans, so the uncertainty regarding potential impacts will remain high until more specificity is reached and individual power companies develop their compliance strategies.

### **Summary**

Regulation of GHGs continues to evolve in various countries in which we do business. While it is likely that there will be increased governmental action regarding GHGs and climate change, any material impact to the company is not likely to occur before 2020 and at this time it is not reasonably possible to estimate Company costs of compliance with rules that have not yet been adopted or implemented and may not be adopted or implemented in the future. In addition to possible direct impacts, future legislation and regulation could have indirect impacts on International Paper, such as higher prices for transportation, energy and other inputs, as well as more protracted air permitting processes,

causing delays and higher costs to implement capital projects. International Paper has controls and procedures in place to stay informed about developments concerning possible climate change legislation and regulation in the U.S. and in other countries where we operate. We regularly assess whether such legislation or regulation may have a material effect on the Company, its operations or financial condition, and whether we have any related disclosure obligations.

Additional information regarding climate change and International Paper is available in our 2015 Global Reporting Initiative (GRI) report found at <http://www.internationalpaper.com/docs/default-source/english/sustainability/2015-gri-report.pdf?sfvrsn=26> though this information is not incorporated by reference into this Form 10-K and should not be considered part of this or any other report that we file with or furnish to the SEC.

## **EMPLOYEES**

As of December 31, 2016, we have approximately 55,000 employees, nearly 36,000 of whom are located in the United States. Of the U.S. employees, approximately 25,000 are hourly, with unions representing approximately 15,000 employees. Approximately 11,500 of this number are represented by the United Steelworkers union (USW).

International Paper, the USW, and several other unions have entered into two master agreements covering various mills and converting facilities. These master agreements cover several specific items, including wages, select benefit programs, successorship, employment security, and health and safety. Individual facilities continue to have local agreements for other subjects not covered by the master agreements. If local facility agreements are not successfully negotiated at the time of expiration, under the terms of the master agreements the local contracts will automatically renew with the same terms in effect. The mill master agreement covers 19 of our U.S. pulp, paper, and packaging mills; the converting agreement includes 61 of our converting facilities. In addition, International Paper is party to a master agreement with District Council 2, International Brotherhood of Teamsters, covering 13 additional converting facilities.

During 2016, local labor agreements were negotiated at four mills and 13 converting facilities. Two of these were locations not covered by a master agreement. In 2017, local labor agreements are scheduled to be negotiated at 24 facilities, including seven mills and 17 converting facilities. 23 of these agreements will automatically renew under the terms of the applicable master agreement if new agreements are not reached.

## **EXECUTIVE OFFICERS OF THE REGISTRANT**

**Mark S. Sutton**, 55, chairman (since January 1, 2015) & chief executive officer (since November 1, 2014). Mr. Sutton previously served as president & chief operating officer from June 1, 2014 to October 31, 2014, senior vice president - industrial packaging from November 2011 to May 31, 2014, senior vice president - printing and communications papers of the Americas from 2010 until 2011, senior vice president - supply chain from 2008 to 2009, vice president - supply chain from 2007 until 2008, and vice president - strategic planning from 2005 until 2007. Mr. Sutton joined International Paper in 1984. Mr. Sutton serves on the board of directors of The Kroger Company. He is a member of The Business Council and the Business Roundtable and serves on the American Forest & Paper Association board of directors and the international advisory board of the Moscow School of Management - Skolkovo. He was appointed chairman of the U.S. Russian Business Council and was also appointed to the U.S. Section of the U.S.-Brazil CEO Forum. He also serves on the board of directors of Memphis Tomorrow and board of governors for New Memphis Institute. Mr. Sutton has been a director since June 1, 2014.

**W. Michael Amick, Jr.**, 53, senior vice president - paper the Americas since January 1, 2017. Mr. Amick previously served as senior vice president - North American papers & consumer packaging from July 2016 until December 2016, senior vice president - North American papers, pulp & consumer packaging from November 2014 until June 2016, vice president - president, IP India, from August 2012 to October 2014, and vice president and general manager for the coated paperboard business from 2010 to 2012. Mr. Amick joined International Paper in 1990.

**C. Cato Ealy**, 60, senior vice president - corporate development since 2003. Mr. Ealy is a director of Ilim Holding S.A., a Swiss holding company in which International Paper holds a 50% interest, and of its subsidiary, Ilim Group. Mr. Ealy joined International Paper in 1992.

**William P. Hoel**, 60, senior vice president since January 2017. Mr. Hoel previously served as senior vice president - Container The Americas from February 2012 until December 2016, vice president, Container The Americas, from 2005 until 2012, senior vice president, corporate sales and marketing, from 2004 until 2005, and vice president, Wood Products, from 2000 until 2004. Mr. Hoel joined International Paper in 1983.

**Tommy S. Joseph**, 57, senior vice president - manufacturing, technology, EH&S and global sourcing since January 2010. Mr. Joseph previously

served as senior vice president - manufacturing, technology, EH&S from February 2009 until December 2009, and vice president - technology from 2005 until February 2009. Mr. Joseph is a director of Ilim Holding S.A., a Swiss Holding Company in which International Paper holds a 50% interest, and of its subsidiary, Ilim Group. Mr. Joseph joined International Paper in 1983.

**Thomas G. Kadien**, 60, senior vice president - human resources, government relations & global citizenship since November 1, 2014. Mr. Kadien previously served as senior vice president - consumer packaging and IP Asia from January 2010 to October 31, 2014, and senior vice president and president - xpedx from 2005 until 2009. Mr. Kadien serves on the board of directors of The Sherwin-Williams Company. Mr. Kadien joined International Paper in 1978.

**Glenn R. Landau**, 48, senior vice president - finance since January 1, 2017. Mr. Landau previously served as senior vice president - president, IP Latin America from November 2014 through December 2016, vice president - president IP Latin America from 2013 to October 2014, vice president - investor relations from 2011 to 2013, and vice president and general manager, containerboard and recycling from 2007 to 2011. Mr. Landau joined International Paper in 1991.

**Timothy S. Nicholls**, 55, senior vice president - industrial packaging the Americas since January 1, 2017. Mr. Nicholls previously served as senior vice president - industrial packaging from November 2014 through December 2016, senior vice president - printing and communications papers of the Americas from November 2011 through October 2014, senior vice president and chief financial officer from 2007 until 2011, vice president and executive project leader of IP Europe during 2007, and vice president and chief financial officer - IP Europe from 2005 until 2007. Mr. Nicholls joined International Paper in 1991.

**Jean-Michel Ribieras**, 54, senior vice president - global cellulose fibers since July 2016. Mr. Ribieras previously served as senior vice president - president, IP Europe, Middle East, Africa & Russia from 2013 until June 2016, and president - IP Latin America from 2009 until 2013. Mr. Ribieras is a director of Ilim Holding S.A., a Swiss holding company in which International Paper holds a 50% interest, and of its subsidiary, Ilim Group. Mr. Ribieras joined International Paper in 1993.

**Carol L. Roberts**, 57, senior vice president & chief financial officer since November 2011. Ms. Roberts previously served as senior vice president - industrial packaging from 2008 until 2011 and senior vice president - IP packaging solutions from 2005 until 2008. Ms. Roberts serves on the board of directors of

Alcoa Corp., VF Corporation, the Yale University Presidents Advisory Council, and the local governing board of the University of Memphis. Ms. Roberts joined International Paper in 1981.

**Sharon R. Ryan**, 57, senior vice president, general counsel & corporate secretary since November 2011. Ms. Ryan previously served as vice president, acting general counsel & corporate secretary from May 2011 until November 2011, vice president from March 2011 until May 2011, associate general counsel, chief ethics and compliance officer from 2009 until 2011, and associate general counsel from 2006 until 2009. Ms. Ryan joined International Paper in 1988.

**John V. Sims**, 54, senior vice president - president, IP Europe, Middle East, Africa & Russia since July 2016. Mr. Sims previously served as vice president and general manager, European papers from March 2016 until June 2016, vice president & general manager, North American papers from 2013 until February 2016, and vice president, finance and strategy, industrial packaging, from 2009 until 2013. Mr. Sims is a director of Ilim Holding S.A., a Swiss Holding Company in which International Paper holds a 50% interest, and of its subsidiary, Ilim Group. Mr. Sims joined International Paper in 1994.

**Catherine I. Slater**, 53, senior vice president - consumer packaging since December 2016. Ms. Slater joined International Paper from Weyerhaeuser Company in December 2016, effective with the completion of the acquisition of Weyerhaeuser's cellulose fibers business, which she previously led. Ms. Slater's 24-year career with Weyerhaeuser included leadership roles in manufacturing, printing papers, consumer products, wood products, distribution and the cellulose fibers business.

**Gregory T. Wanta**, 51, senior vice president - North American container since December 2016. Mr. Wanta has served in a variety of roles of increasing responsibility in manufacturing and commercial leadership roles in specialty papers, coated paperboard, printing papers, foodservice and industrial packaging, including vice president, central region, Container the Americas, from January 2012 through November 2016. Mr. Wanta joined International Paper in 1991.

## **RAW MATERIALS**

Raw materials essential to our businesses include wood fiber, purchased in the form of pulpwood, wood chips and old corrugated containers (OCC), and certain chemicals, including caustic soda and starch. Information concerning fiber supply purchase agreements that were entered into in connection with the Company's 2006 Transformation Plan, the 2008

acquisition of Weyerhaeuser Company's Containerboard, Packaging and Recycling business and the 2016 acquisition of Weyerhaeuser's pulp business is presented in [Note 11 Commitments and Contingent Liabilities](#) on page 61 of [Item 8. Financial Statements and Supplementary Data](#).

## **FORWARD-LOOKING STATEMENTS**

Certain statements in this Annual Report on Form 10-K (including the exhibits hereto) that are not historical in nature may be considered "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are often identified by the words, "will," "may," "should," "continue," "anticipate," "believe," "expect," "plan," "appear," "project," "estimate," "intend," and words of a similar nature. These statements are not guarantees of future performance and reflect management's current views with respect to future events, which are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in these statements. Factors which could cause actual results to differ include but are not limited to: (i) the level of our indebtedness and changes in interest rates; (ii) industry conditions, including but not limited to changes in the cost or availability of raw materials, energy and transportation costs, competition we face, cyclicalities and changes in consumer preferences, demand and pricing for our products; (iii) global economic conditions and political changes, including but not limited to the impairment of financial institutions, changes in currency exchange rates, credit ratings issued by recognized credit rating organizations, the amount of our future pension funding obligation, changes in tax laws and pension and health care costs; (iv) unanticipated expenditures related to the cost of compliance with existing and new environmental and other governmental regulations and to actual or potential litigation; (v) changes in our estimates for the costs and insurance coverage associated with the recent incident at our Pensacola, Florida mill and for the time required to resume full operations at the mill; (vi) whether we experience a material disruption at one of our other manufacturing facilities; (vii) risks inherent in conducting business through a joint venture; (viii) the failure to realize the expected synergies and cost-savings from our purchase of the cellulose fibers business of Weyerhaeuser Company; and (ix) our ability to achieve the benefits we expect from all other acquisitions, divestitures and restructurings. These and other factors that could cause or contribute to actual results differing materially from such forward looking statements are discussed in greater detail below in "Item 1A. Risk Factors." We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

## **ITEM 1A. RISK FACTORS**

In addition to the risks and uncertainties discussed elsewhere in this Annual Report on Form 10-K (particularly in [Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations](#)), or in the Company's other filings with the Securities and Exchange Commission, the following are some important factors that could cause the Company's actual results to differ materially from those projected in any forward-looking statement.

### **RISKS RELATING TO INDUSTRY CONDITIONS**

**CHANGES IN THE COST OR AVAILABILITY OF RAW MATERIALS, ENERGY AND TRANSPORTATION COULD AFFECT OUR PROFITABILITY.** We rely heavily on the use of certain raw materials (principally virgin wood fiber, recycled fiber, caustic soda and starch), energy sources (principally natural gas, coal and fuel oil) and third-party companies that transport our goods. The market price of virgin wood fiber varies based upon availability and source. In addition, the increase in demand of products manufactured, in whole or in part, from recycled fiber, on a global basis, may cause an occasional tightening in the supply of recycled fiber. Energy prices, in particular prices for oil and natural gas, have fluctuated dramatically in the past and may continue to fluctuate in the future. Our profitability has been, and will continue to be, affected by changes in the costs and availability of such raw materials, energy sources and transportation sources.

**THE INDUSTRIES IN WHICH WE OPERATE EXPERIENCE BOTH ECONOMIC CYCLICALITY AND CHANGES IN CONSUMER PREFERENCES. FLUCTUATIONS IN THE PRICES OF, AND THE DEMAND FOR, OUR PRODUCTS COULD MATERIALLY AFFECT OUR FINANCIAL CONDITION, RESULTS OF OPERATIONS AND CASH FLOWS.** Substantially all of our businesses have experienced, and are likely to continue to experience, cycles relating to industry capacity and general economic conditions. The length and magnitude of these cycles have varied over time and by product. In addition, changes in consumer preferences may increase or decrease the demand for our fiber-based products and non-fiber substitutes. These consumer preferences affect the prices of our products. Consequently, our operating cash flow is sensitive to changes in the pricing and demand for our products.

**COMPETITION IN THE UNITED STATES AND INTERNATIONALLY COULD NEGATIVELY IMPACT OUR FINANCIAL RESULTS.** We operate in a competitive environment, both in the United States and internationally, in all of our operating segments. Product innovations, manufacturing and operating efficiencies, and marketing, distribution and pricing strategies

pursued or achieved by competitors could negatively impact our financial results.

## **RISKS RELATING TO MARKET AND ECONOMIC FACTORS**

**ADVERSE DEVELOPMENTS IN GENERAL BUSINESS AND ECONOMIC CONDITIONS COULD HAVE AN ADVERSE EFFECT ON THE DEMAND FOR OUR PRODUCTS AND OUR FINANCIAL CONDITION AND RESULTS OF OPERATIONS.** General economic conditions may adversely affect industrial non-durable goods production, consumer spending, commercial printing and advertising activity, white-collar employment levels and consumer confidence, all of which impact demand for our products. In addition, volatility in the capital and credit markets, which impacts interest rates, currency exchange rates and the availability of credit, could have a material adverse effect on our business, financial condition and our results of operations.

**THE LEVEL OF OUR INDEBTEDNESS COULD ADVERSELY AFFECT OUR FINANCIAL CONDITION AND IMPAIR OUR ABILITY TO OPERATE OUR BUSINESS.** As of December 31, 2016, International Paper had approximately \$11.3 billion of outstanding indebtedness. The level of our indebtedness could have important consequences to our financial condition, operating results and business, including the following:

- it may limit our ability to obtain additional debt or equity financing for working capital, capital expenditures, product development, dividends, share repurchases, debt service requirements, acquisitions and general corporate or other purposes;
- a portion of our cash flows from operations will be dedicated to payments on indebtedness and will not be available for other purposes, including operations, capital expenditures and future business opportunities;
- the debt service requirements of our indebtedness could make it more difficult for us to satisfy other obligations;
- our indebtedness that is subject to variable rates of interest exposes us to increased debt service obligations in the event of increased interest rates;
- it may limit our ability to adjust to changing market conditions and place us at a competitive disadvantage compared to our competitors that have less debt; and
- it may increase our vulnerability to a downturn in general economic conditions or in our business, and may make us unable to carry out capital spending that is important to our growth.

In addition, we are subject to agreements that require meeting and maintaining certain financial ratios and covenants. A significant or prolonged downturn in general business and economic conditions may affect our ability to comply with these covenants or meet those financial ratios and tests and could require us to take action to reduce our debt or to act in a manner contrary to our current business objectives.

**CHANGES IN CREDIT RATINGS ISSUED BY NATIONALLY RECOGNIZED STATISTICAL RATING ORGANIZATIONS COULD ADVERSELY AFFECT OUR COST OF FINANCING AND HAVE AN ADVERSE EFFECT ON THE MARKET PRICE OF OUR SECURITIES.** Maintaining an investment-grade credit rating is an important element of our financial strategy, and a downgrade of the Company's ratings below investment grade may limit our access to the capital markets, have an adverse effect on the market price of our securities, increase our cost of borrowing and require us to post collateral for derivatives in a net liability position. The Company's desire to maintain its investment grade rating may cause the Company to take certain actions designed to improve its cash flow, including sale of assets, suspension or reduction of our dividend and reductions in capital expenditures and working capital.

Under the terms of the agreements governing approximately \$2.3 billion of our debt as of December 31, 2016, the applicable interest rate on such debt may increase upon each downgrade in our credit rating below investment grade. As a result, a downgrade in our credit rating below investment grade may lead to an increase in our interest expense. There can be no assurance that such credit ratings will remain in effect for any given period of time or that such ratings will not be lowered, suspended or withdrawn entirely by the rating agencies, if, in each rating agency's judgment, circumstances so warrant. Any such downgrade of our credit ratings could adversely affect our cost of borrowing, limit our access to the capital markets or result in more restrictive covenants in agreements governing the terms of any future indebtedness that we may incur.

**DOWNGRADES IN THE CREDIT RATINGS OF BANKS ISSUING CERTAIN LETTERS OF CREDIT WILL INCREASE OUR COST OF MAINTAINING CERTAIN INDEBTEDNESS AND MAY RESULT IN THE ACCELERATION OF DEFERRED TAXES.** We are subject to the risk that a bank with currently issued irrevocable letters of credit supporting installment notes delivered to Temple-Inland in connection with Temple-Inland's 2007 sales of forestlands may be downgraded below a required rating. Since 2007, certain banks have fallen below the required ratings threshold and were successfully replaced, or waivers were obtained regarding their replacement. As a result of continuing uncertainty in the banking environment, a number of

the letter-of-credit banks currently in place remain subject to risk of downgrade and the number of qualified replacement banks remains limited. The downgrade of one or more of these banks may subject the Company to additional costs of securing a replacement letter-of-credit bank or could result in an acceleration of payments of up to \$831 million in deferred income taxes if replacement banks cannot be obtained. The deferred taxes are currently recorded in the Company's consolidated financial statements. See [Note 12, Variable Interest Entities](#), on pages 64 through 66, and [Note 10, Income Taxes](#), on pages 59 through 61, in [Item 8, Financial Statements and Supplementary Data](#) for further information.

**OUR PENSION AND HEALTH CARE COSTS ARE SUBJECT TO NUMEROUS FACTORS WHICH COULD CAUSE THESE COSTS TO CHANGE.** We have defined benefit pension plans covering substantially all U.S. salaried employees hired prior to July 1, 2004 and substantially all hourly and union employees regardless of hire date. We provide retiree health care benefits to certain former U.S. hourly employees, as well as financial assistance towards the cost of individual retiree medical coverage for certain former U.S. salaried employees. Our pension costs are dependent upon numerous factors resulting from actual plan experience and assumptions of future experience. Pension plan assets are primarily made up of equity and fixed income investments. Fluctuations in actual equity market returns, changes in general interest rates and changes in the number of retirees may result in increased pension costs in future periods. Likewise, changes in assumptions regarding current discount rates and expected rates of return on plan assets could increase pension costs. Health care reform under the Patient Protection and Affordable Care Act of 2010, and modifications thereto, could also increase costs with respect to medical coverage of the Company's full-time employees. Significant changes in any of these factors may adversely impact our cash flows, financial condition and results of operations.

**OUR PENSION PLANS ARE CURRENTLY UNDERFUNDED, AND OVER TIME WE MAY BE REQUIRED TO MAKE CASH PAYMENTS TO THE PLANS, REDUCING THE CASH AVAILABLE FOR OUR BUSINESS.** We record a liability associated with our pension plans equal to the excess of the benefit obligation over the fair value of plan assets. The benefit liability recorded under the provisions of Accounting Standards Codification (ASC) 715, "Compensation – Retirement Benefits," at December 31, 2016 was \$3.4 billion. The amount and timing of future contributions will depend upon a number of factors, including the actual earnings and changes in values of plan assets and changes in interest rates.

**CHANGES IN INTERNATIONAL CONDITIONS COULD ADVERSELY AFFECT OUR BUSINESS AND RESULTS OF OPERATIONS.** Our operating results and business prospects could be substantially affected by risks related to the countries outside the United States in which we have manufacturing facilities or sell our products. Specifically, Russia, Brazil, Poland, India, and Turkey, where we have substantial manufacturing facilities, are countries that are exposed to economic and political instability in their respective regions of the world. Fluctuations in the value of local currency versus the U.S. dollar, downturns in economic activity, adverse tax consequences, nationalization or any change in social, political or labor conditions in any of these countries or regions could negatively affect our financial results. Trade protection measures in favor of local producers of competing products, including governmental subsidies, tax benefits and other measures giving local producers a competitive advantage over International Paper, may also adversely impact our operating results and business prospects in these countries. In addition, our international operations are subject to regulation under U.S. law and other laws related to operations in foreign jurisdictions. For example, the Foreign Corrupt Practices Act prohibits U.S. companies and their representatives from offering, promising, authorizing or making payments to foreign officials for the purpose of obtaining or retaining business abroad. Failure to comply with domestic or foreign laws could result in various adverse consequences, including the imposition of civil or criminal sanctions and the prosecution of executives overseeing our international operations.

**RISKS RELATING TO LEGAL PROCEEDINGS AND COMPLIANCE COSTS**

**WE ARE SUBJECT TO A WIDE VARIETY OF LAWS, REGULATIONS AND OTHER GOVERNMENT REQUIREMENTS THAT MAY CHANGE IN SIGNIFICANT WAYS, AND THE COST OF COMPLIANCE WITH SUCH REQUIREMENTS COULD IMPACT OUR BUSINESS AND RESULTS OF OPERATIONS.** Our operations are subject to regulation under a wide variety of U.S. federal and state and non-U.S. laws, regulations and other government requirements -- including, among others, those relating to the environment, health and safety, labor and employment, data privacy, and health care. There can be no assurance that laws, regulations and government requirements will not be changed, applied or interpreted in ways that will require us to modify our operations and objectives or affect our returns on investments by restricting existing activities and products, subjecting them to escalating costs. For example, we have incurred, and expect that we will continue to incur, significant capital, operating and other expenditures complying with applicable environmental laws and

regulations. There can be no assurance that future remediation requirements and compliance with existing and new laws and requirements, including with global climate change laws and regulations, Boiler MACT and NAAQSs, will not require significant expenditures, or that existing reserves for specific matters will be adequate to cover future costs. We could also incur substantial fines or sanctions, enforcement actions (including orders limiting our operations or requiring corrective measures), natural resource damages claims, cleanup and closure costs, and third-party claims for property damage and personal injury as a result of violations of, or liabilities under, environmental laws, regulations, codes and common law. The amount and timing of environmental expenditures is difficult to predict, and, in some cases, liability may be imposed without regard to contribution or to whether we knew of, or caused, the release of hazardous substances. As another example, we are subject to a number of labor and employment laws and regulations that could significantly increase our operating costs and reduce our operational flexibility.

**RESULTS OF LEGAL PROCEEDINGS COULD HAVE A MATERIAL EFFECT ON OUR CONSOLIDATED FINANCIAL STATEMENTS.** The costs and other effects of pending litigation against us cannot be determined with certainty. Although we do not believe that the outcome of any pending or threatened lawsuits or claims will have a material effect on our business or consolidated financial statements, there can be no assurance that the outcome of any lawsuit or claim will be as expected.

#### **RISKS RELATING TO OUR OPERATIONS**

**MATERIAL DISRUPTIONS AT ONE OF OUR MANUFACTURING FACILITIES COULD NEGATIVELY IMPACT OUR FINANCIAL RESULTS.** We operate our facilities in compliance with applicable rules and regulations and take measures to minimize the risks of disruption at our facilities. A material disruption at our corporate headquarters or one of our manufacturing facilities could prevent us from meeting customer demand, reduce our sales and/or negatively impact our financial condition. Any of our manufacturing facilities, or any of our machines within an otherwise operational facility, could cease operations unexpectedly due to a number of events, including:

- fires, floods, earthquakes, hurricanes or other catastrophes;
- the effect of a drought or reduced rainfall on its water supply;
- the effect of other severe weather conditions on equipment and facilities;
- terrorism or threats of terrorism;

- domestic and international laws and regulations applicable to our Company and our business partners, including joint venture partners, around the world;
- unscheduled maintenance outages;
- prolonged power failures;
- an equipment failure;
- a chemical spill or release;
- explosion of a boiler or other equipment;
- damage or disruptions caused by third parties operating on or adjacent to one of our manufacturing facilities;
- disruptions in the transportation infrastructure, including roads, bridges, railroad tracks and tunnels;
- widespread outbreak of an illness or any other communicable disease, or any other public health crisis;
- labor difficulties; and
- other operational problems.

Any such downtime or facility damage could prevent us from meeting customer demand for our products and/or require us to make unplanned expenditures. If one of these machines or facilities were to incur significant downtime, our ability to meet our production targets and satisfy customer requirements could be impaired, resulting in lower sales and having a negative effect on our business and financial results.

For example, on January 22, 2017, we experienced significant structural damage to the largest pulp digester as well as the power house at our Pensacola pulp and paper mill in Cantonment, Florida. We restarted the power house and resumed partial operations producing fluff pulp at the mill using a series of small batch digesters within a couple weeks. Repairing the damaged digester will take more time, however, and we know that we will not be able to resume full operations producing containerboard at the mill during the first quarter of 2017.

**WE ARE SUBJECT TO INFORMATION TECHNOLOGY RISKS RELATED TO BREACHES OF SECURITY PERTAINING TO SENSITIVE COMPANY, CUSTOMER, EMPLOYEE AND VENDOR INFORMATION AS WELL AS BREACHES IN THE TECHNOLOGY USED TO MANAGE OPERATIONS AND OTHER BUSINESS PROCESSES.** Our business operations rely upon secure information technology systems for data capture, processing, storage and reporting. Despite careful security and controls design,

implementation, updating and independent third party verification, our information technology systems, and those of our third party providers, could become subject to employee error or malfeasance, cyber attacks, or natural disasters. Network, system, application and data breaches could result in operational disruptions or information misappropriation including, but not limited to, interruption to systems availability, denial of access to and misuse of applications required by our customers to conduct business with International Paper. Access to internal applications required to plan our operations, source materials, manufacture and ship finished goods and account for orders could be denied or misused. Theft of intellectual property or trade secrets, and inappropriate disclosure of confidential company, employee, customer or vendor information, could stem from such incidents. Any of these operational disruptions and/or misappropriation of information could result in lost sales, business delays, negative publicity and could have a material effect on our business.

**CERTAIN OPERATIONS ARE CONDUCTED BY JOINT VENTURES THAT WE CANNOT OPERATE SOLELY FOR OUR BENEFIT.** Certain operations in Russia are carried on by a joint venture, Ilim. In joint ventures, we share ownership and management of a company with one or more parties who may or may not have the same goals, strategies, priorities or resources as we do. In general, joint ventures are intended to be operated for the benefit of all co-owners, rather than for our exclusive benefit. Operating a business as a joint venture often requires additional organizational formalities as well as time-consuming procedures for sharing information and making decisions. In joint ventures, we are required to pay more attention to our relationship with our co-owners as well as with the joint venture, and if a co-owner changes, our relationship may be adversely affected. In addition, the benefits from a successful joint venture are shared among the co-owners, so we receive only our portion of those benefits.

**WE MAY NOT ACHIEVE THE EXPECTED BENEFITS FROM ACQUISITIONS, JOINT VENTURES, DIVESTITURES AND OTHER CORPORATE TRANSACTIONS.** Our strategy for long-term growth, productivity and profitability depends, in part, on our ability to accomplish prudent acquisitions, joint ventures, divestitures and other corporate transactions and to realize the benefits we expect from such transactions, and we are subject to the risk that we may not achieve the expected benefits. Among the benefits we expect from potential as well as completed acquisitions and joint ventures are synergies, cost savings, growth opportunities or access to new markets (or a combination thereof), and in the case of divestitures, the realization of proceeds from the sale of businesses and assets to purchasers who place higher strategic value on such businesses and assets

than does International Paper.

On December 1, 2016, for example, we completed our acquisition of Weyerhaeuser's pulp business. The success of the acquisition will depend, in part, on our ability to realize the anticipated synergies, cost savings and growth opportunities from integrating the acquired business with our existing businesses. The integration process may be complex, costly and time-consuming, and we may not accomplish the integration of the business smoothly, successfully or within the anticipated costs or timeframe. Potential integration risks include, among other things, our ability to successfully implement our business plan for the combined business and retain key customers, suppliers and employees.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 2. PROPERTIES**

##### **FORESTLANDS**

As of December 31, 2016, the Company owned or managed approximately 329,000 acres of forestlands in Brazil, and had, through licenses and forest management agreements, harvesting rights on government-owned forestlands in Russia. All owned lands in Brazil are independently third-party certified for sustainable forestry under the Brazilian National Forest Certification Program (CERFLOR) and the Forest Stewardship Council (FSC).

##### **MILLS AND PLANTS**

A listing of our production facilities by segment, the vast majority of which we own, can be found in [Appendix I](#) hereto, which is incorporated herein by reference.

The Company's facilities are in good operating condition and are suited for the purposes for which they are presently being used. We continue to study the economics of modernization or adopting other alternatives for higher cost facilities.

##### **CAPITAL INVESTMENTS AND DISPOSITIONS**

Given the size, scope and complexity of our business interests, we continually examine and evaluate a wide variety of business opportunities and planning alternatives, including possible acquisitions and sales or other dispositions of properties. You can find a discussion about the level of planned capital investments for 2017 on page 31 and 32, and dispositions and restructuring activities as of December 31, 2016, on pages 23 and 24 of [Item 7. Management's Discussion and Analysis of Financial](#)

[Condition and Results of Operations](#), and on page 54 and pages 56 and 57 of [Item 8. Financial Statements and Supplementary Data](#).

### **ITEM 3. LEGAL PROCEEDINGS**

Information concerning the Company's legal proceedings is set forth in [Note 11 Commitments and Contingencies](#) on pages 61 through 63 of [Item 8. Financial Statements and Supplementary Data](#).

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## **PART II.**

### **ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Dividend per share data on the Company's common stock and the high and low sales prices for the Company's common stock for each of the four quarters in 2016 and 2015 are set forth on page 83 of [Item 8. Financial Statements and Supplementary Data](#). As of the filing of this Annual Report on Form 10-K, the Company's common shares are traded on the New York Stock Exchange. As of February 17, 2017, there were approximately 12,311 record holders of common stock of the Company.

The table below presents information regarding the Company's purchase of its equity securities for the time periods presented.

### **PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS.**

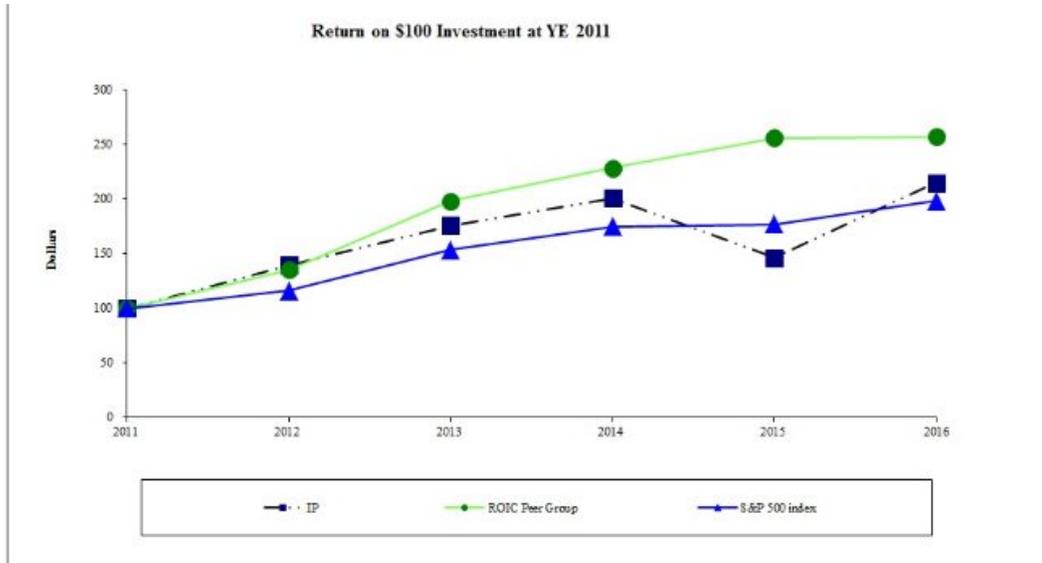
Period	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs (in billions)
October 1, 2016 - October 31, 2016	—	\$—	—	\$0.933
November 1, 2016 - November 30, 2016	9,096	45.03	—	0.933
December 1, 2016 - December 31, 2016	2,642	52.29	—	0.933
Total	11,738			

(a) 11,738 shares were acquired from employees from share withholdings to pay income taxes under the Company's restricted stock programs. During these periods, no shares were purchased under our share repurchase program, which was approved by our Board of Directors and announced on July 8, 2014. Through this program, which does not have an expiration date, we were authorized to purchase, in open market transactions (including block trades), privately negotiated transactions or otherwise, up to \$1.5 billion of shares of our common stock. As of February 17, 2017, approximately \$933 million of shares of our common stock remained authorized for purchase under this program.

## PERFORMANCE GRAPH

The performance graph shall not be deemed to be "soliciting material" or to be "filed" with the Commission or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Exchange Act of 1934, as amended.

The following graph compares a \$100 investment in Company stock on December 31, 2011 with a \$100 investment in our Return on Invested Capital (ROIC) Peer Group and the S&P 500 also made at market close on December 31, 2011. The graph portrays total return, 2011–2016, assuming reinvestment of dividends.



Note 1: The companies included in the ROIC Peer Group are Domtar Inc., Fibria Celulose S.A., Graphic Packaging Holding Company, Klabin S.A., Metsa Board Corporation, Mondi Group, Packaging Corporation of America, Smurfit Kappa Group, Stora Enso Group, and UPM-Kymmene Corp. MeadWestvaco Corp. and Rock-Tenn Company are included in the ROIC Peer Group results through 2014 and subsequently, after the merger of those companies, WestRock was added to the Peer group beginning in 2015.

Note 2: Returns are calculated in \$USD.

**ITEM 6. SELECTED FINANCIAL DATA****FIVE-YEAR FINANCIAL SUMMARY (a)**

*Dollar amounts in millions, except per share amounts and stock prices*

	2016	2015	2014	2013	2012
<b>RESULTS OF OPERATIONS</b>					
Net sales	\$ 21,079	\$ 22,365	\$ 23,617	\$ 23,483	\$ 21,852
Costs and expenses, excluding interest	19,603	20,544	22,138	21,643	20,214
Earnings (loss) from continuing operations before income taxes and equity earnings	956 <sup>(b)</sup>	1,266 <sup>(e)</sup>	872 <sup>(g)</sup>	1,228 <sup>(j)</sup>	967 <sup>(m)</sup>
Equity earnings (loss), net of taxes	198	117	(200)	(39)	61
Discontinued operations, net of taxes	(5) <sup>(c)</sup>	—	(13) <sup>(h)</sup>	(309) <sup>(k)</sup>	77 <sup>(n)</sup>
Net earnings (loss)	902 <sup>(b-d)</sup>	917 <sup>(e-f)</sup>	536 <sup>(g-i)</sup>	1,378 <sup>(j-l)</sup>	799 <sup>(m-o)</sup>
Noncontrolling interests, net of taxes	(2)	(21)	(19)	(17)	5
Net earnings (loss) attributable to International Paper Company	904 <sup>(b-d)</sup>	938 <sup>(e-f)</sup>	555 <sup>(g-i)</sup>	1,395 <sup>(j-l)</sup>	794 <sup>(m-o)</sup>
<b>FINANCIAL POSITION</b>					
Current assets less current liabilities	\$ 2,897	\$ 2,553	\$ 3,050	\$ 3,898	\$ 3,907
Plants, properties and equipment, net	13,990	11,980	12,728	13,672	13,949
Forestlands	456	366	507	557	622
Total assets	33,345	30,531	28,637	31,488	32,106
Notes payable and current maturities of long-term debt	239	426	742	661	444
Long-term debt	11,075	8,844	8,584	8,787	9,649
Total shareholders' equity	4,341	3,884	5,115	8,105	6,304
<b>BASIC EARNINGS PER SHARE ATTRIBUTABLE TO INTERNATIONAL PAPER COMPANY COMMON SHAREHOLDERS</b>					
Earnings (loss) from continuing operations	\$ 2.21	\$ 2.25	\$ 1.33	\$ 3.85	\$ 1.65
Discontinued operations	(0.01)	—	(0.03)	(0.70)	0.17
Net earnings (loss)	2.20	2.25	1.30	3.15	1.82
<b>DILUTED EARNINGS PER SHARE ATTRIBUTABLE TO INTERNATIONAL PAPER COMPANY COMMON SHAREHOLDERS</b>					
Earnings (loss) from continuing operations	\$ 2.19	\$ 2.23	\$ 1.31	\$ 3.80	\$ 1.63
Discontinued operations	(0.01)	—	(0.02)	(0.69)	0.17
Net earnings (loss)	2.18	2.23	1.29	3.11	1.80
Cash dividends	1.783	1.640	1.450	1.250	1.088
Total shareholders' equity	10.56	9.43	12.18	18.57	14.33
<b>COMMON STOCK PRICES</b>					
High	\$ 54.68	\$ 57.90	\$ 55.73	\$ 50.33	\$ 39.88
Low	32.50	36.76	44.24	39.47	27.29
Year-end	53.06	37.70	53.58	49.03	39.84
<b>FINANCIAL RATIOS</b>					
Current ratio	1.7	1.7	1.6	1.8	1.8
Total debt to capital ratio	0.72	0.70	0.65	0.54	0.62
Return on shareholders' equity	22.1% <sup>(b-d)</sup>	20.0% <sup>(e-f)</sup>	7.7% <sup>(g-i)</sup>	20.2% <sup>(j-l)</sup>	11.6% <sup>(m-o)</sup>
<b>CAPITAL EXPENDITURES</b>					
	\$ 1,348	\$ 1,487	\$ 1,366	\$ 1,198	\$ 1,383
<b>NUMBER OF EMPLOYEES</b>					
	55,000	56,000	58,000	64,000	65,000

**FINANCIAL GLOSSARY**

Current ratio—  
current assets divided by current liabilities.

Total debt to capital ratio—  
long-term debt plus notes payable and current maturities of long-term debt divided by long-term debt, notes payable and current maturities of long-term debt and total shareholders' equity.

Return on shareholders' equity—  
net earnings attributable to International Paper Company divided by average shareholders' equity (computed monthly).

**FOOTNOTES TO FIVE-YEAR FINANCIAL SUMMARY**

(a) All periods presented have been restated to reflect the xpedx business and the Temple-Inland Building Products business as discontinued operations and prior period amounts have been adjusted to conform with current year presentation, if applicable.

**2016:**

(b) Includes the following charges (gains):

<b>2016</b>			
<i>In millions</i>	<b>Before Tax</b>	<b>After Tax</b>	
Riegelwood mill conversion costs	\$ 9	\$	6
India Packaging evaluation write-off	17		11
Write-off of certain regulatory pre-engineering costs	8		5
Early debt extinguishment costs	29		18
Costs associated with the newly acquired pulp business	31		21
Asia Box impairment / restructuring	70		58
Gain on sale of investment in Arizona Chemical	(8)		(5)
Turkey mill closure	7		6
Amortization of Weyerhaeuser inventory fair value step-up	19		11
<b>Total special items</b>	<b>\$ 182</b>	<b>\$</b>	<b>131</b>
Non-operating pension expense	610		375
<b>Total</b>	<b>\$ 792</b>	<b>\$</b>	<b>506</b>

(c) Includes a pre-tax charge of \$8 million (\$5 million after taxes) for a legal settlement associated with the xpedx business.

(d) Includes the following tax expenses (benefits):

<i>In millions</i>	<b>2016</b>	
Cash pension contribution	\$	23
U.S. Federal audit		(14)
Brazil goodwill		(57)
International legal entity restructuring		(6)
Luxembourg tax rate change		31
<b>Total</b>	<b>\$</b>	<b>(23)</b>

**2015:**

(e) Includes the following charges (gains):

<b>2015</b>			
<i>In millions</i>	<b>Before Tax</b>	<b>After Tax</b>	
Riegelwood mill conversion costs, net of proceeds from sale of the Carolina Coated Bristols brand	\$ 8	\$	4
Timber monetization restructuring	16		10
Early debt extinguishment costs	207		133
IP-Sun JV impairment	174		180
Legal reserve adjustment	15		9
Refund and state tax credits	(4)		(2)
Impairment of Orsa goodwill and trade name intangible	137		137
Other items	6		5
<b>Total special items</b>	<b>\$ 559</b>	<b>\$</b>	<b>476</b>
Non-operating pension expense	258		157
<b>Total</b>	<b>\$ 817</b>	<b>\$</b>	<b>633</b>

(f) Includes the following tax expenses (benefits):

<i>In millions</i>	<b>2015</b>	
IP-Sun JV impairment	\$	(67)
Cash pension contribution		23
Other items		7
<b>Total</b>	<b>\$</b>	<b>(37)</b>

**2014:**

(g) Includes the following charges (gains):

2014		
<i>In millions</i>	Before Tax	After Tax
Temple-Inland integration	\$ 16	\$ 10
Courtland mill shutdown	554	338
Early debt extinguishment costs	276	169
India legal contingency resolution	(20)	(20)
Multi-employer pension plan withdrawal liability	35	21
Foreign tax amnesty program	32	17
Asia Industrial Packaging goodwill impairment	100	100
Loss on sale by investee and impairment of investment	47	36
Other items	12	9
<b>Total special items</b>	<b>\$ 1,052</b>	<b>\$ 680</b>
Non-operating pension expense	212	129
<b>Total</b>	<b>\$ 1,264</b>	<b>\$ 809</b>

(h) Includes the operating earnings of the xpedx business prior to the spin-off and the following charges (gains):

2014		
<i>In millions</i>	Before Tax	After Tax
xpedx spinoff	\$ 24	\$ 16
Building Products divestiture	16	9
xpedx restructuring	1	(1)
<b>Total</b>	<b>\$ 41</b>	<b>\$ 24</b>

(i) Includes the following tax expenses (benefits):

2014		
<i>In millions</i>		
State legislative tax change	\$	10
Internal restructuring		(90)
Other items		(1)
<b>Total</b>	<b>\$</b>	<b>(81)</b>

**2013:**

(j) Includes the following charges (gains):

2013		
<i>In millions</i>	Before Tax	After Tax
Temple-Inland integration	\$ 62	\$ 38
Courtland mill shutdown	118	72
Early debt extinguishment costs	25	16
Insurance reimbursement related to legal settlement	(30)	(19)
Shut down of paper machine at Augusta mill	45	28
India Papers tradename and goodwill impairment	127	122
Fair value adjustment of company airplanes	9	5
Cass Lake environmental reserve	6	4
Bargain purchase adjustment - Turkey	(13)	(13)
Other items	(5)	2
<b>Total</b>	<b>\$ 344</b>	<b>\$ 255</b>
Non-operating pension expense	323	197
<b>Total</b>	<b>\$ 667</b>	<b>\$ 452</b>

(k) Includes the operating earnings of the xpedx business for the full year and the Temple-Inland Building Products business through the date of sale in July 2013. Also includes the following charges (gains):

2013		
<i>In millions</i>	Before Tax	After Tax
xpedx spinoff	\$ 22	\$ 14
xpedx goodwill impairment	400	366
Building Products divestiture	23	19
xpedx restructuring	32	19
<b>Total</b>	<b>\$ 477</b>	<b>\$ 418</b>

(l) Includes the following tax expenses (benefits):

2013		
<i>In millions</i>		
Settlement of U.S. federal tax audits	\$	(744)
Income tax reserve release		(31)
Other items		1
<b>Total</b>	<b>\$</b>	<b>(774)</b>

**2012:**

(m) Includes the following charges (gains):

<i>In millions</i>	2012	
	Before Tax	After Tax
Temple-Inland integration	\$ 164	\$ 105
Early debt extinguishment costs	48	30
EMEA packaging business restructuring	17	12
Temple-Inland inventory fair value adjustment	20	12
Hueneme mill long-lived asset fair value adjustment	62	38
Containerboard mill divestitures	29	55
Other	(5)	(5)
<b>Total</b>	<b>\$ 335</b>	<b>\$ 247</b>
Non-operating pension expense	159	113
<b>Total</b>	<b>\$ 494</b>	<b>\$ 360</b>

(n) Includes the operating earnings of the xpedx business and the Temple-Inland Building Products business for the full year. Also includes the following charges (gains):

<i>In millions</i>	2012	
	Before Tax	After Tax
Building Products divestiture	\$ 15	\$ 9
xpedx restructuring	44	28
<b>Total</b>	<b>\$ 59</b>	<b>\$ 37</b>

(o) Includes the following tax expenses (benefits):

<i>In millions</i>	2012
Internal restructuring	\$ 14
Deferred tax asset adjustment related to Medicare Part D reimbursement	5
Other	6
<b>Total</b>	<b>\$ 25</b>

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**EXECUTIVE SUMMARY**

Diluted earnings (loss) attributable to common shareholders were \$904 million ( \$2.18 per share) in 2016 , compared with \$938 million ( \$2.23 per share) in 2015 and \$555 million ( \$1.29 per share) in 2014 . Adjusted Operating Earnings is a non-GAAP measure and is defined as net earnings from continuing operations (a GAAP measure) excluding special items and non-operating pension expense. International Paper generated Adjusted Operating Earnings Attributable to Common Shareholders of \$1.4 billion ( \$3.35 per share) in 2016 , compared with \$1.5 billion ( \$3.65 per share) in 2015 , and \$1.3 billion ( \$3.00 per share) in 2014 (see reconciliation on page 19).

Despite a tough global environment, International Paper delivered another year of solid performance, with continued strong cash flow generation and a return on invested capital in excess of our cost of capital. During 2016, we took steps to further strengthen our portfolio. We completed the acquisition of Weyerhaeuser's pulp business, which we have combined with IP's legacy pulp business to form our new Global Cellulose Fibers business. We also completed the conversion of a machine at the Riegelwood, North Carolina mill to produce fluff pulp, which coupled with the newly acquired pulp business, gives the Company the capacity to grow both fluff and high-value specialty pulp products. In addition, we also acquired a top-quartile mill asset in Madrid, which we will convert in the second half of 2017 to produce recycled containerboard to support our EMEA Industrial Packaging business. Finally, we were able to return cash to our shareholders in the form of a 5% increase in the annual dividend, making it the fifth consecutive year of a dividend increase.

Our 2016 results reflect margin pressure across most of our businesses throughout the year along with escalating input costs, primarily natural gas and OCC, in the later portion of the year. Full-year 2016 earnings were impacted by price erosion and weaker mix across many of our businesses, in particular, our North American Industrial Packaging business which experienced lower export pricing and the impact of early 2016 pricing index changes to boxes. Volume was positive compared to 2015, primarily driven by increased North American box demand. Manufacturing operations, despite solid performance across our mill systems, were negatively impacted by the Riegelwood conversion and ramp up, Hurricane Matthew, and inventory valuation charges associated with the October containerboard price increase. We did see signs of strengthening in some of our key markets in the second half of the year, which enabled us to announce and implement price increases

across various businesses that will benefit us in 2017. Our Ilim joint venture had another solid year in 2016, experiencing strong demand which led to record full-year production.

Looking ahead to the 2017 first quarter, we expect sales volumes for North American Industrial Packaging to be slightly higher despite seasonally lower daily shipments due to four more shipping days. Sales volumes for Global Cellulose Fibers will be higher due to the full-quarter impact of the newly acquired pulp business. In addition, sales volumes for EMEA Industrial Packaging, North American Printing Papers and North American Consumer Packaging are also expected to be seasonally higher. Pricing is expected to increase for both North American Industrial Packaging and Brazilian Industrial Packaging, reflecting the continuing implementation of box price increases announced in 2016. Pricing for both North American Printing Papers and North American Consumer Packaging is expected to be lower due to market pressures. Planned maintenance outages are expected to increase due to a heavy outage quarter, including a significant outage currently underway at the Global Cellulose Fibers Port Wentworth mill. Input costs are expected to increase primarily for our North American operations, largely driven by natural gas, wood and OCC. Additionally, we expect the results of Ilim to be sequentially lower, primarily due to seasonally lower volumes and seasonally higher input costs.

Looking to full year 2017, we are encouraged by an improving economic climate and are eager to begin the integration of our newly acquired pulp business, driving the anticipated synergies to the bottom line. We expect higher earnings in our North American Industrial Packaging business through benefits from the previously announced price increase, growing demand from our customers and improvement initiatives. We also expect to improve margins with continued strong operations and extensive cost reduction efforts across many of our other businesses. Additionally, we are on track for our planned conversion of the Madrid mill in the second half of the year, which will enable a better offering for our customers and earnings improvement for our EMEA Industrial Packaging business. Finally, with the strong cash flow that we expect from all of these initiatives, we will continue to allocate capital to create value with a near-term focus on debt reduction and returning value to our shareholders.

Adjusted Operating Earnings and Adjusted Operating Earnings Per Share are non-GAAP measures. Diluted earnings (loss) and Diluted earnings (loss) per share attributable to common shareholders are the most direct comparable GAAP measures. The Company calculates Adjusted Operating Earnings by excluding the after-tax effect of items considered by management to be unusual, from the earnings reported under GAAP, non-operating pension expense (includes all U.S. pension costs, excluding service costs and prior service costs), and

discontinued operations. Adjusted Operating Earnings Per Share is calculated by dividing Adjusted Operating Earnings by diluted average shares of common stock outstanding. Management uses this measure to focus on on-going operations, and believes that it is useful to investors because it enables them to perform meaningful comparisons of past and present operating results. The Company believes that using this information, along with the most direct comparable GAAP measure, provides for a more complete analysis of the results of operations.

Diluted earnings (loss) attributable to common shareholders were \$0.53 in the 2016 fourth quarter, compared with \$0.75 in the 2016 third quarter and \$0.43 in the 2015 fourth quarter. Adjusted Operating Earnings attributable to common shareholders of \$303 million ( \$0.73 per share) in the 2016 fourth quarter were lower than both the \$380 million ( \$0.91 per share) in the 2016 third quarter and the \$361 million ( \$0.87 per share) in the 2015 fourth quarter.

The following are reconciliations of Diluted earnings (loss) attributable to common shareholders to Adjusted operating earnings attributable to common shareholders.

	2016	2015	2014
<b>Diluted Earnings (Loss) Attributable to Shareholders</b>	<b>\$ 904</b>	<b>\$ 938</b>	<b>\$ 555</b>
Add back - Discontinued operations (gain) loss	5	—	13
<b>Diluted Earnings (Loss) from Continuing Operations</b>	<b>909</b>	<b>938</b>	<b>568</b>
Add back - Non-operating pension (income) expense	610	258	212
Add back - Net special items expense (income)	182	559	1,052
Income tax effect - Non-operating pension and special items expense	(309)	(221)	(536)
<b>Adjusted Operating Earnings (Loss) Attributable to Shareholders</b>	<b>\$ 1,392</b>	<b>\$ 1,534</b>	<b>\$ 1,296</b>

	2016	2015	2014
<b>Diluted Earnings (Loss) Per Share Attributable to Shareholders</b>	<b>\$ 2.18</b>	<b>\$ 2.23</b>	<b>\$ 1.29</b>
Add back - Discontinued operations (gain) loss per share	0.01	—	0.02
<b>Diluted Earnings (Loss) Per Share from Continuing Operations</b>	<b>2.19</b>	<b>2.23</b>	<b>1.31</b>
Add back - Non-operating pension (income) expense	1.47	0.61	0.49
Add back - Net special items expense (income)	0.44	1.33	2.44
Income tax effect - Non-operating pension and special items expense	(0.75)	(0.52)	(1.24)
<b>Adjusted Operating Earnings (Loss) Per Share Attributable to Shareholders</b>	<b>\$ 3.35</b>	<b>\$ 3.65</b>	<b>\$ 3.00</b>

	Three Months Ended December 31, 2016	Three Months Ended September 30, 2016	Three Months Ended December 31, 2015
<b>Diluted Earnings (Loss) Attributable to Shareholders</b>	<b>\$ 218</b>	<b>\$ 312</b>	<b>\$ 178</b>
Add back - Discontinued operations (gain) loss	—	—	—
<b>Diluted Earnings (Loss) from Continuing Operations</b>	<b>218</b>	<b>312</b>	<b>178</b>
Add back - Non-operating pension (income) expense	37	42	60
Add back - Net special items expense (income)	45	66	158
Income tax effect - Non-operating pension and special items expense	3	(40)	(35)
<b>Adjusted Operating Earnings (Loss) Attributable to Shareholders</b>	<b>\$ 303</b>	<b>\$ 380</b>	<b>\$ 361</b>

	Three Months Ended December 31, 2016	Three Months Ended September 30, 2016	Three Months Ended December 31, 2015
<b>Diluted Earnings (Loss) Per Share Attributable to Shareholders</b>	<b>\$ 0.53</b>	<b>\$ 0.75</b>	<b>\$ 0.43</b>
Add back - Discontinued operations (gain) loss per share	—	—	—
<b>Diluted Earnings (Loss) Per Share from Continuing Operations</b>	<b>0.53</b>	<b>0.75</b>	<b>0.43</b>
Add back - Non-operating pension (income) expense per share	0.09	0.10	0.14
Add back - Net special items expense (income) per share	0.11	0.16	0.38
Income tax effect per share - Non-operating pension and special items expense	—	(0.10)	(0.08)
<b>Adjusted Operating Earnings (Loss) Per Share Attributable to Shareholders</b>	<b>\$ 0.73</b>	<b>\$ 0.91</b>	<b>\$ 0.87</b>

Free Cash Flow is a non-GAAP measure and the most directly comparable GAAP measure is cash provided by operations. Management believes that Free Cash Flow is useful to investors as a liquidity measure because it measures the amount of cash generated that is available, after reinvesting in the business, to maintain a strong balance sheet, pay dividends, repurchase stock, repay debt and make investments for future growth. It should not be inferred that the entire free cash flow amount is available for discretionary expenditures. By adjusting for certain items that are not indicative of the Company's ongoing performance, free cash flow also enables investors to perform meaningful comparisons between

past and present periods. Free Cash Flow of \$1.9 billion generated in 2016 was higher than the \$1.8 billion generated in 2015 , but lower than the \$2.1 billion generated in 2014 (see reconciliation on page 30).

Free Cash Flow of \$467 million generated in the 2016 fourth quarter was lower than the \$575 million generated in the 2016 third quarter and the \$501 million generated in the 2015 fourth quarter (see reconciliation on page 30).

### Results of Operations

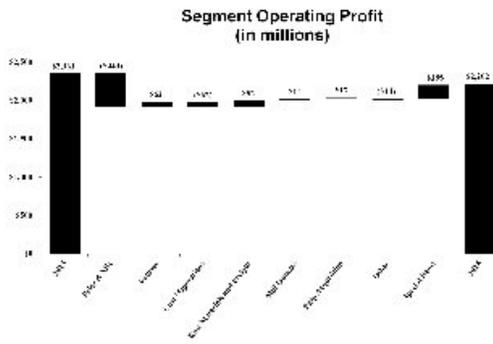
Business Segment Operating Profits are used by International Paper's management to measure the earnings performance of its businesses. Management believes that this measure allows a better understanding of trends in costs, operating efficiencies, prices and volumes. Business Segment Operating Profits are defined as earnings (loss) from continuing operations before income taxes and equity earnings, but including the impact of equity earnings and noncontrolling interests, excluding corporate items and corporate special items. Business Segment Operating Profits are defined by the Securities and Exchange Commission as a non-GAAP financial measure, and are not GAAP alternatives to net income or any other operating measure prescribed by accounting principles generally accepted in the United States.

International Paper operates in four segments: Industrial Packaging, Global Cellulose Fibers, Printing Papers and Consumer Packaging.

The following table presents a reconciliation of net earnings (loss) from continuing operations attributable to International Paper Company to its total Business Segment Operating Profit:

<i>In millions</i>	2016	2015	2014
<b>Earnings (Loss) From Continuing Operations Attributable to International Paper Company</b>	<b>\$ 909</b>	<b>\$ 938</b>	<b>\$ 568</b>
Add back (deduct)			
Income tax provision (benefit)	247	466	123
Equity (earnings) loss, net of taxes	(198)	(117)	200
Noncontrolling interests, net of taxes	(2)	(21)	(19)
<b>Earnings (Loss) From Continuing Operations Before Income Taxes and Equity Earnings</b>	<b>956</b>	<b>1,266</b>	<b>872</b>
Interest expense, net	520	555	601
Noncontrolling interests/equity earnings included in operations	1	8	2
Corporate items	69	36	51
Corporate special items (income) expense	46	238	320
Non-operating pension expense	610	258	212
<b>Earnings (Loss) From Continuing Operations Before Income Taxes and Equity Earnings</b>	<b>\$ 2,202</b>	<b>\$ 2,361</b>	<b>\$ 2,058</b>
<b>Business Segment Operating Profit</b>			
Industrial Packaging	\$ 1,651	\$ 1,853	\$ 1,896
Global Cellulose Fibers	(180)	68	61
Printing Papers	540	465	(77)
Consumer Packaging	191	(25)	178
<b>Total Business Segment Operating Profit</b>	<b>\$ 2,202</b>	<b>\$ 2,361</b>	<b>\$ 2,058</b>

Business Segment Operating Profits in 2016 included a net loss from special items of \$136 million compared with \$321 million in 2015 and \$732 million in 2014 . Operationally, compared with 2015, the benefits from higher sales volumes (\$62 million), lower maintenance outage costs (\$14 million), lower input costs (\$82 million) and the incremental operating earnings from the newly acquired pulp business (\$17 million) were offset by lower average sales price realizations and mix (\$443 million), higher operating costs (\$62 million) and higher other costs (\$14 million).



The principal changes in operating profit by segment were as follows:

- Industrial Packaging's profits of \$1.7 billion were \$202 million lower than in 2015 as the benefits of higher sales volumes, lower maintenance outage costs and lower input costs were more than offset by lower average sales price realizations and mix, higher operating costs and higher other costs. In addition, operating profits in 2016 included a charge of \$70 million for impairment and other costs associated with the sale of our corrugated packaging business in Asia and a charge of \$7 million related to the closure of a mill in Turkey. In 2015, operating profits included a goodwill and trade name impairment charge of \$137 million related to our Brazil Packaging business.
- Global Cellulose Fibers' operating loss of \$180 million was \$248 million unfavorable versus 2015 as the benefits of higher sales volumes, lower input costs, lower other costs and the earnings from the newly acquired business were more than offset by lower average sales price realizations and mix, higher operating costs and higher maintenance outage costs. The operating loss in 2016 included \$31 million of costs associated with the acquisition of the pulp business and a charge of \$19 million to amortize the newly acquired pulp business inventory fair value adjustment.
- Printing Papers' profits of \$540 million represented a \$75 million increase in operating profits from 2015. The benefits from higher sales volumes, higher average sales price realizations and mix, lower operating costs, lower maintenance outage costs and lower input costs were partially offset by higher other costs.
- Consumer Packaging's operating profit of \$191 million represented a \$216 million increase in operating profits from 2015. The benefits from lower operating costs, lower maintenance outage costs,

and lower input costs were partially offset by lower sales volumes, lower average sales price realizations and mix and higher other costs. In addition, operating profits in 2016 included a charge of \$9 million related to the conversion of our Riegelwood mill to 100% pulp production. In 2015, operating losses included an asset impairment charge of \$174 million related to the sale of our 55% equity share of the IP-Sun JV in Asia, a net cost of \$8 million related to costs for our Riegelwood mill conversion, net of proceeds from the sale of the Carolina Coated Bristols brand, and \$2 million of sheet plant closure costs.

**Liquidity and Capital Resources**

For the year ended December 31, 2016, International Paper generated \$2.5 billion of cash flow from operations compared with \$2.6 billion in 2015 and \$3.1 billion in 2014. Cash flow from operations included \$750 million, \$750 million and \$353 million of cash pension contributions in 2016, 2015 and 2014, respectively. Capital spending for 2016 totaled \$1.3 billion, or 110% of depreciation and amortization expense. Net increases in debt totaled \$1.9 billion, the proceeds from which were primarily used to fund the acquisition of the Weyerhaeuser pulp business. Our liquidity position remains strong, supported by approximately \$2.1 billion of credit facilities that we believe are adequate to meet future liquidity requirements. Maintaining an investment-grade credit rating for our long-term debt continues to be an important element in our overall financial strategy.

We expect strong cash generation again in 2017 and will continue our balanced use of cash through the payment of dividends, reducing total debt and making investments for future growth.

Capital spending for 2017 is targeted at \$1.5 billion, or about 107% of depreciation and amortization.

**Legal**

See [Note 11 Commitments and Contingent Liabilities](#) on pages 61 through 63 of [Item 8. Financial Statements and Supplementary Data](#) for a discussion of legal matters.

**RESULTS OF OPERATIONS**

While the operating results for International Paper's various business segments are driven by a number of business-specific factors, changes in International Paper's operating results are closely tied to changes in general economic conditions in North America, Europe, Russia, Latin America, Asia, Africa and the Middle East. Factors that impact the demand for our products include industrial non-durable goods production, consumer spending, commercial printing and advertising activity, white-collar employment levels, and movements in currency exchange rates.

Product prices are affected by general economic trends, inventory levels, currency exchange rate movements and worldwide capacity utilization. In addition to these revenue-related factors, net earnings are impacted by various cost drivers, the more significant of which include changes in raw material costs, principally wood, recycled fiber and chemical costs; energy costs; freight costs; salary and benefits costs, including pensions; and manufacturing conversion costs.

The following is a discussion of International Paper's results of operations for the year ended December 31, 2016, and the major factors affecting these results compared to 2015 and 2014.

For the year ended December 31, 2016, International Paper reported net sales of \$21.1 billion, compared with \$22.4 billion in 2015 and \$23.6 billion in 2014. International net sales (including U.S. exports) totaled \$7.2 billion or 34% of total sales in 2016. This compares with international net sales of \$7.8 billion in 2015 and \$9.3 billion in 2014.

Full year 2016 net earnings attributable to International Paper Company totaled \$904 million (\$2.18 per share), compared with net earnings of \$938 million (\$2.23 per share) in 2015 and \$555 million (\$1.29 per share) in 2014. Amounts in 2016 and 2014 include the results of discontinued operations.

Earnings from continuing operations attributable to International Paper Company after taxes in 2016, 2015 and 2014 were as follows:

In millions	2016	2015	2014
Earnings from continuing operations attributable to International Paper Company	\$ 909 (a)	\$ 938 (b)	\$ 568 (c)

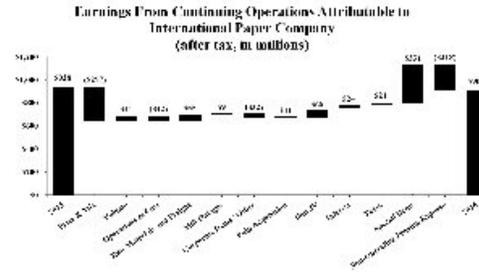
(a) Includes \$108 million of net special items charges and \$375 million of non-operating pension expense which included a pre-tax charge of \$439 million (\$270 million after taxes) for a settlement accounting charge associated with payments under a term-vested lump sum buyout.

(b) Includes \$439 million of net special items charges and \$157 million of non-operating pension expense.

(c) Includes \$599 million of net special items gains and \$129 million of non-operating pension expense in 2014.

Compared with 2015, the benefits from higher sales volumes, lower maintenance outage costs, lower input costs, incremental earnings from the acquisition of Weyerhaeuser's pulp business, lower interest expense and lower tax expense were offset by lower average sales price realizations and mix, higher operating costs and higher corporate and other costs. In addition, 2016 results included higher equity earnings, net of taxes,

relating to the Company's investment in Ilim Holding, SA.



See [Business Segment Results](#) on pages 25 through 30 for a discussion of the impact of these factors by segment.

**Discontinued Operations**

**2016:**

In 2016, there was \$5 million of discontinued operations expense associated with a legal settlement related to the xpedx business.

**2015:**

There were no discontinued operations in 2015.

**2014:**

In 2014, \$24 million of net income adjustments were recorded relating to discontinued businesses, including \$16 million of costs associated with the spin-off of the xpedx business and \$9 million of costs associated with the divestiture of the Temple-Inland Building Products business. Also included are the operating earnings of the xpedx business prior to the spin-off on July 1, 2014.

**Income Taxes**

A net income tax provision of \$247 million was recorded for 2016 including tax benefits of \$63 million related to legal entity restructurings, a tax expense of \$31 million associated with a tax rate change in Luxembourg, a tax expense of \$23 million associated with the \$750 million of 2016 cash pension contributions, and a tax benefit of \$14 million related to the closure of a federal tax audit. Excluding these items, a \$51 million tax benefit for other special items and a \$235 million tax benefit related to non-operating pension expense, the tax provision was \$556 million, or 32% of pre-tax earnings before equity earnings.

A net income tax provision of \$466 million was recorded for 2015 including a tax benefit of \$62 million related to internal restructurings, a tax expense of \$23 million for the tax impact of the 2015 cash pension contribution of \$750 million and a \$2 million tax expense for other

items. Excluding these items, an \$83 million net tax benefit for other special items and a \$101 million tax benefit related to non-operating pension expense, the tax provision was \$687 million, or 33% of pre-tax earnings before equity earnings.

A net income tax provision of \$123 million was recorded for 2014 including a tax benefit of \$90 million related to internal restructurings and a net \$9 million tax expense for other items. Excluding these items, a \$372 million net tax benefit for other special items and a \$83 million tax benefit related to non-operating pension expense, the tax provision was \$659 million, or 31% of pre-tax earnings before equity earnings.

**Equity Earnings, Net of Taxes**

Equity earnings, net of taxes in 2016, 2015 and 2014 consisted principally of the Company's share of earnings from its 50% investment in Ilim Holding S.A. in Russia (see page 29 and 30).

**Interest Expense and Noncontrolling Interest**

Net corporate interest expense totaled \$520 million in 2016, \$555 million in 2015 and \$601 million in 2014. The decrease in 2016 compared with 2015 is due to lower average interest rates. The decrease in 2015 compared with 2014 also reflects lower average interest rates.

Net earnings attributable to noncontrolling interests totaled a loss of \$2 million in 2016 compared with a loss of \$21 million in 2015 and a loss of \$19 million in 2014. The decrease in 2016 reflects the sale of our equity share of the IP-Sun JV in 2015. The decrease in 2015 compared with 2014 also reflects the sale of our interest in the IP-Sun JV and lower earnings for the joint venture in China prior to its divestiture.

**Special Items**

*Restructuring and Other Charges*

International Paper continually evaluates its operations for improvement opportunities targeted to (a) focus our portfolio on our core businesses, (b) realign capacity to operate fewer facilities with the same revenue capability and close high cost facilities, and (c) reduce costs. Annually, strategic operating plans are developed by each of our businesses. If it subsequently becomes apparent that a facility's plan will not be achieved, a decision is then made to, among other outcomes, (a) invest additional capital to upgrade the facility, (b) shut down the facility and record the corresponding charge, or (c) evaluate the expected recovery of the carrying value of the facility to determine if an impairment of the assets have occurred. In recent years, this policy has led to the shutdown of a number of facilities and the recording of significant asset impairment charges and severance costs. It is possible

that additional charges and costs will be incurred in future periods in our core businesses should such triggering events occur.

During 2016, 2015 and 2014, pre-tax restructuring and other charges totaling \$54 million, \$252 million and \$846 million were recorded in the business segments. Details of these charges are as follows:

<b>Restructuring and Other</b>			
<i>In millions</i>	<b>2016</b>	<b>2015</b>	<b>2014</b>
<b>Business Segments</b>			
Riegelwood mill conversion costs net of proceeds from the sale of Carolina Coated Bristols brand	\$ 9 (a)	\$ 8 (a)	\$ —
Turkey mill closure	7 (b)	—	—
Courtland mill shutdown	—	—	554 (c)
Other items	—	2 (a)	15 (d)
	<b>16</b>	<b>10</b>	<b>569</b>
<b>Corporate</b>			
Early debt extinguishment costs (see Note 13)	\$ 29	207	276
India Packaging business evaluation write-off	17	—	—
Gain on sale of investment in Arizona Chemical	(8)	—	—
Timber monetization restructuring	—	16	—
Legal liability reserve adjustment	—	15	—
Other Items	—	4	1
	<b>38</b>	<b>242</b>	<b>277</b>
<b>Total</b>	<b>\$ 54</b>	<b>\$ 252</b>	<b>\$ 846</b>

(a) Recorded in the Consumer Packaging business segment.

(b) Recorded in the Industrial Packaging business segment.

(c) Recorded in the Printing Papers business segment.

(d) Recorded in the Industrial Packaging business segment (\$7 million) and Consumer Packaging business segment (\$8 million).

### Other Corporate Special Items

In addition, other corporate special items totaling \$8 million, \$4 million and \$43 million were recorded in 2016, 2015 and 2014, respectively. Details of these charges were as follows:

<b>Other Corporate Items</b>			
<i>In millions</i>	2016	2015	2014
Write-off of certain regulatory pre-engineering costs	\$ 8	\$ —	\$ —
Sale of investment by ASG and impairment of that investment	—	—	47
Other	—	(4)	(4)
<b>Total</b>	<b>\$ 8</b>	<b>\$ (4)</b>	<b>\$ 43</b>

### Impairments of Goodwill

No goodwill impairment charges were recorded in 2016.

In the fourth quarter of 2015, in conjunction with the annual testing of its reporting units for possible goodwill impairments, the Company calculated the estimated fair value of its Brazil Packaging business and determined that all of the goodwill in the business, totaling \$137 million, should be written off. The decline in the fair value of the Brazil Packaging business and resulting impairment charge was due to the negative impacts on the cash flows of the business caused by the continued decline of the overall Brazilian economy.

In the fourth quarter of 2014, in conjunction with the annual testing of its reporting units for possible goodwill impairments, the Company calculated the estimated fair value of its Asia Industrial Packaging business using expected discounted future cash flows and determined that due to a change in the strategic outlook, all of the goodwill of this business, totaling \$100 million, should be written off. The decline in the fair value of the Asia Industrial Packaging business and resulting impairment charge was due to a change in the strategic outlook for the business.

### Net Losses on Sales and Impairments of Businesses

Net losses on sales and impairments of businesses included in special items totaled a pre-tax loss of \$70 million in 2016, a pre-tax loss of \$174 million in 2015 and a pre-tax loss of \$38 million in 2014. See [Note 7 Divestitures / Spinoff](#) on pages 56 and 57 of [Item 8. Financial Statements and Supplementary Data](#) for further discussion.

### Business Segment Operating Profits

Business segment operating profits of \$2.2 billion in 2016 decreased from \$2.4 billion in 2015. The benefits from higher sales volumes (\$62 million), higher maintenance outage costs (\$14 million), lower input costs (\$82 million) and the incremental operating

earnings from the newly acquired pulp business (\$17 million) were more than offset by lower average sales price realizations and mix (\$443 million), higher operating costs (\$62 million) and higher other costs (\$14 million). Special items were a \$136 million net loss in 2016 compared with a net loss of \$321 million in 2015.

Market-related downtime in 2016 increased to approximately 448,000 tons from approximately 440,000 tons in 2015.

### DESCRIPTION OF BUSINESS SEGMENTS

International Paper's business segments discussed below are consistent with the internal structure used to manage these businesses. All segments are differentiated on a common product, common customer basis consistent with the business segmentation generally used in the forest products industry.

#### Industrial Packaging

International Paper is the largest manufacturer of containerboard in the United States. Our U.S. production capacity is over 13 million tons annually. Our products include linerboard, medium, whitetop, recycled linerboard, recycled medium and saturating kraft. About 80% of our production is converted domestically into corrugated boxes and other packaging by our 166 U.S. container plants. Additionally, we recycle approximately one million tons of OCC and mixed and white paper through our 18 recycling plants. In EMEA, our operations include two recycled fiber containerboard mills in Morocco and Turkey and 26 container plants in France, Italy, Spain, Morocco and Turkey. During 2016 we acquired a newsprint mill in Spain which we intend to convert to a recycled containerboard mill during 2017. In Brazil our operations include three containerboard mills and four box plants. Our container plants are supported by regional design centers, which offer total packaging solutions and supply chain initiatives.

#### Global Cellulose Fibers

Our cellulose fibers product portfolio includes fluff, market and specialty pulps. Our fluff pulp is used to make absorbent hygiene products like baby diapers, feminine care, adult incontinence and other non-woven products, and our market pulp is used for tissue and paper products. We continue to invest in exploring new innovative uses for our products, such as our specialty pulps, which are used for non-absorbent end uses including textiles, filtration, construction material, paints and coatings, reinforced plastics and more. Our products are made in the United States, Canada, France, Poland, and Russia and are sold around the world. International Paper facilities have annual dried pulp capacity of about 4 million metric tonnes.

## Printing Papers

International Paper is one of the world's largest producers of printing and writing papers. The primary product in this segment is uncoated papers. This business produces papers for use in copiers, desktop and laser printers and digital imaging. End use applications include advertising and promotional materials such as brochures, pamphlets, greeting cards, books, annual reports and direct mail. Uncoated papers also produces a variety of grades that are converted by our customers into envelopes, tablets, business forms and file folders. Uncoated papers are sold under private label and International Paper brand names that include *Hammermill*, *Springhill*, *Williamsburg*, *Postmark*, *Accent*, *Great White*, *Chamex*, *Ballet*, *Rey*, *Pol*, and *Svetocopy*. The mills producing uncoated papers are located in the United States, France, Poland, Russia, Brazil and India. The mills have uncoated paper production capacity of approximately 4 million tons annually. Brazilian operations function through International Paper do Brasil, Ltda, which owns or manages approximately 329,000 acres of forestlands in Brazil.

## Consumer Packaging

International Paper is one of the world's largest producers of solid bleached sulfate board with annual U.S. production capacity of about 1.2 million tons. Our coated paperboard business produces high quality coated paperboard for a variety of packaging and foodservice end uses. Our *Everest®*, *Fortress®*, and *Starcote®* brands are used in packaging applications for everyday products such as food, cosmetics, pharmaceuticals and tobacco products. Our U.S. capacity is supplemented by about 395,000 tons of capacity at our mills producing coated board in Poland and Russia.

Our Foodservice business produces cups, lids, food containers and plates through three domestic plants and four international facilities.

## Ilim Holding S.A.

In October 2007, International Paper and Ilim Holding S.A. (Ilim) completed a 50:50 joint venture to operate a pulp and paper business located in Russia. Ilim's facilities include three paper mills located in Bratsk, Ust-Ilimsk, and Koryazhma, Russia, with combined total pulp and paper capacity of over 3.4 million tons. Ilim has exclusive harvesting rights on timberland and forest areas exceeding 14.9 million acres (6.0 million hectares).

*Products and brand designations appearing in italics are trademarks of International Paper or a related company.*

## BUSINESS SEGMENT RESULTS

The following tables present net sales and operating profit (loss) which is the Company's measure of segment profitability. The tables include a detail of special items in each year, where applicable, in order to show operating profit before special items.

### Industrial Packaging

Demand for Industrial Packaging products is closely correlated with non-durable industrial goods production, as well as with demand for processed foods, poultry, meat and agricultural products. In addition to prices and volumes, major factors affecting the profitability of Industrial Packaging are raw material and energy costs, freight costs, manufacturing efficiency and product mix.

<b>Industrial Packaging</b>			
<i>In millions</i>	2016	2015	2014
<b>Net Sales</b>	<b>\$ 14,191</b>	<b>\$ 14,484</b>	<b>\$ 14,944</b>
<b>Operating Profit (Loss)</b>	<b>\$ 1,651</b>	<b>\$ 1,853</b>	<b>\$ 1,896</b>
Turkey mill closure	7	—	—
Asia Packaging restructuring and impairment	70	—	7
Brazil Packaging goodwill and trade name impairment	—	137	—
Temple-Inland acquisition	—	—	16
Multi-employer pension withdrawal liability	—	—	35
Box plant closures	—	—	(5)
EMEA Packaging restructuring	—	—	5
Turkey acquisition	—	—	1
Brazil Packaging integration costs	—	—	(1)
Asia Packaging goodwill impairment	—	—	100
<b>Operating Profit Before Special Items</b>	<b>\$ 1,728</b>	<b>\$ 1,990</b>	<b>\$ 2,054</b>

**Industrial Packaging** net sales for 2016 decreased 2% to \$14.2 billion compared with \$14.5 billion in 2015, and 5% compared with \$14.9 billion in 2014. Operating profits in 2016 were 11% lower than in 2015 and 13% lower than in 2014. Comparing 2016 with 2015, benefits from higher sales volumes (\$61 million), lower maintenance outage costs (\$15 million) and lower input costs (\$42 million) were offset by lower average sales price realizations and mix (\$278 million), higher operating costs (\$101 million) and higher other costs (\$1 million). In addition, special items were an expense of \$77 million in 2016 compared with \$137 million in 2015.

<b>North American Industrial Packaging</b>			
<i>In millions</i>	2016	2015	2014
<b>Net Sales</b>	\$ 12,227	\$ 12,541	\$ 12,663
<b>Operating Profit (Loss)</b>	\$ 1,757	\$ 2,009	\$ 1,986
Temple-Inland acquisition	—	—	16
Multi-employer pension withdrawal liability	—	—	35
Box plant closures	—	—	(5)
<b>Operating Profit Before Special Items</b>	\$ 1,757	\$ 2,009	\$ 2,032

North American Industrial Packaging's sales volumes increased in 2016 compared with 2015 reflecting higher box shipments and higher shipments of containerboard to export markets. In 2016, the business took about 914,000 tons of total downtime of which about 445,000 were economic downtime and 469,000 were maintenance downtime. The business took about 814,000 tons of total downtime in 2015 of which 363,000 were economic downtime and 451,000 were maintenance downtime. Average sales price realizations were significantly lower for containerboard due to pricing pressures in export markets. Average sales prices for boxes were lower primarily due to contract de-escalators that were triggered in the first quarter by a decrease in a key containerboard price index. Input costs for wood, energy and freight fuel surcharges were lower, but for recycled fiber were higher. Planned maintenance downtime costs were \$16 million lower in 2016 than in 2015.

Looking ahead to the first quarter of 2017, compared with the fourth quarter of 2016, sales volumes for boxes are expected to be slightly higher despite seasonally lower daily shipments due to four more shipping days. Shipments of containerboard to export markets are expected to decrease. Average sales price realizations should increase, reflecting the continuing implementation of the box price increase announced in the fourth quarter of 2016. Input costs are expected to be higher for recycled fiber, energy and wood. Planned maintenance downtime spending is expected to be about \$57 million higher. Operating costs are expected to improve. In addition, the Company is evaluating the financial impact of the digester incident that occurred on January 22, 2017 at the Pensacola mill. It is currently estimated that the total impact will be in excess of \$50 million, but that property damage and business interruption insurance will cover a significant portion of the costs. The timing of these costs and potential insurance recoveries is unknown.

<b>EMEA Industrial Packaging</b>			
<i>In millions</i>	2016	2015	2014
<b>Net Sales</b>	\$ 1,227	\$ 1,114	\$ 1,307
<b>Operating Profit (Loss)</b>	\$ 15	\$ 13	\$ 25
Turkey Mill Closure	7	—	—
EMEA Packaging restructuring	—	—	5
Turkey acquisition	—	—	1
<b>Operating Profit Before Special Items</b>	\$ 22	\$ 13	\$ 31

EMEA Industrial Packaging's sales volumes in 2016 were higher than in 2015 reflecting improved market demand in the Eurozone and recovery from the prior year labor strikes in Turkey. Average sales margins improved due to sales price increases and material cost decreases. Input costs for energy were lower, but operations were negatively impacted by foreign exchange rates, primarily in Turkey. Operating earnings in 2015 included a gain of \$4 million related to the change in ownership of our OCC collection operations in Turkey.

Entering the first quarter of 2017, compared with the fourth quarter of 2016 sales volumes are expected to be slightly lower. Average sales margins are expected to be slightly lower. Input costs for energy should be flat, but operating costs are expected to be lower.

On June 30, 2016 the Company completed the acquisition of Holmen Paper's newsprint mill in Madrid, Spain. Under the terms of the agreement, International Paper purchased the Madrid newsprint mill as well as associated recycling operations and a 50% ownership interest in a cogeneration facility. The Company intends to convert the mill to produce recycled containerboard in 2017 with an expected capacity of 419,000 tons. Once completed, the converted mill will support the Company's corrugated packaging business in EMEA.

<b>Brazilian Industrial Packaging</b>			
<i>In millions</i>	2016	2015	2014
<b>Net Sales</b>	\$ 232	\$ 228	\$ 349
<b>Operating Profit (Loss)</b>	\$ (43)	\$ (163)	\$ (3)
Brazil Packaging goodwill and trade name impairment	—	137	—
Brazil Packaging integration costs	—	—	(1)
<b>Operating Profit Before Special Items</b>	\$ (43)	\$ (26)	\$ (4)

Brazilian Industrial Packaging's 2016 sales volumes decreased compared with 2015 for boxes and sheets due to overall weak economic conditions, but increased for containerboard. Average sales price realizations were higher. Input costs increased, primarily for recycled fiber. Operating costs were higher largely due to the effects of inflation. Planned maintenance downtime costs were \$1 million higher in 2016 compared with 2015.

Looking ahead to the first quarter of 2017, compared with the fourth quarter of 2016 sales volumes are expected to be lower for containerboard and sheets, but higher for boxes. Average sales margins should improve reflecting a sales price increase for boxes. Input costs are expected to be slightly lower, but offset by higher operating costs. Planned maintenance downtime costs are expected to be \$1 million higher.

<b>Asian Industrial Packaging</b>				
<i>In millions</i>	2016	2015	2014	
<b>Net Sales</b>	\$ 505	\$ 601	\$ 625	
<b>Operating Profit (Loss)</b>	\$ (78)	\$ (6)	\$ (112)	
Asia Packaging restructuring and impairment	70	—	7	
Asia Packaging goodwill impairment	—	—	100	
<b>Operating Profit Before Special Items</b>	\$ (8)	\$ (6)	\$ (5)	

Asian Industrial Packaging's sales volumes in the first half of 2016 for boxes were higher than the comparable period in 2015, but average sales margins were lower due to competitive pressures and weak economic conditions.

On June 30, 2016, the Company completed the sale of its corrugated packaging business in China and Southeast Asia to Xiamen Bridge Hexing Equity Investment Partnership Enterprise. See [Note 7 Divestitures / Spinoff](#) on pages 56 and 57 of [Item 8. Financial Statements and Supplementary Data](#) for further discussion of the sale of this business. Net sales and operating profits beginning with the third quarter of 2016 reflect the results of the distribution operations of the business.

#### **Global Cellulose Fibers**

Demand for Cellulose Fibers products is closely correlated with changes in demand for absorbent hygiene products and is further affected by changes in currency rates that can benefit or hurt producers in different geographic regions. Principal cost drivers include manufacturing efficiency, raw material and energy costs and freight costs.

<b>Global Cellulose Fibers</b>				
<i>In millions</i>	2016	2015	2014	
<b>Net Sales</b>	\$ 1,092	\$ 975	\$ 1,046	
<b>Operating Profit (Loss)</b>	\$ (180)	\$ 68	\$ 61	
Acquisition costs	31	—	—	
Inventory fair value step-up amortization	19	—	—	
<b>Operating Profit Before Special Items</b>	\$ (130)	\$ 68	\$ 61	

Global Cellulose Fibers results for 2016 include net sales of \$111 million and an operating loss of \$(21) million (including \$38 million of special items) associated with

the newly acquired pulp business from the date of acquisition on December 1, 2016. See [Note 6 Acquisitions and Joint Ventures](#) on pages 54 through 56 of [Item 8. Financial Statements and Supplementary Data](#) for additional information about the acquisition. Net sales for 2016 increased 12% to \$1.1 billion compared with \$975 million in 2015 and 4% compared with \$1.0 billion in 2014. Operating profits in 2016 were significantly lower than in both 2015 and 2014. Comparing 2016 with 2015, benefits from higher sales volumes (\$10 million), lower input costs (\$6 million), and lower other costs (\$1 million) were offset by lower average sales price realizations and mix (\$36 million), higher operating costs (\$59 million) and higher planned maintenance downtime costs (\$38 million). In addition, special items expense in 2016 was \$50 million.

Sales volumes for the legacy business were higher for both fluff and market pulp. Average sales margins decreased, reflecting lower sales price realizations for both fluff pulp and softwood market pulp and an unfavorable mix resulting from the Riegelwood conversion and ramp-up. In Europe and Russia, average sales margins decreased due to competitive pressures. Input costs were slightly lower. Planned maintenance downtime costs were \$38 million higher in 2016 primarily related to the Riegelwood mill. Operating costs were higher due to costs associated with the Riegelwood mill conversion.

Entering the first quarter of 2017, sales volumes will be higher due to the full-quarter impact of the acquisition. Average sales price realizations are expected to be stable and mix will continue to be challenged due to the ramp-up of the Riegelwood mill. Input costs are expected to increase primarily for wood. Planned maintenance downtime costs should be \$47 million higher than in the fourth quarter of 2016 due to a large outage and capital investment project to upgrade the recovery boiler, turbine and power system at our Port Wentworth mill.

#### **Printing Papers**

Demand for Printing Papers products is closely correlated with changes in commercial printing and advertising activity, direct mail volumes and, for uncoated cut-size products, with changes in white-collar employment levels that affect the usage of copy and laser printer paper. Principal cost drivers include manufacturing efficiency, raw material and energy costs and freight costs.

<b>Printing Papers</b>			
<i>In millions</i>	2016	2015	2014
<b>Net Sales</b>	\$ 4,058	\$ 4,056	\$ 4,674
<b>Operating Profit (Loss)</b>	\$ 540	\$ 465	\$ (77)
Courtland mill closure	—	—	554
Brazil tax amnesty	—	—	32
India legal contingency	—	—	(20)
<b>Operating Profit Before Special Items</b>	\$ 540	\$ 465	\$ 489

**Printing Papers** net sales for 2016 of \$4.1 billion were even with \$4.1 billion in 2015, but decreased 13% compared with \$4.7 billion in 2014. Operating profits in 2016 were 16% higher than in 2015 and significantly higher than in 2014. Comparing 2016 with 2015, benefits from higher sales volumes (\$11 million), higher average sales price realizations and mix (\$25 million), lower operating costs (\$20 million), lower planned maintenance downtime costs (\$23 million) and lower input costs (\$4 million) were partly offset by higher other costs (\$8 million).

<b>North American Printing Papers</b>			
<i>In millions</i>	2016	2015	2014
<b>Net Sales</b>	\$ 1,890	\$ 1,942	\$ 2,055
<b>Operating Profit (Loss)</b>	\$ 236	\$ 179	\$ (398)
Courtland mill closure	—	—	554
<b>Operating Profit Before Special Items</b>	\$ 236	\$ 179	\$ 156

**North American Printing Papers'** sales volumes for 2016 were unchanged from 2015. Average sales price realizations decreased for both cutsize paper and rolls. Average sales margins were also impacted by an unfavorable mix. Input costs were lower, mainly for wood. Planned maintenance downtime costs were \$24 million lower in 2016. Manufacturing operating costs also improved.

Entering the first quarter of 2017, sales volumes are expected to be seasonally higher. Average sales margins should decrease reflecting lower average sales price realizations partially offset by a more favorable geographic mix. Input costs are expected to be higher, primarily for energy. Planned maintenance downtime costs are expected to be about \$23 million higher with outages scheduled in the 2017 first quarter.

<b>Brazilian Papers</b>			
<i>In millions</i>	2016	2015	2014
<b>Net Sales</b>	\$ 897	\$ 878	\$ 1,061
<b>Operating Profit (Loss)</b>	\$ 173	\$ 186	\$ 177
Brazil tax amnesty	—	—	32
<b>Operating Profit Before Special Items</b>	\$ 173	\$ 186	\$ 209

**Brazilian Papers'** sales volumes for in 2016 were lower compared with 2015 under weak economic conditions. Average sales price realizations improved for domestic

uncoated freesheet paper due to the realization of price increases implemented in the first half of 2016. Sales prices to export markets decreased. Raw material costs increased for energy, wood, chemicals and virgin fiber. Operating costs were higher than in 2015, largely due to inflation. Planned maintenance downtime costs were \$1 million lower.

Looking ahead to 2017, compared with the fourth quarter of 2016 sales volumes for uncoated freesheet paper in the first quarter are expected to be seasonally weaker in both domestic and export markets. Average sales price realizations should increase due to the implementation of a domestic sales price increase for both cutsize and offset paper. Input costs are expected to be slightly higher for chemicals and energy.

<b>European Papers</b>			
<i>In millions</i>	2016	2015	2014
<b>Net Sales</b>	\$ 1,109	\$ 1,064	\$ 1,321
<b>Operating Profit (Loss)</b>	\$ 142	\$ 111	\$ 136

**European Papers'** sales volumes for uncoated freesheet paper in 2016 were higher in both Russia and Europe compared with 2015. Average sales price realizations improved for uncoated freesheet paper following price increases implemented in 2015 in Europe and in the first quarter of 2016 in Russia. Input costs were lower for wood, energy and chemicals in Europe, but were higher in Russia. Planned maintenance downtime costs were \$4 million lower in 2016 than in 2015.

Entering 2017, sales volumes for uncoated freesheet paper in the first quarter are expected to be seasonally weaker in Russia but higher in Europe. Average sales price realizations are expected to be stable with price increases implemented in certain markets. Input costs should be slightly lower. Planned maintenance downtime costs should be \$15 million lower than in the fourth quarter of 2016.

<b>Indian Papers</b>			
<i>In millions</i>	2016	2015	2014
<b>Net Sales</b>	\$ 167	\$ 172	\$ 178
<b>Operating Profit (Loss)</b>	\$ (11)	\$ (11)	\$ 8
India legal contingency	—	—	(20)
<b>Operating Profit Before Special Items</b>	\$ (11)	\$ (11)	\$ (12)

**Indian Papers'** average sales price realizations in 2016 were slightly higher than in 2015. Sales volumes were flat. Input costs were lower for wood and chemicals. Operating costs were higher in 2016, while planned maintenance downtime costs were even with 2015. Looking ahead to the first quarter of 2017, sales volumes are expected to be slightly lower, but seasonally strong. Average sales price realizations are expected to be stable.

### Consumer Packaging

Demand and pricing for Consumer Packaging products correlate closely with consumer spending and general economic activity. In addition to prices and volumes, major factors affecting the profitability of Consumer Packaging are raw material and energy costs, freight costs, manufacturing efficiency and product mix.

<b>Consumer Packaging</b>			
<i>In millions</i>	2016	2015	2014
<b>Net Sales</b>	\$ 1,955	\$ 2,940	\$ 3,403
<b>Operating Profit (Loss)</b>	\$ 191	\$ (25)	\$ 178
Riegelwood conversion costs net of proceeds from the sale of the Carolina coated bostols brand	9	8	—
Asia Coated Paperboard goodwill and PP&E impairment	—	174	—
NA Coated Paperboard sheet plant closures	—	2	8
<b>Operating Profit Before Special Items</b>	\$ 200	\$ 159	\$ 186

Consumer Packaging net sales in 2016 decreased 34% to \$2.0 billion from \$2.9 billion in 2015, and decreased 43% from \$3.4 billion in 2014. Operating profits increased significantly from 2015 and increased 7% from 2014. Comparing 2016 with 2015, benefits from lower operating costs (\$78 million), lower planned maintenance downtime costs (\$13 million) and lower input costs (\$30 million) were partially offset by lower sales volumes (\$20 million), lower average sales price realizations and mix (\$56 million), and higher other costs (\$4 million). In addition, special items expense was \$9 million in 2016 and \$184 million in 2015.

<b>North American Consumer Packaging</b>			
<i>In millions</i>	2016	2015	2014
<b>Net Sales</b>	\$ 1,628	\$ 1,939	\$ 1,993
<b>Operating Profit (Loss)</b>	\$ 98	\$ 81	\$ 92
Riegelwood conversion costs net of proceeds from the sale of the Carolina coated bostols brand	9	8	—
NA Coated Paperboard sheet plant closures	—	2	8
<b>Operating Profit Before Special Items</b>	\$ 107	\$ 91	\$ 100

North American Consumer Packaging coated paperboard sales volumes in 2016 were lower than in 2015 primarily due to our exit from the coated bostols market. Average sales price realizations decreased year over year due to competitive pressures. Input costs decreased for wood, chemicals and energy. Planned maintenance downtime costs were \$11 million lower in 2016. Operating costs decreased, reflecting the impact of cost savings initiatives and lower depreciation expense.

Foodservice sales volumes decreased slightly in 2016 compared with 2015. Average sales margins

decreased due to lower sales price realizations partially offset by lower resin costs and a more favorable mix. Operating costs were higher, while distribution costs were lower.

Looking ahead to the first quarter of 2017, Coated Paperboard sales volumes are expected to be seasonally higher than in the fourth quarter of 2016. Average sales price realizations are expected to be lower due to market pressures. Input costs are expected to be higher for energy and chemicals, partially offset by lower wood costs. Planned maintenance downtime costs should be \$11 million lower with no maintenance outages scheduled in the first quarter. Foodservice sales volumes are expected to be seasonally lower. Sales margins are expected to continue under pressure, partially offset by lower operating costs.

<b>European Consumer Packaging</b>			
<i>In millions</i>	2016	2015	2014
<b>Net Sales</b>	\$ 327	\$ 319	\$ 365
<b>Operating Profit (Loss)</b>	\$ 93	\$ 87	\$ 91

European Consumer Packaging's sales volumes in 2016 compared with 2015 increased in both Europe and Russia. Average sales price realizations were higher in Russia. In Europe average sales margins decreased reflecting lower average sales prices. Input cost, primarily for wood and energy were lower in Europe, but were higher in Russia. Planned maintenance downtime costs were \$2 million lower in 2016.

Looking forward to the first quarter of 2017, compared with the fourth quarter of 2016, sales volumes are expected to increase. Average sales price realizations are expected to be flat in both Europe and Russia. Input costs are expected to be higher.

<b>Asian Consumer Packaging</b>			
<i>In millions</i>	2016	2015	2014
<b>Net Sales</b>	\$ —	\$ 682	\$ 1,045
<b>Operating Profit (Loss)</b>	\$ —	\$ (193)	\$ (5)
Asia Coated Paperboard goodwill and PP&E impairment	—	174	—
<b>Operating Profit Before Special Items</b>	\$ —	\$ (19)	\$ (5)

The Company sold its 55% equity share in IP Asia Coated Paperboard (IP-Sun JV) in October 2015. See [Note 7 Divestitures / Spinoff](#) on pages 56 and 57 of [Item 8. Financial Statements and Supplementary Data](#) for further discussion of the sale of the IP Sun JV. Net sales and operating profits presented below include results through September 30, 2015.

#### Equity Earnings, Net of Taxes – Ilim Holding S.A.

International Paper accounts for its investment in Ilim Holding S.A. (Ilim), a separate reportable industry segment, using the equity method of accounting.

The Company recorded equity earnings, net of taxes, related to Ilim of \$199 million in 2016 compared with a loss of \$131 million in 2015 and a loss of \$194 million in 2014. Operating results recorded in 2016 included an after-tax non-cash foreign exchange gain of \$25 million compared with an after-tax foreign exchange loss of \$75 million in 2015 and an after-tax foreign exchange loss of \$269 million in 2014 primarily on the remeasurement of Ilim's U.S. dollar-denominated net debt.

Sales volumes for the joint venture increased year over year for shipments to China of softwood pulp and linerboard, but decreased for hardwood pulp. Sales volumes in the domestic Russian market increased for softwood pulp, hardwood pulp and paper, but decreased for linerboard. Average sales price realizations were lower in 2016 for sales of softwood pulp and hardwood pulp to export markets and linerboard to the Russian domestic market, but were partially offset by higher average sales price realizations for sales of paper to export and domestic Russian markets. Input costs increased year-over-year for wood, chemicals and energy. Maintenance outage costs were also higher in 2016. The Company received cash dividends from the joint venture of \$60 million in 2016, \$35 million in 2015 and \$56 million in 2014.

Entering the first quarter of 2017, sales volumes are expected to be seasonally lower than in the fourth quarter of 2016 due to the January holidays in China and the seasonal slowdown in Russia. Average sales price realizations are expected to increase for exported hardwood pulp, softwood pulp and for sales of paper in the domestic Russian market. Average sales price realizations for linerboard in the Russian domestic market are expected to be lower. Distribution costs and input costs for energy are projected to be higher.

## LIQUIDITY AND CAPITAL RESOURCES

### Overview

A major factor in International Paper's liquidity and capital resource planning is its generation of operating cash flow, which is highly sensitive to changes in the pricing and demand for our major products. While changes in key cash operating costs, such as energy, raw material and transportation costs, do have an effect on operating cash generation, we believe that our focus on pricing and cost controls has improved our cash flow generation over an operating cycle.

Cash uses during 2016 were primarily focused on working capital requirements, capital spending, debt reductions, pension contributions, the acquisitions of the Weyerhaeuser pulp business and the mill asset in Madrid, and returning cash to shareholders.

### Cash Provided by Operating Activities

Cash provided by operations totaled \$2.5 billion in 2016 compared with \$2.6 billion for 2015 and \$3.1 billion for 2014. Cash provided by working capital components, accounts receivable and inventory less accounts payable and accrued liabilities, interest payable and other totaled \$71 million in 2016, compared with a cash use of \$222 million in 2015 and a cash use of \$158 million in 2014.

The Company generated Free Cash Flow of approximately \$1.9 billion, \$1.8 billion and \$2.1 billion in 2016, 2015 and 2014, respectively. The following are reconciliations of free cash flow to cash provided by operations:

<i>In millions</i>	2016	2015	2014
Cash provided by operations	\$ 2,478	\$ 2,580	\$ 3,077
Adjustments:			
Cash invested in capital projects	(1,348)	(1,487)	(1,366)
Cash contribution to pension plan	750	750	353
<b>Free Cash Flow</b>	<b>\$ 1,880</b>	<b>\$ 1,843</b>	<b>\$ 2,064</b>

<i>In millions</i>	Three Months Ended December 31, 2016	Three Months Ended September 30, 2016	Three Months Ended December 31, 2015
Cash provided by operations	\$ 912	\$ 341	\$ 990
Adjustments:			
Cash invested in capital projects	(445)	(266)	(489)
Cash contribution to pension plan	—	500	—
<b>Free Cash Flow</b>	<b>\$ 467</b>	<b>\$ 575</b>	<b>\$ 501</b>

### Investment Activities

Investment activities in 2016 were up from 2015 reflecting the purchase of Weyerhaeuser's pulp business for \$2.2 billion in cash, the purchase of the Holmen business for \$57 million in cash, net of cash acquired, and proceeds from the sale of the Asia Packaging business of \$108 million, net of cash divested. In 2015, investment activity includes higher capital spending and the use of \$198 million of cash in conjunction with the timber monetization restructuring (see [Note 12 Variable Interest Entities and Preferred Securities of Subsidiaries](#) on pages 64 through 66 of [Item 8. Financial Statements and Supplementary Data](#)). In addition, 2014 investment activity includes the receipt of approximately \$400 million in connection with the spin-off of the xpedx distribution business. The Company maintains an average capital spending target around depreciation or amortization levels or modestly above due to strategic plans over the course of an economic cycle. Capital spending was \$1.3 billion in

2016 , or 110% of depreciation and amortization, compared with \$1.5 billion in 2015 , or 115% of depreciation and amortization, and \$1.4 billion , or 97% of depreciation and amortization in 2014 . Across our businesses, capital spending as a percentage of depreciation and amortization ranged from 37.3% to 161.1% in 2016 .

The following table shows capital spending for operations by business segment for the years ended December 31, 2016 , 2015 and 2014 .

<i>In millions</i>	2016	2015	2014
Industrial Packaging	\$ 816	\$ 858	\$ 754
Global Cellulose Fibers	174	129	75
Printing Papers	215	232	243
Consumer Packaging	124	216	233
Subtotal	1,329	1,435	1,305
Corporate and other	19	52	61
<b>Capital Spending</b>	<b>\$ 1,348</b>	<b>\$ 1,487</b>	<b>\$ 1,366</b>

Capital expenditures in 2017 are currently expected to be about \$1.5 billion , or 107% of depreciation and amortization.

### Acquisitions and Joint Ventures

See [Note 6 Acquisitions and Joint Ventures](#) on pages 54 through 56 of [Item 8. Financial Statements and Supplementary Data](#) for a discussion of the Company's acquisitions.

### Financing Activities

Amounts related to early debt extinguishment during the years ended December 31, 2016 , 2015 and 2014 were as follows:

<i>In millions</i>	2016	2015	2014
Debt reductions (a)	\$ 266	\$ 2,151	\$ 1,625
Pre-tax early debt extinguishment costs (b)	29	207	276

(a) *Reductions related to notes with interest rates ranging from 2.00% to 9.38% with original maturities from 2015 to 2030 for the years ended December 31, 2016 , 2015 and 2014 . Includes the \$630 million payment for a portion of the Special Purpose Entity Liability for the year ended December 31, 2015 (see [Note 12 Variable Interest Entities](#) on pages 64 through 67 of [Item 8. Financial Statements and Supplementary Data](#) ).*

(b) *Amounts are included in Restructuring and other charges in the accompanying consolidated statements of operations.*

**2016:** Financing activities during 2016 included debt issuances of \$3.8 billion and retirements of \$1.9 billion for a net increase of \$1.9 billion .

International Paper utilizes interest rate swaps to change the mix of fixed and variable rate debt and manage interest expense. At December 31, 2016, International Paper had no interest rate swap contracts

outstanding (see [Note 14 Derivatives and Hedging Activities](#) on pages 67 through 70 of [Item 8. Financial Statements and Supplementary Data](#) ). During 2016, the amortization of deferred gains on previously terminated swaps had no impact on the weighted average cost of long-term recourse debt. The inclusion of the offsetting interest income from short-term investments reduced the effective rate from 5.3% to 4.8%.

In 2016, International Paper issued \$1.1 billion of 3.00% senior unsecured notes with a maturity date in 2027 , and \$1.2 billion of 4.40% senior unsecured notes with a maturity date in 2047 , the proceeds from which were primarily used to fund the acquisition of Weyerhaeuser's pulp business. In addition, the Company repaid approximately \$266 million of notes with an interest rate of 7.95% and an original maturity of 2018 . Pre-tax early debt retirement costs of \$29 million related to the debt repayments, including the \$31 million of cash premiums, are included in restructuring and other charges in the accompanying consolidated statement of operations for the twelve months ended December 31, 2016.

In June 2016, International Paper entered into a commercial paper program with a borrowing capacity of \$750 million. Under the terms of the program, individual maturities on borrowings may vary, but not exceed one year from the date of issue. Interest bearing notes may be issued either as fixed notes or floating rate notes. As of December 31, 2016, the Company had \$165 million outstanding under this program.

Other financing activities during 2016 included the net repurchase of approximately 0.9 million shares of treasury stock, including restricted stock withholding. Repurchases of common stock and payments of restricted stock withholding taxes totaled \$132.3 million, including \$100.1 million related to shares repurchased under the Company's share repurchase program.

In October 2016, International Paper announced that the quarterly dividend would be increased from \$0.44 per share to \$0.46 per share, effective for the 2016 fourth quarter.

**2015:** Financing activities during 2015 included debt issuances of \$6.9 billion and retirements of \$6.9 billion for a net decrease of \$74 million .

During 2015, the Company restructured the timber monetization which resulted in the use of \$630 million in cash to pay down a portion of the third party bank loans and refinance the loans on nonrecourse terms. (see [Note 12 Variable Interest Entities](#) on pages 64 through 66 of [Item 8. Financial Statements and Supplementary Data](#) ).

International Paper utilizes interest rate swaps to change the mix of fixed and variable rate debt and manage interest expense. At December 31, 2015, International Paper had interest rate swaps with a total notional amount of \$17 million and maturities in 2018 (see [Note 14 Derivatives and Hedging Activities](#) on pages 67 through 70 of [Item 8. Financial Statements and Supplementary Data](#)). During 2015, existing swaps and the amortization of deferred gains on previously terminated swaps decreased the weighted average cost of debt from 5.9% to an effective rate of 5.8%. The inclusion of the offsetting interest income from short-term investments reduced this effective rate to 5.1%.

In 2015, International Paper issued \$700 million of 3.80% senior unsecured notes with a maturity date in 2026, \$600 million of 5.00% senior unsecured notes with a maturity date in 2035, and \$700 million of 5.15% senior unsecured notes with a maturity date in 2046. The proceeds from this borrowing were used to repay approximately \$1.0 billion of notes with interest rates ranging from 4.75% to 9.38% and original maturities from 2018 to 2022, along with \$211 million of cash premiums associated with the debt repayments. Additionally, the proceeds from this borrowing were used to make a \$750 million voluntary cash contribution to the Company's pension plan. Pre-tax early debt retirement costs of \$207 million related to the debt repayments, including the \$211 million of cash premiums, are included in restructuring and other charges in the accompanying consolidated statement of operations for the twelve months ended December 31, 2015.

Other financing activities during 2015 included the net repurchase of approximately 8.0 million shares of treasury stock, including restricted stock withholding, and the issuance of 62,000 shares of common stock for various plans, including stock option exercises that generated approximately \$2.4 million of cash. Repurchases of common stock and payments of restricted stock withholding taxes totaled \$604.6 million, including \$522.6 million related to shares repurchased under the Company's share repurchase program.

In October 2015, International Paper announced that the quarterly dividend would be increased from \$0.40 per share to \$0.44 per share, effective for the 2015 fourth quarter.

**2014:** Financing activities during 2014 included debt issuances of \$2.0 billion and retirements of \$2.1 billion, for a net decrease of \$113 million.

International Paper utilizes interest rate swaps to change the mix of fixed and variable rate debt and manage interest expense. At December 31, 2014, International Paper had interest rate swaps with a total

notional amount of \$230 million and maturities in 2018 (see [Note 14 Derivatives and Hedging Activities](#) on pages 67 through 70 of [Item 8. Financial Statements and Supplementary Data](#)). During 2014, existing swaps and the amortization of deferred gains on previously terminated swaps decreased the weighted average cost of debt from 6.8% to an effective rate of 6.7%. The inclusion of the offsetting interest income from short-term investments reduced this effective rate to 6.3%.

During the second quarter of 2014, International Paper issued \$800 million of 3.65% senior unsecured notes with a maturity date in 2024 and \$800 million of 4.80% senior unsecured notes with a maturity date in 2044. The proceeds from this borrowing were used to repay approximately \$960 million of notes with interest rates ranging from 7.95% to 9.38% and original maturities from 2018 to 2019. Pre-tax early debt retirement costs of \$262 million related to these debt repayments, including \$258 million of cash premiums, are included in Restructuring and other charges in the accompanying consolidated statement of operations for the twelve months ended December 31, 2014.

Other financing activities during 2014 included the net repurchase of approximately 17.9 million shares of treasury stock, including restricted stock withholding, and the issuance of 1.6 million shares of common stock for various plans, including stock options exercises that generated approximately \$66 million of cash. Repurchases of common stock and payments of restricted stock withholding taxes totaled \$1.06 billion, including \$983 million related to shares repurchased under the Company's share repurchase program.

In September 2014, International Paper announced that the quarterly dividend would be increased from \$0.35 per share to \$0.40 per share, effective for the 2014 fourth quarter.

#### *Variable Interest Entities*

Information concerning variable interest entities is set forth in [Note 12 Variable Interest Entities](#) on pages 64 through 66 of [Item 8. Financial Statements and Supplementary Data for discussion](#).

#### *Liquidity and Capital Resources Outlook for 2017*

##### *Capital Expenditures and Long-Term Debt*

International Paper expects to be able to meet projected capital expenditures, service existing debt and meet working capital and dividend requirements during 2017 through current cash balances and cash from operations. Additionally, the Company has existing credit facilities totaling \$2.1 billion available at December 31, 2016.

The Company's financial covenants require the maintenance of a minimum net worth of \$9 billion and

a total debt-to-capital ratio of less than 60%. Net worth is defined as the sum of common stock, paid-in capital and retained earnings, less treasury stock plus any cumulative goodwill impairment charges. The calculation also excludes accumulated other comprehensive income/loss and Nonrecourse Financial Liabilities of Special Purpose Entities. The total debt-to-capital ratio is defined as total debt divided by the sum of total debt plus net worth. The Company was in compliance with all its debt covenants at December 31, 2016 and was well below the thresholds stipulated under the covenants as defined in the credit agreements.

The Company will continue to rely upon debt and capital markets for the majority of any necessary long-term funding not provided by operating cash flows. Funding decisions will be guided by our capital structure planning objectives. The primary goals of the Company's capital structure planning are to maximize financial flexibility and preserve liquidity while reducing interest expense. The majority of International Paper's debt is accessed through global public capital markets where we have a wide base of investors.

Maintaining an investment grade credit rating is an important element of International Paper's financing strategy. At December 31, 2016, the Company held long-term credit ratings of BBB (stable outlook) and Baa2 (stable outlook) by S&P and Moody's, respectively.

Contractual obligations for future payments under existing debt and lease commitments and purchase obligations at December 31, 2016, were as follows:

<i>In millions</i>	2017	2018	2019	2020	2021	Thereafter
Maturities of long-term debt (a)	\$ 239	\$ 690	\$ 433	\$ 179	\$ 612	\$ 9,161
Lease obligations	119	91	69	51	38	125
Purchase obligations (b)	3,165	635	525	495	460	2,332
Total (c)	\$ 3,523	\$ 1,416	\$ 1,027	\$ 725	\$ 1,110	\$ 11,618

- (a) Total debt includes scheduled principal payments only.
- (b) Includes \$2 billion relating to fiber supply agreements entered into at the time of the 2006 Transformation Plan forestland sales and in conjunction with the 2008 acquisition of Weyerhaeuser Company's Containerboard, Packaging and Recycling business. Also includes \$1.1 billion relating to fiber supply agreements assumed in conjunction with the 2016 acquisition of Weyerhaeuser's pulp business.
- (c) Not included in the above table due to the uncertainty as to the amount and timing of the payment are unrecognized tax benefits of approximately \$77 million.

We consider the undistributed earnings of our foreign subsidiaries as of December 31, 2016, to be indefinitely reinvested and, accordingly, no U.S. income taxes have been provided thereon. As of December 31, 2016, the amount of cash associated with indefinitely reinvested foreign earnings was approximately \$620 million. We do not anticipate the need to repatriate funds to the United States to satisfy domestic liquidity needs arising

in the ordinary course of business, including liquidity needs associated with our domestic debt service requirements.

*Pension Obligations and Funding*

At December 31, 2016, the projected benefit obligation for the Company's U.S. defined benefit plans determined under U.S. GAAP was approximately \$3.4 billion higher than the fair value of plan assets. Approximately \$3.0 billion of this amount relates to plans that are subject to minimum funding requirements. Under current IRS funding rules, the calculation of minimum funding requirements differs from the calculation of the present value of plan benefits (the projected benefit obligation) for accounting purposes. In December 2008, the Worker, Retiree and Employer Recovery Act of 2008 (WERA) was passed by the U.S. Congress which provided for pension funding relief and technical corrections. Funding contributions depend on the funding method selected by the Company, and the timing of its implementation, as well as on actual demographic data and the targeted funding level. The Company continually reassesses the amount and timing of any discretionary contributions and elected to make contributions totaling \$750 million for both years ended December 31, 2016 and 2015. At this time, we do not expect to have any required contributions to our plans in 2017, although the Company may elect to make future voluntary contributions. The timing and amount of future contributions, which could be material, will depend on a number of factors, including the actual earnings and changes in values of plan assets and changes in interest rates. International Paper announced a voluntary, limited-time opportunity for former employees who are participants in the Retirement Plan of International Paper Company (the Pension Plan) to request early payment of their entire Pension Plan benefit in the form of a single lump sum payment. The amount of total payments under this program was approximately \$1.2 billion, and were made from Plan trust assets on June 30, 2016. Based on the level of payments made, settlement accounting rules applied and resulted in a plan remeasurement as of the June 30, 2016 payment date. As a result of settlement accounting, the Company recognized a pro-rata portion of the unamortized net actuarial loss, after remeasurement, resulting in a \$439 million non-cash charge to the Company's earnings in the second quarter of 2016. Additional payments of \$8 million and \$9 million were made during the third and fourth quarters, respectively, due to mandatory cash payouts and a small lump sum payout, and the Pension Plan was subsequently remeasured at September 30, 2016 and December 31, 2016. As a result of settlement accounting, the Company recognized non-cash settlement charges of \$3 million in both the third and fourth quarters of 2016.

### *Ilim Holding S.A. Shareholder's Agreement*

In October 2007, in connection with the formation of the Ilim Holding S.A. joint venture, International Paper entered into a shareholder's agreement that includes provisions relating to the reconciliation of disputes among the partners. This agreement provides that at any time, either the Company or its partners may commence procedures specified under the deadlock agreement. If these or any other deadlock procedures under the shareholder's agreement are commenced, although it is not obligated to do so, the Company may in certain situations choose to purchase its partners' 50% interest in Ilim. Any such transaction would be subject to review and approval by Russian and other relevant anti-trust authorities. Based on the provisions of the agreement, the Company estimates that the current purchase price for its partners' 50% interests would be approximately \$1.5 billion, which could be satisfied by payment of cash or International Paper common stock, or some combination of the two, at the Company's option. The purchase by the Company of its partners' 50% interest in Ilim would result in the consolidation of Ilim's financial position and results of operations in all subsequent periods. The parties have informed each other that they have no current intention to commence procedures specified under the deadlock provisions of the shareholder's agreement.

### **CRITICAL ACCOUNTING POLICIES AND SIGNIFICANT ACCOUNTING ESTIMATES**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires International Paper to establish accounting policies and to make estimates that affect both the amounts and timing of the recording of assets, liabilities, revenues and expenses. Some of these estimates require judgments about matters that are inherently uncertain.

Accounting policies whose application may have a significant effect on the reported results of operations and financial position of International Paper, and that can require judgments by management that affect their application, include the accounting for contingencies, impairment or disposal of long-lived assets and goodwill, pensions and postretirement benefit obligations, stock options and income taxes. The Company has discussed the selection of critical accounting policies and the effect of significant estimates with the Audit and Finance Committee of the Company's Board of Directors.

#### ***Contingent Liabilities***

Accruals for contingent liabilities, including legal and environmental matters, are recorded when it is probable that a liability has been incurred or an asset impaired and the amount of the loss can be reasonably

estimated. Liabilities accrued for legal matters require judgments regarding projected outcomes and range of loss based on historical experience and recommendations of legal counsel. Liabilities for environmental matters require evaluations of relevant environmental regulations and estimates of future remediation alternatives and costs.

#### ***Impairment of Long-Lived Assets and Goodwill***

An impairment of a long-lived asset exists when the asset's carrying amount exceeds its fair value, and is recorded when the carrying amount is not recoverable through cash flows from future operations. A goodwill impairment exists when the carrying amount of goodwill exceeds its fair value. Assessments of possible impairments of long-lived assets and goodwill are made when events or changes in circumstances indicate that the carrying value of the asset may not be recoverable through future operations. Additionally, testing for possible impairment of goodwill and intangible asset balances is required annually. The amount and timing of any impairment charges based on these assessments require the estimation of future cash flows and the fair market value of the related assets based on management's best estimates of certain key factors, including future selling prices and volumes, operating, raw material, energy and freight costs, and various other projected operating economic factors. As these key factors change in future periods, the Company will update its impairment analyses to reflect its latest estimates and projections.

Under the provisions of Accounting Standards Codification (ASC) 350, "Intangibles – Goodwill and Other," the testing of goodwill for possible impairment is a two-step process. In the first step, the fair value of the Company's reporting units is compared with their carrying value, including goodwill. If fair value exceeds the carrying value, goodwill is not considered to be impaired. If the fair value of a reporting unit is below the carrying value, then step two is performed to measure the amount of the goodwill impairment loss for the reporting unit. This analysis requires the determination of the fair value of all of the individual assets and liabilities of the reporting unit, including any currently unrecognized intangible assets, as if the reporting unit had been purchased on the analysis date. Once these fair values have been determined, the implied fair value of the unit's goodwill is calculated as the excess, if any, of the fair value of the reporting unit determined in step one over the fair value of the net assets determined in step two. The carrying value of goodwill is then reduced to this implied value, or to zero if the fair value of the assets exceeds the fair value of the reporting unit, through a goodwill impairment charge.

The impairment analysis requires a number of judgments by management. In calculating the estimated fair value of its reporting units in step one,

the Company uses the projected future cash flows to be generated by each unit, discounted using the estimated discount rate for each reporting unit. These calculations require many estimates, including discount rates, future growth rates, and cost and pricing trends for each reporting unit. Subsequent changes in economic and operating conditions can affect these assumptions and could result in additional interim testing and goodwill impairment charges in future periods. Upon completion, the resulting estimated fair values are then analyzed for reasonableness by comparing them to earnings multiples for historic industry business transactions, and by comparing the sum of the reporting unit fair values and other corporate assets and liabilities divided by diluted common shares outstanding to the Company's market price per share on the analysis date.

No goodwill impairment charges were recorded in 2016.

In the fourth quarter of 2015, in conjunction with the annual testing of its reporting units for possible goodwill impairments, the Company calculated the estimated fair value of its Brazil Packaging business using the discounted future cash flows and determined that all of the goodwill in the business, totaling \$137 million, should be written off. The decline in the fair value of the Brazil Packaging business and resulting impairment charge was due to the negative impacts on the cash flows of the business caused by the continued decline of the overall Brazilian economy.

In the fourth quarter of 2014, in conjunction with the annual testing of its reporting units for possible goodwill impairments, the Company calculated the estimated fair value of its Asia Industrial Packaging business using the discounted future cash flows and determined that all of the goodwill in this business, totaling \$100 million, should be written off. The decline in the fair value of the Asia Industrial Packaging business and resulting impairment charge was due to a change in the strategic outlook for the business.

#### **Pension and Postretirement Benefit Obligations**

The charges recorded for pension and other postretirement benefit obligations are determined annually in conjunction with International Paper's consulting actuary, and are dependent upon various assumptions including the expected long-term rate of return on plan assets, discount rates, projected future compensation increases, health care cost trend rates and mortality rates.

The calculations of pension and postretirement benefit obligations and expenses require decisions about a number of key assumptions that can significantly affect liability and expense amounts, including the expected long-term rate of return on plan assets, the discount

rate used to calculate plan liabilities, the projected rate of future compensation increases and health care cost trend rates.

Benefit obligations and fair values of plan assets as of December 31, 2016, for International Paper's pension and postretirement plans were as follows:

<i>In millions</i>	Benefit Obligation	Fair Value of Plan Assets
U.S. qualified pension	\$ 13,307	\$ 10,312
U.S. nonqualified pension	376	—
U.S. postretirement	280	—
Non-U.S. pension	219	153
Non-U.S. postretirement	23	—

The table below shows assumptions used by International Paper to calculate U.S. pension obligations for the years shown:

	2016	2015	2014
Discount rate	4.10%	4.40%	4.10%
Rate of compensation increase	3.75%	3.75%	3.75%

Additionally, health care cost trend rates used in the calculation of U.S. postretirement obligations for the years shown were:

	2016	2015
Health care cost trend rate assumed for next year	6.50%	7.00%
Rate that the cost trend rate gradually declines to	5.00%	5.00%
Year that the rate reaches the rate it is assumed to remain	2022	2022

International Paper determines these actuarial assumptions, after consultation with our actuaries, on December 31 of each year to calculate liability information as of that date and pension and postretirement expense for the following year. The expected long-term rate of return on plan assets is based on projected rates of return for current and planned asset classes in the plan's investment portfolio. The discount rate assumption was determined based on a hypothetical settlement portfolio selected from a universe of high quality corporate bonds.

The expected long-term rate of return on U.S. pension plan assets used to determine net periodic cost for the year ended December 31, 2016 was 7.75%.

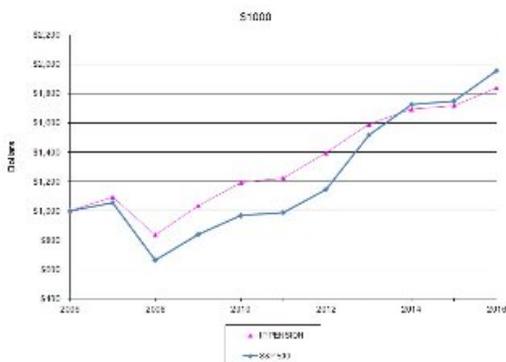
Increasing (decreasing) the expected long-term rate of return on U.S. plan assets by an additional 0.25% would decrease (increase) 2017 pension expense by approximately \$26 million, while a (decrease) increase of 0.25% in the discount rate would (increase) decrease pension expense by approximately \$33 million. The effect on net postretirement benefit cost from a 1%

increase or decrease in the annual health care cost trend rate would be approximately \$1 million .

Actual rates of return earned on U.S. pension plan assets for each of the last 10 years were:

Year	Return	Year	Return
2016	7.1%	2011	2.5 %
2015	1.3%	2010	15.1 %
2014	6.4%	2009	23.8 %
2013	14.1%	2008	(23.6)%
2012	14.1%	2007	9.6 %

The 2012, 2013 and 2014 returns above represent weighted averages of International Paper and Temple-Inland asset returns. International Paper and Temple-Inland assets were combined in October 2014. The annualized time-weighted rate of return earned on U.S. pension plan assets was 8.5% and 6.3% for the past five and ten years, respectively. The following graph shows the growth of a \$1,000 investment in International Paper's U.S. Pension Plan Master Trust. The graph portrays the time-weighted rate of return from 2006 – 2016.



ASC 715, "Compensation – Retirement Benefits," provides for delayed recognition of actuarial gains and losses, including amounts arising from changes in the estimated projected plan benefit obligation due to changes in the assumed discount rate, differences between the actual and expected return on plan assets, and other assumption changes. These net gains and losses are recognized in pension expense prospectively over a period that approximates the average remaining service period of active employees expected to receive benefits under the plans to the extent that they are not offset by gains and losses in subsequent years. The estimated net loss and prior service cost that will be amortized from accumulated other comprehensive income into net periodic pension cost for the U.S. pension plans over the next fiscal year are \$341 million and \$28 million , respectively.

Net periodic pension and postretirement plan expenses, calculated for all of International Paper's plans, were as follows:

In millions	2016	2015	2014	2013	2012
<b>Pension expense</b>					
U.S. plans (non-cash)	\$ 809	\$ 461	\$ 387	\$ 545	\$ 342
Non-U.S. plans	4	6	—	5	3
<b>Postretirement expense</b>					
U.S. plans	13	8	7	(1)	(4)
Non-U.S. plans	1	5	7	7	1
<b>Net expense</b>	<b>\$ 827</b>	<b>\$ 480</b>	<b>\$ 401</b>	<b>\$ 556</b>	<b>\$ 342</b>

The increase in 2016 U.S. pension expense principally reflects a decrease in the discount rate and a large settlement charge in 2016 related to the optional lump sum payout partially offset by a higher return on assets and lower amortization of actuarial losses.

Assuming that discount rates, expected long-term returns on plan assets and rates of future compensation increases remain the same as in 2016 , projected future net periodic pension and postretirement plan expenses would be as follows:

In millions	2018 (1)	2017 (1)
<b>Pension expense</b>		
U.S. plans (non-cash)	\$ 252	\$ 310
Non-U.S. plans	3	4
<b>Postretirement expense</b>		
U.S. plans	15	18
Non-U.S. plans	1	1
<b>Net expense</b>	<b>\$ 271</b>	<b>\$ 333</b>

(1) Based on assumptions at December 31, 2016.

The Company estimates that it will record net pension expense of approximately \$310 million for its U.S. defined benefit plans in 2017 , with the decrease from expense of \$809 million in 2016 mainly related to no expected settlement charges in 2017 and an increase in the assumed discount rate to 4.10% in 2017 from 4.05% in 2016, partially offset by a lower return on asset assumption of 7.50% in 2017, down from 7.75% in 2016.

The market value of plan assets for International Paper's U.S. qualified pension plan at December 31, 2016 totaled approximately \$10.3 billion , consisting of approximately 51% equity securities, 27% debt securities, 10% real estate and 12% other assets. Plan assets include an immaterial amount of International Paper common stock.

The Company's funding policy for its qualified pension plans is to contribute amounts sufficient to meet legal funding requirements, plus any additional amounts that the Company may determine to be appropriate

considering the funded status of the plan, tax deductibility, the cash flows generated by the Company, and other factors. The Company continually reassesses the amount and timing of any discretionary contributions and could elect to make voluntary contributions in the future. There are no required contributions to the U.S. qualified plan in 2017. The nonqualified defined benefit plans are funded to the extent of benefit payments, which totaled \$21 million for the year ended December 31, 2016 .

#### **Income Taxes**

International Paper records its global tax provision based on the respective tax rules and regulations for the jurisdictions in which it operates. Where the Company believes that a tax position is supportable for income tax purposes, the item is included in its income tax returns. Where treatment of a position is uncertain, liabilities are recorded based upon the Company's evaluation of the "more likely than not" outcome considering technical merits of the position based on specific tax regulations and facts of each matter. Changes to recorded liabilities are only made when an identifiable event occurs that changes the likely outcome, such as settlement with the relevant tax authority, the expiration of statutes of limitation for the subject tax year, change in tax laws, or a recent court case that addresses the matter.

Valuation allowances are recorded to reduce deferred tax assets when it is more likely than not that a tax benefit will not be realized. Significant judgment is required in evaluating the need for and magnitude of appropriate valuation allowances against deferred tax assets. The realization of these assets is dependent on generating future taxable income, as well as successful implementation of various tax planning strategies.

While International Paper believes that these judgments and estimates are appropriate and reasonable under the circumstances, actual resolution of these matters may differ from recorded estimated amounts.

The Company's effective income tax rates, before equity earnings and discontinued operations, were 26% , 37% and 14% for 2016 , 2015 and 2014 , respectively. These effective tax rates include the tax effects of certain special items that can significantly affect the effective income tax rate in a given year, but may not recur in subsequent years. Management believes that the effective tax rate computed after excluding these special items may provide a better estimate of the rate that might be expected in future years if no additional special items were to occur in those years. Excluding these special items, the effective income tax rate for 2016 was 32% of pre-tax earnings compared with 33% in 2015 and 31% in 2014 . We estimate that the 2017 effective income tax rate will

be approximately 33% based on expected earnings and business conditions.

#### **Business Combinations**

The Company's acquisitions of businesses are accounted for in accordance with ASC 805, "Business Combinations" , as amended . We allocate the total purchase price of the assets acquired and liabilities assumed based on their estimated fair value as of the business combination date. In developing estimates of fair values for long-lived assets, including identifiable intangible assets, the Company utilizes a variety of inputs including forecasted cash flows, anticipated growth rates, discount rates, estimated replacement costs and depreciation and obsolescence factors. Determining the fair value for specifically identified intangible assets such as customer lists and developed technology involves judgment. We may refine our estimates and make adjustments to the assets acquired and liabilities assumed over a measurement period, not to exceed one year. Upon the conclusion of the measurement period or the final determination of the values of assets acquired and liabilities assumed, whichever comes first, any subsequent adjustments are charged to the consolidated statements of earnings. Subsequent actual results of the underlying business activity supporting the specifically identified intangible assets could change, requiring us to record impairment charges or adjust their economic lives in future periods.

#### **RECENT ACCOUNTING DEVELOPMENTS**

There were no new accounting pronouncements issued or effective during the fiscal year which have had or are expected to have a material impact on the Company's consolidated financial statements. See [Note 2 Recent Accounting Developments](#) on pages 49 through 52 of [Item 8. Financial Statements and Supplementary Data](#) for a discussion of new accounting pronouncements.

#### **LEGAL PROCEEDINGS**

Information concerning the Company's environmental and legal proceedings is set forth in [Note 11 Commitments and Contingencies](#) on pages 61 through 63 of [Item 8. Financial Statements and Supplementary Data](#) .

#### **EFFECT OF INFLATION**

While inflationary increases in certain input costs, such as energy, wood fiber and chemical costs, have an impact on the Company's operating results, changes in general inflation have had minimal impact on our operating results in each of the last three years. Sales prices and volumes are more strongly influenced by economic supply and demand factors in specific markets and by exchange rate fluctuations than by inflationary factors.

## **FOREIGN CURRENCY EFFECTS**

International Paper has operations in a number of countries. Its operations in those countries also export to, and compete with, imports from other regions. As such, currency movements can have a number of direct and indirect impacts on the Company's financial statements. Direct impacts include the translation of international operations' local currency financial statements into U.S. dollars and the remeasurement impact associated with non-functional currency financial assets and liabilities. Indirect impacts include the change in competitiveness of imports into, and exports out of, the United States (and the impact on local currency pricing of products that are traded internationally). In general, a weaker U.S. dollar and stronger local currency is beneficial to International Paper. The currencies that have the most impact are the Euro, the Brazilian real, the Polish zloty and the Russian ruble.

## **MARKET RISK**

We use financial instruments, including fixed and variable rate debt, to finance operations, for capital spending programs and for general corporate purposes. Additionally, financial instruments, including various derivative contracts, are used to hedge exposures to interest rate, commodity and foreign currency risks. We do not use financial instruments for trading purposes. Information related to International Paper's debt obligations is included in [Note 13 Debt and Lines of Credit](#) on pages 66 and 67 of [Item 8. Financial Statements and Supplementary Data](#). A discussion of derivatives and hedging activities is included in [Note 14 Derivatives and Hedging Activities](#) on pages 67 through 70 of [Item 8. Financial Statements and Supplementary Data](#).

The fair value of our debt and financial instruments varies due to changes in market interest and foreign currency rates and commodity prices since the inception of the related instruments. We assess this market risk utilizing a sensitivity analysis. The sensitivity analysis measures the potential loss in earnings, fair values and cash flows based on a hypothetical 10% change (increase and decrease) in interest and currency rates and commodity prices.

### ***Interest Rate Risk***

Our exposure to market risk for changes in interest rates relates primarily to short- and long-term debt obligations and investments in marketable securities. We invest in investment-grade securities of financial institutions and money market mutual funds with a minimum rating of AAA and limit exposure to any one issuer or fund. Our investments in marketable securities at December 31, 2016 and 2015 are stated at cost, which approximates market due to their short-term nature. Our interest rate

risk exposure related to these investments was not material.

We issue fixed and floating rate debt in a proportion that management deems appropriate based on current and projected market conditions. Derivative instruments, such as, interest rate swaps, may be used to execute this strategy. At December 31, 2016 and 2015, the net fair value liability of financial instruments with exposure to interest rate risk was approximately \$11.3 billion and \$9.3 billion, respectively. The potential loss in fair value resulting from a 10% adverse shift in quoted interest rates would have been approximately \$623 million and \$565 million at December 31, 2016 and 2015, respectively.

### ***Commodity Price Risk***

The objective of our commodity exposure management is to minimize volatility in earnings due to large fluctuations in the price of commodities. Commodity swap or forward purchase contracts may be used to manage risks associated with market fluctuations in energy prices. The net fair value of such outstanding energy hedge contracts at December 31, 2016 and 2015 was approximately a \$2 million and a \$7 million liability, respectively. The potential loss in fair value resulting from a 10% adverse change in the underlying commodity prices would have been approximately \$1 million at December 31, 2016 and 2015, respectively.

### ***Foreign Currency Risk***

International Paper transacts business in many currencies and is also subject to currency exchange rate risk through investments and businesses owned and operated in foreign countries. Our objective in managing the associated foreign currency risks is to minimize the effect of adverse exchange rate fluctuations on our after-tax cash flows. We address these risks on a limited basis by entering into cross-currency and interest rate swaps, or foreign exchange contracts. At December 31, 2016 and 2015, the net fair value of financial instruments with exposure to foreign currency risk was approximately a \$1 million liability and a \$4 million asset, respectively. The potential loss in fair value for such financial instruments from a 10% adverse change in quoted foreign currency exchange rates would have been approximately \$23 million and \$30 million at December 31, 2016 and 2015, respectively.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

See the preceding discussion and [Note 14 Derivatives and Hedging Activities](#) on pages 67 through 70 of [Item 8. Financial Statements and Supplementary Data](#).

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

### **REPORT OF MANAGEMENT ON:**

#### **Financial Statements**

The management of International Paper Company is responsible for the preparation of the consolidated financial statements in this annual report and for establishing and maintaining adequate internal controls over financial reporting. The consolidated financial statements have been prepared using accounting principles generally accepted in the United States of America considered appropriate in the circumstances to present fairly the Company's consolidated financial position, results of operations and cash flows on a consistent basis. Management has also prepared the other information in this annual report and is responsible for its accuracy and consistency with the consolidated financial statements.

As can be expected in a complex and dynamic business environment, some financial statement amounts are based on estimates and judgments. Even though estimates and judgments are used, measures have been taken to provide reasonable assurance of the integrity and reliability of the financial information contained in this annual report. We have formed a Disclosure Committee to oversee this process.

The accompanying consolidated financial statements have been audited by the independent registered public accounting firm, Deloitte & Touche LLP. During its audits, Deloitte & Touche LLP was given unrestricted access to all financial records and related data, including minutes of all meetings of stockholders and the board of directors and all committees of the board. Management believes that all representations made to the independent auditors during their audits were valid and appropriate.

#### **Internal Control Over Financial Reporting**

The management of International Paper Company is also responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is the process designed by, or under the supervision of, our principal executive officer and principal financial officer, and effected by our Board of Directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes. All internal control systems have inherent limitations, including the possibility of circumvention and overriding of controls, and therefore can provide only reasonable assurance of achieving the designed control objectives. The Company's internal control

system is supported by written policies and procedures, contains self-monitoring mechanisms, and is audited by the internal audit function. Appropriate actions are taken by management to correct deficiencies as they are identified.

The Company has assessed the effectiveness of its internal control over financial reporting as of December 31, 2016. In making this assessment, it used the criteria described in "Internal Control – Integrated Framework (2013)" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management believes that, as of December 31, 2016, the Company's internal control over financial reporting was effective.

The Company completed the acquisition of Holmen Paper's newsprint mill in Madrid, Spain as well as associated recycling operations and 50% ownership in a cogeneration facility in June 2016. Due to the timing of the acquisition we have excluded the Holmen operations from our evaluation of the effectiveness of internal control over financial reporting. For the period ended December 31, 2016, sales and assets for the former Holmen operations represented approximately 0.4% of net sales and 0.3% of total assets.

The Company completed the acquisition of Weyerhaeuser's pulp business in December 2016. Due to the timing of the acquisition we have excluded the former Weyerhaeuser pulp business from our evaluation of the effectiveness of internal control over financial reporting. For the period ended December 31, 2016, sales and assets for the former Weyerhaeuser pulp business represented approximately 0.5% of net sales and 6.5% of total assets.

The Company's independent registered public accounting firm, Deloitte & Touche LLP, has issued its report on the effectiveness of the Company's internal control over financial reporting. The report appears on pages 41 and 42.

#### **Internal Control Environment And Board Of Directors Oversight**

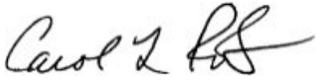
Our internal control environment includes an enterprise-wide attitude of integrity and control consciousness that establishes a positive "tone at the top." This is exemplified by our ethics program that includes long-standing principles and policies on ethical business conduct that require employees to maintain the highest ethical and legal standards in the conduct of International Paper business, which have been distributed to all employees; a toll-free telephone helpline whereby any employee may anonymously report suspected violations of law or International Paper's policy; and an office of ethics and business

practice. The internal control system further includes careful selection and training of supervisory and management personnel, appropriate delegation of authority and division of responsibility, dissemination of accounting and business policies throughout International Paper, and an extensive program of internal audits with management follow-up.

The Board of Directors, assisted by the Audit and Finance Committee (Committee), monitors the integrity of the Company's financial statements and financial reporting procedures, the performance of the Company's internal audit function and independent auditors, and other matters set forth in its charter. The Committee, which consists of independent directors, meets regularly with representatives of management, and with the independent auditors and the Internal Auditor, with and without management representatives in attendance, to review their activities. The Committee's Charter takes into account the New York Stock Exchange rules relating to Audit Committees and the SEC rules and regulations promulgated as a result of the Sarbanes-Oxley Act of 2002. The Committee has reviewed and discussed the consolidated financial statements for the year ended December 31, 2016, including critical accounting policies and significant management judgments, with management and the independent auditors. The Committee's report recommending the inclusion of such financial statements in this Annual Report on Form 10-K will be set forth in our Proxy Statement.



MARK S. SUTTON  
CHAIRMAN AND CHIEF EXECUTIVE OFFICER



CAROL L. ROBERTS  
SENIOR VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM,  
ON CONSOLIDATED FINANCIAL STATEMENTS**

To the Board of Directors and Shareholders of International Paper Company:

We have audited the accompanying consolidated balance sheets of International Paper Company and subsidiaries (the "Company") as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income, changes in equity, and cash flows for each of the three years in the period ended December 31, 2016. Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of International Paper Company and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2016, based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway

Commission, and our report dated February 22, 2017 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP

Memphis, Tennessee  
February 22, 2017

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM,  
ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

To the Board of Directors and Shareholders of International Paper Company:

We have audited the internal control over financial reporting of International Paper Company and subsidiaries (the "Company") as of December 31, 2016, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. As described in the Report of Management on Internal Control over Financial Reporting, management excluded from its assessment the internal control over financial reporting of Holmen Paper's newsprint mill in Madrid, Spain as well as the the associated recycling operations and a 50% ownership in a cogeneration facility (collectively Holmen) and Weyerhaeuser's pulp business, which were acquired on June 30, 2016 and December 1, 2016 respectively. Holmen constitutes 0.4% of net sales and 0.3% of total assets of the consolidated financial statement amounts as of and for the year ended December 31, 2016. The former Weyerhaeuser pulp business constitutes 0.5% of net sales and 6.5% of total assets of the consolidated financial statement amounts as of and for the year ended December 31, 2016. Accordingly, our audit did not include the internal control over financial reporting at Holmen or Weyerhaeuser pulp business. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Management on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material

respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements

and financial statement schedule as of and for the year ended December 31, 2016 of the Company and our report dated February 22, 2017 expressed an unqualified opinion on those financial statements and financial statement schedule.

/s/ Deloitte & Touche LLP

Memphis, Tennessee  
February 22, 2017

**CONSOLIDATED STATEMENT OF OPERATIONS**

<i>In millions, except per share amounts, for the years ended December 31</i>	2016	2015	2014
<b>NET SALES</b>	<b>\$ 21,079</b>	<b>\$ 22,365</b>	<b>\$ 23,617</b>
<b>COSTS AND EXPENSES</b>			
Cost of products sold	15,152	15,468	16,254
Selling and administrative expenses	1,575	1,645	1,793
Depreciation, amortization and cost of timber harvested	1,227	1,294	1,406
Distribution expenses	1,361	1,406	1,521
Taxes other than payroll and income taxes	164	168	180
Restructuring and other charges	54	252	846
Impairment of goodwill and other intangibles	—	137	100
Net (gains) losses on sales and impairments of businesses	70	174	38
Interest expense, net	520	555	607
<b>EARNINGS (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES AND EQUITY EARNINGS (LOSSES)</b>	<b>956</b>	<b>1,266</b>	<b>872</b>
Income tax provision (benefit)	247	466	123
Equity earnings (loss), net of taxes	198	117	(200)
<b>EARNINGS (LOSS) FROM CONTINUING OPERATIONS</b>	<b>907</b>	<b>917</b>	<b>549</b>
Discontinued operations, net of taxes	(5)	—	(13)
<b>NET EARNINGS (LOSS)</b>	<b>902</b>	<b>917</b>	<b>536</b>
Less: Net earnings (loss) attributable to noncontrolling interests	(2)	(21)	(19)
<b>NET EARNINGS (LOSS) ATTRIBUTABLE TO INTERNATIONAL PAPER COMPANY</b>	<b>\$ 904</b>	<b>\$ 938</b>	<b>\$ 555</b>
<b>BASIC EARNINGS (LOSS) PER SHARE ATTRIBUTABLE TO INTERNATIONAL PAPER COMPANY COMMON SHAREHOLDERS</b>			
Earnings (loss) from continuing operations	\$ 2.21	\$ 2.25	\$ 1.33
Discontinued operations, net of taxes	(0.01)	—	(0.03)
Net earnings (loss)	\$ 2.20	\$ 2.25	\$ 1.30
<b>DILUTED EARNINGS (LOSS) PER SHARE ATTRIBUTABLE TO INTERNATIONAL PAPER COMPANY COMMON SHAREHOLDERS</b>			
Earnings (loss) from continuing operations	\$ 2.19	\$ 2.23	\$ 1.31
Discontinued operations, net of taxes	(0.01)	—	(0.02)
Net earnings (loss)	\$ 2.18	\$ 2.23	\$ 1.29
<b>AMOUNTS ATTRIBUTABLE TO INTERNATIONAL PAPER COMPANY COMMON SHAREHOLDERS</b>			
Earnings (loss) from continuing operations	\$ 909	\$ 938	\$ 568
Discontinued operations, net of taxes	(5)	—	(13)
Net earnings (loss)	\$ 904	\$ 938	\$ 555

The accompanying notes are an integral part of these financial statements.

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (LOSS)**

<i>In millions for the years ended December 31</i>	2016	2015	2014
<b>NET EARNINGS (LOSS)</b>	<b>\$ 902</b>	<b>\$ 917</b>	<b>\$ 536</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX</b>			
Amortization of pension and postretirement prior service costs and net loss:			
U.S. plans (less tax of \$343, \$186 and \$154)	545	296	242
Pension and postretirement liability adjustments:			
U.S. plans (less tax of \$283, \$206 and \$798)	(451)	(329)	(1,253)
Non-U.S. plans (less tax of \$4, \$0 and \$5)	3	(2)	(18)
Change in cumulative foreign currency translation adjustment	260	(1,042)	(876)
Net gains/losses on cash flow hedging derivatives:			
Net gains (losses) arising during the period (less tax of \$3, \$3 and \$3)	(6)	(3)	10
Reclassification adjustment for (gains) losses included in net earnings (less tax of \$3, \$8 and \$1)	(7)	12	(4)
<b>TOTAL OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX</b>	<b>344</b>	<b>(1,068)</b>	<b>(1,899)</b>
Comprehensive Income (Loss)	1,246	(151)	(1,363)
Net (Earnings) Loss Attributable to Noncontrolling Interests	2	21	19
Other Comprehensive (Income) Loss Attributable to Noncontrolling Interests	2	6	12
<b>COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO INTERNATIONAL PAPER COMPANY</b>	<b>\$ 1,250</b>	<b>\$ (124)</b>	<b>\$ (1,332)</b>

The accompanying notes are an integral part of these financial statements.

**CONSOLIDATED BALANCE SHEET**

<i>In millions, except per share amounts, at December 31</i>	2016	2015
<b>ASSETS</b>		
Current Assets		
Cash and temporary investments	\$ 1,033	\$ 1,050
Accounts and notes receivable, less allowances of \$70 in 2016 and \$70 in 2015	3,001	2,675
Inventories	2,438	2,228
Deferred income tax assets	299	312
Other current assets	198	212
Total Current Assets	6,969	6,477
Plants, Properties and Equipment, net	13,990	11,980
Forestlands	456	366
Investments	360	228
Financial Assets of Special Purpose Entities (Note 12)	7,033	7,014
Goodwill	3,364	3,335
Deferred Charges and Other Assets	1,173	1,131
<b>TOTAL ASSETS</b>	<b>\$ 33,345</b>	<b>\$ 30,531</b>
<b>LIABILITIES AND EQUITY</b>		
Current Liabilities		
Notes payable and current maturities of long-term debt	\$ 239	\$ 426
Accounts payable	2,309	2,078
Accrued payroll and benefits	430	434
Other accrued liabilities	1,094	986
Total Current Liabilities	4,072	3,924
Long-Term Debt	11,075	8,844
Nonrecourse Financial Liabilities of Special Purpose Entities (Note 12)	6,284	6,277
Deferred Income Taxes	3,376	3,231
Pension Benefit Obligation	3,400	3,548
Postretirement and Postemployment Benefit Obligation	330	364
Other Liabilities	449	434
Commitments and Contingent Liabilities (Note 11)		
Equity		
Common stock \$1 par value, 2016 - 448.9 shares & 2015 - 448.9 shares	449	449
Paid-in capital	6,189	6,243
Retained earnings	4,818	4,649
Accumulated other comprehensive loss	(5,362)	(5,708)
	6,094	5,633
Less: Common stock held in treasury, at cost, 2016 - 37.671 shares and 2015 - 36.776 shares	1,753	1,749
Total Shareholders' Equity	4,341	3,884
Noncontrolling interests	18	25
Total Equity	4,359	3,909
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 33,345</b>	<b>\$ 30,531</b>

The accompanying notes are an integral part of these financial statements.

**CONSOLIDATED STATEMENT OF CASH FLOWS**

<i>In millions for the years ended December 31</i>	2016	2015	2014
<b>OPERATING ACTIVITIES</b>			
Net earnings (loss)	\$ 902	\$ 917	\$ 536
Depreciation, amortization, and cost of timber harvested	1,227	1,294	1,414
Deferred income tax provision (benefit), net	136	281	(135)
Restructuring and other charges	54	252	881
Pension plan contribution	(750)	(750)	(353)
Periodic pension expense, net	809	461	387
Net (gains) losses on sales and impairments of businesses	70	174	38
Equity (earnings) losses, net of taxes	(198)	(117)	200
Impairment of goodwill and other intangible assets	—	137	100
Other, net	157	153	167
Changes in current assets and liabilities			
Accounts and notes receivable	(94)	7	(97)
Inventories	11	(131)	(103)
Accounts payable and accrued liabilities	98	(89)	(18)
Interest payable	41	(17)	(18)
Other	15	8	78
<b>CASH PROVIDED BY (USED FOR) OPERATING ACTIVITIES</b>	<b>2,478</b>	<b>2,580</b>	<b>3,077</b>
<b>INVESTMENT ACTIVITIES</b>			
Invested in capital projects	(1,348)	(1,487)	(1,366)
Acquisitions, net of cash acquired	(2,228)	—	—
Proceeds from divestitures	108	23	—
Proceeds from spinoff	—	—	411
Investment in Special Purpose Entities	—	(198)	—
Proceeds from sale of fixed assets	19	37	61
Other	(49)	(114)	34
<b>CASH PROVIDED BY (USED FOR) INVESTMENT ACTIVITIES</b>	<b>(3,498)</b>	<b>(1,739)</b>	<b>(860)</b>
<b>FINANCING ACTIVITIES</b>			
Repurchase of common stock and payments of restricted stock tax withholding	(132)	(605)	(1,062)
Issuance of common stock	—	2	66
Issuance of debt	3,830	6,873	1,982
Reduction of debt	(1,938)	(6,947)	(2,095)
Change in book overdrafts	—	(14)	30
Dividends paid	(733)	(685)	(620)
Acquisition of redeemable noncontrolling interest	—	—	(114)
Debt tender premiums paid	(31)	(211)	(269)
Other	(14)	(14)	(4)
<b>CASH PROVIDED BY (USED FOR) FINANCING ACTIVITIES</b>	<b>982</b>	<b>(1,601)</b>	<b>(2,086)</b>
<b>Effect of Exchange Rate Changes on Cash</b>	<b>21</b>	<b>(71)</b>	<b>(52)</b>
<b>Change in Cash and Temporary Investments</b>	<b>(17)</b>	<b>(831)</b>	<b>79</b>
<b>Cash and Temporary Investments</b>			
Beginning of the period	1,050	1,881	1,802
End of the period	\$ 1,033	\$ 1,050	\$ 1,881

The accompanying notes are an integral part of these financial statements.

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

<i>In millions</i>	Common Stock Issued	Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total International Paper Shareholders' Equity	Noncontrolling Interests	Total Equity
<b>BALANCE, JANUARY 1, 2014</b>	\$ 447	\$ 6,463	\$ 4,446	\$ (2,759)	\$ 492	\$ 8,105	\$ 179	\$ 8,284
Issuance of stock for various plans, net	2	69	—	—	(212)	283	—	283
Repurchase of stock	—	—	—	—	1,062	(1,062)	—	(1,062)
xpedx spinoff	—	(287)	—	—	—	(287)	—	(287)
Dividends	—	—	(633)	—	—	(633)	—	(633)
Acquisition of redeemable noncontrolling interests	—	—	46	—	—	46	—	46
Remeasurement of redeemable noncontrolling interest	—	—	(5)	—	—	(5)	—	(5)
Comprehensive income (loss)	—	—	555	(1,887)	—	(1,332)	(31)	(1,363)
<b>BALANCE, DECEMBER 31, 2014</b>	449	6,245	4,409	(4,646)	1,342	5,115	148	5,263
Issuance of stock for various plans, net	—	35	—	—	(198)	233	—	233
Repurchase of stock	—	—	—	—	605	(605)	—	(605)
Dividends	—	—	(698)	—	—	(698)	—	(698)
Transactions of equity method investees	—	(37)	—	—	—	(37)	—	(37)
Divestiture of noncontrolling interests	—	—	—	—	—	—	(96)	(96)
Comprehensive income (loss)	—	—	938	(1,062)	—	(124)	(27)	(151)
<b>BALANCE, DECEMBER 31, 2015</b>	449	6,243	4,649	(5,708)	1,749	3,884	25	3,909
Issuance of stock for various plans, net	—	(6)	—	—	(128)	122	—	122
Repurchase of stock	—	—	—	—	132	(132)	—	(132)
Dividends	—	—	(743)	—	—	(743)	—	(743)
Transactions of equity method investees	—	(48)	—	—	—	(48)	—	(48)
Divestiture of noncontrolling interests	—	—	—	—	—	—	(3)	(3)
Other	—	—	8	—	—	8	—	8
Comprehensive income (loss)	—	—	904	346	—	1,250	(4)	1,246
<b>BALANCE, DECEMBER 31, 2016</b>	\$ 449	\$ 6,189	\$ 4,818	\$ (5,362)	\$ 1,753	\$ 4,341	\$ 18	\$ 4,359

The accompanying notes are an integral part of these financial statements.

## **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

### **NOTE 1 SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES**

#### **NATURE OF BUSINESS**

International Paper (the Company) is a global paper and packaging company with primary markets and manufacturing operations in North America, Europe, Latin America, Russia, Asia, Africa and the Middle East. Substantially all of our businesses have experienced, and are likely to continue to experience, cycles relating to available industry capacity and general economic conditions.

#### **FINANCIAL STATEMENTS**

These consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States that require the use of management's estimates. Actual results could differ from management's estimates. Prior-period amounts have been adjusted to conform with current year presentation.

During the fourth quarter of 2016, the Company finalized its purchase of Weyerhaeuser's pulp business (see Note 6). Subsequent to the acquisition, the Company began reporting Global Cellulose Fibers as a separate business segment in the fourth quarter of 2016 due to the increased materiality of the results of this business. This segment includes the Company's legacy pulp business and the newly acquired pulp business. As such, amounts related to the legacy pulp business have been reclassified out of the Printing Papers' business segment and included in the new Global Cellulose Fibers business segment for all prior periods to conform with current year presentation.

#### **CONSOLIDATION**

The consolidated financial statements include the accounts of International Paper and its wholly-owned, controlled majority-owned and financially controlled subsidiaries. All significant intercompany balances and transactions are eliminated.

Investments in affiliated companies where the Company has significant influence over their operations are accounted for by the equity method. International Paper's share of affiliates' results of operations totaled earnings (loss) of \$198 million, \$117 million and \$(200) million in 2016, 2015 and 2014, respectively.

#### **REVENUE RECOGNITION**

Revenue is recognized when the customer takes title and assumes the risks and rewards of ownership.

Revenue is recorded at the time of shipment for terms designated f.o.b. (free on board) shipping point. For sales transactions designated f.o.b. destination, revenue is recorded when the product is delivered to the customer's delivery site, when title and risk of loss are transferred. Timber and forestland sales revenue is generally recognized when title and risk of loss pass to the buyer.

#### **SHIPPING AND HANDLING COSTS**

Shipping and handling costs, such as freight to our customers' destinations, are included in distribution expenses in the consolidated statement of operations. When shipping and handling costs are included in the sales price charged for our products, they are recognized in net sales.

#### **ANNUAL MAINTENANCE COSTS**

Costs for repair and maintenance activities are expensed in the month that the related activity is performed under the direct expense method of accounting.

#### **TEMPORARY INVESTMENTS**

Temporary investments with an original maturity of three months or less are treated as cash equivalents and are stated at cost, which approximates market value.

#### **INVENTORIES**

Inventories are valued at the lower of cost or market value and include all costs directly associated with manufacturing products: materials, labor and manufacturing overhead. In the United States, costs of raw materials and finished pulp and paper products, are generally determined using the last-in, first-out method. Other inventories are valued using the first-in, first-out or average cost methods.

#### **PLANTS, PROPERTIES AND EQUIPMENT**

Plants, properties and equipment are stated at cost, less accumulated depreciation. Expenditures for betterments are capitalized, whereas normal repairs and maintenance are expensed as incurred. The units-of-production method of depreciation is used for pulp and paper mills, and the straight-line method is used for other plants and equipment. Annual straight-line depreciation rates generally are, for buildings — 2.50% to 5.00%, and for machinery and equipment — 5% to 33%.

#### **FORESTLANDS**

At December 31, 2016, International Paper and its subsidiaries owned or managed approximately 329,000 acres of forestlands in Brazil, and through

licenses and forest management agreements, had harvesting rights on government-owned forestlands in Russia. Costs attributable to timber are expensed as trees are cut. The rate charged is determined annually based on the relationship of incurred costs to estimated current merchantable volume.

#### **GOODWILL**

Goodwill relating to a single business reporting unit is included as an asset of the applicable segment. For goodwill impairment testing, this goodwill is allocated to reporting units. Annual testing for possible goodwill impairment is performed as of the beginning of the fourth quarter of each year, with additional interim testing performed when management believes that it is more likely than not events or circumstances have occurred that would result in the impairment of a reporting unit's goodwill.

In performing this testing, the Company estimates the fair value of its reporting units using the projected future cash flows to be generated by each unit, discounted for each reporting unit. These estimated fair values are then analyzed for reasonableness by comparing them to historic market transactions for businesses in the industry, and by comparing the sum of the reporting unit fair values and other corporate assets and liabilities divided by diluted common shares outstanding to the Company's traded stock price on the testing date. For reporting units whose recorded value of net assets plus goodwill is in excess of their estimated fair values, the fair values of the individual assets and liabilities of the respective reporting units are then determined to calculate the amount of any goodwill impairment charge required. See [Note 9](#) for further discussion.

#### **IMPAIRMENT OF LONG-LIVED ASSETS**

Long-lived assets are reviewed for impairment upon the occurrence of events or changes in circumstances that indicate that the carrying value of the assets may not be recoverable, measured by comparing their net book value to the undiscounted projected future cash flows generated by their use. Impaired assets are recorded at their estimated fair value.

#### **INCOME TAXES**

International Paper uses the asset and liability method of accounting for income taxes whereby deferred income taxes are recorded for the future tax consequences attributable to differences between the financial statement and tax bases of assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets and liabilities are remeasured to

reflect new tax rates in the periods rate changes are enacted.

International Paper records its worldwide tax provision based on the respective tax rules and regulations for the jurisdictions in which it operates. Where the Company believes that a tax position is supportable for income tax purposes, the item is included in its income tax returns. Where treatment of a position is uncertain, liabilities are recorded based upon the Company's evaluation of the "more likely than not" outcome considering the technical merits of the position based on specific tax regulations and the facts of each matter. Changes to recorded liabilities are made only when an identifiable event occurs that changes the likely outcome, such as settlement with the relevant tax authority, the expiration of statutes of limitation for the subject tax year, a change in tax laws, or a recent court case that addresses the matter.

While the judgments and estimates made by the Company are based on management's evaluation of the technical merits of a matter, assisted as necessary by consultation with outside consultants, historical experience and other assumptions that management believes are appropriate and reasonable under current circumstances, actual resolution of these matters may differ from recorded estimated amounts, resulting in charges or credits that could materially affect future financial statements.

#### **ENVIRONMENTAL REMEDIATION COSTS**

Costs associated with environmental remediation obligations are accrued when such costs are probable and reasonably estimable. Such accruals are adjusted as further information develops or circumstances change. Costs of future expenditures for environmental remediation obligations are discounted to their present value when the amount and timing of expected cash payments are reliably determinable.

#### **TRANSLATION OF FINANCIAL STATEMENTS**

Balance sheets of international operations are translated into U.S. dollars at year-end exchange rates, while statements of operations are translated at average rates. Adjustments resulting from financial statement translations are included as cumulative translation adjustments in Accumulated other comprehensive loss.

#### **[NOTE 2 RECENT ACCOUNTING DEVELOPMENTS](#)**

Other than as described below, no new accounting pronouncement issued or effective during the fiscal year has had or is expected to have a material impact on the consolidated financial statements.

#### **VARIABLE INTEREST ENTITIES**

In October 2016, the FASB issued ASU 2016-17, "Consolidation (Topic 810): Interests Held through Related Parties That Are under Common Control." Under consolidation guidance in ASU 2015-02 issued by the FASB in 2015, a single decision maker was required to consider an indirect interest held by a related party under common control in its entirety. Under the new guidance, the single decision maker will consider that indirect interest on a proportionate basis. This guidance is effective for annual reporting periods beginning after December 15, 2016, and interim periods within those years. This guidance should be applied retrospectively to all relevant prior periods beginning with the fiscal years in which ASU 2015-02 was initially applied. Early adoption is permitted. The Company is currently evaluating the provisions of this guidance and will adopt this ASU in the first quarter of 2017.

#### **INCOME TAXES**

In October 2016, the FASB issued ASU 2016-16, "Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory." This ASU requires companies to recognize the income tax effects of intercompany sales and transfers of assets other than inventory in the period in which the transfer occurs rather than defer the income tax effects which is current practice. This new guidance is effective for annual reporting periods beginning after December 15, 2017, and interim periods within those years. The guidance requires companies to apply a modified retrospective approach with a cumulative catch-up adjustment to opening retained earnings in the period of adoption. Early adoption is permitted. The Company is currently evaluating the provisions of this guidance.

In November 2015, the FASB issued ASU 2015-17, Income Taxes (Topic 740): "Balance Classification of Deferred Taxes." This ASU requires entities to offset all deferred tax assets and liabilities (and valuation allowances) for each tax-paying jurisdiction within each tax-paying component. The net deferred tax must be presented as a single noncurrent amount. This ASU is effective for annual reporting periods beginning after December 15, 2016, and interim periods within those years. Early adoption is permitted. The Company is currently evaluating the provisions of this guidance and will adopt this ASU in the first quarter of 2017.

#### **CASH FLOW CLASSIFICATION**

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): "Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force)." This ASU adds or clarifies guidance on the classification of certain cash receipts and payments in the statement of cash flows. This ASU is effective for annual reporting

periods beginning after December 15, 2017, and interim periods with those years and must be applied retrospectively to all periods presented but may be applied prospectively from the earliest date practicable if retrospective application would be impracticable. The Company early adopted this guidance during 2016 with no material impact on the consolidated financial statements.

#### **STOCK COMPENSATION**

In March 2016, the FASB issued ASU 2016-09, Compensation - Stock Compensation (Topic 718): "Improvements to Employee Share-Based Payment Accounting." Under this new guidance, all excess tax benefits and tax deficiencies will be recognized in the income statement as they occur and will therefore impact the Company's effective tax rate. This guidance replaces current guidance which requires tax benefits that exceed compensation costs (windfalls) to be recognized in equity. The new guidance will also change the cash flow presentation of excess tax benefits, classifying them as operating inflows rather than financing activities as they are currently classified. In addition, the new guidance will allow companies to provide net settlement of stock-based compensation to cover tax withholding as long as the net settlement doesn't exceed the maximum individual statutory tax rate in the employee's tax jurisdiction. Amendments related to the timing of when excess tax benefits are recognized, minimum statutory withholding requirements, forfeitures, and intrinsic value should be applied using a modified retrospective transition method by means of a cumulative-effect adjustment to equity as of the beginning of the period in which the guidance is adopted. Amendments related to the presentation of employee taxes paid on the statement of cash flows when an employer withholds shares to meet the minimum statutory withholding requirement should be applied retrospectively. Amendments requiring recognition of excess tax benefits and tax deficiencies in the income statement and the practical expedient for estimating expected term should be applied prospectively. An entity may elect to apply the amendments related to the presentation of excess tax benefits on the statement of cash flows using either a prospective transition method or a retrospective transition method. This ASU is effective for annual reporting periods beginning after December 15, 2016, and interim periods with those years. Early adoption is permitted. The Company is currently evaluating the provisions of this guidance.

#### **INVESTMENTS - EQUITY METHOD AND JOINT VENTURES**

In March 2016, the FASB issued ASU 2016-07, Investments - Equity Method and Joint Ventures (Topic 323): "Simplifying the Transition to the Equity Method of Accounting." The amendments in the ASU eliminate the requirement that when an investment qualifies for use of the equity method as a result of an increase in

the level of ownership interest or degree of influence, an investor must adjust the investment, results of operations, and retained earnings retroactively on a step-by-step basis as if the equity method had been in effect during all previous periods that the investment had been held. The amendments require that the equity method investor add the cost of acquiring the additional interest in the investee to the current basis of the investor's previously held interest and adopt the equity method of accounting as of the date the investment becomes qualified for equity method accounting. Therefore, upon qualifying for the equity method of accounting, no retroactive adjustment of the investment is required. This ASU is effective for annual reporting periods beginning after December 15, 2016, and interim periods within those years and should be applied prospectively upon the effective date. Early adoption is permitted. The Company early adopted this guidance during 2016 with no material impact on the consolidated financial statements.

#### **DERIVATIVES AND HEDGING**

Also in March 2016, the FASB issued ASU 2016-05, Derivatives and Hedging (Topic 815): "Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships." The amendments in this ASU apply to all reporting entities for which there is a change in the counterparty to a derivative instrument that has been designated as a hedging instrument under Topic 815. This ASU clarifies that a change in the counterparty to a derivative instrument that has been designated as the hedging instrument under Topic 815 does not, in and of itself, require dedesignation of that hedging relationship provided that all other hedge accounting criteria continue to be met. This ASU is effective for annual reporting periods beginning after December 15, 2016, and interim periods within those years, and allows for the amendments to be applied on either a prospective basis or a modified retrospective basis. The Company early adopted this guidance during 2016 with no material impact on the consolidated financial statements.

#### **LEASES**

In February 2016, the FASB issued ASU 2016-02, Leases Topic (842): "Leases." This ASU will require most leases to be recognized on the balance sheet which will increase reported assets and liabilities. Lessor accounting will remain substantially similar to current U.S. GAAP. This ASU is effective for annual reporting periods beginning after December 15, 2018, and interim periods within those years, and mandates a modified retrospective transition method for all entities. The Company expects to adopt this guidance using a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. We expect to recognize a liability

and corresponding asset associated with in-scope operating and finance leases but we are still in the process of determining those amounts and the processes required to account for leasing activity on an ongoing basis.

#### **BUSINESS COMBINATIONS**

In September 2015, the FASB issued ASU 2015-16, "Business Combinations - Simplifying the Accounting for Measurement Period Adjustments." This ASU provides that an acquirer must recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The ASU also requires acquirers to present separately on the face of the income statement, or disclose in the notes, the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized at the acquisition date. The Company adopted this guidance during 2016 with no material impact on the consolidated financial statements.

#### **INVENTORY**

In July 2015, the FASB issued ASU 2015-11, Inventory (Topic 330): "Simplifying the Measurement of Inventory." This ASU provides that entities should measure inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business less reasonably predictable costs of completion, disposal and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method. This ASU is effective for annual reporting periods beginning after December 15, 2016, and interim periods within those years. Early adoption is permitted. The Company early adopted this guidance during 2016 with no material impact on the consolidated financial statements.

#### **FAIR VALUE MEASUREMENT**

In May 2015, the FASB issued ASU 2015-07, "Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)." This guidance eliminates the existing requirement to categorize within the fair value hierarchy investments whose fair values are measured at net asset value (NAV) using the practical expedient in ASC 820. Instead entities are required to disclose the fair values of such investments so that financial statement users can reconcile amounts reported in the fair value hierarchy table and the amounts reported on the balance sheet. This guidance is effective for fiscal years beginning after December 15, 2015 and interim periods within those years and should be applied retrospectively. The

Company adopted the provisions of this guidance in 2016 with no material impact on the consolidated financial statements.

**DEBT ISSUANCE COSTS**

In April 2015, the FASB issued ASU 2015-03, "Interest - Imputation of Interest (Subtopic 835-30: Simplifying the Presentation of Debt Issuance Costs)," which simplifies the balance sheet presentation of the costs for issuing debt. This ASU was effective for annual reporting periods beginning after December 15, 2015, and interim periods within those years. The application of the requirements of this guidance did not have a material effect on the consolidated financial statements.

**REVENUE RECOGNITION**

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers." This guidance replaces most existing revenue recognition guidance and provides that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. This ASU was effective for annual reporting periods beginning after December 15, 2016, and interim periods within those years and permits the use of either the retrospective or cumulative effect transition method; however, in August 2015, the FASB issued ASU 2015-14 which defers the effective date by one year making the guidance effective for annual reporting periods beginning after December 15, 2017. The FASB has continued to clarify this guidance in various updates during 2015 and 2016, all of which, have the same effective date as the original guidance.

We are currently evaluating the impact of ASU 2014-09 and all related ASU's on our consolidated financial statements. We plan to adopt the new revenue guidance effective January 1, 2018 using the full retrospective transition method. The Company does not expect the impact on its consolidated financial statements to be material and we anticipate the primary

impact to be the additional required disclosures around revenue recognition in the notes to the consolidated financial statements.

**NOTE 3 EARNINGS PER SHARE ATTRIBUTABLE TO INTERNATIONAL PAPER COMPANY COMMON SHAREHOLDERS**

Basic earnings per share is computed by dividing earnings by the weighted average number of common shares outstanding. Diluted earnings per share is computed assuming that all potentially dilutive securities, including "in-the-money" stock options, were converted into common shares.

A reconciliation of the amounts included in the computation of basic earnings (loss) per share from continuing operations, and diluted earnings (loss) per share from continuing operations is as follows:

<i>In millions, except per share amounts</i>	2016	2015	2014
Earnings (loss) from continuing operations	\$ 909	\$ 938	\$ 568
Effect of dilutive securities	—	—	—
<b>Earnings (loss) from continuing operations – assuming dilution</b>	<b>\$ 909</b>	<b>\$ 938</b>	<b>\$ 568</b>
Average common shares outstanding	411.1	417.4	427.7
Effect of dilutive securities:			
Restricted performance share plan	4.5	3.2	4.2
Stock options (a)	—	—	0.1
<b>Average common shares outstanding – assuming dilution</b>	<b>415.6</b>	<b>420.6</b>	<b>432.0</b>
<b>Basic earnings (loss) per share from continuing operations</b>	<b>\$ 2.21</b>	<b>\$ 2.25</b>	<b>\$ 1.33</b>
<b>Diluted earnings (loss) per share from continuing operations</b>	<b>\$ 2.19</b>	<b>\$ 2.23</b>	<b>\$ 1.31</b>

(a) Options to purchase shares were not included in the computation of diluted common shares outstanding if their exercise price exceeded the average market price of the Company's common stock for each respective reporting date.

**NOTE 4 OTHER COMPREHENSIVE INCOME**

The following table presents changes in AOCI for the year ended December 31, 2016 :

<i>In millions</i>	Defined Benefit Pension and Postretirement Items (a)	Change in Cumulative Foreign Currency Translation Adjustments (a)	Net Gains and Losses on Cash Flow Hedging Derivatives (a)	Total (a)
Balance as of December 31, 2015	\$ (3,169)	\$ (2,549)	\$ 10	\$ (5,708)
Other comprehensive income (loss) before reclassifications	(448)	263	(6)	(191)
Amounts reclassified from accumulated other comprehensive income	545	(3)	(7)	535
Net Current Period Other Comprehensive Income	97	260	(13)	344
Other Comprehensive Income (Loss) Attributable to Noncontrolling Interest	—	2	—	2
Balance as of December 31, 2016	\$ (3,072)	\$ (2,287)	\$ (3)	\$ (5,362)

(a) All amounts are net of tax. Amounts in parentheses indicate debits to AOCI.

The following table presents changes in AOCI for the year ended December 31, 2015 :

In millions	Defined Benefit Pension and Postretirement Items (a)	Change in Cumulative Foreign Currency Translation Adjustments (a)	Net Gains and Losses on Cash Flow Hedging Derivatives (a)	Total (a)
Balance as of December 31, 2014	\$ (3,134)	\$ (1,513)	\$ 1	\$ (4,646)
Other comprehensive income (loss) before reclassifications	(331)	(1,002)	(3)	(1,336)
Amounts reclassified from accumulated other comprehensive income	296	(40)	12	268
Net Current Period Other Comprehensive Income	(35)	(1,042)	9	(1,068)
Other Comprehensive Income (Loss) Attributable to Noncontrolling Interest	—	6	—	6
Balance as of December 31, 2015	\$ (3,169)	\$ (2,549)	\$ 10	\$ (5,708)

(a) All amounts are net of tax. Amounts in parentheses indicate debits to AOCI.

The following table presents changes in AOCI for the year ended December 31, 2014 :

In millions	Defined Benefit Pension and Postretirement Items (a)	Change in Cumulative Foreign Currency Translation Adjustments (a)	Net Gains and Losses on Cash Flow Hedging Derivatives (a)	Total (a)
Balance as of December 31, 2013	\$ (2,105)	\$ (649)	\$ (5)	\$ (2,759)
Other comprehensive income (loss) before reclassifications	(1,271)	(863)	10	(2,124)
Amounts reclassified from accumulated other comprehensive income	242	(13)	(4)	225
Net Current Period Other Comprehensive Income	(1,029)	(876)	6	(1,899)
Other Comprehensive Income (Loss) Attributable to Noncontrolling Interest	—	12	—	12
Balance as of December 31, 2014	\$ (3,134)	\$ (1,513)	\$ 1	\$ (4,646)

(a) All amounts are net of tax. Amounts in parentheses indicate debits to AOCI.

The following table presents details of the reclassifications out of AOCI for the three years ended:

Details About Accumulated Other Comprehensive Income Components	Amount Reclassified from Accumulated Other Comprehensive Income (a)			Location of Amount Reclassified from AOCI
	2016	2015	2014	
<i>In millions</i>				
Defined benefit pension and postretirement items:				
Prior-service costs	\$ (37)	\$ (33)	\$ (17)	(b) Cost of products sold
Actuarial gains/(losses)	(851)	(449)	(379)	(b) Cost of products sold
Total pre-tax amount	(888)	(482)	(396)	
Tax (expense)/benefit	343	186	154	
Net of tax	(545)	(296)	(242)	
Change in cumulative foreign currency translation adjustments:				
Business acquisition/divestiture	3	40	13	Net (gains) losses on sales and impairments of businesses or Retained earnings
Tax (expense)/benefit	—	—	—	
Net of tax	3	40	13	
Net gains and losses on cash flow hedging derivatives:				
Foreign exchange contracts	10	(20)	3	(c) Cost of products sold
Total pre-tax amount	10	(20)	3	
Tax (expense)/benefit	(3)	8	1	
Net of tax	7	(12)	4	
<b>Total reclassifications for the period</b>	<b>\$ (535)</b>	<b>\$ (268)</b>	<b>\$ (225)</b>	

(a) Amounts in parentheses indicate debits to earnings/loss.

(b) These accumulated other comprehensive income components are included in the computation of net periodic pension cost (see [Note 16](#) for additional details).

(c) This accumulated other comprehensive income component is included in our derivatives and hedging activities (see [Note 14](#) for additional details).

**NOTE 5 RESTRUCTURING CHARGES AND OTHER ITEMS**

**2016:** During 2016, total restructuring and other charges of \$54 million before taxes were recorded. These charges included:

<i>In millions</i>	<b>2016</b>
Early debt extinguishment costs (see Note 13)	\$ 29
India packaging evaluation write-off	17
Gain on sale of investment in Arizona Chemical	(8)
Riegelwood mill conversion costs (a)	9
Turkey mill closure (b)	7
<b>Total</b>	<b>\$ 54</b>

(a) Includes \$3 million of accelerated depreciation, \$3 million of inventory write-off charges and \$3 million of other charges.

(b) Includes \$4 million of accelerated depreciation and \$3 million of severance charges which is related to 85 employees.

**2015:** During 2015, total restructuring and other charges of \$252 million before taxes were recorded. These charges included:

<i>In millions</i>	<b>2015</b>
Early debt extinguishment costs (see Note 13)	\$ 207
Timber monetization restructuring	16
Legal liability reserve adjustment	15
Riegelwood mill conversion costs net of proceeds from the sale of Carolina Coated Bristols brand (a)	8
Other	6
<b>Total</b>	<b>\$ 252</b>

(a) Includes \$5 million of severance charges, which is related to 69 employees, \$24 million of accelerated depreciation, sale proceeds of \$22 million and \$1 million of other charges.

**2014:** During 2014, total restructuring and other charges of \$846 million before taxes were recorded. These charges included:

<i>In millions</i>	<b>2014</b>
Early debt extinguishment costs (see Note 13)	\$ 276
Courtland mill shutdown (a)	554
Other (b)	16
<b>Total</b>	<b>\$ 846</b>

(a) Includes \$464 million of accelerated depreciation, \$24 million of inventory impairment charges, \$26 million of severance charges related to 49 employees and \$40 million of other charges which are recorded in the Printing Papers segment.

(b) Includes \$15 million of severance charges related to 908 employees.

**NOTE 6 ACQUISITIONS AND JOINT VENTURES**

**WEYERHAEUSER PULP BUSINESS**

**2016:** On December 1, 2016, the Company finalized the purchase of Weyerhaeuser's pulp business for approximately \$2.2 billion in cash, subject to post-closing adjustments. Under the terms of the agreement, International Paper acquired four fluff pulp mills, one northern bleached softwood kraft mill and two converting facilities of modified fiber, located in the United States, Canada and Poland.

The Company is accounting for the acquisition under ASC 805, "Business Combinations" and the newly acquired pulp business's results of operations have been included in International Paper's consolidated financial statements beginning with the date of acquisition.

The following table summarizes the preliminary allocation of the purchase price to the fair value of assets and liabilities acquired as of December 1, 2016.

<i>In millions</i>	
Cash and temporary investments	\$ 12
Accounts and notes receivable	195
Inventory	254
Other current assets	11
Plants, properties and equipment	1,711
Goodwill	19
Other intangible assets	212
Deferred charges and other assets	6
<b>Total assets acquired</b>	<b>2,420</b>
Accounts payable and accrued liabilities	111
Long-term debt	104
Other long-term liabilities	22
<b>Total liabilities assumed</b>	<b>237</b>
<b>Net assets acquired</b>	<b>\$ 2,183</b>

Due to the timing of the completion of the acquisition, the purchase price and related allocation are preliminary and could be revised as a result of adjustments made to the purchase price, additional information obtained regarding assets acquired and liabilities assumed, and revisions of provisional estimates of fair values, including, but not limited to, the completion of independent appraisals and valuations related to inventory, property, plant and equipment and intangible assets. These changes to the purchase price allocation could be significant. The purchase price allocation will be finalized within the measurement period of up to one year from the acquisition date.

In connection with the purchase price allocation, inventories were written up by \$33 million to their estimated fair value. During December 2016, \$19 million before taxes ( \$12 million after taxes) were expensed to Cost of products sold as the related inventory was sold.

Since the date of acquisition, Net sales of \$111 million and Earnings (loss) from continuing operations before income taxes and equity earnings of \$(21) million from the acquired business have been included in the Company's consolidated statement of operations. Additionally, Selling and administrative expenses for 2016 include \$28 million in charges before taxes ( \$18 million after taxes) for integration costs associated with the acquisition.

The identifiable intangible assets acquired in connection with the acquisition of the Weyerhaeuser pulp business included the following:

<i>In millions</i>	Estimated Fair Value	Average Remaining Useful Life
		(at acquisition date)
Asset Class:		
Customer relationships and lists	\$ 95	24 years
Trade names, patents, trademarks and developed technology	113	8 years
Other	4	10 years
<b>Total</b>	<b>\$ 212</b>	

On an unaudited pro forma basis, assuming the acquisition of the newly acquired pulp business had closed January 1, 2015, the consolidated results would have reflected Net sales of \$22.4 billion and \$23.9 billion and Earnings (loss) from continuing operations before income taxes and equity earnings of \$1.1 billion and \$1.4 billion for the years ended December 31, 2016 and 2015, respectively.

The 2016 pro forma information includes adjustments for additional amortization expense on identifiable intangible assets of \$18 million and eliminating the write-off of the estimated fair value of inventory of \$19 million and non-recurring integration costs associated with the acquisition of \$30 million .

The 2015 pro forma information includes adjustments for additional amortization expense on identifiable intangible assets of \$18 million , non-recurring integration costs associated with the acquisition of \$30 million, and incremental expense of \$33 million associated with the write-off of the estimated fair value of inventory.

The unaudited pro forma consolidated financial information was prepared for comparative purposes only and includes certain adjustments, as noted above. The adjustments are estimates based on currently

available information and actual amounts may have differed materially from these estimates. They do not reflect the effect of costs or synergies that would have been expected to result from the integration of the acquisition. The pro forma information does not purport to represent International Paper's actual results of operations as if the transaction described above would have occurred as of January 1, 2015, nor is it necessarily an indicator of future results.

#### HOLMEN PAPER NEWSPRINT MILL

**2016:** On June 30, 2016, the Company completed the previously announced acquisition of Holmen Paper's newsprint mill in Madrid, Spain. Under the terms of the agreement, International Paper purchased the Madrid newsprint mill, as well as, associated recycling operations and a 50% ownership interest in a cogeneration facility. The Company intends to convert the mill during the second half of 2017 to produce recycled containerboard with an expected capacity of 419,000 tons. Once completed, the converted mill will support the Company's corrugated packaging business in EMEA.

The Company's aggregated purchase price for the mill, recycling operations and 50% ownership of the cogeneration facility was €53 million (approximately \$59 million using June 30, 2016 exchange rate). The measurement period adjustments recognized in the third and fourth quarters of 2016 were to reallocate the purchase price from property, plant and equipment to the specific asset and liability balance sheet line items. Approximately \$60 million of the purchase price was allocated to property, plant and equipment, \$14 million to current assets (primarily cash and accounts receivable), \$7 million to equity method investments, \$3 million to long-term assets, \$9 million to short-term liabilities and \$16 million to long-term liabilities related to a supply contract entered into with the seller. The initial valuation amounts are not considered complete as of December 31, 2016 as tax implications of the valuation amounts are still being considered, however, their impacts are not expected to be material to the Company. The amount of revenue and earnings recognized since the acquisition date are \$90 million and a net loss of \$2 million , respectively, for the year ended December 31, 2016. Pro forma information related to the acquisition of the Holmen businesses has not been included as it is impractical to obtain the information due to the lack of availability of financial data and does not have a material effect on the Company's consolidated results of operations.

#### ORSA

**2014:** On April 8, 2014, the Company acquired the remaining 25% of shares of Orsa International Paper Embalagens S.A. (Orsa IP) from its joint venture partner, Jari Celulose, Papel e Embalagens S.A. (Jari),

a Grupo Jari company, for approximately \$127 million, of which \$105 million was paid in cash with the remaining \$22 million held back pending satisfaction of certain indemnification obligations by Jari. An additional \$11 million, which was not included in the purchase price, was placed in an escrow account pending resolution of certain open matters. During 2014, these open matters were successfully resolved, which resulted in \$9 million paid out of escrow to Jari and correspondingly added to the final purchase consideration. The remaining \$2 million was released back to the Company. As a result of this transaction, the Company reversed the \$168 million of Redeemable noncontrolling interest included on the March 31, 2014 consolidated balance sheet. The net difference between the Redeemable noncontrolling interest balance plus \$14 million of currency translation adjustment reclassified out of Other comprehensive income less the 25% purchase price was reflected as an increase to Retained earnings on the consolidated balance sheet.

In the fourth quarter of 2016, International Paper released the amount held back for indemnification obligations, net of certain claims. Cash of \$10 million was paid to Jari, which included \$3 million of accrued interest. The remaining unpaid balance of \$12 million was reversed in the third quarter of 2016 with \$8 million recorded to Retained earnings as a final purchase price adjustment, and \$3 million to interest expense.

#### **NOTE 7 DIVESTITURES / SPINOFF**

##### **DISCONTINUED OPERATIONS**

**2014:** On July 1, 2014, International Paper completed the spinoff of its distribution business, xpedx, which subsequently merged with Unisource Worldwide, Inc., with the combined companies now operating as Veritiv Corporation (Veritiv). The xpedx business had historically represented the Company's Distribution reportable segment.

The spinoff was accomplished by the contribution of the xpedx business to Veritiv and the distribution of 8,160,000 shares of Veritiv common stock on a pro-rata basis to International Paper shareholders. International Paper received a payment of approximately \$411 million, financed with new debt in Veritiv's capital structure.

All historical operating results for xpedx are included in Discontinued operations, net of tax, in the accompanying consolidated statement of operations. The following summarizes the major classes of line items comprising Earnings (Loss) Before Income Taxes and Equity Earnings reconciled to Discontinued Operations, net of tax, related to the xpedx spinoff for

all periods presented in the consolidated statement of operations:

<i>In millions</i>	<b>2014</b>
<b>Net Sales</b>	\$ 2,604
<b>Costs and Expenses</b>	
Cost of products sold	2,309
Selling and administrative expenses	191
Depreciation, amortization and cost of timber harvested	9
Distribution expenses	69
Restructuring and other charges	25
Impairment of goodwill and other intangibles	—
Other, net	3
<b>Earnings (Loss) Before Income Taxes and Equity Earnings</b>	(2)
Income tax provision (benefit)	(1)
<b>Discontinued Operations, Net of Taxes (a)</b>	\$ (1)

(a) These amounts, along with those disclosed below related to the Temple-Inland Building Products divestitures, are included in Discontinued operations, net of tax, in the consolidated statement of operations.

Total cash provided by operations related to xpedx of \$29 million for 2014 is included in Cash Provided By (Used For) Operations in the consolidated statement of cash flows. Total cash provided by (used for) investing activities related to xpedx of \$3 million for 2014 is included in Cash Provided By (Used For) Investing Activities in the consolidated statement of cash flows.

##### **OTHER DIVESTITURES AND IMPAIRMENTS**

**2016:** On March 14, 2016, the Company announced that it had entered into a definitive agreement to sell its corrugated packaging business in China and Southeast Asia to Xiamen Bridge Hexing Equity Investment Partnership Enterprise. The sale of this business was completed on June 30, 2016. Under the terms of the transaction and after post-closing adjustments, International Paper received a total of approximately RMB 957 million (approximately \$144 million at the June 30, 2016 exchange rate), which included the buyer's assumption of a liability for outstanding loans of approximately \$55 million. Based on the final sales price, a determination was made that the current book value of the asset group was not recoverable. As a result, a combined pre-tax charge of \$46 million was recorded during 2016 in the Company's Industrial Packaging segment to write down the long-lived assets of this business to their estimated fair value. In addition, the Company recorded a pre-tax charge of \$24 million for severance that was contingent upon the sale of this business. The 2016 net loss totaling \$70 million related to the impairment and severance of IP Asia Packaging is included in Net (gains) losses on sales and impairments of businesses in the accompanying consolidated statement of operations.

The final purchase price payment of RMB 20 million (approximately \$3 million at the December 31, 2016 exchange rate) was received in the fourth quarter of 2016. The remaining payments to be received relate to the assumed loans which total \$14 million and are payable up to three years from the closing of the sale.

The amount of pre-tax losses related to the IP Asia Packaging business included in the Company's consolidated statement of operations were \$83 million, \$8 million and \$70 million for years ended December 31, 2016, 2015 and 2014, respectively.

**2015:** On October 13, 2015, the Company finalized the sale of its 55% interest in IP Asia Coated Paperboard (IP-Sun JV) business, within the Company's Consumer Packaging segment, to its Chinese coated board joint venture partner, Shandong Sun Holding Group Co., Ltd. for RMB 149 million (approximately USD \$23 million). During the third quarter of 2015, a determination was made that the current book value of the asset group was not recoverable. As a result, the net pre-tax impairment charge of \$174 million (\$113 million after taxes) was recorded to write down the long-lived assets of this business to their estimated fair value. The impairment charge is included in Net (gains) losses on sales and impairments of businesses in the accompanying consolidated statement of operations. The amount of pre-tax losses related to noncontrolling interest of the IP-Sun JV included in the Company's consolidated statement of operations for the years ended December 31, 2015 and 2014 were \$19 million and \$12 million, respectively. The amount of pre-tax losses related to the IP-Sun JV included in the Company's consolidated statement of operations for the years ended December 31, 2015 and 2014 were \$226 million and \$51 million, respectively.

**2014:** During 2014, the Company recorded a net pre-tax charge of \$47 million (\$36 million after taxes) for the loss on the sale of a business by our equity method investee, ASG (formerly referred to as AGI-Shorewood), and the subsequent partial impairment of this ASG investment.

The 2014 net loss totaling \$38 million, including the ASG impairment discussed above, related to other divestitures and impairments is included in Net (gains) losses on sales and impairments of businesses in the accompanying consolidated statement of operations.

**NOTE 8 SUPPLEMENTARY FINANCIAL STATEMENT INFORMATION**

**TEMPORARY INVESTMENTS**

Temporary investments with an original maturity of three months or less are treated as cash equivalents and are stated at cost. Temporary investments totaled \$757 million and \$738 million at December 31, 2016 and 2015, respectively.

**ACCOUNTS AND NOTES RECEIVABLE**

Accounts and notes receivable, net of allowances, by classification were:

<i>In millions at December 31</i>	<b>2016</b>	<b>2015</b>
<b>Accounts and notes receivable:</b>		
Trade	\$ 2,759	\$ 2,480
Other	242	195
<b>Total</b>	<b>\$ 3,001</b>	<b>\$ 2,675</b>

**INVENTORIES**

<i>In millions at December 31</i>	<b>2016</b>	<b>2015</b>
Raw materials	\$ 296	\$ 339
Finished pulp, paper and packaging products	1,381	1,248
Operating supplies	661	563
Other	100	78
<b>Inventories</b>	<b>\$ 2,438</b>	<b>\$ 2,228</b>

The last-in, first-out inventory method is used to value most of International Paper's U.S. inventories. Approximately 79% of total raw materials and finished products inventories were valued using this method. If the first-in, first-out method had been used, it would have increased total inventory balances by approximately \$376 million and \$345 million at December 31, 2016 and 2015, respectively.

**PLANTS, PROPERTIES AND EQUIPMENT**

<i>In millions at December 31</i>	<b>2016</b>	<b>2015</b>
Pulp, paper and packaging facilities	\$ 34,259	\$ 31,466
Other properties and equipment	1,311	1,242
Gross cost	35,570	32,708
Less: Accumulated depreciation	21,580	20,728
<b>Plants, properties and equipment, net</b>	<b>\$ 13,990</b>	<b>\$ 11,980</b>

Depreciation expense was \$1.2 billion , \$1.2 billion and \$1.3 billion for the years ended December 31, 2016 , 2015 and 2014 , respectively.

**INTEREST**

Interest payments of \$682 million , \$680 million and \$718 million were made during the years ended December 31, 2016 , 2015 and 2014 , respectively.

Amounts related to interest were as follows:

<i>In millions</i>	2016	2015	2014
Interest expense (a)	\$ 695	\$ 644	\$ 677
Interest income (a)	175	89	70
Capitalized interest costs	28	25	23

(a) Interest expense and interest income exclude approximately \$25 million and \$38 million in 2015 and 2014 , respectively, related to investments in and borrowings from variable interest entities for which the Company has a legal right of offset (see [Note 12](#) ).

**NOTE 9 GOODWILL AND OTHER INTANGIBLES**

**GOODWILL**

The following tables present changes in the goodwill balances as allocated to each business segment for the years ended December 31, 2016 and 2015 :

<i>In millions</i>	Industrial Packaging	Global Cellulose Fibers	Printing Papers	Consumer Packaging	Total
Balance as of January 1, 2016					
Goodwill	\$3,325	\$—	\$2,124	\$1,664	\$7,113
Accumulated impairment losses (a)	(237)	—	(1,877)	(1,664)	(3,778)
	3,088	—	247	—	3,335
Reclassifications and other (b)	(4)	—	33	—	29
Additions/reductions	(5) (c)	19 (d)	(14) (e)	—	—
Impairment loss	—	—	—	—	—
Balance as of December 31, 2016					
Goodwill	3,316	19	2,143	1,664	7,142
Accumulated impairment losses (a)	(237)	—	(1,877)	(1,664)	(3,778)
Total	\$3,079	\$19	\$266	\$—	\$3,364

(a) Represents accumulated goodwill impairment charges since the adoption of ASC 350, "Intangibles – Goodwill and Other" in 2002.

(b) Represents the effects of foreign currency translations and reclassifications.

(c) Reflects a reduction from tax benefits generated by the deduction of goodwill amortization for tax purposes in the U.S.

(d) Reflects the acquisition of the newly acquired pulp business.

(e) Reflects a reduction from tax benefits generated by the deduction of goodwill amortization for tax purposes in Brazil.

<i>In millions</i>	Industrial Packaging	Global Cellulose Fibers	Printing Papers	Consumer Packaging	Total
Balance as of January 1, 2015					
Goodwill	\$3,396	\$—	\$2,234	\$1,784	\$7,414
Accumulated impairment losses (a)	(100)	—	(1,877)	(1,664)	(3,641)
	3,296	—	357	120	3,773
Reclassifications and other (b)	(70)	—	(95)	(3)	(168)
Additions/reductions	(1)	—	(15) (c)	(117) (d)	(133)
Impairment loss	(137) (e)	—	—	—	(137)
Balance as of December 31, 2015					
Goodwill	3,325	—	2,124	1,664	7,113
Accumulated impairment losses (a)	(237)	—	(1,877)	(1,664)	(3,778)
Total	\$3,088	\$—	\$247	\$—	\$3,335

(a) Represents accumulated goodwill impairment charges since the adoption of ASC 350, "Intangibles – Goodwill and Other" in 2002.

(b) Represents the effects of foreign currency translations and reclassifications.

(c) Reflects a reduction from tax benefits generated by the deduction of goodwill amortization for tax purposes in Brazil.

(d) Reduction due to the sale and de-consolidation of Shandong Sun joint venture in Asia.

(e) Reflects a charge for goodwill impairment related to our Brazil Industrial Packaging business.

In the fourth quarter of 2015, in conjunction with the annual testing of its reporting units for possible goodwill impairments, the Company calculated the estimated fair value of its Brazil Packaging business and determined that all of the goodwill in the business, totaling \$137 million, should be written off. The decline in the fair value of the Brazil Packaging business and resulting impairment charge was due to the negative impacts on the cash flows of the business caused by the continued decline of the overall Brazilian economy.

**OTHER INTANGIBLES**

Identifiable intangible assets comprised the following:

In millions at December 31	2016		2015	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer relationships and lists	\$ 605	\$ 211	\$ 495	\$ 166
Non-compete agreements	69	64	69	56
Tradenames, patents and trademarks, and developed technology	173	56	61	54
Land and water rights	10	2	33	6
Software	21	20	22	20
Other	48	26	46	29
<b>Total</b>	<b>\$ 926</b>	<b>\$ 379</b>	<b>\$ 726</b>	<b>\$ 331</b>

The Company recognized the following amounts as amortization expense related to intangible assets:

In millions	2016	2015	2014
Amortization expense related to intangible assets	\$ 54	\$ 60	\$ 73

Based on current intangibles subject to amortization, estimated amortization expense for each of the succeeding years is as follows: 2017 – \$60 million, 2018 – \$53 million, 2019 – \$51 million, 2020 – \$51 million, 2021 – \$51 million, and cumulatively thereafter – \$275 million.

**NOTE 10 INCOME TAXES**

The components of International Paper's earnings from continuing operations before income taxes and equity earnings by taxing jurisdiction were as follows:

In millions	2016	2015	2014
Earnings (loss)			
U.S.	\$ 573	\$ 1,147	\$ 565
Non-U.S.	383	119	307
<b>Earnings (loss) from continuing operations before income taxes and equity earnings</b>	<b>\$ 956</b>	<b>\$ 1,266</b>	<b>\$ 872</b>

The provision (benefit) for income taxes (excluding noncontrolling interests) by taxing jurisdiction was as follows:

In millions	2016	2015	2014
Current tax provision (benefit)			
U.S. federal	\$ 35	\$ 62	\$ 175
U.S. state and local	—	12	9
Non-U.S.	76	111	74
	<b>\$ 111</b>	<b>\$ 185</b>	<b>\$ 258</b>
Deferred tax provision (benefit)			
U.S. federal	\$ 138	\$ 321	\$ (67)
U.S. state and local	23	30	5
Non-U.S.	(25)	(70)	(73)
	<b>\$ 136</b>	<b>\$ 281</b>	<b>\$ (135)</b>
<b>Income tax provision (benefit)</b>	<b>\$ 247</b>	<b>\$ 466</b>	<b>\$ 123</b>

The Company's deferred income tax provision (benefit) includes a \$18 million provision, a \$3 million provision and a \$13 million benefit for 2016, 2015 and 2014, respectively, for the effect of changes in non-U.S. and U.S. state tax rates.

International Paper made income tax payments, net of refunds, of \$90 million, \$149 million and \$172 million in 2016, 2015 and 2014, respectively.

A reconciliation of income tax expense using the statutory U.S. income tax rate compared with the actual income tax provision follows:

In millions	2016	2015	2014
Earnings (loss) from continuing operations before income taxes and equity earnings	\$ 956	\$ 1,266	\$ 872
Statutory U.S. income tax rate	35%	35%	35%
Tax expense (benefit) using statutory U.S. income tax rate	335	443	305
State and local income taxes	15	27	10
Tax rate and permanent differences on non-U.S. earnings	(27)	(44)	(72)
Net U.S. tax on non-U.S. dividends	21	12	16
Tax benefit on manufacturing activities	(12)	(14)	(46)
Non-deductible business expenses	9	8	7
Non-deductible impairments	—	109	35
Sale of non-strategic assets	12	(61)	—
Tax audits	(14)	—	—
Subsidiary liquidation	(63)	—	(85)
Retirement plan dividends	(6)	(5)	(5)
Tax credits	(28)	(15)	(34)
Other, net	5	6	(8)
<b>Income tax provision (benefit)</b>	<b>\$ 247</b>	<b>\$ 466</b>	<b>\$ 123</b>
<b>Effective income tax rate</b>	<b>26%</b>	<b>37%</b>	<b>14%</b>

The tax effects of significant temporary differences, representing deferred income tax assets and liabilities at December 31, 2016 and 2015, were as follows:

<i>In millions</i>	2016	2015
<b>Deferred income tax assets:</b>		
Postretirement benefit accruals	\$ 165	\$ 172
Pension obligations	1,344	1,403
Alternative minimum and other tax credits	270	283
Net operating and capital loss carryforwards	662	732
Compensation reserves	257	265
Other	251	244
Gross deferred income tax assets	2,949	3,099
Less: valuation allowance	(403)	(430)
<b>Net deferred income tax asset</b>	<b>\$ 2,546</b>	<b>\$ 2,669</b>
<b>Deferred income tax liabilities:</b>		
Intangibles	\$ (231)	\$ (271)
Plants, properties and equipment	(2,828)	(2,727)
Forestlands, related installment sales, and investment in subsidiary	(2,260)	(2,253)
Gross deferred income tax liabilities	\$ (5,319)	\$ (5,251)
<b>Net deferred income tax liability</b>	<b>\$ (2,773)</b>	<b>\$ (2,582)</b>

Deferred income tax assets and liabilities are recorded in the accompanying consolidated balance sheet under the captions Deferred income tax assets, Deferred charges and other assets, Other accrued liabilities, and Deferred income taxes. There is a decrease in deferred income tax assets principally relating to the tax impact of changes in qualified pension liabilities and the utilization of tax credits and net operating loss carryforwards. Deferred tax liabilities increased primarily due to tax greater than book depreciation. Of the \$2.3 billion forestlands, related installment sales, and investment in subsidiary deferred tax liability, \$1.4 billion is attributable to an investment in subsidiary and relates to a 2006 International Paper installment sale of forestlands and \$831 million is attributable to a 2007 Temple-Inland installment sale of forestlands (see [Note 12](#)). Certain tax attributes reflected on our tax returns as filed differ from those reflected in the deferred income tax accounts due to uncertain tax benefits.

The valuation allowance for deferred income tax assets as of December 31, 2016, 2015 and 2014 was \$403 million, \$430 million and \$415 million, respectively. The net change in the total valuation allowance for the years ended December 31, 2016 and 2015 was a decrease of \$27 million and an increase of \$15 million, respectively.

A reconciliation of the beginning and ending amount of unrecognized tax benefits for the years ended December 31, 2016, 2015 and 2014 is as follows:

<i>In millions</i>	2016	2015	2014
Balance at January 1	\$ (150)	\$ (158)	\$ (161)
(Additions) reductions based on tax positions related to current year	(4)	(6)	(15)
Additions for tax positions of prior years	(3)	(6)	(1)
Reductions for tax positions of prior years	33	7	9
Settlements	19	2	—
Expiration of statutes of limitations	5	4	2
Currency translation adjustment	2	7	8
<b>Balance at December 31</b>	<b>\$ (98)</b>	<b>\$ (150)</b>	<b>\$ (158)</b>

Included in the balance at December 31, 2016, 2015 and 2014 are \$0 million, \$1 million and \$1 million, respectively, for tax positions for which the ultimate benefits are highly certain, but for which there is uncertainty about the timing of such benefits. However, except for the possible effect of any penalties, any disallowance that would change the timing of these benefits would not affect the annual effective tax rate, but would accelerate the payment of cash to the taxing authority to an earlier period.

The Company accrues interest on unrecognized tax benefits as a component of interest expense. Penalties, if incurred, are recognized as a component of income tax expense. The Company had approximately \$22 million and \$34 million accrued for the payment of estimated interest and penalties associated with unrecognized tax benefits at December 31, 2016 and 2015, respectively.

The major jurisdictions where the Company files income tax returns are the United States, Brazil, France, Poland and Russia. Generally, tax years 2003 through 2015 remain open and subject to examination by the relevant tax authorities. The Company is typically engaged in various tax examinations at any given time, both in the United States and overseas. Pending audit settlements and the expiration of statute of limitations could reduce the uncertain tax positions by \$5 million during the next twelve months. While the Company believes that it is adequately accrued for possible audit adjustments, the final resolution of these examinations cannot be determined at this time and could result in final settlements that differ from current estimates.

Included in the Company's 2016 , 2015 and 2014 income tax provision (benefit) are \$(74) million , \$(121) million and \$(453) million , respectively, related to special items. The components of the net provisions related to special items were as follows:

<i>In millions</i>	2016	2015	2014
Special items	\$ (51)	\$ (84)	\$ (372)
Tax-related adjustments:			
Return to accrual	23	23	—
Internal restructurings	(63)	(62)	(90)
Settlement of tax audits and legislative changes	(14)	—	10
Tax rate changes	23	—	—
Other tax adjustments	8	2	(1)
<b>Income tax provision (benefit) related to special items</b>	<b>\$ (74)</b>	<b>\$ (121)</b>	<b>\$ (453)</b>

The following details the scheduled expiration dates of the Company's net operating loss and income tax credit carryforwards:

<i>In millions</i>	2017 Through 2026	2027 Through 2036	Indefinite	Total
U.S. federal and non-U.S. NOLs	\$ 67	\$ 9	\$ 455	\$ 531
State taxing jurisdiction NOLs	139	52	—	191
U.S. federal, non-U.S. and state tax credit carryforwards	176	21	183	380
U.S. federal and state capital loss carryforwards	22	—	—	22
<b>Total</b>	<b>\$ 404</b>	<b>\$ 82</b>	<b>\$ 638</b>	<b>\$ 1,124</b>

Deferred income taxes are not provided for temporary differences of approximately \$5.9 billion , \$5.7 billion and \$5.2 billion as of December 31, 2016 , 2015 and 2014 , respectively, representing earnings of non-U.S. subsidiaries intended to be permanently reinvested. Computation of the potential deferred tax liability associated with these undistributed earnings and other basis differences is not practicable.

#### **[NOTE 11 COMMITMENTS AND CONTINGENT LIABILITIES](#)**

##### **PURCHASE COMMITMENTS AND OPERATING LEASES**

Certain property, machinery and equipment are leased under cancelable and non-cancelable agreements.

Unconditional purchase obligations have been entered into in the ordinary course of business, principally for capital projects and the purchase of certain pulpwood, logs, wood chips, raw materials, energy and services, including fiber supply agreements to purchase pulpwood that were entered into concurrently with the Company's 2006 Transformation Plan forestland sales and in conjunction with the 2008 acquisition of

Weyerhaeuser Company's Containerboard, Packaging and Recycling business and the 2016 acquisition of Weyerhaeuser's pulp business.

At December 31, 2016 , total future minimum commitments under existing non-cancelable operating leases and purchase obligations were as follows:

<i>In millions</i>	2017	2018	2019	2020	2021	Thereafter
Lease obligations	\$ 119	\$ 91	\$ 69	\$ 51	\$ 38	125
Purchase obligations (a)	3,165	635	525	495	460	2,332
<b>Total</b>	<b>\$ 3,284</b>	<b>\$ 726</b>	<b>\$ 594</b>	<b>\$ 546</b>	<b>\$ 498</b>	<b>2,457</b>

(a) Includes \$2.0 billion relating to fiber supply agreements entered into at the time of the Company's 2006 Transformation Plan forestland sales and in conjunction with the 2008 acquisition of Weyerhaeuser Company's Containerboard, Packaging and Recycling business. Also includes \$1.1 billion relating to fiber supply agreements assumed in conjunction with the 2016 acquisition of Weyerhaeuser's pulp business.

Rent expense was \$161 million , \$170 million and \$154 million for 2016 , 2015 and 2014 , respectively.

##### **GUARANTEES**

In connection with sales of businesses, property, equipment, forestlands and other assets, International Paper commonly makes representations and warranties relating to such businesses or assets, and may agree to indemnify buyers with respect to tax and environmental liabilities, breaches of representations and warranties, and other matters. Where liabilities for such matters are determined to be probable and subject to reasonable estimation, accrued liabilities are recorded at the time of sale as a cost of the transaction.

##### **ENVIRONMENTAL AND LEGAL PROCEEDINGS**

###### ***Environmental***

International Paper has been named as a potentially responsible party (PRP) in environmental remediation actions under various federal and state laws, including the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA). Many of these proceedings involve the cleanup of hazardous substances at large commercial landfills that received waste from many different sources. While joint and several liability is authorized under CERCLA and equivalent state laws, as a practical matter, liability for CERCLA cleanups is typically allocated among the many PRPs. There are other remediation costs typically associated with the cleanup of hazardous substances at the Company's current, closed or formerly-owned facilities, and recorded as liabilities in the balance sheet. Remediation costs are recorded in the consolidated financial statements when they become probable and reasonably estimable. International Paper has estimated the probable liability

associated with these matters to be approximately \$134 million in the aggregate as of December 31, 2016. Other than as described above, completion of required remedial actions is not expected to have a material effect on our consolidated financial statements.

**Cass Lake:** One of the matters included above arises out of a closed wood-treating facility located in Cass Lake, Minnesota. In June 2011, the United States Environmental Protection Agency (EPA) selected and published a proposed soil remedy at the site with an estimated cost of \$46 million. The overall remediation reserve for the site is currently \$50 million to address the selection of an alternative for the soil remediation component of the overall site remedy, which includes the ongoing groundwater remedy. In October 2011, the EPA released a public statement indicating that the final soil remedy decision would be delayed. In March 2016, the EPA issued a proposed plan concerning clean-up standards at a portion of the site, the estimated cost of which is included within the \$50 million reserve referenced above. In October 2012, the Natural Resource Trustees for this site provided notice to International Paper and other potentially responsible parties of their intent to perform a Natural Resource Damage Assessment. It is premature to predict the outcome of the assessment or to estimate a loss or range of loss, if any, which may be incurred.

**Kalamazoo River:** The Company is a PRP with respect to the Allied Paper, Inc./Portage Creek/Kalamazoo River Superfund Site in Michigan. The EPA asserts that the site is contaminated by polychlorinated biphenyls (PCBs) primarily as a result of discharges from various paper mills located along the Kalamazoo River, including a paper mill (the Allied Paper Mill) formerly owned by St. Regis Paper Company (St. Regis). The Company is a successor in interest to St. Regis.

- In March 2016, the Company and other PRPs received a special notice letter from the EPA (i) inviting participation in implementing a remedy for a portion of the site, and (ii) demanding reimbursement of EPA past costs totaling \$37 million, including \$19 million in past costs previously demanded by the EPA. The Company responded to the special notice letter. In December 2016, EPA issued a unilateral administrative order to the Company and other PRPs to perform the remedy. The unilateral administrative order has not yet become effective and the Company is evaluating its response.
- In April 2016, the EPA issued a separate unilateral administrative order to the Company and certain other PRPs for a time-critical removal action (TCRA) of PCB-contaminated sediments from a different portion of the site. The Company responded to the unilateral administrative order and agreed along with

two other parties to comply with the order subject to its sufficient cause defenses.

- In October 2016, the Company and another PRP received a special notice letter from the EPA inviting participation in the remedial design component of the landfill remedy for the Allied Paper Mill. The record of decision establishing the final landfill remedy for the Allied Paper Mill was issued by the EPA in September 2016. The Company responded to the Allied Paper Mill special notice letter in late December 2016.

The Company's CERCLA liability has not been finally determined with respect to these or any other portions of the site, and except as noted above, the Company has declined to perform any work or reimburse the EPA at this time. As noted below, the Company is involved in allocation/apportionment litigation with regard to the site. Accordingly, it is premature to predict the outcome or estimate our maximum reasonably possible loss with respect to this site. However, we do not believe that any material loss is probable.

The Company was named as a defendant by Georgia-Pacific Consumer Products LP, Fort James Corporation and Georgia Pacific LLC in a contribution and cost recovery action for alleged pollution at the site. The suit seeks contribution under CERCLA for costs purportedly expended by plaintiffs (\$79 million as of the filing of the complaint) and for future remediation costs. The suit alleges that a mill, during the time it was allegedly owned and operated by St. Regis, discharged PCB contaminated solids and paper residuals resulting from paper de-inking and recycling. NCR Corporation and Weyerhaeuser Company are also named as defendants in the suit. In mid-2011, the suit was transferred from the District Court for the Eastern District of Wisconsin to the District Court for the Western District of Michigan. The trial of the initial liability phase took place in February 2013. Weyerhaeuser conceded prior to trial that it was a liable party with respect to the site. In September 2013, an opinion and order was issued in the suit. The order concluded that the Company (as the successor to St. Regis) was not an "operator," but was an "owner," of the mill at issue during a portion of the relevant period and is therefore liable under CERCLA. The order also determined that NCR is a liable party as an "arranger for disposal" of PCBs in waste paper that was de-inked and recycled by mills along the Kalamazoo River. The order did not address the Company's responsibility, if any, for past or future costs. The parties' responsibility, including that of the Company, was the subject of a second trial, which was concluded in late 2015. A decision has not been rendered and it is unclear to what extent the Court will address responsibility for future costs in that decision. We are unable to predict the outcome or estimate our

maximum reasonably possible loss. However, we do not believe that any material loss is probable.

**Harris County:** International Paper and McGinnis Industrial Maintenance Corporation (MIMC), a subsidiary of Waste Management, Inc., are PRPs at the San Jacinto River Waste Pits Superfund Site (the San Jacinto River Superfund Site) in Harris County, Texas. The PRPs have been actively participating in the activities at the site. In September 2016, the EPA issued a proposed remedial action plan (PRAP) for the site, which identifies the preferred remedy as the removal of the contaminated material currently protected by an armored cap. In addition, the EPA selected a preferred remedy for the separate southern impoundments that requires offsite disposal. The PRPs submitted comments on the PRAP. At this stage, it is premature to predict the outcome or estimate our maximum reasonably possible loss with respect to this site. However, we do not believe that any material loss is probable.

In December 2011, Harris County, Texas filed a suit against the Company seeking civil penalties with regard to the alleged discharge of dioxin into the San Jacinto River from the San Jacinto River Superfund Site. In November 2014, International Paper secured a zero liability jury verdict and the Texas Court of Appeals affirmed in 2016. Harris County did not seek to appeal, nor file for an extension, before the Supreme Court of Texas prior to the filing deadline. The Company is also defending a lawsuit related to the San Jacinto River Superfund Site brought by approximately 400 individuals who allege property damage and personal injury. Because this case is still in the discovery phase, it is premature to predict the outcome or to estimate a loss or range of loss, if any, which may be incurred.

#### **Antitrust**

**Containerboard:** In September 2010, eight containerboard producers, including International Paper and Temple-Inland, were named as defendants in a purported class action complaint that alleged a civil violation of Section 1 of the Sherman Act. The suit is captioned *Kleen Products LLC v. International Paper Co. (N.D. Ill.)*. The complaint alleges that the defendants, beginning in February 2004 through November 2010, conspired to limit the supply and thereby increase prices of containerboard products. The class is all persons who purchased containerboard products directly from any defendant for use or delivery in the United States during the period February 2004 to November 2010. The complaint seeks to recover unspecified treble damages and attorneys' fees on behalf of the purported class. Four similar complaints were filed and have been consolidated in the Northern District of Illinois. In March 2015, the District Court certified a class of direct purchasers of containerboard products; in June 2015, the United States Court of

Appeals for the Seventh Circuit granted the defendants' petition to appeal, and on August 4, 2016, affirmed the District Court's decision on all counts. We will continue to aggressively defend this case, including challenges to class certification. Likewise, in June 2016, a lawsuit captioned *Ashley Furniture Indus., Inc. v. Packaging Corporation of America (W.D. Wis.)*, was filed in federal court in Wisconsin. The *Ashley Furniture* lawsuit closely tracks the allegations found in the *Kleen Products* complaint but also asserts Wisconsin state antitrust claims. Moreover, in January 2011, International Paper was named as a defendant in a lawsuit filed in state court in Cocke County, Tennessee alleging that International Paper violated Tennessee law by conspiring to limit the supply and fix the prices of containerboard from mid-2005 to the present. Plaintiffs in the state court action seek certification of a class of Tennessee indirect purchasers of containerboard products, damages and costs, including attorneys' fees. No class certification materials have been filed to date in the Tennessee action. The Company disputes the allegations made and is vigorously defending each action. However, because the *Kleen Products* action is in the pretrial motions stage and the Tennessee and *Ashley Furniture* actions are in a preliminary stage, we are unable to predict an outcome or estimate a range of reasonably possible loss.

#### **Tax**

On October 16, 2015, the Company was notified of a \$110 million tax assessment issued by the state of Sao Paulo, Brazil for tax years 2011 through 2013. The assessment pertains to invoices issued by the Company related to the sale of paper to the editorial segment, which is exempt from the payment of ICMS value-added tax. This assessment is in the preliminary stage. The Company does not believe that a material loss is probable. During the second quarter of 2016, the Company received a favorable first instance judgment vacating the State's assessment. The Company anticipates that the State will appeal the judgment.

#### **General**

The Company is involved in various other inquiries, administrative proceedings and litigation relating to environmental and safety matters, personal injury, labor and employment, contracts, sales of property, intellectual property and other matters, some of which allege substantial monetary damages. While any proceeding or litigation has the element of uncertainty, the Company believes that the outcome of any of these lawsuits or claims that are pending or threatened or all of them combined (other than those that cannot be assessed due to their preliminary nature) will not have a material effect on its consolidated financial statements.

## **NOTE 12 VARIABLE INTEREST ENTITIES**

In connection with the 2006 sale of approximately 5.6 million acres of forestlands, International Paper received installment notes (the Timber Notes) totaling approximately \$4.8 billion. The Timber Notes, which do not require principal payments prior to their maturity which was originally August 2016, are supported by irrevocable letters of credit obtained by the buyers of the forestlands.

During 2006, International Paper contributed the Timber Notes to newly formed special purpose entities (the Borrower Entities) in exchange for Class A and Class B interests in these entities. Subsequently, International Paper contributed its \$200 million Class A interests in the Borrower Entities, along with approximately \$400 million of International Paper promissory notes, to other newly formed special purpose entities (the Investor Entities, and together with the Borrower Entities, the Entities) in exchange for Class A and Class B interests in these entities, and simultaneously sold its Class A interest in the Investor Entities to a third party investor. As a result, at December 31, 2006, International Paper held Class B interests in the Borrower Entities and Class B interests in the Investor Entities valued at approximately \$5.0 billion.

Following the 2006 sale of forestlands and creation of the Entities discussed above, the Timber Notes were used as collateral for borrowings from third party lenders, which effectively monetized the Timber Notes. Also during 2006, the Entities acquired approximately \$4.8 billion of International Paper debt obligations for cash, resulting in a total of approximately \$5.2 billion of International Paper debt obligations held by the Entities at December 31, 2006. The various agreements entered into in connection with these transactions provided that International Paper had, and intended to effect, a legal right to offset its obligation under these debt instruments with its investments in the Entities and despite the offset treatment, these remained debt obligations of International Paper. The use of the Entities facilitated the monetization of the credit enhanced Timber Notes in a cost effective manner by increasing borrowing capacity and lowering the interest rate, while providing for the offset accounting treatment described above. Additionally, the monetization structure preserved the \$1.4 billion tax deferral that resulted from the 2006 forestlands sales.

During 2015, International Paper initiated a series of actions in order to extend the 2006 monetization structure and maintain the long-term nature of the \$1.4 billion deferred tax liability. First, International Paper acquired the Class A interests in the Investor Entities from a third party for \$198 million in cash. As a result, International Paper became the owner of all of the Class

A and Class B interests in the Entities and became the primary beneficiary of the Entities. The assets and liabilities of the Entities, primarily consisting of the Timber Notes and third party bank loans, were recorded at fair value as of the acquisition date of the Class A interests.

Subsequent to purchasing the Class A interests in the Investor Entities, International Paper restructured the Entities, which resulted in the formation of wholly-owned, bankruptcy-remote special purpose entities (the 2015 Financing Entities). As part of the restructuring, the Timber Notes held by the Borrower Entities, subject to the third party bank loans, were contributed to the 2015 Financing Entities along with approximately \$150 million in International Paper debt obligations, approximately \$600 million in cash and approximately \$130 million in demand loans from International Paper, and certain Entities were liquidated. As a result of these transactions, International Paper began consolidating the 2015 Financing Entities during the third quarter of 2015. Also, during the third quarter of 2015, the 2015 Financing Entities used \$630 million in cash to pay down a portion of the third party bank loans and refinanced approximately \$4.2 billion of those loans on nonrecourse terms (the 2015 Refinance Loans).

During the fourth quarter of 2015, International Paper extended the maturity date on the Timber Notes for an additional 5 years. The Timber Notes are shown in Financial assets of special purpose entities on the accompanying consolidated balance sheet and mature in August 2021 unless extended for an additional 5 years. These notes are supported by approximately \$4.8 billion of irrevocable letters of credit. In addition, the Company extinguished the 2015 Refinance Loans scheduled to mature in May 2016 and entered into new nonrecourse third party bank loans totaling approximately \$4.2 billion (the Extension Loans). Provisions of loan agreements related to approximately \$1.1 billion of the Extension Loans require the bank issuing letters of credit supporting the Timber Notes pledged as collateral to maintain a credit rating at or above a specified threshold. In the event the credit rating of the letter of credit bank is downgraded below the specified threshold, the letters of credit must be replaced within 60 days with letters of credit from a qualifying financial institution. The Extension Loans are shown in Nonrecourse financial liabilities of special purpose entities on the accompanying consolidated balance sheet and mature in the fourth quarter of 2020. The extinguishment of the 2015 Refinance Loans of approximately \$4.2 billion and the issuance of the Extension Loans of approximately \$4.2 billion are shown as part of reductions of debt and issuances of debt, respectively, in the financing activities of the consolidated statement of cash flows.

The Extension Loans are nonrecourse to the Company, and are secured by approximately \$4.8 billion of Timber Notes, the irrevocable letters of credit supporting the Timber Notes and approximately \$150 million of International Paper debt obligations. The \$150 million of International Paper debt obligations are eliminated in the consolidation of the 2015 Financing Entities and are not reflected in the Company's consolidated balance sheet.

The purchase of the Class A interests and subsequent restructuring described above facilitated the refinancing and extensions of the third party bank loans on nonrecourse terms. The transactions described in these paragraphs result in continued long-term classification of the \$1.4 billion deferred tax liability recognized in connection with the 2006 forestlands sale.

As of December 31, 2016 and 2015, the fair value of the Timber Notes was \$4.7 billion for both the years ended 2016 and 2015, and the fair value of the Extension Loans was \$4.3 billion for both the years ended 2016 and 2015. The Timber Notes and Extension Loans are classified as Level 2 within the fair value hierarchy, which is further defined in Note 14.

Activity between the Company and the 2015 Financing Entities (the Entities prior to the purchase of the Class A interest discussed above) was as follows:

<i>In millions</i>	2016	2015	2014
Revenue (a)	\$ 95	\$ 43	\$ 38
Expense (a)	128	81	72
Cash receipts (b)	77	21	22
Cash payments (c)	98	71	73

- (a) *The net expense related to the Company's interest in the Entities is included in the accompanying consolidated statement of operations, as International Paper has and intends to effect its legal right to offset as discussed above. After formation of the 2015 Financing Entities, the revenue and expense are included in Interest expense, net in the accompanying consolidated statement of operations.*
- (b) *The cash receipts are equity distributions from the Entities to International Paper prior to the formation of the 2015 Financing Entities. After formation of the 2015 Financing Entities, cash receipts are interest received on the Financial assets of special purpose entities.*
- (c) *The cash payments are interest payments on the associated debt obligations discussed above. After formation of the 2015 Financing Entities, the payments represent interest paid on Nonrecourse financial liabilities of special purpose entities.*

In connection with the acquisition of Temple-Inland in February 2012, two special purpose entities became wholly-owned subsidiaries of International Paper.

The use of the two wholly-owned special purpose entities discussed below preserved the tax deferral that resulted from the 2007 Temple-Inland timberlands sales. The Company recognized an \$831 million

deferred tax liability in connection with the 2007 sales, which will be settled with the maturity of the notes in 2027 .

In October 2007, Temple-Inland sold 1.55 million acres of timberland for \$2.4 billion . The total consideration consisted almost entirely of notes due in 2027 issued by the buyer of the timberland, which Temple-Inland contributed to two wholly-owned, bankruptcy-remote special purpose entities. The notes are shown in Financial assets of special purpose entities in the accompanying consolidated balance sheet and are supported by \$2.4 billion of irrevocable letters of credit issued by three banks, which are required to maintain minimum credit ratings on their long-term debt. In the third quarter of 2012, International Paper completed its preliminary analysis of the acquisition date fair value of the notes and determined it to be \$2.1 billion . As of December 31, 2016 and 2015, the fair value of the notes was \$2.2 billion and \$2.1 billion , respectively. These notes are classified as Level 2 within the fair value hierarchy, which is further defined in [Note 14](#) .

In December 2007, Temple-Inland's two wholly-owned special purpose entities borrowed \$2.1 billion shown in Nonrecourse financial liabilities of special purpose entities. The loans are repayable in 2027 and are secured only by the \$2.4 billion of notes and the irrevocable letters of credit securing the notes and are nonrecourse to us. The loan agreements provide that if a credit rating of any of the banks issuing the letters of credit is downgraded below the specified threshold, the letters of credit issued by that bank must be replaced within 30 days with letters of credit from another qualifying financial institution. In the third quarter of 2012, International Paper completed its preliminary analysis of the acquisition date fair value of the borrowings and determined it to be \$2.0 billion . As of December 31, 2016 and 2015, the fair value of this debt was \$2.1 billion and \$2.0 billion , respectively. This debt is classified as Level 2 within the fair value hierarchy, which is further defined in [Note 14](#) .

Activity between the Company and the 2007 financing entities was as follows:

<i>In millions</i>	2016	2015	2014
Revenue (a)	\$ 37	\$ 27	\$ 26
Expense (b)	37	27	25
Cash receipts (c)	15	7	7
Cash payments (d)	27	18	18

- (a) *The revenue is included in Interest expense, net in the accompanying consolidated statement of operations and includes approximately \$19 million for the years ended December 31, 2016, 2015 and 2014, respectively, of accretion income for the amortization of the purchase accounting adjustment on the Financial assets of special purpose entities.*
- (b) *The expense is included in Interest expense, net in the accompanying consolidated statement of operations and includes approximately \$7 million for the years ended*

December 31, 2016, 2015 and 2014, respectively, of accretion expense for the amortization of the purchase accounting adjustment on the Nonrecourse financial liabilities of special purpose entities.

- (c) The cash receipts are interest received on the Financial assets of special purpose entities.
- (d) The cash payments are interest paid on Nonrecourse financial liabilities of special purpose entities.

**NOTE 13 DEBT AND LINES OF CREDIT**

In 2016, International Paper issued \$1.1 billion of 3.00% senior unsecured notes with a maturity date in 2027, and \$1.2 billion of 4.40% senior unsecured notes with a maturity date in 2047. In addition, the Company repaid approximately \$266 million of notes with an interest rate of 7.95% and an original maturity of 2018. Pre-tax early debt retirement costs of \$29 million related to the debt repayments, including \$31 million of cash premiums, are included in restructuring and other charges in the accompanying consolidated statement of operations for the twelve months ended December 31, 2016.

In June 2016, International Paper entered into a commercial paper program with a borrowing capacity of \$750 million. Under the terms of the program, individual maturities on borrowings may vary, but not exceed one year from the date of issue. Interest bearing notes may be issued either as fixed notes or floating rate notes. As of December 31, 2016, the Company had \$165 million outstanding under this program.

In 2015, International Paper issued \$700 million of 3.80% senior unsecured notes with a maturity date in 2026, \$600 million of 5.00% senior unsecured notes with a maturity date in 2035, and \$700 million of 5.15% senior unsecured notes with a maturity date in 2046. The proceeds from this borrowing were used to repay approximately \$1.0 billion of notes with interest rates ranging from 4.75% to 9.38% and original maturities from 2018 to 2022, along with \$211 million of cash premiums associated with the debt repayments. Additionally, the proceeds from this borrowing were used to make a \$750 million voluntary cash contribution to the Company's pension plan. Pre-tax early debt retirement costs of \$207 million related to these debt repayments, including the \$211 million of cash premiums, are included in Restructuring and other charges in the accompanying consolidated statement of operations for the twelve months ended December 31, 2015.

Amounts related to early debt extinguishment during the years ended December 31, 2016, 2015 and 2014 were as follows:

<i>In millions</i>	2016	2015	2014
Debt reductions (a)	\$ 266	\$ 2,151	\$ 1,625
Pre-tax early debt extinguishment costs (b)	29	207	276

- (a) Reductions related to notes with interest rates ranging from 2.00% to 9.38% with original maturities from 2015 to 2030 for the years ended December 31, 2016, 2015 and 2014. Includes the \$630 million payment for a portion of the Special Purpose Entity Liability for the year ended December 31, 2015 (see [Note 12 Variable Interest Entities](#)).
- (b) Amounts are included in Restructuring and other charges in the accompanying consolidated statements of operations.

A summary of long-term debt follows:

<i>In millions at December 31</i>	2016	2015
8.7% note – due 2038	\$ 264	\$ 264
9 3/8% note – due 2019	295	295
7.95% debenture – due 2018	382	648
7.5% note – due 2021	598	603
7.3% note – due 2039	721	721
6 7/8% notes – due 2023 – 2029	131	131
6.65% note – due 2037	4	4
6.4% to 7.75% debentures due 2025 – 2027	142	142
6 5/8% note – due 2018	72	185
6.0% note – due 2041	585	585
5.25% note – due 2016	—	261
5.00% to 5.15% notes – due 2035 – 2046	1,280	1,280
4.8% note - due 2044	796	796
4.75% note – due 2022	810	817
3.00% to 4.40% notes – due 2024 – 2047	3,786	1,490
Floating rate notes – due 2016 – 2025 (a)	763	438
Environmental and industrial development bonds – due 2016 – 2035 (b)	681	594
Short-term notes (c)	—	5
Other (d)	4	11
Total (e)	11,314	9,270
Less: current maturities	239	426
<b>Long-term debt</b>	<b>\$ 11,075</b>	<b>\$ 8,844</b>

- (a) The weighted average interest rate on these notes was 2.2% in 2016 and 2.9% in 2015.
- (b) The weighted average interest rate on these bonds was 5.9% in 2016 and 5.8% in 2015.
- (c) The weighted average interest rate was 2.2% in 2015. Includes \$5 million at December 31, 2015 related to non-U.S. denominated borrowings with a weighted average interest rate of 2.2% in 2015.
- (d) Includes \$2 million at December 31, 2016 and \$8 million at December 31, 2015 related to the unamortized gain on interest rate swap unwinds (see [Note 14 Derivatives and Hedging Instruments](#)).
- (e) The fair market value was approximately \$12.0 billion at December 31, 2016 and \$9.9 billion at December 31, 2015.

Total maturities of long-term debt over the next five years are 2017 – \$239 million; 2018 – \$690 million; 2019 – \$433 million; 2020 – \$179 million; and 2021 – \$612 million.

At December 31, 2016, International Paper's credit facilities (the Agreements) totaled \$2.1 billion. The Agreements generally provide for interest rates at a floating rate index plus a pre-determined margin dependent upon International Paper's credit rating. The

Agreements include a \$1.5 billion contractually committed bank facility that expires in December 2021 and has a facility fee of 0.15% payable annually. The liquidity facilities also include up to \$600 million of uncommitted financings based on eligible receivables balances (approximately \$600 million available as of December 31, 2016) under a receivables securitization program that expires in December 2017. At December 31, 2016, there were no borrowings under either the bank facility or receivables securitization program.

Maintaining an investment grade credit rating is an important element of International Paper's financing strategy. At December 31, 2016, the Company held long-term credit ratings of BBB (stable outlook) and Baa2 (stable outlook) by S&P and Moody's, respectively.

#### **NOTE 14 DERIVATIVES AND HEDGING ACTIVITIES**

International Paper periodically uses derivatives and other financial instruments to hedge exposures to interest rate, commodity and currency risks. International Paper does not hold or issue financial instruments for trading purposes. For hedges that meet the hedge accounting criteria, International Paper, at inception, formally designates and documents the instrument as a fair value hedge, a cash flow hedge or a net investment hedge of a specific underlying exposure.

##### **INTEREST RATE RISK MANAGEMENT**

Our policy is to manage interest cost using a mixture of fixed-rate and variable-rate debt. To manage this risk in a cost-efficient manner, we enter into interest rate swaps whereby we agree to exchange with the counterparty, at specified intervals, the difference between fixed and variable interest amounts calculated by reference to a notional amount.

Interest rate swaps that meet specific accounting criteria are accounted for as fair value or cash flow hedges. For fair value hedges, the changes in the fair value of both the hedging instruments and the underlying debt obligations are immediately recognized in interest expense. For cash flow hedges, the effective portion of the changes in the fair value of the hedging instrument is reported in Accumulated other comprehensive income ("AOCI") and reclassified into interest expense over the life of the underlying debt. The ineffective portion for both cash flow and fair value hedges, which is not material for any year presented, is immediately recognized in earnings.

##### **FOREIGN CURRENCY RISK MANAGEMENT**

We manufacture and sell our products and finance operations in a number of countries throughout the

world and, as a result, are exposed to movements in foreign currency exchange rates. The purpose of our foreign currency hedging program is to manage the volatility associated with the changes in exchange rates.

To manage this exchange rate risk, we have historically utilized a combination of forward contracts, options and currency swaps. Contracts that qualify are designated as cash flow hedges of certain forecasted transactions denominated in foreign currencies. The effective portion of the changes in fair value of these instruments is reported in AOCI and reclassified into earnings in the same financial statement line item and in the same period or periods during which the related hedged transactions affect earnings. The ineffective portion, which is not material for any year presented, is immediately recognized in earnings.

The change in value of certain non-qualifying instruments used to manage foreign exchange exposure of intercompany financing transactions and certain balance sheet items subject to revaluation is immediately recognized in earnings, substantially offsetting the foreign currency mark-to-market impact of the related exposure.

##### **COMMODITY RISK MANAGEMENT**

Certain raw materials used in our production processes are subject to price volatility caused by weather, supply conditions, political and economic variables and other unpredictable factors. To manage the volatility in earnings due to price fluctuations, we may utilize swap contracts or forward purchase contracts.

Derivative instruments are reported in the consolidated balance sheets at their fair values, unless the derivative instruments qualify for the normal purchase normal sale ("NPNS") exception under GAAP and such exception has been elected. If the NPNS exception is elected, the fair values of such contracts are not recognized on the balance sheet.

Contracts that qualify are designated as cash flow hedges of forecasted commodity purchases. The effective portion of the changes in fair value for these instruments is reported in AOCI and reclassified into earnings in the same financial statement line item and in the same period or periods during which the hedged transactions affect earnings. The ineffective and non-qualifying portions, which are not material for any year presented, are immediately recognized in earnings.

The change in the fair value of certain non-qualifying instruments used to reduce commodity price volatility is immediately recognized in earnings.

The notional amounts of qualifying and non-qualifying instruments used in hedging transactions were as follows:

<i>In millions</i>	December 31, 2016	December 31, 2015
<b>Derivatives in Cash Flow Hedging Relationships:</b>		
Foreign exchange contracts (a)	275	290
<b>Derivatives in Fair Value Hedging Relationships:</b>		
Interest rate contracts	—	17
<b>Derivatives Not Designated as Hedging Instruments:</b>		
Electricity contract	6	16
Foreign exchange contracts	24	35
Interest rate contracts	—	38

(a) These contracts had maturities of two years or less as of December 31, 2016.

The amounts of gains and losses recognized in the consolidated statement of operations on qualifying and non-qualifying financial instruments used in hedging transactions were as follows:

<i>In millions</i>	Gain (Loss) Reclassified from AOCI into Income (Effective Portion)			Location of Gain (Loss) Reclassified from AOCI into Income (Effective Portion)
	2016	2015	2014	
<b>Derivatives in Cash Flow Hedging Relationships:</b>				
Foreign exchange contracts	\$ 7	\$ (12)	\$ 4	Cost of products sold
<b>Total</b>	<b>\$ 7</b>	<b>\$ (12)</b>	<b>\$ 4</b>	

<i>In millions</i>	Gain (Loss) Recognized in Income			Location of Gain (Loss) in Consolidated Statement of Operations
	2016	2015	2014	
<b>Derivatives in Fair Value Hedging Relationships:</b>				
Interest rate contracts	\$ —	\$ 3	\$ 1	Interest expense, net
Debt	—	(3)	(1)	Interest expense, net
<b>Total</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	
<b>Derivatives Not Designated as Hedging Instruments:</b>				
Electricity Contracts	\$ —	\$ (7)	\$ (2)	Cost of products sold
Foreign exchange contracts	—	(4)	(1)	Cost of products sold
Interest rate contracts	5 (a)	13 (b)	12 (c)	Interest expense, net
<b>Total</b>	<b>\$ 5</b>	<b>\$ 2</b>	<b>\$ 9</b>	

(a) Excluding gain of \$2 million related to debt reduction recorded to Restructuring and other charges.

(b) Excluding gain of \$3 million related to debt reduction recorded to Restructuring and other charges.

(c) Excluding gain of \$7 million, net related to debt issuance and debt reduction recorded to Restructuring and other charges.

The following table shows gains or losses recognized in AOCI, net of tax, related to derivative instruments:

<i>In millions</i>	Gain (Loss) Recognized in AOCI on Derivatives (Effective Portion)		
	2016	2015	2014
Foreign exchange contracts	\$ 4	\$ (3)	\$ 10
Interest rate contracts	(10)	—	—
<b>Total</b>	<b>\$ (6)</b>	<b>\$ (3)</b>	<b>\$ 10</b>

During the next 12 months, the amount of the December 31, 2016 AOCI balance, after tax, that is expected to be reclassified to earnings is an immaterial loss.

The following activity is related to fully effective interest rate swaps designated as fair value hedges:

In millions	2016			2015		
	Issued	Terminated	Undesignated	Issued	Terminated	Undesignated
Second Quarter	\$ —	\$ —	\$ —	\$ —	\$ 175	\$ 38
First Quarter	—	55	—	—	—	—
<b>Total</b>	<b>\$ —</b>	<b>\$ 55</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 175</b>	<b>\$ 38</b>

*Note: There was no activity in the third and fourth quarters in either 2016 or 2015.*

**Fair Value Measurements**

International Paper's financial assets and liabilities that are recorded at fair value consist of derivative contracts, including interest rate swaps, foreign currency forward contracts, options and other financial instruments that are used to hedge exposures to interest rate, commodity and currency risks. For these financial instruments, fair value is determined at each balance sheet date using an income approach.

The guidance for fair value measurements and disclosures sets out a fair value hierarchy that groups fair value measurement inputs into the following three classifications:

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

Level 2: Observable market-based inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability reflecting the reporting entity's own assumptions or external inputs from inactive markets.

Transfers between levels are recognized at the end of the reporting period. All of International Paper's derivative fair value measurements use Level 2 inputs. Below is a description of the valuation calculation and the inputs used for each class of contract:

**Interest Rate Contracts**

Interest rate contracts are valued using swap curves obtained from an independent market data provider.

The market value of each contract is the sum of the fair value of all future interest payments between the contract counterparties, discounted to present value. The fair value of the future interest payments is determined by comparing the contract rate to the derived forward interest rate and present valued using the appropriate derived interest rate curve.

**Foreign Exchange Contracts**

Foreign currency forward and option contracts are valued using standard valuation models. Significant inputs used in these standard valuation models are foreign currency forward and interest rate curves and a volatility measurement. The fair value of each contract is present valued using the applicable interest rate. All significant inputs are readily available in public markets, or can be derived from observable market transactions.

**Electricity Contract**

The electricity contract is valued using the Mid-C index forward curve obtained from the Intercontinental Exchange. The market value of the contract is the sum of the fair value of all future purchase payments between the contract counterparties, discounted to present value. The fair value of the future purchase payments is determined by comparing the contract price to the forward price and present valued using International Paper's cost of capital.

Since the volume and level of activity of the markets that each of the above contracts are traded in has been normal, the fair value calculations have not been adjusted for inactive markets or disorderly transactions.

The following table provides a summary of the impact of our derivative instruments in the consolidated balance sheet:

**Fair Value Measurements**  
**Level 2 – Significant Other Observable Inputs**

<i>In millions</i>	Assets		Liabilities	
	December 31, 2016	December 31, 2015	December 31, 2016	December 31, 2015
<b>Derivatives designated as hedging instruments</b>				
Foreign exchange contracts – cash flow	\$ 3 (a)	\$ 5 (a)	\$ 4 (b)	\$ 1 (b)
<b>Total derivatives designated as hedging instruments</b>	<b>\$ 3</b>	<b>\$ 5</b>	<b>\$ 4</b>	<b>\$ 1</b>
<b>Derivatives not designated as hedging instruments</b>				
Electricity contract	\$ —	\$ —	\$ 2 (b)	\$ 7 (c)
<b>Total derivatives not designated as hedging instruments</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 2</b>	<b>\$ 7</b>
<b>Total derivatives</b>	<b>\$ 3</b>	<b>\$ 5</b>	<b>\$ 6</b>	<b>\$ 8</b>

(a) Included in Other current assets in the accompanying consolidated balance sheet.

(b) Included in Other accrued liabilities in the accompanying consolidated balance sheet.

(c) Includes \$4 million recorded in Other accrued liabilities and \$3 million recorded in Other liabilities in the accompanying consolidated balance sheet.

The above contracts are subject to enforceable master netting arrangements that provide rights of offset with each counterparty when amounts are payable on the same date in the same currency or in the case of certain specified defaults. Management has made an accounting policy election to not offset the fair value of recognized derivative assets and derivative liabilities in the consolidated balance sheet. The amounts owed to the counterparties and owed to the Company are considered immaterial with respect to each counterparty and in the aggregate with all counterparties.

**Credit-Risk-Related Contingent Features**

International Paper evaluates credit risk by monitoring its exposure with each counterparty to ensure that exposure stays within acceptable policy limits. Credit risk is also mitigated by contractual provisions with the majority of our banks. Certain of the contracts include a credit support annex that requires the posting of collateral by the counterparty or International Paper based on each party's rating and level of exposure. Based on the Company's current credit rating, the collateral threshold is generally \$15 million .

If the lower of the Company's credit rating by Moody's or S&P were to drop below investment grade, the Company would be required to post collateral for all of its derivatives in a net liability position, although no derivatives would terminate. The fair values of derivative instruments containing credit-risk-related contingent features in a net liability position were \$3 million and \$1 million as of December 31, 2016 and December 31, 2015 , respectively. The Company was

not required to post any collateral as of December 31, 2016 or 2015 .

**NOTE 15 CAPITAL STOCK**

The authorized capital stock at both December 31, 2016 and 2015 , consisted of 990,850,000 shares of common stock, \$1 par value; 400,000 shares of cumulative \$4 preferred stock, without par value (stated value \$100 per share); and 8,750,000 shares of serial preferred stock, \$1 par value. The serial preferred stock is issuable in one or more series by the Board of Directors without further shareholder action.

The following is a rollforward of shares of common stock for the three years ended December 31, 2016 , 2015 and 2014 :

<i>In thousands</i>	Common Stock	
	Issued	Treasury
Balance at January 1, 2014	447,222	10,868
Issuance of stock for various plans, net	1,632	(4,668)
Repurchase of stock	—	22,534
Balance at December 31, 2014	448,854	28,734
Issuance of stock for various plans, net	62	(4,230)
Repurchase of stock	—	12,272
Balance at December 31, 2015	448,916	36,776
Issuance of stock for various plans, net	—	(2,745)
Repurchase of stock	—	3,640
<b>Balance at December 31, 2016</b>	<b>448,916</b>	<b>37,671</b>

**NOTE 16 RETIREMENT PLANS**

International Paper sponsors and maintains the Retirement Plan of International Paper Company (the "Pension Plan"), a tax-qualified defined benefit pension

plan that provides retirement benefits to substantially all U.S. salaried employees and hourly employees (receiving salaried benefits) hired prior to July 1, 2004, and substantially all other U.S. hourly and union employees who work at a participating business unit regardless of hire date. These employees generally are eligible to participate in the Pension Plan upon attaining 21 years of age and completing one year of eligibility service. U.S. salaried employees and hourly employees (receiving salaried benefits) hired after June 30, 2004 are not eligible to participate in the Pension Plan, but receive a company contribution to their individual savings plan accounts (see Other U.S. Plans); however, salaried employees hired by Temple Inland prior to March 1, 2007 or Weyerhaeuser Company's Cellulose Fibers division prior to December 1, 2011 also participate in the Pension Plan. The Pension Plan provides defined pension benefits based on years of credited service and either final average earnings (salaried employees and hourly employees receiving salaried benefits), hourly job rates or specified benefit rates (hourly and union employees).

The Company also has three unfunded nonqualified defined benefit pension plans: a Pension Restoration Plan available to employees hired prior to July 1, 2004 that provides retirement benefits based on eligible compensation in excess of limits set by the Internal Revenue Service, and two supplemental retirement plans for senior managers (SERP), which is an alternative retirement plan for salaried employees who are senior vice presidents and above or who are designated by the chief executive officer as participants. These nonqualified plans are only funded to the extent of benefits paid, which totaled \$21 million, \$62 million and \$38 million in 2016, 2015 and 2014, respectively, and which are expected to be \$38 million in 2017.

The Company will freeze participation, including credited service and compensation, for salaried employees under the Pension Plan, the Pension Restoration Plan and the two SERP plans for all service on or after January 1, 2019. This change will not affect benefits accrued through December 31, 2018. For service after this date, employees affected by the freeze will receive Retirement Savings Account contributions as described later in this [Note 16](#).

Many non-U.S. employees are covered by various retirement benefit arrangements, some of which are considered to be defined benefit pension plans for accounting purposes.

**OBLIGATIONS AND FUNDED STATUS**

The following table shows the changes in the benefit obligation and plan assets for 2016 and 2015, and the plans' funded status.

<i>In millions</i>	2016		2015	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
<b>Change in projected benefit obligation:</b>				
Benefit obligation, January 1	\$ 14,438	\$ 204	\$ 14,741	\$ 233
Service cost	158	4	161	6
Interest cost	580	9	597	10
Settlements	(1,222)	(2)	(43)	(12)
Actuarial loss (gain)	495	35	(254)	(1)
Acquisitions	1	—	—	—
Plan amendments	—	(1)	—	—
Benefits paid	(767)	(9)	(764)	(7)
Effect of foreign currency exchange rate movements	—	(21)	—	(25)
<b>Benefit obligation, December 31</b>	<b>\$ 13,683</b>	<b>\$ 219</b>	<b>\$ 14,438</b>	<b>\$ 204</b>
<b>Change in plan assets:</b>				
Fair value of plan assets, January 1	\$ 10,923	\$ 155	\$ 10,918	\$ 180
Actual return on plan assets	607	17	(1)	4
Company contributions	771	8	813	9
Benefits paid	(767)	(9)	(764)	(7)
Settlements	(1,222)	(2)	(43)	(12)
Effect of foreign currency exchange rate movements	—	(16)	—	(19)
<b>Fair value of plan assets, December 31</b>	<b>\$ 10,312</b>	<b>\$ 153</b>	<b>\$ 10,923</b>	<b>\$ 155</b>
<b>Funded status, December 31</b>	<b>\$ (3,371)</b>	<b>\$ (66)</b>	<b>\$ (3,515)</b>	<b>\$ (49)</b>
<b>Amounts recognized in the consolidated balance sheet:</b>				
Non-current asset	\$ —	\$ 6	\$ —	\$ 7
Current liability	(40)	(3)	(22)	(2)
Non-current liability	(3,331)	(69)	(3,493)	(54)
	<b>\$ (3,371)</b>	<b>\$ (66)</b>	<b>\$ (3,515)</b>	<b>\$ (49)</b>
<b>Amounts recognized in accumulated other comprehensive income under ASC 715 (pre-tax):</b>				
Prior service cost	\$ 125	\$ —	\$ 166	\$ —
Net actuarial loss	4,757	61	4,899	42
	<b>\$ 4,882</b>	<b>\$ 61</b>	<b>\$ 5,065</b>	<b>\$ 42</b>

The components of the \$183 million and \$19 million change related to U.S. plans and non-U.S. plans, respectively, in the amounts recognized in OCI during 2016 consisted of:

<i>In millions</i>	U.S. Plans	Non-U.S. Plans
Current year actuarial (gain) loss	\$ 703	\$ 27
Amortization of actuarial loss	(400)	(1)
Current year prior service cost	—	(1)
Amortization of prior service cost	(41)	—
Settlements	(445)	—
Effect of foreign currency exchange rate movements	—	(6)
	\$ (183)	\$ 19

The accumulated benefit obligation at December 31, 2016 and 2015 was \$13.5 billion and \$14.3 billion, respectively, for our U.S. defined benefit plans and \$205 million and \$189 million, respectively, at December 31, 2016 and 2015 for our non-U.S. defined benefit plans.

The following table summarizes information for pension plans with an accumulated benefit obligation in excess of plan assets at December 31, 2016 and 2015:

<i>In millions</i>	2016		2015	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Projected benefit obligation	\$ 13,683	\$ 190	\$ 14,438	\$ 182
Accumulated benefit obligation	13,535	177	14,282	168
Fair value of plan assets	10,312	118	10,923	126

ASC 715, "Compensation – Retirement Benefits" provides for delayed recognition of actuarial gains and losses, including amounts arising from changes in the estimated projected plan benefit obligation due to changes in the assumed discount rate, differences between the actual and expected return on plan assets and other assumption changes. These net gains and losses are recognized prospectively over a period that approximates the average remaining service period of active employees expected to receive benefits under the plans to the extent that they are not offset by gains in subsequent years. The estimated net loss and prior service cost that will be amortized from AOCI into net periodic pension cost for the U.S. plans during the next fiscal year are expected to be \$341 million and \$28 million, respectively.

#### NET PERIODIC PENSION EXPENSE

Service cost is the actuarial present value of benefits attributed by the plans' benefit formula to services rendered by employees during the year. Interest cost represents the increase in the projected benefit obligation, which is a discounted amount, due to the passage of time. The expected return on plan assets reflects the computed amount of current-year earnings from the investment of plan assets using an estimated long-term rate of return.

Net periodic pension expense for qualified and nonqualified U.S. and non-U.S. defined benefit plans comprised the following:

<i>In millions</i>	2016		2015		2014	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Service cost	\$ 158	\$ 4	\$ 161	\$ 6	\$ 145	\$ 5
Interest cost	580	9	597	10	600	13
Expected return on plan assets	(815)	(10)	(783)	(11)	(762)	(14)
Actuarial loss / (gain)	400	1	428	1	374	—
Amortization of prior service cost	41	—	43	—	30	—
Curtailment loss / (gain)	—	—	—	—	—	(4)
Settlement loss	445	—	15	—	—	—
<b>Net periodic pension expense (a)</b>	<b>\$ 809</b>	<b>\$ 4</b>	<b>\$ 461</b>	<b>\$ 6</b>	<b>\$ 387</b>	<b>\$ —</b>

(a) Excludes \$1 million in curtailments in 2014 related to the pension freeze remeasurement that were recorded in restructuring and other charges.

The increase in 2016 pension expense reflects a decrease in the discount rate from 4.10% in 2015 to a weighted average of 4.05% in 2016 (4.40% from January 1, 2016 to June 30, 2016, 3.80% from July 1, 2016 to September 30, 2016 and 3.60% from October 1, 2016 to December 31, 2016 for the qualified plan) and a \$445 million settlement charge in 2016 related to the previously announced optional lump sum payout partially offset by higher asset returns and lower actuarial losses.

As previously disclosed, in the first quarter of 2016 International Paper announced a voluntary, limited-time opportunity for former employees who are participants in the Retirement Plan of International Paper Company (the Pension Plan) to request early payment of their entire Pension Plan benefit in the form of a single lump sum payment. The amount of total payments under this program was approximately \$1.2 billion, and were made from Plan trust assets on June 30, 2016. Based on the level of payments made, settlement accounting rules applied and resulted in a

plan remeasurement as of the June 30, 2016 payment date. As a result of settlement accounting, the Company recognized a pro-rata portion of the unamortized net actuarial loss, after remeasurement, resulting in a \$439 million non-cash charge to the Company's earnings in the second quarter of 2016. Additional payments of \$8 million and \$9 million were made during the third and fourth quarters, respectively, due to mandatory cash payouts and a small lump sum payout, and the Pension Plan was subsequently remeasured at September 30, 2016 and December 31, 2016. As a result of settlement accounting, the Company recognized non-cash settlement charges of \$3 million in both the third and fourth quarters of 2016.

Major actuarial assumptions used in determining the benefit obligations and net periodic pension cost for our defined benefit plans are presented in the following table:

	2016		2015		2014	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Actuarial assumptions used to determine benefit obligations as of December 31:						
Discount rate	4.10%	3.88%	4.40%	4.64%	4.10%	4.72%
Rate of compensation increase	3.75%	4.20%	3.75%	4.12%	3.75%	4.03%
Actuarial assumptions used to determine net periodic pension cost for years ended December 31:						
Discount rate (a)	4.05%	4.72%	4.10%	4.72%	4.65%	5.07%
Expected long-term rate of return on plan assets (b)	7.75%	6.55%	7.75%	6.64%	7.75%	7.53%
Rate of compensation increase	3.75%	4.03%	3.75%	4.03%	3.75%	4.13%

(a) Represents the weighted average rate for the U.S. qualified plans in 2016 and 2014 due to the remeasurement in the second, third and fourth quarters of 2016 and the first quarter of 2014.

(b) Represents the expected rate of return for International Paper's qualified pension plan for 2014. The weighted average rate for the Temple-Inland Retirement Plan was 7.00% for 2014.

The expected long-term rate of return on plan assets is based on projected rates of return for current and planned asset classes in the plan's investment portfolio. Projected rates of return are developed through an asset/liability study in which projected returns for each of the plan's asset classes are determined after analyzing historical experience and future expectations of returns and volatility of the various asset classes.

Based on the target asset allocation for each asset class, the overall expected rate of return for the portfolio

is developed considering the effects of active portfolio management and expenses paid from plan assets. The discount rate assumption was determined from a universe of high quality corporate bonds. A settlement portfolio is selected and matched to the present value of the plan's projected benefit payments. To calculate pension expense for 2017, the Company will use an expected long-term rate of return on plan assets of 7.50% for the Retirement Plan of International Paper, a discount rate of 4.10% and an assumed rate of compensation increase of 3.75%. The Company estimates that it will record net pension expense of

## ASSUMPTIONS

International Paper evaluates its actuarial assumptions annually as of December 31 (the measurement date) and considers changes in these long-term factors based upon market conditions and the requirements for employers' accounting for pensions. These assumptions are used to calculate benefit obligations as of December 31 of the current year and pension expense to be recorded in the following year (i.e., the discount rate used to determine the benefit obligation as of December 31, 2016 was also the discount rate used to determine net pension expense for the 2017 year).

approximately \$310 million for its U.S. defined benefit plans in 2017, with the decrease from expense of \$809 million in 2016 mainly related to no expected settlement charges in 2017 and an increase in the discount rate to 4.10% in 2017 from 4.05% in 2016, partially offset by a reduction in the return on asset assumption to 7.50% in 2017 from 7.75% in 2016.

For non-U.S. pension plans, assumptions reflect economic assumptions applicable to each country.

The following illustrates the effect on pension expense for 2017 of a 25 basis point decrease in the above assumptions:

In millions	2017
Expense/(Income):	
Discount rate	\$ 33
Expected long-term rate of return on plan assets	26
Rate of compensation increase	(1)

**PLAN ASSETS**

International Paper's Board of Directors has appointed a Fiduciary Review Committee that is responsible for fiduciary oversight of the U.S. Pension Plan, approving investment policy and reviewing the management and control of plan assets. Pension Plan assets are invested to maximize returns within prudent levels of risk.

The Pension Plan maintains a strategic asset allocation policy that designates target allocations by asset class. Investments are diversified across classes and within each class to minimize the risk of large losses. Derivatives, including swaps, forward and futures contracts, may be used as asset class substitutes or for hedging or other risk management purposes. Periodic reviews are made of investment policy objectives and investment manager performance. For non-U.S. plans, assets consist principally of common stock and fixed income securities.

International Paper's U.S. pension allocations by type of fund at December 31, and target allocations were as follows:

Asset Class	2016	2015	Target Allocations
Equity accounts	51%	48%	43% - 54%
Fixed income accounts	27%	33%	25% - 35%
Real estate accounts	10%	10%	7% - 13%
Other	12%	9%	8% - 17%
<b>Total</b>	<b>100%</b>	<b>100%</b>	

The fair values of International Paper's pension plan assets at December 31, 2016 and 2015 by asset class are shown below. Plan assets included an immaterial amount of International Paper common stock at December 31, 2016 and 2015. Hedge funds disclosed in the following table are allocated equally between equity and fixed income accounts for target allocation purposes.

Fair Value Measurement at December 31, 2016				
Asset Class	Total	Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<i>In millions</i>				
Equities – domestic	\$ 2,208	\$ 1,380	\$ 828	\$ —
Equities – international	2,575	1,806	769	—
Corporate bonds	1,018	—	1,018	—
Government securities	870	—	870	—
Mortgage backed securities	41	—	40	1
Other fixed income	245	—	234	11
Commodities	324	—	324	—
Hedge funds	—	—	—	—
Private equity	—	—	—	—
Real estate	—	—	—	—
Derivatives	(71)	—	—	(71)
Cash and cash equivalents	322	322	—	—
Other investments: (a)				
Hedge funds	891	—	—	—
Private equity	472	—	—	—
Real estate	1,015	—	—	—
Risk parity funds	402	—	—	—
<b>Total Investments</b>	<b>\$ 10,312</b>	<b>\$ 3,508</b>	<b>\$ 4,083</b>	<b>\$ (59)</b>

Fair Value Measurement at December 31, 2015				
Asset Class	Total	Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<i>In millions</i>				
Equities – domestic	\$ 2,150	\$ 1,382	\$ 768	\$ —
Equities – international	2,563	1,818	745	—
Corporate bonds	1,286	—	1,286	—
Government securities	518	—	518	—
Mortgage backed securities	217	—	217	—
Other fixed income	275	—	265	10
Commodities	118	—	118	—
Hedge funds	—	—	—	—
Private equity	—	—	—	—
Real estate	—	—	—	—
Derivatives	(19)	—	1	(20)
Cash and cash equivalents	975	975	—	—
Other investments: (a)				
Hedge funds	894	—	—	—
Private equity	492	—	—	—
Real estate	1,094	—	—	—
Risk parity funds	360	—	—	—
<b>Total Investments</b>	<b>\$ 10,923</b>	<b>\$ 4,175</b>	<b>\$ 3,918</b>	<b>\$ (10)</b>

(a) In accordance with accounting guidance ASU 2015-07, certain investments that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in these tables for these investments are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the reconciliation of changes in the plan's benefit obligations and fair value of plan assets above. This has been restated from prior year.

In accordance with accounting standards, the following investments are measured at NAV and are not classified in the fair value hierarchy. Some of the investments have redemption limitations, restrictions, and notice requirements which are further explained below.

Other Investments at December 31, 2016				
Investment	Fair Value	Unfunded Commitments	Redemption Frequency	Remediation Notice Period
Hedge funds	\$ 891	\$ —	Daily to annually	1 - 100 days
Private equity	472	—	None	None
Real estate	1,015	224	Quarterly	45 - 60 days
Risk parity funds	402	—	Monthly	5 - 15 days
<b>Total</b>	<b>\$ 2,780</b>	<b>\$ 450</b>		

Other Investments at December 31, 2015				
Investment	Fair Value	Unfunded Commitments	Redemption Frequency	Remediation Notice Period
Hedge funds	\$ 894	\$ —	Daily to annually	1 - 100 days
Private equity	492	102	None	None
Real estate	1,094	59	Quarterly	45 - 60 days
Risk parity funds	360	—	Monthly	5 - 15 days
<b>Total</b>	<b>\$ 2,840</b>	<b>\$ 161</b>		

Equity securities consist primarily of publicly traded U.S. companies and international companies. Publicly traded equities are valued at the closing prices reported in the active market in which the individual securities are traded.

Fixed income consists of government securities, mortgage-backed securities, corporate bonds and common collective funds. Government securities are valued by third-party pricing sources. Mortgage-backed security holdings consist primarily of agency-rated holdings. The fair value estimates for mortgage securities are calculated by third-party pricing sources chosen by the custodian's price matrix. Corporate bonds are valued using either the yields currently available on comparable securities of issuers with similar credit ratings or using a discounted cash flows approach that utilizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks. Common collective funds are valued at the net asset value per share multiplied by the number of shares held as of the measurement date.

Commodities consist of commodity-linked notes and commodity-linked derivatives. Commodities are valued at closing prices determined by calculation agents for outstanding transactions.

Hedge funds are investment structures for managing private, loosely-regulated investment pools that can pursue a diverse array of investment strategies with a wide range of different securities and derivative instruments. These investments are made through funds-of-funds (commingled, multi-manager fund structures) and through direct investments in individual hedge funds. Hedge funds are primarily valued by each fund's third-party administrator based upon the valuation of the underlying securities and instruments and primarily by applying a market or income valuation methodology as appropriate depending on the specific type of security or instrument held. Funds-of-funds are valued based upon the net asset values of the underlying investments in hedge funds.

Private equity consists of interests in partnerships that invest in U.S. and non-U.S. debt and equity securities. Partnership interests are valued using the most recent general partner statement of fair value, updated for any subsequent partnership interest cash flows.

Real estate includes commercial properties, land and timberland, and generally includes, but is not limited to, retail, office, industrial, multifamily and hotel properties. Real estate fund values are primarily reported by the fund manager and are based on valuation of the underlying investments which include inputs such as cost, discounted cash flows, independent appraisals and market based comparable data.

Risk Parity Funds are defined as engineered beta exposure to a wide range of asset classes and risk premia, including equity, interest rates, credit, and commodities. Risk parity funds seek to provide high risk-adjusted returns while providing a high level of diversification relative to a traditional equity/fixed income portfolio. These funds seek to achieve this objective with the use of modest leverage applied to lower-risk, more diverse asset classes. Investments in Risk parity funds are valued using monthly reported net asset values. Also included in these funds are related derivative instruments which are generally employed as asset class substitutes for managing asset/liability mismatches, or bona fide hedging or other appropriate risk management purposes. Derivative instruments are generally valued by the investment managers or in certain instances by third-party pricing sources.

The following is a reconciliation of the assets that are classified using significant unobservable inputs (Level 3) at December 31, 2016 .

**Fair Value Measurements Using Significant Unobservable Inputs (Level 3)**

<i>In millions</i>	Mortgage backed securities	Other fixed income	Derivatives	Total
Beginning balance at December 31, 2015	\$ —	\$ 10	\$ (20)	\$ (10)
Actual return on plan assets:				
Relating to assets still held at the reporting date	—	1	(66)	(65)
Relating to assets sold during the period	—	—	(24)	(24)
Purchases, sales and settlements	1	—	39	40
Transfers in and/or out of Level 3	—	—	—	—
<b>Ending balance at December 31, 2016</b>	<b>\$ 1</b>	<b>\$ 11</b>	<b>\$ (71)</b>	<b>\$ (59)</b>

**FUNDING AND CASH FLOWS**

The Company's funding policy for the Pension Plan is to contribute amounts sufficient to meet legal funding requirements, plus any additional amounts that the Company may determine to be appropriate considering the funded status of the plans, tax deductibility, cash flow generated by the Company, and other factors. The Company continually reassesses the amount and timing of any discretionary contributions. Contributions to the qualified plan totaling \$750 million , \$750 million and \$353 million were made by the Company in 2016 , 2015 and 2014 , respectively. Generally, International Paper's non-U.S. pension plans are funded using the projected benefit as a target, except in certain countries where funding of benefit plans is not required.

At December 31, 2016 , projected future pension benefit payments, excluding any termination benefits, were as follows:

<i>In millions</i>	
2017	\$ 800
2018	788
2019	796
2020	804
2021	812
2022 – 2026	4,137

**OTHER U.S. PLANS**

International Paper sponsors the International Paper Company Salaried Savings Plan and the International Paper Company Hourly Savings Plan, both of which are tax-qualified defined contribution 401(k) savings plans. Substantially all U.S. salaried and certain hourly employees are eligible to participate and may make elective deferrals to such plans to save for retirement. International Paper makes matching contributions to participant accounts on a specified percentage of employee deferrals as determined by the provisions of each plan. For eligible employees hired after June 30,

2004, the Company makes Retirement Savings Account contributions equal to a percentage of an eligible employee's pay.

The Company also sponsors the International Paper Company Deferred Compensation Savings Plan, which is an unfunded nonqualified defined contribution plan. This plan permits eligible employees to continue to make deferrals and receive company matching contributions when their contributions to the International Paper Salaried Savings Plan are stopped due to limitations under U.S. tax law. Participant deferrals and company matching contributions are not invested in a separate trust, but are paid directly from International Paper's general assets at the time benefits become due and payable.

Company matching contributions to the plans totaled approximately \$106 million , \$100 million and \$112 million for the plan years ending in 2016 , 2015 and 2014 , respectively.

**NOTE 17 POSTRETIREMENT BENEFITS**

**U.S. POSTRETIREMENT BENEFITS**

International Paper provides certain retiree health care and life insurance benefits covering certain U.S. salaried and hourly employees. These employees are generally eligible for benefits upon retirement and completion of a specified number of years of creditable service. International Paper does not fund these benefits prior to payment and has the right to modify or terminate certain of these plans in the future.

In addition to the U.S. plan, certain Brazilian and Moroccan employees are eligible for retiree health care and life insurance benefits.

The components of postretirement benefit expense in 2016 , 2015 and 2014 were as follows:

In millions	2016		2015		2014	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Service cost	\$ 1	\$ —	\$ 1	\$ 1	\$ 1	\$ 1
Interest cost	11	3	11	5	14	6
Actuarial loss	5	2	6	1	5	1
Amortization of prior service credits	(4)	(4)	(10)	(2)	(13)	(1)
<b>Net postretirement (benefit) expense</b>	<b>\$ 13</b>	<b>\$ 1</b>	<b>\$ 8</b>	<b>\$ 5</b>	<b>\$ 7</b>	<b>\$ 7</b>

International Paper evaluates its actuarial assumptions annually as of December 31 (the measurement date) and considers changes in these long-term factors based upon market conditions and the requirements of employers' accounting for postretirement benefits other than pensions.

The discount rates used to determine net U.S. and non-U.S. postretirement benefit cost for the years ended December 31, 2016 , 2015 and 2014 were as follows:

	2016		2015		2014	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Discount rate	4.20%	12.23%	3.90%	11.52%	4.50%	11.94%

The weighted average assumptions used to determine the benefit obligation at December 31, 2016 and 2015 were as follows:

	2016		2015	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Discount rate	4.00%	10.53%	4.20%	12.23%
Health care cost trend rate assumed for next year	6.50%	10.90%	7.00%	11.41%
Rate that the cost trend rate gradually declines to	5.00%	5.81%	5.00%	5.94%
Year that the rate reaches the rate it is assumed to remain	2022	2027	2022	2026

A 1% increase in the assumed annual health care cost trend rate would have increased the U.S. and non-U.S. accumulated postretirement benefit obligations at December 31, 2016 by approximately \$13 million and \$5 million , respectively. A 1% decrease in the annual trend rate would have decreased the U.S. and non-U.S. accumulated postretirement benefit obligation at December 31, 2016 by approximately \$11 million and \$4 million , respectively. The effect on net postretirement benefit cost from a 1% increase or decrease would be

approximately \$1 million for both U.S. and non-U.S. plans.

The plans are only funded in an amount equal to benefits paid. The following table presents the changes in benefit obligation and plan assets for 2016 and 2015 :

In millions	2016		2015	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
<b>Change in projected benefit obligation:</b>				
Benefit obligation, January 1	\$ 275	\$ 45	\$ 306	\$ 59
Service cost	1	—	1	1
Interest cost	11	3	11	5
Participants' contributions	5	—	12	—
Actuarial (gain) loss	31	5	—	(1)
Plan amendments	—	(35)	—	1
Benefits paid	(44)	(1)	(57)	(1)
Less: Federal subsidy	1	—	2	—
Currency Impact	—	6	—	(19)
<b>Benefit obligation, December 31</b>	<b>\$ 280</b>	<b>\$ 23</b>	<b>\$ 275</b>	<b>\$ 45</b>
<b>Change in plan assets:</b>				
Fair value of plan assets, January 1	\$ —	\$ —	\$ —	\$ —
Company contributions	39	1	45	1
Participants' contributions	5	—	12	—
Benefits paid	(44)	(1)	(57)	(1)
<b>Fair value of plan assets, December 31</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>
<b>Funded status, December 31</b>	<b>\$ (280)</b>	<b>\$ (23)</b>	<b>\$ (275)</b>	<b>\$ (45)</b>
<b>Amounts recognized in the consolidated balance sheet under ASC 715:</b>				
Current liability	\$ (29)	\$ (2)	\$ (29)	\$ (2)
Non-current liability	(251)	(21)	(246)	(43)
	\$ (280)	\$ (23)	\$ (275)	\$ (45)
<b>Amounts recognized in accumulated other comprehensive income under ASC 715 (pre-tax):</b>				
Net actuarial loss (gain)	\$ 68	\$ 21	\$ 42	\$ 15
Prior service credit	(8)	(34)	(12)	(2)
	\$ 60	\$ (13)	\$ 30	\$ 13

The non-current portion of the liability is included with the postemployment liability in the accompanying consolidated balance sheet under Postretirement and postemployment benefit obligation.

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The components of the \$30 million and (\$26) million increase and decrease in the amounts recognized in OCI during 2016 for U.S. and non-U.S. plans, respectively, consisted of:

<i>In millions</i>	U.S. Plans	Non-U.S. Plans
Current year actuarial loss	\$ 31	\$ 5
Amortization of actuarial (loss) gain	(5)	(2)
Current year prior service cost	—	(34)
Amortization of prior service credit	4	4
Currency impact	—	1
	\$ 30	\$ (26)

The portion of the change in the funded status that was recognized in either net periodic benefit cost or OCI for the U.S. plans was \$42 million, \$17 million and \$33 million in 2016, 2015 and 2014, respectively. The portion of the change in funded status for the non-U.S. plans was \$(25) million, \$0 million, and \$14 million in 2016, 2015 and 2014, respectively.

The estimated amounts of net loss and prior service credit that will be amortized from OCI into net U.S. postretirement benefit cost in 2017 are expected to be \$8 million and \$(2) million, respectively. The estimated amounts for non-U.S. plans in 2017 are expected to be \$3 million and \$(4) million, respectively.

At December 31, 2016, estimated total future postretirement benefit payments, net of participant contributions and estimated future Medicare Part D subsidy receipts, were as follows:

<i>In millions</i>	Benefit Payments		Subsidy Receipts		Benefit Payments	
	U.S. Plans	U.S. Plans	U.S. Plans	U.S. Plans	Non-U.S. Plans	Non-U.S. Plans
2017	\$ 31	\$ 31	\$ 2	\$ 2	2	2
2018	29	29	1	1	2	2
2019	27	27	1	1	1	1
2020	26	26	1	1	1	1
2021	24	24	1	1	—	—
2022 – 2026	99	99	6	6	3	3

**NOTE 18 INCENTIVE PLANS**

International Paper currently has an Incentive Compensation Plan (ICP) which, upon the approval by the Company's shareholders in May 2009, replaced the Company's Long-Term Incentive Compensation Plan (LTICP). The ICP authorizes grants of restricted stock, restricted or deferred stock units, performance awards payable in cash or stock upon the attainment of specified performance goals, dividend equivalents, stock options, stock appreciation rights, other stock-based awards, and cash-based awards at the discretion

of the Management Development and Compensation Committee of the Board of Directors (the Committee) that administers the ICP. Additionally, restricted stock, which may be deferred into RSU's, may be awarded under a Restricted Stock and Deferred Compensation Plan for Non-Employee Directors.

**STOCK OPTION PROGRAM**

The Company has discontinued the issuance of stock options for all eligible U.S. and non-U.S. employees. In the United States, the stock option program was replaced with a performance-based restricted share program to more closely tie long-term incentive compensation to Company performance on two key performance drivers: return on invested capital (ROIC) and total shareholder return (TSR). All outstanding options expired on March 15, 2015.

The following summarizes the status of the Stock Option Program and the changes during the three years ending December 31, 2016:

	Options (a)	Weighted Average Exercise Price	Weighted Average Remaining Life (years)	Aggregate Intrinsic Value (thousands)
Outstanding at December 31, 2013	1,752,789	\$39.80	0.67	\$16,175
Granted	3,247	49.13		
Exercised	(1,634,858)	39.80		
Expired	(49,286)	41.50		
Outstanding at December 31, 2014	71,892	39.03	0.18	1,046
Granted	—	—		
Exercised	(62,477)	39.05		
Expired	(9,415)	38.92		
Outstanding at December 31, 2015	—	—	0.00	—
Granted	—	—		
Exercised	—	—		
Expired	—	—		
Outstanding at December 31, 2016	—	\$—	0.00	\$—

(a) The table includes options outstanding under an acquired company plan under which options may no longer be granted.

**PERFORMANCE SHARE PLAN**

Under the Performance Share Plan (PSP), contingent awards of International Paper common stock are granted by the Committee. The PSP awards are earned evenly over a three-year period. PSP awards are earned based on the achievement of defined performance rankings of ROIC and TSR compared to ROIC and TSR peer groups of companies. Awards are weighted 75% for ROIC and 25% for TSR for all participants except for officers for whom the awards are weighted 50% for ROIC and 50% for TSR. The ROIC component of the PSP awards is valued at the closing stock price on the day prior to the grant date. As the ROIC component contains a performance condition, compensation expense, net of estimated forfeitures, is

recorded over the requisite service period based on the most probable number of awards expected to vest. The TSR component of the PSP awards is valued using a Monte Carlo simulation as the TSR component contains a market condition. The Monte Carlo simulation estimates the fair value of the TSR component based on the expected term of the award, a risk-free rate, expected dividends, and the expected volatility for the Company and its competitors. The expected term is estimated based on the vesting period of the awards, the risk-free rate is based on the yield on U.S. Treasury securities matching the vesting period, and the volatility is based on the Company's historical volatility over the expected term.

PSP grants are made in performance-based restricted stock units. The 2012 PSP awards issued to certain members of senior management were accounted for as liability awards, which were remeasured at fair value at each balance sheet date. The valuation of these PSP liability awards was computed based on the same methodology as the PSP equity awards. On December 8, 2014, IP eliminated the election for executives to withhold more than the minimum tax withholding for the 2013 and 2014 grants making them equity awards.

The following table sets forth the assumptions used to determine compensation cost for the market condition component of the PSP plan:

Twelve Months Ended December 31, 2016	
Expected volatility	22.36%-30.84%
Risk-free interest rate	0.67%-1.31%

The following summarizes PSP activity for the three years ending December 31, 2016 :

	Share/Units	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2013	8,117,489	\$31.20
Granted	3,682,663	46.82
Shares issued	(4,025,111)	37.18
Forfeited	(499,107)	43.10
Outstanding at December 31, 2014	7,275,934	34.98
Granted	1,863,623	53.25
Shares issued	(2,959,160)	37.09
Forfeited	(322,664)	53.97
Outstanding at December 31, 2015	5,857,733	38.69
Granted	2,617,982	37.26
Shares issued	(2,316,085)	43.82
Forfeited	(209,500)	43.61
<b>Outstanding at December 31, 2016</b>	<b>5,950,130</b>	<b>\$35.89</b>

#### RESTRICTED STOCK AWARD PROGRAMS

The service-based Restricted Stock Award program (RSA), designed for recruitment, retention and special

recognition purposes, provides for awards of restricted stock to key employees.

The following summarizes the activity of the RSA program for the three years ending December 31, 2016 :

	Shares	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2013	112,374	\$36.24
Granted	89,500	48.19
Shares issued	(83,275)	33.78
Forfeited	(4,000)	45.88
Outstanding at December 31, 2014	114,599	47.03
Granted	36,300	50.06
Shares issued	(27,365)	45.35
Forfeited	(3,166)	50.04
Outstanding at December 31, 2015	120,368	48.24
Granted	117,881	42.81
Shares issued	(59,418)	47.14
Forfeited	(9,500)	39.36
<b>Outstanding at December 31, 2016</b>	<b>169,331</b>	<b>\$45.34</b>

At December 31, 2016 , 2015 and 2014 a total of 14.3 million , 16.2 million and 16.3 million shares, respectively, were available for grant under the ICP.

Stock-based compensation expense and related income tax benefits were as follows:

<i>In millions</i>	2016	2015	2014
Total stock-based compensation expense (included in selling and administrative expense)	\$ 129	\$ 114	\$ 118
Income tax benefits related to stock-based compensation	34	88	92

At December 31, 2016 , \$94 million of compensation cost, net of estimated forfeitures, related to unvested restricted performance shares, executive continuity awards and restricted stock attributable to future performance had not yet been recognized. This amount will be recognized in expense over a weighted-average period of 1.6 years.

#### [NOTE 19 FINANCIAL INFORMATION BY BUSINESS SEGMENT AND GEOGRAPHIC AREA](#)

International Paper's business segments, Industrial Packaging, Global Cellulose Fibers, Printing Papers and Consumer Packaging, are consistent with the internal structure used to manage these businesses. See the [Description of Industry Segments](#) in [Part II. Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations](#) for a description of the types of products and services from which each reportable segment derives its revenues. Subsequent to the acquisition of the Weyerhaeuser pulp business in December 2016, the Company began reporting the Global Cellulose Fibers business as a separate

business segment due to the increased materiality of the results of this business. This segment includes the Company's legacy pulp business and the newly acquired pulp business. As such, amounts related to the legacy pulp business have been reclassified out of the Printing Papers business segment and into the new Global Cellulose Fibers business segment for all prior periods. All segments are differentiated on a common product, common customer basis consistent with the business segmentation generally used in the Forest Products industry.

Business segment operating profits are used by International Paper's management to measure the earnings performance of its businesses. Management believes that this measure allows a better understanding of trends in costs, operating efficiencies, prices and volumes. Business segment operating profits are defined as earnings (loss) from continuing operations before income taxes and equity earnings, but including the impact of equity earnings and noncontrolling interests, excluding corporate items and corporate special items. Business segment operating profits are defined by the Securities and Exchange Commission as a non-GAAP financial measure, and are not GAAP alternatives to net income or any other operating measure prescribed by accounting principles generally accepted in the United States.

External sales by major product is determined by aggregating sales from each segment based on similar products or services. External sales are defined as those that are made to parties outside International Paper's consolidated group, whereas sales by segment in the Net Sales table are determined using a management approach and include intersegment sales.

The Company also holds a 50% interest in Ilim that is a separate reportable industry segment. The Company recorded equity earnings (losses), net of taxes, of \$199 million, \$131 million and \$(194) million in 2016, 2015, and 2014, respectively, for Ilim. Equity earnings (losses) includes an after-tax foreign exchange gain (loss) of \$25 million, \$(75) million and \$(269) million in 2016, 2015 and 2014, respectively, primarily on the remeasurement of U.S. dollar-denominated net debt.

Summarized financial information for Ilim which is accounted for under the equity method is presented in the following table. The audited U.S. GAAP financial statements for Ilim are included in Exhibit 99.1 to this Form 10-K.

**Balance Sheet**

<i>In millions</i>	2016	2015
Current assets	\$ 774	\$ 455
Noncurrent assets	1,351	968
Current liabilities	406	665
Noncurrent liabilities	1,422	715
Noncontrolling interests	22	21

**Income Statement**

<i>In millions</i>	2016	2015	2014
Net sales	\$ 1,927	\$ 1,931	\$ 2,138
Gross profit	957	971	772
Income from continuing operations	419	254	(387)
Net income attributable to Ilim	391	237	(360)

At December 31, 2016 and 2015, the Company's investment in Ilim was \$302 million and \$172 million, respectively, which was \$164 million and \$161 million, respectively, more than the Company's proportionate share of the joint venture's underlying net assets. The differences primarily relate to purchase price fair value adjustments and currency translation adjustments. The Company is party to a joint marketing agreement with Ilim, under which the Company purchases, markets and sells paper produced by Ilim. Purchases under this agreement were \$170 million, \$170 million and \$200 million for the years ended December 31, 2016, 2015 and 2014, respectively.

**INFORMATION BY BUSINESS SEGMENT**

**Net Sales**

<i>In millions</i>	2016	2015	2014
Industrial Packaging	\$ 14,191	\$ 14,484	\$ 14,944
Global Cellulose Fibers	1,092	975	1,046
Printing Papers	4,058	4,056	4,674
Consumer Packaging	1,954	2,940	3,403
Corporate and Intersegment Sales	(216)	(90)	(450)
<b>Net Sales</b>	<b>\$ 21,079</b>	<b>\$ 22,365</b>	<b>\$ 23,617</b>

### Operating Profit

<i>In millions</i>	2016	2015	2014
Industrial Packaging	\$ 1,651	\$ 1,853	\$ 1,896
Global Cellulose Fibers	(180)	68	61
Printing Papers	540	465	(77)
Consumer Packaging	191	(25)	178
<b>Operating Profit</b>	<b>2,202</b>	<b>2,361</b>	<b>2,058</b>
Earnings (loss) from continuing operations before income taxes and equity earnings	956	1,266	872
Interest expense, net	520	555	601
Noncontrolling interests / equity earnings adjustment (a)	1	8	2
Corporate items, net	69	36	51
Corporate special items, net	46	238	320
Non-operating pension expense	610	258	212
<b>Adjusted Operating Profit</b>	<b>\$ 2,202</b>	<b>\$ 2,361</b>	<b>\$ 2,058</b>

### Restructuring and Other Charges

<i>In millions</i>	2016	2015	2014
Industrial Packaging	\$ 7	\$ —	\$ 7
Global Cellulose Fibers	—	—	—
Printing Papers	—	—	554
Consumer Packaging	9	10	8
Corporate	38	242	277
<b>Restructuring and Other Charges</b>	<b>\$ 54</b>	<b>\$ 252</b>	<b>\$ 846</b>

### Assets

<i>In millions</i>	2016	2015
Industrial Packaging	\$ 14,565	\$ 14,483
Global Cellulose Fibers	3,789	983
Printing Papers	3,958	3,713
Consumer Packaging	1,736	2,115
Corporate and other (b)	9,297	9,237
<b>Assets</b>	<b>\$ 33,345</b>	<b>\$ 30,531</b>

### Capital Spending

<i>In millions</i>	2016	2015	2014
Industrial Packaging	\$ 816	\$ 858	\$ 754
Global Cellulose Fibers	174	129	75
Printing Papers	215	232	243
Consumer Packaging	124	216	233
Subtotal	1,329	1,435	1,305
Corporate and other (b)	19	52	61
<b>Capital Spending</b>	<b>\$ 1,348</b>	<b>\$ 1,487</b>	<b>\$ 1,366</b>

### Depreciation, Amortization and Cost of Timber Harvested (c)

<i>In millions</i>	2016	2015	2014
Industrial Packaging	\$ 715	\$ 725	\$ 775
Global Cellulose Fibers	108	73	76
Printing Papers	232	234	291
Consumer Packaging	121	215	223
Corporate	51	47	41
<b>Depreciation and Amortization</b>	<b>\$ 1,227</b>	<b>\$ 1,294</b>	<b>\$ 1,406</b>

### External Sales By Major Product

<i>In millions</i>	2016	2015	2014
Industrial Packaging	\$ 14,095	\$ 14,421	\$ 14,837
Global Cellulose Fibers	934	873	947
Printing Papers	4,028	4,046	4,413
Consumer Packaging	1,934	2,907	3,307
Other	88	118	113
<b>Net Sales</b>	<b>\$ 21,079</b>	<b>\$ 22,365</b>	<b>\$ 23,617</b>

### INFORMATION BY GEOGRAPHIC AREA

#### Net Sales (d)

<i>In millions</i>	2016	2015	2014
United States (e)	\$ 15,918	\$ 16,554	\$ 16,645
EMEA	2,862	2,770	3,273
Pacific Rim and Asia	718	1,501	1,951
Americas, other than U.S.	1,581	1,540	1,748
<b>Net Sales</b>	<b>\$ 21,079</b>	<b>\$ 22,365</b>	<b>\$ 23,617</b>

#### Long-Lived Assets (f)

<i>In millions</i>	2016	2015
United States	\$ 11,158	\$ 9,683
EMEA	1,004	827
Pacific Rim and Asia	246	353
Americas, other than U.S.	1,663	1,085
Corporate	375	398
<b>Long-Lived Assets</b>	<b>\$ 14,446</b>	<b>\$ 12,346</b>

(a) Operating profits for industry segments include each segment's percentage share of the profits of subsidiaries included in that segment that are less than wholly-owned. The pre-tax noncontrolling interests and equity earnings for these subsidiaries is added here to present consolidated earnings from continuing operations before income taxes and equity earnings.

(b) Includes corporate assets and assets of businesses held for sale.

(c) Excludes accelerated depreciation related to the closure and/or repurposing of mills.

(d) Net sales are attributed to countries based on the location of the seller.

(e) Export sales to unaffiliated customers were \$2.0 billion in 2016, \$2.0 billion in 2015 and \$2.3 billion in 2014.

(f) Long-Lived Assets includes Forestlands and Plants, Properties and Equipment, net.

**NOTE 20 SUBSEQUENT EVENT**

On January 22, 2017, International Paper Company experienced significant structural damage to the largest pulp digester as well as the power house at its Pensacola pulp and paper mill in Cantonment, Florida. We estimate that repairing the damaged digester may take approximately three months. While we have property damage and business interruption insurance for these types of events, we expect the costs associated with this event to be in excess of deductibles. The timing of these costs and potential insurance recoveries is unknown.

**INTERIM FINANCIAL RESULTS (UNAUDITED)**

<i>In millions, except per share amounts and stock prices</i>	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Year
<b>2016</b>					
Net sales	\$ 5,110	\$ 5,322	\$ 5,266	\$ 5,381	\$ 21,079
Earnings (loss) from continuing operations before income taxes and equity earnings	317 (a)	(14) (a)	373 (a)	280 (a)	956 (a)
Gain (loss) from discontinued operations	(5) (b)	—	—	—	(5) (b)
Net earnings (loss) attributable to International Paper Company	334 (a-c)	40 (a,c)	312 (a,c)	218 (a,c)	904 (a-c)
Basic earnings (loss) per share attributable to International Paper Company common shareholders:					
Earnings (loss) from continuing operations	\$ 0.82 (a)	\$ 0.10 (a)	\$ 0.76 (a)	\$ 0.53 (a)	\$ 2.21 (a)
Gain (loss) from discontinued operations	(0.01) (b)	—	—	—	(0.01) (b)
Net earnings (loss)	0.81 (a-c)	0.10 (a,c)	0.76 (a,c)	0.53 (a,c)	2.20 (a-c)
Diluted earnings (loss) per share attributable to International Paper Company common shareholders:					
Earnings (loss) from continuing operations	0.82 (a)	0.10 (a)	0.75 (a)	0.53 (a)	2.19 (a)
Gain (loss) from discontinued operations	(0.01) (b)	—	—	—	(0.01) (b)
Net earnings (loss)	0.81 (a-c)	0.10 (a,c)	0.75 (a,c)	0.53 (a,c)	2.18 (a-c)
Dividends per share of common stock	0.4400	0.4400	0.4400	0.4625	1.7825
Common stock prices					
High	\$ 42.09	\$ 44.60	\$ 49.90	\$ 54.68	\$ 54.68
Low	32.50	39.24	41.08	43.55	32.50
<b>2015</b>					
Net sales	\$ 5,517	\$ 5,714	\$ 5,691	\$ 5,443	\$ 22,365
Earnings (loss) from continuing operations before income taxes and equity earnings	406	266 (d)	329 (d)	265 (d)	1,266 (d)
Gain (loss) from discontinued operations	—	—	—	—	—
Net earnings (loss) attributable to International Paper Company	313	227 (d,e)	220 (d,e)	178 (d,e)	938 (d,e)
Basic earnings (loss) per share attributable to International Paper Company common shareholders:					
Earnings (loss) from continuing operations	\$ 0.74	\$ 0.54 (d)	\$ 0.53 (d)	\$ 0.43 (d)	\$ 2.25 (d)
Gain (loss) from discontinued operations	—	—	—	—	—
Net earnings (loss)	0.74	0.54 (d,e)	0.53 (d,e)	0.43 (d,e)	2.25 (d,e)
Diluted earnings (loss) per share attributable to International Paper Company common shareholders:					
Earnings (loss) from continuing operations	0.74	0.54 (d)	0.53 (d)	0.43 (d)	2.23 (d)
Gain (loss) from discontinued operations	—	—	—	—	—
Net earnings (loss)	0.74	0.54 (d,e)	0.53 (d,e)	0.43 (d,e)	2.23 (d,e)
Dividends per share of common stock	0.4000	0.4000	0.4000	0.4400	1.6400
Common stock prices					
High	\$ 57.90	\$ 56.49	\$ 49.49	\$ 44.83	\$ 57.90
Low	51.35	47.39	37.11	36.76	36.76

Note: Since basic and diluted earnings per share are computed independently for each period and category, full year per share amounts may not equal the sum of the four quarters. In addition, the unaudited selected consolidated financial data are derived from our audited consolidated financial statements and have been revised to reflect discontinued operations.

Footnotes to Interim Financial Results

(a) Includes the following pre-tax charges (gains):

2016				
In millions	Q1	Q2	Q3	Q4
Riegelwood mill conversion costs	\$ 9	\$ —	\$ —	\$ —
India Packaging evaluation write-off	—	—	17	—
Early debt extinguishment costs	—	—	29	—
Write-off of certain regulatory pre-engineering costs	—	—	8	—
Costs associated with the newly acquired pulp business	—	5	7	19
Asia Box impairment / restructuring	37	28	5	—
Gain on sale of investment in Arizona Chemical	(8)	—	—	—
Turkey mill closure	—	—	—	7
Amortization of Weyerhaeuser inventory fair value step-up	—	—	—	19
<b>Total</b>	<b>\$ 38</b>	<b>\$ 33</b>	<b>\$ 66</b>	<b>\$ 45</b>

(b) Includes a pre-tax charge of \$8 million for a legal settlement associated with the xpedx business.

(c) Includes the following tax expenses (benefits):

2016				
	Q1	Q2	Q3	Q4
Cash pension contribution	\$ —	\$ 23	\$ —	\$ —
U.S. Federal audit	(14)	—	—	—
Brazil goodwill	(57)	—	—	—
International legal entity restructuring	—	(6)	—	—
Luxembourg tax rate change	—	—	—	31
Tax impact of other special items	(3)	(10)	(24)	(14)
<b>Total</b>	<b>\$ (74)</b>	<b>\$ 7</b>	<b>\$ (24)</b>	<b>\$ 17</b>

(d) Includes the following pre-tax charges (gains):

2015				
In millions	Q1	Q2	Q3	Q4
Riegelwood mill conversion costs, net of proceeds from sale of the Carolina Coated Bristols brand	\$ —	\$ (14)	\$ 7	\$ 15
Timber monetization restructuring	—	—	17	(1)
Early debt extinguishment costs	—	207	—	—
Refund and state tax credits	—	(4)	—	—
IP-Sun JV impairment	—	—	186	(12)
Legal reserve adjustment	—	—	—	15
Impairment of Orsa goodwill and trade name intangible	—	—	—	137
Other items	—	1	1	4
<b>Total</b>	<b>\$ —</b>	<b>\$ 190</b>	<b>\$ 211</b>	<b>\$ 158</b>

(e) Includes the following tax expenses (benefits):

2015				
	Q1	Q2	Q3	Q4
Tax expense for cash pension	\$ —	\$ 23	\$ —	\$ —
Tax benefit related to IP-Sun JV	—	—	(67)	—
Other items	—	5	—	2
Tax impact of other special items	—	(67)	(3)	(13)
<b>Total</b>	<b>\$ —</b>	<b>\$ (39)</b>	<b>\$ (70)</b>	<b>\$ (11)</b>

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

**EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed by us in the reports we file or submit under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. As of December 31, 2016, an evaluation was carried out under the supervision and with the participation of the Company's management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures, as defined by Rule 13a-15 under the Exchange Act. Based upon this evaluation, our principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures were effective as of December 31, 2016.

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting. Internal control over financial reporting is the process designed by, or under the supervision of, our principal executive officer and principal financial officer, and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States (GAAP). Our internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to allow for the preparation of financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors;

- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our consolidated financial statements; and
- provide reasonable assurance as to the detection of fraud.

All internal control systems have inherent limitations, including the possibility of circumvention and overriding of controls, and therefore can provide only reasonable assurance of achieving the designed control objectives. The Company's internal control system is supported by written policies and procedures, contains self-monitoring mechanisms, and is audited by the internal audit function. Appropriate actions are taken by management to correct deficiencies as they are identified.

As of December 31, 2016, management has assessed the effectiveness of the Company's internal control over financial reporting. In a report included on pages 39 and 40, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2016.

In making this assessment, we used the criteria described in "Internal Control – Integrated Framework (2013)" issued by the Committee of Sponsoring Organizations of the Treadway Commission.

The Company completed the acquisition of Holmen Paper's newsprint mill in Madrid, Spain as well as the associated recycling operations and a 50% ownership in a cogeneration facility in June 2016. Due to the timing of the acquisition we have excluded the Holmen operations from our evaluation of the effectiveness of internal control over financial reporting. For the period ended December 31, 2016, sales and assets for the former Holmen operations represented approximately 0.4% of net sales and 0.3% of total assets.

The Company completed the acquisition of Weyerhaeuser's pulp business in December 2016. Due to the timing of the acquisition we have excluded the former Weyerhaeuser pulp business from our evaluation of the effectiveness of internal control over financial reporting. For the period ended December 31, 2016, sales and assets for the former Weyerhaeuser pulp business represented approximately 0.5% of net sales and 6.5% of total assets.

Our independent registered public accounting firm, Deloitte & Touche LLP, with direct access to our Board of Directors through our Audit and Finance Committee, has audited the consolidated financial statements prepared by us. Deloitte & Touche LLP has also issued an attestation report on our internal control over financial reporting. Their report on the consolidated

financial statements and attestation report are included in Part II, Item 8 of this Annual Report under the heading "Financial Statements and Supplementary Data."

**MANAGEMENT'S PROCESS TO ASSESS THE EFFECTIVENESS OF INTERNAL CONTROL OVER FINANCIAL REPORTING**

To comply with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, we followed a comprehensive compliance process across the enterprise to evaluate our internal control over financial reporting, engaging employees at all levels of the organization. Our internal control environment includes an enterprise-wide attitude of integrity and control consciousness that establishes a positive "tone at the top." This is exemplified by our ethics program that includes long-standing principles and policies on ethical business conduct that require employees to maintain the highest ethical and legal standards in the conduct of our business, which have been distributed to all employees; a toll-free telephone helpline whereby any employee may report suspected violations of law or our policy; and an office of ethics and business practice. The internal control system further includes careful selection and training of supervisory and management personnel, appropriate delegation of authority and division of responsibility, dissemination of accounting and business policies throughout the Company, and an extensive program of internal audits with management follow-up. Our Board of Directors, assisted by the Audit and Finance Committee, monitors the integrity of our financial statements and financial reporting procedures, the performance of our internal audit function and independent auditors, and other matters set forth in its charter. The Committee, which consists of independent directors, meets regularly with representatives of management, and with the independent auditors and the Internal Auditor, with and without management representatives in attendance, to review their activities.

**CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

There have been no changes in our internal control over financial reporting during the quarter ended December 31, 2016, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

None.

**PART III.**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information concerning our directors is hereby incorporated by reference to our definitive proxy statement that will be filed with the Securities and Exchange Commission (SEC) within 120 days of the close of our fiscal year. The Audit and Finance Committee of the Board of Directors has at least one member who is a financial expert, as that term is defined in Item 401(d)(5) of Regulation S-K. Further information concerning the composition of the Audit and Finance Committee and our audit committee financial experts is hereby incorporated by reference to our definitive proxy statement that will be filed with the SEC within 120 days of the close of our fiscal year. Information with respect to our executive officers is set forth on pages 5 and 6 in [Part I](#) of this Form 10-K under the caption, "[Executive Officers of the Registrant](#)."

Executive officers of International Paper are elected to hold office until the next annual meeting of the Board of Directors following the annual meeting of shareholders and, until the election of successors, subject to removal by the Board.

The Company's Code of Business Ethics (Code) is applicable to all employees of the Company, including the chief executive officer and senior financial officers, as well as the Board of Directors. We disclose any amendments to our Code and any waivers from a provision of our Code granted to our directors, chief executive officer and senior financial officers on our Internet Web site within four business days following such amendment or waiver. To date, no waivers of the Code have been granted.

We make available free of charge on our Internet Web site at [www.internationalpaper.com](http://www.internationalpaper.com), and in print to any shareholder who requests them, our Corporate Governance Principles, our Code of Business Ethics and the Charters of our Audit and Finance Committee, Management Development and Compensation Committee, Governance Committee and Public Policy and Environment Committee. Requests for copies may be directed to the corporate secretary at our corporate headquarters.

Information with respect to compliance with Section 16(a) of the Securities and Exchange Act and our corporate governance is hereby incorporated by reference to our definitive proxy statement that will be filed with the SEC within 120 days of the close of our fiscal year.

**ITEM 11. EXECUTIVE COMPENSATION**

Information with respect to the compensation of executives and directors of the Company is hereby incorporated by reference to our definitive proxy statement that will be filed with the SEC within 120 days of the close of our fiscal year.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

A description of the security ownership of certain beneficial owners and management and equity compensation plan information is hereby incorporated by reference to our definitive proxy statement that will be filed with the SEC within 120 days of the close of our fiscal year.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

A description of certain relationships and related transactions is hereby incorporated by reference to our definitive proxy statement that will be filed with the SEC within 120 days of the close of our fiscal year.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Information with respect to fees paid to, and services rendered by, our principal accountant, and our policies and procedures for pre-approving those services, is hereby incorporated by reference to our definitive proxy statement that will be filed with the SEC within 120 days of the close of our fiscal year.

**PART IV.**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

- (1) Financial Statements – See Item 8. Financial Statements and Supplementary Data.
- (2) Financial Statement Schedules – The following additional financial data should be read in conjunction with the consolidated financial statements in Item 8. Schedules not included with this additional financial data have been omitted because they are not applicable, or the required information is shown in the consolidated financial statements or the notes thereto.

**Additional Financial Data**  
**2016 , 2015 and 2014**

Consolidated Schedule: II-Valuation and Qualifying Accounts.

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- (3.1) Restated Certificate of Incorporation of International Paper Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated May 13, 2013).
- (3.2) By-laws of International Paper Company, as amended through February 9, 2016 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated February 8, 2016).
- (4.1) Indenture, dated as of April 12, 1999, between International Paper and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated June 29, 2000).
- (4.2) Supplemental Indenture (including the form of Notes), dated as of June 4, 2008, between International Paper Company and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated June 4, 2008).
- (4.3) Supplemental Indenture (including the form of Notes), dated as of May 11, 2009, between International Paper Company and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated May 11, 2009).
- (4.4) Supplemental Indenture (including the form of Notes), dated as of August 10, 2009, between International Paper Company and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated August 10, 2009).
- (4.5) Supplemental Indenture (including the form of Notes), dated as of December 7, 2009, between International Paper Company and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated December 7, 2009).
- (4.6) Supplemental Indenture (including the form of Notes), dated as of November 16, 2011, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated November 16, 2011).

- (4.7) Supplemental Indenture (including the form of Notes), dated as of June 10, 2014, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated June 10, 2014).
- (4.8) Supplemental Indenture (including the form of Notes), dated as of May 26, 2015, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated May 26, 2015).
- (4.9) Supplemental Indenture (including the form of Notes), dated as of August 11, 2016, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated August 11, 2016).
- (4.10) In accordance with Item 601 (b) (4) (iii) (A) of Regulation S-K, certain instruments respecting long-term debt of the Company have been omitted but will be furnished to the Commission upon request.
- (10.1) Amended and Restated 2009 Incentive Compensation Plan (ICP) (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated February 10, 2014). +
- (10.2) 2016 Management Incentive Plan (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated February 8, 2016). +
- (10.3) 2017 Management Incentive Plan. \* +
- (10.4) Amended and Restated 2009 Executive Management Incentive Plan, including 2015 Exhibits thereto (incorporated by reference to Exhibit 10.4 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014). +
- (10.5) 2017 Exhibits to the Amended and Restated 2009 Executive Management Incentive Plan. \* +
- (10.6) Restricted Stock and Deferred Compensation Plan for Non-Employee Directors, Amended and Restated as of May 10, 2010 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010). +
- (10.7) Form of Restricted Stock Award Agreement. (incorporated by reference to Exhibit 10.8 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013). +
- (10.8) Form of Restricted Stock Unit Award Agreement (cash settled). (incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013). +
- (10.9) Form of Restricted Stock Unit Award Agreement (stock settled). (incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013). +
- (10.10) Form of Performance Share Plan award certificate. \* +
- (10.11) Pension Restoration Plan for Salaried Employees (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009). +
- (10.12) Unfunded Supplemental Retirement Plan for Senior Managers, as amended and restated effective January 1, 2008 (incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007). +
- (10.13) Amendment No. 1 to the International Paper Company Unfunded Supplemental Retirement Plan for Senior Managers, effective October 13, 2008 (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K dated October 17, 2008). +
- (10.14) Amendment No. 2 to the International Paper Company Unfunded Supplemental Retirement Plan for Senior Managers, effective October 14, 2008 (incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K dated October 17, 2008). +
- (10.15) Amendment No. 3 to the International Paper Company Unfunded Supplemental Retirement Plan for Senior Managers, effective December 8, 2008 (incorporated by reference to Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008). +
- (10.16) Amendment No. 4 to the International Paper Company Unfunded Supplemental Retirement Plan for Senior Managers, effective January 1, 2009 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009). +
- (10.17) Amendment No. 5 to the International Paper Company Unfunded Supplemental Retirement Plan for Senior Managers, effective October 31, 2009 (incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009). +
- (10.18) Amendment No. 6 to the International Paper Company Unfunded Supplemental Retirement Plan for Senior Managers, effective January 1, 2012 (incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011). +
- (10.19) Form of Non-Competition Agreement, entered into by certain Company employees (including named executive officers) who have received restricted stock (incorporated by reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008). +
- (10.20) Form of Non-Solicitation Agreement, entered into by certain Company employees (including named executive officers) who have received restricted stock (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006). +
- (10.21) Form of Change-in-Control Agreement - Tier I, for the Chief Executive Officer and all "grandfathered" senior vice presidents elected prior to 2012 (all named executive officers) - approved September 2013 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013). +

- (10.22) Form of Change-in-Control Agreement - Tier II, for all future senior vice presidents and all "grandfathered" vice presidents elected prior to February 2008 - approved September 2013 (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013). +
- (10.23) Form of Indemnification Agreement for Directors (incorporated by reference to Exhibit 10.13 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003). +
- (10.24) Board Policy on Severance Agreements with Senior Executives (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 18, 2005). +
- (10.25) Board Policy on Change of Control Agreements (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on October 18, 2005). +
- (10.26) Time Sharing Agreement, dated October 17, 2014 (and effective November 1, 2014), by and between Mark S. Sutton and International Paper Company (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated October 14, 2014). +

- (10.27) Five-Year Credit Agreement dated as of August 5, 2014, among International Paper Company, JPMorgan Chase Bank, N.A., individually and as administrative agent, and certain lenders (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014).
- (11) Statement of Computation of Per Share Earnings. \*
- (12) Computation of Ratio of Earnings to Fixed Charges and Preferred Stock Dividends. \*
- (21) List of Subsidiaries of Registrant. \*
- (23.1) Consent of Independent Registered Public Accounting Firm. \*
- (23.2) Consent of Independent Auditors. \*
- (24) Power of Attorney (contained on the signature page to the Company's Annual Report on Form 10-K for the year ended December 31, 2016). \*
- (31.1) Certification by Mark S. Sutton, Chairman and Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. \*
- (31.2) Certification by Carol L. Roberts, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. \*
- (32) Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*
- (99.1) Audited Financial Statements for Ilim Holding S.A. and its subsidiaries as of and for the year ended December 31, 2016 and 2015. \*
- (101.INS) XBRL Instance Document \*
- (101.SCH) XBRL Taxonomy Extension Schema \*
- (101.CAL) XBRL Taxonomy Extension Calculation Linkbase \*
- (101.DEF) XBRL Taxonomy Extension Definition Linkbase \*
- (101.LAB) XBRL Taxonomy Extension Label Linkbase \*
- (101.PRE) XBRL Extension Presentation Linkbase \*

+ *Management contract or compensatory plan or arrangement.*

\* *Filed herewith*

**SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS**

**INTERNATIONAL PAPER COMPANY AND CONSOLIDATED SUBSIDIARIES  
SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS**

(In millions)

**For the Year Ended December 31, 2016**

Description	Balance at Beginning of Period	Additions Charged to Earnings	Additions Charged to Other Accounts	Deductions from Reserves	Balance at End of Period
Reserves Applied Against Specific Assets Shown on Balance Sheet:					
Doubtful accounts – current	\$ 70	\$ 9	\$ —	(9)(a)	\$ 70
Restructuring reserves	10	3	—	(7)(b)	6

**For the Year Ended December 31, 2015**

Description	Balance at Beginning of Period	Additions Charged to Earnings	Additions Charged to Other Accounts	Deductions from Reserves	Balance at End of Period
Reserves Applied Against Specific Assets Shown on Balance Sheet:					
Doubtful accounts – current	\$ 82	\$ 11	\$ —	(23)(a)	\$ 70
Restructuring reserves	16	5	—	(11)(b)	10

**For the Year Ended December 31, 2014**

Description	Balance at Beginning of Period	Additions Charged to Earnings	Additions Charged to Other Accounts	Deductions from Reserves	Balance at End of Period
Reserves Applied Against Specific Assets Shown on Balance Sheet:					
Doubtful accounts – current	\$ 109	\$ 11	\$ —	(38)(a)	\$ 82
Restructuring reserves	51	41	—	(76)(b)	16

(a) Includes write-offs, less recoveries, of accounts determined to be uncollectible and other adjustments.

(b) Includes payments and deductions for reversals of previously established reserves that were no longer required.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTERNATIONAL PAPER COMPANY

February 22, 2017

By: \_\_\_\_\_ / s / S H A R O N R. R Y A N

**Sharon R. Ryan**  
**Senior Vice President, General Counsel**  
**and Corporate Secretary**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sharon R. Ryan and Deon Vaughan as his or her true and lawful attorney-in-fact and agent, acting alone, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments to this annual report on Form 10-K, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite or necessary to be done, hereby ratifying and confirming all that said attorney-in-fact and agent, or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/ S / M A R K S. S U T T O N</u> <b>Mark S. Sutton</b>	Chairman of the Board & Chief Executive Officer and Director	February 22, 2017
<u>/ S / D A V I D J. B R O N C Z E K</u> <b>David J. Bronczek</b>	Director	February 22, 2017
<u>/ S / W I L L I A M J. B U R N S</u> <b>William J. Burns</b>	Director	February 22, 2017
<u>/ S / A H M E T C. D O R D U N C U</u> <b>Ahmet C. Dorduncu</b>	Director	February 22, 2017
<u>/ S / I L E N E S. G O R D O N</u> <b>Ilene S. Gordon</b>	Director	February 22, 2017
<u>/ S / J A Y L. J O H N S O N</u> <b>Jay L. Johnson</b>	Director	February 22, 2017
<u>/ S / S T A C E Y J. M O B L E Y</u> <b>Stacey J. Mobley</b>	Director	February 22, 2017
<u>/ S / J O H N L. T O W N S E N D I I I</u> <b>John L. Townsend III</b>	Director	February 22, 2017
<u>/ S / W I L L I A M G. W A L T E R</u> <b>William G. Walter</b>	Director	February 22, 2017
<u>/ S / J. S T E V E N W H I S L E R</u> <b>J. Steven Whisler</b>	Director	February 22, 2017
<u>/ S / R A Y G. Y O U N G</u> <b>Ray G. Young</b>	Director	February 22, 2017
<u>/ S / C A R O L L. R O B E R T S</u> <b>Carol L. Roberts</b>	Senior Vice President and Chief Financial Officer	February 22, 2017
<u>/ S / V I N C E N T P. B O N N O T</u> <b>Vincent P. Bonnot</b>	Vice President – Finance and Controller	February 22, 2017

**2016 LISTING OF FACILITIES**

(all facilities are owned except noted otherwise)

<b>PRINTING PAPERS</b>	Cedar Rapids, Iowa	Tracy, California
<b>U.S.:</b>	Henderson, Kentucky	Golden, Colorado
Selma, Alabama (Riverdale Mill)	Maysville, Kentucky	Wheat Ridge, Colorado
Ticonderoga, New York	Bogalusa, Louisiana	Putnam, Connecticut
Eastover, South Carolina	Campti, Louisiana	Orlando, Florida
Georgetown, South Carolina	Mansfield, Louisiana	Plant City, Florida
Sumter, South Carolina	Vicksburg, Mississippi	Tampa, Florida <i>leased</i>
	Valliant, Oklahoma	Columbus, Georgia
<b>International:</b>	Springfield, Oregon	Forest Park, Georgia
Luiz Antônio, São Paulo, Brazil	Orange, Texas	Griffin, Georgia
Mogi Guacu, São Paulo, Brazil		Kennesaw, Georgia <i>leased</i>
Três Lagoas, Mato Grosso do Sul, Brazil	<b>International:</b>	Lithonia, Georgia
Saillat, France	Franco da Rocha, São Paulo, Brazil	Savannah, Georgia
Kadium, India	Nova Campina, São Paulo, Brazil	Stone Mountain, Georgia <i>leased</i>
Rajahmundry, India	Paulinia, São Paulo, Brazil	Tucker, Georgia
Kwidzyn, Poland	Veracruz, Mexico	Aurora, Illinois (3 locations)
Svetogorsk, Russia	Kenitra, Morocco	Bedford Park, Illinois (2 locations) <i>1 leased</i>
	Madrid, Spain	Belleville, Illinois
<b>GLOBAL CELLULOSE FIBERS</b>	Edirne, Turkey <sup>(2)</sup>	Carroll Stream, Illinois
<b>U.S.:</b>		Des Plaines, Illinois
Cantonment, Florida (Pensacola Mill)	<b>Corrugated Container</b>	Lincoln, Illinois
Augusta, Georgia	<b>U.S.:</b>	Montgomery, Illinois
Flint River, Georgia	Bay Minette, Alabama	Northlake, Illinois
Port Wentworth, Georgia	Decatur, Alabama	Rockford, Illinois
Columbus, Mississippi	Dothan, Alabama <i>leased</i>	Butler, Indiana
New Bern, North Carolina	Huntsville, Alabama	Crawfordsville, Indiana
Riegelwood, North Carolina	Conway, Arkansas	Fort Wayne, Indiana
Eastover, South Carolina	Fort Smith, Arkansas (2 locations)	Hammond, Indiana
Georgetown, South Carolina	Russellville, Arkansas (2 locations)	Indianapolis, Indiana (2 locations)
Franklin, Virginia	Tolleson, Arizona	Saint Anthony, Indiana
	Yuma, Arizona	Tipton, Indiana
<b>International:</b>	Anaheim, California	Cedar Rapids, Iowa
Grand Prairie, Alberta, Canada	Buena Park, California <i>leased</i>	Waterloo, Iowa
Saillat, France	Camarillo, California	Garden City, Kansas
Gdansk, Poland	Carson, California	Kansas City, Kansas
Kwidzyn, Poland	Cerritos, California <i>leased</i>	Bowling Green, Kentucky
Svetogorsk, Russia	Compton, California	Lexington, Kentucky
	Elk Grove, California	Louisville, Kentucky
<b>INDUSTRIAL PACKAGING</b>	Exeter, California	Walton, Kentucky
	Gilroy, California (2 locations)	Bogalusa, Louisiana
<b>Containerboard</b>	Los Angeles, California	Lafayette, Louisiana
<b>U.S.:</b>	Modesto, California	Shreveport, Louisiana
Pine Hill, Alabama	Ontario, California	Springhill, Louisiana
Prattville, Alabama	Salinas, California	Auburn, Maine
Cantonment, Florida (Pensacola Mill)	Sanger, California	Three Rivers, Michigan
Rome, Georgia	San Leandro, California <i>leased</i>	Arden Hills, Minnesota
Savannah, Georgia	Santa Fe Springs, California (2 locations)	Austin, Minnesota
Cayuga, Indiana	Stockton, California	Fridley, Minnesota

Minneapolis, Minnesota <i>leased</i>	Hazleton, Pennsylvania	Nanjing China (1)
Shakopee, Minnesota	Kennett Square, Pennsylvania	Shanghai, China (2 locations) (1)
White Bear Lake, Minnesota	Lancaster, Pennsylvania	Shenyang, China (1)
Houston, Mississippi	Mount Carmel, Pennsylvania	Suzhou, China (1)
Jackson, Mississippi	Georgetown, South Carolina	Tianjin, China (2 locations) (1)
Magnolia, Mississippi <i>leased</i>	Laurens, South Carolina	Wuhan, China (1)
Olive Branch, Mississippi	Lexington, South Carolina	Arles, France
Fenton, Missouri	Ashland City, Tennessee <i>leased</i>	Chalon-sur-Saone, France
Kansas City, Missouri	Cleveland, Tennessee	Creil, France
Maryland Heights, Missouri	Elizabethton, Tennessee <i>leased</i>	LePuy, France (Espaly Box Plant)
North Kansas City, Missouri <i>leased</i>	Morristown, Tennessee	Mortagne, France
St. Joseph, Missouri	Murfreesboro, Tennessee	Guadeloupe, French West Indies
St. Louis, Missouri	Amarillo, Texas	Batam, Indonesia (1)
Omaha, Nebraska	Carrollton, Texas (2 locations)	Bellusco, Italy
Barrington, New Jersey	Edinburg, Texas	Catania, Italy
Bellmawr, New Jersey	El Paso, Texas	Pomezia, Italy
Milltown, New Jersey	Ft. Worth, Texas <i>leased</i>	San Felice, Italy
Spotswood, New Jersey	Grand Prairie, Texas	Kuala Lumpur, Malaysia (1)
Thorofare, New Jersey	Hidalgo, Texas	Juhor, Malaysia (1)
Binghamton, New York	McAllen, Texas	Apodaco (Monterrey), Mexico <i>leased</i>
Buffalo, New York	San Antonio, Texas (2 locations)	Ixtaczoquitlan, Mexico
Rochester, New York	Sealy, Texas	Juarez, Mexico <i>leased</i>
Scotia, New York	Waxahachie, Texas	Los Mochis, Mexico
Utica, New York	Lynchburg, Virginia	Puebla, Mexico <i>leased</i>
Charlotte, North Carolina (2 locations)     1 <i>leased</i>	Petersburg, Virginia	Reynosa, Mexico
Lumberton, North Carolina	Richmond, Virginia	San Jose Iturbide, Mexico
Manson, North Carolina	Moses Lake, Washington	Santa Catarina, Mexico
Newton, North Carolina	Olympia, Washington	Silao, Mexico
Statesville, North Carolina	Yakima, Washington	Villa Nicolas Romero, Mexico
Byesville, Ohio	Fond du Lac, Wisconsin	Zapopan, Mexico
Delaware, Ohio	Manitowoc, Wisconsin	Agadir, Morocco
Eaton, Ohio		Casablanca, Morocco
Madison, Ohio	<b>International:</b>	Kenitra, Morocco
Marion, Ohio	Manaus, Amazonas, Brazil	Singapore, Singapore (1)
Marysville, Ohio <i>leased</i>	Paulinia, São Paulo, Brazil	Almeria, Spain
Middletown, Ohio	Rio Verde, Goias, Brazil	Barcelona, Spain
Mt. Vernon, Ohio	Suzano, São Paulo, Brazil	Bilbao, Spain
Newark, Ohio	Las Palmas, Canary Islands	Gandia, Spain
Streetsboro, Ohio	Tenerife, Canary Islands	Madrid, Spain
Wooster, Ohio	Rancagua, Chile	Bangkok, Thailand (1)
Oklahoma City, Oklahoma	Baoding, China (1)	Adana, Turkey
Beaverton, Oregon (3 locations)	Beijing, China (1)	Bursa, Turkey
Hillsboro, Oregon	Chengdu, China (1)	Corlu, Turkey
Portland, Oregon	Dalian, China (1)	Corum, Turkey
Salem, Oregon <i>leased</i>	Dongguan, China (1)	Gebze, Turkey
Biglerville, Pennsylvania (2 locations)	Guangzhou, China (2 locations) (1)	Izmir, Turkey
Eighty-four, Pennsylvania	Hohhot, China (1)	



**2016 CAPACITY INFORMATION  
CONTINUING OPERATIONS**

<i>(in thousands of short tons except as noted)</i>	U.S.	EMEA	Americas, other than U.S.	India	Total
<b>Industrial Packaging</b>					
Containerboard <sup>(a)</sup>	13,305	44	366	—	13,715
<b>Global Cellulose Fibers</b>					
Dried Pulp <i>(in thousands of metric tons)</i>	2,912	297	535	—	3,744
<b>Printing Papers</b>					
Uncoated Freesheet	1,808	1,153	1,135	266	4,362
Bristols	165	—	—	—	165
<b>Uncoated Papers and Bristols</b>	<b>1,973</b>	<b>1,153</b>	<b>1,135</b>	<b>266</b>	<b>4,527</b>
Newsprint	—	285	—	—	285
<b>Total Printing Papers</b>	<b>1,973</b>	<b>1,438</b>	<b>1,135</b>	<b>266</b>	<b>4,812</b>
<b>Consumer Packaging</b>					
Coated Paperboard	1,206	395	—	—	1,601

*(a) In addition to Containerboard, this also includes saturated kraft, kraft bag, and gypsum.*

**Forest Resources**

We own, manage or have an interest in approximately 1.4 million acres of forestlands worldwide. These forestlands and associated acres are located in the following regions:		(M Acres)
Brazil		329
We have harvesting rights in:		
Russia		1,047
Poland		—
<b>Total</b>		<b>1,376</b>

**INTERNATIONAL PAPER COMPANY**  
**2017 MANAGEMENT INCENTIVE PLAN (MIP)**

Amended and Restated as of January 1, 2017

**I. Purposes of the Plan and Plan Description**

The purposes of this Plan are to: (a) provide an incentive to reward Participants for results in improving the financial performance of the Company; (b) attract and retain the best talent available; and (c) further align the interests of the Participants and the Company's shareowners.

The Plan is an annual cash incentive plan developed around the achievement of pre-established Performance Objectives and funded based on the Company's achievement level against those Performance Objectives.

**II. Definitions**

**Award Scale**

"Award Scale" means the conversion of the Performance Objective Rating to a percent of Target Award earned.

**Cause**

"Cause" includes but is not limited to misconduct or other activity detrimental to the business interest or reputation of the Company or continued unsatisfactory job performance without making reasonable efforts to improve. Examples include insubordination, protracted or repeated absence from work without permission, illegal activity, disorderly conduct, etc.

**CEO Special Award Pool**

"CEO Special Award Pool" means the amount payable for CEO Special Awards as determined in Section III.

**Committee**

"Committee" means the Management Development and Compensation Committee of the Company's Board of Directors.

**Company**

"Company" means International Paper Company, a New York corporation, together with its Subsidiaries.

## Earnings Before Interest, Taxes, Depreciation and Amortization or EBITDA

“Earnings Before Interest, Taxes, Depreciation and Amortization” or “EBITDA” means (1) earnings from continuing operations before interest, income taxes, equity earnings and cumulative effect of accounting changes, and before the impact of special items and non-operating pension expense, plus (2) depreciation, amortization, and cost of timber harvested. The Company’s EBITDA metric excludes the impact of non-operating pension expense and special items, including by way of example but without limitation gains or losses associated with the following: (a) asset write-downs or impairment charges; (b) litigation or claim judgments or settlements; (c) the effect of changes in tax laws, accounting principles or other laws or provisions affecting reported results; (d) accruals for reorganization and restructuring programs; (e) unusual or infrequently occurring items as described in then-current generally accepted accounting principles; (f) unusual or infrequently occurring items as described in management’s discussion and analysis of financial condition and results of operations appearing in the Company’s annual report to shareowners for the applicable year; (g) acquisitions or divestitures; and (h) foreign exchange gains and losses.

## Employee

“Employee” means a regular, active, full-time employee of the Company employed on a non-temporary basis.

- Executive Officer

An Employee in a position designated as Senior Vice President or above.

## Misconduct

“Misconduct” includes but is not limited to an act detrimental to the business interest or reputation of the Company or any act determined to be a deliberate disregard of the Company’s rules, or violation of the Employee’s Non-Competition or Non-Solicitation Agreement.

## Operating Plan

“Operating Plan” means the Operating Plan for the Plan Year as approved by the Company’s Board of Directors.

## Participant

“Participant” means a person who has been designated as a participant in the Plan, according to [Section V](#).

## Performance Objective Rating

“Performance Objective Rating” means the percentage amount assigned to a Performance Objective for a level of performance achievement.

#### Performance Objectives

“Performance Objectives” mean the measures identified by the Company and approved by the Committee identified in Section VI.

#### Plan or MIP

“Plan” or “MIP” means this Management Incentive Plan, amended and restated as of January 1, 2017.

#### Plan Year

“Plan Year” means the twelve month period corresponding to the Company’s fiscal year (January 1 through December 31).

#### Retirement Eligible

“Retirement Eligible” means an employee is at least age 55 with 10 years of service or age 65

#### Return on Invested Capital or ROIC

“Return on Invested Capital” or “ROIC” means operating earnings before interest, including both earnings from continuing and discontinued operations (up through the date of sale), and before the impact of special items and non-operating pension expense, divided by average invested capital. Invested capital is total equity (adjusted for pension) plus interest bearing liabilities. The numerator in the Company’s ROIC metric excludes the impact of non-operating pension expense and special items, including by way of example but without limitation gains or losses associated with the following: (a) asset write-downs or impairment charges; (b) litigation or claim judgments or settlements; (c) the effect of changes in tax laws, accounting principles or other laws or provisions affecting reported results; (d) accruals for reorganization and restructuring programs; (e) unusual or infrequently occurring items as described in then-current generally accepted accounting principles; (f) unusual or infrequently occurring items as described in management’s discussion and analysis of financial condition and results of operations appearing in the Company’s annual report to shareowners for the applicable year; (g) acquisitions or divestitures; and (h) foreign exchange gains and losses.

## Subsidiary

“Subsidiary” means any company that is owned (50% or more) or controlled by the Company, directly or indirectly.

## Target Award

“Target Award” means an amount equal to (a) for each Executive Officer, the percentage of base salary approved for such officer by the Committee or, for the CEO, by the independent members of the Company’s Board of Directors, and (b) for each other Participant, the percentage of salary range midpoint applicable to the actual position level of such Participant, shown in Appendix A.

## Total MIP Award Pool

“Total MIP Award Pool” means an amount generated by the sum of eligible Participants’ Target Awards multiplied by the Company’s percentage achievement of its Performance Objectives.

### **III. CEO Special Award Pool**

The CEO may approve the payment of CEO Special Awards to Employees for extraordinary individual performance. The CEO may designate a portion of the Total MIP Award Pool to fund CEO Special Awards (regardless of whether the recipients are otherwise eligible to participate in the Plan), or CEO Special Awards may be funded separately from the Plan without any impact to the Total MIP Award Pool. The CEO Special Award Pool, if any, has historically been in the range of 1.5% to 3.0% of the Total MIP Award Pool.

### **IV. Administration of the Plan**

The Plan operates at the discretion of the Committee. The Committee may exercise considerable discretion and judgment in interpreting the Plan, and adopting, from time to time, rules and regulations that govern the administration of the Plan.

The Committee has delegated authority to the CEO or his designee for the day-to-day administration of the Plan, except with respect to awards made to the CEO or any other Executive Officer.

Decisions of the Committee are final, conclusive and binding on all parties, including the Company, its shareowners, and employees.

**V. Participation in the Plan**

Participation in the Plan is limited to Executive Officers and individuals who meet the definition of Employee set forth in Section II whose position level is 14 or higher. Except as set forth in Section VII, a Participant must be an Employee as of September 30 of the Plan Year *and* on the date of the award payout in order to be eligible to receive a payout.

Employees who are eligible for participation in any other short-term, cash-based incentive compensation plan of the Company are not eligible for participation in this Plan.

An Employee who becomes eligible to participate in the Plan during the Plan Year or who moves from one eligible position level to another position level or becomes an Executive Officer will be eligible for a prorated award. An Employee who moves from an eligible position to a non-eligible position during the Plan Year will be eligible for a prorated award based on the number of months the employee was eligible during the Plan Year.

Participation in this Plan, or receipt of an award under this Plan, does not give a Participant or Employee any right to a subsequent award, or any right to continued employment by the Company for any period.

**VI. Award Pool and Award Scale**

**A. Performance Objectives – Funding the Total MIP Award Pool**

The Company must achieve at least a minimum level of performance, as pre-established and approved by the Committee, in order to fund the Total MIP Award Pool.

The Total MIP Award Pool will be determined based on achievement of the Performance Objectives listed below during the Plan Year.

The maximum level of performance achievement that may be applied to calculate the Total MIP Award Pool for the Plan Year is 200%.

- **70% Weight: Absolute EBITDA**

<u>Performance</u>	<u>Award %</u>
Greater than Operating Plan and up to 20% above Operating Plan	+0.125% for each \$1MM improvement greater than Operating Plan up to 20% above Operating Plan
Operating Plan	100%
From 75% of Operating Plan to less than Operating Plan	-0.05% for each \$1MM drop below Operating Plan down to 75% of Operating Plan

- **30% Weight: Absolute ROIC**

<u>Performance</u>	<u>Award %</u>
Greater than Operating Plan and up to 30% above Operating Plan	'+ 3.33% for each 0.1% improvement greater than Operating Plan up to 30% above Operating Plan
Operating Plan	100%
From 75% of Operating Plan to less than Operating Plan	'-2.0% for each 0.1% drop below Operating Plan down to 75% of Operating Plan

- **Performance Objective Rating**

The Company's achievement of each Performance Objective will be evaluated by the Company as of the end of the Plan Year, and reviewed and verified by the Company's external auditors.

The Company's determination of performance achievement will be presented to the Committee for its review and approval at the February meeting following the end of the Plan Year.

- **B. Approval by the Committee of the Total MIP Award Pool**

The Committee approves the Total MIP Award Pool based on the Company's performance achievement against the Performance Objectives described above.

The Committee may determine in its sole discretion to reduce or eliminate the Total MIP Award Pool based upon any objective or subjective criteria it deems appropriate.

The Committee may determine in its sole discretion to increase the Total MIP Award Pool above the calculated amount by no more than 25% based upon any objective or subjective criteria it deems appropriate. In no event shall the Total MIP Award Pool exceed the Maximum Award Pool of 200%.

The Company shall make every effort to provide projected performance achievement to the Committee by the December meeting with the intent of understanding the Committee's desire whether to exercise its discretion with regard to increasing or decreasing the Total MIP Award Pool.

The amount allocated for payment of awards under the Plan and for the CEO Special Award Pool may not exceed the Total MIP Award Pool.

## **VII. Individual Participant Awards**

### **A. Individual Award Recommendations**

Following the end of the Plan Year, the CEO (in consultation with the Senior Vice President, Human Resources) will recommend to the Committee the individual MIP awards for awards made to any Executive Officer (other than the CEO) and an aggregate award amount for all other Participants.

The Committee will recommend to the independent members of the Board the amount of the MIP award for the CEO and any other employee-director, if any.

These recommendations will be presented to the Committee, and in the case of the CEO to the Board, for its review and approval at the February meeting following the end of the Plan Year.

### **B. Payout of Individual Awards**

Participants each have a **Target Award** expressed as (a) for each Executive Officer, a percentage of base salary approved for such officer by the Committee or, for the CEO, by the independent members of the Company's Board of Directors, and (b) for each other Participant, a percentage of the midpoint of a defined salary range based on position level as set forth on the attached Appendix A.

A Participant's **Calculated Award** is equal to the Participant's Target Award multiplied by the Company's actual performance percentage achieved and may be reduced by the percentage designated for the CEO Special Award Pool.

A Participant's **Final Award** is equal to the Participant's Calculated Award adjusted by the Participant's individual performance achievement, which may or may not include business unit, facility or mill performance, as determined by his or her manager against pre-established performance objectives. A Participant's individual award is capped at 200% of his or her Target Award.

A Participant may be eligible to receive a CEO Special Award in addition to his or her Final Award, which may cause the Participant's actual award to be paid to exceed 200%, provided, however, that if CEO Special Awards are funded through the Plan the sum of all Final Awards plus CEO Special Awards may not exceed the Total MIP Award Pool.

The following is an example of an award payout calculation for a Participant.

	Weight	Achieve	Payout
<b>Company Performance</b>	100%	106.79%	106.79%
<small>(as reduced by CEO Special Award Pool)</small>			
<b>PL15 Target</b>			\$16,600
<b>Calculated Award</b>			\$17,700
			<small>(106.79% x \$16,600)</small>
<b>Individual Performance</b>			115%
<b>Final Award</b>			\$20,400
			<small>(115% x \$17,700)</small>

### C. Impact of Temporary Layoff for Salaried Employees

The MIP award of a Participant who is involuntarily, temporarily laid off by the Company will be determined as follows:

- *Layoff of three months or less followed by return to active employment for Company* : The Participant will be eligible for his or her Calculated Award payable under the terms of the Plan. The Calculated Award will not be reduced for the period of temporary layoff.
- *Layoff of three months or less followed by termination of employment*: The Participant will be eligible for his or her Calculated Award payable under the terms of the Plan. The Participant's eligibility for an award will be determined under Section VII(E) and (F). The award payable, if any, will not be reduced for the period of temporary layoff.

**D. Impact of Leave of Absence for Salaried Employees**

A Participant's Target Award will not be prorated for the number of months on a leave of absence during the Plan Year. The Participant's final award is based on the Participant's individual performance achievement, which may include business unit, facility or mill performance, as determined by his or her manager against pre-established performance objectives.

**E. Cancellation of Award Upon Certain Events Prior to Payout**

An award not yet paid (prior to actual payment, see Note below) will cancel as of the date of the Participant's termination of employment in the following events:

- Voluntary resignation before retirement eligibility;
- Termination for Cause;
- Violation of a Non-Compete, Non-Solicitation or Confidentiality Agreement, as applicable;
- Failure by an Executive Officer to submit notice of retirement one year in advance of the effective date of his or her retirement, except in the event of death, disability or waiver by the Management Development and Compensation Committee; and
- Misconduct. The determination of whether a Participant has engaged in Misconduct shall be made by the Senior Vice President, Human Resources, or by the Management Development and Compensation Committee with regard to employees of the Company in a position designated as Senior Vice President or above, or by the Board of Directors for a determination with regard to the Chief Executive Officer.

Note: Awards will be cancelled in the situations listed above even if time and performance have been met but the award has not yet been physically paid at the time of termination. Any dispute as to whether any of the events described in this paragraph have occurred will be resolved by the Committee in its sole discretion in accordance with Section IV.

**F. Proration Upon Certain Events**

An award not yet paid will be prorated based upon the number of months of employment during the Plan Year in which the Participant worked 15 days or more.

Awards paid at the target amount in connection with a termination scenario during the Plan Year are not deemed an MIP Award and accordingly are not paid from the

Total MIP Award Pool, but instead are charged to the appropriate cost center, as part of the termination allowance.

TERMINATION SCENARIO	DATE OF TERMINATION	AMOUNT TO BE PAID	TIME OF PAYMENT
<b><i>For All MIP-eligible Employees other than Senior Vice Presidents &amp; CEO</i></b>			
<b>DURING PLAN YEAR</b>			
<ul style="list-style-type: none"> <li>• Death</li> <li>• Long-Term Disability</li> <li>• Eligible for Termination Allowance * (see Note)</li> <li>• Divestiture of Participant's Business</li> </ul>	1/1 through 12/31	<u>Pro rata</u> Target Award	As soon as practical following termination
<ul style="list-style-type: none"> <li>• Retirement eligible</li> </ul>	1/1 through 11/30	<u>Pro rata</u> Target Award	As soon as practical following termination
	Month of December	<u>Full</u> Calculated Award based on Actual performance	At time of normal MIP payout
<b>AFTER PLAN YEAR BUT BEFORE MIP PAYOUT</b>			
<ul style="list-style-type: none"> <li>• Death</li> <li>• Long-Term Disability</li> <li>• Eligible for Termination Allowance* (see Note)</li> <li>• Divestiture of Participant's Business</li> <li>• Retirement eligible</li> </ul>	1/1 (of year following plan year) through MIP payout date	<u>Full</u> prior year Calculated Award based on Actual performance  AND  <u>Pro rata</u> Target Award for year of termination	Calculated Award is paid at time of normal MIP payout  AND  <u>Pro rata</u> Target Award is paid as soon as practical following termination
<b><i>For Senior Vice Presidents and CEO</i></b>			
<ul style="list-style-type: none"> <li>• Death</li> <li>• Long-Term Disability</li> </ul>	1/1 through 12/31	<u>Pro rata</u> Target Award	As soon as practical following termination
<ul style="list-style-type: none"> <li>• Retirement eligible</li> <li>• Eligible for Termination Allowance* (see Note)</li> <li>• Divestiture of Participant's Business</li> </ul>	1/1 through 12/31	<u>Pro rata</u> Calculated Award based on Actual performance	At time of normal MIP payout

\*NOTE:

*U.S.: Eligible for a Termination Allowance under Company Salaried Employee Severance Plan. A U.S. Participant who does not sign the Company's Termination Agreement and Release in connection with the payment of a Termination Allowance will forfeit his or her MIP award, unless retirement eligible.*

### **VIII. Allocation of MIP Award Pool among Business Units and Corporate Staff Organizations**

Each Business Unit and Corporate Staff Organization is allocated a portion of the Total MIP Award Pool, reduced by the CEO Special Award Pool, based on the Company's performance achievement of the Performance Objectives. Such allocations may be further adjusted by the CEO based upon any objective or subjective criteria the CEO deems appropriate.

### **IX. Payment of Awards**

#### **A. Type of Payment**

MIP awards are paid in cash unless deferred by the Participant. Alternatively, the Committee may, in its sole discretion, authorize payment of all or a portion of earned MIP awards to all or certain groups of Participants under the Company's Incentive Compensation Plan in shares of Company stock.

#### **B. Time of Payment**

Awards may be paid in one or two installments, as determined by the Committee. Each such installment will be deemed to be a separate payment for purposes of Section 409A of the Internal Revenue Code and Treas. Reg. §1.409A-2(b)(2)(iii). In the event an award is paid in one installment, it will be made no later than March 15 following the Plan Year. In the event an award is paid in more than one installment, the first such payment will be made no later than March 15 following the Plan Year and the second such payment will be made no later than December 31 following the Plan Year. In no event will an award or any portion thereof be paid in the current Plan Year.

#### **C. Payment to Beneficiaries**

If a Participant dies prior to receipt of an approved award under the Plan, the award will be paid in accordance with the chart under Section VII(F) in a lump sum to the Participant's estate as soon as practicable but in no event later than 90 days after the date of death.

#### **D. Deferral of Payment**

Any Participant who is eligible for and has elected to participate in the Company's Deferred Compensation Savings Plan ("DCSP") may elect to defer payment, not to exceed 85%, of any award under this Plan by filing an irrevocable MIP Deferral Election by the last business day in December of the year prior to

the year in which such award would be earned. Awards or portions elected to be deferred will be credited with investment earnings or losses in accordance with provisions of, and the Participant's elections under, the DCSP. MIP awards that are deferred will be paid in accordance with the payment terms of the DCSP.

**X. Recoupment or Forfeiture of Awards**

If the Company reasonably believes that a Participant has committed an act of Misconduct either during employment or within 90 days after such employment terminates, the Company may terminate the Participant's participation in the Plan or seek recoupment of an Award paid under this Plan. Recoupment may be effectuated by a notice of recapture ("Recapture Notice") sent to such Participant within the 90-day period following the termination of employment. The Participant will be required to deliver to the Company an amount in cash equal to the gross cash payment of the Award to which such Recapture Notice relates within 30 days after receiving such Recapture Notice from the Company.

The Company has sole and absolute discretion to take action or not to take action pursuant to this Section X upon discovery of Misconduct, and its determination not to take action in any particular instance does not in any way limit its authority to terminate the participation of a Participant in the Plan and/or send a Recapture Notice in any other instance.

If any provision of this Section X is determined to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted by applicable law, and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.

**XI. Impact of Restatement of Financial Statements Upon Previous Awards.**

If any of the Company's financial statements are required to be restated, resulting from errors, omissions, or fraud, the Committee may (in its sole discretion, but acting in good faith) direct that the Company recover all or a portion of any such Award made to any, all or any class of Participants with respect to any fiscal year of the Company the financial results of which are negatively affected by such restatement. The amount to be recovered from any Participant shall be the amount by which the affected Award(s) exceeded the amount that would have been payable to such Participant had the financial statements been initially filed as restated, or any greater or lesser amount (including, but not limited to, the entire award) that the Committee shall determine. The Committee may determine to recover different amounts from different Participants or different classes of Participants on such bases as it shall deem appropriate. In no event shall the amount to be recovered by the Company be less than the amount required to be

repaid or recovered as a matter of law. The Committee shall determine whether the Company shall effect any such recovery (i) by seeking repayment from the Participant, (ii) by reducing (subject to applicable law and the terms and conditions of the applicable plan, program or arrangement) the amount that would otherwise be payable to the Participant under any compensatory plan, program or arrangement maintained by the Company or any of its affiliates, (iii) by withholding payment of future increases in compensation (including the payment of any discretionary bonus amount) or grants of compensatory awards that would otherwise have been made in accordance with the Company's otherwise applicable compensation practices, or (iv) by any combination of the foregoing.

**XII. Modification, Suspension or Termination of Plan**

The Committee may at any time suspend, terminate, modify or amend any or all of the provisions of this Plan.

**XIII. Governing Law**

The Plan is governed by the laws of the State of New York.

**XIV. Tax Withholding**

The Company has the right to make such provisions as it deems necessary or appropriate to satisfy any obligations it may have under law to withhold federal, state or local income or other taxes incurred by reason of payments pursuant to the Plan.

**XV. IP Political Action Committee ("PAC") Contributions**

A Participant who makes a valid election in accordance with the Company's procedures may deduct a specified amount or percentage from his or her MIP award for the purpose of contributing to the IP-PAC. The amount of the contribution may not exceed the federal limit for individual contributions to a political action committee. In no event shall a Participant's election to contribute or not contribute to the IP-PAC have any impact on a Participant's eligibility for, or amount of, his or her MIP award.

**XVI. Section 409A**

The Plan is intended to comply with the applicable requirements of Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"), and will be limited, construed and interpreted in accordance with such intent.

**XVII. Non-Transferability of Award**

No award under this Plan, and no rights or interests therein, will be assignable or transferable by a Participant (or legal representative).

**XVIII. Effective Date**

This Plan is effective as of January 1, 2017 and continues until terminated, suspended, modified, or amended by the Committee.

**Appendix A**

**Management Incentive Plan (MIP)**

**2017 Target Awards**

<b><u>Position Level</u></b>	<b><u>Target Award (% of Midpoint)*</u></b>	<b><u>Target Award (Value)*</u></b>
34	70%	\$403,100
33	65%	\$342,700
32	65%	\$313,400
31	60%	\$264,900
30	55%	\$229,000
29	50%	\$188,500
28	50%	\$174,700
27	45%	\$143,800
26	45%	\$131,500
25	40%	\$106,900
24	40%	\$100,000
23	35%	\$80,000
22	30%	\$62,700
21	30%	\$57,400
20	25%	\$43,900
19	25%	\$40,800
18	20%	\$30,300
17	20%	\$28,300
16	20%	\$26,200
15	15%	\$18,200
14	15%	\$16,900

*\*Target Award % of Base Salary midpoint and value for non-U.S. participants may vary based on local market practice. The 2017 U.S. Core*

*Salary Structure increased 3.0% over 2016, for PLs 14 and above.*

**PARTICIPANTS AS OF JANUARY 1, 2017**  
**UNDER THE EXECUTIVE MANAGEMENT INCENTIVE PLAN**

<b>Mark S. Sutton</b>	Chairman and Chief Executive Officer
<b>W. Michael Amick, Jr.</b>	SVP – Papers The Americas
<b>C. Cato Ealy</b>	SVP – Corporate Development
<b><i>William P. Hoel*</i></b>	<i>SVP – Container The Americas</i>
<b>Tommy S. Joseph</b>	SVP – Manufacturing, Technology, EH&S & Global Sourcing
<b>Thomas G. Kadien</b>	SVP – Human Resources, Government Relations & Global Citizenship
<b>Glenn R. Landau</b>	SVP – Finance ( <i>Chief Financial Officer-Elect</i> )
<b>Tim S. Nicholls</b>	SVP – Industrial Packaging The Americas
<b>Jean-Michel Ribieras</b>	SVP – Global Cellulose Fibers
<b><i>Carol L. Roberts*</i></b>	<i>SVP – Chief Financial Officer</i>
<b>Sharon R. Ryan</b>	SVP – General Counsel & Corporate Secretary
<b>John V. Sims</b>	SVP – President, IP Europe, Middle East, Africa & Russia
<b>Catherine I. Slater</b>	SVP – Consumer Packaging
<b>Gregory T. Wanta</b>	SVP – North American Container

Any other individual elected to the position of Senior Vice President or above during 2017.

**\*NOTE:**

Executives in italics will be retiring as of March 31, 2017, but remain eligible to receive a prorated 2017 MIP based on the plan guidelines.

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**EXECUTIVE MANAGEMENT INCENTIVE PLAN  
2017 COMPANY BUSINESS OBJECTIVE AND INTERMEDIATE PERFORMANCE OBJECTIVES**

<b>Plan Element</b>	<b>162(m) Limit Approved by Committee</b>
Company Business Objective:	<ul style="list-style-type: none"><li>• Positive EBITDA Before Special Items</li></ul>
Intermediate Performance Objectives:	<ul style="list-style-type: none"><li>• Same as 2017 Management Incentive Plan objectives</li></ul>

**International Paper Company**  
**Notice of Award under the**  
**2017 Performance Share Plan (“PSP”)**

NAME  
 ADDRESS  
 ADDRESS

**Identification Number: Employee ID #**

THIS CERTIFIES THAT, effective January 1, 2017, the Management Development and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of International Paper Company (the “Company”) has authorized the grant (the “Award”) of performance-based restricted stock units (“Performance Share Units” or “PSUs”) to [ **NAME** ] (the “Participant”) under the terms and conditions of the International Paper Company Amended and Restated 2009 Incentive Compensation Plan (the “Plan”). The Award is subject to the Terms and Conditions on the reverse side of this certificate.

**Date of Award: January 1, 2017**

**Target Number of PSUs: [###]**

**Performance Period: January 1, 2017 through December 31, 2019**

The Committee has approved the target number of PSUs for this Award, which is [ **XX** ] . The actual number of PSUs that the Participant may receive under this Award will be based on the Company’s performance achievement over the 2017-2019 performance period. The actual number of PSUs that the Participant may receive at the end of the 2017-2019 performance period may be greater or less than the target number of PSUs based on the Company’s actual performance achievement. The actual number of PSUs to be paid at the end of the performance period may be reduced at the discretion of the Committee.

Terms not otherwise defined in this certificate have the meaning assigned to them in the Plan. In the event of any inconsistency between the Terms and Conditions and the provisions of the Plan, the Plan will govern. By accepting this Award, the Participant acknowledges receipt of a copy of the Company’s PSP prospectus, represents that he or she is familiar with the terms and conditions of the Plan and agrees to accept this Award subject to all the terms and conditions of the Plan and of the Award.

IN WITNESS WHEREOF, the Company has caused this Award to be executed by its duly authorized officer as of the 1st day of January, 2017 .

International Paper Company

Mark S. Sutton  
 Chairman and Chief Executive Officer

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## TERMS AND CONDITIONS OF AWARD

This Performance Share Plan award agreement is made between you, the Participant, and International Paper Company, a New York corporation (the "Company"), by direction of the Management Development and Compensation Committee (the "Committee") of the Board of Directors (the "Board"). This award ("Award") is subject to the provisions of the Company's Amended and Restated 2009 Incentive Compensation Plan (the "Plan"). Terms not defined herein are defined in the Plan. This award agreement serves as your acceptance of the PSP award and the terms and conditions described in this agreement.

1. **Compliance with Laws and Regulations.** It is intended that this Award, and any securities issued pursuant to this Award, will comply with all provisions of federal and applicable state securities laws.
2. **Performance-Based Restricted Stock Units**
  - (a) All performance-based restricted stock units ("Performance Share Units" or "PSUs") issued under this Award will be contingently awarded with respect to the specific three-year performance period (the "Performance Period") as described in the Notice of Award set forth on the reverse. PSUs may not be sold, transferred, pledged or assigned at any time. You will be asked to file a beneficiary designation form with the Company that names the beneficiary or beneficiaries of the Award.
  - (b) Payout of an Award is contingent solely upon the Company's achievement of the performance goals over the Performance Period, and not on individual performance.
  - (c) All dividend equivalent units accrued during the Performance Period will be reinvested in additional PSUs (which will be allocated to the same Performance Period and will be subject to being earned on the same basis as the original Award).
3. **Payment of Withholding Taxes.** Generally, to pay withholding taxes due on an Award upon payout, the Company will reduce the number of PSUs paid to you by an amount sufficient to pay statutorily required withholding taxes.
4. **Method of Determining Actual Award and Removal of Restrictions**
  - (a) As soon as practicable after the Performance Period, the number of PSUs to be paid under this Award will be determined by the Committee. The decision by the Committee will be final, conclusive and binding upon all parties, including the Company, the shareowners and you. Following the Committee's approval of the payout, you will receive unrestricted shares of Company common stock equal to the number of PSUs payable to you.
  - (b) You will receive prorated PSUs in the following events: (i) termination of your employment if you are eligible for a termination allowance (and, in the United States, you sign the Company's termination agreement and release in connection with the payment of a termination allowance); (ii) termination of your employment as a result of the divestiture of your business (iii) death; (iv) Disability; or (v) voluntary resignation after retirement eligibility as defined under the Retirement Plan of the Company. In these events, you (or, if applicable, your beneficiary or estate) will receive the number of PSUs that would have been earned based on actual Company performance, prorated based for your months of service during the Performance Period. Such PSUs are payable at the same time and in the same form as otherwise payable under the Plan.
  - (c) Your award will be forfeited and cancelled upon the following events: (i) termination of your employment for Cause, (ii) in the United States, your refusal to sign the Company's termination agreement and release in connection with the payment of a termination allowance, (iii) voluntary resignation before retirement eligibility, (iv) violation of a Non-Competition Agreement or Non-Solicitation Agreement, (v) failure of an Executive Officer to provide one-year's notice of retirement, (vi) your Misconduct, or (vii) termination of your employment on or before February 1 of the first year of the three-year performance period for the award.
  - (d) Except as may be provided in a Change in Control Agreement, in the event of Change in Control of the Company, the Award will be treated as described in the Administrative Guidelines for the Plan.
  - (e) In the event the Company's financial statements are required to be restated as a result of errors, omissions or fraud, the Company may recover all or a portion of any Award with respect to any fiscal year of the Company the financial results of which are negatively affected by such restatement.
5. **Changes in Stock.** In the event of any stock dividend, split, reclassification or other analogous change in capitalization, or any distribution (other than regular cash dividends) to holders of the Company's common stock, the Committee will make such adjustments, if any, as it deems to be equitable in the number of PSUs awarded you.
6. **Other Terms and Conditions**
  - (a) The Board or the Committee may, at any time and from time to time, amend, modify or terminate the Plan without shareowner approval, subject to certain limitations described in the plan. Further, the granting of an Award is discretionary by the Company. The Company may change the eligibility or other provisions of the Plan with Committee approval at any time.
  - (b) You (or your estate or beneficiary) will promptly provide all information related to this Award that is requested by the Company for its tax returns.
  - (c) You (and your surviving spouse, beneficiary, executor, administrator, heirs, successors or assigns) hereby agree to accept as binding, conclusive and final all decisions that are made by the Committee with respect to interpretations of the terms and condition of the Plan or this Award and with respect to any questions or disputes arising under the Plan or this Award.
  - (d) Participation in the Plan and receipt of this Award will not give you any right to a subsequent award, or any right to continued employment by the Company for any period, nor will the granting of an award give the Company any right to your continued services for any period. You understand that this Award is in addition to, and not a part of, your annual salary.
  - (e) You agree that if execution of a Non-Competition and/or a Non-Solicitation Agreement is required, this Award will be contingent upon your execution of such agreement(s).

**INTERNATIONAL PAPER COMPANY**  
**STATEMENT OF COMPUTATION OF PER SHARE EARNINGS (b)**  
**(Unaudited)**  
**(In millions, except per share amounts)**

<i>In millions, except per share amounts</i>	<b>2016</b>	<b>2015</b>	<b>2014</b>
Earnings (loss) from continuing operations	\$ 909	\$ 938	\$ 568
Discontinued operations	(5)	—	(13)
Net earnings (loss)	904	938	555
Effect of dilutive securities	—	—	—
Net earnings - assuming dilution	\$ 904	\$ 938	\$ 555
Average common shares outstanding	411.1	417.4	427.7
Effect of dilutive securities			
Restricted stock performance share plan	4.5	3.2	4.2
Stock options (a)	—	—	0.1
Average common shares outstanding - assuming dilution	415.6	420.6	432.0
Earnings (loss) per common share from continuing operations	\$ 2.21	\$ 2.25	\$ 1.33
Discontinued operations	(0.01)	—	(0.03)
Net earnings (loss) per common share	\$ 2.20	\$ 2.25	\$ 1.30
Earnings (loss) per common share from continuing operations - assuming dilution	\$ 2.19	\$ 2.23	\$ 1.31
Discontinued operations	(0.01)	—	(0.02)
Net earnings (loss) per common share - assuming dilution	\$ 2.18	\$ 2.23	\$ 1.29

(a) Options to purchase shares were not included in the computation of diluted common shares outstanding if their exercise price exceeded the average market price of the Company's common stock for each respective reporting date.

**INTERNATIONAL PAPER COMPANY**  
**COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES**  
**AND PREFERRED STOCK DIVIDENDS**  
(Dollar amounts in millions)

TITLE	For the Years Ended December 31,				
	2012	2013	2014	2015	2016
(A) Earnings (loss) from continuing operations before income taxes and equity earnings	\$ 967.0	\$ 1,228.0	\$ 872.0	\$ 1,266.0	\$ 956.0
(B) Noncontrolling interests, net of taxes	(5.0)	17.0	19.0	21.0	2.0
(C) Fixed charges excluding capitalized interest	782.0	705.5	694.2	700.2	748.2
(D) Amortization of previously capitalized interest	24.2	24.7	23.9	20.7	19.5
(E) Distributed income of equity investees	—	—	56.1	35.0	59.7
(F) Earnings (loss) from continuing operations before income taxes and fixed charges	\$ 1,768.2	\$ 1,975.2	\$ 1,665.2	\$ 2,042.9	\$ 1,785.4
<b>Fixed Charges</b>					
(G) Interest and amortization of debt expense	\$ 714.7	\$ 648.3	\$ 642.9	\$ 643.5	\$ 694.5
(H) Interest factor attributable to rentals	61.6	56.1	51.3	56.7	53.7
(I) Preferred dividends of subsidiaries	5.7	1.1	—	—	—
(J) Capitalized interest	36.6	17.0	23.2	24.8	28.2
(K) Total fixed charges	\$ 818.6	\$ 722.5	\$ 717.4	\$ 725.0	\$ 776.4
(L) Ratio of earnings to fixed charges	2.16	2.73	2.32	2.82	2.30

NOTE: Dividends on International Paper's preferred stock are insignificant. As a result, for all periods presented, the ratios of earnings to fixed charges and preferred stock dividends are the same as the ratios of earnings to fixed charges.

International Paper Company (NY)  
Subsidiaries and Joint Ventures (Majority Owned)  
as of December 31, 2016

Name	Jurisdiction
Ace Packaging Systems, Inc.	Michigan
Balsa Forests LLC	Delaware
Basswood Forests IIA LLC	Delaware
Basswood Forests LLC	Delaware
Branigar Organization, Inc., The	Illinois
Carton y Papel Reciclado, S.A.	Spain
Cartonajes International, S.L.	Spain
Cartonajes Union S.L.	Spain
Cartonnerie de Martinique SAS	France
Certified Forest Management LLC	Delaware
CircleTree Insurance Company	Vermont
CMCP - INTERNATIONAL PAPER S.A.S.	Morocco
Commercial Realty & Properties LLC	Delaware
Comptoir des Bois de Brive SAS	France
El Morro Corrugated Box Corporation	Puerto Rico
EM Xpedx, S.A. De C.V.	Mexico
Emballages Laurent SAS	France
English Oak LLC	Delaware
Federal Forestlands Inc.	Delaware
Forest Insurance Limited	Bermuda
Haig Point, Inc.	Delaware
I.P. CONTAINER HOLDINGS (SPAIN) S.L.	Spain
Instituto International Paper	Brazil
International Paper - 35, Inc.	Delaware
International Paper - Comércio de Papel e Participações Arapoti Ltda.	Brazil
International Paper - Kwidzyn Sp. Z O.O.	Poland
International Paper (Asia) Limited	Hong Kong
International Paper (Deutschland) GmbH	Germany
International Paper (Europe) S.à r.l.	Luxembourg
International Paper (India) Private Limited	India
International Paper (Malaysia) Sdn Bhd	Malaysia
International Paper (New Zealand) Limited	New Zealand
International Paper (Poland) Holding sp. z o.o.	Poland
International Paper (UK) Limited	Scotland
International Paper (Xianghe) Packaging Co., Ltd.	China
International Paper Agroflorestal Ltda.	Brazil
International Paper APPM Limited	India
International Paper Benelux SPRL	Belgium
International Paper Canada Pulp Holdings ULC	Alberta
International Paper Cartones Ltda.	Chile
International Paper Cellulose Fibers Sales Sàrl	Switzerland
International Paper Company	Delaware
International Paper Company Employee Relief Fund	New York

International Paper Company (NY)  
Subsidiaries and Joint Ventures (Majority Owned)  
as of December 31, 2016

Name	Jurisdiction
International Paper Company Foundation	New York
International Paper Company Limited	England & Wales
International Paper Container (France) Holding SAS	France
International Paper CTA (Mexico), S.A. de C.V., SOFOM, E.N.R.	Mexico
International Paper Czech Republic, s.r.o.	Czech Republic
International Paper Distribution (Shanghai) Limited	People's Republic of China
International Paper Distribution Group (Taiwan) Limited	Taiwan, Province Of China
International Paper do Brasil Ltda.	Brazil
INTERNATIONAL PAPER DUTCH SERVICES B.V.	Netherlands
International Paper Embalagens da Amazônia Ltda.	Brazil
International Paper Embalagens Ltda.	Brazil
International Paper Export Sales, Inc.	Delaware
International Paper Exportadora Ltda.	Brazil
International Paper Financial Services, Inc.	Delaware
International Paper Financing France SARL	France
International Paper Foodservice (Shanghai) Co., Ltd.	China
International Paper Foodservice (Tianjin) Co., Ltd	China
International Paper Foodservice Europe Limited	United Kingdom
International Paper France SAS	France
International Paper Global Cellulose Fibers Holdings S.à r.l.	Luxembourg
International Paper Group (UK) Limited	England & Wales
International Paper Holdings (Luxembourg) S.à r.l.	Luxembourg
International Paper Hungary Kereskedelmi Kft.	Hungary
International Paper Industrie France SA	France
International Paper Investment (Shanghai) Co., Ltd.	China
International Paper Investments (Asia) B.V.	Netherlands
International Paper Investments (France) S.A.S	France
International Paper Investments (Holland) B.V.	Netherlands
International Paper Investments (Luxembourg) S.à r.l.	Luxembourg
International Paper Italia Srl	Italy
International Paper Japan Limited	Japan
International Paper Madrid Mill, S.L.	Spain
International Paper Manufacturing & Distribution Limited	Hong Kong
International Paper Mexico Company, S. de R.L. de C.V.	Mexico
International Paper Nordic Sales Company Oy	Finland
International Paper Packaging Malaysia Sdn. Bhd.	Malaysia
International Paper Papiers de Bureau SARL	France
International Paper Peru S.R.L.	Peru
International Paper Polska Sp. z o.o.	Poland
International Paper Procurement (Shanghai) Limited	People's Republic of China
International Paper Professional Services Corporation	Delaware
International Paper Realty Corporation	Delaware

International Paper Company (NY)  
Subsidiaries and Joint Ventures (Majority Owned)  
as of December 31, 2016

Name	Jurisdiction
International Paper Russia Holding B.V.	Netherlands
International Paper S.A.	France
International Paper Switzerland GmbH	Switzerland
International Paper Trading (Shanghai) Limited	People's Republic of China
International Paper Ukraine SE	Ukraine
IP Belgian Services Company SPRL	Belgium
IP Canada Holdings Limited	Canada
IP Cartones Y Corrugados, S. de R.L. de C.V.	Mexico
IP CBPR Properties 2 LLC	Delaware
IP CBPR Properties LLC	Delaware
IP Celimo SAS	France
IP Commercial Properties Inc.	Delaware
IP Corporate Management (Shanghai) Co. Ltd.	China
IP Eagle LLC	Delaware
IP Forest Resources Company	Delaware
IP Holding Asia Singapore Pte. Ltd.	Singapore
IP India Foundation	India
IP International Holdings, Inc.	Delaware
IP Mexico Holdings S.à r.l.	Luxembourg
IP Mineral Holdings LLC	Delaware
IP Petroleum Company, Inc.	Delaware
IP Realty Holdings LLC	Delaware
IP Singapore Holding Pte. Ltd.	Singapore
IP Timberlands Operating Company, Ltd.	Texas
IPAD Inc.	Delaware
Joshua Tree Forests LLC	Delaware
Juniper Forests LLC	Delaware
Lacebark LLC	Delaware
Lake Superior Land Company	Delaware
Longleaf Insurance Company	Tennessee
Longview, Portland & Northern Railway Company (LP&N Railway)	Washington
Lost Creek, Inc.	Delaware
Montauban Cartons SAS	France
Northwest Pines, Inc.	Delaware
Olmuksan International Paper Ambalaj Sanayi ve Ticaret Anonim Sirketi	Turkey
Papeteries d'Espaly SAS	France
Papeteries Etienne SAS	France
Pines II, Inc.	Delaware
Progres Action Citoyenne Maroc SARL	Morocco
Przedsiębiorstwo Produkcyjno-Handlowe "Tor-Pal" Spolka z Ograniczona Odpowiedzialnoscia	Poland
Red Bird Receivables, LLC	Delaware
Sabine River & Northern Railroad Company	Texas
Societe Guadeloupeenne de Carton Ondule SAS	France

International Paper Company (NY)  
Subsidiaries and Joint Ventures (Majority Owned)  
as of December 31, 2016

Name	Jurisdiction
Societe Mauritanienne de Cartons - SOMACAR, S.A.	Mauritania
Societe Mediterranee d'Emballages SAS	France
Societe Normande de Carton Ondule SAS	France
SP Forests L.L.C.	Delaware
Supplier Finance Company, LLC	Delaware
Sustainable Forests L.L.C.	Delaware
Sycamore Forests LLC	Delaware
Temple Associates, Inc.	Texas
Temple-Inland LLC	Delaware
Timberlands Capital Corp. II, Inc.	Delaware
Timberlands Capital Corp. III, Inc.	Delaware
TIN Intermediate, LLC	Delaware
TIN Land Financing, LLC	Delaware
TIN LLC	Delaware
TIN Timber Financing, LLC	Delaware
U. C. Realty Corp.	Delaware
Velarium Oy Ab	Finland
Weyerhaeuser Poland Sp. z o.o.	Poland
ZAO International Paper	Russia
ZAO Tikhvinsky Kompleksny Lespromokhoz	Russia

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement No. 333-202334 on Form S-3 and Registration Statements No. 333-01667, 333-75235, 333-37390, 333-85830, 333-85828, 333-85826, 333-85824, 333-85822, 333-85818, 333-85820, 333-108046, 333-120293, 333-145459, 333-154522, 333-154523, 333-159336, 333-129011, 333-164230, 333-212998 and 333-212999 on Form S-8 of our reports dated February 22, 2017, relating to the consolidated financial statements and financial statement schedule of International Paper Company, and the effectiveness of International Paper Company's internal control over financial reporting, appearing in this Annual Report on Form 10-K of International Paper for the year ended December 31, 2016.

/s/ Deloitte & Touche LLP

Memphis, Tennessee  
February 22, 2017

**CONSENT OF INDEPENDENT AUDITORS**

We consent to the incorporation by reference in Registration Statement No. 333-202334 on Form S-3 and Registration Statements No. 333-01667, 333-75235, 333-37390, 333-85830, 333-85828, 333-85826, 333-85824, 333-85822, 333-85818, 333-85820, 333-108046, 333-120293, 333-145459, 333-154522, 333-154523, 333-159336, 333-129011, 333-164230, 333-212998 and 333-212999 on Form S-8 of our report dated February 20, 2017, relating to the consolidated financial statements of Ilim Holding S.A. and its subsidiaries, appearing in this Annual Report on Form 10-K of International Paper Company for the year ended December 31, 2016.

/s/ ZAO Deloitte & Touche CIS

Moscow, Russia  
February 22, 2017

## CERTIFICATION

I, Mark S. Sutton, certify that:

1. I have reviewed this annual report on Form 10-K of International Paper Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 22, 2017

/s/ Mark S. Sutton

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Mark S. Sutton

Chairman and Chief Executive Officer

## CERTIFICATION

I, Carol L. Roberts, certify that:

1. I have reviewed this annual report on Form 10-K of International Paper Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 22, 2017

/s/ Carol L. Roberts

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Carol L. Roberts

Senior Vice President and Chief  
Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The certification set forth below is being submitted in connection with the Annual Report of International Paper Company (the "Company") on Form 10-K for the period ended December 31, 2016 for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code. Mark S. Sutton, Chief Executive Officer of the Company, and Carol L. Roberts, Chief Financial Officer of the Company, each certify that, to the best of his or her knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Mark S. Sutton

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Mark S. Sutton  
Chairman and Chief Executive Officer  
February 22, 2017

/s/ Carol L. Roberts

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Carol L. Roberts  
Senior Vice President and Chief Financial Officer  
February 22, 2017

# **Ilim Holding S.A. and its Subsidiaries**

**Consolidated Financial Statements**  
**At December 31, 2016 and 2015**  
**and for the Years Ended December 31, 2016, 2015 and 2014**



## ILIM HOLDING S.A. AND ITS SUBSIDIARIES

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## **INDEPENDENT AUDITORS' REPORT**

To the Board of Directors of Ilim Holding S.A.:

We have audited the accompanying consolidated financial statements of Ilim Holding S.A. and its subsidiaries (the "Group"), which comprise the consolidated balance sheet at December 31, 2016, and the related consolidated statements of operations, comprehensive income, cash flows and changes in equity for the year then ended, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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**Opinion**

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Ilim Holding S.A. and its subsidiaries at December 31, 2016, and the results of their operations and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

**Other Matter**

The accompanying consolidated balance sheet of Ilim Holding S.A. and its subsidiaries at December 31, 2015, and the related consolidated statements of operations, comprehensive income, cash flows and changes in equity for the years ended December 31, 2015 and 2014 were not audited, reviewed, or compiled by us and, accordingly, we do not express an opinion or any other form of assurance on them.

/s/ ZAO Deloitte & Touche CIS

Moscow, Russia  
February 20, 2017

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**ILIM HOLDING S.A. AND ITS SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**

**AT DECEMBER 31, 2016 AND 2015**

*(All amounts are presented in thousands of US Dollars, unless otherwise stated)*

	Notes	December 31, 2016	December 31, 2015
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	4	396,918	154,650
Accounts receivable	4	98,119	78,807
Accounts receivable from related parties	10	25,908	13,116
Value added tax receivable		31,669	27,879
Prepayments		17,063	11,906
Inventories	4	201,296	164,199
Deferred income tax assets	6	343	1,793
Other current assets		2,662	2,690
<b>Total current assets</b>		<b>773,978</b>	<b>455,040</b>
<b>Non-current assets</b>			
Plant, properties and equipment, net	4	1,272,551	913,230
Prepayments for property, plant and equipment		28,416	11,671
Intangible assets	5	20,345	15,048
Goodwill	4	7,997	-
Other non-current assets	4	21,707	28,008
<b>Total non-current assets</b>		<b>1,351,016</b>	<b>967,957</b>
<b>TOTAL ASSETS</b>		<b>2,124,994</b>	<b>1,422,997</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Current liabilities</b>			
Current maturities of long-term debt	8	155,122	461,147
Accounts payable		57,484	50,861
Accounts payable to related parties	10	7,313	6,528
Accrued payroll and benefits		32,202	23,142
Taxes payable		21,424	12,254
Deferred income tax liabilities	6	3,954	4,673
Other accruals and liabilities	4	128,056	106,561
<b>Total current liabilities</b>		<b>405,555</b>	<b>665,166</b>
<b>Non-current liabilities</b>			
Long-term debt	8	1,319,404	691,179
Deferred income tax liabilities	6	89,905	13,090
Employee benefit plan obligation		5,369	4,003
Other liabilities		6,921	6,293
<b>Total non-current liabilities</b>		<b>1,421,599</b>	<b>714,565</b>
<b>Equity</b>			
Common stock	9	109,341	109,341
Additional paid-in capital		11,141	12,777
Receivables from a shareholder	10	(156,974)	(77,272)
Retained earnings		814,992	555,967
Accumulated other comprehensive loss	3	(502,339)	(578,542)
<b>Total Ilim Holding S.A. shareholders' equity</b>		<b>276,161</b>	<b>22,271</b>
Non-controlling interests		21,679	20,995
<b>Total equity</b>		<b>297,840</b>	<b>43,266</b>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>2,124,994</b>	<b>1,422,997</b>

The notes set forth on pages 8 to 28 form an integral part of these consolidated financial statements.

The consolidated financial statements as set forth on pages 4 to 28 were approved on February 20, 2017.

**K.S. Sosnina A. Emdin**

Attorney-at-fact of Ilim Holding S.A. Attorney-at-fact of Ilim Holding S.A.

**ILIM HOLDING S.A. AND ITS SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS  
FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014***(All amounts are presented in thousands of US Dollars, unless otherwise stated)*

	Notes	2016	2015	2014
<b>NET SALES</b>	<b>4</b>	<b>1,926,567</b>	<b>1,931,270</b>	<b>2,138,236</b>
<b>COSTS AND EXPENSES</b>				
Cost of products sold		(854,497)	(837,597)	(1,180,129)
Distribution and selling costs		(239,761)	(233,209)	(281,765)
General and administration costs		(123,622)	(127,904)	(158,863)
Depreciation		(115,706)	(121,671)	(180,854)
Amortization		(5,260)	(4,904)	(7,485)
Taxes other than payroll and income taxes		(19,645)	(22,523)	(37,233)
Other operating expenses, net	4	(9,327)	(16,474)	(20,570)
Foreign exchange gain/ (loss)		67,141	(190,826)	(674,434)
Interest expense, net	4	(78,650)	(55,160)	(68,565)
<b>EARNINGS/(LOSS) BEFORE INCOME TAXES</b>		<b>547,240</b>	<b>321,002</b>	<b>(471,662)</b>
Income tax (expense)/benefit	6	(127,900)	(73,523)	85,168
<b>NET EARNINGS/(LOSS)</b>		<b>419,340</b>	<b>247,479</b>	<b>(386,494)</b>
Net (earnings)/loss attributable to non-controlling interests		(28,132)	(17,009)	27,323
<b>NET EARNINGS/(LOSS) ATTRIBUTABLE TO ILIM HOLDING S.A.</b>		<b>391,208</b>	<b>230,470</b>	<b>(359,171)</b>

The notes set forth on pages 8 to 28 form an integral part of these consolidated financial statements.

**ILIM HOLDING S.A. AND ITS SUBSIDIARIES****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014**  
*(All amounts are presented in thousands of US Dollars, unless otherwise stated)*

	Notes	2016	2015	2014
<b>NET EARNINGS/(LOSS)</b>		<b>419,340</b>	<b>247,479</b>	<b>(386,494)</b>
<b>OTHER COMPREHENSIVE INCOME/(LOSS), NET OF TAX</b>				
Remeasurement of defined benefit obligation (net of income tax of \$(14), \$(162) and \$187, respectively)		(57)	(648)	805
Change in cumulative foreign currency translation adjustment		81,854	(98,240)	(284,246)
<b>TOTAL OTHER COMPREHENSIVE INCOME/(LOSS), NET OF TAX</b>	<b>3</b>	<b>81,797</b>	<b>(98,888)</b>	<b>(283,441)</b>
Total comprehensive income/(loss)		501,137	148,591	(669,935)
Net (earnings)/loss attributable to non-controlling interests		(28,132)	(17,009)	27,323
Other comprehensive loss attributable to non-controlling interests		945	6,981	20,464
<b>COMPREHENSIVE INCOME/(LOSS) ATTRIBUTABLE TO ILIM HOLDING S.A.</b>		<b>473,950</b>	<b>138,563</b>	<b>(622,148)</b>

The notes set forth on pages 8 to 28 form an integral part of these consolidated financial statements.

**ILIM HOLDING S.A. AND ITS SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF CASH FLOWS**
**FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014**
*(All amounts are presented in thousands of US Dollars, unless otherwise stated)*

	Notes	2016	2015	2014
<b>OPERATING ACTIVITIES</b>				
Net earnings/(loss)		419,340	247,479	(386,494)
<b>Adjustments to reconcile net earnings/(loss) to net cash provided by operating activities:</b>				
Depreciation and amortization		120,966	126,575	188,339
Income tax expense/(benefit), net	6	127,900	73,523	(85,168)
Net interest expense, net of amounts capitalized	4	78,650	55,160	68,565
Gain on disposal of plant, properties and equipment		(2,976)	-	(155)
(Gain)/loss from disposal of other assets		(746)	1,665	6,199
Foreign exchange (gain)/loss		(67,141)	190,826	674,434
Allowance for doubtful accounts receivable		1,694	2,348	3,261
Impairment of plant, properties and equipment	4	2,500	2,246	1,823
Write down of inventories		(170)	(1,033)	4,889
Other, net		(7,057)	(4,709)	6,681
<b>Changes in current assets and liabilities</b>				
Accounts receivable		(13,667)	(29,732)	(25,368)
Inventories		(15,494)	(10,908)	20,391
Accounts payable and accrued liabilities		2,862	20,474	1,038
Taxes payable other than income tax		(3,405)	(1,088)	3,888
Interest paid		(81,711)	(58,594)	(72,601)
Income tax paid	6	(54,005)	(3,455)	(7,962)
<b>CASH PROVIDED BY OPERATING ACTIVITIES</b>		<b>507,540</b>	<b>610,777</b>	<b>401,760</b>
<b>INVESTMENT ACTIVITIES</b>				
Invested in capital projects		(282,737)	(182,840)	(135,179)
Proceeds from sale of plant, properties and equipment		2,898	4,497	6,721
Proceeds from sale of subsidiaries, net of cash disposed		-	36	-
Purchases of collateralized receivables	4	-	(13,837)	-
Other		(630)	(2,865)	1,781
<b>CASH USED FOR INVESTMENT ACTIVITIES</b>		<b>(280,469)</b>	<b>(195,009)</b>	<b>(126,677)</b>
<b>FINANCING ACTIVITIES</b>				
Issuance of debt		808,402	602,732	297,498
Repayment of debt		(564,393)	(832,165)	(386,246)
Loan issued to a shareholder, net	10	(81,818)	(75,000)	-
Purchase of minority interest in OJSC Ilim Group		(35,144)	-	-
Dividends paid	9	(129,960)	(70,000)	(112,236)
<b>CASH USED FOR FINANCING ACTIVITIES</b>		<b>(2,913)</b>	<b>(374,433)</b>	<b>(200,984)</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>		<b>18,110</b>	<b>(6,156)</b>	<b>(41,621)</b>
<b>Change in cash and cash equivalents</b>		<b>242,268</b>	<b>35,179</b>	<b>32,478</b>
<b>Cash and cash equivalents</b>				
Beginning of the year	4	154,650	119,471	86,993
End of the year	4	396,918	154,650	119,471

The notes set forth on pages 8 to 28 form an integral part of these consolidated financial statements.

**ILIM HOLDING S.A. AND ITS SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014**

*(All amounts are presented in thousands of US Dollars, unless otherwise stated)*

	Ilim Holding S.A. shareholders				Accumulated Other Comprehen-sive Loss	Total Ilim Holding S.A. Shareholders' Equity	Non-controlling Interests	Total Equity
	Common Stock	Additional Paid- in Capital	Receivables From a Shareholder	Retained Earnings				
<b>BALANCE, JANUARY 1, 2014</b>	<b>109,341</b>	<b>6,710</b>	-	<b>867,238</b>	<b>(223,658)</b>	<b>759,631</b>	<b>62,932</b>	<b>822,563</b>
Dividends (Note 9)	-	-	-	(112,570)	-	(112,570)	-	(112,570)
Comprehensive loss (Note 3)	-	-	-	(359,171)	(262,977)	(622,148)	(47,787)	(669,935)
<b>BALANCE, DECEMBER 31, 2014</b>	<b>109,341</b>	<b>6,710</b>	-	<b>395,497</b>	<b>(486,635)</b>	<b>24,913</b>	<b>15,145</b>	<b>40,058</b>
Dividends (Note 9)	-	-	-	(70,000)	-	(70,000)	-	(70,000)
Dividends paid to non-controlling interests by subsidiary (Note 9)	-	-	-	-	-	-	(4,178)	(4,178)
Loan issued to a shareholder (Note 10)	-	6,067	(77,272)	-	-	(71,205)	-	(71,205)
Comprehensive income/(loss) (Note 3)	-	-	-	230,470	(91,907)	138,563	10,028	148,591
<b>BALANCE, DECEMBER 31, 2015</b>	<b>109,341</b>	<b>12,777</b>	<b>(77,272)</b>	<b>555,967</b>	<b>(578,542)</b>	<b>22,271</b>	<b>20,995</b>	<b>43,266</b>
Dividends (Note 9)	-	-	-	(118,118)	-	(118,118)	-	(118,118)
Dividends paid to non-controlling interests by subsidiary (Note 9)	-	-	-	-	-	-	(19,776)	(19,776)
Loan issued to a shareholder, net (Note 10)	-	5,074	(78,474)	-	-	(73,400)	(125)	(73,525)
Purchase of minority interest in subsidiaries from third parties	-	(6,710)	(1,228)	(14,065)	(6,539)	(28,542)	(6,602)	(35,144)
Comprehensive income/(loss) (Note 3)	-	-	-	391,208	82,742	473,950	27,187	501,137
<b>BALANCE, DECEMBER 31, 2016</b>	<b>109,341</b>	<b>11,141</b>	<b>(156,974)</b>	<b>814,992</b>	<b>(502,339)</b>	<b>276,161</b>	<b>21,679</b>	<b>297,840</b>

The notes set forth on pages 8 to 28 form an integral part of these consolidated financial statements.

## 1. SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES

### Financial statements

These consolidated financial statements at December 31, 2016 and 2015 and for the years ended December 31, 2016, 2015 and 2014 have been prepared in conformity with accounting principles generally accepted in the United States of America that require the use of management's estimates. Estimates are used when accounting for certain items such as the recoverability of long-lived assets, allowance for doubtful accounts, obligations related to employee benefits, useful lives of plant, properties and equipment and intangible assets, asset retirement obligations, environmental remediation obligations, legal and tax contingencies, valuation of inventories, financial instruments and deferred tax assets, including valuation allowances. Estimates are based on historical experience, where applicable, and other assumptions that management believes are reasonable under the circumstances. Actual results could differ from management's estimates.

The consolidated financial statements for the years ended December 31, 2015 and 2014 have not been audited by ZAO Deloitte & Touche CIS.

### Nature of business

The principal activity of Ilim Holding S.A. (the "Company") and its subsidiaries (together – the "Group") is forestry and pulp and paper production. The Group was formed in 2006 as a result of the restructuring of a group of legal entities under common control, collectively referred to as Ilim Pulp Group.

Ilim Holding S.A. is a joint stock company incorporated in Switzerland. The Company is a joint venture of International Paper Company ("IP") and a group of Russian shareholders. IP and the Russian shareholders (collectively) each own 50% of the Company's shares.

The Group's manufacturing operations are located in the Russian Federation and sales are made in Russia and abroad. At December 31, 2016, the Group employed 17,267 employees (December 31, 2015: 17,224 employees).

The Group consists of 11 legal entities (December 31, 2015: 9 entities) which are incorporated in the Russian Federation (except as otherwise indicated).

The Company's ownership and voting power in its subsidiaries were as follows:

Entity	Principal activity	Country of incorporation	Ownership Percentage and Voting Rights	
			December 31, 2016	December 31, 2015
OJSC ILIM Group	Manufacturing of pulp, paper and linerboard	Russia	94.04%	92.84%
LLC Fintrans GL	Transportation of cargo	Russia	94.04%	92.84%
LLC Gofra-Dmitrov	Corrugated packaging	Russia	94.04%	-
Ilim Trading S.A.	Trading company	Switzerland	100.00%	100.00%

OJSC ILIM Group has branches in Bratsk, Ust-Ilimsk and Koryazhma, Russia, where the three pulp and paper mills are located.

The sales of the Group are allocated by the principal markets for the years ended December 31:

	2016	2015	2014
Asia except for the Middle East	1,002,739	1,030,566	1,059,527
Russia and the Commonwealth of Independent States (CIS)	705,525	641,761	768,677
Europe	162,761	187,211	197,840
Other	55,542	71,732	112,192
<b>Total Net sales</b>	<b>1,926,567</b>	<b>1,931,270</b>	<b>2,138,236</b>

1. **SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Consolidation**

These consolidated financial statements include the accounts of the Company and its wholly-owned and controlled majority-owned subsidiaries. All significant intercompany balances and transactions are eliminated.

**Revenue recognition**

Revenues and the related cost of sales are recognized when all of the following criteria are met: persuasive evidence of an arrangement exists, delivery has occurred, price is determinable and collectability is probable.

**Sales of goods**

Revenue from the sale of goods is recognized at the point risks and rewards of ownership of the goods are transferred to the customer in accordance with contractual terms, normally when the goods are shipped. If the Group agrees to transport the goods to a specified location, revenue is recognized when the goods are delivered, and title and risk of loss are transferred to the customer.

**Sales of services**

Sales of services are recognized at fair value in the accounting period in which the services are rendered, by reference to the stage of completion, assessed on the basis of the actual service provided as a proportion of the total services to be provided.

**Shipping and handling costs**

Shipping and handling costs, such as freight to destinations of the Group's customers, are included in distribution and selling expenses in the consolidated statement of operations.

**Annual maintenance costs**

Costs of repair and maintenance activities are expensed in the month that the related activity is performed.

**Cash and cash equivalents**

Cash and cash equivalents include cash in hand, cash held on demand with banks, bank deposits repayable on demand without penalty and bank deposits with original maturities of three months or less. Cash and cash equivalents are carried at cost plus interest accrued, which approximates market value. Bank deposits with original maturities of more than three months are classified as short-term or long-term investments depending on the expected maturity and are carried at amortized cost using the effective interest method.

**Inventories**

Inventories are valued at the lower of cost or market value and include all costs directly associated with manufacturing products: materials, labor and manufacturing overhead. Cost is determined on the weighted average basis.

**Plant, properties and equipment**

Plant, properties and equipment are stated at cost less accumulated depreciation. Expenditures for improvements are capitalized, whereas normal repairs and maintenance are expensed as incurred. Upon sale or retirement, the cost and related accumulated depreciation are eliminated. Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and are included in other operating income or expense.

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1. **SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

Assets are depreciated on a straight-line basis from the date they are ready for use. Land, assets under construction and equipment for installation are not depreciated.

The estimated useful lives are as follows:

<b>Asset category</b>	<b>Useful life (years)</b>
Buildings	35-50
Plant and equipment	5-25
Other	3-20

**Leasing**

Leasing transactions are classified according to the lease agreements which specify the rewards and risks associated with the leased property. Leasing transactions where the Group is the lessee are classified as capital and operating leases. In a capital lease, the Group receives the major portion of the economic benefits of the leased property and recognizes the assets and associated liability on its consolidated balance sheet. All other transactions, in which the Group is the lessee, are classified as operating leases. Payments made under operating leases are recorded as expense.

**Intangible assets**

All of the Group's intangible assets have finite useful lives and include primarily computer software, patents, and licenses. Intangible assets are amortized using the straight-line method from the date they are ready for use over their estimated useful lives as follows:

<b>Asset category</b>	<b>Useful life (years)</b>
Management accounting system (SAP)	5-10
Other software	3-5
Licenses and patents	3-5
Other	3-5

**Goodwill**

Goodwill related to a single business reporting unit is included as an asset of the applicable segment. Annual testing for possible goodwill impairment is performed at the end of the year, with additional interim testing performed when management believes that it is more likely than not events and circumstances have occurred that would result in the impairment of the reporting unit's goodwill.

In calculating the estimated fair value of its reporting units in step one, the Company uses the projected future cash flows to be generated by each unit, discounted using the estimated discount rate for each reporting unit. For reporting units whose recorded value of net assets plus goodwill is in excess of their estimated fair values, the fair values of the individual assets are determined to calculate the amount of any goodwill impairment charge required.

**Forestlands**

The Group rents forests for logging from local forestry authorities under 49-year rental agreements, cancellable by the Group at any time. Logging volumes and other conditions are determined annually. The Group does not own the trees until they are harvested. At December 31, 2016, the Group has exclusive harvesting rights on forest areas exceeding 14.9 million acres (6.04 million hectares) (December 31, 2015: 14.8 million acres (6.00 million hectares)).

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1. **SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Impairment of long-lived assets**

Long-lived assets (or groups of assets) are reviewed for impairment upon the occurrence of events or changes in circumstances that indicate that the carrying value of the assets may not be recoverable, measured by comparing their net book value to the undiscounted future projected cash flows generated by their use. Impaired assets are recorded at their estimated fair value.

**Accounts receivable**

Accounts receivable are carried at face value, less an allowance for doubtful accounts. An allowance for doubtful accounts is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of sale.

The primary factors that the Group considers in determining whether receivables are impaired are their overdue status and the reliability of related collateral, if any. Other principal criteria used to determine whether there is objective evidence that an impairment loss has occurred, are as follows:

- the counterparty experiences a significant financial difficulty as evidenced by its financial information;
- the counterparty considers bankruptcy or a financial reorganization;
- there is an adverse change in the payment status of the counterparty as a result of changes in the national or local economic conditions that impact the counterparty.

The amount of the allowance is the difference between the face value and the recoverable amount, being the present value of expected cash flows discounted at the market rate of interest for similar borrowers that prevailed when the receivable was originated. Uncollectible receivables are written off against the related allowance for doubtful accounts after all necessary procedures to recover the receivables have been completed and the amount of the loss has been determined. Subsequent recoveries of amounts previously written off are credited to the impairment loss account within the consolidated statement of operations.

**Loans issued to shareholders**

Loans issued to shareholders are recorded as a reduction of equity, except when they are short-term, have market terms, result from the normal course of business and bear liquid collateral.

**Debt**

Debt includes bank loans and finance lease liabilities. Borrowings are recognized initially at fair value, net of transaction costs incurred, and are subsequently carried at amortized cost using the effective interest method; any difference between the amount at initial recognition and the redemption amount is recognized as interest expense over the period of the debt. Interest payable on debt is included in other accruals and liabilities.

**Income taxes**

The Group uses the asset and liability method of accounting for income taxes, whereby deferred income taxes are recorded for the future tax consequences attributable to differences between the financial statement and tax bases of assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years, in which those temporary differences are expected to be recovered or settled. Deferred tax assets and liabilities are remeasured to reflect new tax rates in the periods rate changes are enacted.

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1. **SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

The Group records its tax provision based on the respective tax rules and regulations of the jurisdictions in which it operates. Where the Group believes that a tax position is supportable for income tax purposes, the item is included in its income tax returns. Where treatment of a position is uncertain, liabilities are recorded based upon the Group's evaluation of the "more likely than not" outcome considering the technical merits of the position based on specific tax regulations and the facts of each matter. Changes to recorded liabilities are made only when an identifiable event occurs that changes the likely outcome, such as settlement with the relevant tax authority, the expiration of statutes of limitation for the subject tax year, a change in tax laws, or a recent court case that addresses the matter.

While the judgments and estimates made by the Group are based on management's evaluation of the technical merits of a matter, assisted as necessary by consultation with outside consultants, historical experience and other assumptions that management believes are appropriate and reasonable under current circumstances, actual resolution of these matters may differ from recorded estimated amounts, resulting in charges or credits that could materially affect future financial statements.

The Group provides valuation allowances for deferred tax assets for which it does not consider realization of such assets to be more likely than not. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the historical taxable income generation, projected future taxable income, the reversal of existing deferred tax liabilities and tax planning strategies in making this assessment.

**Environmental remediation costs**

Costs associated with environmental remediation obligations are accrued when such costs are probable and reasonably estimable. Such accruals are adjusted as further information develops or circumstances change. Costs of future expenditures for environmental remediation obligations are discounted to their present value when the amount and timing of expected cash payments are reliably determinable.

**Translation of financial statements**

***Functional and presentation currency***

The functional currency of the Company is the Swiss Franc (CHF). The functional currency of the Group's entities domiciled in the Russian Federation is the Russian Ruble (RUB). The functional currency of Ilim Trading S.A., a trading company domiciled in Switzerland, is the US dollar (\$). Functional currencies noted above reflect the economic substance of the underlying events and the circumstances of the Group entities.

The US dollar has been chosen as the presentation currency for these consolidated financial statements.

***Translation of foreign currency items into functional currency***

Transactions in foreign currencies are translated to the respective functional currency of each entity in the Group, at the foreign exchange rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the reporting date, into the functional currency at the exchange rates prevailing at that date. Foreign exchange gains and losses resulting from the settlement of the transactions and from the translation of monetary assets and liabilities at year-end exchange rates are recognized in the statement of operations.

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1. **SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

***Translation from functional to presentation currency***

The results and financial position are translated from functional currency into US dollars for presentation purposes using the following procedures:

- assets and liabilities for each balance sheet are translated at the closing rate at the date of that balance sheet;
- share capital and other equity components are translated at historical rates;
- income and expenses for each statement of operations and statement of comprehensive income are translated at average monthly exchange rates that approximate the translation using the actual transaction date rates; and
- all resulting exchange differences are recognized as a separate component of equity in other comprehensive income.

**Value-added tax**

Output value-added tax ("VAT") related to sales is payable to tax authorities on the earlier of (a) collection of the receivables from customers or (b) delivery of the goods or services to customers. Input VAT is generally recoverable against output VAT upon receipt of the VAT invoice. The tax authorities permit the settlement of VAT on a net basis. VAT related to purchases, where all the specified conditions for recovery have not been met yet, is recognized in the consolidated balance sheet and disclosed separately within current assets, while input VAT that has been claimed is netted off with the output VAT payable. Where an allowance has been made for the impairment of receivables, an impairment loss is recorded for the gross amount of the receivable, including VAT.

**Financial instruments**

***Financial instruments – key measurement terms***

Depending on their classification, financial instruments are carried at fair value or amortized cost as described below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The best evidence of fair value is the price in an active market. An active market is one in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

The fair value of current financial assets and liabilities approximates their carrying amounts.

Valuation techniques such as discounted cash flow models, or models based on recent arm's length transactions, or consideration of financial data of the investees are used to measure fair value of certain financial instruments for which external market pricing information is not available. Fair value measurements are analyzed by level in the fair value hierarchy as follows: (i) level one are measurements at quoted prices (unadjusted) in active markets for identical assets or liabilities, (ii) level two measurements are valuation techniques with all material inputs observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices), and (iii) level three measurements are valuations not based on solely observable market data (that is, the measurement requires significant unobservable inputs).

Transaction costs are costs to sell an asset or transfer a liability in the principal (or most advantageous) market for the asset or liability, that are directly attributable to the disposal of the asset or the transfer of the liability and meet both of the following criteria: they result directly from and are essential to the transaction and they wouldn't have been incurred by the entity had the decision to sell an asset or transfer the liability not been made. Transaction costs include fees and commissions paid to agents (including employees acting as selling agents), advisors, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Transaction costs do not include debt premiums or discounts, financing costs or internal administrative or holding costs.

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## 1. SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Amortized cost is the amount at which the financial instrument was recognized at initial recognition less cash collected, plus accrued interest, and for financial assets, less any write-down to date. Accrued interest includes amortization of transaction costs deferred at initial recognition and of any premium or discount to the maturity amount using the effective interest method. Accrued interest income and accrued interest expense, including both accrued coupon and amortized discount or premium (including fees deferred at origination, if any), are not presented separately and are included in the carrying values of the related items in the consolidated balance sheet.

## 2. RECENT ACCOUNTING DEVELOPMENTS

Certain new standards, pronouncements have been issued that are mandatory for annual periods beginning on or after January 1, 2017 or later, and which the Group has not early adopted:

### **Cash Flow Classification**

In August 2016, the Financial Accounting Standards Board (FASB) issued ASU 2016-15, "Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force)." The primary purpose of the ASU is to reduce the diversity in practice that has resulted from the lack of consistent principles in the classification of certain cash receipts and payments in the statement of cash flows. The ASU's amendments add or clarify guidance on eight cash flow issues, including: (1) debt prepayment or debt extinguishment costs; (2) settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of borrowing; (3) contingent consideration payments made after a business combination; (4) proceeds from the settlement of insurance claims; (5) proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies; (6) distributions received from equity method investees; (7) beneficial interests in securitization transactions; and (8) separately identifiable cash flows and application of the predominance principle. This ASU is effective for annual reporting periods beginning after December 15, 2017, and interim periods with those years and must be applied retrospectively to all periods presented but may be applied prospectively from the earliest date practicable if retrospective application would be impracticable. Early adoption is permitted. The Group is currently evaluating the provisions of this guidance.

### **Leases**

In February 2016, the FASB issued ASU 2016-02, "Leases". This ASU will require most leases to be recognized on the balance sheet which will increase reported assets and liabilities. Lessor accounting will remain substantially similar to current US GAAP. This ASU is effective for annual reporting periods beginning after December 15, 2018, and interim periods within those years, and mandates a modified retrospective transition method for all entities. The Group expects to adopt this guidance and recognize a liability and corresponding asset associated with in-scope operating and finance leases, but we are still in the process of determining those amounts and processes required to account for leasing activity on an ongoing basis.

### **Classification of Deferred Taxes**

In November 2015, the FASB issued ASU 2015-17, "Balance Sheet Classification of Deferred Taxes." This ASU requires entities to offset all deferred tax assets and liabilities (and valuation allowances) for each tax-paying jurisdiction within each tax-paying component. The net deferred tax must be presented as a single noncurrent amount. This ASU is effective for annual reporting periods beginning after December 15, 2016, and interim periods within those years and may be applied either prospectively to all deferred tax liabilities and assets or retrospectively to all periods presented. Early adoption is permitted. The Group is currently evaluating the provisions of this guidance.

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## 2. RECENT ACCOUNTING DEVELOPMENTS (CONTINUED)

### Inventory

In July 2015, the FASB issued ASU 2015-11, "Simplifying the Measurement of Inventory."

This ASU provides that entities should measure inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business less reasonably predictable costs of completion, disposal and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method. This ASU is effective for annual reporting periods beginning after December 15, 2016, and interim periods within those years and should be applied prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. The Group is currently evaluating the provisions of this guidance.

### Revenue Recognition

In May 2014, the FASB issued ASU 2014-09 "Revenue from Contracts with Customers"

This guidance replaced most existing guidance and provided that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. This ASU was effective for annual reporting periods beginning after December 15, 2016; however, in August 2015, the FASB issued ASU 2015-14 which defers the effective date by one year. The FASB has continued to clarify this guidance in various updates, all of which have the same effective date as the original guidance:

- ASU 2016-12, "Revenue from Contracts with Customers," which clarifies how an entity should identify the unit of accounting for the principal versus agent evaluation and how it should apply the control principle to certain types of arrangements. The amendments also reframe the indicators to focus on evidence that an entity is acting as a principal rather than as an agent.
- ASU 2016-11, "Revenue Recognition and Derivatives and Hedging," which rescinds certain SEC guidance from the FASB's Accounting Standards Codification in response to announcements made by the SEC staff at the EITF's March 3, 2016, meeting.
- ASU 2016-10, "Revenue from Contracts with Customers." The amendments in this Update clarify the following two aspects of Topic 606: identifying performance obligations and the licensing implementation guidance, while retaining the related principles for those areas.
- ASU 2016-08, "Revenue from Contracts with Customers." This guidance amends the principal-versus-agent implementation guidance and illustrations in ASU 2014-09. This ASU clarifies that an entity should evaluate whether it is the principal or the agent for each specified good or service promised in a contract with a customer.

The Group is currently evaluating the impact of ASU 2014-09 and all related ASU's on its consolidated financial statements. The Group plans to adopt the new revenue guidance starting from January 1, 2018. The Group does not expect the impact on its consolidated financial statements to be material and anticipates the primary impact to be the additional disclosures in the notes to the consolidated financial statements.

## 3. OTHER COMPREHENSIVE LOSS

The following tables present changes in accumulated other comprehensive income (loss) (AOCI) for the years ended December 31, 2016, 2015 and 2014:

	Defined Benefit Obligation Items (a)	Change in Cumulative Foreign Currency Translation Adjustments (a)	Total (a)
<b>Balance as of December 31, 2015</b>	<b>325</b>	<b>(578,867)</b>	<b>(578,542)</b>
Other comprehensive income (loss)	(246)	81,854	<b>81,608</b>
Amounts reclassified from accumulated other comprehensive income (loss)	189	-	<b>189</b>
<b>Net current period other comprehensive income (loss)</b>	<b>(57)</b>	<b>81,854</b>	<b>81,797</b>
Other comprehensive income (loss) attributable to non-controlling interest	3	942	<b>945</b>
Adjustment due to purchase of minority shares	-	(6,539)	<b>(6,539)</b>
<b>Balance as of December 31, 2016</b>	<b>271</b>	<b>(502,610)</b>	<b>(502,339)</b>

	Defined Benefit Obligation Items (a)	Change in Cumulative Foreign Currency Translation Adjustments (a)	Total (a)
<b>Balance as of December 31, 2014</b>	<b>927</b>	<b>(487,562)</b>	<b>(486,635)</b>
Other comprehensive income (loss)	(694)	(98,240)	(98,934)
Amounts reclassified from accumulated other comprehensive income (loss)	46	-	46
<b>Net current period other comprehensive income (loss)</b>	<b>(648)</b>	<b>(98,240)</b>	<b>(98,888)</b>
Other comprehensive income (loss) attributable to non-controlling interest	46	6,935	6,981
<b>Balance as of December 31, 2015</b>	<b>325</b>	<b>(578,867)</b>	<b>(578,542)</b>

	Defined Benefit Obligation Items (a)	Change in Cumulative Foreign Currency Translation Adjustments (a)	Total (a)
<b>Balance as of December 31, 2013</b>	<b>180</b>	<b>(223,838)</b>	<b>(223,658)</b>
Other comprehensive income (loss)	647	(284,246)	(283,599)
Amounts reclassified from accumulated other comprehensive income (loss)	158	-	158
<b>Net current period other comprehensive income (loss)</b>	<b>805</b>	<b>(284,246)</b>	<b>(283,441)</b>
Other comprehensive income (loss) attributable to non-controlling interest	(58)	20,522	20,464
<b>Balance as of December 31, 2014</b>	<b>927</b>	<b>(487,562)</b>	<b>(486,635)</b>

(a) All amounts are net of tax.

### 3. OTHER COMPREHENSIVE LOSS (CONTINUED)

The following table presents details of the reclassifications out of AOCI for the three years ended:

	Amounts Reclassified from Accumulated Other Comprehensive Loss (a)			Location of Amounts Reclassified from AOCI
	2016	2015	2014	
Defined benefit obligation items:				
Prior-service costs	(455)	(204)	(370) <sup>(b)</sup>	Cost of products sold
Actuarial gains	219	147	172 <sup>(b)</sup>	Cost of products sold
<b>Total pre-tax amount</b>	<b>(236)</b>	<b>(57)</b>	<b>(198)</b>	
Tax benefit	47	11	40	
<b>Net of tax</b>	<b>(189)</b>	<b>(46)</b>	<b>(158)</b>	

(a) Amounts in parentheses indicate debits to earnings/loss.

(b) These accumulated other comprehensive income components are included in the computation of net periodic defined benefit plan cost.

### 4. SUPPLEMENTARY FINANCIAL STATEMENT INFORMATION

#### Cash and cash equivalents

	December 31, 2016	December 31, 2015
Cash in current bank accounts	48,347	75,954
Bank deposits	348,571	78,696
<b>Total</b>	<b>396,918</b>	<b>154,650</b>

Cash transactions are conducted through high-credit-quality financial institutions. Cash is placed with financial institutions (which are rated from AA- to BBB- based on Standard and Poor's and Fitch national ratings for the Russian Federation), which are considered at the time of deposit to have minimal risk of default.

#### Accounts receivable

	December 31, 2016	December 31, 2015
Trade receivables	105,938	83,360
Other receivables	2,481	3,447
Less: allowance for doubtful accounts	(11,475)	(8,304)
<b>Total financial assets within trade and other receivables</b>	<b>96,944</b>	<b>78,503</b>
Other	1,175	304
<b>Total</b>	<b>98,119</b>	<b>78,807</b>

A substantial majority of the Group's customers operate in the pulp and paper industry. As a result, the Group's exposure to credit risk may be affected by negative developments in the industry. In addition, the top ten customers of the Group comprise 48% of the Group's gross trade receivables at December 31, 2016 (December 31, 2015: 59%) and default of any of these customers may have a significant effect on the Group. There is a long standing history of trading relationships with these customers with no defaults in the past.

4. SUPPLEMENTARY FINANCIAL STATEMENT INFORMATION (CONTINUED)

The Group's maximum exposure to credit risk for financial assets within accounts receivable by geographic region is as follows:

	December 31, 2016	December 31, 2015
Russia and the CIS	85,025	55,337
Asia except for the Middle East	19,907	17,780
Europe	8,009	17,647
Other	9,911	855
<b>Total</b>	<b>122,852</b>	<b>91,619</b>

The status of the financial assets within accounts receivable (as disclosed in the table above) and accounts receivable from related parties (refer to Note 10) at the reporting dates is as follows:

	December 31, 2016		December 31, 2015	
	Gross receivable	Allowance for doubtful accounts	Gross receivable	Allowance for doubtful accounts
Not past due	117,096	-	84,726	-
Past due 0-90 days	7,645	(2,052)	7,719	(1,615)
Past due 90-180 days	1,123	(1,016)	912	(729)
Past due 180-360 days	4,907	(4,851)	3,825	(3,746)
Past due more than 360 days	3,556	(3,556)	2,741	(2,214)
<b>Total</b>	<b>134,327</b>	<b>(11,475)</b>	<b>99,923</b>	<b>(8,304)</b>

The movement in the allowance for doubtful accounts is as follows:

	Trade receivables	Other receivables	Total
<b>At January 1, 2015</b>	<b>8,365</b>	<b>187</b>	<b>8,552</b>
Additions charged to Earnings	1,639	485	2,124
Deductions from allowance (a)	(62)	(27)	(89)
Translation difference	(2,165)	(118)	(2,283)
<b>At December 31, 2015</b>	<b>7,777</b>	<b>527</b>	<b>8,304</b>
Additions charged to Earnings	1,115	519	1,634
Deductions from allowance (a)	(53)	(33)	(86)
Translation difference	1,542	81	1,623
<b>At December 31, 2016</b>	<b>10,381</b>	<b>1,094</b>	<b>11,475</b>

(a) Includes write offs, less recoveries, of uncollectible accounts.

The Group's maximum credit exposure for financial assets is the carrying amount at each reporting date as follows:

	December 31, 2016	December 31, 2015
Cash and cash equivalents (Note 4)	396,918	154,650
Financial assets within accounts receivable	122,852	91,619
Prepayment to the pension fund	6,957	5,251
<b>Total</b>	<b>526,727</b>	<b>251,520</b>

4. SUPPLEMENTARY FINANCIAL STATEMENT INFORMATION (CONTINUED)

**Inventories**

	December 31, 2016	December 31, 2015
Raw materials	106,232	70,331
Finished pulp, paper and packaging products	18,440	33,803
Operating supplies	57,767	44,927
Other	18,857	15,138
<b>Total</b>	<b>201,296</b>	<b>164,199</b>

**Plant, properties and equipment**

	December 31, 2016	December 31, 2015
Land and buildings	351,558	267,665
Plant and equipment	1,292,221	971,153
Other	353,787	241,535
Assets under construction and equipment for installation	153,303	69,528
<b>Gross cost</b>	<b>2,150,869</b>	<b>1,549,881</b>
Less: Accumulated depreciation	(878,318)	(636,651)
<b>Plant, properties and equipment, net</b>	<b>1,272,551</b>	<b>913,230</b>

**Goodwill**

On May 11, 2016, OJSC ILIM Group acquired a 69% stake of LLC Gofra-Dmitrov (the Group's effective ownership interest equals to 64.062%) for consideration of \$14,554. The fair value of net assets acquired was \$7,241 at acquisition. As a result of the transaction the Group recognized goodwill of \$7,313. At December 31, 2016, goodwill translated at the reporting date exchange rate is \$7,997.

On July 19, 2016, OJSC ILIM Group acquired the remaining 31% shares of LLC Gofra-Dmitrov for \$3,644. The net assets acquired equaled \$3,359. The difference between the consideration paid and net assets acquired of \$285 was recorded in equity.

As a result of impairment testing, no goodwill impairment was recorded in 2016.

**Other non-current assets**

	December 31, 2016	December 31, 2015
Prepayment to pension fund	6,957	5,251
Non-current receivables	237	273
Acquired collateralized receivables	-	13,065
Other non-current assets	14,513	9,419
<b>Total</b>	<b>21,707</b>	<b>28,008</b>

**Acquired collateralized receivables**

In August 2015, the Group acquired debts of LLC PO Gofra, a Russian manufacturer and supplier of corrugated board transport packaging for \$13,837. Debts with face value of \$25,468 were acquired from creditors of LLC PO Gofra through a series of claim assignment agreements and are collateralized by assets of LLC PO Gofra. In August 2015, LLC PO Gofra was declared bankrupt. In February 2016, in accordance with established bankruptcy proceedings, the company's property was offered for public bidding. As a result of public bidding, the Group acquired the majority of the plant and equipment owned by LLC PO Gofra for \$10,377.

4. SUPPLEMENTARY FINANCIAL STATEMENT INFORMATION (CONTINUED)

Other accruals and liabilities

	December 31, 2016	December 31, 2015
Customer advances	50,668	52,564
Payables and accruals for plant, properties and equipment	29,684	26,266
Unused vacations	18,580	11,698
Interest payable on debt	1,250	1,290
Other accruals and liabilities	27,874	14,743
<b>Total</b>	<b>128,056</b>	<b>106,561</b>

Net sales

	2016	2015	2014
Sales of goods	1,903,618	1,910,869	2,104,315
Sales of services	22,949	20,401	33,921
<b>Total</b>	<b>1,926,567</b>	<b>1,931,270</b>	<b>2,138,236</b>

Shipping and handling costs

	2016	2015	2014
Shipping and handling costs	225,267	219,850	262,691

Shipping and handling costs (such as freight to our customers) are included in distribution and selling costs in the consolidated statement of operations.

Other operating income

	2016	2015	2014
Gain on disposal of plant, properties and equipment	2,976	-	155
Gain on disposal of non-core materials and spare parts	746	2,140	1,065
Penalties received	704	1,258	2,904
Reversal of allowance for doubtful receivables and prepayments	117	3	42
Gain from reimbursement of overpaid land tax	-	1,917	-
Other	7,764	5,125	7,987
<b>Total</b>	<b>12,307</b>	<b>10,443</b>	<b>12,153</b>

Other operating expenses

	2016	2015	2014
Social costs and donations	6,204	4,110	9,145
Redundancy expenses	2,995	2,665	1,782
Impairment of plant, properties and equipment	2,500	2,246	1,823
Allowance for doubtful receivables and prepayments	1,811	2,351	3,303
Tax obligations	1,462	2,068	-
Penalties paid	1,035	442	673
Environmental remediation costs	-	2,697	-
Loss from disposal of plant, properties and equipment and other assets	-	2,334	6,199
Other	5,627	8,004	9,798
<b>Total</b>	<b>21,634</b>	<b>26,917</b>	<b>32,723</b>

#### 4. SUPPLEMENTARY FINANCIAL STATEMENT INFORMATION (CONTINUED)

In the process of its annual evaluation of environmental obligations in 2015, the Group analyzed its legal obligations for the restoration of landfills used by its mills for production waste disposal and assessed associated future costs for their restoration. As the amount and timing of these costs were considered reasonably estimable, the Group recognized environmental remediation obligations equal to expected future expenditures discounted to their present value of \$ 3,123 and presented them within other liabilities. Expenditures relating to future economic benefits from usage of the landfills in the amount of \$ 553 were recognized as other non-current assets. Expenses of \$ 2,697 were included in other operating expenses. No such expenses were recognized in 2016.

##### Interest

	2016	2015	2014
Interest income	3,333	3,502	2,883
Interest expense	(81,983)	(58,662)	(71,448)
<b>Total Interest expense, net</b>	<b>(78,650)</b>	<b>(55,160)</b>	<b>(68,565)</b>
Capitalized interest costs	2,993	784	979

#### 6. INCOME TAXES

The components of the Group's earnings from continuing operations before income taxes by taxing jurisdiction were as follows:

	2016	2015	2014
<b>Earnings / (loss)</b>			
Russia	513,335	303,223	(466,850)
Other markets	33,905	17,779	(4,812)
<b>Earnings / (loss) from continuing operations before income taxes</b>	<b>547,240</b>	<b>321,002</b>	<b>(471,662)</b>

## 6. INCOME TAXES (CONTINUED)

The expense/benefit for income taxes (excluding non-controlling interests) by taxing jurisdiction was as follows:

	2016	2015	2014
Current tax expense			
Russia	(39,191)	(1,262)	(6,007)
Other markets	(21,712)	(5,634)	(1,912)
	<b>(60,903)</b>	<b>(6,896)</b>	<b>(7,919)</b>
Deferred tax (expense)/benefit			
Russia	(66,679)	(65,452)	91,587
Other markets	(318)	(1,175)	1,500
	<b>(66,997)</b>	<b>(66,627)</b>	<b>93,087</b>
<b>Income tax (expense)/benefit</b>	<b>(127,900)</b>	<b>(73,523)</b>	<b>85,168</b>

The Group made income tax payments, net of refunds, of \$ 54,005, \$ 3,455 and \$ 7,962 in 2016, 2015 and 2014, respectively.

A reconciliation of income tax expense/benefit using the statutory Russian income tax rate compared with the actual income tax expense/benefit follows:

	2016	2015	2014
Earnings/(loss) from continuing operations before income taxes	547,240	321,002	(471,662)
Statutory Russian income tax rate	20%	20%	20%
Tax (expense)/benefit using statutory Russian income tax rate	(109,448)	(64,200)	94,332
Tax rate and permanent differences on non-Russian earnings	1,589	(495)	(1,440)
Non-deductible expenses	(4,861)	(6,148)	(8,542)
Tax on dividends	(15,668)	(2,670)	-
Other, net	488	(10)	818
<b>Income tax (expense)/benefit</b>	<b>(127,900)</b>	<b>(73,523)</b>	<b>85,168</b>
<b>Effective income tax rate</b>	<b>23%</b>	<b>23%</b>	<b>18%</b>

The tax effects of significant temporary differences and tax loss carryforwards, representing deferred income tax assets and liabilities at December 31, 2016 and 2015, were as follows:

	December 31, 2016	December 31, 2015
<b>Deferred income tax assets:</b>		
Net operating loss carryforwards	445	53,805
Other	9,321	4,674
<b>Deferred income tax assets</b>	<b>9,766</b>	<b>58,479</b>
<b>Deferred income tax liabilities:</b>		
Intangible assets	(3,900)	(2,826)
Plant, properties and equipment	(98,765)	(71,125)
Other	(617)	(498)
<b>Deferred income tax liabilities</b>	<b>(103,282)</b>	<b>(74,449)</b>
<b>Net deferred income tax (liabilities)/asset</b>	<b>(93,516)</b>	<b>(15,970)</b>

## 6. INCOME TAXES (CONTINUED)

In 2016 and 2015, the Group utilized part of its tax loss carryforwards. The remaining tax loss carryforwards at December 31, 2016, in the amount of \$ 445 are recorded in the consolidated balance sheet under the caption deferred income tax assets and has unlimited life. Taking this into account and having assessed the Group's cash flow forecasts in the context of current and projected market conditions, the Group concluded that it is not more likely than not that any portion of the deferred taxes will not be realized; and therefore, no valuation allowance was recorded against the Group's deferred income tax assets at December 31, 2016 (December 31, 2015: \$ 0).

The Group does not recognize a deferred tax liability for temporary differences associated with the accumulated retained earnings of the Group subsidiaries at the beginning of the respective year, as the Group is able to control the timing of reversal of those temporary differences and does not expect they will reverse in the foreseeable future. Future dividends, if any, will be paid out of earnings of the current year and subsequent years. No such deferred tax liability is recorded for this temporary difference at December 31, 2016 (December 31, 2015: \$ 0).

## 7. COMMITMENTS AND CONTINGENT LIABILITIES

### **Operating environment of the Group**

Emerging markets such as Russia are subject to different risks than more developed markets, including economic, political and social, and legal and legislative risks. Laws and regulations affecting businesses in Russia continue to change rapidly and tax and regulatory frameworks are subject to varying interpretations. The future economic direction of Russia is heavily influenced by the fiscal and monetary policies adopted by the government, together with developments in the legal, regulatory, and political environment. Because Russia produces and exports large volumes of oil and gas, its economy is particularly sensitive to the price of oil and gas on the world market.

Starting from 2014, sanctions have been imposed in several packages by the U.S. and the E.U. on certain Russian officials, businessmen and companies. This led to reduced access of the Russian businesses to international capital markets.

The impact of further economic and political developments on future operations and financial position of the Group might be significant.

### **Tax legislation**

Russian tax and customs legislation, which was enacted or substantively enacted at the end of the reporting period, is subject to varying interpretations when being applied to the transactions and activities of the Group. Consequently, tax positions taken by management and the formal documentation supporting the tax positions may be challenged by the tax authorities. Russian tax administration is gradually strengthening, including the fact that there is a higher risk of review of tax transactions without a clear business purpose or with tax non-compliant counterparties. There are also cases, where companies were penalized by the tax authorities for their counterparties not being compliant with VAT legislation. Fiscal periods remain open to review by the authorities, with respect to taxes, for three calendar years preceding the year when decisions about the review were made. Under certain circumstances reviews may cover longer periods.

The Russian transfer pricing legislation is to a large extent, based on international transfer pricing principles developed by the Organization for Economic Cooperation and Development (OECD). This legislation provides the possibility for tax authorities to make transfer pricing adjustments and impose additional tax liabilities, with respect to controlled transactions (transactions with related parties and some types of transactions with unrelated parties), provided that the transaction price is not arm's length. Management has implemented internal controls to be in compliance with this transfer pricing legislation.

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## 7. COMMITMENTS AND CONTINGENT LIABILITIES (CONTINUED)

Tax liabilities arising from transactions between companies are determined using actual transaction prices. It is possible, with the evolution of the interpretation of the transfer pricing rules, that such transfer prices could be challenged. The impact of any such challenge cannot be reliably estimated; however, it may be significant to the financial position and/or the overall operations of the Group.

As Russian tax legislation does not provide definitive guidance in certain areas, the Group adopts, from time to time, interpretations of such uncertain areas that reduce the overall tax rate of the Group. While management currently estimates that it is probable that tax positions and interpretations will be sustained, there is a possible risk that an outflow of resources will be required should such tax positions and interpretations be challenged by the tax authorities.

The impact of any such challenge cannot be reliably estimated; however, it may be significant to the financial position and/or the overall operations of the Group.

In 2015, the Russian tax authorities concluded their examination of OJSC ILIM Group, a major subsidiary of the Group domiciled in Russia, for the tax years 2012 and 2013. As a result of the tax claims received at the completion of the examination, the Group recognized additional tax obligations from its exposure to highly uncertain tax positions, primarily relating to value added tax (VAT), of \$ 3,949 at December 31, 2016 (December 31, 2015: \$ 1,977). These tax obligations are recognized in the consolidated balance sheet as other liabilities. Management will vigorously defend the entity's positions and interpretations that were applied in determining tax charges, benefits, assets and obligations recognized in these consolidated financial statements.

### **Legal proceedings**

From time to time and in the normal course of business, claims against the Group may be received. At December 31, 2016 and 2015, the Group estimates that it does not have any material potential obligations from exposure to possible legal risks.

### **Environmental matters**

The enforcement of environmental regulation in the Russian Federation is evolving and the enforcement posture of government authorities is continually being reconsidered. The Group annually evaluates its obligations under environmental regulations. As obligations are determined to be probable and reasonably estimable, they are recognized immediately. Potential liabilities, which might arise as a result of changes in existing regulations, civil litigation or legislation, cannot be estimated but could be material.

For information about the Group's liabilities for restoration of landfills recognized in these consolidated financial statements, refer to Note 4.

### **Forestry legislation**

The Group's logging activities are subject to the forestry legislation of the Russian Federation. Management believes that the Group's activities are in compliance with current legislation.

The Group has an obligation to perform reforestation of the timberland it harvests. This obligation arises and the liability for the respective costs is recorded when the Group commences harvesting of a particular plot. At December 31, 2016 and 2015, the Group had substantially fulfilled its obligations.

### **Insurance matters**

The Group is subject to political, legislative, fiscal and regulatory developments and risks, which are not covered by insurance. No provisions for self-insurance are required and therefore are not included in these consolidated financial statements. The occurrence of significant losses and impairments could have a material effect on the Group's operations.

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## 7. COMMITMENTS AND CONTINGENT LIABILITIES (CONTINUED)

### Sales commitments

During the year ended December 31, 2016 and in prior periods, the Group had a commitment to supply heating, water and electricity to inhabitants of Koryazhma since the Group owns the only steam generator and electricity station in the town. The supply terms are renewed annually, with prices determined by the respective local state energy commissions. Management estimates that revenue and related costs from the supply of heating and water in Koryazhma for the year ending December 31, 2017 are expected to be approximately \$ 4,500 and \$ 4,900, respectively.

### Operating leases

The future minimum rental expenses of the Group under its operating leases, including the rental of forest plots that the Group intends to lease during the lease term, are as follows:

	December 31, 2016	December 31, 2015
Less than 1 year	6,770	4,689
More than 1 year and up to 5 years	27,081	18,756
More than 5 years and thereafter (up to 49 years)	221,408	147,037
<b>Total operating lease commitments</b>	<b>255,259</b>	<b>170,482</b>

### Contractual capital expenditure commitments

At December 31, 2016, the Group had outstanding contractual commitments to purchase or construct plant, properties and equipment in the amount of \$ 113,349 (December 31, 2015: \$ 39,745).

## 8. DEBT AND LINES OF CREDIT

A summary of long-term debt is as follows:

	Weighted average interest rates	Notional currency	December 31, 2016	December 31, 2015
Fixed rate long-term bank loans	12.00%	RUB	509,810	294,899
Fixed rate long-term bank loans	5.50%	US Dollar	21,986	70,290
Floating rate long-term bank loans	3.55%	US Dollar	933,629	779,233
Finance lease liabilities	9.21%	RUB	9,101	7,904
<b>Total long-term borrowings (a)</b>			<b>1,474,526</b>	<b>1,152,326</b>
Less: current maturities			155,122	461,147
<b>Long-term debt</b>			<b>1,319,404</b>	<b>691,179</b>

(a) The estimated fair market value was approximately \$ 1,477,420 at December 31, 2016 and \$ 1,160,078 at December 31, 2015. The fair values are determined on the basis of expected cash flows discounted at current interest rates for new instruments with similar credit risks and remaining maturities and were categorized to level 2 of the fair value hierarchy.

Total maturities of long-term debt over the next 5 years and thereafter are 2018 – \$ 889,620; 2019 – \$ 389,143; 2020 – \$ 33,544; 2021 – \$ 627; 2022 and later – \$ 6,470.

At December 31, 2016 and 2015, no assets were pledged as collateral for the above borrowings.

At December 31, 2016 and 2015, the Group was in compliance with all the financial covenants of its loan agreements.

## 8. DEBT AND LINES OF CREDIT (CONTINUED)

In 2014 and 2013, the Group entered into arrangements related to certain of its manufacturing equipment. The agreements were classified as finance leases. The carrying amount of the leased equipment at December 31, 2016 was \$ 8,270 (December 31, 2015: \$ 7,454); gross book value – \$ 10,188 (December 31, 2015: \$ 8,479); accumulated depreciation – \$ 1,918 (December 31, 2015: \$ 1,025). The depreciation expense related to the leased equipment for 2016 was \$ 624 (2015: \$ 690; 2014: \$ 856). The leases are for 15 years and are denominated in Russian Rubles. The weighted average interest rates underlying the obligations under finance leases are 9.0-9.4% per annum.

	Less than 1 year	1-5 years	Over 5 years	Total
Minimum lease payments at December 31, 2016	1,255	5,019	8,857	15,131
Less: future finance charges	(821)	(2,822)	(2,387)	(6,030)
<b>Present value of minimum lease payments at December 31, 2016</b>	<b>434</b>	<b>2,197</b>	<b>6,470</b>	<b>9,101</b>

	Less than 1 year	1-5 years	Over 5 years	Total
Minimum lease payments at December 31, 2015	1,044	4,177	8,415	13,636
Less: future finance charges	(714)	(2,509)	(2,509)	(5,732)
<b>Present value of minimum lease payments at December 31, 2015</b>	<b>330</b>	<b>1,668</b>	<b>5,906</b>	<b>7,904</b>

## 9. CAPITAL STOCK

At December 31, 2016 and 2015, authorised, fully paid, outstanding and issued share capital of the Company comprised 133,582,480 ordinary shares with par value of CHF 1 (\$ 0.82) each. Each ordinary share entitles a shareholder to one vote.

The board of Directors of OJSC ILIM Group, a significant subsidiary of the Company, approved on December 21, 2016 repurchase of up to 612,309,294 (up to 10%) of its own shares at \$ 0.48 (31 Russian ruble) per share. The transaction is to be completed in the first quarter 2017.

### Dividends

The Company declared and paid dividends of \$118,118 (CHF 0.86 per share / \$ 0.87 per share) in May 2016, \$70,000 (\$0.52 per share) in August 2015 and \$112,570 (CHF 0.76 per share / \$ 0.84 per share) in August 2014.

In December 2016, the Shareholders of OJSC ILIM Group approved dividends of \$ 307,690 (RUB 3.20 (\$ 0.05) per share). In June 2016, the Shareholders of OJSC ILIM Group approved dividends of \$ 21,521 (RUB 0.23 (\$ 0.004) per share). Dividends attributable to non-controlling interests amounted to \$ 19,776 in 2016. In December 2015, the Shareholders of OJSC ILIM Group approved interim dividends of \$ 58,382 (RUB 0.67 (\$ 0.01) per share). Dividends attributable to non-controlling interests were \$ 4,178 in 2015.

## 10. RELATED PARTY TRANSACTIONS

Related party relationships are determined by reference to ASC No. 850, *Related Parties Disclosures*.

Related parties of the Group fall into the following categories:

- Companies controlled by the Russian Shareholders;
- International Paper Company.

Amounts purchased from and sold to related parties are recorded in these consolidated financial statement line items where similar non-related party transactions are recorded. Outstanding balances at December 31, 2016 and 2015 are recorded in the accompanying consolidated balance sheet in accounts receivable from related parties and accounts payable to related parties.

### Companies controlled by the Russian Shareholders

Balances with the companies controlled by the Russian Shareholders at December 31, 2016 and 2015 consist of the following:

Sales/purchases of:	December 31, 2016		December 31, 2015	
	Receivables	Payables	Receivables	Payables
Raw materials	5,237	(470)	3,023	(231)
Other services	2,579	(2,182)	49	(1,059)
Transport services	610	-	436	-
Operating lease	246	(3)	186	(3)
Electricity, gas, heating	211	-	21	-
Prepayments	-	-	-	(9)
<b>Total</b>	<b>8,883</b>	<b>(2,655)</b>	<b>3,715</b>	<b>(1,302)</b>

### Loans issued to a shareholder

The Group extended two loans to companies controlled by one of the Russian Shareholders (the "Borrower"): in 2016 in the amount of \$ 100,000 (the "2016 Loan") and in 2015 in the amount of \$ 75,000 (the "2015 Loan"). Both loans are denominated in US dollars, bear interest at the rate of LIBOR plus 6% and mature in July 2021. The 2016 Loan is secured by Ilim Holding S.A.'s guarantee and indemnity. The 2015 Loan is secured by the pledge of shares in several non-listed companies. Under the 2015 Loan, the Borrower shall perform early partial prepayments of the principal amount of the loan in the amount equal to the substantial portion of the dividend that the Company may pay for the benefit of that Russian Shareholder, less higher priority payments (including accrued interest, charges, fees, costs and expenses related to the loan) provided that the amount of such portion of the dividend is sufficient to cover those higher priority payments.

The related interest income accrued in the amount of \$ 10,676 (2015: \$ 2,272) and foreign exchange loss in the amount of \$ 6,691 (2015: loss of \$ 3,795) have been presented within equity in these consolidated financial statements. During 2016, the Borrower repaid \$ 18,182 of principal and \$ 5,611 of interest.

Transactions during the years ended December 31, 2016, 2015 and 2014 between the Group and the companies controlled by the Russian Shareholders were as follows:

	2016		2015		2014	
	Income	Expenses	Income	Expenses	Income	Expenses
Raw materials	40,023	(5,275)	41,626	(5,571)	59,732	(9,283)
Other services	1,362	(4,103)	1,387	(3,355)	1,617	(6,548)
Energy, gas, water and heat	1,350	-	1,248	-	1,862	-
Transport services	1,238	-	1,254	-	2,968	(2)
Operating lease	451	(1,254)	288	(1,294)	437	(1,906)
Plant, properties and equipment	-	-	-	(532)	-	(8,188)
<b>Total</b>	<b>44,424</b>	<b>(10,632)</b>	<b>45,803</b>	<b>(10,752)</b>	<b>66,616</b>	<b>(25,927)</b>

**10. RELATED PARTY TRANSACTIONS (CONTINUED)**

All outstanding balances with related parties are required to be settled in cash and are not secured. Management believes that the terms and conditions of these related party transactions are generally similar to those that are available or are reasonably expected to be available for similar transactions with unrelated parties.

**International Paper Company**

Balances with International Paper Company and its subsidiaries were as follows:

Sales/purchases of:	December 31, 2016		December 31, 2015	
	Receivables	Payables	Receivables	Payables
Finished goods	16,978	(7)	9,401	(383)
Services	33	(4,651)	-	(4,406)
Raw materials	14	-	-	-
Plant, properties and equipment	-	-	-	(437)
<b>Total</b>	<b>17,025</b>	<b>(4,658)</b>	<b>9,401</b>	<b>(5,226)</b>

Transactions between the Group and International Paper Company and subsidiaries were as follows:

	2016		2015		2014	
	Sales	Purchases	Sales	Purchases	Sales	Purchases
Finished goods	200,500	(47)	178,217	(19)	211,269	(49)
Services	-	(214)	3	(1,336)	5	(5,267)
<b>Total</b>	<b>200,500</b>	<b>(261)</b>	<b>178,220</b>	<b>(1,355)</b>	<b>211,274</b>	<b>(5,316)</b>

**11. SUBSEQUENT EVENTS**

Subsequent events were evaluated through February 20, 2017, the date when these consolidated financial statements were available to be issued, and there are no subsequent events of significance to report.